

# Corporate Governance Statement 2009

# Corporate Governance Statement 2009 Teollisuuden Voima Oyj

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# **Corporate Governance Statement 2009**

#### General

In accordance with the Company's Articles of Association, Teollisuuden Voima Oyj (TVO) engages in construction and acquisition of power plants and power transmission equipment and generation, transmission and delivery of electricity to the shareholders under the terms and conditions laid down in the Articles of Association.

Under the Articles of Association, TVO delivers electricity to its shareholders in accordance with the "Mankala principle", which means delivering the electricity produced or procured to its shareholders in proportion to their shareholders in each series. Each of the shareholders of each series bears their share of the variable and fixed annual costs as specified in detail in the Articles of Association. The shareholders have concluded a mutual shareholders' agreement, which contains more detailed regulations on corporate governance.

Because TVO is a non-listed public company applying the Mankala principle, it observes the Corporate Governance Code for listed companies where applicable.<sup>1)</sup> However, TVO is not obliged to observe the Corporate Governance Code nor

therefore the Comply or Explain principle. According to Chapter 2, Section 6 of the Securities Markets Act, the issuer of a security subject to public trading must provide a corporate governance statement in its annual report or separately.

## **Shareholders' Meeting**

The Shareholders' Meeting is the highest decision-making body in the Company. It decides on matters falling within its sphere of competence under the Finnish Companies Act and Articles of Association such as adoption of the financial statements, the use of the profit shown on the adopted balance sheet and discharging the Board of Directors and the President and CEO from liability. The Shareholders' Meeting also elects the Members of the Board, elects the Auditors and decides on the remuneration of the Members of the Board.

The Annual General Meeting is held at the latest in May. The share-holders are invited to the Annual General Meeting no earlier than four weeks and no later than ten days before the meeting.

The Annual General Meeting is attended by the President and CEO, the Chairman of the Board of Directors, a sufficient number of members of the Board and the Auditor. As a rule, anyone running for membership of the Board of Directors for the first time is required to attend the Shareholders' Meeting deciding on their election, unless their presence is prevented by a weighty reason.

#### Annual General Meeting in 2009

TVO's Annual General Meeting was held on 30 March 2009. The meeting adopted the Company's Financial Statements for 2008, discharged the members of the Board and President and CEO from liability and elected members of the Board.

#### **Board of Directors**

Under the Articles of Association, TVO's Board of Directors consists of a minimum of seven and a maximum of ten members. The term of office of a Board member starts at the termination of the Shareholders' Meeting at which the election takes place and ends at the termination of the Shareholders' Meeting at which the new election takes place. According to the Articles of Association, a shareholder who owns more than 20 per cent and less than 50 per cent of all the Company's shares has the right to appoint three members to the Board of Directors. The Board

1) A new Corporate Governance Code was issued on 20 October 2008, replacing the Corporate Governance Recommendation for Listed Companies issued in December 2003. The new Code has been prepared in accordance with the so-called Comply or Explain principle which means that the company shall comply with all recommendations of the Code. However, a listed company may depart from an individual recommendation, if it accounts for such a departure and provides an explanation for it. The Finnish Corporate Governance Code came into effect on 1 January 2009 and is available at www.cgfinland.fi.

of Directors elects a Chairman and a Deputy Chairman from among its members. The Board convenes when summoned by the Chairman or, where the Chairman is prevented from doing so, by the Deputy Chairman. More than half of the members of the Board present at a meeting constitute a quorum.

The Board's responsibilities and authority cover all matters related to the Company's administration that, according to legislation or the Articles of Association, are not handled by the Shareholders' Meeting.

The Board of Directors is responsible for the administration and proper organization of the operations of the Company and for appropriate arrangement of the control of the Company's accounts and financials, and:

- appoints the President and CEO
- appoints other management of the Company
- ensures that the management system functions properly
- approves the Company's strategic goals and operating guidelines
- confirms the annual action plan and the budget and supervises their implementation
- approves the principles applied to risk management
- approves the annual schedule for Internal Audit
- adopts the Report of the Board of Directors and the annual Financial Statements
- adopts interim reports
- decides on major matters related

- to financing and collateral
- approves major investments
- summons the Annual General Meeting
- decides on informing the share holders
- decides on the principles of the remuneration and commitment system
- approves the charters of the committees and the regulations for the committees and steering groups assisting the management
- deals with other matters on the agenda that are submitted by the Chairman or Deputy Chairman or a member of the Board or the President and CEO
- compiles an annual assessment of its own performance.

The Board of Directors promotes the interests of the Company and all its shareholders. The members of the Board do not represent those parties who proposed them as members or any other parties.

# The Board of Directors in 2009

At the 2009 Annual General Meeting the following persons were elected as members to the Board of Directors:

Timo Rajala (born 1947) Tapio Kuula (born 1957) Hannu Anttila (born 1955) Jukka Hakkila (born 1960) Mikael Hannus (born 1968) Tapio Korpeinen (born 1963) Juha Laaksonen (born 1952) Seppo Ruohonen (born 1946) Matti Ruotsala (born 1956) Rami Vuola (born 1968)

Esa Tirkkonen (born 1947) was a member of the Board until the Annual General Meeting on 30 March 2009

The Board of Directors elected from among its members Timo Rajala as its Chairman and Tapio Kuula as its Deputy Chairman.

During the year, the Board of Directors convened 20 times. The average attendance rate at the meetings was 92.

The members of the Board do not own Company shares.

The members are paid monthly remuneration and a fee for each meeting they have attended.

## **Board Committees**

To ensure that the issues at the responsibility of the Board of Directors are handled as efficiently as possible, the Company has set up an Audit and Finance Committee, an OL3 Committee, a Nuclear Safety Committee and a Nomination and Remuneration Committee, each assisting and reporting to the Board of Directors and consisting of at least three members of the Board. The Board of Directors chooses the members of the committees from among its members, appoints their chairmen and approves their charter.

In addition to the duties laid down in their respective charter,

each committee deals also with other matters which are related to their respective fields and passed on to them by the Board of Directors, committee members, the President and CEO or other management.

The committees began operation on 1 October 2009.

#### **Audit and Finance Committee**

In accordance with its charter, the Audit and Finance Committee:

- deals with the planning and implementation of the Company's funding and the risk management related to financing
- deals with matters related to financing, particularly the Company's Financial Strategy and Policy, action plans related to financing, financing agreements, and authorization for their implementation
- deals with the internal accounting for the series of shares, the annual budget and electricity charges and issues related to the long-term budget and the balance sheet
- deals with the annual financial statements and the corporate governance statement
- monitors the reporting process related to the annual financial statements
- monitors the efficiency of internal audit and risk management
- monitors the auditing process.

The Chairman of the Audit and Finance Committee in 2009 was Juha

Laaksonen and the other members were Hannu Anttila and Jukka Hakkila. The Audit and Finance Committee convened two times in 2009. The attendance rate at the meetings was 100%.

#### **OL3 Committee**

In accordance with its charter, the OL3 Committee manages and supervises the implementation of the OL3 project and submits significant issues related to the project for decision, and, in particular, monitors, manages and supervises:

- fulfilment of the OL3 plant delivery agreement
- progress of the construction, manufacture of the main components and installation and implementation of OL3, compliance of the delivery of the plant unit with the agreement, the launch of the unit's commercial use, and fulfilment of guarantee commitments
- claim and arbitration proceedings.

The chairman of the OL3 committee in 2009 was Tapio Korpeinen and the other members were Mikael Hannus, Timo Rajala, Seppo Ruohonen and Matti Ruotsala. The committee convened three times in 2009. The average attendance rate at the meetings was 93%.

### **Nuclear Safety Committee**

In accordance with its charter, the Nuclear Safety Committee:

- monitors key issues related to nuclear safety and corporate safety culture
- deals with the technical implementation of nuclear waste management
- deals with the costs of nuclear waste management
- handles significant matters requiring decisions by Posiva Oy's Board of Directors and, where necessary, advises the Company's representatives in Posiva Oy's Board of Directors.

The Chairman of the Nuclear Safety Committee in 2009 was Rami Vuola and the other members were Mikael Hannus and Matti Ruotsala. The committee became organised during 2009. Its operations concentrated on gathering the material needed to manage the entire scope of relevant matters and on the discussions that the Chairman had with the persons responsible for nuclear safety matters in TVO and Posiva. The actual work of the committee will start in January 2010.

# Nomination and Remuneration Committee

In accordance with its charter, the Nomination and Remuneration Committee:

deals with proposals to be submitted to the Annual General Meeting regarding the remuneration of members of the Board of Directors

- deals with matters related to appointment of the President and CEO and other management
- in line with the Board's policies, decides on the remuneration of the President and CEO and other management
- in line with the Board's policies, decides on the Company's commitment and remuneration systems.

The Chairman of the Nomination and Remuneration Committee in 2009 was Timo Rajala and the other members were Tapio Korpeinen and Tapio Kuula. The committee convened two times during the year. The attendance rate at the meetings was 100%.

# **Steering Groups Assisting the Management**

The Board of Directors may set up steering groups to assist the management and to handle, without any authority or liability under company law, special issues related to their fields. Such committees or steering groups will consist of members and experts appointed by the Board of Directors.

The Board of Directors will also lay down regulations for the steering groups assisting the management.

## **President and CEO**

The President and CEO deals with the Company's day-to-day management in accordance with the Finnish Companies Act and the instructions and orders issued by the Board of Directors and ensures that the Company's accounting practices comply with the law and that the financial administration and management is reliably organised. The President and CEO gives the Board and its members all the information necessary for the Board to perform its duties.

The President and CEO is Jarmo Tanhua (born 1965).

The President and CEO does not own any shares of the company.

### **Management Group**

The Management Group assists the President and CEO in the management of the Company's operations. The minutes of its meetings, together with the minutes of the meetings of the Executive Management Group, form the President and CEO's list of decisions. The members of the Management Group, who all report to the President and CEO, are appointed by the Board of Directors.

The Management Group consists of:

- the President and CEO (Chairman)
- the Senior Vice Presidents (Members)
- Senior Vice President, Corporate Relations (Member, Secretary)
- Personnel Representative and his/ her deputy in accordance with the Act on Personnel Representation in the Administration of Undertakings.

For specific issues, the President and CEO can invite other persons to attend meetings of the Management Group, if necessary.

The Management Group deals with matters related to the Senior Vice Presidents' areas of responsibility to a necessary extent to ensure fluent communication between the President and CEO and the Senior Vice Presidents and between the Senior Vice Presidents themselves. The Management Group also deals with essential matters related to the Company's operations and requiring a decision of the President and CEO. These include matters related to the members' areas of responsibility, matters submitted by the personnel representatives, action plans, and operating guidelines and annual service outages.

# **Executive Management Group**

The Executive Management Group assists the President and CEO in the planning and management of the Company's operations, provides a communication forum for the management and helps to clarify decision-making responsibilities between the different parties. The Executive Management Group deals with matters specified in the Organisation Manual effective at the time.

The Executive Management consists of the same persons as the Management Group (except for the personnel representatives) and in

addition the President and CEO of Posiva Oy.

#### **Auditors**

In accordance with the Articles of Association, the Company has two Auditors, both of which have to be auditors or audit firms certified by the Central Chamber of Commerce. An Auditor's term of office ends at the end of the Annual General Meeting following their election.

The Auditors are responsible for auditing the Company's accounting records for the financial year, the annual financial statements, the report of the Board of Directors and administration. The Auditor for the parent company must also audit the consolidated financial statement. The Board of Directors and the President and CEO are given a report on the audit of the consolidated accounts.

The Annual General Meeting held on 30 March 2009 elected Eero Suomela, Authorised Public Accountant, and Pricewaterhouse-Coopers Oy, Authorised Public Accountants as company auditors, with Niina Vilske, Authorised Public Accountant, acting as the principal auditor.

#### Remuneration

The Nomination and Remuneration Committee under the Board of Directors approves the Company's commitment and remuneration systems. All permanent and long-term temporary employees are included in the employee bonus system. Some of the personnel have deposited their bonuses in the Teollisuuden Voima Personnel Fund.

#### **Insider Administration**

As a bond issuer, TVO maintains an insider register on persons who work for the company on the basis of an employment contract or other contract and, either regularly or irregularly, receive insider information directly or indirectly related to the issuer. The insider register is maintained by the head of the Company's Treasury unit.

## **Disclosure Policy for Investors**

The company has adopted a Disclosure Policy for Investors. TVO has a duty to disclose information on a regular and continuous basis.

Stock exchange and press releases issued by TVO are approved by the Company's President and CEO, the Chairman of the Board or the Senior Vice President in charge of the matter in question.

# Internal Control and Risk Management of the Financial Reporting Process

The Board of Directors and management are responsible for organising the Company's internal control and for ensuring that it is adequate. The purpose of internal control is to ensure that TVO's operations are carried out on an efficient and cost-effective basis, that the information

supplied is reliable and that all relevant regulations and operating principles are followed. Company documents and the Company's policies and operating guidelines provide a basis for TVO's corporate governance and internal control.

The goal of internal control is to ensure with adequate certainty that:

- 1. The Company's operations are effective and in line with its strategy and mission
- 2. The Company's goals and objectives are achieved
- 3. The Company's financial and operational control and reporting is reliable and correct
- 4. The Company's operations are in accordance with the legislation.

TVO's internal control consists of:

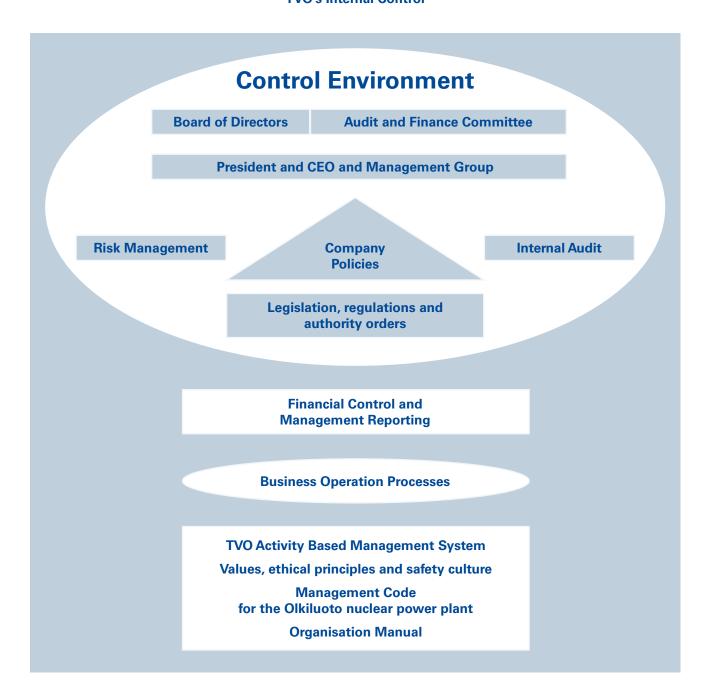
- Financial control and reporting
- Risk management
- Internal audit
- Auditing of the activity based management system.

#### **Financial Control and Reporting**

In order for internal control to work properly, the accounting and other systems in place must be reliable. Operative and financial reporting supported by IT systems enable efficient management and control of the Company's business operations. Open communication enables the efficiency of internal control.

The aim of TVO's strategic planning is to ensure that the Company's operations support implementation

# **TVO's Internal Control**



of the Company's vision, strategy and long-term planning and goals, and that the budgeting is consistent with the strategic plans.

The status of the annual goals is monitored through monthly reporting to the management. The performance management measures related to the management and control of the operations, measures of the main processes and the status of the Company's primary areas of focus are monitored in accordance with approved schedules.

Reliable financial reporting must be based on appropriate control of financial administration and accounting processes. Supervision of the financial reporting process is at the responsibility of the Audit and Finance Committee. TVO's finance function is in charge of the financial planning and reporting processes. The main processes of financial reporting have been described and their control activities defined. The finance function must inform the management of any deviations of the results from the plans and analyse the reasons for such deviations.

The TVO Group follows the International Financial Reporting Standards (IFRS), while the parent company follows the Finnish Accounting Standards (FAS). The purpose of internal accounting is to produce financial information on the series of shares for the shareholders. The accounting system for the share series is based on the Finnish accounting practice, and the related accounting principles have been approved by the Board of Directors.

#### Risk Management

Risk management at TVO is based on the principle of comprehensive risk management and forms an important part of the Company's supervision and control system. The purpose of risk management is to support the achievement of TVO's goals, to prevent risks from materialising, and to reduce the probability of risks and their possible effects. The overall process of risk management is described in more detail in the Report of the Board of Directors.

Identification of risks related to

the financial reporting process is part of the risk management process. Certain control activities and control points have been defined for these risks.

Descriptions of the reporting process and the risk assessments attached to these descriptions are analysed every year.

## **Internal Auditing**

The principles guiding TVO's internal auditing are set out in the Company guidelines. The Internal Auditing reports to the President and CEO and supports the management in the development of good corporate governance, risk management and internal control systems, as well as their efficacy and adequacy.

Annual internal audits are based on audit plans approved by the Audit and Finance Committee for their part. They are carried out in coordination with the audits conducted by the Auditors and the audits of the Quality and Environment function. A summary of the internal audit will be regularly reviewed in the Audit and Finance Committee and reported annually to the Board of Directors.

The President and CEO is submitted a separate report on each audit immediately after they have been conducted. An annual summary lists the targets, dates and contents of the audits, any observations made and irregularities detected, and suggestions for further measures.

The observations and irregularities are reported to the Management Group or the Executive Management Group, who will then decide on the monitoring of the irregularities and appoint a responsible person to deal with each observation or irregularity.

# Auditing of the Activity Based Management System

Internal audits consist of assessments of compliance with operating instructions with regard to records, measures and the continuity and efficiency of operations.

Any irregularities detected during internal audits are reported and dealt with individually through the Kelpo application and together twice a year at management reviews.

#### **Control Activities**

The purpose of control activities is to ensure that legislation, internal policies and the Company's ethical principles and values are complied with at all levels of the organization. Appropriate control measures are defined for key business operations and reporting processes.

The efficiency of internal control is monitored both through routine tasks and through separate assessments such as internal audits, audits of financial statements and audits of quality issues, environmental issues and occupational safety.

Internal audits are carried out in accordance with a plan approved by the Board of Directors. The management ensures that the observations made and any irregularities detected by Internal Auditing are noted and remedied, where necessary.

Instructions on financial reporting have been laid down in the Company's Administration Manual and Accounting Manual and provide the basis for financial reporting within the Group. TVO's finance function is responsible for the correctness and consistency of external and internal financial reporting and for compliance with the series of shares accounting principles as approved by the Board of Directors. The finance function is responsible for developing the reporting process, maintaining related instructions and determining the control activities and measures related to financial reporting processes. Each control measure has a responsible person and they are part of monthly, quarterly and annual reporting. Control measures include reconciliations, analytical review and approval procedures which are used to ensure the correctness of financial reporting.

The annual financial statements are audited by the Auditors.

The correctness and efficiency of internal control are assessed by the Audit and Finance Committee under the Board of Directors.

# Board of Directors of Teollisuuden Voima Oyj in 2009

From the left:

Matti Ruotsala Juha Laaksonen Mikael Hannus Tapio Korpeinen Rami Vuola Timo Rajala Hannu Anttila Tapio Kuula Jukka Hakkila Seppo Ruohonen



#### Timo Kyösti Rajala

Year of birth: 1947 Education: M.Sc. (Eng.)

Main occupation: Pesident and CEO, Pohjolan Voima Oy Primary work experience: In the present position since 1992. Director and manager positions in Ekono Oy, Teollisuuden Voima Oy, Pohjolan Voima Oy and Teollisuuden Voimansiirto Oy.

Member of the Board since: 1992, Chairman or Deputy Chairman,

Key positions of trust: Chairman or Member of the Board of several PVO Group companies, Chairman or Member of the Board of Oy Alholmens Kraft Ab, Member of the Board of Savon Voima Oyj, Deputy Chairman of the Board of Fingrid Oyj.

#### Tapio Teuvo Kuula

Year of birth: 1957

Education: M.Sc. (Electrical Engineering), M.Sc. (Econ.)
Main occupation: President and CEO, Fortum Corporation
Primary work experience: In the present position since 2009.

President, Fortum Power and Heat Oy 2000–2009, director positions in Fortum Oy, Imatran Voima Oy and Länsivoima Oy.

Member of the Board since: 2002, Chairman or Vice Chairman, in rotation.

Key positions of trust: Chairman, Vice Chairman or Member of the Board of several Fortum Corporation companies, Member of the Supervisory Board, Varma Mutual Pension Insurance Company.

#### Hannu Ilmari Anttila

Year of birth: 1955 Education: M.Sc. (Econ.)

Main occupation: Executive Vice President, Strategy, Metsäliitto Group Primary work experience: In the present position since 2006.

President and CEO and director positions in M-Real Corporation,
Metsä Tissue Corporation and Oy Metsä-Botnia Ab.

Member of the Board since: 2007.

Key positions of trust: Chairman of the Board, Metsä Group Financial Services Oy, Member of the Board of Metsä Tissue Corporation, Oy Metsä-Botnia Ab and Pohjolan Voima Oy, Chairman of the Board of Pohjolan Voima Oy.

## Jukka Eljas Hakkila

Year of birth: 1960 Education: LL.M.

Main occupation: Executive Vice President, Group General Counsel, Kemira Ovi

Primary work experience: In the present position since 2005.

Director and manager positions in Elcoteq Network Corporation,
Finnish Export Credit Ltd. and Sampo Bank in New York.

Member of the Board since: 2009.

Key positions of trust: Chairman of the Board, Spruce Vakuutus Oy.

## Mikael Karl Johan Hannus

Year of birth: 1968

Education: M.Sc. (Eng.), eMBA

Main occupation: Vice President, Biorefinery & Bioenergy,

Stora Enso Oyj

Primary work experience: In the present position since 2009. Vice President, Energy, Stora Enso Oyj, 2002–2009.

Member of the Board since: 2008.

Key positions of trust: Chairman of the Board of Enso Alueverkko Oy, Deputy Member of the Board of Pohjolan Voima Oy.

#### Tapio Juhani Korpeinen

Year of birth: 1963

Education: M.Sc. (Tech.), MBA

Main occupation: President, Energy and Pulp Business Group,

**UPM-Kymmene Corporation** 

Primary work experience: In the present position since 2008. Strategy and corporate arrangement tasks in UPM-Kymmene Corporation since 2005, Management consulting, Jaakko Pöyry Oy.

Member of the Board since: 2008.

Key positions of trust: Chairman of the Board of Pohjolan Voima Oy, Deputy Chairman of the Board of Kemijoki Oyj.

#### Juha Olavi Laaksonen

Year of birth: 1952 Education: B.Sc. (Econ.)

Main occupation: CFO, Fortum Corporation

Primary work experience: In the present position since 2000.

Director and manager positions in Fortum Corporation and Neste Oyj.

Member of the Board since: 2003.

Key positions of trust: Chairman or Member of the Board of several Fortum Corporation companies, Member of the Board of Kemira Oyj, Member of the Supervisory Board of Kemijoki Oy, Chairman of the Board of Sato Oyj.

#### Seppo Erik Ruohonen

Year of birth: 1946

Education: M.Sc. (Electrical Engineering) Main occupation: CEO, Helsingin Energia

Primary work experience: In the present position since 2000.

Managing director and director positions in Fingrid Oyj, Fingrid Verkko Oy and Teollisuuden Voimansiirto Oy.

Member of the Board since: 2001

Key positions of trust: Member of the Board of several associated companies of Helsingin Energia.

## Veli Matti Ruotsala

Year of birth: 1956 Education: M.Sc. (Eng.)

Main occupation: Executive President, Power Division,

Fortum Corporation

Primary work experience: In the present position since 2009.

President of Generation, Fortum Power and Heat Oy since 2007,

Managing director, director and manager positions in Oy Valtra Ab,

AGCO Corporation and Konecranes Oyj.

Member of the Board since: 2008

Key positions of trust: Chairman of the Board of Kemijoki Oy and PKC Group Oyj, Member of the Board of OKG Aktiebolag, Forsmarks

Kraftgrupp AB, Oy Halton Group Ltd and Larox Oyj.

## Rami Antero Vuola

Year of birth: 1968 Education: M.Sc. (Eng.)

Main occupation: President and CEO, EPV Energia Oy
Primary work experience: In the present position since 2003.
Director and manager positions in TXU Nordic Energy Oy, Fingrid

System Oy and Suomen Kantaverkko Oyj. Member of the Board since: 2003.

Key positions of trust: Chairman or Deputy Chairman of the Board of several EPV Corporation companies, Member of the Board of Pohjolan Voima Oy and Vaskiluodon Voima Oy.

# Management Group of Teollisuuden Voima Oyj in 2009

Chairman: Jarmo Kalevi Tanhua

Year of birth: 1965 Education: M.Sc. (Eng.)

Main occupation: President and CEO, Teollisuuden Voima Oyj

Primary work experience: Director and manager positions and project tasks in Teollisuuden Voima

Oy since 1990

President and CEO since: 1 July 2008

Key positions of trust: Chairman of the Board of Posiva Oy

From the left: Janne Mokka, Senior Vice President, Engineering

Jarmo Tanhua, President and CEO

**Esa Mannola**, Senior Vice President, Nuclear Safety

Risto Siilos, Senior Vice President, Corporate Resources, Deputy CEO

Mikko Kosonen, Senior Vice President, Production Anna Lehtiranta, Senior Vice President, Corporate Relations Ari Anttila, personnel representative, Information Officer Jouni Silvennoinen, Senior Vice President, OL3 Project

Missing: Kari Halminen, personnel representative, Facility Services

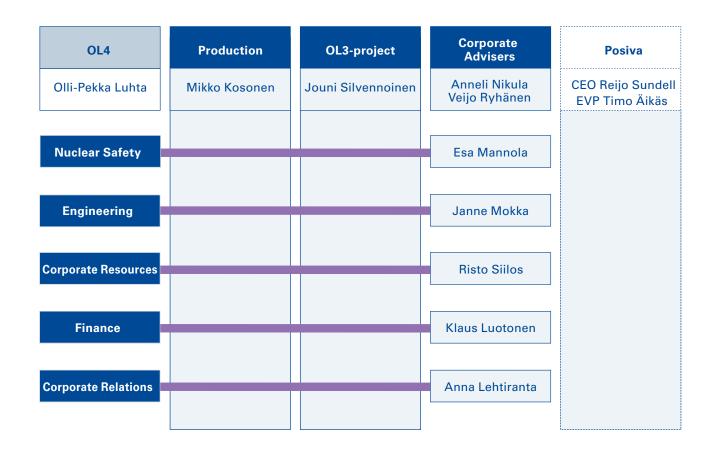
**Rainer Karlsson**, personnel representative, Foreman **Klaus Luotonen**, Senior Vice President, Finance



# Basic Organization of Teollisuuden Voima Oyj



# President and CEO Jarmo Tanhua





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