



Corporate Governance

Kinross Gold is committed to the highest standards of corporate governance practices and ethical conduct. Kinross has designed its corporate governance practices and its global compliance program to align with applicable regulatory requirements. The Company actively monitors developments in applicable laws, international standards and best practices to ensure that its approach consistently reflects Kinross' commitment to the highest standards.

[GOVERNANCE FACT SHEET](#)[EXECUTIVE COMPENSATION SUMMARY](#)[Code of Business Conduct and Ethics](#)[Corporate Governance Guidelines](#)[Difference Between Kinross Practices and NYSE Disclosure Rules](#)[Articles of Amendment and Amalgamation](#)[By-Laws](#)

Board of Directors

The Kinross Board of Directors is chaired by an independent Chair and made up of eight directors, seven of whom are considered independent of management. Specific Charters have been developed for the Board and for its various committees that set out their roles and responsibilities. The Charters are reviewed, and if appropriate, revised on an annual basis.

[Charter of the Board Of Directors \(board mandate\)](#)[Position Description for the Independent Chair](#)

Board Committee Charters

Audit and Risk Committee



Corporate Responsibility and Technical Committee



Corporate Governance and Nominating Committee



Human Resource and Compensation Committee



A more detailed discussion of Kinross' approach to Corporate Governance and the activities of the various Board committees can be found in the Company's most recently filed **Management Information Circular**.

In furtherance of its commitment to the highest standards of corporate governance and ethical conduct, the Board has approved the following set of core policies:

Disclosure Policy

The Company's public disclosure and other communications with its various stakeholders are managed pursuant to a robust disclosure policy, which, among other things, establishes a disclosure committee and sets out comprehensive rules and procedures governing preparation and disclosure of public documents, confidentiality, timely disclosure of material information, prevention of selective disclosure, electronic communications and social media, and trading by insiders.

Disclosure, Confidentiality and Insider Trading Policy



Code of Business Conduct and Ethics

Kinross has a Code of Business Conduct and Ethics (the "Code") for directors, officers and employees of, and contractors to Kinross which has been approved by the Board. The Code sets out the principles of conduct and ethics to be followed by all Kinross representatives including, among other things, to promote honest and ethical conduct, promote and foster a culture of compliance with applicable laws, a work environment in which all individuals are treated with respect and dignity, avoidance and ethical handling of conflicts of interest, and ethical dealings with government officials.

Code of Business Conduct & Ethics



Code of Conduct Guidebook For Employees



Whistleblower Policy

The Company also has a whistleblower policy which has been approved by the Board. Under the policy, the Company's directors, officers, employees and contractors may, on a confidential and anonymous basis, report concerns regarding actual or suspected violations of the Code or other improper activities, without fear of retaliation. A separate set of rules and procedures have been developed and implemented for external parties to report any such concerns.

Whistleblower Policy



These core policies and related practices are regularly reviewed by management against evolving applicable laws and best practices to ensure continuing alignment with the highest standards for corporate governance and ethical conduct, with a formal Board review and re-approval undertaken with that same objective at least every two calendar years.

In addition, Kinross has developed and implemented a number of complementary policies, procedures and protocols that are focused on certain fundamental values and designed to further clarify and strengthen its commitment to the highest standards of corporate governance and ethical conduct. Examples include:



Public Feedback

Kinross is committed to engaging in constructive and meaningful communications with its owners, Kinross' shareholders. Accordingly, the Board has adopted a Shareholder Engagement Policy in order to promote open and sustained dialogue with Kinross' shareholders consistent with our disclosure policy and our obligations to provide fair disclosure and maintain effective disclosure controls and procedures.

Shareholder Engagement Policy



Under this policy, our shareholders can send comments directly to the Board of Directors in writing to:

Independent Chairman of the Board of Directors
c/o Corporate Secretary
Kinross Gold Corporation, 25 York Street, 17th Floor
Toronto, ON M5J 2V5

All correspondence, with the exception of solicitations for the purchase or sale of products and services and other similar types of correspondence, will be forwarded to the Independent Chairman.

Alternatively, the Independent Chairman may be contacted directly by telephone at 416-365-5123 (ext. 2002).

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