



PUBLIC BODIES CORPORATE GOVERNANCE AWARD QUESTIONNAIRE 2019 PARTICIPANT GUIDELINES

This survey is being conducted by the Ministry of Finance and the Public Service (MOFPS) and the Private Sector Organisation of Jamaica (PSOJ) to assess the quality and effectiveness of corporate governance practices in public bodies as defined in the Public Bodies Management and Accountability Act (PBMAA) and the Corporate Governance Framework for Public Bodies (CGFPB) with a view to determining candidates for the PSOJ Public Sector Corporate Governance Award. The aim of the Award is to encourage the full adoption of required legislations and regulations that are in line with corporate governance international best practices.

Responses are relevant for the period 1st April 2018 to 31st March 2019. Brevity in responses is appreciated, but additional narrative may also be attached on separate sheets where considered necessary. Once completed, this document should be signed by two senior officers of the Public Body, *one of whom must be a member of the Board of Directors*, and then returned to the ***Private Sector Organisation of Jamaica*** by **Tuesday, October 1st, 2019**. We do not require highly confidential information. All responses, documents and information provided will be held in the strictest confidence.

Interviews will be conducted with finalist and these will assist in clarifying areas of ambiguity, substantiate documents submitted to the Evaluating Committee and understanding how corporate governance is being practiced within the Public Body.

Name of Public Body:

Address:.....

Contact Person(s)

Telephone Number

Email.....

A. Board Composition, Functions & Structure – 25%

1. Board Composition:

a. How many directors are on your Board?

Type of Directors	# of Independent Members	# of Non-executive Members	# of Exec Members	# of Other Members	Charter or Terms of Reference in Place?
					YES / NO
					YES / NO
					YES / NO
					YES / NO
					YES / NO
					YES / NO
					YES / NO
					YES / NO

b. Are the roles of CEO and Board Chairman separated or combined?

Separated

Combined

c. Please indicate with Yes/No which of the following activities applies to your current Board Chairman and CEO.

Activity	Chairman	Chief Executive Officer
Conducts Operational activities for the Public Body inclusive of implementation of programmes/projects		
Conducts/Oversees the strategic policy direction for the Public Bodies		

d. How many members of the Board are independent directors (*Independent as defined in the glossary*)?

2.

a. Does the composition of the Board reflect the competencies identified in the Competency Profile Instrument for the Board of Public Bodies (*January 2017*)? Yes/No

b. Provide details.....

Competences	# of Directors

3. Is the composition of your Board reflecting the ***diversity outlined in the glossary?***
 Yes/ No.....Give details.....

4. **Induction and/or Orientation & Training:**

a. Is there a formal process of director induction and/or orientation? Yes/ No
 If the answer is *yes* please briefly describe the process of induction\orientation?

.....

b. Have Board members participated in training on Corporate Governance? Yes/ No
 i) If yes, please state the percentage of directors that have been trained: ____%.

ii) Kindly provide information on the instructor(s) the institution(s) that conducted the training(s) and the training(s) duration in the table below:

DATE	TITLE	INSTRUCTOR	INSTITUTION	DURATION

5. **Committees of the Board:**

a. Please list and provide Board committee information in the table below:

Name of Committee	# of Independent Members	# of Non-executive Members	# of Exec Members	# of Other Members	Charter or Terms of Reference in Place?
					YES / NO
					YES / NO
					YES / NO
					YES / NO
					YES / NO
					YES / NO
					YES / NO
					YES / NO
					YES / NO

Please provide list of all Board approved Terms of References or Charters for Board Committees that are in effect.

6. **Board Performance Reviews:**

- a. Is there periodic evaluation of the Board's overall performance? ... Yes/ No
- b. Is there periodic evaluation of individual Director's performance?... Yes/ No
- c. Is there periodic evaluation of Board committees' performance? ... Yes/ No
- d. If yes to any of the above, how often are evaluations undertaken?

	Frequency of Evaluation – half yearly/annually
Board	
Sub-committees	
Individual Directors	

- e. Who conducts the evaluation? Directors themselves External Consultants
 Internal Consultants Other

If "Other" please specify

- f. Are there set Board performance indicators? Yes/ No

7. How often is the Board required to meet?..... Monthly/ Quarterly/ Semi-Annually/ Other
Please specify for "Other":

8. How many Board meetings were held in the 12-month period ended March 31, 2019?
.....

B. Corporate Governance Policies Procedures & Practices – 30%

9. Does your Public Body have a Board approved Board Charter? Yes/ No

Please attach a copy of your Board Charter.

- a. If yes, is there a review of the Charter on a periodic basis? Yes/ No

i. If yes, please give detail in the table below:

DONE BY	FREQUENCY OF REVIEW	APPROVED BY BOARD
Committee, Name:		Yes / No
Other:		Yes / No

- ii. If no, is there any work in progress to formulate a Charter? Yes/ No

10. Does your Public Body's Board Charter comply with the principles of the CGF for Public Bodies?
..... Yes/ No

11. Corporate Social Responsibility:

- a. Does your Public Body have a Board approved Corporate Social Responsibility (CSR) policy?
 Yes/ No *Please attach a copy of the CSR Policy.*

12. Which Board members and/or senior executives are primarily charged with implementation and enforcement of corporate governance best practices, and why?
.....
.....

13. What information is provided to the Board prior to Board meetings? Please check all that apply.

- i. Agenda ii. Minutes of previous meeting(s)
iii. Management reports iv. Financial statements
v. Items for Decision vi. Proposed Resolutions

vii. Others, please specify

14. How far in advance of Board meetings is this information consistently circulated?

Please check one:

- i. More than a week in advance
- ii. Within a week
- iii. At the meeting
- iv. Other, please specify

15. Is the performance of the Chief Executive Officer appraised at least annually? Yes/ No...

- i. By whom
- ii. Are there set performance standards? Yes/ No
- iii. Who sets them?.....
- iv. Who reviews these standards and how often?.....

16. Is the performance of senior management appraised at least annually? Yes/ No

- i. By whom
- ii. Are there set performance standards? Yes/ No
- iii. Who sets them?.....
- iv. Who reviews these standards and how often?

17. Have senior managers attended training on Corporate Governance?..... Yes/ No

If yes, please state:

- a. The percentage of senior managers who were trained during the period: ____%
- b. What senior manager positions did not participate in the training?.....
- c. Is there a schedule/plan for the remaining senior managers to do training in Corporate Governance so that, all managers will eventually go on the training? Yes/ No
- d. If yes? What is the time schedule for the training of the various batches of senior managers?
- e. The instructor(s) and institution(s) that conducted the training and the duration of the training in the table below:

DATE	TITLE	INSTRUCTOR	INSTITUTION	DURATION

C. Compliance and Disclosure of Information–20%

18. Has the public body complied with the following requirements: -

- a. Submission of the following within the specified timeline:
 - i. Corporate Plans Yes/ No

- ii. Monthly /Quarterly Reports Yes/No
- iii. Annual Reports Yes/No

- b. Kindly state the number of Audit Committee meetings held
- c. At least 1 member of the Audit Committee is a qualified Accountant... Yes/No
- d. Payment of statutory obligations submitted on time..... Yes/No

19. How is public body information revealed to stakeholders? Please check all that apply.
- i. Updated Website
 - ii. Press Briefings
 - iii. Quarterly/Annual Reports
 - iv. Financial statements
 - v. Social Media
 - vi. Others, Please specify:.....

20. Are conflict of interest and/or related party transactions disclosed at Board meetings and where appropriate disclosed by note in the Annual Report? Yes/No

21. Does your Annual Report meet the disclosure requirement of the First Schedule of the PBMA Act, as well as, CGFPB Principle 17. 2a, b, c & 4? Yes/No.

22. Does your Public Body have a Board approved Code of Ethics/Conduct? Yes/No
Please attach a copy of Code of Ethics.

23. Does your Public Body have a Board approved Whistle Blowing Policy? Yes/No
If yes, please attach policy.

24. Does your Public Body disclose the compensation of its Directors and Senior Managers in the Annual Report? Yes/No

D. Risk Measurement & Internal Controls – 25%

25. Does your Public Body have a Board approved Enterprise Risk Management (ERM) policy? Yes/No.
If yes, please attach policy.

26. Does your Public Body have a Business Continuity and/or Disaster Recovery Plan? Yes/No
If yes, please attach evidence.

27. Does your Public Body have a Corporate Risk Register (central register of loss incidents)? Yes/No
If yes, please describe and/or attach evidence

28. Please provide a brief overview of your Public Body's systems and procedures for risk identification, measurement, monitoring and control specifically indicating, where applicable, the role of the Board in this process.

29. a. Does the Board, or a Board committee, approve the Public Body's systems of internal controls? Yes/No ... If yes, please describe the process.....

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- b. Are internal control policies communicated to all employees? Yes/ No
 If yes, how?
30. Does your Public Body benchmark its risk management policies against international best practices? Yes/ No -Please explain.....

31. Does your Public Body have a Board approved Internal Audit Charter? Yes/ No
If yes, please attach.
32. Does your Public Body have an internal audit function? Yes/ No If yes, who does the function report to?

We verify that, to the best of our knowledge, the above responses are a true reflection of the Public Body's corporate governance policies, processes and procedures, as applicable for the year ended **31st March 2019.**

Signature :

Name :

Title :

Date :

Signature :

Name :

Title :

Date :

One of the signatures must be that of the Chief Executive Officer

NB. The title Chief Executive Officer represents all other nomenclatures that refer to the Head of the Public Body such as Managing Director, Executive Director etc.

Documentation	Please Tick Submissions
Board Charter	
Board Committee Charters and/or Terms of Reference	
Corporate Governance Policy/Charter/Framework	
Code of Ethics/ Code of Conduct	
Corporate Social Responsibility / Corporate Sustainability Policy	
Enterprise Risk Management Policy	
Business Continuity/Disaster Recovery Policy &/or Framework	

Whistle Blowing Policy	
Internal Audit Charter	
Annual Report	

Glossary of Terms and Definition

Term	Definition
Board Charter	Document that defines the roles and responsibilities of the Board including its responsibilities for corporate governance and its code of ethics. The Charter should: (i) Define governance roles of the Chairman, Directors, and the Corporate Secretary. (ii) Outline key Board functions, including compliance with the law, risk oversight, performance monitoring and evaluation, strategic planning, policy implementation, decision-making and stakeholder communication oversight. (iii) Provide detailed procedures in relation to Board meetings, quorum, agenda, minutes and papers.
Board Information and Disclosure	Information which includes: a. Commentary on the Public Body's financial results b. Full compensation package of the CEO and senior managers c. Names, expertise, length of service and meeting attendance record of Board members d. Remuneration and other benefits granted directly or indirectly to Board directors of Public Bodies.
Corporate Social Responsibility	Measures managerial performance taking into account the financial, social, cultural and environmental issues, impacting on customers and other stakeholders.
Diversity	Differences in skill, experience, backgrounds, gender (male or female) and youth
Youth	An individual who is between the ages of 18 and 29
Executive Director	An individual who is employed in a full-time capacity whether permanently or contractually and at the same is a legal Director of the Public Body.
Independent Non-Executive Director	A Director who: has not been employed by the public body in any executive capacity for the preceding three (3) financial years; in relationship to the Public Body, is not a significant supplier or customer; has no significant contractual relationship and is not a professional advisor, other than in his or her capacity as a director.