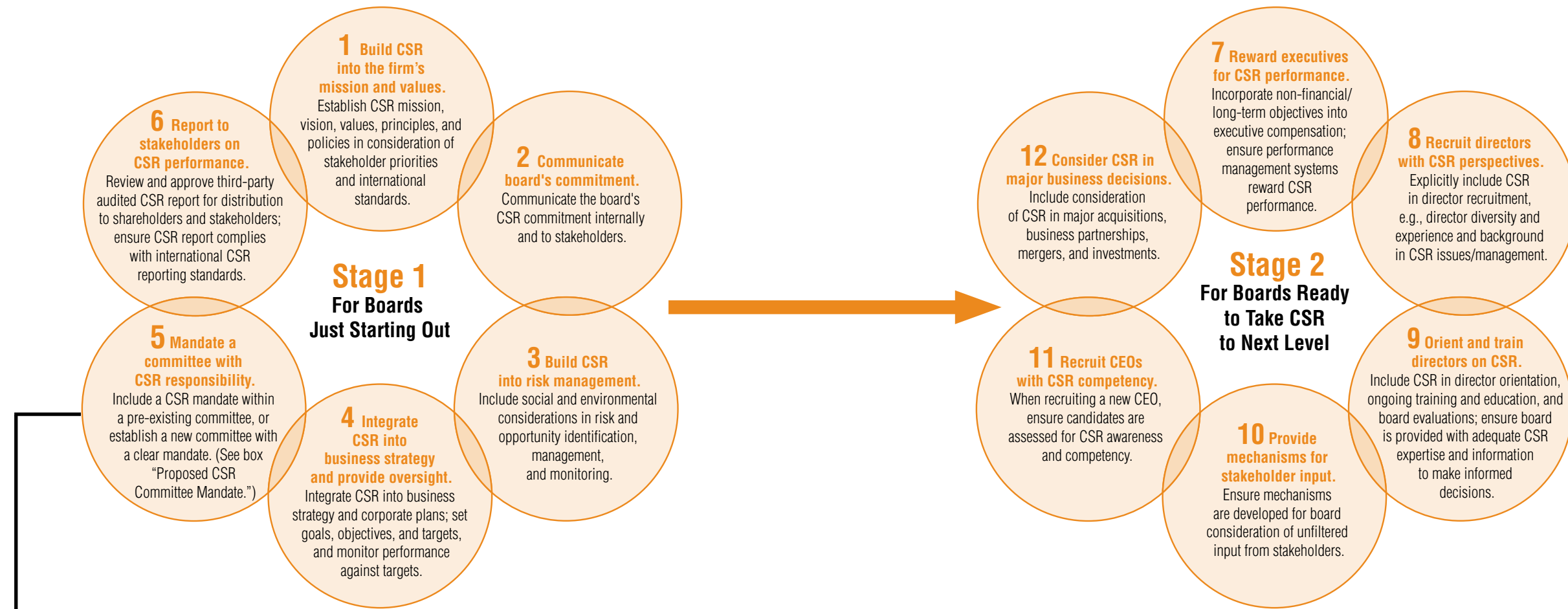


A Road Map for CSR Governance



Proposed CSR Committee Mandate

<p>Policies: Review and recommend CSR policies (including codes of conduct) and management systems; monitor compliance with policies, commitments, and regulations.</p> <p>Strategy: Review/recommend CSR strategies and plans; provide guidance to management on objectives and targets; provide oversight and guidance on CSR performance/progress.</p>	<p>Trends: Monitor and provide recommendations on public policy, consumer, stakeholder, corporate, and general public trends, issues, and developments that could impact the company.</p> <p>Risk Management: Monitor and oversee risk management plans; review effectiveness of issue identification and management.</p>	<p>Stakeholder Engagement: Review and monitor stakeholder relations; consider opportunities for direct input into committee deliberations.</p> <p>CSR Report: Determine overall scope of, provide input on, and recommend board adoption of board CSR report.</p>	<p>Incident Management: Review incidents and remedial actions and monitor crisis readiness and emergency plans.</p> <p>CSR Assessment: Review and recommend on CSR impacts of major business decisions.</p>
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After a board has followed all these steps toward integrating CSR into its mandate, the board will want to assess progress and impact. The board may then decide that it has achieved its integration objectives and that it no longer requires a stand-alone CSR committee. At that point, the board may prefer to integrate CSR perspectives into other committee mandates (audit, risk management, human resources, governance, etc.).

This 12-point road map can be a guidance framework for boards seeking to take social and environmental factors into account in their deliberations. Most of these elements are already in practice among leading CSR firms around the world that are looking to build long-term shareholder value. Boards that integrate these steps into their corporate governance program will be able to benefit from greater CSR oversight and strategy on material issues that affect the future of the company.