

# CONTENTS

---

Foreword	v
How to Use This Guide	vi
Abbreviations	ix
<b>SECTION 1: NC COMPOSITION</b>	<b>1</b>
1.1 Introduction	
1.2 Structure and Authority	
1.3 Terms of Reference	
1.4 Independence and Objectivity	
1.5 Role of NC in NC Appointments	
1.6 Selection of NC Members	
1.7 Selection of NC Chairman	
1.8 Tenure of NC Members	
<b>SECTION 2: NC AGENDA</b>	<b>19</b>
2.1 Introduction	
2.2 NC Calendar	
2.3 Meeting Agenda	
2.4 Conduct of Meeting	
2.5 Training	
<b>SECTION 3: NOMINATION AND APPOINTMENT PROCESS</b>	<b>35</b>
3.1 Introduction	
3.2 Types of Directors	
3.3 Qualifications of Directors	
3.4 Board Composition	
3.5 Board Diversity	
3.6 Nomination Process	
3.7 Use of Third Parties	
3.8 Appointment and Election of Directors	
3.9 Board Renewal and Continuity	
3.10 Cessation of Directorships	

<b>SECTION 4: DIRECTOR INDEPENDENCE</b>	99
4.1 Introduction	
4.2 Number of Independent Directors	
4.3 Assessment of Independence Status	
4.4 Criteria for Independence	
4.5 Tenure of Independent Director	
4.6 The Lead Independent Director	
4.7 Conflict of Interest	
<b>SECTION 5: PROFESSIONAL DEVELOPMENT</b>	129
5.1 Introduction	
5.2 Importance of Training for Directors	
5.3 Professional Development Policy	
5.4 Types of Professional Development	
5.5 Professional Development Implementation	
<b>SECTION 6: BOARD AND DIRECTOR EVALUATION</b>	149
6.1 Introduction	
6.2 Board Evaluation	
6.3 Board Committee Evaluation	
6.4 Director Evaluation	
<b>SECTION 7: SUCCESSION PLANNING</b>	197
7.1 Introduction	
7.2 Succession Planning for Board Chairman	
7.3 Succession Planning for Directors	
7.4 Succession Planning for CEO	
7.5 Succession Planning for Senior Management	
<b>SECTION 8: DISCLOSURE REQUIREMENTS</b>	223
8.1 Introduction	
8.2 Disclosure Requirements	
Acknowledgements	229
About SID	231
Index	233