



三、公司治理運作情形 Corporate Governance Practices

(一) 第10屆董事會運作情形 Practices of Board of Directors

97年度董事會開會11次，董事出席情形如下

11 meetings were held by the Board of Directors in 2008, attendance of directors in a Board meeting as list

職稱 Title	姓名 Name	實際出席次數 Frequency of actual attendance	委託出席次數 Frequency of proxy attendance	實際出席率(%) Actual attendance ratio	備註 Remarks
董事長 Chairman	黃望修 W. H. Huang (高雄市政府代表) (Representative of Kaohsiung City Government)	2	0	100.00	97.12.23新任 Elected on Dec. 23, 2008
董事長 Chairman	周武雄 Wu-Shiung Chou (高雄市政府代表) (Representative of Kaohsiung City Government)	8	0	100.00	97.10.1卸職 Resigned on Oct. 1, 2008
常務董事兼獨立董事 Independent Director and Managing Director	林文淵 Wen-Yuan Lin	5	0	83.33	97.06.19新任 Elected on Jun. 19, 2008
常務董事 Managing Director	雷仲達 Chung-Dar Lei (高雄市政府代表) (Representative of Kaohsiung City Government)	9	1	81.82	97.6.19連任 Renewed on Jun. 19, 2008
常務董事 Managing Director	陳月霞 Yueh. H. Chen (高雄市政府代表) (Representative of Kaohsiung City Government)	4	0	80.00	97.06.19卸職 Resigned on Jun. 19, 2008
董事兼副總經理代理總 經理 Director, Exec. Vice President and Acting President	鍾武湖 Wu-Hu Chung (高雄市政府代表) (Representative of Kaohsiung City Government)	11	0	100.00	97.6.19連任 Renewed on Jun. 19, 2008
獨立董事 Independent Director	何美玥 Mei-Yueh Ho	6	0	100.00	97.06.19新任 Elected on Jun. 19, 2008
獨立董事 Independent Director	李文智 Wen-Chih Lee	6	0	100.00	97.06.19新任 Elected on Jun. 19, 2008
董事 Director	張來川 Lai-Chuan Chang (高雄市政府代表) (Representative of Kaohsiung City Government)	6	0	75.00	97.9.15卸職 Resigned on Sep. 15, 2008
董事 Director	張永義 Yung-Yi Chang (高雄市政府代表) (Representative of Kaohsiung City Government)	7	0	87.50	97.9.30卸職 Resigned on Sep. 30, 2008
董事 Director	王再福 Tsai -Fu Wang (高雄市政府代表) (Representative of Kaohsiung City Government)	4	2	66.67	97.06.19新任 Elected on Jun. 19, 2008
董事 Director	周元培 Yuan- Pei Chou (高雄市政府代表) (Representative of Kaohsiung City Government)	6	0	100.00	97.06.19新任 Elected on Jun. 19, 2008
董事 Director	郝建生 Chien-Sheng Hao (高雄市政府代表) (Representative of Kaohsiung City Government)	6	0	100.00	97.06.19新任 Elected on Jun. 19, 2008
董事 Director	陳瑞芳 Jueifang P. Chen (高雄市政府代表) (Representative of Kaohsiung City Government)	11	0	100.00	97.6.19連任 Renewed on Jun. 19, 2008
董事 Director	張識興 Shih-Shin Chang (高雄市政府代表) (Representative of Kaohsiung City Government)	4	0	80.00	97.06.19改任監察人 Elected as Supervisor on Jun. 19, 2008
董事 Director	吳義隆 Yei-Long Wu (高雄市政府代表) (Representative of Kaohsiung City Government)	5	0	100.00	97.06.19卸職 Resigned on Jun. 19, 2008
董事 Director	洪銀樹 Yin-Su Hong (高雄市政府代表) (Representative of Kaohsiung City Government)	3	1	60.00	97.06.19卸職 Resigned on Jun. 19, 2008
董事 Director	蕭明福 Ming-Fu Shaw (高雄市政府代表) (Representative of Kaohsiung City Government)	5	0	100.00	97.06.19卸職 Resigned on Jun. 19, 2008
董事兼副總經理 Director and Exec. Vice President	賴光二 Kuang-Erh Lai (高雄市政府代表) (Representative of Kaohsiung City Government)	5	0	100.00	97.06.19卸職 Resigned on Jun. 19, 2008

其他事項 Others

1. 董事對利害關係議案迴避之執行情形 The effort of directors in preventing a “conflict of interest”

97年6月19日本行第10屆董事會第一次臨時會議討論事項第3案：審議獨立董事月支報酬，本行出席會議何獨立董事美玥及李獨立董事文智依據「高雄銀行董事會議事規則」第15條利益迴避條款不參與討論及表決。

The 3rd motion at the 1st temporary meeting of the Bank's 10th-term Board of Directors Meeting held on Jun. 19, 2008: To review the monthly remuneration to independent directors, independent directors Mei-Yue Ho and Wen-Chih Lee, attending the meeting did not participate in the discussion and voting pursuant to Article 15 of the “Rules for Board Meetings of the Bank of Kaohsiung” to avoid a conflict of interest.

2. 97年度及96年度加強董事會職能之目標，與執行情形評估

本公司董事會成員皆忠實執行業務及盡善良管理人之注意義務，並按照相關法令及公司章程審慎執行職務，以維護公司及股東權益。分別修訂「高雄銀行董事會議事規則」、「高雄銀行董事會規程」、「高雄銀行董事及監察人選舉辦法」及「公司章程」，另新訂「高雄銀行監察人議事規則」，俾提升董事會之功能及運作效力，並於97年股東常會改選時增設獨立董事3席，以加強董事會之職能。

All members of the Bank's Board of Directors execute business with care and loyalty, and perform their duty according to the relevant laws and the Bank's articles of incorporation to protect the Bank's and shareholders' interests and rights. The Bank also amended the “Rules for Board Meetings of the Bank of Kaohsiung”, “Rules of Directorate of the Bank of Kaohsiung”, “Rules Governing the Election of Directors and Supervisors of the Bank of Kaohsiung” and “Articles of Incorporation of the Bank of Kaohsiung”, and enacted the “Articles for the Proceedings of the Supervisors of the Bank of Kaohsiung”, in order to upgrade the functions and operations of the Board of Directors. The Bank also added 3 seats of independent directors in the general shareholders' meeting for reelection of directors / supervisors in 2008, in order to enhance the functions of the Board of Directors.



(二) 第10屆監察人參與董事會運作情形 Supervisor Attend Practices of Board of Directors

97年度董事會開會11次，監察人列席情形如下：

11 meetings were held by the Board of Directors in 2008, attendance of supervisors in a Board meeting as list

職稱 Title	姓名 Name	實際列席次數 Frequency of actual attendance	實際列席率(%) Actual attendance ratio	備註 Remarks
監察人 Supervisor	張識興 Shih-Shin Chang	6	100.00	97.06.19新任 Elected on Jun. 19, 2008
監察人 Supervisor	蘇裕惠 Yu-Hui Su	10	90.90	97.6.19連任 Renewed on Jun. 19, 2008
監察人 Supervisor	張山輝 Shan Hui Chang	6	100.00	97.06.19新任 Elected on Jun. 19, 2008
監察人 Supervisor	郝建生 Chien-Sheng Hao	5	100.00	97.06.19改任董事 Elected as Director on Jun. 19, 2008
監察人 Supervisor	許立明 Li-Ming Hsu	3	60.00	97.06.19卸職 Resigned on Jun. 19, 2008

其他應記載事項：

Others

一、監察人之組成及職責：

Organization and Responsibilities of Supervisors

(一)監察人與銀行員工及股東之溝通情形

Communication between Supervisors and Bank Employees and Shareholders

監察人經常與本行董事會稽核處、董事會秘書處或業務管理處等透過書面報告或會議方式聯繫並了解業務執行情形。

Supervisors will contact the Auditing Dept. of the Board of Directors, Secretary's Dept. of the Board of Directors and Business Management Dept. from time to time, and review the condition of the Bank.

(二)監察人與內部稽核主管及會計師之溝通情形

Communication between Supervisors and internal auditing and CPA.

監察人經常與本行董事會稽核處、業務管理處及會計師透過書面資料或會議方式事前溝通銀行財務、業務狀況，溝通結果有利本行董事會議案之執行。

Supervisors often communicate with the Audit Dept. of the Bank's Board of Directors, Business Management Dept., and the independent CPA for this Bank's finance and business via written materials or meetings. This communication is helpful for the execution of the motions proposed in the board of directors' meetings.

二、監察人列席董事會陳述意見之情形

Opinion statement of supervisors in the board of directors' meeting.

董事會 Board of Directors				
會議日期 Date	期別 term	議案內容 content	會議決議 The Resolutions	對監察人意見之處理 The execution of the resolutions
97.4.24	第9屆第12次董事會 12th board of directors' meeting of 9th term	本行所投資CDO產生虧損，擬依財務會計準則第34號公報處理原則再認列資產減損。 蘇監察人裕惠發言： 應依會計公報及會計師意見允當表達提列，至於提列方式，應有一致性觀念，在內部管理作業與績效評估方面，應以最新實際情況或最樂（悲）關打算加以考量，才能依據攸關、正確資訊判定正確決策。 The Bank suffered loss in its investment in CDO. The Bank plans to recognize the asset impairment in accordance with the Statement of Financial Accounting Standards No. 34. Supervisor Yu-Hui Su remarks: It is necessary to provide the income properly in accordance with the Statement of Financial Accounting Standards and the CPA's comments, and the provision shall be made in a consistent manner; the internal management operation and performance appraisal should be considered according to the latest circumstances or in a most optimistic (pessimistic) manner, so that the correct policy may be made based on the critical and correct information.	全體出席董事同意通過。 Agreed by all of the present directors unanimously	依據蘇監察人意見辦理。 Supervisor Su's comments shall be adopted.

會議日期 Date	期別 term	議案內容 content	會議決議 The Resolutions	對監察人意見之處理 The execution of the resolutions
97.08.21	第10屆第1次董事會 1st board of directors' meeting of 10th term	檢陳本行97年度第2季本行「風險評估報告」。 蘇監察人裕惠發言： 建議針對未來各階段打算達成的BIS目標值，進行敏感性分析，俾利制訂決策時之參考及後續追蹤或調整策略的依據與參考。 The Bank's "risk evaluation report" of Q2 2008 was submitted. Supervisor Yu-hui Su remarks: I suggest that a sensitivity analysis be conducted with respect to the BIS target values to be achieved at the various stages, for the reference of policymaking and basis and reference for follow-up or adjustment of strategies.	請經理部門研議辦理。 The manager departments were required to research it.	依據蘇監察人意見辦理。 Supervisor Su's comments shall be adopted.

(三) 審計委員會運作情形：無

Practices of Auditing Committee: none.

(四) 依「銀行業公司治理實務守則」規定應揭露項目：請瀏覽本行網頁www.bok.com.tw「公開揭露事項—公司治理運作情形」。

For the Disclosures Required by the "Guidelines for Bank Corporate Governance": Please refer to www.bok.com.tw.

(五) 本行公司治理運作情形與「銀行業公司治理實務守則」之差異情形及原因

The Differences between the Corporate Governance Practice of the Bank and the "Guidelines for Bank Corporate Governance"

項目 Item	本行運作情形 Operation	與「銀行業公司治理實務守則」之差異情形及原因 Differences
一、銀行股權結構及股東權益 Equity Structure and Shareholder Rights		
(一) 銀行處理股東建議或糾紛等問題之方式。 Method of Handling Shareholder Suggestions and Disputes	(一) 本行設有專線電話及電子信箱供股東建議及解決問題。 The Bank has installed hot lines and e-mail boxes exclusively for shareholders' suggestions and resolutions.	(一) 符合「銀行業公司治理實務守則」第19條第1項規範。 In accordance with the "Guidelines for Bank Corporate Governance" article 19.
(二) 銀行掌握實際控制銀行之主要股東及主要股東之最終控制者名單之情形。 Name List of Shareholders with Controlling Interest, and Ultimate Controllers of Major Shareholders	(二) 本行之主要控制股東為高雄市政府，持有本公司股份46.07%，其代表人並依高雄市政府投資本公司股權管理辦法執行職務。 The major shareholder of the Bank is Kaohsiung City Government, holding 46.07% of the Bank's shares. Its representative also performs his duty pursuant to the rules governing investment by Kaohsiung City Government in the Bank.	(二) 符合「銀行業公司治理實務守則」第20、27條規範。 In accordance with the "Guidelines for Bank Corporate Governance" article 20 & 27.
(三) 銀行建立與關係企業風險控管機制及防火牆情形。 Mechanism for Controlling Risk with Related Companies, and Firewall Method	(三) 本行對於關係企業，均依據本公司對子公司監理準則控管。 The Bank controls its affiliated enterprises in accordance with the guidelines governing the Bank's supervision of subsidiaries.	(三) 符合「銀行業公司治理實務守則」第21條規範。 In accordance with the "Guidelines for Bank Corporate Governance" article 21.
二、董事會之組成及職責 Organization and Responsibilities of the Board of Directors		
(一) 銀行設置獨立董事之情形。 Does The Bank Set Seats for Independent Directors?	(一) 本行設置三席獨立董事。 The Bank set 3 seats for Independent Directors.	(一) 符合「銀行業公司治理實務守則」第38條規範。 In accordance with the "Guidelines for Bank Corporate Governance" article 38.
(二) 定期評估簽證會計師獨立性之情形。 Regular Assessment of Independence of CPA	(二) 每年於董事會定期評估是否續聘會計師。 Continued retaining of the CPA will be evaluated periodically in the Board meeting per year.	(二) 符合「銀行業公司治理實務守則」第38條規範。 In accordance with the "Guidelines for Bank Corporate Governance" article 38.

項目 Item	本行運作情形 Operation	與「銀行業公司治理實務守則」 之差異情形及原因 Differences
三、建立與利害關係人溝通管道之情形 Establishment of Communication Channels with Materially Related Parties		
<p>本行與利害關係人之溝通管道</p> <p>The Communication Channels of the Bank and the Related Parties</p>	<p>(一)依銀行法規定，於利害關係人任職時，立即請其填報利害關係人資料表，並提供利害關係人有關銀行法及主管機關規定之授信限制，俾利遵循。</p> <p>According to the Banking Act, the Bank will ask any materially related party to complete the materially related party's information form immediately after he / she is hired, and also provide the materially related party with the credit extension restrictions provided by the Banking Act and the competent authorities.</p> <p>(二)定期將利害關係人鍵檔資料交利害關係人核對確認及更新，溝通情形順暢無礙。</p> <p>Have the materially related party's information as documented checked, verified and updated by the materially related party periodically. The Bank's communication with the materially related party is free from any interruption.</p> <p>(三)本公司設發言人、免付費專線電話及電子信箱，供本行客戶、股東建議及釋疑；另不定期辦理社區理財講座及提供內部人公司治理研討之訊息，並充分揭露資訊於公開資訊觀測站。</p> <p>The Bank has installed a spokesperson, toll-free hot line and email box to provide suggestion and explanation about questions to the Bank's customers and shareholders. Meanwhile, the Bank also holds the community wealth management symposiums and provides the in-house staff with the information about the corporate governance irregularly, and discloses the financial information in MOPS.</p>	<p>符合「銀行業公司治理實務守則」第22、23條規範。</p> <p>In accordance with the "Guidelines for Bank Corporate Governance" article 22 & 23.</p>
四、資訊公開 Disclosure of Information		
<p>(一)銀行架設網站，揭露財務業務及本行公司治理資訊之情形。</p> <p>Establishment of a Website where Information on Financial Operations and Corporate Governance is Disclosed</p> <p>(二)銀行採行其他資訊揭露之方式。</p> <p>Use of Other Methods of Disclosure</p>	<p>(一)本公司架設有網站(網址www.bok.com.tw)揭露財務業務及公司治理資訊。</p> <p>The Bank has established a website (www.bok.com.tw) where information on financial operations and corporate governance of the Bank is disclosed.</p> <p>(二)上述網址可點選進入本行英文網站；本公司發言人為徐主任秘書翠梅；並指定專人負責公開資訊之蒐集與揭露。</p> <p>The Bank's english website may be accessed from the said website. The spokesperson of the Bank is Chief Secretary Tsui-Mei Hsu. The Bank also appoints specialized personnel to collect and disclose the public information.</p>	<p>(一)符合「銀行業公司治理實務守則」第69條規範。</p> <p>In accordance with the "Guidelines for Bank Corporate Governance" article 69.</p> <p>(二)符合「銀行業公司治理實務守則」第67、68條規範。</p> <p>In accordance with the "Guidelines for Bank Corporate Governance" article 67 & 68.</p>

項目 Item	本行運作情形 Operation	與「銀行業公司治理實務守則」 之差異情形及原因 Differences
<p>五、銀行設置提名或薪酬委員會等功能委員會之運作情形。</p> <p>Operations of such Functional Commissions as Nomination or Pay Commission Established by the Bank</p>	<p>截至98年3月止，本行未設功能委員會。</p> <p>The Bank did not establish any functional commissions before Mar. 2009.</p>	<p>依「銀行業公司治理實務守則」第35條，董事會得考量其規模及獨立董事人數，設置各類功能性之專門委員會。本行尚未規劃設功能委員會。</p> <p>According to Article 35 of the “Guidelines for Bank Corporate Governance”, the Board of Directors may establish the various functional commissions in terms of its scale and number of independent directors. The Bank has not yet established any functional commissions.</p>
<p>六、本行公司治理運作情形及其與「銀行業公司治理實務守則」之差異情形及原因： The Differences between the Corporate Governance Practice of the Bank and the “Guidelines for Bank Corporate Governance”. Reasons for the Difference</p> <p>(一)設置獨立監察人之情形 Does the Bank Set Independent Supervisors ? 依證券交易法第14-4條規定，發行公司應擇一設置審計委員會或監察人，本行目前由監察人獨立行使職權。 Article 14-4 of the “Securities and Exchange Act” expressly provides that a company shall install either of the audit committee or supervisor. For the time being, the Bank is having supervisors exercise their functions independently.</p> <p>(二)設置審計委員會等功能委員會之情形：無。 Is there a Auditing Committee ? None.</p>		
<p>七、本行對社會責任之執行情形 The Bank Towards its Social Responsibility</p> <p>(一)配合政府政策，提供全國工商企業及社會大眾多樣的金融商品與服務，對促進產業之發展、保障客戶權益及創造股東價值作最大的努力。 To cope with the government’s policies, the Bank provides the national commercial and industrial enterprises and public with diversified financial products, and makes every endeavor to promote industrial development, protect customer’s interests and rights, and create shareholder value.</p> <p>(二)歷年來均編有公益支出經費，對政府及民間團體所舉辦之各項公益性活動，酌予經費上的贊助支持等；另成立「財團法人高雄銀行社會福利慈善基金會」，善盡企業社會責任及積極照顧弱勢團體，以克盡本行之社會責任。 The Bank has always prepared the budget for expenditure of public welfare activities in the past, and financially sponsored the various public welfare activities held by the government and private groups, and the various public welfare activities. Additionally, the Bank incorporated the “Bank of Kaohsiung Charity Foundation” to take part in the event together by adhering to the philosophy on “what is taken from the society is used in the interests of the society”. The Bank also cares and feedbacks to society in a timely manner to fulfill the Bank’s social duty.</p> <p>(三)員工權益：請參閱第72頁「五、勞資關係（一）、4.員工權益維護措施」。 Employee rights: Please refer to page 72 “Fulfillment of employee rights”.</p> <p>(四)利害關係人之權利：請參閱第40頁，「建立與利害關係人溝通管道之情形」。 Right of Related Parties: Please refer to page. 40 ” Establishment of Communication Channels with Materially Related Parties“.</p> <p>(五)董監事97年受訓紀錄：請參閱附表「董監事97年受訓紀錄」。 Training record of directors and supervisors in 2008 : Please refer to the attached “Training record of directors and supervisors in 2008”.</p> <p>(六)風險管理政策及風險衡量標準之執行情形：請參閱第120頁「本行各項風險管理制度」。 Execution of risk management policies and risk measuring standards : Please refer to page 120 “The Bank’s risk management systems”.</p> <p>(七)客戶政策之執行情形：為加強客戶之服務與溝通，本行設有消費者申訴專線、以及授信、衍生性金融商品、消費金融案件債務協商機制等專屬服務窗口。 Execution of customers’ policies : In order to improve the services provided to customers and communication with customers, we have a Toll Free Hot Line, and Customer Service Window setup exclusively for credit, financial derivatives and negotiation mechanisms for consumers’ financial debt.</p> <p>(八)銀行為董事及監察人購買責任保險之情形：本行已洽妥保險公司辦理議價中。 Insurance acquired by the Bank for directors and supervisors: The Bank has been negotiating with an insurance company for the premium.</p>		
<p>八、公司治理自評報告或委託其他專業機構之公司治理評鑑報告結果、主要缺失（或建議）事項及改善情形： Corporate Governance Self-assessment Report or Result of Assessment Report Made by Other Professional Organization on a Consignment Basis, Major Defects (or Suggestions) and Improvement Thereof</p> <p>截至98年3月止，本行未辦理公司治理自評報告。 The Bank did not make the corporate governance self-assessment report before Mar. 2009.</p>		