

CONTENTS

Foreword	v
How to Use This Guide	vi
Abbreviations	ix
SECTION 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 Roles of NC in RC Appointments	
1.7 Selection of RC Members	
1.8 Selection of RC Chairman	
1.9 Tenure of the RC	
SECTION 2: RC AGENDA	23
2.1 Introduction	
2.2 RC Calendar	
2.3 Meeting Agenda	
2.4 Conduct of Meeting	
2.5 Training	
SECTION 3: NON-EXECUTIVE DIRECTOR FEES	45
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	
SECTION 4: EXECUTIVE REMUNERATION	71
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	

SECTION 5: EQUITY-BASED REMUNERATION	115
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 Guidelines
SECTION 6: TALENT MANAGEMENT	153
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
SECTION 7: STAKEHOLDER ENGAGEMENT	177
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 Advisors and Consultants
7.9	Role of Shareholder Advisors
SECTION 8: DISCLOSURE REQUIREMENTS AND GUIDELINES	213
8.1	Introduction
8.2	Disclosure Requirements
Acknowledgements	219
About SID	221
Index	223