E. Responsibilities of	the Board			
E.1	<b>Board Duties and Responsibilitie</b>	s	Y/ N	Reference/ Source document
	Clearly defined board responsibil	ities and corporate governance		-1
E.1.1	Does the company disclose its corporate governance policy / board charter?	OECD PRINCIPLE V: Disclosure and Transparency (A) Disclosure should include, but not be limited to, material information on: 8. Governance structures and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.	Y	Corporate Governance Manual
E.1.2	Are the types of decisions requiring board of directors/commissioners'	OECD PRINCIPLE VI (D)	Y	MINUTES OF THE ORGANIZATIONAL MEETING
E.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated?		N	Corporate Governance Manual
	Corporate Vision/Mission			
E.1.4	Does the company have a vision and mission statement?	OECD PRINCIPLE 6 (P58) ICGN:3.2 Integrity ICGN:3.2 Integrity The board is responsible for overseeing the implementation and maintenance of a culture of integrity. The board should encourage a culture of integrity permeating all aspects of the co., and secure that its vision, mission and objectives are	Y	POSTED IN OUR COMPANY WEBSITE www.visayansurety.com
E.1.5	Has the board review the vision and mission/strategy in the last financial year?		Y	ANNUAL STOCKHOLDER'S MEETING
E.1.6	Does the board of directors monitor/oversee the implementation of the corporate strategy?		Y	ANNUAL STOCKHOLDER'S MEETING
E.2	Board structure			
	Code of Ethics or Conduct			
E.2.1	Are the details of the code of ethics or conduct disclosed?	OECD PRINCIPLE VI (C) The board should apply high	Υ	HANDBOOK OF THE COMPANY

E.2.2	Does the company disclose that	ethical standards. It should take		
.2.2	all directors/commissioners,	into account the interests of		
	senior management and			
	=	stakeholders.	Υ	HANDBOOK OF THE COMPANY
	with the code?	The board has a key role in setting		
	with the code?	the ethical tone of a company,		
E.2.3	Does the company disclose how it	not only by its own actions, but		
	implements and monitors	also in appointing and overseeing	γ	HANDROOK OF THE COMPANY
	compliance with the code of	key executives and consequently	Ť	HANDBOOK OF THE COMPANY
	ethics or conduct?	the management in general. High		
	Board Structure & Composition			
E.2.4	Do independent	OECD PRINCIPLE VI (E)		
	directors/commissioners make up	In order to exercise its duties of		
	at least 50% of the board of	monitoring managerial		
	directors/commissioners?	performance, preventing conflicts		
		of interest and balancing		
		competing demands on the		
		corporation, it is essential that the		
		board is able to exercise objective		
		judgement. In the first instance		
		this will mean independence and		
		objectivity with respect to		
		management with important		
		implications for the composition		
		and structure of the board. Board		
		independence in these		
		circumstances usually requires	N	GENERAL INFORMATION SHEET
		that a sufficient number of board		
		members will need to be		
		independent of management. The		
		ASX Code recommends at least a		
		majority of independent		
		directors, while the UK Code		
		recommends at least half of the		
		board, excluding the Chairman,		
		be independent directors. The		
		minimum of three independent		
		directors is to ensure that		
		companies with small boards		
		have enough independent		
E.2.5	Are the independent	directors (note that stock OECD PRINCIPLE VI (E)		
2.2.3	directors/commissioners	In order to exercise its duties of		
	independent of management and		Υ	GENERAL INFORMATION SHEET
	major/ substantial shareholders?	performance, preventing conflicts		
	inajor/ substantial shareholders!	of interest and halancing		
		or merest and balancing L		

E.2.6	Does the company have a term limit of nine years or less for its independent directors/commissioners?	competing demands on the corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and	Y	
E.2.7		UK CODE (JUNE 2010): Non-executive directors should be appointed for specified terms subject to re-election and to statutory provisions relating to the removal of a director. Any term beyond six years for a non-executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the board and to succession for appointments to the board and to senior management, so as to maintain an appropriate balance of skills and experience within the company and on the board.	Y	GENERAL INFORMATION SHEET
E.2.8	Does the company have any independent directors/commissioners who serve on a total of more than five boards of publicly-listed	responsibilities.	N	
E.2.9		Service on too many boards can interfere with the performance of board members. Companies may wish to consider whether multiple board memberships by the same	N	PROFILE OF DIRECTORS
	Nominating Committee			
E.2.10	Does the company have a Nominating Committee (NC)?	OECD PRINCIPLE II (C) (3) Effective shareholder	N	
E.2.11	Does the Nominating Committee	participation in key corporate governance decisions, such as the nomination and election of board	N/A	
E.2.12	Is the chairman of the Nominating		N/A	

F 2 42	December of the second of the	OFCD DRINGIDLE \ " \ (5)	I	
E.2.13	Does the company disclose the	OECD PRINCIPLE VI (E)		
	terms of reference/ governance	(2) When committees of the	N/A	
	structure/charter of the	board are established, their		
E.2.14	Nominating Committee?	mandate, composition and		
E.2.14	Did the Nominating Committee	working procedures should be	N/A	
	meet at least twice during the	well defined and disclosed by the	N/A	
E.2.15	vear? Is the attendance of members at	board.		
E.2.15			N/A	
	Nominating Committee meetings	While the use of committees may	N/A	
	disclosed? Remuneration Committee/	-		
	Compensation Committee			
E.2.16	Does the company have a	OECD PRINCIPLE VI (D)		
L.2.10	Remuneration Committee?	(4) Aligning key executive and	N	
E.2.17	Does the Remuneration	board remuneration with the		
[				
	Committee comprise of a majority		N/A	
	of independent directors/commissioners?	company and its shareholders.		
E.2.18	Is the chairman of the	1		
1.2.10	Remuneration Committee an	It is considered good practice in		
		an increasing number of countries	N/A	
	independent director/commissioner?	that remuneration policy and		
E.2.19	Does the company disclose the	OECD PRINCIPLE VI (E)		
2.2.13	terms of reference/ governance	(2) When committees of the		
	structure/ charter of the	board are established, their	N/A	
	Remuneration Committee?	·		
E.2.20	Did the Remuneration Committee	mandate, composition and		
	meet at least twice during the	working procedures should be	N/A	
	vear?	well defined and disclosed by the	.,,,,	
E.2.21	Is the attendance of members at	board.		
	Remuneration Committee		N/A	
	meetings disclosed?	While the use of committees may	·	
	Audit Committee			
E.2.22	Does the company have an Audit	OECD PRINCIPLE VI (E)		
L.2.22	Committee?	(1) Boards should consider		
	Committees	assigning a sufficient number of		
		non-executive board members		
		capable of exercising independent		
		judgement to tasks where there is		
		a potential for conflict of interest.		
		Examples of such key	Υ	DEFAULT DED IC CIDCUII AD NO. 2015, 22
		responsibilities are ensuring the	Y	DEFAULT PER IC CIRCULAR NO. 2015-23
		integrity of financial and non-		
		financial reporting, the review of		
		related party transactions,		
		nomination of board members		
		and key executives, and board		
		remuneration.		

E.2.23	Does the Audit Committee	OECD PRINCIPLE VI (E)		
L.Z.23				
	comprise entirely of non-	(2) When committees of the		
	executive	board are established, their		
	directors/commissioners with a	mandate, composition and		
	majority of independent	working procedures should be		
	directors/commissioners?	well defined and disclosed by the		
		board.		
		While the use of committees may		
		improve the work of the board		
		they may also raise questions		
		about the collective responsibility		
		of the board and of individual		
		board members. In order to		
		evaluate the merits of board	,	
		committees it is therefore	Υ	
		important that the market		
		receives a full and clear picture of		
		their purpose, duties and		
		composition. Such information is		
		particularly important in the		
		increasing number of jurisdictions		
		where boards are establishing		
		independent Audit Committees		
		with powers to oversee the		
		relationship with the external		
		auditor and to act in many cases		
		independently. Other such		
		committees include those dealing		
E.2.24	Is the chairman of the Audit	with nomination and		
	Committee an independent		Υ	DEFAULT PER IC CIRCULAR NO. 2015-23
	director/commissioner?			
E.2.25	Does the company disclose the			
	terms of reference/governance		Υ	
	structure/charter of the Audit		1	
	Committee?			
E.2.26	Does the Annual Report disclose	Most codes specify the need for		
	the profile or qualifications of the	accounting/finance expertise or	Υ	
	Audit Committee members?	experience.	'	

E.2.27	independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?	UK CODE (JUNE 2010) C.3.1. The board should satisfy itself that at least one member of the Audit Committee has recent and relevant financial experience.  As many of the key responsibilities of the Audit Committee are accounting-related, such as oversight of financial reporting and audits, it is important to have someone specifically with accounting expertise, not just general	Y	BIODATA OF ATTY. PIO GO
		financial expertise.		
E.2.28	Did the Audit Committee meet at least four times during the year?		Y	
E.2.29	Is the attendance of members at Audit Committee meetings disclosed?		Y	
E.2.30	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	UK CODE (JUNE 2010) C.3.6 The Audit Committee should have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditor. If the board does not accept the Audit Committee's recommendation, it should include in the Annual Report, and in any papers recommending appointment or re-appointment, a statement from the Audit Committee explaining the recommendation and should set out reasons why the board has taken a different position.	Y	
E.3	Board Processes			
	Board meetings and attendance			

E	Are the board of directors	In	T	
E.3.1	meeting scheduled before the start of financial year?	Scheduling board meetings before or at the beginning of the year would allow directors to plan ahead to attend such meetings, thereby helping to maximise participation, especially as non-executive directors often have other commitments. Additional ad hoc meetings can always be scheduled if and when necessary. It is common practice for boards in developed markets to schedule meetings in this way.	Y	NOTICE OF ORGANIZATIONAL MEETING
E.3.2	Does the board of directors/commissioners meet at least six times during the year?	WORLDBANK PRINCIPLE 6 (VI.I.24) Does the board meet at least six times per year?  INDO SCORECARD E.10. How many meetings were held in the past year? If the board met more than six times, the firm earns a 'Y' score. If four to six meetings, the firm was scored as 'fair', while less than four times was scored as 'N'	Y	MINUTES OF THE BOARD OF DIRECTORS MEETING
E.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?	OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities.  Specific limitations may be less important than ensuring that members of the board enjoy legitimacy and confidence in the eyes of shareholders. Achieving legitimacy would also be facilitated by the publication of attendance records for individual board members (e.g. whether they have missed a significant number of meetings) and any other work undertaken on behalf of the board and the associated remuneration.	Y	MINUTES OF BOARD OF DIRECTORS MEETING

E.3.4	Door the company require a	WORLDBANK PRINCIPLE 6		
E.3.4	• • • •			
	minimum quorum of at least 2/3	(VI.I.28) Is there a minimum	Υ	AMENDED BY-LAWS
	for board decisions?	quorum of at least 2/3 for board decisions to be valid?		
E.3.5	Did the non-executive	WORLDBANK PRINCIPLE 6		
	directors/commissioners of the	(VI.E.1.6) Does the corporate		
	company meet separately at least			
	once during the year without any	i -	N	
	executives present?	executive sessions?		
	executives present:	executive sessions:		
	Access to information			
E.3.6	Are board papers for board of	OECD PRINCIPLE VI		
	directors/commissioners	(F) In order to fulfil their		
	meetings provided to the board at	responsibilities, board members		
	least five business days in advance			
	of the board meeting?	relevant and timely information.		
		·		
		Board members require relevant		
		information on a timely basis in		
		order to support their decision-		
		making. Non-executive board		
		members do not typically have		
		the same access to information as		
		key managers within the		
		company. The contributions of		
		non-executive board members to		
		the company can be enhanced by	Υ	
		providing access to certain key		
		managers within the company		
		such as, for example, the		
		company secretary and the		
		internal auditor, and recourse to		
		independent external advice at		
		the expense of the company. In order to fulfil their		
		responsibilities, board members		
		· ·		
		should ensure that they obtain		
		accurate, relevant and timely		
		information.		
		WORLDRANK PRINCIPLE C		
E.3.7	Does the company secretary play	WORLDBANK PRINCIPLE 6 OECD PRINCIPLE VI (F)		
[	a significant role in supporting the	OLOS I MITOLI EL VI (I )		
	board in discharging its	ICSA Guidance on the Corporate	Υ	
	responsibilities?	Governance Role of the	·	
	Leshousinilities;	Company Secretary		
	<u> </u>	II CUMANY NOCTOTATY		

E.3.8	Is the company secretary trained	WORLDBANK PRINCIPLE 6		
	in legal, accountancy or company	(VI.D.2.12) Do company boards		PROFILE OF ATTY. IOLANDA ABELLA found in Officers of VSIC
	secretarial practices?	have a professional and qualified	Υ	folder
		company secretary?		Totaci
	Board Appointments and Re-Elec	tion		
E.3.9	Does the company disclose the	OECD PRINCIPLE II (C) (3)		
	criteria used in selecting new	To further improve the selection		
	directors/commissioners?	process, the Principles also call for		
		full disclosure of the experience		
		and background of candidates for		
		the board and the nomination		
		process, which will allow an		
		informed assessment of the		
		abilities and suitability of each		
		candidate.		
		OECD Principle VI (D)		
		(5) Ensuring a formal and		
		transparent board nomination		
		and election process.		
		These Principles promote an	Υ	Under Formulations
		active role for shareholders in the		
		nomination and election of board		
		members. The board has an		
		essential role to play in ensuring		
		that this and other aspects of the		
		nominations and election process		
		are respected. First, while actual		
		procedures for nomination may		
		differ among countries, the board		
		or a nomination committee has a		
		special responsibility to make sure		
		that established procedures are		
		transparent and respected.		
		Second, the board has a key role		
E.3.10	Does the company disclose the			
	process followed in appointing			
	new directors/commissioners?		Υ	Under Formulations
1				

E.3.11	Are all the	ICGN: 2.9.1		
	directors/commissioners subject	Election of directors: Directors		
	to re-election at least once every	should be conscious of their		
	three years?	accountability to shareholders,		
		and many jurisdictions have		
		mechanisms to ensure that this is		
		in place on an ongoing basis.		
		There are some markets however		
		where such accountability is less		
		apparent and in these each		
		director should stand for election		
		on an annual basis. Elsewhere		
		directors should stand for election		
		at least once every three years,	Υ	DEFAULT PER IC CIRCULAR NO. 2015-23
		though they should face		
		evaluation more frequently.		
		WORLDBANK PRINCIPLE 6		
		(VI.I.18) Can the re-election of		
		board members be staggered		
		over time? (Staggered boards are		
		those where only a part of the		
		board is re-elected at each		
		election, e.g. only 1/3 of directors		
		are re-elected every year.)		
	Remuneration Matters			

F 2.42	Describe communications is	OFCD DDINICIDI E \ (1 \ (2)		
E.3.12	Does the company disclose its	OECD PRINCIPLE VI (D)		
	remuneration (fees, allowances,	(4) Aligning key executive and		
	benefit-in-kind and other	board remuneration with the		
	emoluments) policy/practices (i.e.			
	the use of short term and long	company and its shareholders.		
	term incentives and performance			
	measures) for its executive	In an increasing number of		
	directors and CEO?	countries it is regarded as good		
		practice for boards to develop		
		and disclose a remuneration		
		policy statement covering board		
		members and key executives.		
		Such policy statements specify		
		the relationship between		
		remuneration and performance,	Υ	REMUNERATION OF CHAIRMAN AND CEO
		and include measurable standards		
		that emphasise the longer run		
		interests of the company over		
		short term considerations. Policy		
		statements generally tend to set		
		conditions for payments to board		
		members for extra-board		
		activities, such as consulting. They		
		also often specify terms to be		
		observed by board members and		
		key executives about holding and		
		trading the stock of the company,		
		and the procedures to be		
		followed in granting and re-		
		pricing of options. In some		
E.3.13	Is there disclosure of the fee	UK CODE (JUNE 2010)		
	structure for non-executive	D.1.3 Levels of remuneration for		
	directors/commissioners?	non-executive directors should		
		reflect the time commitment and		
		responsibilities of the role.		
		Disclosure of fee structure for non-		
		executive directors allows	N/A	
		shareholders to assess if these	IV/A	
		directors are remunerated in an		
		appropriate manner, for example,		
		whether they are paid for taking		
		on additional responsibilities and		
		contributions, such as chairing		
		committees.		

E.3.14	Do the shareholders or the Board	OECD PRINCIPLE VI. (D.4)		
	of Directors approve the	The Board should fulfil certain key		
	remuneration of the executive	functions including aligning key		
	directors and/or the senior	executive and board		
	executives?	remuneration with the longer		
		term interests of the company		
		and its shareholders.		
		ICGN 2.3 (D) and (E)		
		D. Selecting, remunerating,	Υ	DEFAULT PER IC CIRCULAR NO. 2015-23
		monitoring and where necessary		
		replacing key executives and		
		overseeing succession planning.		
		E. Aligning key executives and		
		Board remuneration with the		
		longer term interest of the		
		company and its shareholders.		

E.3.15	Do independent non-executive	UK CODE (JUNE 2010)		
	directors/commissioners receive	(D.1.3) Levels of remuneration for		
	options, performance shares or	non-executive directors should		
	bonuses?	reflect the time commitment and		
		responsibilities of the role.		
		Remuneration for non-executive		
		directors should not include share		
		options or other performance-		
		related elements. If, by exception,		
		options are granted, shareholder		
		approval should be sought in		
		advance and any shares acquired		
		by exercise of the options should		
		be held until at least one year		
		after the non-executive director	Υ	
		leaves the board. Holding of share	•	
		options could be relevant to the		
		determination of a non-executive		
		director's independence (as set		
		out in provision B.1.1).		
		ASX CODE		
		Box 8.2: Guidelines for non-		
		executive director remuneration		
		Companies may find it useful to		
		consider the following when		
		considering non-executive		
		director		
		remuneration:		
	Lucka was al Assalia	1. Non-executive directors should		
	Internal Audit			

E.3.16	Does the company have a	OECD PRINCIPLE VI (D)		
	separate internal audit function?	(7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.		
		Ensuring the integrity of the essential reporting and monitoring systems will require the board to set and enforce clear lines of responsibility and accountability throughout the organisation. The board will also need to ensure that there is appropriate oversight by senior management. One way of doing this is through an internal audit system directly reporting to the board.	Y	DEFAULT PER IC CIRCULAR NO. 2015-23
E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	Companies often disclose that they have an internal audit but, in practice, it is not uncommon for it to exist more in form than in substance. For example, the inhouse internal audit may be assigned to someone with other operational responsibilities. As internal audit is unregulated, unlike external audit, there are firms providing outsourced internal audit services which are not properly qualified to do so. Making the identity of the head of internal audit or the external service provider public would provide some level of safeguard that the internal audit is substantive.	Y	AUDITED FINANCIAL STATEMENTS

E.3.18	Does the appointment and	OECD PRINCIPLE VI (D) (7)		
	removal of the internal auditor			
		In some jurisdictions it is		
	Committee?	considered good practice for the		
		internal auditors to report to an		
		independent Audit Committee of		
		the board or an equivalent body		
		which is also responsible for		
		managing the relationship with		
		the external auditor, thereby		
		allowing a coordinated response		
		by the board.		
		WORLDBANK PRINCIPLE 6		
		(VI.D.7.9) Does the internal	,	
		auditors have direct and	Υ	DEFAULT PER IC CIRCULAR NO. 2015-23
		unfettered access to the board of		
		directors and its independent		
		Audit Committee?		
		ASX Principles on CG		
		"companies should consider a		
		second reporting line from the		
		internal audit function to the		
		board or relevant committee."		
		Under the ASX		
		Principles it is also recommended		
		that the Audit Committee have		
		access to		
		internal audit without the		
	Risk Oversight			
E.3.19	Does the company disclose the	OECD PRINCIPLE 6 (VI) (D) (7)		
	internal control procedures/risk			
	management systems it has in	Ensuring the integrity of the		
	place?	corporation's accounting and		
		financial reporting systems,		
		including the independent audit,	Υ	
		and that appropriate systems of	<b>'</b>	
		control are in place, in particular,		
		systems for risk management,		
		financial and operational control,		
		and compliance with the law and		
		relevant standards.		

E.3.20	Does the Annual Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	UK CODE (JUNE 2010) C.2.1 The board should, at least annually, conduct a review of the effectiveness of the company's risk management and internal control systems and should report to shareholders that they have done so. The review should cover all material controls, including financial, operational and compliance controls.	Υ	AUDITED FINANCIAL STATEMENTS
E.3.21	Does the company disclose how key risks are managed?	OECD PRINCIPLE V (A) (6) Foreseeable risk factors.  Disclosure of risk is most effective when it is tailored to the particular industry in question. Disclosure about the system for monitoring and managing risk is increasingly regarded as good	Y	

	T	1 '		
E.3.22	Does the Annual Report contain a			
	statement from the board of	(7) Ensuring the integrity of the		
	directors/commissioners or Audit	corporation's accounting and		
	Committee commenting on the	financial reporting systems,		
	adequacy of the company's	including the independent audit,		
	internal controls/risk	and that appropriate systems of		
	management systems?	control are in place, in particular,		
		systems for risk management,		
		financial and operational control,		
		and compliance with the law and		
		relevant standards.		
		In some jurisdictions it is		
		considered good practice for the		
		internal auditors to report to an	Υ	
		independent audit committee of	ĭ	
		the board or an equivalent body		
		which is also responsible for		
		managing the relationship with		
		the external auditor, thereby		
		allowing a coordinated response		
		by the board. It should also be		
		regarded as good practice for this		
		committee, or equivalent body, to		
		review and report to the board		
		the most critical accounting		
		policies which are the basis for		
		financial reports. However, the		
		board should retain final		
		responsibility for ensuring the		
E.4	People on the Board			
	Board Chairman			
E.4.1	Do different persons assume the	OECD PRINCIPLE VI		
	roles of chairman and CEO?	(E) The board should be able to	N	GENERAL INFORMATION SHEET
5.4.2		exercise objective independent		
E.4.2	Is the chairman an independent	judgement on corporate affairs.	N	MINITES OF THE OPCANIZATIONAL MEETING OF THE POR
	director/commissioner?	In a number of acceptains with	N	MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOD
E.4.3	Has the chairman been the	In a number of countries with		
	company CEO in the last three	single tier board systems, the objectivity of the board and its	N	MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOD

E.4.4	Are the role and responsibilities of	ICGN: 2.5 Role of the Chair		
	the chairman disclosed?	The chair has the crucial function		
		of setting the right context in		
		terms of board agenda, the		
		provision of information to		
		directors, and open boardroom		
		discussions, to enable the		
		directors to generate the effective		
		board debate and discussion and		
		to provide the constructive		
		challenge which the company	V	Company Company on Manage
		needs. The chair should work to	Υ	Corporate Governance Manual
		create and maintain the culture of		
		openness and constructive		
		challenge which allows a diversity		
		of views to be expressedThe		
		chair should be available to		
		shareholders for dialogue on key		
		matters of the company's		
		governance and where		
		shareholders have particular		
		concerns.		
	Skills and Competencies			

E.4.5	Door at least one non avaguative	ICCN, 2.4.2 Indonesidance		
E.4.5	Does at least one non-executive	ICGN: 2.4.3 Independence		
	director/commissioner have prior			
	working experience in the major	competence and experience, and		
	sector that the company is	the appropriate context to		
	operating in?	encourage effective behaviours,		
		one of the principal features of a		
		well-governed corporation is the		
		exercise by its board of directors		
		of independent judgement,		
		meaning judgement in the best		
		interests of the corporation, free		
		of any external influence on any		
		individual director, or the board		BIODATA OF ATTY. PIO GO AND ATTY. ESTENZO (FOUND IN
		as a whole. In order to provide	Υ	PROFILE OF DIRECTORS)
		this independent judgement, and		1.1.0.1.1.2
		to generate confidence that		
		independent judgement is being		
		applied, a board should include a		
		strong presence of independent		
		non-executive directors with		
		appropriate competencies		
		including key industry sector		
		knowledge and experience. There		
		should be at least a majority of		
		independent directors on each		
		board.		
E.4.6	Does the company disclose a	ASX Code		
	board of directors/commissioners			
	diversity policy?	Companies should establish a		
		policy concerning diversity and		
		disclose the policy or a summary		
		of that policy. The policy should		
		include requirements for the		
		board to establish measurable		
		objectives for achieving gender		
		diversity and for the board to	Υ	
		assess annually both the		
		objectives and progress in		
		achieving them.		
		Regulations and codes of		
		corporate governance in many		
		developed markets now		
		incorporate board diversity as a		
		consideration in board		
F.F.	Poud Doufourson			
E.5	Board Performance			

	Directors Development			
E.5.1	Does the company have	This item is in most codes of		
	orientation programmes for new	corporate governance.	Υ	
	directors/commissioners?			
E.5.2	Does the company have a policy	OECD PRINCIPLE VI (E)		
	that encourages	(3) Board members should be		
	directors/commissioners to	able to commit themselves		
	attend on-going or continuous	effectively to their		
	professional education	responsibilities.		
	programmes?			
		In order to improve board		
		practices and the performance of		
		its members, an increasing		
		number of jurisdictions are now		
		encouraging companies to engage		
		in board training and voluntary	Υ	
		self-evaluation that meets the		
		needs of the individual company.		
		This might include that board		
		members acquire appropriate		
		skills upon appointment, and		
		thereafter remain abreast of		
		relevant new laws, regulations,		
		and changing commercial risks		
		through in-house training and		
		external courses.		
	CEO/Executive Management	<u> </u>		
	Appointments and Performance			
E.5.3	Does the company disclose how	OECD PRINCIPLE VI (D)		
	the board of	(3) Selecting, compensating,		
	directors/commissioners plans for	monitoring and, when necessary,		
	the succession of the	replacing key executives and		
	CEO/Managing Director/President	overseeing succession planning.		
	and key management?		<u>,</u>	Fan Canal P
		In two tier board systems the	N	For Compliance
		supervisory board is also		
		responsible for appointing the		
		management board which will		
		normally comprise most of the		
		key executives.		

E.5.4	Does the board of	OECD PRINCIPLE VI (D)		
	directors/commissioners conduct	(2). Monitoring the effectiveness		
	an annual performance	of the company's governance		
	assessment of the CEO/Managing			
	Director/President?	needed.		
	Directory resident:	ineeded.		
		Monitoring of governance by the		
		board also includes continuous		
		review of the internal structure of		
		the company to ensure that there		
		are clear lines of accountability		
		for management throughout the		
		organisation. In addition to	N	For Compliance
		requiring the monitoring and		·
		disclosure of corporate		
		governance practices on a regular		
		basis, a number of countries have		
		moved to recommend or indeed		
		mandate self-assessment by		
		boards of their performance as		
		well as performance reviews of		
		individual board members and		
		the CEO/Chairman.		
	Board Appraisal			
E.5.5	Is an annual performance	OECD PRINCIPLE VI (D) (2)		
	assessment conducted of the		N	For Compliance
	board of		IV.	1 of Compliance
	directors/commissioners?			
E.5.6	Does the company disclose the			
	process followed in conducting		N/A	For Compliance
	the board assessment?		IN/A	For Compliance
E.5.7	Does the company disclose the			
	criteria used in the board		N/A	For Compliance
	assessment?			
	Director Appraisal		<u> </u>	
E.5.8	Is an annual performance	OECD PRINCIPLE VI (D) (2)		
	assessment conducted of		N	For Compliance
	individual director/commissioner?		-	, p
E.5.9	Does the company disclose the			
E.3.9				
	process followed in conducting			
	the director/commissioner		N1/A	For Compliance
	assessment?		N/A	For Compliance
				·

E.5.10	Does the company disclose the criteria used in the director/commissioner		N/A	For Compliance
	Committee Appraisal			
E.5.11	assessment conducted of the board of directors/commissioners committees?	UK CODE (JUNE 2010) B.6 Evaluation: The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.	N	For Compliance