

<b>Analysis</b>		<b>P: Working Papers</b>		<b>Status</b>	<b>Draft</b>
<b>Staff Allocation</b>					
<b>Item</b>	<b>Reference</b>		<b>Description</b>		
<b>Objective</b>	<b>6</b>	<b>Legal</b>			
<b>WP Ref</b>					
<b>00</b>		<b>WP Links:</b>			
	<b>Typical Objectives</b>	<b>Typical Risks</b>	<b>Typical Risk Responses</b>	<b>Tests</b>	
1.	Interpret and advise on matters of law, (regulations, contracts and transactions)	<ul style="list-style-type: none"> <li>○ Inconsistent business decisions encompassing legal aspects</li> <li>○ Fragmented initiatives - poor coordination and lateral learning</li> <li>○ Ambiguous roles and responsibilities</li> <li>○ Inconsistent approach to legal aspects - inexplicit legal processes</li> <li>○ Inappropriate legal skills</li> <li>○ Legal documentation (contracts etc.) not accessible (archiving) or not protected (confidentiality)</li> </ul>	<ul style="list-style-type: none"> <li>○ Company wide strategy, aligned Business Plans, KPIs</li> <li>○ Networks, sharing mechanisms</li> <li>○ Mandate, job descriptions, reporting lines</li> <li>○ Corporate management process/model, local processes</li> <li>○ Skill requirements, gap analysis,</li> <li>○ Storage guidelines documented and reference library available</li> <li>○ Process for advising and counseling clients on governance, statute requirements, corporate structures, duties and obligations of corporate directors, etc. including client feedback, value added and correlation with departmental business objectives and risk assessment.</li> </ul>	<ul style="list-style-type: none"> <li>(1) Interview staff to determine what level of counseling is provided to clients.</li> <li>(2) Interview clients to determine how they value level of support that is provided.</li> <li>(3) Establishment of expectations and the timing of response to client and prioritization of work</li> </ul>	
2.	Litigation management, (including admin proceedings and use of outside counsel)	<ul style="list-style-type: none"> <li>○ Inconsistent business decisions regarding case management</li> <li>○ Fragmented initiatives regarding case management</li> <li>○ Ambiguous roles and responsibilities</li> <li>○ Inconsistent approach to legal aspects - inexplicit legal processes</li> <li>○ Legal documentation (contracts etc.) not accessible (archiving) or not protected (confidentiality)</li> </ul>	<ul style="list-style-type: none"> <li>○ Procedures established for case management.</li> <li>○ Roles and Responsibilities clearly defined.</li> <li>○ Periodic review and reporting to management of significant issues and progress on cases, (ie delegations of authority follow-up)</li> <li>○ Policy on Use of Outside Council, along with an assurance process.</li> </ul>	<ul style="list-style-type: none"> <li>(1) Review procedures and interview staff regarding their roles and responsibilities assessing how well procedures are defined and how clearly staff understand and then execute their role.</li> <li>(2) Review the use of the outside council policy for assurances that it is followed, including invoicing.</li> <li>(3) Assurance/avoidance of conflicts of interest.</li> </ul>	
3.	Development and Monitoring of Aera Policies, (eg Code of Conduct, Anti-Trust, etc. )	<ul style="list-style-type: none"> <li>○ Aera General Business Principles are violated.</li> <li>○ US ethics and compliance policy is violated.</li> <li>○ IT system usage does not follow Group guidelines.</li> </ul>	<ul style="list-style-type: none"> <li>○ Aera's Business Principles and other significant policies are reviewed and updated on a timely basis</li> <li>○ Expectations routinely communicated to all staff and staff are aware of guidelines and expectations.</li> </ul>	<ul style="list-style-type: none"> <li>(1) Interview responsible staff and review documentation to assess whether policies are current, effectively communicated and address the major risk areas for the company.</li> <li>(2) Interview sampling of Aera staff to assess the awareness levels of the company to significant policies.</li> <li>(3) Review status of follow-up items from other Area</li> </ul>	

				audits, co-employment issues, export controls.
4.	Execution of Corporate Secretary's Role - Board Meetings	<ul style="list-style-type: none"> <li>○ Lack of controls to ensure that all required documents are filed for Owner Company and its subsidiaries and affiliates.</li> <li>○ Lack of controls to ensure that corporate laws and guidelines are adhered to.</li> <li>○ Lack of controls for obtaining, updating and ensuring complete, accurate and timely data is available and can be relied on by the user community; primarily in the following areas: <ul style="list-style-type: none"> <li>* Minute books;</li> <li>* By-laws;</li> <li>* Certificates of incorporation;</li> <li>* Statements of sole incorporator;</li> <li>* Directors meeting minutes;</li> <li>* Unanimous actions;</li> <li>* Stock certificates;</li> <li>* Service agreements;</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>○ Parent / Subsidiary relationships guide, Corporate Secretary's Guide, Corporate Secretary's Office Policies and Procedures Manual.</li> <li>○ Process for keeping aware of subsidiary/affiliate needs.</li> <li>○ Staff assigned to obtain and maintain all documentation for Aera's subsidiaries and affiliates for which Aera is the official record keeper.</li> <li>○ A call up process or report, listing all outstanding issues.</li> <li>○ Adequate staffing to handle all Aera Board documentation.</li> </ul>	<ol style="list-style-type: none"> <li>(1) Obtain and review Policies and Procedures Manual.</li> <li>(2) Interview staff members responsible for Board Meeting and other documentation.</li> <li>(3) Review the Minute Books for a sample of some of the documents maintained in the Minute books. Look for completeness and consistency in documentation.</li> <li>(4) Review hierarchy report and data sheets for accuracy. Reports are maintained on the internet.</li> <li>(5) Review Stock certificates to ensure that the certificates have been properly handled.</li> </ol>
5.	Execution of Corporate Secretary's Role - Security	<ul style="list-style-type: none"> <li>○ Inadequate procedures regarding security of vital corporate documents (e.g. minute books, stock certificates, corporate seals as well as electronic documents and personal computer hardware/software.)</li> <li>○ Vital records are not identified and properly stored for protection of business interest.</li> <li>○ Unauthorized access to confidential documents / files exists.</li> </ul>	<ul style="list-style-type: none"> <li>○ Access to the office is limited. Storage rooms and offices are locked during off hours.</li> <li>○ The vault with documents and the combination safe remain locked at all times.</li> <li>○ On line documents and the software are maintained on a secured drive. Password standards follow Shell guidelines.</li> </ul>	<ol style="list-style-type: none"> <li>(1) Interview staff to identify files which contain confidential information and to determine how these are restricted from unauthorized access.</li> </ol>
6.	Execution of Corporate Secretary's Role - Document Retention	<ul style="list-style-type: none"> <li>○ Records retention procedures and practices not in conformance with corporate requirements</li> <li>○ Records are not maintained to meet business needs.</li> <li>○ Organization does not have a knowledgeable Records Coordinator to administer the records retention program.</li> <li>○ A record retention schedule does not exist or records are not appropriately identified.</li> <li>○ Lack of a system for indexing records for easy classifying, storing and</li> </ul>	<ul style="list-style-type: none"> <li>○ Records management program is reviewed annually. The purpose is to ensure retention requirements are adequate for current requirements and that requirements are being maintained.</li> <li>○ The Records Administrator responsibility for appointing a Records Coordinator for the group and ensuring that person received training.</li> </ul>	<ol style="list-style-type: none"> <li>(1) Review current records retention schedule and compare to actual office records and the records recorded as being at the off site records center</li> <li>(2) Identify the current Records Coordinator for and determine if proper training was given to that person. Interview Coordination to test knowledge level.</li> <li>(3) Review file management system.</li> <li>(4) Test some off-site retention files to determine if they can be located at site.</li> </ol>

		<ul style="list-style-type: none"> <li>retrieving of records.</li> <li>Records are lost or misplaced.</li> </ul>			
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<b>Staff Allocation</b>					
<b>Item</b>	<b>Reference</b>	<b>Description</b>			
<b>Objective</b>	<b>7</b>	<b>Government Affairs</b>			
<b>WP Ref</b>					
<b>00</b>	<b>WP Links:</b>				
	<b>Typical Objectives</b>	<b>Typical Risks</b>	<b>Typical Risk Responses</b>	<b>Tests</b>	
1.	Regulatory Monitoring and Influencing at the Federal, State and Local levels	<ul style="list-style-type: none"> <li>Missed opportunities</li> <li>No alignment to new laws/regulations</li> <li>Company views and expectations not considered into Legislation developments</li> </ul>	<ul style="list-style-type: none"> <li>Best practice forum, interfaces &amp; networks within Company/Group/ Industry</li> <li>Web notices, email distributions, awareness sessions</li> <li>Reputation management/ opportunity process</li> </ul>	(1) Interview staff and review procedures to assess control framework to ensure government affairs objectives are met.	
2.	Managing Relationships and interfaces with owner's organizations, Industry Associations and Lobbyist Activities	<ul style="list-style-type: none"> <li>Loss of opportunities to network with Trade Organizations and Groups to impact regulatory rulemakings and proposed laws</li> <li>Lost opportunities to gain knowledge from competitors of how they are handling similar matters</li> <li>Lost opportunities to steer the positions and comments of trade groups and trade associations</li> <li>Opportunities to influence rulemakings may be lost</li> <li>Lack of consistency of thought and standardization across organizational counterparts may send mixed messages to regulatory bodies</li> </ul>	<ul style="list-style-type: none"> <li>Active participation by regulatory management in key trade associations and trade groups</li> <li>Active leadership positions taken in trade groups and associations in order to steer comments to reflect positions advantageous to Aera</li> <li>Review of current trade publications</li> <li>Coordinate and control efforts to comment on proposed rulemakings</li> <li>Coordinate comments with other organizational counterparts</li> <li>Work in conjunction with Owner company's Government Affairs offices as appropriate</li> </ul>	(1) Interview staff and review procedures to engage Owner companies in regulatory activities. (2) Interview staff and review procedures with regards to engaging outside companies, lobbyists. (3) Examine what measures are in place that give indication that Aera is fully utilizing available Industry Associations to influence regulatory activity.	
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<b>Objective</b>	<b>8</b>	<b>Public Affairs</b>			
<b>WP Ref</b>					
<b>00</b>	<b>WP Links:</b>				
	<b>Typical Objectives</b>	<b>Typical Risks</b>	<b>Typical Risk Responses</b>	<b>Tests</b>	
1.	Community Relations Management, (e.g. TEAM Aera, Partnership Aera)	<ul style="list-style-type: none"> <li>Poor corporate image to communities that Aera operates in because of lack of effective participation or impact to the communities</li> <li>Ineffective use of company funds</li> </ul>	<ul style="list-style-type: none"> <li>Clearly defined purpose, scope and definition of Aera's community relations programs.</li> <li>Policies and procedures in place to see the execution of those programs achieve their intended objectives</li> </ul>	(1) Interview staff and review documentation to assess effectiveness of the purpose for and execution of Area's community relations programs.	

2.	Media Relations Management (e.g. External Publications, Crisis Management, etc.	<ul style="list-style-type: none"> <li>○ Poor corporate image to the communities that Aera operates in because of poorly managed and/or misrepresentative publicity.</li> </ul>	<ul style="list-style-type: none"> <li>○ Control framework for release of information to publications</li> <li>○ Crisis Management Media</li> </ul>	<ol style="list-style-type: none"> <li>(1) Interview staff and review documentation to assess effectiveness of the purpose for and execution of Area's Media Relations processes</li> <li>(2) Review procedures for Incident Command activities to ensure awareness and understanding of roles and responsibilities.</li> </ol>
3.	Interface with Employees, Government and Community Organizations	<ul style="list-style-type: none"> <li>○ Lack of clear understanding of mutual expectations</li> <li>○ Lack of communication toward achievement of goals.</li> <li>○ Missed opportunities due to inadequate response time to issues</li> </ul>	<ul style="list-style-type: none"> <li>○ Protocol established across impacted organizations</li> <li>○ Goals aligned across the impacted organizations</li> </ul>	<ol style="list-style-type: none"> <li>(1) Review interfaces with Government agencies and the Governmental Affairs organization.</li> <li>(2) Review interfaces with Community organizations for consistency with any identified standards and alignment with other organizations.</li> <li>(3) Review purpose objective and goals of employee communications programs</li> </ol>
4.	Reputation, Brand and Identity Standards Management	<ul style="list-style-type: none"> <li>○ Not distinguished in the market place, e.g employment, vendor awareness, etc.</li> <li>○ Lack of standards resulting in poor corporate image, conflicting with other corporate objective, (community relations, litigation avoidance, etc.)</li> </ul>	<ul style="list-style-type: none"> <li>○ A clearly defined Brand Image with associated reputation statement.</li> <li>○ Identity Standards Management Policy.</li> </ul>	<ol style="list-style-type: none"> <li>(1) Interview staff and review documentation regarding a documented brand image and/or reputation management strategy.</li> <li>(2) Review Identity Standards Management Policy for being up to date, staff awareness and assurance process.</li> </ol>