



3

## Corporate governance

VidaCaixa Grupo is managed in accordance with the principles of transparency, independence and good governance with the aim of safeguarding the interests of its stakeholders. In order to guarantee this commitment, the Group has a code of ethics and has joined the Principles of the World Compact and the Principles of Responsible Investment of the United Nations.

## 3.1

# Governance and management bodies

VidaCaixa Grupo, in line with what is set out in the Good Corporate Governance of the Grupo "la Caixa" and the recommendations of the Unified Code of Good Governance, guarantees the protection of its stakeholders; employees, customers, shareholder, society and the environment.

The management and control of VidaCaixa Grupo lies with the Board of Directors and its delegated commissions -executive commission, audit commission, retribution and appointments commission-.

VidaCaixa S.A. is the filial company of the Group through which all its life insurance and pension business is channelled and it is obliged to draw up and audit a corporate governance report, which is deposited with the Stock Market National Commission (CNMV in Spanish).

#### **Access to the Corporate Governance Report of VidaCaixa S.A.**

[http://www.vidacaixa-segurcaixaadeslas.es/eng/info\\_corporativa/gobierno\\_corporativo.html](http://www.vidacaixa-segurcaixaadeslas.es/eng/info_corporativa/gobierno_corporativo.html)

Moreover, VidaCaixa Grupo has a specific section devoted to the corporate governance of the company and makes it available for consultation via its web page.

#### **Access to the section on the corporate governance of VidaCaixa Grupo.**

[http://www.vidacaixa-segurcaixaadeslas.es/eng/info\\_corporativa/gobierno\\_corporativo.html](http://www.vidacaixa-segurcaixaadeslas.es/eng/info_corporativa/gobierno_corporativo.html)

## Board of Directors

### Mission

The company is governed and administered by a Board of Directors. The Board Members are responsible for the management and representation of the company.

The Board of Directors will meet as many times as the social needs or the law so require it. The Chairman must first call the meeting with 5 days' notice and set the Agenda for the meeting. A meeting will also be held when two or more Board Members ask for that in writing and the Chairman must call the meeting within the ten days following the petition. A Board meeting is deemed valid when half plus one of its members are present in the case there is an even number of members, and when a majority of its members are present should the number of members be uneven. Agreements are taken with an absolute majority of the Members present or represented, except where the law foresees it differently. In the case the Chairman is absent or ill, he will be substituted by the Vice-Chairman and should the Vice-Chairman be absent or ill the oldest among the Board members present will preside. The minutes of the Board can be approved in full or partially by two Board members designated by the Board itself and with the signature of the Chairman or Vice-Chairman and the Secretary or Vice-secretary.



## Composition and members

The Board of Directors of VidaCaixa Grupo, S.A. is made up of 11 Board members:

<b>President</b>	Ricardo Fornesa Ribó
<b>Executive Vice-Chairman/ CEO</b>	Tomás Muniesa Arantegui
<b>Vice-Chairman</b>	Jorge Mercader Miró
<b>Board members</b>	Joan María Nin Génova José Vilarasau Salat Manuel Raventós Negra Javier Godó Muntañola Miquel Valls Masseda Inmaculada Juan Franch Guillaume Sarkozy de Nagy-Bocsa Miquel Noguer Planas
<b>Secretary</b>	Adolfo Feijóo Rey
<b>Vice-secretary</b>	María Blanca Zamora García
<b>Management</b>	Mario Berenguer Albiac Managing Director of VidaCaixa Grupo, S.A.

### How it works

The Board of Directors of VidaCaixa Grupo ordinarily meets the number of times needed to efficiently perform their duties, in accordance with a programmed calendar and matters that are set up at the beginning of the year. Each member may propose other points to the agenda not initially foreseen.

The Board evaluates the quality and efficiency of the workings of the body, the performance of the Chairman of the Board and the Chief Executive of the company as well as the workings of their commissions.

In 2011 the Board of Directors of VidaCaixa Grupo met a total of 8 times.

### Executive Commission

The Board of Directors appoints an Executive Commission that is made up of three members of the Board of Directors. The commission designates a Chairman. The executive commission has all the powers of the Board of Directors delegated to it except for those that cannot be delegated by law.

The secretary of the executive commission will act as such on appointment by the Board of Directors.

The executive commission is made up of the following members:

Sr. Ricard Fornesa Ribó	Chairman
Sr. Joan M. Nin Génova	Member
Sr. Tomás Muniesa Arantegui	Member

# Audit Committee

## Mission

The main functions of this Committee are:

- Report to the AGM on questions that fall within their responsibility.
- Supervise the efficiency of the internal control of the company, the internal audit where appropriate and the systems of risk management.
- Supervise the process of drawing up and presenting the regulated financial information.
- Propose the appointment of external account auditors to the Board of Directors so that it is submitted to the AGM in accordance with the regulation applicable to the company.
- Set up the appropriate relationship with the external account auditors so that they receive all the information concerning questions that may put their Independence at risk.
- Prior to the Annual Auditors Report, issue a report in which the opinion of the independence of the auditors is expressed. In all cases this report must include any additional services provided that are referred to above.

## Composition and members

The audit committee is composed of 3 board members. The Chairman is appointed for a period of 4 years and may be re-elected provided one year has elapsed after his resignation.

Sr. Miquel Valls Masseda	Chairman
Sr. Manuel Raventós Negra	Member
Sr. Miquel Noguer Planas	Member

## How it works

The auditing committee meets as many times as deemed necessary and is called by its Chairman, or requested by the Chairman of the Board of Directors or by two Members of the Committee. Two Committee Meetings were held in 2011.

Agreements are adopted by a majority of the members present or represented.

# Appointments and retributions commission

## Mission

The appointments and retributions commissions, a delegated organ of the VidaCaixa Grupo Board of Directors, was set up in 2011.

The main functions of the appointments and retributions commission are:

- Submit to the Board of Directors the proposals of appointments of Board members so that the Board may appoint them or take on the proposals to submit to the AGM, and generally report on the appointments of the Board Members.
- Propose to the Board of Directors (a) the system of retribution of the Board members and (b) the individual retribution of the Executive Board members as well as other conditions in their contracts.
- Report the appointments and resignations of top Managers the Chief Executive Officer proposes; and
- Consider the suggestions made by the Chairman, the members of the Board of Directors, the managers or the shareholders of the Company.

## Composition and members

The appointments and retributions commission is composed of:

Ricardo Fornesa Ribó	Chairman
Tomás Muniesa Arantegui	Member
Manuel Raventós Negra	Member

## How it works

Throughout 2011 the appointments and retributions Commission held 2 meetings.

# Management team

## Management committee

<b>Executive Vice-Chairman - CEO</b>	Tomás Muniesa
<b>Managing Director</b>	Mario Berenguer
<b>Assistant Managing Directors</b>	Jordi Arenillas (Economics-Financials) Ernesto Moreno (Investments) Eduardo de Quinto (Resources) Antonio Trueba (Commercial)
<b>Director</b>	Josep Montañés (Product Offer and Operations)

## Directors

<b>Miquel Donoso</b>	Information Technology
<b>Jesús María García</b>	Organisation and Human Resources
<b>Rocío Gutiérrez</b>	Business Intelligence and Brand
<b>Carlos Hernández</b>	Sales
<b>José Antonio Iglesias</b>	Marketing and Segment Development
<b>Carlos Lorenzo</b>	Companies
<b>May Plana</b>	Legal and Auditing
<b>Marc Puig</b>	Corporate Development and Quality



Management committee of VidaCaixa Grupo. From left to right: Josep Montañés, Eduardo de Quinto, Antonio Trueba, Tomás Muniesa, Mario Berenguer, Ernesto Moreno, Jordi Arenillas and Marc Puig (secretary)

## Following the recommendations of good governance

VidaCaixa Grupo is spurred on in this field by the recommendations of good governance issued on 19th May 2006 by a special commission and known as the Unified Code of Good Governance.

In this sense, the Board of Directors of VidaCaixa Grupo makes sure that, as far as possible, the number of non-executive Board members makes up an ample majority of the Board and that the number of Executive Board Members is as small as is necessary.

## 3.2

# Business ethics

Corporate values inspire and guide the behaviour of employees in relation to their stakeholders

The entire organisation of VidaCaixa Grupo acts in accordance with its values, -trust, quality and dynamism- that inspire its code of ethics and place the Group in line with the highest standards of management in corporate responsibility

## Code of Ethics

VidaCaixa Grupo has a Code of Ethics that all members of the organisation must comply with. This Code is accessible to all VidaCaixa Grupo's stakeholders through its web page.

This Code sets out the principles and patterns of conduct, which include the registration of operations and the drawing up of financial information apart from compliance with the rules, regulations and transparency in relation to stakeholders.

In this sense, the integrity, honest treatment and respect for people, transparent information and quality advice to customers, protection and suitable use of the goods and assets of the company and the alignment with corporate responsibility and respect for the environment make up the principles by which the conduct of all the professionals in VidaCaixa Grupo is governed.

To date, specific training was carried out on certain matters, such as money laundering and the Organic Law on the Protection of Data (LOPD), without ruling out further training on other relevant topics in the future.

## Internal rules of conduct

VidaCaixa has two internal rules of conduct, one as an insurer and the other as a pension fund manager. Both are applicable to the people linked to the Group who undertake activities related to the stock market. Both rules were approved by the Board of Directors of VidaCaixa and the people subject to them must formally subscribe to them.

Both rules cover such aspects as transactions carried out on their own account by the people subject to the rules, insider information and conflicts of interest.

The Board of Directors of VidaCaixa Grupo appointed a monitoring body to supervise the application of the internal rules of conduct and to report to the Board of Directors and the Audit Committee.

In order to guarantee the proper preparation and transparency of financial information, VidaCaixa Grupo has a specific training plan for its professional staff involved in this work. In 2011 the plan covered the following areas:

- Accounting
- Risk management
- Internal Control
- Solvency
- Internal Audits
- Legal and Fiscal affairs
- Technical-actuarial matters



Further information on our Code of Ethics at [http://www.vidacaixa-segurcaixaadeslas.es/eng/info\\_corporativa/codigo\\_etico.html](http://www.vidacaixa-segurcaixaadeslas.es/eng/info_corporativa/codigo_etico.html)

VidaCaixa Grupo is a member of the principal international initiatives to promote corporate responsibility

## Principal compacts and membership

### Global Compact of the United Nations

VidaCaixa Grupo is committed to the integration of responsible management in its strategy. Since 2009 the company has been a member of the Global Compact of the United Nations, adopting its principles based on human rights, labour standards, the environment and the fight against corruption.



## Principles of Responsible Investment (PRI)

In 2009 the Group, through its adhesion to the Principles of Responsible Investment of the United Nations, became the first life insurance and pension plan manager in Spain to adopt the criteria of socially responsible investment in 100% of its investment portfolio and integrating in the management of all its investment the environmental, social and good governance (ERG) aspects, in accordance with what is set out in the PRI.



For further information on the application of PRI and its evolution in 2011, see the section on Investment Management in this document

### Principles of the Global Compact of the United Nations

1. Companies must support and respect the protection of the internationally recognised fundamental human rights within their area of influence.
2. Companies must make sure not to be accomplices in the violation of human rights.
3. Companies must support freedom of association and effective recognition of the right to collective bargaining.
4. Companies must support the elimination of all forms of forced labour or work done under coercion.
5. Companies must support the eradication of child labour.
6. Companies must support the abolition of practices of discrimination in the workplace and in employment.
7. Companies must maintain a preventive approach that favours the environment.
8. Companies must promote initiatives that encourage a greater environmental responsibility.
9. Companies must favour the development and diffusion of technologies that respect the environment.
10. Companies must work against corruption in all its forms including extortion and bribery.

### Principles of Responsible investment (PRI)

1. Incorporate the ESG questions in the analysis and decision making processes in all investments.
2. Own assets and include the ESG questions in all practices and policies.
3. Ask the companies in which you invest to publish suitable information about the ESG questions.
4. Promote the acceptance and application of the principles in the global investment community.
5. Collaborate to improve our efficiency in the application of the principles.
6. Inform clients about our activities and progress in the application of the principles.

## GAVI Alliance

Since 2009 VidaCaixa Grupo has also formed part of the Business Alliance for Infant Vaccination -Gavi Alliance- promoted by "la Caixa" and whose mission is to provide boys and girls, who live in low income countries, with access to vaccination and improve the health systems in those countries. For the third consecutive year the Group devoted the budget for Christmas presents to that cause. In all, the sum was 7,500 Euros in 2011, to which another 10,000 Euros was added. This money was donated by the employees of VidaCaixa Grupo through Retorn, the Group's employee initiative that channels their collaboration to social and environmental needs. Similarly, and in line with the previous year, the participation of the *VidaCaixa Previsión Social* client companies in the programme was extended.



## Family Responsible Enterprise (EFR)

Lastly, in 2009 VidaCaixa Grupo obtained the recognition of Family Responsible Enterprise (EFR), awarded by the Fundación Más Familia, for the commitment of the company to the creation of a management model that promotes conciliation between company, work and family.



For further information about EFR, see the section on "Selection, welcome and employee satisfaction" in this report.

For further information on our collaboration with GAVI Alliance, read the section on the implication of the VidaCaixa Grupo employees in this report.

