



追求
卓越

PURSUING
CORPORATE
EXCELLENCE

機構管治 CORPORATE GOVERNANCE

引言

市建局極重視機構管治的文化，董事會及各委員會在運作上均力求達致公開、透明度和問責的高水平。

董事會

董事會由主席及十八位其他成員組成，成員來自不同背景，包括學術、商務、政府（屋宇署、民政事務總署、地政總署及規劃署的署長）、法律、政治（包括四位立法會議員），以及地產和社會工作等界別。另外，市建局的行政總監（法例指定同時為董事會副主席）及負責財務與規劃及發展的兩位執行董事皆為其成員。董事會於二零零一年五月至二零零二年三月間召開了十一次會議。

委員會

市建局為更完善執行其任務，在董事會轄下設立了八個委員會。各委員會由董事會成員及增選委員組成，按特定的權責範圍運作。

INTRODUCTION

The URA places a high priority on the standard of Corporate Governance and achieving accountability, openness and transparency in the work of its Board and Committees.

THE BOARD

The URA Board consists of the Chairman and 18 other members from a diversity of backgrounds – academia, business, government (Directors of Buildings, Home Affairs, Lands and Planning), legal, political (four Legislative Council members), property and social work. The Board also includes the URA's Managing Director, who is by law the Deputy Chairman, and the Executive Directors for Finance and Planning & Development. The Board met on 11 occasions during the period between May 2001 and March 2002.

COMMITTEES

The Board has established eight Committees to pursue the purposes of the Authority. Each operates within its specific terms of reference. The Committees comprise both Board members and co-opted members.

常設委員會
Standing Committee

常設委員會設有主席及副主席，成員由所有其他委員會主席組成，負責統籌及就各委員會所負責範圍內外的策略性事務提供建議。委員會的主要工作包括審核五年業務綱領及周年業務計劃，以供董事會考慮。委員會一般會按需要而召開會議，於年內共召開了十次會議。

Comprising the URA Chairman, Deputy Chairman and the Chairpersons of all the other Committees, the Standing Committee co-ordinates and advises on many strategic issues which embrace the ambit of various Committees or do not fall within the auspice of any particular one. Amongst its major responsibilities, it endorses the 5-Year Corporate Plan and annual Business Plan for the Board's consideration. The Committee generally meets as need arises. The Committee held 10 meetings during the period.

**土地、安置及
補償委員會**
**Land, Re-housing &
Compensation
Committee**

本委員會負責審核及向董事會建議有關土地物業事宜，補償及安置的政策，以及釐訂向《市區重建局條例》第十二條所指人士提供貸款的政策和甄別資格。期內，委員會召開了十三次會議，以及為董事會成員舉辦了三個工作坊。其中，委員會於二零零一年秋季舉行了多次會議，就推行未來項目制訂主要政策。

The Committee frames and recommends to the Board policies on land and property matters, compensation, re-housing and policy and criteria for loans under Section 12 of the URA Ordinance. The Committee met 13 times and conducted three workshops for Board members during the period, including an intensive series of meetings during the autumn of 2001 when key policies affecting the implementation of future projects were formulated.

財務及行政委員會
**Finance &
Administration
Committee**

本委員會擔當的主要財務功能，是審核及監督市建局的資金需求。此外，委員會亦負責批核周年財務及核數報告，以便呈交董事會，並省覽周年業務計劃及五年業務綱領的財務安排，以及其他財務和會計政策。

The principal financial function of the Committee is to review and supervise the URA's funding requirements. It also handles annual financial reporting and auditing for submission to the Board. The Committee reviews the finance of the annual Business Plan, the 5-Year Corporate Plan and other aspects of financial and accounting policy.

在行政方面，委員會負責的範圍包括員工的薪酬待遇條款、寫字樓選址事宜、薪酬委員會範圍之外的有關薪酬

The administrative role of the Committee covers staff terms and conditions, office accommodation,

事宜，和員工投訴及紀律事宜等。於二零零一／二零零二年間，委員會召開了一次預備會議及其後三次會議。

本委員會負責考慮重建及其他項目的優先次序和推行方式，並向董事會提出有關建議。委員會亦批核五年業務綱領及周年業務計劃內所選的項目。委員會授權公布項目及考慮有關反對意見。至於對發展計劃的反對意見，則會建議呈交城市規劃委員會。

委員會負責考慮及批核規劃及發展大綱，並就保護文物的擬案作出建議。年內，委員會召開了五次會議。

本委員會負責各類社區關係事宜，包括批核所有公共關係策略。委員會的工作重點之一，是就受市建局項目影響的社區及居民考慮有關策略，並向董事會建議如何建立有效的溝通渠道。委員會亦負責批核有關成立地區諮詢委員會和社區服務隊及其運作的政策，以及批核處理外界投訴的政策。年內，委員會召開了一次預備會議及其後六次會議。

remuneration matters not covered by the Remuneration Committee and the handling of complaints and disciplinary issues. Following a preparatory session, the Committee met three times during the period.

The Committee considers the priority and means of implementation of redevelopment and other projects and makes recommendations to the Board. It endorses the selection of projects in the 5-Year Corporate Plan and annual Business Plan. The Committee authorises the publication of projects and considers any objections. For development schemes, it recommends their submission to the Town Planning Board.

The Committee considers and endorses planning and development briefs and makes recommendations on conservation proposals. There were five meetings of the Committee held during the period.

The Committee is responsible for a variety of functions under community relations. It is responsible for all public relations strategy. As a priority, it considers and recommends to the Board strategies for communicating effectively with local communities and residents affected by URA projects. The policies for establishment and operation of the District Advisory Committees and the Social Service Teams also fall under its umbrella, as does the policy for handling external complaints. Following a preparatory session, the Committee met on six occasions during the period.

規劃、拓展及文物
保護委員會
*Planning
Development and
Conservation
Committee*

社區事務及公共關係
委員會
*Community Affairs
and Public Relations
Committee*

覆核委員會 *Review Committee*

覆核委員會由非執行董事及社會人士組成，以考慮受影響業主或住客要求覆核市建局就執行政策所作決定的個案。委員會於二零零二年八月的會議中處理了四宗個案。

The Review Committee comprises non-executive Board members and civic leaders. It hears and considers the application of the URA's policies in cases where affected owners or occupiers request a review of the management's decisions. Four cases were considered at the August 2002 meeting of the Committee.

薪酬委員會 *Remuneration Committee*

薪酬委員會於二零零二年七月成立，由非執行董事組成，就釐定高級及一般員工的薪酬政策和指引向董事會作出建議。

The Remuneration Committee is made up of non-executive Board members and recommends to the Board the principles and guidance for the remuneration packages of both senior and general staff of the Authority. The Committee was set up in July 2002.

內部審計及審計委員會

內部審計是市建局董事會設於市建局內部的獨立評核機制，主要目標是協助審計委員會成員及管理層，有效地擔當其角色及責任，以達致市建局的目標。

內部審計的主要工作包括：

- 評估內部管理制度的有效程度及是否足夠；
- 評估財務及業務資料是否可靠、完整、及時和一致；
- 確保業務運作及管理制度的符合《市區重建局條例》及市建局的政策、計劃及程序，以及其他有關法律及規定；

INTERNAL AUDIT AND AUDIT COMMITTEE

Internal Audit is an independent appraisal function established within the URA by the Board. Its principal objectives are to assist Audit Committee members and the management team in the effective discharge of their roles and responsibilities in achieving the aims of the URA.

The major tasks under internal audit are to:

- evaluate the effectiveness and adequacy of internal control systems;
- assess the reliability, integrity, timeliness and conformity of financial and operational information;
- ensure business operations and management practices comply with the URA Ordinance and URA policies, plans and procedures, and with other relevant laws and regulations;

- 評核市建局資源運用是否合乎經濟效益；
- 應審計委員會及／或管理層成員的要求，為特別項目或特別調查提供協助。

審計委員會的成員包括三名董事會成員及一名增選委員，其職責是與本局高級管理層及外部核數師會面，考慮及評核本局的財務報表之完整性、是否準確及公平，以及外部審計師之評核性質和範疇。委員會於期內召開了一次預備會議及其後另兩次會議。

委員會已開始製訂內部審計規章，為本局各部門的管理職能，以及內部審計處的功能、職責及匯報釋義。審計規章預期在二零零二年內正式批核。委員會定期舉行會議，議程包括審核及批核本年度及未來三年之內部審計方案；審核內部監控系統是否可靠及有效；審核內部監控系統是否符合本局政策及程序；及審核及批署審計結果、建議及改善行動。

- appraise the economy, efficiency and effectiveness with which the URA's resources are employed; and
- respond to requests from the Audit Committee and / or management team members for assistance with special projects and / or special investigations.

The Audit Committee, comprising three Board members and one co-opted member of the Authority, meets with Senior Management of the Authority and the external auditors to consider and review the completeness, accuracy and fairness of the Authority's financial statements and the nature and scope of external audit reviews. Following a preliminary session, the Committee convened twice during the period.

The Committee has initiated the formulation of an Internal Audit Charter that generally defines the divisional / departmental management responsibilities and internal audit department's function, responsibilities and reporting. The approval of the Charter is expected to take place within 2002. The Committee meets regularly to review and approve the annual and the three year internal audit programmes, to review the reliability and effectiveness of the system of internal controls, the compliance of the Authority's policies and procedures and to review and endorse the audit report findings, recommendations and corrective actions.

組織架構 ORGANISATION STRUCTURE







灣仔莊士敦道項目 — 市建局「前期項目」之一。
Johnston Road Project in Wan Chai – one of URA's 'early launch' projects.