

Corporate profile questionnaire

March 2016

CORPORATE PROFILE QUESTIONNAIRE

Directions for Completion

The following questionnaire has been developed to be generic in nature. The issues dealt with are in most respects common to all corporations that will be asked to respond. It is acknowledged however that the profile of respondents does vary in many respects including the level and type of involvement in the Queensland gaming industry and the size and nature of the corporation. In this regard it is expected that the substance of responses will vary from one corporation to the next.

Where a question requires a yes, no or similarly short response, provision has been made in the questionnaire for the answer to be given on the document. As it is expected that responses to all other questions will vary in length, no provision has been made on the form for those answers to be documented. Accordingly you are requested to provide the responses to these questions on a document separate to the questionnaire along with any desired clarification of yes/no answers and any responses to short answer questions for which insufficient room is provided on the form. Clear reference to the relevant question identifier should be made when providing responses to questions and any requested documentation.

Should there be any queries in relation to the completion of the questionnaire you are welcome to contact the Office of Liquor and Gaming Regulation (OLGR). In making queries of this nature please contact the Probity Unit on 07 3872 0918.

The completed questionnaire should be returned to the OLGR addressed as follows:

The Executive Director
Queensland Office of Liquor and Gaming Regulation
Locked Bag 180
CITY EAST
BRISBANE QLD 4002
AUSTRALIA

Your cooperation in this matter is appreciated.

GOVERNANCE AND LEADERSHIP

The following information is sought in relation to the corporation's governing body and other matters related to leadership of the corporation at the strategic level. If the corporation has multiple governing bodies, e.g. a supervisory board and management board, where applicable **please provide responses in relation to each governing body.**

For ease of understanding the governing body will be generically referred to throughout this document as the 'board' and members of the governing body as 'directors'.

A.1 Board Composition

- (a) How many directors make up the board? _____
- (b) How many directors are executive directors and how many are non-executive directors? _____
- (c) How many of the non-executive directors are considered to be independent non-executive directors? _____
- (d) For those directors nominated/appointed as representatives of particular shareholders or shareholding groups, please provide the name of the director and the interest represented.
- (e) Please provide advice of key skill sets which current board members satisfy, including the board members name and a brief description of the relevant qualifications and/or experience.
- (f) What is the process for election/appointment of board members?

A.2 Board Meetings

- (a) How often are periodic/scheduled board meetings held? _____

- (b) Does the board also communicate, in relation to corporation matters, on an informal basis, i.e. outside of formalised board meetings? **YES/NO**

If so, please advise the average frequency and nature of such communication.
- (c) Does the board ever have formal meetings outside of the periodic meeting schedule? **YES/NO**

If so, under what circumstances?
- (d) Please provide a summary of the corporation's expectations regarding board members' attendance at scheduled meetings.
- (e) Is there a written policy setting out the expectations for attendance at board meetings? **YES/NO**
- (f) Are minutes kept in relation to each board meeting? **YES/NO**

A.3 Committees

- (a) Provide the following information in relation to each committee.
- i. Name of committee.
 - ii. Brief description of committee's charter.
 - iii. Membership, including members name and position in the corporation and their designated position or role within the committee.
 - iv. Method of appointment/selection to the committee.
 - v. How often the committee meets.
 - vi. By what means and how often the committee reports back to the board.
 - vii. Whether minutes are kept of committee meetings?

A.4 Miscellaneous

- (a) Does the corporation have a documented strategic plan? **YES/NO**

If so, please advise:

- i. How often is a strategic plan prepared?
- ii. Who is responsible for the preparation of the strategic plan (e.g. board or management)?
- iii. Who approves the strategic plan?
- iv. Who is responsible for ongoing monitoring of the corporation's performance in relation to the strategic plan?

- (b) Does any individual board member or any single or group of entities outside of the corporation (e.g. a controlling shareholder or organised shareholder group) directly influence, other than through normal voting power in board or general meeting, the strategic direction or decisions of the corporation? **YES/NO**

If so, please advise the name of the person or group, their relationship to the corporation and how the influence is exerted.

- (c) Does the corporation have a statement of corporate governance practices, by whatever name called? **YES/NO**

If so, please supply a copy.

- (d) Does the corporation employ a systematic process of risk management throughout the whole of its operations? **YES/NO**

- (e) If risk management is not employed throughout the whole of the organisation but is used in certain segments, please advise accordingly.

- (f) Does the corporation have a documented risk management policy? **YES/NO**

If so, please supply a copy.

- (g) Does the corporation have a code of conduct? **YES/NO**

B. ACCOUNTABILITY & REPORTING

Information sought in this area will assist OLGR in obtaining an understanding of the regulatory environment in which the organisation operates, from both a gaming and general perspective. Questions are also aimed at providing an insight into the level of financial monitoring to which the corporation is subject and the nature of the corporation's relationship with its shareholders.

B.1 Legislative Environment

- (a) Please provide a list of the most significant statutes under which the corporation operates. It is expected that the list would include the legislation under which the corporation is incorporated and governance regulated, any gaming legislation under which the corporation holds authorities, licences or approvals and any other legislation that is key to the corporation's core business activities.
- (b) Does the corporation have a formal process or strategy for achieving legislative compliance? **YES/NO**

If so, please advise the nature of this process, including the person or group immediately responsible for its carriage.

B.2 Financial Reporting and Internal and External Audit

- (a) Does the corporation prepare externally audited financial statements? **YES/NO**
- (b) How often are these prepared?

- (c) Do these statements include consolidated financial information? **YES/NO**
- (d) In the compilation of financial statements is the corporation required by law to comply with accounting standards? **YES/NO**
- (e) Does the corporation have an internal audit function? **YES/NO**
- (f) Who does internal audit report to?

- (g) Are recommendations of internal audit regarding such matters as improvements in internal controls documented? **YES/NO**

B.3 Shareholders

- (a) How often does the corporation hold a general meeting of shareholders?

- (b) Do shareholders have the opportunity to question the board in relation to such matters as governance and performance of the corporation? **YES/NO**

If so, by what means?

- (c) Are minutes kept of all general meetings? **YES/NO**

- (d) Are shareholders ever consulted in relation to major issues other than at general meetings? **YES/NO**

If so please advise:

- i. Whether all or only certain shareholders are consulted.
- ii. The types of matters that prompt such consultation.
- iii. The means by which consultation is undertaken.

- (e) By what means are shareholders informed of major issues affecting the corporation?

- (f) By what means is the market informed throughout the year of major issues affecting the corporation?

C. CORPORATE STRUCTURE, AND MANAGEMENT AND REPORTING FRAMEWORK

The objective of requests and questions regarding the corporation's corporate structure is to provide the OLGR with a better understanding of the location of the respondent corporation within the group and the nature of the operations of related entities. Furthermore, when viewed with responses to other questions in this and other sections of the questionnaire, these questions will assist in providing the OLGR with an overview of the interrelationship between the corporation and other companies within the group.

Management and reporting framework questions and requests are to assist the OLGR in obtaining a general understanding of the corporation's organisational, management and reporting framework. The information requested in this section will aid in identifying persons with whom the OLGR may want to speak during any subsequent investigation, the areas of the corporation of particular interest and mechanisms used by the corporation to keep high level management, executive and non-executive directors informed of relevant issues.

Although the whole of the organisation is of general interest to the OLGR, by their nature, the divisions, branches and sections involved in gaming related activities are expected to be of particular interest. Accordingly the questions and requests have been developed with the view to obtaining greater detail in relation to those areas involved in gaming, particularly the current or proposed Queensland gaming operations.

Where applicable, details regarding reporting lines to or from people outside the organisation, e.g. from the corporation's financial controller to the holding corporation's financial controller, is also sought.

C.1 Corporate Structure

- (a) Please provide a corporate structure diagram for the group in which the corporation is a member. From the diagram the following should be clearly identifiable:
 - i. The full name of each corporation in the group.
 - ii. The country in which each corporation is incorporated.
 - iii. The percentage holding that each corporation in the structure has in each of its subsidiaries.
- (b) If not all companies in the structure provided in (a) are involved in gaming related activities through either ownership or management, please highlight the gaming related companies in the structure.
- (c) In relation to each corporation in the group, please provide a brief (no greater than 1 line required) description of the corporation's primary purpose/activity. For example "AAA Pty Ltd: trustee only for BBB Unit Trust which holds shares in listed entities"
"CCC Pty Ltd: operational company – Hotel operations in Australia and New Zealand"

C.2 Management and Reporting Framework

- (a) You are requested to provide a diagram and, if necessary, supporting narrative in relation to the organisational, management and reporting structure (OMRS) for the corporation. The OMRS diagram should include:
- i. The name and relative location within the OMRS of:
 - executive directors and the board as a whole
 - each division/department, both business and internal service (e.g. legal and accounting/finance) oriented.
 - each branch of each gaming related division/department.
 - each section of any branch involved/to be involved in Queensland gaming.
 - the name and position title of the manager or supervisor of each division / department, branch and section shown in the OMRS diagram.
 - ii. The reporting lines from each division / department, branch and section shown in the OMRS diagram, including any reporting lines to the board and/or individual executive directors.
 - iii. If applicable, reporting lines from the board, individual directors or any division / department, branch or section shown in the OMRS diagram to individuals or bodies outside the corporation (e.g. persons within the holding corporation).
- (b) If not clearly apparent from the information provided in the OMRS diagram, a brief description of the role of each division / department, branch and section shown.
- (c) With respect to the reporting relationships indicated in the OMRS, please advise the method and approximate frequency of formal and informal, scheduled and ad-hoc reporting.

D. MISCELLANEOUS

In considering the suitability of corporations to be involved in the gaming industry, legislation provides that the decision-maker may have regard to the suitability of persons with whom the corporation has an association. In this regard it is of interest to the OLGR whether the corporation employs any due diligence processes before commencing significant associations with individuals or corporations.

D.1 Due Diligence

- (a) Is a process of due diligence performed before the corporation enters into joint venture arrangements, purchases substantial interests in other corporations or undertakes other relevant business endeavours? **YES/NO**
 - (b) Does the due diligence process include examination of the suitability of the individuals and corporations with whom you are proposing to become involved, having regard to such matters as character, reputation and financial position/background? **YES/NO**
 - (c) Is due diligence undertaken with respect to the employment of key personnel within the corporation? **YES/NO**
 - (d) Are due diligence processes conducted by internally employed staff or is the process outsourced?
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