

Principle	Recommended Practice	APPLY (principle) and EXPLAIN (practice)
Outcome : Ethical culture (3 principles)		
1. Lead ethically and effectively	Three practices: 1. Individually and collectively cultivate & exhibit ICRAFT 2. Embody the above characteristics 3. Disclose arrangements for holding self to account	
2. Govern ethics in a way that supports the establishment of an ethical culture	Seven practices: 4. Set direction for how approached & addressed 5. Approve codes of conducts and ethics policies 6. Ensure (a) interaction with int + ext stakeholders + broader society & (b) address key ethical risks 7. Familiarise employees & other stakeholders 8. Delegate to management responsibility to implement 9. Exercise ongoing oversight of mgt of ethics 10. Disclosure of arrangements, focus areas, measures to monitor & future focus	
3. Ensure that the organization is and is seen to be a responsible corporate citizen	Five practices: 11. Set direction for how approached & addressed 12. Compliance with constitution, law, leading stds etc 13. Oversee core purpose & values, strategy & conduct 14. Oversee & monitor status as a resp CC 15. Disclosure of arrangements, focus areas, measures to monitor & future focus	

Principle	Recommended Practice	APPLY (principle) and EXPLAIN (practice)
Outcome : Good performance (2 principles)		
<p>4. Appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process</p>	<p>Eight practices:</p> <ol style="list-style-type: none"> <li>1. Steer &amp; set direction for realization of core purpose &amp; values through its strategy</li> <li>2. Delegate to mgt formulation &amp; development of S,M and L/T strategy</li> <li>3. Approve strategy &amp; constructively challenge</li> <li>4. Approve policies &amp; plans developed to give effect to approved strategy</li> <li>5. Delegate to mgt the responsibility to implement &amp; execute approved policies &amp; operational plans</li> <li>6. Exercise ongoing oversight of implementation against agreed performance measures and targets</li> <li>7. Continually assess &amp; respond to negative consequences on triple context and capitals</li> <li>8. Alert to viability, solvency &amp; liquidity and status as a going concern</li> </ol>	
<p>5. Ensure reports issued enable stakeholders to make informed assessments of the organization's performance and its S, M &amp; L/T prospects</p>	<p>Seven practices:</p> <ol style="list-style-type: none"> <li>9. Set direction for how approached &amp; conducted</li> <li>10. Approve mgt's determination of reporting frameworks &amp; standards</li> <li>11. All reports comply with legal requirements &amp; NIE of stakeholders</li> <li>12. Oversee that IR is issued annually</li> <li>13. Approve bases for determining materiality</li> <li>14. Ensure integrity of external reports as pertains to Assurance</li> <li>15. Ensure info made public: Code disclosures, IR, AFS</li> </ol>	

Principle	Recommended Practice	APPLY (principle) and EXPLAIN (practice)
Outcome : Effective control (10 principles)		
<p>6. Serve as focal point and custodian of CG</p>	<p>Five practices:</p> <ol style="list-style-type: none"> <li>1. Exercise leadership role by SPOD (Strategy, Policy, Oversight, Disclosure)</li> <li>2. Ensure roles, responsibilities, membership &amp; procedural conduct in a charter</li> <li>3. Approve protocol should paid for independent, external professional advice be needed</li> <li>4. Approve protocols for Non-Execs requisitioning documents &amp; meeting with management</li> <li>5. Disclosure of meetings held &amp; attendance plus fulfillment of responsibilities in terms of charter</li> </ol>	
<p>7. Board should comprise appropriate balance of knowledge, skills, experience, diversity and independence to discharge its governance roles and responsibilities objectively and effectively</p>	<p>Forty-five practices:</p> <ol style="list-style-type: none"> <li>6. Set direction and approve processes to achieve</li> <li>7. Consider factors for requisite number of members</li> <li>8. Majority non-exec, most of whom should be independent</li> <li>9. CEO + 1 other (may be CFO) appointed to GB</li> <li>10. Promote diversity</li> <li>11. Set targets for race &amp; gender representation</li> <li>12. Periodic, staggered rotation of members</li> <li>13. Establish a succession plan</li> <li>14. to 24: Nomination, election &amp; appointment</li> <li>25. to 30: Independence &amp; conflicts</li> <li>31. to 38: Chair of the GB</li> <li>39. to 50: General</li> </ol>	

Principle	Recommended Practice	APPLY (principle) and EXPLAIN (practice)
Outcome : Effective control (cont) (10 principles)		
<p>8. Ensure that board's arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of duties</p>	<p>Twenty practices:            51. to 59: Audit Committee            60. to 61: Nominations of members            62. to 64: Risk Governance Committee            65. to 67: Remuneration Committee            68. to 70: Social &amp; Ethics Committee</p>	
<p>9. Ensure that the evaluation of board's own performance, committees, chair and individual members support continued improvement in performance and effectiveness</p>	<p>Five practices:            71. to 75: Performance evaluations</p>	

Principle	Recommended Practice	APPLY (principle) and EXPLAIN (practice)
Outcome : Effective control (10 principles)		
<p>10. Ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities</p>	<p>Twenty-four practices:  76. to 83: CEO appointment and role  84. to 89: Delegation  90. to 99: Professional CG services to GB</p>	
<p>11. Board should govern risk in a way that supports the organization in setting and achieving its strategic objectives</p>	<p>Nine practices:  1. to 9: Risk governance</p>	

Principle	Recommended Practice	APPLY (principle) and EXPLAIN (practice)
Outcome : Effective control (10 principles)		
<p>12. Govern technology and information in a way that supports the organization setting and achieving its strategic objectives</p>	<p>Eight practices: 10. to 17: Technology and information governance</p>	
<p>13. Govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organization being ethical and a good corporate citizen</p>	<p>Eight practices: 18. to 25: Compliance governance</p>	

Principle	Recommended Practice	APPLY (principle) and EXPLAIN (practice)
Outcome : Effective control (10 principles)		
<p>14. Ensure that the organization remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.</p>	<p>Fourteen practices:  26. to 31: Remuneration policy  32. to 35: Remuneration report  36. to 39: Voting on remuneration</p>	
<p>15. Ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation's external reports.</p>	<p>Twenty-two practices:  40. to 43: Combined assurance  44. to 47: Assurance of external reports  48. to 61: Internal audit</p>	

Principle	Recommended Practice	APPLY (principle) and EXPLAIN (practice)
Outcome : Legitimacy (2 principles)		
<p>16. In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organization over time.</p>	<p>Nineteen practices:  1. to 5: Stakeholder relationships  6. to 10: Shareholder relationships  11. to 19: Relationships within a group of companies</p>	
<p>17. The governing body of an institutional investor organization should ensure that responsible investment is practiced by the organization to promote the good governance and the creation of value by the company in which it invests.</p>	<p>Six practices:  20. to 25: Responsibilities of institutional investors</p>	