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Mazaya Qatar Real Estate Development Q.S.C

Board Induction &
Training Policy

ENV1 Final

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1. Purpose

The Induction and Training Policy of Mazaya Qatar Real Estate Development Q.S.C (hereafter referred to as MQ) is to ensure that the Board conducts inductions for new Directors on the Board of MQ and that all Directors are provided with suitable initial and on-going training to understand the strategic direction and business of the organization and their role as a Director and Board member.

2. Policy

All Directors are expected to contribute to the governance of the organization to the best of their ability. To facilitate this, induction will be provided so that new Board members are adequately informed to enable them to participate effectively in the governance of the organization. Board Secretary will support Directors by giving them access to governance related training that will enable them to better perform their role as Board members.

In addition, all the new Directors should be provided with an **Induction Program** within three months of their appointment so that, all new Board members are adequately informed and would enable them to participate effectively in MQ's overall governance process.

Role descriptions are provided to ensure that Directors of MQ and office bearers are well informed about their duties.

3. Responsibility

The Chairman's Role

- 1 To ensure that all Directors and the Board as a whole are adequately inducted, trained and supported to perform their role and function including that of Office Bearers.
- 2 To ensure the annual budget includes an allocation for Board training; that an annual survey of Board training needs is conducted; and that all Directors are offered training on at least an annual basis, in addition to initial induction.
- 3 To ensure that the Chief Executive Officer (CEO) supports the induction process for new Board members.

Board Members

- 1 Identify and inform the CEO of any particular Board training needs.
- 2 Respond to surveys of Board training needs and participate in the Board training provided.

4. Procedure

All new Board members will receive an up-to-date induction package from the Board Secretary that includes governance information. They will also receive and be requested to complete an annual survey of Board training needs which covers several aspects of needs. Other types of training may also be offered in response to needs identified in the annual survey of Board training needs or upon specific request by a Director.

The package will include:

- 1 Letter of welcome.
- 2 Board Duties and Responsibilities of Directors.
- 3 Code of Conduct.
- 4 Board Meeting schedule for the current year.
- 5 Current year Calendar of Events.
- 6 Board of Director's contact list
- 7 MQ's Organizational Chart.
- 8 MQ's Constitution - current date.
- 9 Current Strategic Plan.
- 10 Annual General Assembly (AGM) minutes of the previous Year.
- 11 Copy of the recent board minutes.
- 12 Copy of Directors Remuneration Policy
- 13 Copy of Governance Policies

It is the responsibility of the Director members to complete and return to Board Secretary as soon as practicable the forms of their contact details, their qualifications and experience, and their standing declaration of interests.

5. Appendix 1 – Directors Induction Questionnaire

Note:

Questions 1 – 65 should be filled in by the board, preferably the Chairman. Prior to this form being sent to the intending director all board members should agree with the assessment. The intending director should complete Questions 66 – 71.

The general purpose of the questioner is to provide the concerned director with insight about the company

Structural

1. The organization is incorporated as:
 - A Listed company
 - A company limited by guarantee
 - Other, please specify

2. The Constitution/Articles were last reviewed:
 - In the last year
 - 1 – 5 years ago
 - 6 – 10 years ago
 - More than 10 years ago

3. Composition of board:

Name of director	Special governance contribution, e.g. Chairman, Treasurer, financial skills etc where relevant	Length of time on the board (continuous)

4. There is a Director Retirement/Term in Office policy?
 - Yes No

5. The maximum term in office a director can hold is 3 years from this current election?
 - Yes No

6. The board has a set of Governance Policies that make clear the board’s and individual director’s roles and responsibilities; specifically:

Policy	Yes	No

7. There is a clearly defined CEO instrument of delegation or policy that makes clear the nature and extent of the board’s delegation to the CEO?

Yes No

8. There is adequate directors’ liability insurance?

Yes No

Size of cover QR.....

9. Have there been any legal claims against the Company in the last three years or are there any outstanding or pending claims that may result in board liability?

No	Yes – Type of claim and outcome/impending claim

10. The CEO is a voting board member?

Yes No

11. Do any board members provide services to the Company?

Yes No

Who?	What services?

12. There is a procedure for removing directors for non-performance or any other reason?

Yes No

13. Directors are paid.

Yes No

If so, how much? _____ How often? _____
on what basis?

Meeting by meeting annual payment

14. The board has the following committees:

- Nominations' Committee
- Remuneration's Committee
- Other – please specify

15. New directors are provided with a formal induction to the board and to the organization?

Yes No

16. There is a Directors' Resource book/manual containing documentation appropriate to the role?

Yes No

17. The board has a written code of ethical practice and monitors its own and its members' actions against this at least annually?

Yes No

Financial

18. The Company's cash position over the previous 13 months has generally been:

- Very sound and predictable
- Generally sound but not always predictable
- Not very sound but predictable
- Not very sound and unpredictable
- Very unsound
- Threatening to our financial viability

19. The CEO regularly presents cash flow analysis and forecasts to the board?

Yes No

20. The Company is confident, based on regularly reviewed financial data, that it can meet all of its debts and liabilities, including contingent liabilities, as they fall due, within the coming 12 months?

Yes No

21. Long-term borrowings, e.g. mortgages over buildings, are adequately secured?

Yes No Not Applicable

22. The board has an Audit Committee.
 Yes No (If 'No', go on to number 25)

Its members are: (Names)	Do they have strong financial skills – Yes/No

23. The Audit Committee meets and carries out its duties:
 Once a year
 Twice a year
 Three times or more a year
24. During the last two years, the Audit Committee has expressed concern to the board about financial matters, e.g. state of finances management:
 Never
 Once or twice
 Many times
25. The Company's external auditor is
26. Do they provide other general consulting services to the Company?
 Yes No
27. Length of this relationship
28. The Company has an independent external financial advisor?
 Yes No
29. The Company has an internal audit function?
 Yes No
30. The CEO has clearly stated financial delegation and limitations documented in a policy or in some special document?
 Yes No
31. The board is satisfied that it has sound financial systems?
 Yes No

32. There are board-developed financial policies in key areas such as Remuneration and Benefits, Financial Management, Protection of Assets, Financial Reporting.
 Yes No
33. These policies are reviewed by the board:
 Annually
 Once every two years
 Less frequently than every two years
 Never
34. The CEO's financial reporting to the board is:
 Comprehensive and typically meets all the board's requirements
 Could be improved
 Unsatisfactory at this stage
35. Typical financial reports to the board include: (tick more than one if appropriate)
 Balance sheet and P & L account to date
 Comparisons with previous year's accounts and reports
 Financial ratio reports against board determined benchmarks
 Trend charts
 Narrative/written interpretation as appropriate
 A budget report to date
36. The Company's banker is
37. The Company has reserves that are secured?
 Yes No
38. The board has an Investments Policy, e.g. with level of risk stated?
 Yes No
39. The board has an overdraft arrangement with the Company?
 Yes No
40. The overdraft is used:
 Rarely
 Occasionally
 Regularly
 N/A

41. The Company's cheques are signed by:
- The CEO and Chief Financial Officer (CFO)
 - The CEO and one or more designated directors
 - Only designated directors
42. The following have authority to purchase major capital items:
- The CEO but only within budgeted parameters
 - The CEO at his/her discretion
 - The CEO only with approval of the board
 - The board
43. Day-to-day financial management is carried out by:
- The CEO
 - The CFO
 - An external (outsourced) agent
44. Financial reports for the last five years are available?
- Yes No

Assets

45. The board has a Protection of Assets Policy?
- Yes No
46. It was last reviewed:
- Within the last year
 - Within the last 2 years
 - More than 2 years ago
47. What are the main asset categories and what are their asset values?

Board Meetings

48. Board meetings are held:
- Monthly
 - Bi-monthly
 - Four times a year
 - Less than four times a year

49. A typical board meeting lasts for:

- 1 hour or less
- 1 – 2 hours
- 2 – 3 hours
- More than 3 hours
- More than 5 hours

50. What other expectations will there be of me as a director, e.g. committee membership:

51. The focus of board meetings is on: (tick more than one if relevant)

- Financial monitoring and CEO reporting
- Operational decision-making
- A mix of monitoring (compliance and strategic) and strategic discussions
- Policy making and review
- Discussing operational matters/concerns with the CEO and giving approval for action

52. The average attendance by directors at board meetings is:

- Always 100%
- Most directors attend most meetings
- There are always a few absent
- Some directors are regular non-attenders

53. The agenda is developed by:

- The board as a whole
- The CEO
- The Board Secretary
- The Chairman

54. Board papers, including all relevant papers and reports, are sent to directors **at least** a week in advance of board meetings:

- Always
- Mostly
- Only sometimes

Strategic Plan

55. The Company has a strategic plan/corporate plan?

- Yes No

56. If 'Yes', it was last reviewed:

- Within the last year
- Within the last two years
- More than two years ago

57. The status of achievement of the strategic goals in the plan is:

- Most goals are mostly achieved
- Some are achieved, a few not yet achieved
- The plan is too new for any assessment of achievements
- We have struggled to achieve our goals

58. The CEO reports on the achievement of the strategic goals:

- At every board meeting
- At least twice a year
- Annually
- Less regularly

59. The board holds an annual strategic retreat:

- Yes No

CEO /Personnel

60. The qualifications and experience of the CEO are:

61. He has been in the role: (length of time)

62. The board carries out a structured appraisal of the CEO's performance.

- Yes No

63. If so, this takes place:

- Once a year
- Twice a year
- More than twice a year

64. Who does this?

The board has the following governance-level personnel operational policies: (tick all that apply)

- Appointment/recruitment procedures and criteria for senior staff
- Occupational Health and Safety
- Whistle blowing processes
- Senior staff succession planning

Personal Commitment (To be completed by the intending director)

65. I am satisfied that I have all the information I need before accepting/declining directorship of this board.

Yes No

66. I am fully aware of my potential legal liabilities as a director.

Yes No

67. I believe that I will be able to work constructively with this board and this Company.

Yes No

68. I am satisfied that the Company has a sound reputation in the community.

Yes No

69. I am satisfied with the abilities of the Chairman.

Yes No

70. I am sure that I have time to make the level of commitment required to be an effective director on this board .

Yes No

71. I will accept the invitation to join the board.

Yes No