

Statement on Corporate Governance

企業管治報告

Corporate and Governance Structure

As a non-government organisation run by members, the Hong Kong Housing Society is self-governed and operates on a two-tier board governance structure comprising a Supervisory Board and an Executive Committee. The Supervisory Board focuses on setting the vision and mission of the Housing Society, while the Executive Committee establishes policies to ensure that the corporate strategies proposed and implemented by the Management conform with its mission. The Housing Society is committed to upholding the highest standards of corporate governance in the balanced interests of our various stakeholders. Transparency and the pursuit of best practices are the cornerstones of this commitment which, coupled with our core values, ensure that we remain at the highest echelons of corporate citizenship.

Membership of the Housing Society

The Housing Society had 108 members as at 31 March 2006. During the membership year of 2005/06, 44 members served on the Supervisory Board, the Executive Committee and the various Committees. The membership year is the period between the holding of two consecutive annual general meetings. The term of office for the Board and Committee members is normally three years, but one third of the existing members of the Supervisory Board and the Executive Committee, excluding the ex officio members and the Executive Director of the Housing Society, retire every year to maintain a balance between continuity and the introduction of new blood. All Board and Committee members are required to declare official and personal interests to ensure a high level of integrity and fairness.

企業及管治架構

香港房屋協會是一個由委員管治的非政府機構，採取以監事會及執行委員會組成的雙層管治架構。監事會主要負責訂立房協的目標和宗旨；而執行委員會則負責制訂政策，並確保管理層提出及推行的企業策略合乎房協宗旨。房協致力維持最高的企業管治水平，並平衡各相關人士的利益。為了發揮企業管治的精神，我們盡力提高透明度，並追求最佳運作模式。在這基礎上，配合我們的核心信念，確保機構繼續成為企業公民的最高典範。

房協委員

截至二零零六年三月三十一日，房協的委員人數為一百零八人。在二零零五至零六的委員年度，其中四十四人出任監事會、執行委員會及其他委員會。每屆委員年度是由房協應屆周年委員大會當日開始，至下屆周年委員大會召開當日為止。監事會及各委員會成員的任期一般為三年，但每年監事會及執行委員會均會有三分之一成員退任（當然委員及房協執行總幹事除外），以確保在延續性及引入新思維方面取得平衡。監事會及各委員會的成員必須申報公職及個人利益，以維持高度誠信和公平的原則。

Supervisory Board and Executive Committee

Supervisory Board

The Supervisory Board sets the Housing Society's mission and guiding principles, and oversees all nomination, election and audit functions. The Board appoints members to the Executive Committee, Audit Committee and Nominating Committee and oversees their performance. The Board also provides advice to the Executive Committee on issues of Government, stakeholders' interests, public relations and changes in the external environment.

There were 25 members on the Supervisory Board as at 1 April 2005, comprising 20 elected members, four Government officials serving as ex officio members, and the Executive Director. At the Annual General Meeting (AGM) held on 15 September 2005, seven members: Mr Stephen Chan Chit-kwai, Mr Chan Bing-woon, Dr Cheng Hon-kwan, Ms Katherine Hung Siu-lin, Mr Timothy Ma Kam-wah, Mr Yeung Ka-sing and Mr Robert Young Man-kim, retired from the Supervisory Board. In turn, seven Housing Society members: Mr Chan Bing-woon, Mr Chan Ka-kui, Mr Victor Chan Hin-fu, Mr Danny Cheung Shiu-kit, Ms Katherine Hung Siu-lin, Mr Timothy Ma Kam-wah and Mr Robert Young Man-kim, were elected to the Supervisory Board at the AGM. Mr Victor So Hing-woh had tendered his resignation with effect from 3 November 2005. The Supervisory Board consisted of 24 members as at 31 March 2006.

Five Supervisory Board meetings were held during the financial year with an overall attendance rate of 81%.

監事會及執行委員會

監事會

監事會負責訂立房協的宗旨和方針，並監管所有提名、選舉及審核事宜。監事會亦負責委任執行委員會、審核委員會及提名委員會的成員，監管各委員會的表現，並就政府、與房協有關人士的權益、公共關係，以及外在環境的轉變，向執行委員會提供意見。

截至二零零五年四月一日，監事會共有二十五名成員，包括二十名經選舉產生的成員、四名由政府官員出任的當然委員，以及房協的執行總幹事。於二零零五年九月十五日的周年委員大會中，有七位成員退任，包括陳捷貴先生、陳炳煥先生、鄭漢鈞博士、洪小蓮女士、馬錦華先生、楊家聲先生及楊民儉先生。另外七位房協委員，包括陳炳煥先生、陳家駒先生、陳顯滙先生、張小傑先生、洪小蓮女士、馬錦華先生及楊民儉先生在周年委員大會中獲選加入監事會。蘇慶和先生於二零零五年十一月三日請辭。在二零零六年三月三十一日，監事會共有二十四位成員。

監事會在本財政年度共舉行了五次會議，整體出席率為百分之八十一。

Executive Committee

The Executive Committee approves strategies proposed by the Management, monitors management performance and approves recommendations made by other Committees as well as major management decisions beyond the specified thresholds.

There were 12 members on the Executive Committee as at 1 April 2005, comprising the same Chairman and Vice-Chairman as the Supervisory Board, one Government official serving as an ex officio member, the Executive Director, and eight members appointed by the Supervisory Board. At the AGM held on 15 September 2005, three members: The Hon Sir David Akers-Jones, Mr Eddie Ng Hak-kim and Mr Ian Grant Robinson, retired from the Executive Committee fulfilling the one-third retirement rule. All three of them were re-appointed at the Supervisory Board Meeting held on the same day. The Executive Committee consisted of 12 members as at 31 March 2006.

Thirteen Executive Committee meetings, including two special meetings, were held during the financial year with an overall attendance rate of 74%.

Other Committees

The Supervisory Board and the Executive Committee are supported by the Audit Committee, the Nominating Committee and the Remuneration Committee in specific areas of audit, membership nomination, overall compensation strategy and top management remuneration.

執行委員會

執行委員會負責審批管理層制訂的政策、監察管理層的表現，批核其他委員會的建議及管理層權限以外的重要決策。

截至二零零五年四月一日，執行委員會共有十二位成員，包括監事會主席和副主席、一位由政府官員出任的當然委員、執行總幹事及八位由監事會委任的成員。於二零零五年九月十五日的周年委員大會上，鍾逸傑爵士、吳克儉先生及羅賓信先生三位委員退任執行委員會，以達到三分之一委員退任的規定。在同日舉行的監事會會議上，他們都獲重新委任。在二零零六年三月三十一日，執行委員會共有十二位成員。

執行委員會在本財政年度共舉行了十三次會議，包括兩次特別會議；整體出席率為百分之七十四。

其他委員會

監事會及執行委員會由審核委員會、提名委員會及薪酬委員會輔助進行職務。該三個委員會分別負責審核、委員提名、制訂整體薪酬策略及高級管理層薪酬等事宜。

Audit Committee

The Audit Committee acts on behalf of the Supervisory Board and oversees the Housing Society's financial reporting and maintains a close, positive working relationship among external and internal auditors, management personnel and other Committee members. The Committee also monitors the Housing Society's internal control system, overall ethical standards and compliance with applicable laws.

There were 10 members on the Audit Committee as at 1 April 2005, all of whom were non-management members of the Housing Society. Neither the Chairman nor the Vice-Chairman of the Supervisory Board nor the Chairmen of other Committees can be members of the Audit Committee. At the date of the AGM on 15 September 2005, three members, namely Mr Fan Sai-yee, Mr Antony Lo Hong-sui and Mr Ronald Ho Yau-hoo, retired from the Audit Committee, with all of them being re-appointed to the Audit Committee by the Supervisory Board. Another Housing Society member, Mr Alex Lui Chun-wan, was also appointed to the Audit Committee by the Supervisory Board. The Audit Committee consisted of 11 members as at 31 March 2006.

The Audit Committee held four meetings during the financial year with an overall attendance rate of 70% .

Nominating Committee

The Nominating Committee acts on behalf of the Supervisory Board and oversees the Housing Society's membership nomination and election processes, and admission of new members to the Housing Society. The Committee also recruits members with appropriate expertise.

審核委員會

審核委員會代表監事會審核房協的財務報告，並與外聘核數師、內部審計師、管理層及其他委員會成員保持緊密和良好的合作關係。審核委員會亦負責監督房協的內部監管系統、整體操守水平及法例的符規情況。

截至二零零五年四月一日，審核委員會共有十名成員，他們都是房協的非管理層成員。監事會主席、副主席及其他委員會主席均不能成為審核委員會的成員。在二零零五年九月十五日的周年委員大會上，三位審核委員會成員，包括范世義先生、羅孔瑞先生及何猷灝先生退任，隨後皆獲監事會重新委任；同時，另一位房協成員雷震寰先生亦獲監事會委任為審核委員會成員。在二零零六年三月三十一日，審核委員會共有十一位成員。

審核委員會在本財政年度共舉行了四次會議，整體出席率為百分之七十。

提名委員會

提名委員會代表監事會監察房協委員的提名、選舉及批核新委員的程序，並招攬適當的專才加入房協。

There were eight members on the Nominating Committee as at 1 April 2005. At the date of the AGM on 15 September 2005, Mr Yeung Ka-sing retired from the Nominating Committee while Mr Anthony G Eason was appointed to the Nominating Committee by the Supervisory Board. Mr Victor So Hing-woh tendered his resignation with effect from 3 November 2005. The Nominating Committee consisted of seven members as at 31 March 2006.

The Nominating Committee held one meeting during the financial year with the overall attendance rate standing at 75%.

Remuneration Committee

The Remuneration Committee acts on behalf of the Executive Committee and oversees the Housing Society's overall compensation strategy and the remuneration of top management. The Committee also oversees succession planning for the Executive Director and other top management executives.

There were four members on the Remuneration Committee as at 1 April 2005, all of whom were non-management members of the Housing Society. At the date of the AGM held on 15 September 2005, Mr William Chan Fu-keung retired from the Remuneration Committee and was re-appointed to the Remuneration Committee by the Executive Committee. Another Housing Society member, Mr Ronald Ho Yau-hoo, was also appointed as a member of the Remuneration Committee by the Executive Committee. The Remuneration Committee consisted of five members as at 31 March 2006.

The Remuneration Committee held three meetings during the financial year with an overall attendance rate of 75%.

截至二零零五年四月一日，提名委員會共有八名成員。於二零零五年九月十五日的周年委員大會上，楊家聲先生退任，而伊信先生則獲監事會委任為提名委員會委員。蘇慶和先生於二零零五年十一月三日請辭。在二零零六年三月三十一日，提名委員會共有七位成員。

提名委員會在本財政年度舉行了一次會議，整體出席率為百分之七十五。

薪酬委員會

薪酬委員會代表執行委員會監察房協的整體薪酬策略及高級管理層的薪酬。另外，委員會亦負責監察執行總幹事及其他高級管理層的繼任安排。

截至二零零五年四月一日，薪酬委員會共有四名成員，他們都是房協的非管理層人員。陳富強先生在二零零五年九月十五日的周年委員大會上退任，隨後獲執行委員會再度委任為薪酬委員會成員。另一位房協成員何猷灝先生亦獲執行委員會委任為薪酬委員會成員。在二零零六年三月三十一日，薪酬委員會共有五位成員。

薪酬委員會在本財政年度共舉行了三次會議，整體出席率為百分之七十五。

Ad Hoc Committee on Fund Management

The Ad Hoc Committee on Fund Management was set up by the Executive Committee in 2003 to consider the size of the investment portfolios, establish the investment objectives and strategies, conduct the fund manager structure analysis and appoint professional fund managers. The Ad Hoc Committee is chaired by Mr Lincoln Leong Kwok-kuen and consisted of five members namely, Mr Stuart Hamilton Leckie, Mr Michael Lee Tze-hau, Mr Robert Leung Wing-tong, Mr Ian Grant Robinson, and Mr Jacob Tsang Chung.

The Ad Hoc Committee on Fund Management held six meetings during the financial year with an overall attendance rate of 75%.

Emoluments for Executive Committee Members

Non ex officio members of the Executive Committee received an honorarium in recognition of their accountability. These emoluments are set by the Supervisory Board with current levels being effective since 1 April 2002. The Chairman and Vice-Chairman are entitled to HK\$30,000 and HK\$15,000 per month respectively while HK\$7,500 is offered to each of the other members. As at 31 March 2006, two non ex officio Executive Committee members had opted not to receive these emoluments.

基金管理專責研究委員會

基金管理專責研究委員會於二零零三年由執行委員會成立，負責研究投資組合的金額、制訂投資目標及策略、分析基金經理架構及聘用專業基金經理。基金管理專責研究委員會由梁國權先生擔任主席，五位成員分別為李仕達先生、利子厚先生、梁永堂先生、羅賓信先生及曾翀先生。

基金管理專責研究委員會於本財政年度共召開了六次會議，整體出席率為百分之七十五。

執行委員會成員的酬金

執行委員會的非當然委員均可獲發酬金，以肯定他們在任內對房協職務的承擔。酬金的水平由監事會釐訂，現時的酬金水平於二零零二年四月一日起生效，其中主席每月為三萬元、副主席為一萬五千元，而委員則為七千五百元。在二零零六年三月三十一日，有兩名執行委員會非當然委員選擇不收取酬金。