

ASSESSMENT DEWAN KOMISARIS DAN DIREKSI

ASSESSMENT OF THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS

PROSEDUR PELAKSANAAN

Pada 2016 dilakukan *assessment* implementasi GCG untuk Dewan Komisaris dan Direksi yang mengacu pada pelaksanaan *assessment* Kementerian BUMN berdasarkan Keputusan Sekretaris Kementerian BUMN Nomor: SK-16/S.MBU/2012 tanggal 06 Juni 2012. Dari hasil *assessment* tersebut skor Dewan Komisaris mencapai 93,22% dan skor Direksi mencapai 95,42%.

Adapun *assessment* Dewan Komisaris secara garis besar meliputi aspek-aspek penilaian sebagai berikut:

- Dewan Komisaris melaksanakan program pelatihan/ pembelajaran secara berkelanjutan.
- Dewan Komisaris melakukan pembagian tugas, wewenang dan tanggung jawab secara jelas serta menetapkan faktor-faktor yang dibutuhkan untuk mendukung pelaksanaan tugas Dewan Komisaris.
- Dewan Komisaris melakukan pengawasan terhadap pelaksanaan kebijakan pengelolaan Anak Perusahaan/ Perusahaan patungan.
- Dewan Komisaris berperan dalam pencalonan anggota Direksi, menilai kinerja Direksi (individu dan kolegal) dan mengusulkan tantiem/ insentif kinerja sesuai ketentuan yang berlaku dan mempertimbangkan kinerja Direksi.
- Dewan Komisaris melakukan tindakan terhadap potensi benturan kepentingan yang menyangkut dirinya.
- Dewan Komisaris memantau dan memastikan bahwa praktik Tata Kelola Perusahaan yang Baik telah diterapkan secara efektif dan berkelanjutan.

IMPLEMENTATION PROCEDURES

In 2016, the GCG implementation assessment for the Board of Commissioners and the Board of Directors based on the Assessment of the Ministry of SOEs is based on the Decree of the Secretary of the Ministry of SOEs No.SK-16/S.MBU/2012 dated June 06, 2012. Based on that assessment, the BOC's score reached 93,22% and the BOD's score reached 95,42%.

The assessment of the Board of Commissioners in a broad sense including the following aspects:

- The Board of Commissioners engaged in a continuous training/learning program.
- The Board of Commissioners shall clearly divide the duties, authorities and responsibilities, and determine the factors needed to support the implementation of the duties of the Board of Commissioners.
- The Board of Commissioners shall supervise the implementation of Subsidiaries/Joint Venture management policies.
- The Board of Commissioners plays a role in nominating members of the Board of Directors, assessing the performance of the Board of Directors (individual and collegial), and proposing tantiem/ performance incentives in accordance with applicable regulations and take into consideration the performance of the Board of Directors.
- The Board of Commissioners takes action against potential conflicts of interest towards themselves.
- The Board of Commissioners monitors and ensures that Good Corporate Governance practices have been implemented effectively and sustainably.

- Dewan Komisaris menyelenggarakan Rapat Dewan Komisaris yang efektif dan menghadiri Rapat Dewan Komisaris sesuai dengan ketentuan Perundang-undangan.
- Dewan Komisaris memiliki Sekretaris Dewan Komisaris untuk mendukung tugas kesekretariatan Dewan Komisaris.
- Dewan Komisaris memiliki Komite Dewan Komisaris yang efektif.

Assessment Direksi secara garis besar meliputi aspek-aspek penilaian sebagai berikut:

- Direksi memiliki pengenalan dan pelatihan/pembelajaran serta melaksanakan program tersebut secara berkelanjutan.
- Direksi melaksanakan pengendalian operasional dan keuangan terhadap implementasi rencana dan kebijakan Perseroan.
- Direksi melaksanakan pengurusan Perseroan sesuai dengan Peraturan Perundang-undangan yang berlaku dan Anggaran Dasar.
- Direksi melakukan hubungan yang bernilai tambah bagi Perseroan dan *Stakeholders*.
- Direksi memonitor dan mengelola potensi benturan kepentingan anggota Direksi dan manajemen di bawah Direksi.
- Direksi memastikan Perseroan melaksanakan keterbukaan informasi dan komunikasi sesuai Peraturan Perundang-undangan yang berlaku dan penyampaian informasi kepada Dewan Komisaris dan Pemegang Saham tepat waktu.

- The Board of Commissioners conducts effective Board of Commissioners Meeting and attends the Board of Commissioners Meeting in accordance with the provisions of the Law.
- The Board of Commissioners has a Secretary to support their secretariat duties.
- The Board of Commissioners has an effective Board of Commissioners Committee.

The Assessment of the Board of Directors in a broad sense including the following aspects:

- The Board of Directors engaged in an introduction and training/learning program and implement it in a sustainably.
- The Board of Directors exercises operational and financial control over the implementation of the Company's plans and policies.
- The Board of Directors conducts the management of the Company in accordance with the prevailing laws and regulations and the Articles of Association.
- The Board of Directors engages in value-added relationships for the benefit of the Company and Stakeholders.
- The Board of Directors monitors and manages potential conflicts of interest of members of the Board of Directors, and management under the Board of Directors.
- The Board of Directors ensures that the Company conducts information and communication disclosure in accordance with the prevailing laws and regulations and the timely submission of information to the Board of Commissioners and Shareholders.

- Direksi menyelenggarakan dan menghadiri Rapat Dewan Direksi sesuai dengan ketentuan Perundang-undangan.
- Direksi wajib menyelenggarakan pengawasan intern yang berkualitas dan efektif.
- Direksi menyelenggarakan fungsi Sekretaris Perusahaan yang berkualitas dan efektif.
- Direksi menyelenggarakan RUPSTahunan dan RUPS lainnya sesuai Peraturan Perundang-undangan.
- The Board of Directors organizes and attends the Board of Directors Meeting in accordance with the provisions of the Law.
- The Board of Directors is bound to performs a qualified and effective internal supervision.
- The Board of Directors performs a qualified and effective function of the Corporate Secretary.
- The Board of Directors conducts Annual General Meeting of Shareholders and other General Meeting of Shareholders according to the Laws and Regulations.

PIHAK YANG MELAKSANAKAN

Pihak yang melaksanakan *assessment* adalah pihak internal dengan menggunakan parameter penilaian mengacu kepada Surat Keputusan No.SK-16/S.MBU/2012 tanggal 6 Juni 2012 tentang Indikator/Parameter Penilaian dan Evaluasi atas Penerapan Tata Kelola Perusahaan yang Baik (*Good Corporate Governance*) pada Badan Usaha Milik Negara.

PARTIES IMPLEMENTING

The party conducting the assessment is an internal party by using assessment parameters referring to Decision Letter No.SK-16/S.MBU/2012 dated June 6, 2012 on the Assessment and Evaluation Indicators/Parameters of Good Corporate Governance Implementation at State-Owned Enterprises.