
**Klein–und Mittelbauern** geraten in die Abhängigkeit der Industrieunternehmen. Мелкие и средние крестьянские хозяйства попадают в зависимость от промышленных фирм.

12) Антонимический перевод через антоним ключевого слова при одновременном добавлении или снятии отрицания:

oft **nepredko** (добавление отрицания к антониму)

**eine offene** Agression неприкрытая агрессия

13) Конверсивная замена – замена данного отношения элементов описываемой ситуации на противоположное. Такая замена обычно осуществляется путем использования соответствующих слов–конверсивов, изменения порядка слов и синтаксической функции слов в предложении:

Gold ist **teurer** als Silber Сребро дешевле золота ("дешевле" – "дороже", изменен порядок слов).

**Wir stehen vor der gleichen Aufgabe.** Перед нами стоит та же задача.

14) Целостное преобразование – конкретное изменение способа описания ситуации, замена образа, включающие в себя несколько трудно разграничиваемых трансформаций.

Die **Firma steht gegenwärtig auf der Kippe.** Эта фирма находится сейчас накануне краха. (Букв.: "...стоит на острие").

Итак, применение лексико–семантических переводческих трансформаций обеспечивает большую степень эквивалентности. Основными мотивами применения трансформаций является стремление избежать нарушения норм сочетаемости единиц в языке перевода, необходимость преодоления межъязыковых различий, стремление избежать чуждых русскому языку словообразовательных моделей, а также стремление донести до слушателя важную фоновую информацию или снять избыточную, а также стремление к более компактному варианту перевода.

Список использованных источников:


УДК 336.7

**INDEPENDENT SUPERVISORY BOARD MEMBERS IN POLISH PUBLICLY TRADED BANKS: PRESENCE AND CRITERIA USED IN CORPORATE ChARTERS BETWEEN 2006 AND 2017**

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**Abstract.** The concept of independent board members is an important part of the corporate governance landscape. Existing of this kind of directors should protect a company from being exploited by managers or a majority shareholder. Regardless of the truth or false of this hypothesis it’s interesting to investigate what „the independent director” actually means in the terms of real companies. This article presents requirements concerning the status of independent directors in Polish banking sector between 2006 and 2017.

**Key words:** corporate governance, supervisory board, independent directors, publicly traded banks in Poland, corporate charters

Polish commerce code defines a typical structure of authority in joined-stock companies encompassing three levels of governing bodies with different types of powers. Such a structure in literature is called German model [6, 7]. In this model unlike in others (eg. Anglo-Saxon, Latin or Japanese) [6, 7] there is additional body between shareholders and board of directors.
called supervisory board. The rationale behind the introduction of the supervisory board into the
corporate governance system points the need to monitor the directors who shouldn’t be
effectively controlled by shareholders having no time and knowledge to investigate and evaluate
firm’s performances and activities. The supervisory board groups (or more precisely – should
group) a number of professionals who act in behalf of and relieves shareholders in supervision
task and constitutes a connection between shareholders and managing body.

Polish system thus encompasses:
1. Shareholders meeting that meets normally yearly to make some key decisions
concerning dividends, changing the charter, issuing shares, electing supervisory board members
and – if the charter states so – electing board of directors.
2. Supervisory board – body monitoring the way a company is managed by the board of
directors elected by shareholders
3. Board of directors – nominated by shareholders or the supervisory board managing
team that performs everyday activity of a company.

Both general solutions: one-tier board characteristic to the Anglo-Saxon model and two-tier
board existing in the German model suffer from the same mechanism – possible breach of
duties by persons managing and monitoring the company. Because in two-tier board both
boards’ members are elected – directly or indirectly – by the same persons (shareholders), the
key question emerges: why the supervisory board members should be more trustworthy than
directors or managers? This question can be extended to another one: Who will monitor the
monitor? As Gilson noted: „hiring yet another team merely recreats the problem one level
removed” [5]. The problem with managers breaking duty of loyalty and duty of care can not be
effectively solved by another and another level of monitoring team while they would be
connected by source of power and election mode with controlled entity.

This leads us to the concept of independent director – the term widely used in corporate
governance literature and encountered in all models of corporate governance. Although there
could be many terms assigned to someone generally called an independent director (the
independent director, the outside director, the disinterested director) and even made the
distinction between different types of directors [3], for the purpose of this paper we will not
distinguish different types of „independent” directors. According to the rules published by KNF
[8], independent board member’s key feature is „lack of direct and indirect links with the supe-
rved institution, members of management and supervisory bodies, significant shareholders and
their related entities”. Of course within this general definition many different types of require-
ments can be formulated. Typically we can expect independent director or supervisory board
member can not have any personal or business relations to: (1) managing team members, (2)
shareholders (especially big ones), and (3) cooperants.

In banking sector the role of independent directors is exptional: any none-ethical behaviour
of bank officers can harm not only owners of a bank but also its clients and economy’s stability.
Efficient monitoring performed by skilled and really independent board members can prevent a
bank from being exploited by listed above entities and positively affect firms’ performances;
although should doesn’t mean do [1, 2, 4].

Some Polish publicly traded banks list requirements concerning independent board members
in their charters and establish the number of independent board members. Between 2006 and
percentage of public banks having regulations assigned to independent board members in their
charters increased from 28% to 75% (see table 1). Some of charters have regulation empowering
a supervisory board or shareholders meeting to determine independece criteria for board
members. Sometimes the charter invokes requirements given by other institutions.
Table 1 – Regulations concerning independent board members in the Polish public banks’ charters and bylaws

<table>
<thead>
<tr>
<th>Year</th>
<th>Number of banks having requirements concerning independent board members in their charters</th>
<th>Number of banks having requirements concerning independent board members in other documents</th>
<th>Number of banks having no requirements concerning independent board members</th>
</tr>
</thead>
<tbody>
<tr>
<td>2006</td>
<td>4</td>
<td>0</td>
<td>10</td>
</tr>
<tr>
<td>2009</td>
<td>5</td>
<td>2</td>
<td>8</td>
</tr>
<tr>
<td>2017</td>
<td>5</td>
<td>4</td>
<td>3</td>
</tr>
</tbody>
</table>

Six publicly traded Polish banks regulate area of independent board members in different ways, but they use the compositions of similar elements:
1. The number (or percentage) of independent board members (eg. „at least 30 %”, or „at least 2 board members”)
2. The party board members should be independent of (eg. Key managers, shareholders controlling specific share of votes)
3. Forbidden relations to the party (eg. family relations, ownership,
4. Time since the relations are forbidden (eg. 3 years prior to nomination to the board).

Table 2 shows summarize of regulations concerning independent board members in Polish publicly traded banks in 2017.

Table 2 – Characteristics of independence requirements in banks’ charters in 2017

<table>
<thead>
<tr>
<th>Relation with</th>
<th>Type of forbidden relation</th>
<th>Years prior to nomination (typically)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bank management board</td>
<td>being a top-manager or employee of the bank or its affiliated entity</td>
<td>3-5 years</td>
</tr>
<tr>
<td></td>
<td>earns any form of salary</td>
<td></td>
</tr>
<tr>
<td></td>
<td>being subordinated to the member of bank’s management board in any other company</td>
<td></td>
</tr>
<tr>
<td></td>
<td>having business relations to management board member</td>
<td></td>
</tr>
<tr>
<td></td>
<td>being in close personal relations with someone who is subordinated to the member of bank’s management board</td>
<td>3 years</td>
</tr>
<tr>
<td>Bank shareholders</td>
<td>being a shareholder or a representative of a dominant entity</td>
<td></td>
</tr>
<tr>
<td></td>
<td>having important relations to the bank’s shareholder having specific share in votes</td>
<td></td>
</tr>
<tr>
<td>Bank cooperants</td>
<td>having business relations to bank or its affiliated entity (including being the statutory auditor)</td>
<td>1-3 years</td>
</tr>
<tr>
<td>Other</td>
<td>Being a supervisory board member for 12 years</td>
<td></td>
</tr>
</tbody>
</table>

Within the last 11 years the average number of requirements concerning independent board members in Polish publicly traded banks increased by about 50%. In 2006 there was 4 to 8 requirements mainly from the group describing relations with shareholders and management
board members. In 2017 a range of requirements hesitates from 8 to 10 and the scope of concerns has been completed by relations with business partners.

References:
8. Zasady Ładu Korporacyjnego dla Instytucji Nadzorowanych, KNF 2014