

**Schedule 4 – to be completed by all Category A authorised firms that are incorporated in the QFC.**

Ref No.	Question:	Response (Check appropriate box)	Why is your firm not in compliance with this requirement?	What is your firm doing, or intending to do, to bring itself into compliance with this requirement?
3.3.6(2)	Is the board of directors made up of at least 5 directors <sup>[1]</sup> ?	Not Applicable	NA	NA
3.3.6(5)	Are a majority of the members of the board non-executive directors, and are majority of the non-executive directors independent non-executive directors <sup>[2]</sup> ?	Not Applicable	NA	NA
3.3.8(1)(a)	Has the board of directors established a nominations committee <sup>[3]</sup> ?	Not Applicable	NA	NA
3.3.8(1)(b)	Has the board of directors established a remuneration committee <sup>[4]</sup> ?	Not Applicable	NA	NA
3.3.8(1)(c)	Has the board of directors established an audit committee <sup>[5]</sup> ?	Not Applicable	NA	NA
3.3.8(1)(d)	Has the board of directors established a risk committee <sup>[6]</sup> ?	Not Applicable	NA	NA
3.3.8(2)	Is the chair of each committee established pursuant to CTRL 3.3.8(1) an independent non-executive director?	Not Applicable	NA	NA
3.3.8(4)	Does each committee established by the board have clear terms of reference setting out its role and objectives and the authority delegated to it by the board?	Not Applicable	NA	NA
3.3.8(5)(a)	Does each committee established by the board report regularly to the board?	Not Applicable	NA	NA
3.3.8(5)(b)	Does each committee established by the board circulate its minutes to all of the members of the board?	Not Applicable	NA	NA
3.3.11(2)	Are all of the members of the remuneration committee non-executive directors <sup>[7]</sup> ?	Not Applicable	NA	NA
3.3.12(2)	Are a majority of the members of the audit committee non-executive directors?	Not Applicable	NA	NA
3.3.12(3)	The chair of the board must not be a member of the audit committee – is this rule observed?	Not Applicable	NA	NA
3.3.12(4)	During the last calendar year did the audit committee meet at least 4 times?	Not Applicable	NA	NA
3.3.13(2)	Are a majority of the members of the risk committee non-executive directors?	Not Applicable	NA	NA
3.3.14	During the last calendar year did the board of directors meet at least every 3 months and at least 4 times?	Not Applicable	NA	NA
3.3.15(1)	Is the chair of the board a non-executive director?	Not Applicable	NA	NA
3.3.15(2)	If the firm is not a subsidiary, is the chair of the board an independent non-executive director <sup>[8]</sup> ?	Not Applicable	NA	NA
3.3.15(3)	The chair of the board of a firm must not have been an employee of the firm during the previous 5 years – is this rule complied with?	Not Applicable	NA	NA
3.3.16(2)(a)	Has the board ensured that a suitable induction program is offered to a newly-appointed board member to help him or her to understand the duties and role of a member?	Not Applicable	NA	NA
3.3.16(2)(b)	Has the board ensured that regular updates and training are offered to each board member to maintain the member's competency for that role?	Not Applicable	NA	NA
3.3.17(2)	During the last calendar year did the board undertake the assessments of performance required under CTRL 3.3.17(1)?	Not Applicable	NA	NA
3.3.17(3)	During the last calendar year did the board review the effectiveness of its own governance practices and procedures, determine where improvements may be needed, and make any necessary changes?	Not Applicable	NA	NA
3.3.18	If the firm is the parent company of a corporate group, during the last calendar year has the board exercised adequate oversight over the subsidiaries while respecting the subsidiaries' legal and governance responsibilities.	Not Applicable	NA	NA
3.3.18(3)	If the firm is the parent company of a corporate group, during the last calendar year has the board complied with all of the requirements of CTRL 3.3.18(3)?	Not Applicable	NA	NA

**Note**

1 Or, where relevant, such greater number as may be directed by the Regulatory Authority.

Where a firm is a subsidiary, the majority of its board's members may be directors or senior executives of the parent firm or another member of the corporate group. However, the authorised firm must still have at least 2 independent non-executive directors. If this applies, please say so.

3 If the firm has received written consent from the Regulatory Authority to combine the nomination committee and the remuneration committee then the firm should answer Yes to this question.

4 If the firm has received written consent from the Regulatory Authority to combine the nomination committee and the remuneration committee then the firm should answer Yes to this question.

5 If the firm has received written consent from the Regulatory Authority to combine the audit committee and the risk committee then the firm should answer Yes to this question.

6 If the firm has received written consent from the Regulatory Authority to combine the audit committee and the risk committee then the firm should answer Yes to this question.

7 If, with the written consent of the Regulatory Authority, a category A firm has combined the nomination committee and the remuneration committee, all of the members of the combined committee must be non-executive directors.

8 If the chair of a firm that is not a subsidiary is not an independent non-executive director, the firm must explain how its governance arrangements satisfy the need for independent oversight of the firm's senior management.