



MEMO

To: Board of Directors
From: Company Secretary
Subject: **DIRECTOR'S MANUAL**

As part of best practice corporate governance it is appropriate that all new directors be provided with a formal letter setting out the key terms and conditions of their appointment, their obligations and responsibilities, and the corporate expectations of them.

They should also be given a Director's Manual (or "Induction Kit") which provides background information, details and key documents relevant to and/or governing the company's business, operations and management.

Typical Contents

- Corporate Directory
- Organisation Chart / Management Structure
- Directors / Executives Contact Details
- Board Charter
- Board Policies
- Board Meeting Dates
- Corporate Governance Statement
- Board Committees & Members
 - Audit Committee Charter
 - Remuneration Committee Charter
 - Nomination Committee Charter
 - Risk Management Committee Charter
- Code of Conduct
- Director's Appointment Letter / Contract
- Share Interests / Trading Letter Agreement
- Directors' & Substantial Shareholdings
- Directors' Interests Register
- Deeds of Access & Indemnity
- D & O Insurance Policy
- Corporate Policies & Procedures
 - Share Trading Policy
 - Continuous Disclosure Policy
 - Communications Policy
 - Risk Management Policy
 - Ethics Policy



- Delegated Authorities
- Constitution
- Annual Report
- Strategic Plan
- Budgets

DISCLAIMER

The comments in this memo reflect some commercial aspects and observations on the matter experienced or observed by the writer in practice as he understands them. The information is given as a guide only and does not represent a definitive or legal view of any of the issues raised, covered or referred to and the reader is urged to seek his own professional advice on all aspects of, or pertaining to, this and any related matter.