

# TRINIDAD & TOBAGO CORPORATE GOVERNANCE CODE (TTCGC) – APPLICATION AND CORPORATE GOVERNANCE DISCLOSURE SUMMARY

	Applied	Partial	Reference	Comment
<b>Principle One: Establish a Framework for Effective Governance</b>				
1.1 The Board should establish and make publicly available a clear outline of its roles and responsibilities, including any formal delegations to Management.	✓		AR Page 20	The Board fulfills its key functions in accordance with Board Charter.
1.2 The chairperson of the Board should be a non-executive Director and preferably an independent Director. Where the chairperson of the Board is not an independent non-executive Director, the Board should appoint a lead independent Director.	✓		AR Page 20	Chairman is classified as a non-executive Director.
1.3 The Board should demonstrate ethical leadership, which includes commitment to high ethical standards and responsible decision-making.	✓		AR Page 19-20	Explicit in HR Policy Manual. Board, Management and Staff are required to comply with the company's Code of Ethics & Professional Conduct and Conflicts of Interest, Connected Party Policy – Disclosure of interests.
1.4 The Board should ensure that it is supplied with information in a timely manner, in a form and of a quality appropriate to enable it to discharge its duties effectively.	✓		AR Page 20	The Board defines what information it requires and ensures all reports are of a high standard and received on a timely basis.
1.5 The Board should take into account the legitimate interests and expectations of all stakeholders. There should be active co-operation between corporations and stakeholders in creating wealth, employment, and the sustainability of financially sound enterprises.	✓		AR Page 20	<p>The directors ensure that the Board identifies the interests, views and expectations of all individuals and groups which the Board judges to have a legitimate interest in the achievement of company objectives and the way in which these objectives are achieved.</p> <p>The Board ensures that communications with such parties are timely, effective and unbiased, and are subject to the needs of commercial security and regulatory compliance where appropriate.</p> <p>The Board ensures the achievement of these aims via periodic review of procedures for managing relationships with stakeholders by a Group Audit &amp; Risk Committee and a Board Charter.</p>
<b>Principle Two: Strengthen the Composition and Performance of Board and Committees</b>				
2.1 The Board should appoint a sufficient number of independent Directors capable of exercising unbiased judgment, particularly in tasks where there is a potential for conflicts of interest.		✓	AR Page 21	A review of the Board's Profile and Composition to align with governance best practices to be undertaken in 2020.
2.2 Directors should be selected and appointed through rigorous and formal processes designed to give the Board a balance of independence and diversity of skills, knowledge, experience, perspectives and gender among Directors so that the Board works effectively.		✓	AR Page 21	The majority shareholder in consultation with the Chairman appoints Directors of diverse skill sets to oversee the running of the company. A review of the Board's Profile and Composition to align with governance best practices to be undertaken in 2020.

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2.3 The Board reviews the capability matrix of potential directors and through the Chairman makes the recommendations to the shareholders for appointment.		✓	AR Page 21	The majority shareholder in consultation with the Chairman appoints Directors of diverse skill sets to oversee the running of the company. There are plans to review and develop a comprehensive board profile and competency matrix in the near future.
2.4 All Directors should receive induction training upon joining the Board and should regularly update and refresh their skills and knowledge.	✓		AR Page 21	A formal induction programme exists and all new directors are required to participate in this programme.
2.5 The Board should undertake a rigorous, transparent and formal annual evaluation of its own performance and that of its committees and of the individual Directors.		✓	AR Page 22	Annual performance reviews are scheduled to take place every 2 years. An externally facilitated effectiveness review is expected to be undertaken in 2020.
2.6 The Board should ensure that the remuneration of Directors and senior management is transparent, fair and reasonable.	✓		AR Page 24	The Compensation and Human Resources Committee provides oversight for the remuneration of senior management and the fees paid to Directors. Benchmarking against industry standards is done.
<b>Principle Three: Reinforce Loyalty and Independence</b>				
3.1 The Board should undertake an assessment of its independence on an annual basis and disclose in the annual report each non-executive Director it considers to be independent.	✓		AR Page 21	Annual assessment against the TTCGC definition is conducted annually.
3.2 All Directors should be candidates for re-election, at intervals of no more than three years, subject to continued satisfactory performance.	✓		AR Page 22	Articles provide for all Directors to retire from office but shall be eligible for re-election at every annual general meeting subject to performance.
3.3 Members of the Board and Senior Management should disclose to the Board whether they, directly or indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the company.	✓		AR Page 19	Conflict of Interest Policy and Connected Party Policy exists and outlines the method for disclosing and treating with material interests
3.4 Directors should demonstrate the capacity to commit the time needed to be fully effective in their roles.	✓		AR Page 21	Time commitment outlined in appointment letter. Board and Committee attendance registers serve as proxy indicators
<b>Principle Four: Foster Accountability</b>				
4.1 The Board should promote accurate, timely and balanced disclosure of all material matters concerning the company.	✓		AR Section 2 Page 01	Refer to Section 2 - Consolidated Financial Statements.
4.2 Directors should state in the annual report their responsibility towards the integrity of the financial reports. This includes a statement from Directors that these reports comply with applicable financial reporting standards and present a true and fair view of the financial affairs of the company.	✓		AR Section 2 Page 01	Refer to Section 2 - Consolidated Financial Statements.
4.3 The Board should, on an annual basis, report to shareholders and stakeholders on the external auditor's involvement in non-audit work and fees paid to auditors. This disclosure should differentiate between fees for audit work and fees for non-audit work.	✓		AR Page 23	Auditors also provide provides tax advisory services to the Company. The Board is satisfied with the independence of the external auditors.

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4.4 The Board should, on an annual basis, verify that the company has appropriate processes that identify and manage potential and relevant risks.	✓		AR Page 20	Risk Management Framework and internal controls are in place. The Group Audit and Risk Committee has oversight of this function to ensure its effectiveness.
4.5 Each company should establish an Audit Committee of the Board with responsibilities that include, but are not limited to:	✓		AR Page 23	Group Audit and Risk Committee is a Board appointed Committee.
a. Recommending the appointment of external auditors;	✓			
b. Assessing the suitability and independence of external auditors;	✓			
c. Overseeing all aspects of the company-audit firm relationship;	✓			
d. Monitoring and reviewing the effectiveness of the internal audit function;	✓			
e. Promoting integrity in financial reporting	✓			
4.6 Boards should report annually to shareholders on how the company is implementing the Corporate Governance Principles and explain any significant departure from Recommendations supporting each Principle.	✓		Company Website	Application and CG Disclosure Summary.
<b>Principle Five: Strengthen Relationships with Shareholders</b>				
5.1 The Board should facilitate the exercise of ownership rights by all shareholder groups, including minority or foreign shareholders and institutional investors.	✓		AR Page 20	Board has oversight for communication with all shareholders. Frequent dialogue occurs with shareholders through meetings and reports.
5.2 The Board should ensure that shareholders have the opportunity to engage with the company and participate effectively in annual and special meetings.	✓			Shareholders participate in annual and special meetings.
5.3 During the annual and special meetings, the Board should facilitate questioning of external auditors and Senior Management by shareholders, as moderated by the chairperson.		✓		The Board facilitates access to the External Auditors and the Executive Management Team, for questioning, at annual and special meetings when necessary.