



QATAR ELECTRONIC SYSTEMS COMPANY

NOMINATION AND REMUNERATION POLICY

MARCH 2025

**Document Information and Revision History:**

Version	1.0
Status	
Author	
Creation Date	MARCH 2025
Reviewed by	
Date of Review	
Approved by – Name & Signature	
Date of Approval	
Effective Date	

Amendment History:

Version	Date	Person Updating (Designation and Department)	Changes Incorporated	Approved by (Designation and Department)	Approval Date
1.0					

Confidentiality Clause:

All information held about the document or in connection with the document and any of the above is to be regarded as confidential. One will not at any time during tenure of employment or afterwards, disclose to any person any information as to the business, dealings, practice, accounts, finances, trading, software, know-how, affairs of the procedure or otherwise connected with this document. Any breach of this clause would constitute serious disciplinary action.

Table of Contents

1	<u>Introduction</u>	4
1.1	<u>Purpose</u>	4
1.2	<u>Scope and administration</u>	4
1.3	<u>Responsible individual behaviour</u>	5
1.4	<u>Non-compliance</u>	6
2	<u>Nomination and Succession Planning</u>	7
2.1	<u>Introduction</u>	7
2.2	<u>Non-executive members</u>	7
2.3	<u>Independent members</u>	8
2.4	<u>Top management</u>	9
2.5	<u>Executive management</u>	9
3	<u>Board Induction and Orientation</u>	10
3.1	<u>Objective</u>	10
3.2	<u>Induction program</u>	11
4	<u>Remuneration Principles</u>	12
4.1	<u>Introduction</u>	12
4.2	<u>Board remuneration</u>	12
4.3	<u>Top management</u>	14
4.4	<u>Executive management</u>	14
4.5	<u>Annual bonus</u>	15
5	<u>Board Evaluation</u>	16
5.1	<u>Introduction</u>	16
5.2	<u>Framework</u>	17
6	<u>Appendices</u>	21
6.1	<u>Appendix A – Director’s appointment letter template (illustrative)</u>	21
6.2	<u>Appendix B – Induction agenda (illustrative)</u>	24
6.3	<u>Appendix C – Competencies of Board members and EMT (illustrative)</u>	25
6.4	<u>Appendix D – Board meeting feedback form template (illustrative)</u>	29

1 Introduction

1.1 Purpose

- The Nomination and Remuneration Policy (the “**Policy**”) of Qatar Electronic Systems Company (“**TechnoQ**” or the “**Company**”) is the principal document defining all the key components of the nomination and remuneration framework for the Company.
- The Company’s Board of Directors (“**BoD**” or the “**Board**”) will be responsible for establishing a robust framework for corporate governance which will govern the nomination and remuneration activities of the Company, with necessary support from the Board committees, Chief executive officer (“**CEO**”), executive management team (“**EMT**”), and operational staff, together known as “**Covered Persons**”.
- All Covered Persons will be responsible to ensure adherence to the guidelines of this Policy, which is dependent on their lawful conduct and diligence, in both personal and professional capacities, for compliance with the regulatory requirements applicable in the State of Qatar.
- In alignment with the Board’s directives, the Nomination and remuneration committee (“**NRC**”) will be responsible to implement this Policy with support from the Human resources (“**HR**”) team, Compliance Officer (“**CO**”) and/or Board Secretary (“**BS**”).
- The NRC may delegate the task to CO and/or BS, to maintain and review this Policy, on behalf of the Board, at least annually, with consultation and support from the HR team, CEO and Chief Financial Officer (“**CFO**”), as deemed necessary, to ensure alignment with the business necessities and requirements of the Code.
- This Policy is established in accordance with the provisions of the Qatar Financial Markets Authority’s (“**QFMA**” or the “**Authority**”) governance code (the “**Code**”) for companies and legal entities listed on the Qatar Stock Exchange (“**QSE**”).

1.2 Scope and administration

- The scope of this Policy is in compliance with the Code for the purpose of governing the nomination and remuneration of the Covered Persons especially the Board members. In view of the same, the key objectives of this Policy are:
 - ✓ Provide guidance to the Board and NRC on the establishment and composition of the Board, which will comprise “formulation of the criteria for determining qualifications, positive attributes and independence of a director”. The NRC will consider reviewing the Board composition on a periodic basis, with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender, and experience;
 - ✓ Recommend to the Board and NRC, the appointment or reappointment and removal of directors;
 - ✓ Recommend to the Board and NRC, the appointment and removal of key managerial personnel (“**KMP**”) and EMT of the Company;
 - ✓ Provide the framework and process for performance evaluation of the Board, its committees, and individual directors. Additionally, the NRC will also oversee the performance review process of the KMP and the EMT of the Company;

- ✓ Recommend to the Board, the remuneration policy for directors, top management and EMT as well as the rest of the employees;
- ✓ Recommend to the Board the remuneration payable to directors, top management, and EMT of the Company, On an annual basis,
- ✓ Oversee familiarization and induction programs for all Covered Persons; and
- ✓ Oversee the HR philosophy, HR strategy, HR practices, including those for leadership development, rewards and recognition, talent management and succession planning.
- This Policy intends to inspire and foster a proactive continuous assessment of the permanent leadership needs of the Company to ensure the selection and retention of qualified and capable leaders who are a best fit for the Company's vision, mission, values, and objectives, and those who have the necessary skills required to own and drive the Company's business strategy.
- This Policy also assures structured and effective induction of the Covered Persons, especially Board members, on their commencement as well as allowing for their further training and development to ensure their continued support and effectiveness in fulfilling their anticipated roles.
- This Policy will serve as a tool to organize the relationship between the Company and its employee(s) with regards to nomination and remuneration matters and implement the requirements in a coherent and consistent manner.
- In order to assess the effectiveness of adequate understanding and implementation of this Policy, the following key policy effectiveness indicators will be monitored on a periodic basis by the internal audit and HR team:
 - ✓ Alignment to business needs of the Company – strategic and operational;
 - ✓ Clarity to end users for the objectives and scope;
 - ✓ Implementation issues / challenges / non-compliance, noted as part of ongoing monitoring; and
 - ✓ Review of any other relevant reports and indicators for the Policy adherence and compliance.
- Access to the policy will be restricted to authorized personnel only, as per the discretion and approval of the NRC and the CEO.
- The contents of the Policy are confidential and are intended for internal use only. Under no circumstances may the contents of this policy be revealed to third parties without a written permission from the NRC and/or CEO.

1.3 Responsible individual behaviour

- All Covered Persons will be responsible to comply with the guidelines of this Policy considering the following key aspects, but not limited to:
 - ✓ Read and understand this Policy and work in accordance with it;
 - ✓ Remain apprised with any changes in the Company's compliance and governance requirements and related policies and procedures;
 - ✓ Seek advice if they are unsure of any aspects of the compliance and governance requirements;
 - ✓ Ensure that the Company's business partners are aware of its compliance and governance requirements; and
 - ✓ Seek questions and/or raise concerns with respect to the ongoing compliance and governance requirements from a regulatory perspective.

- The CO and/or BS will be responsible to facilitate adequate understanding of the Company's nomination and remuneration related objectives and initiatives, considering the following key aspects, but not limited to:
 - ✓ Lead by example and remain aware of their role in the ongoing compliance requirements;
 - ✓ Foster a culture of integrity and trust;
 - ✓ Ensure that this Policy is accessible and understood by those for whom the Company is responsible;
 - ✓ Be open and respond to questions and assist in finding solutions when issues are raised;
 - ✓ Be accountable for those the Company leads and takes responsibility for their decisions and actions; and
 - ✓ Protect and never retaliate against anyone who raises good-faith concerns about a breach of the compliance aspects.

1.4 Non-compliance

- It is essential that all Covered Persons should, in their daily work, behave as if they were representatives and ambassadors of the Company. Therefore, each employee should be committed to preserving and enhancing the Company's reputation.
- The Company has set high expectations of itself and its business partners and is open to questions or concerns as and when they are raised. The Company relies on its people who all share the role of ensuring that this Policy is recognized, understood, and adhered to.
- There may be times when the employees are not sure how to respond to or may witness an act of potential wrongdoing, one that may be incompatible with the Policy. In such circumstances, all the Covered Persons will be responsible to act in accordance with the guidelines set out in this Policy. In exercising this duty, the people should act without fear of reprimand or disciplinary action.
- All Covered Persons are individually and collectively responsible to ensure strict compliance with the guidelines of the compliance program, non-adherence of which requirements will be considered as a serious breach of the Company's standards.
- If any of the Covered Persons intentionally or unintentionally violate any of the requirements of this Policy, they will be subject strict disciplinary action decided by the concerned authorities of the Company, depending on the severity of the case. The Board may delegate this responsibility to the NRC and/or CEO and/or CO to take necessary action, as and when a potential breach / non-compliance is reported.
- In case of any contradiction with any of the local laws, rules, customs, or norms s applicable in the State of Qatar, the latter will assume prominence and will be considered for final compliance.
- Furthermore, this Policy guidelines will be read in conjunction with the other Company policies for governance, to ensure compliance with the requirements of the Code.

2 Nomination and Succession Planning

2.1 Introduction

- Nomination and succession planning is a focused process for ensuring talent in the pipeline, through identifying crucial job skills, knowledge, social relationships, and organizational practices and passing them on to prepare the next generation of workers, thereby ensuring the seamless movement of talent within the organization.
- The Board will strive to prepare for ongoing change in leadership, either planned or unplanned, to ensure the stability and accountability of the Company until a new permanent leadership is identified.
- The Board and NRC will ensure effective implementation of this Policy considering the following key aspects, but not limited to:
 - ✓ Assess the permanent leadership needs to ensure the selection of qualified and capable leaders who are fit to drive the Company's strategic direction expressed in its vision, mission, shared values, and objectives;
 - ✓ Ensure that the Company continues to operate without disruption and that all its commitments previously made are effectively executed, for any reports due, contracts, licenses, certifications, obligations to others; and
 - ✓ Monitor the term of each of the elected Board member(s) in accordance with the Company's articles of association ("AoA"), and provisions of the Code to assure timely appointment/re-appointment to avoid vacant seats and leadership void.
- This Policy will be applicable for nomination and succession of the following roles;
 - ✓ Non-executive Board member(s);
 - ✓ Independent Board member(s);
 - ✓ Top management; and
 - ✓ Executive management team.

2.2 Non-executive members

- Based on the Company's Board charter and the Code, majority of the Board member(s) will be non-executive, and their nomination, election and confirmation will be in accordance with the guidelines of this Policy. The NRC will seek nomination from the shareholders for vacant non-executive Board membership seats and while assessing and shortlisting the nominations received, will ensure that nominees fulfill the criteria stipulated in the Code as follows:
 - ✓ Should be at-least twenty-one years old with full capacity.
 - ✓ Should not have been sentenced to criminal penalty, or a crime against honour or integrity, or any of the crimes stipulated in Article (40) of Law No. (8) Of 2012 concerning the Authority, and articles (334) and (335) of law No. (11) Of 2015 Promulgating Commercial Companies Law, or be prevented from practicing any work in the entities subject to the Authority's jurisdiction under Article (35 paragraph 12) of law No. (8) Of 2012 referred to, or have been bankrupted, unless been rehabilitated;
 - ✓ Should be a shareholder owning, when elected, or within thirty days from its election date, minimum number of Company's shares determined by the AoA. Such shares will be deposited to the Depository within sixty days from starting date of membership with prohibition from trading, mortgage or seize until the end of membership period, approved on the last budget of financial Year of doing business. Such shares will also be allocated to ensure the rights of the Company, shareholders, creditors and third parties for the

- responsibility of the Board members. If the member does not provide the guarantee as mentioned, its membership becomes invalid. An independent member(s) will be exempted from this requirement;
- ✓ Should be qualified professionals, who have proven track-record of achievements in strategic leadership roles, able to drive its strategy, and known for their credibility and integrity locally and/or abroad; and
 - ✓ Should comply with the requirements of not holding prohibited positions in accordance with the provisions of the Code and the Commercial Companies Law of Qatar.
 - The NRC will exercise adequate due diligence to determine the eligibility and suitability of candidates considered as nominee(s) for the appointment or re-appointment as non-executive Board member(s) in line with the business needs, Board charter and the Code, considering the following key aspects, but not limited to:
 - ✓ Compile the list of shortlisted nominees in accordance with the above criteria and requirements;
 - ✓ The NRC will ensure that proper credentials are in place/available upon presenting the identified candidate for non-executive Board membership;
 - ✓ Present the final list of nominees for non-executive Board member(s) to the current Board for discussion and selection;
 - ✓ In accordance with provisions of the Code, the CO under the supervision of NRC will send a list of the names nominated for non-executive Board member(s) attached along with each candidate's curriculum vitae and original copies of candidacy requirements to the Authority **at least two weeks** before the date specified for Board election; and
 - ✓ The election from the shortlisted nominees for the non-executive Board member(s) will be conducted and confirmed during the general assembly ("GA") meeting via secret voting.

2.3 Independent members

- In accordance with the Company's AoA, the Code and the Board charter, the Board will be composed in a manner that **at least one-third members** of the total Board members will be independent members and their appointment and succession will be in accordance with the guidelines of this Policy.
- The NRC will maintain a pool of qualified professionals, who have proven track-record of achievements in one or more of aspects of the Company's business activities and/or are able to drive its strategy. These candidates should have strong credentials and reputation within their specific region of experience.
- When assessing and shortlisting the candidates for independent Board member(s), the NRC will ensure that the prospective candidate(s) fulfil the criteria stipulated in the Code comprising the following key aspects:
 - ✓ Should be at least twenty-one years old with full capacity;
 - ✓ Should not have been sentenced to criminal penalty, or a crime against honour or integrity, or any of the crimes stipulated in Article (40) of Law No. (8) Of 2012 concerning the QFMA, and articles (334) and (335) of the Companies Law or be prevented from practicing any work in the entities subject to the QFMA's jurisdiction under Article (35) and paragraph (12) of law No. (8) Of 2012 referred to, or have been bankrupted, unless been rehabilitated; and
 - ✓ Should be adequately qualified and experienced to understand and manage the long-term strategic initiatives of the Board.

- The NRC will apply adequate due diligence to determine the suitability of candidates considered as nominee(s) for the appointment or re-appointment as independent Board member(s) in line with the business needs, Board charter and the Code.
- The NRC will ensure that proper credentials are in place/ available upon presenting the identified candidate for independent Board membership.
- The final list of nominees for independent Board member(s) will be presented by the NRC to the Board for selection.
- In accordance with the Code, the NRC will send a list of the names nominated for independent Board member(s) attached along with each candidate's curriculum vitae and original copies of candidacy requirements to the Authority **at least two weeks** before the date specified for Board election; and
- The selection of the independent Board member(s) will be confirmed during the GA meeting via secret voting.

2.4 Top management

- In accordance with the Code, the Board may appoint/re-appoint a Managing Director ("MD")/CEO/Deputy CEO ("DCEO"), as applicable and relevant for the Company, from amongst its members or externally, considering the following key aspects.
- The Board may delegate one of its members as the CEO for a particular term or may hire someone externally for this position.
- The NRC with support from the HR team, will be responsible to maintain a pool of credible qualified professionals, who have proven track-record of achievements in strategic leadership roles, able to drive its strategy, and supports business growth.
- The NRC will exercise adequate due diligence to determine the suitability of candidates considered as nominee(s) for the appointment or re-appointment as the MD/CEO/DCEO in line with the business needs, and the Code. The NRC will also ensure that proper credentials are in place/available upon presenting the identified candidate for the MD/CEO/DCEO.
- The final list of nominees for the MD/CEO/DCEO will be presented by the NRC to the Board for selection which will be confirmed during the Board meeting, with unanimous consensus of all the Board members.

2.5 Executive management

- A change in executive leadership is inevitable for all organizations and can be a very challenging time. The Board will strive to ensure that the leadership positions focus on preparing and qualifying successors to fill planned or unplanned vacant roles in the EMT, whether temporary or permanent.
- The HR team will periodically review and consider the list of EMT personnel due for retirement/attrition within the year, as well as consider the new vacancies that may arise because of business needs.
- Accordingly, the HR team will assess the availability of suitable candidates who will support with the Company's growth and development, considering the following key aspects, but not limited to:
 - ✓ HR team will identify the competency requirements of executive positions, assess candidates internally and develop required competency through planned learning and development initiatives;

- ✓ The NRC will supervise the development entity-wide and departmental succession plans in conjunction with the HR team, which will be presented to the Board for approval and adequate implementation.
- ✓ Each EMT member will always endeavour to add capability in-house and mentor identified successors to handle their responsibility in their absence by exposing them to all aspects of work managed by them;
- ✓ On a periodic basis, the NRC, CEO and, EMT, will identify high-potential employee(s) who are competent and capable for faster career progression for positions of higher responsibility. The potential successors will set their career development plans to align with the succession plan;
- ✓ The potential successors will undergo all necessary learning and development activities such as training, e-learning, coaching, on-the-job training, etc. to prepare them for the EMT positions;
- ✓ The NRC, CEO and EMT will review each successor's progress to ensure that the successor's performance is on track;
- ✓ In the event that no successor has been identified for an EMT's position, all recruitments will be based on the Company's HR policy;
- ✓ The succession plan will be subject to periodic review and update, by the CEO, EMT and HR team, ensuring its alignment with the organisation's needs and future plans. Periodic consultation will be sought from the NRC, CEO and EMT, on any major changes to the succession plan; and
- ✓ The CEO with support from the EMT and HR team will be responsible to implement the succession plan, to ensure effective transition of critical roles without disrupting the ongoing business needs.

Kindly refer Appendix A for director's appointment letter template.

3 Board Induction and Orientation

3.1 Objective

- This Policy aims at providing guidelines for the induction and orientation programs to the Board member(s) to enable them to effectively carry out their respective duties and fulfil their responsibilities. Through this induction program, the newly appointed Board members will be introduced to the Company and its legal entities, functions, key business activities, and strategic direction.
- This induction program will also support the appointed Board member(s) in getting acquainted to the role and responsibilities of the Board, governance and internal controls, the relevant policies, procedures, frameworks, and critical aspects of the regulatory requirements in line with the Code.
- The objective of Board induction and orientation will consider the following key aspects, but not limited to:
 - ✓ Empower and equip Board member(s) with the requisite information and attitude required to perform their challenging tasks and play their role in a transparent, objective, and ethical manner as per leading governance practices;

- ✓ Promote better understanding of professional requirements as well as sensitization to professional, socio-economic, and political environment in which work is carried out;
- ✓ Promote an environment conducive to learning and development by serving as a role model for all the other employees in the Company; and
- ✓ Understand the roles and responsibilities of the Board in accordance with the Authority and other relevant regulatory authorities;
- The CO and/or BS with support from the HR team will be responsible to provide a comprehensive induction and orientation programme to all existing and new Board members within the first month of their confirmation of appointment to the Board.
- Prior to the commencement of induction, sufficient documents related to governance, compliance, and internal controls, will be made available to the respective Board member(s), comprising the following, but not limited to:
 - ✓ Company's profile and organisation structure;
 - ✓ Strategic priorities for the short term, mid-term, and long term;
 - ✓ Board and board committee charters;
 - ✓ Code and AoA;
 - ✓ Annual report / governance report for the last three years;
 - ✓ Code of conduct;
 - ✓ Governance and compliance policies and procedures; and
 - ✓ Any other relevant documents.

3.2 Induction program

- An induction program is a structured way of providing new Board members with all the information and support they need to be confident and productive in their role, with the aim is to help new members to understand the organization, the environment in which it operates, and their role in making the organization a success. An induction program would ideally involve the following, but not limited to:
 - ✓ Welcoming the new Board member(s) and introducing them to the other member(s), CEO and EMT for the respective functional areas of the Company;
 - ✓ An introduction to the strategic plan, financial position, and operational aspects of the Company;
 - ✓ An introduction to the corporate governance set-up and its key aspects for execution and adherence;
 - ✓ Meeting with key stakeholders, relevant and necessary; and
 - ✓ Regular reviews with the Board chairman to understand, identify issues and encourage ongoing development;
- The induction program will focus on introducing the Board member(s) to the Company's strategic direction and operational requirements, comprising the following, but not limited to:
 - ✓ Vision, mission, objectives, and values;
 - ✓ Organisation structure - governance and entity-wide;
 - ✓ Brief about the subsidiaries under each business vertical / revenue stream, as applicable;
 - ✓ Strategy roadmap and priorities;
 - ✓ Current challenges, concerns, and risk management approach;
 - ✓ Code of conduct, insider trading, and any other governance policies; and
 - ✓ Visit to any of the Company's projects/subsidiaries;

- In addition to the CO and/or BS, who are responsible to conduct the induction session, the Board may choose to hire an external consultant, as deemed necessary and appropriate, to provide coaching to the Board members on specific areas/topics of their roles and responsibilities.

Kindly refer Appendix B for illustrative Board induction agenda.

4 Remuneration Principles

4.1 Introduction

- This section outlines the guidelines, principles, and criteria for the remuneration of Board member(s) which is subject to periodic review by the Board and NRC, within the frame of their respective authorities, to ensure alignment with the Company's objectives, best practices, and in compliance with the Code to facilitate proactive engagement along with effective and productive performance.
- The remuneration of the Board member(s) for exercising their roles and responsibilities is based on the following general principles to ensure that:
 - ✓ Is sufficient enough and conforms to the Boards' dedication, qualification, and responsibilities and at the same time, should not compromise with the Board's independence criteria;
 - ✓ The remuneration is appropriate for attracting and retaining talented profiles desired by the Company; and
 - ✓ The remuneration is competitive, which is achieved by establishing a remuneration package in line with market standards within comparable sectors and companies.
- The remuneration of the MD/CEO/DCEO and EMT for exercising their roles and responsibilities is based on the following principles to ensure that:
 - ✓ To attract, retain, and motivate talented professionals which are well suited for the Company's strategic and operational requirements;
 - ✓ Maintain an annual variable remuneration linked to individual performance and the overall Company performance with respect to the achievement of defined individuals and/or organizational objectives respectively; and
 - ✓ Ensure sustained creation of value over time, which includes long-term variable components encouraging achievement of the targets in a consistent manner and retention of key personnel.

4.2 Board remuneration

- The remuneration principles for Board member(s) reflect the interests of the Company and the shareholders considering specific matters, including the assignments and responsibilities undertaken. In addition, the remuneration principles will support in promoting long-term goals for safeguarding the interests of the Company and the shareholders.
- The Board and NRC will consider essential aspects with respect to the remuneration of the Non-executive directors ("NED"), whereby the remuneration structure will be devised, comprising of the following key components, but not limited to:

- ✓ **Chairman fixed remuneration:** Annual fee for the specific responsibility and dedication required from the Chairman of the Board, but without reaching levels that compromise his/her independence.
- ✓ **Board member fixed remuneration:** Annual fee for the responsibility and dedication required by the post, without reaching levels that compromise his/her independence. The Chairman of the respective Board committees will be eligible for additional fee over and above their fixed remuneration, as determined by the NRC and approved by the Board, as per their discretion and as deemed necessary.
- ✓ **Committee member fee:** Fixed fee payable to the Board of directors for attending each meeting of the Board and/or the Board committee of which he/she is a member. For any unscheduled or special meeting or for involvement in any special task assigned by the Board, the members may receive a fee on an hourly basis, determined by the NRC and approved by the Board.
- ✓ **Expenses reimbursement:** The members will be eligible for reimbursement of expenses for their travel and accommodation or any other expenses for attending the Board meetings and / or performing their assigned duties, subject to the Company's guidelines and submission of relevant supporting documents, as determined by NRC and approved by the Board, depending on the case.
- ✓ **Benefits:** Other benefits may be provided to the NEDs to enhance their economic security and as an additional incentive to attract and retain talented members. These benefits may include medical coverage, travel, communication, and other such incentives, as determined by the NRC and approved by the Board.
- In accordance with the Code, Board member(s) are entitled to receive an annual remuneration in accordance with this Policy, which will not exceed **five percent** of the Company's net profit after deduction of reserves, legal deductions, and distribution of the dividends (in cash and in kind) to shareholders.
- The NRC will propose the annual fixed remuneration and committee attendance fees based on the available market data and the Company performance in the respective year, for the intended financial year, and in compliance with the requirements of the Code. The NRC may seek assistance from either the top management or CFO for this assessment.
- The NRC will propose and recommend the annual fixed remuneration and committee attendance fees for the Board and committee members, which will be presented to the Board for their consideration and endorsement of the proposal. The final endorsed proposal for the Board's annual remuneration will be presented in the annual GA meeting for approval.
- The other essential aspects that will be taken into consideration for determining the Board remuneration are as follows, but not limited to:
 - ✓ The annual fixed remuneration will be earned on an annual basis;
 - ✓ In the event a Board director and/or Board committee member does not serve for an entire calendar year, the remuneration paid to such director/member will be pro-rated for the portion of the period served on the Board and/or the Board committee;
 - ✓ The Board members who attend **at least seventy-five percent** of the Board meetings during a financial year will be entitled to the full fixed remuneration;
 - ✓ Board members who do not attend at least seventy-five percent meetings during a year will be entitled to a pro-rata share for the full fixed remuneration based on the number of meetings attended;

- ✓ Additionally, members of the Board committees will be entitled to allowance/fees for the scheduled meetings as determined by the NRC, endorsed by the Board, and finally approved by the shareholders in the Company's annual general meeting;
- ✓ The Board member(s) remuneration per committee member will be calculated based on the number of meetings the respective member(s) attended during the financial year;
- ✓ A member will not be entitled to receive remuneration for meetings in which he/she attended by proxy;
- ✓ Prior to making any changes to Board and/or committee remuneration, the Board will consider what, if any, actions need to be taken to prevent conflicts of interest. Such actions may include, excluding a director from the portion of any meeting in which his/her remuneration is discussed; and
- ✓ The NRC may choose to obtain independent advice from external consultants on the appropriate levels of remuneration for the Board members.
- The NRC will be responsible for presenting recommendations to the Board concerning the remuneration of the Board member(s) in line with this Policy. These remuneration principles for the Board will be periodically reviewed by the NRC, in compliance with the regulatory requirements.
- The NRC will present an update on the remuneration paid to the NEDs to the Board on an annual basis and the Board remuneration details will be disclosed in the annual governance report.

4.3 Top management

- Top Management would comprise of the MD/CEO/DCEO and/or any other designated individual, as decided by the Board, who is above the EMT's grade.
- The top management will be awarded a fixed annual remuneration(s), proposed by the NRC, and approved by the Board, to compensate them for the optimum utilization of their time, effort, and experience in carrying out their respective assigned duties.
- The determination of the remuneration for the top management will be proposed by the NRC considering the respective duties, responsibilities attributed to each, their assigned objectives, and delegated authorities in the process.
- The NRC will determine the top management's remuneration in line with leading industry practices, for such positions with the requisite years of experience locally and regionally, with necessary consultation from the Board chairman. The NRC may also seek consultation from the CFO, for this assessment, in line with the Company's budget, and leading practices.
- The Board will review and approve the NRC's proposal for top management's remuneration in the Board meeting which will be documented in the minutes of the meeting accordingly.
- The remuneration details of the top management will be administered and recorded by the Finance department under the supervision of the CFO, based on the contractual terms agreed with them.

4.4 Executive management

- EMT are the Company employee(s) that are recruited in line with the approved HR policy into executive leadership positions as defined in the approved organization structure, reporting to the MD/CEO/DCEO.

- The MD/CEO/DCEO will be responsible to update the NRC and seek their concurrence on potential appointment of any personnel in the EMT, which will be in line with the Company's HR policy.
- The EMT remuneration will be in accordance with the respective job grades, as outlined in the Company's HR policy;
- The remuneration range for the EMT and other employee grade(s), will be determined by the CEO in consultation with the NRC and CFO, as deemed necessary, in alignment with the Company's budget, manpower plan and other associated factors in line with leading industry practices, for the requisite years of experience, qualifications, certifications, global and/or regional exposure and other specific attributes required for the role.
- The remuneration range for the respective employee grades will be presented by the CEO to the NRC for their approval, basis which it will be implemented for potential recruitments, in line with the Company's HR policy.

4.5 Annual bonus

- At the discretion of the Board and the top management, the Company's employee(s) may be awarded an annual bonus in recognition of their individual performance and contribution in achieving the Company's strategic priorities.
- The employee(s) performance will be expressed in terms of their corresponding rating on their annual performance appraisals, in accordance with the Company's HR policy. The Board, NRC and the top management will consider the following key aspects for the annual bonus:
 - ✓ Designated personnel from the HR team will prepare the summary report based on the performance appraisal of each year and propose the bonus factor for each performance rating and the total bonus to be paid out, to the top management for their review and approval;
 - ✓ The HR team will prepare the proposal for the employee(s) annual bonus in line with the HR policy and performance rating of the employee(s) based on their appraisals;
 - ✓ The bonus factor will be proposed by the EMT in concurrence with the HR team to the top management for their approval and will be expressed as a percentage of basic salary for each annual performance rating (i.e., Outstanding, Above Expectations, Meet Expectations, Below Expectations and Unsatisfactory) in line with the HR policy;
 - ✓ Employee(s) whose annual performance rating is outstanding will be recognized with the highest bonus factor;
 - ✓ Employee(s) whose annual performance rating is above expectations will be recognized with a higher bonus factor compared to those who were rated as meet expectations;
 - ✓ Employee(s) whose annual performance rating is meet expectations are recognized with the least bonus factor;
 - ✓ Employee(s) whose performance rating is below expectations or unsatisfactory will not be entitled to receiving an annual bonus, as per the HR policy, hence the bonus factor will be zero (0);
 - ✓ Employee(s) on probation as of 31st of December for that financial year, who are subject to probation performance review process, will not be included in the annual performance appraisal process; hence will not be eligible for an annual bonus;
 - ✓ Employee(s) who have completed their probation period as of 31st of December, for that financial year but have not completed one-year service with the Company, their annual bonus shall be prorated based with actual bonus factor; and

- ✓ The top management will set the bonus factor of basic salary for the EMT and other employee(s), individually or collectively, in conjunction with the individual's performance ratings.
- The top management will apply the approved bonus factor to calculate the proposed bonus pay for the employee(s), including EMT members as per the equation below:
 - ✓ **Annual bonus** = (basic salary at the year-end) x (approved bonus factor of basic salary corresponding to the employee(s) performance rating).
- Alternatively, at the top management's discretion and approval of the Board, it may be decided to adopt an annual bonus scheme(s) that are not related to the employee(s) annual performance appraisal results but to the Company's performance only. Such annual bonus scheme(s) may be applicable to all or some employee(s) only, as per the top management's discretion.
- Furthermore, with the Board approval, and at the discretion of the top management, it may adopt a specific annual bonus scheme for the EMT. In all cases, the approved annual bonus scheme will be administered by the HR team as per the Company's authority matrix.

5 Board Evaluation

5.1 Introduction

- The self-evaluation process is a highly effective tool that enables the Board to assess and evaluate their capabilities and readiness to meet the growing expectations of the investors and other corporate stakeholders. The self-assessment process is an important part of the Board's agenda. The Board has a multitude of goals, comprising of the following, but not limited to:
 - ✓ Foster a company culture that supports long-term value creation;
 - ✓ Improve the diversity of the Board and the management team;
 - ✓ Focus on sustainability issues affecting the company's long-term strategy;
 - ✓ Enhance the oversight and management of risks, and
 - ✓ Strengthen engagement efforts with stakeholders.
- As the Board tackles these challenges, a thoughtful self-assessment process can improve the Board's alignment around key issues, reveal gaps in composition, provide fresh perspectives on the Board's and EMT's functioning and strengthen the effectiveness of the Board's procedures and practices.
- Disclosing the nature and positive outcome of the Board's evaluation process signals the Board's commitment to its governance responsibilities. In accordance with the requirements of the Code, the Board evaluation process will be conducted on an annual basis.
- The absence of any prescriptive methodology means that the Board has the freedom to design a process to meet their objectives and tailor evaluation methodologies to their current circumstances, as highlighted in the following sections.
- The Board evaluation framework detailed below provides a step-by-step guide for the Board and their internal and external advisors for establishing a self-assessment process, comprising the following key aspects:
 - ✓ **Step 1:** Define evaluation objectives;
 - ✓ **Step 2:** Determine who will be evaluated;
 - ✓ **Step 3:** Determine the role of Board leaders, top management and EMT in the process;
 - ✓ **Step 4:** Establish evaluation methodology;

- ✓ **Step 5:** Conduct evaluations, analyse evaluation results, report to the Board, develop an action plan; and
- ✓ **Step 6:** Disclose Board evaluation process and outcome.

Kindly refer Appendix C for the Board and EMT competencies (illustrative)

5.2 Framework

- **Define evaluation objectives:** The Board shall understand and agree on the specific objective or objectives of the process. The Board can address critical topics, such as:
 - ✓ Consider the overall Board composition, including skills and diversity;
 - ✓ Evaluate efficiencies and effectiveness of the Board leadership;
 - ✓ Consider director independence, especially where directors represent the interests of significant shareholders or founding families;
 - ✓ Improve meeting and information processes;
 - ✓ Assess quality of Board room discussions and relationships;
 - ✓ Discuss succession strategies;
 - ✓ Consider the Board's relationship with the EMT;
 - ✓ Refresh the Board to achieve diversity, including of age, tenure, gender etc.;
 - ✓ Consider committee responsibilities and effectiveness;
 - ✓ Rotate committee composition and leadership;
 - ✓ Address issues from recent transformative transactions (i.e., mergers, acquisitions of significant units, spin-offs);
 - ✓ Discuss specific issues or concerns facing the company and/or the industry;
 - ✓ Enhance governance guidelines; and
 - ✓ Reinvigorate the Board as a whole.
- **Determine evaluation universe:** An important step in determining the scope is deciding who will be evaluated, which comprises of the following:
 - ✓ The Board;
 - ✓ Board chairman;
 - ✓ Board committees; and/or
 - ✓ Committee chairs.
- At a minimum, there should be annual evaluations of the Board, in accordance with the requirements of the Code, as well as for the Board committees. For the evaluation responsibility, the Company shall consider the following key aspects:
 - ✓ The Chairman and the NRC shall be responsible to evaluate the performance of the Company's top management comprising of the CEO;
 - ✓ For the evaluation of the performance of the EMT, will be the sole responsibility of the CEO;
 - ✓ The NRC will be responsible for evaluating the role of the Board and the committee members as this is a crucial step in order to determine their eligibility to be re-nominated to the respective committees in the future; and
 - ✓ The NRC may be evaluated by a qualified third party for the purpose of understanding their contribution to the smooth functioning of the Company and therefore understanding their capability to be re-nominated for further tenures in accordance with the Code.
- **Determine roles and responsibilities:** Leadership is critical in designing and implementing the evaluation process. The responsibility to determine the appropriate evaluation process and consider the overall objectives shall be delegated to the NRC.

- Depending on the evaluation methodology selected, the Board and the NRC, should also determine the role of the Board chairman, committee members and EMT in the evaluation process. The process will be led by the Board chairman and/or the chair of the NRC. The selected directors should drive the process – including setting the agenda and involving the right people.
- In addition to the top management, as a member of the Board, sometimes a limited number of key management individuals such as the CEO or CFO or BS may be asked to participate. While members of EMT may have important roles in the process, the Board should lead the process.
- **Evaluation methodology:** The following evaluation methodologies can be conducted on a stand-alone basis or in combination. The decision with respect to the format is often determined by the Board's prior experiences with the self-evaluation process and the comfort level of the directors. It is recommended to amend the Board evaluation format periodically to encourage new perspectives and suggest actionable areas for improvement.

EVALUATION TECHNIQUES	DESCRIPTION
Written questionnaires/surveys	<ul style="list-style-type: none"> • Typically Consists of questions that request a numerical rating and provides room for additional comments. • Questionnaires can be sent to a third party to review and summarize to preserve confidentiality or reviewed by the CLCO. • Does not have the ability to have open ended discussions.
One-on-one interviews facilitated by lead director	<ul style="list-style-type: none"> • Opportunity for probing questions by the lead director with institutional knowledge. • Can be facilitated with a written questionnaire. • May inhibit candid comments on sensitive issues.
One on one interviews facilitated by third party	<ul style="list-style-type: none"> • Can elicit candid responses through confidential one-on-one interviews. • Recommended method if individual director assessments are desired.

- The evaluation format of choice shall be the written questionnaire. To avoid a checklist approach, written questionnaires should be updated each year to reflect current issues and ask whether the prior year's recommendations have been achieved.
- Director interviews may be conducted by the independent chair/lead director, or a third party. The Board may adopt both questionnaires and individual director interviews during the evaluation process. Interviews allow for follow-up questions, as well as for directors to elaborate further detail than may be practical in questionnaire format.
- External facilitators, can bring a fresh and objective perspective to Board evaluations and perform a range of evaluation services, including designing and leading the evaluation process, conducting one-on-one director interviews, and developing an action plan based on evaluation results. Experienced third party evaluators may also have the benefit of working first-hand with other companies addressing similar issues and are experienced at eliciting candid responses.
- Even with the use of a third-party facilitator, however, the selected directors leading the self-evaluation should drive the process, providing direction to the facilitator regarding the scope and methodologies, as well as any follow-up action items based on evaluation results.
- It will be required to take precautions to preserve the privilege, to the extent possible, including indicating clearly on evaluation materials that the content is "privileged and confidential" and taking care in the distribution and dissemination of such materials.

- **Analyse and report:** Taking the time to analyse and understand the results of the evaluation is critical. This includes not only focusing on numerical scores, if any, but also takes into consideration the Company's current circumstances, including any recent events that the Company may have played a role in director responses, the "tone" of responses, previous evaluation results and how the results align with the Company's strategic goals.
- Once synthesized, evaluation results will be reported to the Board. Results are often first discussed with the NRC, the committee chair and/or the Board chairman before presentation to the Board, which will take place in a Board meeting. Moreover, it is often very helpful to preview evaluation results with Board leadership and/or certain individual directors before sensitive feedback is delivered.
- Based on the results of the evaluation, the Board will consider whether there are gaps between where the Board strives to be and where the Board currently stands, including the reasons for such gaps. Moreover, the Board, as a whole, will commit to an action plan, with concrete steps, based on evaluation results.
- The Board will establish a timeline for each action item and periodically evaluate progress, using next year's evaluation to measure progress, by ensuring periodic follow-up for each action item.
- **Disclosure:** In light of investor demands for transparency regarding Board's effectiveness and oversight – including steps by the directors to continuously assess and improve the Board performance – the Board will allocate significant space in the proxy statement for discussion of the Board's self-assessment process.
- The identified general topics covered in the "evaluations and disclosed actions" taken by the Board in response to the evaluation results, would include the following, but not limited to:
 - ✓ Enhanced director orientation and education programs;
 - ✓ Changes to Board structure;
 - ✓ Changes in composition and director tenure or retirement age limits;
 - ✓ Expanded director search and recruitment practices;
 - ✓ Improvements to the format and timing of Board materials;
 - ✓ Changes to the Board's agenda with more time allocated to key strategic issues;
 - ✓ Changes to the Company and Board governance documents; and
 - ✓ Improved evaluation process.
- The NRC in collaboration with the EMT, will review the Company's current Board evaluation-related disclosures to determine the following:
 - ✓ Whether they accurately reflect the Board's current philosophy and practice; and
 - ✓ Whether the disclosure provides investors with meaningful information about the quality of the Board's self-assessment.
- The CO and/or BS will be responsible to compile the findings and/or complaints mentioned in the evaluations and to ensure that they are resolved satisfactorily within a reasonable turnaround time. Post every Board meeting there will be an evaluation form to be filled by each of the Board members in attendance.
Kindly refer Appendix D for the Board meeting feedback form template.
- **Timing:** There is no "one size fits all" approach to Board evaluations – including the timing of when evaluations are conducted. It is important however that the Company assesses the Board and Board committee performance in some form at least annually. The Board may conduct the evaluations following critical points in the Company's life cycle, which can include the undergoing significant transformations that the Company maybe undergoing, such as:

- ✓ Preparing to go public;
 - ✓ Mergers or other significant corporate transactions;
 - ✓ Restructuring;
 - ✓ Top management transition; and
 - ✓ Change in Board leadership or composition, reputational concerns, litigation, or other crisis events.
- The Board evaluation will be based on the yearly calendar, at about the same time every year, to provide the Board, CEO and EMT sufficient time to establish and engage in a robust evaluation process and reach milestones based on the Board's action plan.
 - The Board meeting of the second or third quarter is typically a good time to solicit feedback and make decisions about the form and methodology of the Board's self-assessment process for the upcoming year.
 - No matter the timetable selected, the following year's proxy statement will be an opportunity for the Board to communicate with investors about its self-assessment process. The annual Board calendar would comprise the following key aspects:

QUARTERLY CALENDAR	EVALUATION TECHNIQUES
Q1	The NRC discusses and recommends to the Board a self-assessment process considering stakeholder feedback from the prior season, if applicable.
Q2	Board committees and individual director self-assessment is conducted (use of a third-party facilitator is optional and could require more lead time).
Q3	NRC (possibly with lead director or third-Party facilitator) prepares result summary for Board assessment.
Q4	The Board develops an action plan and considers upcoming disclosure based on evaluation findings.



6 Appendices

6.1 Appendix A – Director's appointment letter template (illustrative)

Date: XX/XX/20XX

[Name of director]

[Address]

[Mobile number]

[Email address]

Dear **[Name of director]**,

Re: Appointment to [Company's name] Board of Directors

[Name of the Company] is proud to have appointed you as part of its Board of Directors in the Annual General Assembly Meeting as of XX/XX/20XX as an (executive/non-executive/independent) director. This letter sets out the key terms of your appointment.

Term of appointment

Your appointment to the Board will be coterminous with the director's term of appointment.

Roles and responsibilities

Your roles and responsibilities are set out in the Company's Board charter. The corporate governance framework is attached for your review and acknowledgment, indicating that you have understood and will abide by the requirements therein.

Commitments

You are expected to exercise your duties and responsibilities with reasonable care and diligence, act in good faith in the best interests of the company and apply independent judgment in exercising your powers. You shall avoid conflicts between your duties to the Company, your personal interests and observe standards of good corporate governance. You are also expected to prepare for, and attend all meetings, except in exceptional circumstances.

If you have been appointed as executive director/ non-executive director/independent director, you will be expected to comply with the definition of the respective director as mentioned in the board charter, during your appointment period. In case, an independence matter occurs during that period, you are expected to report the issue without delay to the Board chairman and the board secretary.

Board committees

You may be appointed as a member of the Board committees upon your commencement as a director as of XX/XX/20XX. Board committees' appointment will be coterminous with the director's term of appointment and based on the Board chairman's approval.



Conflict of interest

By accepting this appointment, you will be deemed to have confirmed that any other position you hold, including your directorships in other organizations shall not give rise to any conflict of interest in relation to your appointment as a director of the Company. Should you become aware of any conflict or potential conflict during your appointment, you are expected to notify the Board chairman and the Board secretary. Kindly complete the attached 'Independence and Conflict of Interest Declaration' and return it within five working days to the Board secretary.

Remuneration

You will be paid such remuneration as may be determined by a resolution of the General Assembly, and will be based on the following:

- Remuneration will reflect the time commitment and responsibilities of your role; remuneration will be based on actual attendance at Board meetings and as per the Company's remuneration policy.
- Board / committee chairman remuneration per board meeting: QAR XXX – per meeting.
- Non-executive board member remuneration per board meeting: QAR XXX per meeting.
- Board committee membership: QAR XXX per meeting.
- Additional remuneration can be paid based on incentive/bonuses schemes recommended by the Board and approved by the General Assembly.
- You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board meetings, Board committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out of pocket expenses.
- You will be provided with directors and officers liability insurance ("D&O") (if applicable) so you can serve as a supervisor and manager of the Company without fear of personal financial loss. This D&O will represent an indemnification (reimbursement) for losses or advancement of defence costs, in the event you suffer such a loss as a result of a legal action brought for alleged wrongful acts, omissions or misstatements in your capacity as director. Intentional illegal acts, criminal fraud or illegal profits will not be covered under the D&O.

Access to information and advice

You will have unrestricted access (subject to conflicts of interest) to the Company's records and information and receive regular detailed financial and operational reports from the CEO. Independent professional advice is available to you as a Board member, at the Company's cost, to help you carry out your responsibilities. While the Board chairman's prior approval is needed, it will not be unreasonably withheld.

Induction training and continuing education

New members will receive induction upon joining the Board, to ensure you and other board members are updated with the adequate skills and knowledge necessary to meet the Company's expectations of a Board member, efficiently and effectively.

Disclosure of prohibited positions

As per the QFMA's requirements, kindly complete the attached "Disclosure of prohibited positions" and return it within five working days to the Board secretary.

Confidentiality



All information acquired during your tenure of directorship is confidential and shall not be disclosed, either during your tenure or following termination (by whatever means) to third parties without prior clearance from the chairman, unless required by law or by the rules of any regulatory body. In the latter case, you would be required to suitably inform the chairman of such an event or disclosure. You shall direct any media queries or approaches to the chairman and/or CEO.

Following a reasonable request, you shall surrender any documents and other materials made available to you by the Company. We very much look forward to welcoming you to the Company's Board of Directors.

**Yours sincerely,
Board Chairman**

6.2 Appendix B – Induction agenda (illustrative)

The following table summarizes what could be included in the Company's induction program for new Board members, top management and EMT.

#	THEME	DESCRIPTION OF INFORMATION	WITH WHOM	WHEN
1	Welcome address	<ul style="list-style-type: none"> Welcome and introduction to the Board 	Chairman	At appointment
2	Governance	<ul style="list-style-type: none"> Explanation of functions and services History of the organization Vision, mission, and objectives Ethics, values, and philosophy Board and committee structure Departmental structure and hierarchy Tour of sites/projects Terminology and glossary of company-specific terms Key policies and procedures: <ul style="list-style-type: none"> ✓ Human resources ✓ Conflict of interest ✓ Risk management ✓ Code of conduct ✓ Whistleblowing ✓ Finance and audit Relevant meeting notes <ul style="list-style-type: none"> ✓ Schedule of dates of Board meeting ✓ Last year's Board minutes ✓ Board charter ✓ Details of other Board and committee members 	Chairman and CEO	At appointment

3	Training needs	<ul style="list-style-type: none"> Initial discussion on the overall process Outline of appraisal / review process Training needs analysis 	Chairman and CEO	At appointment
4	Internal relationships	<ul style="list-style-type: none"> Introduction to senior staff Outline of each functional area of the company 	Chairman and CEO	At appointment
5	Strategic planning	<ul style="list-style-type: none"> Overview of the company's business plan Discuss strategic plan and progress 	Chairman and CEO	At appointment
6	Finance	<ul style="list-style-type: none"> Discuss annual reports and accounts Discuss the most recent budget report 	Chair of ARC and CFO	At appointment

6.3 Appendix C – Competencies of Board members and EMT (illustrative)

While each person specification will be role specific, the Company wish to consider the following competencies, when electing and onboarding the Board members, CEO and EMT.

#	THEME	DESCRIPTION OF INFORMATION
1	Experience	<ul style="list-style-type: none"> Industry-specific On other boards As a director/senior manager As a customer, or service user

#	THEME	DESCRIPTION OF INFORMATION
2	Directing strategy	<ul style="list-style-type: none"> • Can define and articulate a strategic long-term vision • Can identify and prioritize strategic objectives to achieve the company's vision • Sees the long-term consequences of decisions • Takes a broad overview and acts in the interests of all stakeholders • Identifies opportunities or possibilities and potential threats • Proposes creative ideas and fresh perspectives • Can monitor progress towards achieving strategic objectives • Able to take calculated risks
3	Leading and motivating	<ul style="list-style-type: none"> • Committed to the values and purpose of the company • Understands the role of the board to act as leaders within the organization • Ensures high standards are met • Develops and maintains good relationships • Can clearly articulate a vision and inspire others to help achieve it • Delegates effectively and with appropriate support • Encourages appropriate behaviors by setting an example
4	Teamwork	<ul style="list-style-type: none"> • Works well with others • Makes own opinion known and listens to the opinions of others • Respects the work and views of team members • Challenges appropriately and objectively • Able to compromise to reach an agreed solution • Supports all board decisions, even if they offered a conflicting view during discussion

#	THEME	DESCRIPTION OF INFORMATION
5	Decision making	<ul style="list-style-type: none"> • Can make considered decisions, using all the evidence available • Can put forward persuasive arguments to influence others • Makes points concisely and does not waste time • Respects the opinions of others and considers these carefully • Can challenge and probe appropriately without appearing aggressive • Is confident in putting forward opinions which contradict those of others • Maintains concentration during discussions
6	Communication	<ul style="list-style-type: none"> • Listens attentively, respectfully, and objectively • Is able to give and receive feedback • Is mindful of the audience and can communicate with a wide range of groups • Can convey messages in a clear, concise, and engaging manner
7	Applying specialist knowledge	<ul style="list-style-type: none"> • Applies specialist knowledge appropriately in a range of contexts e.g.: <ul style="list-style-type: none"> ✓ Legal knowledge ✓ Financial knowledge ✓ Knowledge of the industry or sector ✓ Knowledge of the organization – its history, culture, networks ✓ Knowledge of governance ✓ Knowledge of legislation and regulatory requirement

#	THEME	DESCRIPTION OF INFORMATION
8	Self-management	<ul style="list-style-type: none"> • Attends all meetings • Is punctual and prepared • Takes responsibility for own personal development • Is diligent in reading and understanding all information provided • Is able to manage own time effectively • Provides governance, and not management, input to board meetings • Supports the work of the board and the delivery of the corporate strategy • Respects confidential matters • Completes relevant action points in a timely manner
9	Personal development	<ul style="list-style-type: none"> • Is committed to own personal development • Seeks and gives appropriate feedback on performance • Continuously seeks to improve own knowledge and experience • Uses new skills, experience, and learning • Shares learning with others
10	Representing	<ul style="list-style-type: none"> • Creates a good image of the organization • Does not engage in activities that may call the organization into disrepute • Acts responsibly and appropriately • Attends all relevant events in addition to board meetings • Is loyal to the decisions of the board and to the organization generally • Respects all agreed channels of communication • Can convey the aims and objectives of the organization clearly and succinctly

#	THEME	DESCRIPTION OF INFORMATION
11	Analysis and detailed oriented	<ul style="list-style-type: none"> Accurately analyses information Determines gaps in information presented and assesses the need for additional information Looks at a situation from a number of angles Can offer alternative ways of looking at things Looks at all the implications of a decision, not just the financial impact Makes decisions which are good for the long-term interests of the company, its employees, and stakeholders Uses own skills and experience to find best course of action Can effectively monitor performance against expectations

6.4 Appendix D – Board meeting feedback form template (illustrative)

#	PRE-MEETING COMMUNICATION	YES	NO
1	Was all information distributed prior to this meeting regarding location/time/agenda/etc. helpful and communicated in a timely manner		
2	Were the agendas well planned and clear?		
	Comments:		
II	MEETING		
	Please rate the following questions 1-5 (1 being "Poor" and 5 being "Excellent")		
	Rating:		
1	Did the meeting facility meet your needs?		
2	Did the Board chair run the meeting effectively?		
3	Did you feel free to contribute, or voice concerns?		
4	Was staff participation appropriate?		
	Comments:		
III	HOW HELPFUL WAS THE CONTENT PRESENTED TO YOU AS A BOARD MEMBER?	(1-5)	
	Comments:		
IV	PLEASE RATE THE MEETING FORMAT/CONTENT/DISCUSSION FOR THE FOLLOWING SESSIONS:		
	Session 1:	(1-5)	



	Session 2:	(1-5)
	Session 3:	(1-5)
	Session 4:	(1-5)
V	HOW WOULD YOU RATE YOUR PREPARATION FOR THIS MEETING?	(1-5)
VI	HOW WOULD YOU RATE YOUR PARTICIPATION IN THIS MEETING?	(1-5)
VII	HOW CAN FUTURE BOD MEETINGS BE IMPROVED?	
Comments:		