## Contents

Foreword		v
How to Use This Guide		vi
Abbreviations		ix
SECT	TION 1: RC COMPOSITION	1
1.1	Introduction	
1.2	Structure and Authority	
1.3	Terms of Reference	
1.4	Management Level Oversight	
1.5	Independence and Objectivity	
1.6	Role of NC in RC Appointments	
1.7	Selection of RC Members	
1.8	Selection of RC Chairman	
1.9	Tenure of RC Members	
SECT	23	
2.1	Introduction	
2.2	RC Calendar	
2.3	Meeting Agenda	
2.4	Conduct of Meeting	
2.5	Training	
SECT	TION 3: NON-EXECUTIVE DIRECTOR FEES	47
3.1	Introduction	
3.2	Non-Executive Director Fee Philosophy	
3.3	Non-Executive Director Fee Components	
3.4	Use of Equity	
3.5	Determining Non-Executive Director Fees	
SECT	TION 4: EXECUTIVE REMUNERATION	73
4.1	Introduction	
4.2	Executive Remuneration Philosophy	
4.3	Executive Remuneration Components	
4.4	Executive Remuneration Levels	
4.5	Performance Measures	
4.6	Performance Targets	
4.7	Remuneration and Risk Alignment	
4.8	Executive Remuneration Administration	
4.9	Communication to Executives	

SECT	TION 5: EQUITY-BASED REMUNERATION	117
5.1	Introduction	
5.2	Role of Equity Plans	
5.3	Types of Equity Plans	
5.4	Plan Design	
5.5	Plan Costs	
5.6	Regulatory Environment	
5.7	Administration	
5.8	Communication and Ownership Provisions	
SECT	TION 6: TALENT MANAGEMENT	155
6.1	Introduction	
6.2	Talent Management Philosophy	
6.3	Talent Management Framework	
6.4	Leadership Assessment and Selection	
6.5	Talent Development	
6.6	Talent Retention	
6.7	Succession Planning	
SECT	TION 7: STAKEHOLDER ENGAGEMENT	179
7.1	Introduction	
7.2	Role of the Board	
7.3	Interaction with Other Board Committees	
7.4	Engagement with Management	
7.5	Regulatory Compliance	
7.6	Communication with Shareholders	
7.7	Communication with Employees	
7.8	Independent Advisers and Consultants	
7.9	Role of Shareholder Advisers	
SECT	TION 8: DISCLOSURE REQUIREMENTS	225
8.1	Introduction	
8.2	Disclosure Requirements	
Acknowledgements		231
About SID		233
Index		235