Business Standards Committee Impact Report

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The Goldman Sachs Business Principles

Our clients' interests always come first.
Our experience shows that if we serve our clients well, our own success will follow.

Our assets are our people, capital and reputation.
If any of these is ever diminished, the last is the most difficult to restore. We are dedicated to complying fully with the letter and spirit of the laws, rules and ethical principles that govern us. Our continued success depends upon unswerving adherence to this standard.

Our goal is to provide superior returns to our shareholders.
Profitability is critical to achieving superior returns, building our capital, and attracting and keeping our best people. Significant employee stock ownership aligns the interests of our employees and our shareholders.

We take great pride in the professional quality of our work.
We have an uncompromising determination to achieve excellence in everything we undertake. Though we may be involved in a wide variety and heavy volume of activity, we would, if it came to a choice, rather be best than biggest.

We stress creativity and imagination in everything we do.
While recognizing that the old way may still be the best way, we constantly strive to find a better solution to a client's problems. We pride ourselves on having pioneered many of the practices and techniques that have become standard in the industry.

We make an unusual effort to identify and recruit the very best person for every job.
Although our activities are measured in billions of dollars, we select our people one by one. In a service business, we know that without the best people, we cannot be the best firm.

We offer our people the opportunity to move ahead more rapidly than is possible at most other places.
Advancement depends on merit and we have yet to find the limits to the responsibility our best people are able to assume. For us to be successful, our men and women must reflect the diversity of the communities and cultures in which we operate. That means we must attract, retain and motivate people from many backgrounds and perspectives. Being diverse is not optional; it is what we must be.

We stress teamwork in everything we do.
While individual creativity is always encouraged, we have found that team effort often produces the best results. We have no room for those who put their personal interests ahead of the interests of the firm and its clients.

The dedication of our people to the firm and the intense effort they give their jobs are greater than one finds in most other organizations. We think that this is an important part of our success.

We consider our size an asset that we try hard to preserve.
We want to be big enough to undertake the largest project that any of our clients could contemplate, yet small enough to maintain the loyalty, the intimacy and the esprit de corps that we all treasure and that contribute greatly to our success.

We constantly strive to anticipate the rapidly changing needs of our clients and to develop new services to meet those needs.
We know that the world of finance will not stand still and that complacency can lead to extinction.

We regularly receive confidential information as part of our normal client relationships.
To breach a confidence or to use confidential information improperly or carelessly would be unthinkable.

Our business is highly competitive, and we aggressively seek to expand our client relationships.
However, we must always be fair competitors and must never denigrate other firms.

Integrity and honesty are at the heart of our business.
We expect our people to maintain high ethical standards in everything they do, both in their work for the firm and in their personal lives.

INTRODUCTION

Nearly five years since the onset of the financial crisis, the public continues to ask if anything has changed at large financial institutions to strengthen business standards and practices.

Certainly, the financial system is safer and more resilient. Financial institutions hold significantly more capital and they have materially reduced their holdings of illiquid assets and their gross leverage. Important regulatory reforms are being implemented with respect to capital, liquidity, recovery and resolution and other areas.

But, amid these changes, many in the public worry about whether financial institutions have reviewed and made improvements in how they conduct themselves, communicate and manage their responsibilities to their clients and fulfill their obligations to the health of the financial system.

This report represents our priority and continuing commitment to communicate with our clients, shareholders, other stakeholders, regulators and the broader public about the changes we have made – and continue to make – and their impact in making us a better firm.

In May 2010, our Chairman and Chief Executive Officer, Lloyd Blankfein, announced the creation of the Business Standards Committee (BSC) to conduct an extensive review of our business standards and practices. The mandate of the BSC was to ensure that the firm's business standards and practices are of the highest quality; that they meet or exceed the expectations of our clients, other stakeholders and regulators; and that they contribute to overall financial stability and economic opportunity. The BSC operated with oversight by our Board of Directors, which established a four-member Board Committee to provide additional focus and guidance. In addition, the firm engaged two consulting firms to provide independent advice to the BSC.

The BSC identified six important areas for detailed examination based on the events and developments in recent years. A separate working group was established for each area to conduct a comprehensive review and to make recommendations for change. The six working groups and their areas of focus were:

- Client Relationships and Responsibilities. We examined the responsibilities we have to our clients, their expectations of the firm, the different roles we may play to accomplish our clients' objectives and how the firm communicates with them. We identified actions that would further strengthen our focus on clients and long-term relationships.
- Conflicts of Interest. We examined our approach to conflicts that arise in our business and how we could strengthen our procedures for resolving them. We reviewed the various ways in which our role in serving one client may intersect with our role in serving other clients or with the firm's own interests.
- Structured Products. We examined how to improve the process for identifying structured products that should be subject to heightened review. We focused on strengthening our processes for evaluating and approving these products and their suitability for clients, as well as strengthening our pre- and post-transaction sales practices, and product origination, underwriting and disclosure standards.
- Transparency and Disclosure. We examined how to improve the firm's financial reporting and enhance disclosure of business mix, risk management, balance sheet composition and liquidity. In particular, we explored how to explain our activities more clearly, especially as they relate to our performance and our commitment to serve clients.
- Committee Governance. We reviewed the governance, standards and practices of our firmwide operating committees to ensure their focus on client service, business standards and practices and reputational risk management. In particular, we found ways to strengthen accountability, compliance and internal control standards.
- Training and Professional Development. We examined how to ensure that our training and professional development, including our annual performance review process and rewards, enhanced our culture and strengthened the values of client service as well as appropriate behavior and personal accountability.

In January 2011, we published the Report of the Business Standards Committee, which was the culmination of an extensive eight-month review encompassing every major business, region and activity of the firm. The report made 39 recommendations for change in the above areas. In January 2011, we established the BSC Implementation Oversight Group, which for the next two years was responsible for overseeing the implementation of each recommendation. By February 2013, all 39 BSC recommendations had been fully implemented. We include a description of each recommendation and select highlights of the resulting changes in the Appendix.

The three-year BSC initiative was the most extensive review of the firm's business standards and practices in the firm's 144 year history. The effort was led by Lloyd Blankfein and our global leadership team of approximately 450 partners and 1,900 managing directors. It represented tens of thousands of hours of discussion, analysis, planning, execution, and, importantly, training and professional development which, alone, totaled approximately 100,000 hours. The BSC held 17 formal committee meetings. The Board Committee overseeing the BSC met 13 times. The BSC Implementation Oversight Group held 11 meetings and made five presentations to the Board of Directors. It also met three times with a separate subcommittee of the Board's Corporate Governance and Nominating Committee which provided ongoing oversight of the BSC implementation. Throughout this three year process, we regularly updated our regulators on the progress of our work, meeting with them more than 20 times.

This report discusses the changes we made as a result of the BSC implementation and how they impacted our firm. We identified three unifying themes across the 39 BSC recommendations which capture the areas of greatest change and impact on the firm: (1) **clients**, and the higher standard of care we apply in serving them; (2) **reputational sensitivity and awareness**, and its importance in everything we do; and (3) the individual and collective **accountability** of our people. We have structured this report around these three themes.

A Higher Standard of Client Care

We have elevated our standard of client care through a renewed focus on client service, long-term client relationships and communication with our clients, and through greater individual accountability for clients and their interests. We established the Firmwide Client and Business Standards Committee and changed our committee governance structure and committee missions to ensure that clients are at the very center of our decision-making. Each revenue division and region within the firm established a divisional or regional Client and Business Standards Committee, respectively, and undertook important steps to better facilitate communication with our clients about our different roles and responsibilities. We enhanced our suitability framework to help us better assess whether our clients have the background, experience and capacity to understand the range of outcomes from transactions they execute with us, particularly those transactions that are strategic or complex. We also increased the emphasis on individual accountability for clients in our annual employee performance review process and, for senior client relationship professionals, in compensation determinations.

Greater Reputational Sensitivity and Awareness

We now have a more systematic, integrated and comprehensive firmwide framework for reputational risk monitoring and management. Our major transaction review committees, including the newly created Firmwide Suitability Committee and Firmwide New Activity Committee, are applying more thorough and comprehensive standards for transaction approvals, particularly for those transactions that present reputational risk. We developed a consistent framework of disclosure, documentation and control standards for underwriting activities, private placements and other origination activities. We also strengthened our business standards through a substantially modified set of conflicts policies and procedures. We introduced new pre-transaction sales practices to ensure heightened due diligence before a transaction is executed. For post-transaction sales practices, we developed the capability to analyze the performance of our clients' derivatives transactions, enabling our client relationship professionals and their managers to engage with clients as appropriate about the performance of these transactions. We also changed our annual employee performance review and rewards processes to include an assessment of reputational excellence, linking "cultural" behavior to how our people are recognized and rewarded.

A Deeper Commitment to Individual and Collective Accountability

Our Chairman and CEO communicated a direct message to our senior leaders and all employees about the requirement for a deeper commitment to individual and collective accountability. Lloyd's leadership of the Chairman's Forum has been a critical part of that communication effort. The Chairman's Forum comprised 23, three-hour sessions with Lloyd and groups of our partners and managing directors. It featured a case study and a highly interactive discussion of how we conduct ourselves in serving our clients and protecting the firm's reputation. In an important way, the Chairman's Forum spoke to all of the BSC's 39 recommendations and served as a powerful tool for leadership development.

We also strengthened our Code of Business Conduct and Ethics and made changes to our employee review process that reinforce the importance that the firm is placing on individual and collective accountability.

Defining the Impact of the BSC

The balance of this report focuses on a more detailed discussion of the changes we made and the impact these changes are having on our firm. Most significantly, for all our employees, the experience of initiating, approving and executing a transaction for a client at Goldman Sachs is now fundamentally different. This difference reflects significant changes to processes, business standards, documentation and transaction approvals, all of which impact our approach to decision-making.

Process matters and the BSC changes have led to our processes being more clear, comprehensive and consistent. Business standards reflect the heightened scrutiny we bring to our own actions and activities, the role we play as a large financial institution and the responsibilities we have to our clients and to global financial intermediation. Documentation supporting our processes is more standardized and organized around escalation procedures. Transaction approvals focus on the core goals of serving our clients' long-term interests and protecting the firm's reputation. Taken together, these changes result in better judgments and decision-making, which are among the most important impacts emerging from the work of the BSC.

Sustaining the Impact and Spirit of the BSC

The work underlying the BSC is part of a much larger, ongoing commitment by the firm to be self-aware, to be open to change and to learn the right lessons from recent experiences. Going forward, we know we will inevitably make mistakes, but we commit to learn from them and respond in a way that meets the high expectations of our clients, shareholders, other stakeholders, regulators and the broader public.

As a global financial institution, we recognize that among our responsibilities we have to serve clients first and be as focused on reputational risk as we are on financial risk. We know that while formal processes and rules are very important, they alone cannot substitute for sound judgment and experience and an environment in which every person in the firm feels equally accountable for the firm's reputation.

This approach is embedded in the firm's Business Principles and has been fundamental to our culture for many decades. The attributes of this culture are the foundation on which to sustain the spirit and the impact of the BSC's recommendations to meet the long-term needs of our clients and to continually improve as a financial institution.

BSC IMPLEMENTATION AND ITS IMPACT

A HIGHER STANDARD OF CLIENT CARE

One of the most important changes resulting from the BSC recommendations was our commitment to apply a higher standard of client care, including through: (1) enhanced committee decision-making and the role of the Firmwide Client and Business Standards Committee, (2) describing and communicating our role-specific client responsibilities, (3) enhanced suitability standards and (4) improved client communication.

Putting Clients at the Center of our Decision-Making: The Role of the Firmwide CBSC

The BSC created the Firmwide Client and Business Standards Committee (CBSC) in January 2011 which places clients at the center of the firm's decision-making. The mission of the CBSC is to address the interrelationship between client service, business standards and practices and reputational risk management. The committee is chaired by our President and Chief Operating Officer, Gary Cohn, and its membership currently consists of 20 partners, 14 of whom are on the firm's Management Committee, and one senior director. Committee membership includes representatives from both our client-facing divisions and control functions. The CBSC and the Firmwide Risk Committee are the only two committees involved in the management of the firm that report directly to the firm's Management Committee.

The CBSC provides a forum for our most senior leaders to regularly evaluate the status of our client franchise. At the outset of each CBSC meeting, time is set aside when members are encouraged to raise issues for discussion without a formal agenda. This spontaneity allows for open discussion of current client activities and issues, business practices, reputational matters and topical issues in the financial services industry. Topics discussed at the outset of the meetings often result in follow-up work and presentations to the CBSC or the divisional and regional Client and Business Standards Committees.

Presentations are made to the CBSC over the course of the year by our major business units and key control functions. These presentations provide an overview of our financial performance, assess the status of our client franchise and include a forward looking assessment of "top risks" and our efforts to mitigate them. The "top risks" assessment is valuable to the committee and ensures that potential areas of reputational risk are highlighted for senior leadership in a timely fashion. Importantly, by requiring business units to engage in the discipline of preparing "top risks" assessments, the committee ensures that reputational risk remains at the forefront of business leaders' thinking. "Top risks" reviews regularly result in enhancements to our business standards, policies, practices and procedures.

The table below contains a representative list of the "top risks" cited by business units in their recent presentations to the CBSC. Each example is typically accompanied by a discussion of our efforts to mitigate these risks and the impact they could have on our clients and the firm's reputation.

Examples of CBSC Top Risks Identified by Business Units	
Anti-Money Laundering	Multiple GS Roles
Business Selection	Regulatory Reform Implementation
Due Diligence and Disclosure	Safeguarding Client Assets
Electronic Trading	Structured Products
Information Barriers	Suitability

While "top risks" for various business units and control functions change over time, there are some common themes. For example, the uncertain impact of regulatory reform on both our clients and the firm currently is a consistent theme across our businesses. The integrity of our information barriers and the safeguarding of confidential information is another important area of discussion. Suitability will always be an important area of focus for us as will conflicts and business selection.

Other "top risks" are more specific to each business. For example, there have been significant issues in electronic trading in our industry, and controls on automated trading are a focus for our Securities Division. IBD has been closely evaluating the business it conducts with sovereigns, governments and municipalities and the specific risks that may arise from this business, including reputational risk. Our Investment Management Division (IMD) has been concentrating on new regulations and requirements related to suitability, many of which impact a broader range of clients than in the past and call for enhancements to disclosure, documentation and controls.

The CBSC receives weekly updates on the status of the Goldman Sachs client franchise, including performance metrics and information on business opportunities and changes in the client base. Virtually all of the agenda items include an aspect of our client franchise, reputational risk monitoring and management, or both. The committee also oversees the firmwide approach to obtaining client feedback through surveys and other methods.

Divisional and regional CBSCs were created by the BSC to support the firmwide CBSC. They ensure that major issues impacting divisions and regions, including client concerns, reputational issues and industry developments, are discussed broadly among divisional and regional leaders in a timely manner. They regularly review reputational risk issues, including matters escalated from other committees. Divisional and regional CBSCs are effective in ensuring a coordinated and sustained focus on the client franchise, reputational risk as well as reinforcing individual and collective accountability for clients.

Describing and Communicating the Different Roles We Play

Goldman Sachs acts in many different roles across our various businesses, including as advisor, fiduciary, market maker and underwriter. Clients often expect us to act in multiple capacities simultaneously as part of our relationship with them. Depending on the role we play, our specific client responsibilities differ. For example, our responsibilities as a market maker are quite different from our responsibilities as an investment banking advisor or our fiduciary responsibilities when acting as an investment manager.

The BSC created and implemented a framework for role-specific client responsibilities to improve communication with our clients. For example, our Investment Banking Division (IBD) enhanced its client engagement letters for advisory assignments by including a plain language description of the firm's activities in other divisions and how those activities may be relevant to our clients and to the transactions on which IBD is advising. We also sent a client relationship letter to all clients of our private wealth management (PWM) business globally that describes our responsibilities to them when we act as an advisor or as a broker and describes how we are compensated and the potential for conflicts of interest. Within Goldman Sachs Asset Management (GSAM), our portfolio managers discussed roles and responsibilities with their clients during portfolio reviews and client onboarding meetings.

We delivered an extensive global training program to more than 6,000 of our client-facing professionals across divisions. The program improved their understanding of our role-specific client responsibilities and the need for clear communication to our clients about the role we are playing and the responsibilities we are assuming in particular transactions. The interactive training sessions involved customized workshops using case studies and were facilitated by senior leadership.

In the Securities Division, training was initiated with a series of 11 senior leadership workshops delivered globally to Securities Division partners and managing directors. In each session, team members focused on addressing client concerns and clarifying our different roles and responsibilities. This was followed by 68 client relationship workshops globally for vice presidents and associates led by senior leaders from the division. Following each workshop, sales and trading desk heads identified and committed to action items that would further strengthen client relationships.

In IBD, client relationship master classes for partners, managing directors and vice presidents were delivered globally by senior IBD leaders. In IMD, we conducted training on roles and responsibilities in sessions led by IMD's senior leaders. Additionally, client-facing personnel in IMD participated in a series of one and a half day workshops focused on maximizing client engagement and building trust.

All role-specific client responsibilities training programs emphasized the importance of clear and candid communication with clients, particularly on more complex and subtle issues. Employee feedback on this training referenced the effectiveness of the case studies in drawing out discussion and observations about actual client situations. To sustain the impact, we have added the key elements of these programs to our ongoing training curriculum.

Enhanced Approach to Client Suitability

The standard of care and judgment we apply in assessing client, product and transaction suitability has been strengthened to better serve our clients' interests.

The BSC established the Firmwide Suitability Committee in February 2011. The committee (which replaced the regional suitability committees) acts as a central point of escalation and decision-making for suitability judgments across businesses and other firmwide committees. Having a single committee set standards for client, product and transactional suitability across the firm has been an important improvement, allowing us to promote consistency in how we make suitability determinations. In addition, internal discussions and dialogue with clients around suitability has increased. For certain clients, this has resulted in adjustments to the types of business we transact with them, and in some cases has prevented us from pursuing transactions which clients wanted to execute.

A significant change resulting from the BSC was the classification of our clients into three segments: professional investors, other institutional accounts and high net worth accounts. Segmenting our clients this way allows us to assess important differences in client sophistication and product and transaction suitability and to focus on the particular circumstances of individual clients.

We created new automated suitability tools, including a transaction class matrix (TCM). The TCM, which is used within our Securities Division and the Financing Group in IBD, is populated with the types of transactions that a client is pre-approved to transact from a suitability perspective. Our client relationship professionals have created over 21,000 TCMs for clients with input from their managers and compliance personnel. To reinforce salesperson accountability, we introduced a trigger which highlights for escalation any transaction that is not covered by the client's TCM.

Our PWM business also introduced key enhancements to its suitability framework. PWM revised its investment objective choices to cover a broader range of client return objectives and risk appetites. The new investment objectives are accompanied by plain language descriptions, including of associated portfolio composition and risk implications. PWM also completed a two-year project to increase the information it obtains about each client's financial position, portfolio goals, risk tolerance and investment knowledge and experience. PWM uses this information to develop suitable advice and recommendations for clients.

The BSC identified two broad categories of transactions which are sufficiently large, important and/or complex that require heightened oversight and approval. The first category is strategic transactions, which are often characterized by several of the following traits: (1) losses or gains from the transaction could reasonably be expected to materially impact the client's financial position or have an adverse reputational impact on the firm; (2) the transaction is likely to have a material impact on the market; (3) the transaction requires the approval of the client's Chief Financial Officer, Chief Executive or its Board of Directors; (4) the transaction hedges a material acquisition, disposition or other similar transaction by the client, and the hedge itself is material; (5) the transaction requires separate disclosure in the client's financial statements or will otherwise be disclosed through a public filing; or (6) the transaction represents a large financial commitment by the client.

Strategic transactions are subject to review and approval by the Firmwide Suitability Committee or its designees and by divisional compliance even if the transaction is being entered into with a professional investor. Many different types of transactions qualify as strategic. For example, a strategic transaction could take the form of a corporate client entering into a call spread transaction with us in connection with the issuance of convertible bonds that convert into a significant percentage of its outstanding shares. Under the call spread transaction, the client buys a call option on its shares at the conversion price of the convertible bond and sells us warrants to purchase its shares at a higher price. This transaction effectively increases the conversion price of the shares underlying the convertible bond and decreases the equity dilution.

Complex products are the second category of transaction that is subject to heightened oversight and approval. While there is no standard definition of a complex product, the financial and reputational risk factors associated with these instruments may include: (1) non-linear or leveraged payouts (including embedded leverage); (2) illiquidity; (3) lack of price transparency; and (4) the potential for losses in excess of initial investment. In addition, we consider highly correlated relationships between different elements of the transaction or seemingly unrelated classes of complex financial products. The Firmwide Suitability Committee acts in collaboration with other committees (including the Firmwide New Activity Committee) as part of the review and approval process for complex transactions as described in greater detail later in this report.

An example of a complex product would be an investment that bundles high yielding assets and attaches a currency overlay. The Firmwide Suitability Committee approved this type of investment for sale in a single market, but it required special disclosure of the risks of investing in the product and limited the distributors to those with whom we were most comfortable.

We trained over 2,000 client-facing professionals globally on our new approach to client segmentation and related suitability requirements, underscoring how far-reaching these changes have been across the firm. As part of this training, client-facing professionals were reminded of their responsibility to identify transactions subject to heightened review and engage with clients as appropriate throughout the lifecycle of transactions.

To illustrate the scope of change and impact of the BSC recommendations with respect to suitability, we have detailed the lifecycle of a client transaction in the online materials that accompany this report. The lifecycle depicts the ways in which the transaction is impacted by the many new practices and procedures we implemented. In the example, we follow the process of a hypothetical, existing client of our Securities Division who expresses an interest in executing a type of transaction which the client has not executed with the firm before. The client relationship person initiates a formal suitability assessment, based on our new suitability framework, by entering information regarding the new transaction into the client’s TCM.

Depending on the client's experience level and the complexity of the product, further review may be required from the client relationship professional's manager and compliance (e.g., a client would like to enter into a more complex derivative for the first time with Goldman Sachs), or the client may be approved to transact immediately (e.g., a client with a long-established trading history wants to execute an over the counter equity product that is less complex than those it has executed with Goldman Sachs before).

Once a product is approved and executed, we have the capability to analyze the performance of the client's derivative transaction, enabling the client relationship professional and his or her manager to engage with the client as appropriate about the performance of the transaction.

This example shows how an enhanced suitability framework, stronger approval processes and better documentation, disclosure and communication with our clients are contributing to better client service.

Improved Client Communication

Client communication is another important area where we have improved our standard of client care. Many of the changes outlined below respond to feedback from clients.

We trained over 8,000 professionals on the substantially modified conflicts policies created by the BSC. This training addressed the importance of clear communication with clients about conflicts and underscored the importance of informing investment banking clients about other activities the firm may continue to perform while we are acting as advisor. In addition, the training outlined various scenarios where potential conflicts might arise and how they should be addressed.

Our Business Selection and Conflict Resolution Group implemented new procedures to monitor when our IBD teams have been instructed to deliver a specific communication to clients about conflicts. This new communication management system tracks whether the required communications have been delivered by our IBD professionals. The ability to systematically track and monitor communications regarding conflicts helps us ensure that clients are receiving the information they need to make timely and informed decisions.

IMD improved client communication through several important changes. It revised its marketing materials, client onboarding documentation and client reporting documents to make them more readable and user-friendly. A key element of this effort was to ensure that important disclosures to clients were in plain language and understandable. As noted above, PWM also sent a client relationship letter addressing a range of topics to each private wealth client globally in an effort to increase communication and transparency with clients.

PWM introduced additional post-transaction analysis for the performance of structured products and improved structured note reporting and analysis. In our Securities Division, we developed the capability to analyze the performance of our clients' derivatives transactions, enabling our client relationship professionals and their managers to engage with clients as appropriate about the performance of these transactions. In both cases, the objective is to better serve our clients by providing them, as appropriate, with timely information so that they can understand how their transactions are performing and make informed decisions.

GREATER REPUTATIONAL SENSITIVITY AND AWARENESS

Strengthening reputational risk monitoring and management was one of the highest priorities of the BSC. We now have a more systematic, integrated and comprehensive firmwide framework for reputational risk monitoring and management. This is one of the most important achievements of the BSC.

Improvements in reputational risk monitoring and management have been made in four key areas: (1) more thorough and comprehensive transaction review and approval standards; (2) enhanced disclosure practices; (3) enhanced business selection and conflicts procedures; and (4) new pre- and post-transaction sales practices associated with complex products.

More Thorough and Comprehensive Transaction Review and Approval Standards

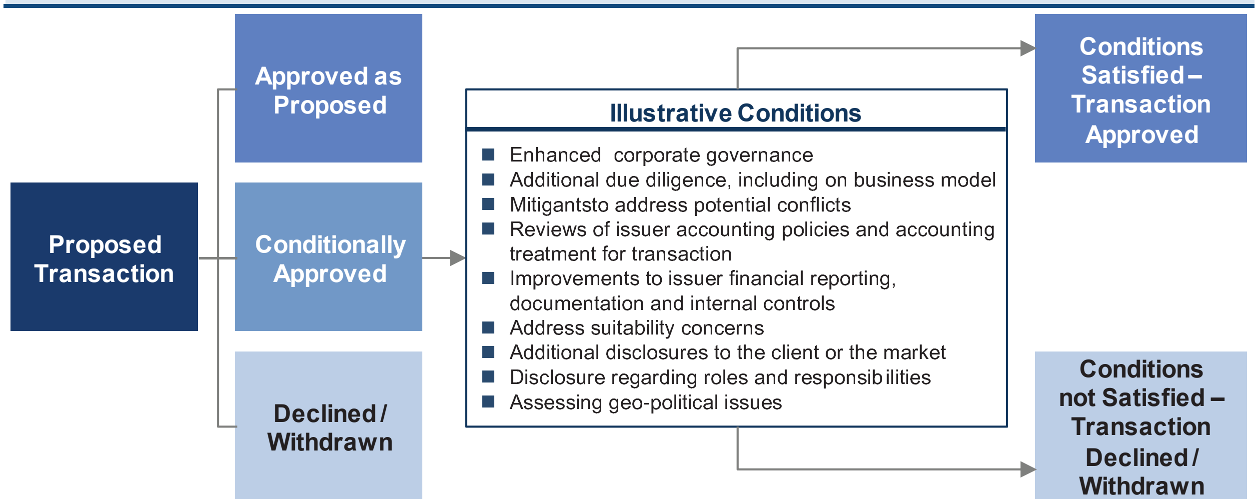
The BSC significantly strengthened the transaction review and approval standards for various classes of transactions, especially those presenting reputational risk to the firm.

This included major changes in the firm's committee governance. In addition to creating a number of new committees, we assigned formal accountability for reputational risk management to each committee involved in the management of the firm. Moreover, we codified the enhancements to our committee governance and business standards in dozens of new and revised policies and procedures.

Of particular importance was the adoption of the standard of "conditional approval." This standard is now a regular feature of the work of all committees involved in the review and approval of transactions. The conditional approval discipline represents a rigorous approach to the identification of critical issues – many of which are reputational in nature – that are seen by committees as outright barriers to approving a transaction as proposed. There are many transactions that committees approve only after important changes are made to the way the transactions were originally contemplated. During 2012, approximately two-thirds of transactions reviewed by the Firmwide Capital Committee, almost half of transactions reviewed by the Firmwide Commitments Committee and approximately one-third of transactions reviewed by the Firmwide Suitability Committee were "conditionally approved."

The exhibit below shows how the standard of "conditional approval" is applied in our committee decision-making. It includes a list of illustrative conditions which have been applied by our transaction review committees over the past year in granting conditional approvals. Satisfying these conditions involves modifying the proposed transactions from those we could have done, but should not do, to transactions that we both can and should do. Put simply, "conditional approval" is another way of saying that the transaction in question "should not" and will not be approved unless and until the conditions established by the committee are satisfied. In most cases, the conditions are eventually met to the satisfaction of the committee and the client, and the transactions are executed. In cases where the conditions are not satisfied, the transactions are not executed.

Committee Decision-Making – Application of Conditional Approval



One of the most important examples of enhanced review and approval standards is in the area of structured and complex financial instruments, some of which were a major contributing factor to the financial crisis. Professional investors generally have the background, experience and risk profile to make their own investment decisions, including for complex and structured instruments. Nevertheless, the Firmwide New Activity Committee and other committees play an important role in vetting new complex products before the firm engages in them for the first time.

As part of this review process, those committees must be satisfied that the instrument is appropriate for the markets and that the relevant risk factors associated with the instrument are adequately addressed and disclosed.

Enhanced Disclosure Practices

The BSC implemented changes that have enhanced disclosure practices and policies and improved transparency between the firm and our clients, shareholders, other stakeholders and the public at large. Enhanced disclosure has taken many forms, including a comprehensive re-casting of our business segment financial reporting that has provided greater clarity on our client franchise and the ways the firm generates revenues and profits.

More broadly, the analytical framework and standards for disclosure applied to underwritings, private placements and other origination activities have been enhanced to facilitate market efficiency and to increase the sensitivity of our employees to the risk factors – both financial and reputational – that may be associated with these activities.

The BSC recommended that certain securities underwriting activities be moved from the Securities Division to the Financing Group in IBD. We moved those underwriting activities, including sector based securities origination (e.g., credit cards, student loans) and certain emerging market debt origination, and enhanced our framework of underwriting, disclosure, documentation and control standards that applies to all underwriting activities in the firm.

The enhanced control standards for underwriting, private placements and other origination activities include: (1) greater consistency across business units in approval, control and disclosure practices; (2) updated written policies and procedures; (3) the designation of "gate keeper" personnel who are responsible for the oversight of relevant business practices; and (4) a requirement that an appropriate firmwide committee oversee these securities origination activities. The enhanced disclosure standards require offering documents to include a broader, more visible and readable discussion of risk factors including risks arising from: (1) the structure of the instrument; (2) leverage; (3) the underlying assets; and (4) the vulnerability of the offered investment to market, credit, counterparty and reputational risk factors.

Importantly, internal deliberations on underwritings, private placements and other origination activities have an increased focus on the following factors that provide context to our disclosure: (1) the impact of Goldman Sachs' other activities (e.g., market making) on the offered investment; (2) the relationship between Goldman Sachs, the issuer, and the underlying assets; (3) the different roles Goldman Sachs has in the transaction and the scope for potential conflicts; (4) any ancillary benefits the firm might receive as an outgrowth of the transaction; and (5) the involvement of third parties in the transaction.

These and other disclosure-related initiatives have strengthened our business standards and resulted in better disclosure to our clients as to the risks – both financial and reputational – that may be associated with various financial instruments.

Enhanced Business Selection and Conflicts Procedures

Successfully resolving conflicts of interest is fundamental to our client relationships, our reputation and our long term commercial success. However, successful conflict management is a complex subject, and each situation is unique and requires case by case analysis. Success depends on a comprehensive framework of process, documentation and informed judgments on the part of experienced business leaders and other firm personnel.

The task of enhancing our conflict procedures involved a number of important changes recommended by the BSC including: (1) the development and use of "plain language" in engagement letters for investment banking advisory clients that clearly describes our business model and the activities of the firm's various divisions; (2) an improved framework for documentation for investment banking clients regarding conflicts issues; (3) procedures that reduce the number of investment bankers who receive sensitive client information as part of the conflicts process; (4) meaningfully reducing the turnaround time in responding to new business inquiries from clients; (5) enhanced procedures governing the "wall crossing" of our employees; (6) integrating businesses across the firm into the conflicts process; (7) compiling updated policies and procedures regarding conflicts in each of the revenue producing divisions[1]; and (8) updated training programs on conflicts for over 8,000 employees worldwide.

Through conflicts training and the Chairman's Forum, we have reinforced the message that identifying conflicts and protecting the firm's reputation is a responsibility that is shared by all employees. When potential conflicts or other reputational issues arise, as they inevitably will, it is incumbent upon every person at the firm to identify and escalate them quickly. Often we are able to address potential conflict issues through appropriate disclosure and informed consent from our clients or through the use of other mitigants where appropriate, such as co-advisors or limiting a new role that we accept from a client.

[1] Each of the following divisions has its own divisional conflicts policy: Investment Banking Division, Securities Division, Merchant Banking Division, Realty Management Division, Investment Management Division, Goldman Sachs Bank USA and the Operations, Technology, Finance and Services divisions.

Divisional leadership and the Executive Office are acutely focused on the topic of conflicts and the implications for reputational risk. Training and the various changes we have made in the conflicts process have strengthened the dialogue with our clients and elevated our sensitivity to the reputational risks that can arise in the course of our advisory and other businesses.

New Pre- and Post-Transaction Sales Practices

In addition to financial risks, the financial crisis revealed in stark terms the reputational risks that can arise from transacting in complex financial products. A major focus of the BSC was how best to mitigate the reputational risks associated with these instruments. Through a combination of enhanced controls and new pre- and post-transaction sales practices, we developed a much stronger framework for approving the sale of complex products and mitigating the reputational risks. The complex financial products we create today are subject to a different review process than the process we had in place before the BSC.

For new complex financial products, the first question we ask is whether we should be involved in the market for this product at all. Another key question, from a reputational risk point of view, is for which client segment is the product appropriate. Through the work of the Firmwide New Activity Committee and the firm's other transaction review committees, all new activities and products (including complex financial products) undergo a thorough vetting and approval process before we engage in the activity or product for the first time. In addition to addressing the question of whether we can conduct the activity or execute the product from a legal and operational perspective, the Firmwide New Activity Committee considers whether we should engage in a new complex financial product from a reputational perspective.

We now have in place an enhanced set of pre-transaction sales practices designed to mitigate the reputational risk associated with complex financial products. We have improved our pre-transaction due diligence, disclosure and documentation procedures. These changes reinforce to our client relationship professionals the importance of carefully considering the reputational consequences of a decision to sell a complex financial product to a particular client. In addition, these changes also mitigate the risk that clients transact in unsuitable products and the negative impact this might have on our clients as well as on our reputation.

Finally, as described earlier in this report, we have developed new capabilities for monitoring transaction performance which enable our client relationship professionals and their managers to engage with clients as appropriate about the performance of certain transactions. This practice improves client service and helps mitigate the reputational risks we face when the performance of complex financial instruments result in unforeseen losses.

A DEEPER COMMITMENT TO INDIVIDUAL AND COLLECTIVE ACCOUNTABILITY

Creating a deeper commitment to individual and collective accountability has been a critical part of achieving the BSC objectives of strengthening our client relationships and reputational judgment. Through the significant BSC training and professional development effort (including the Chairman's Forum), we have engaged our employees at all levels on the importance of individual accountability as well as on our shared responsibility for our clients and for protecting the firm's reputation. Based on the employee feedback we have received, the training has been impactful. We also have adjusted the way we recognize and reward our people to reinforce their accountability for clients and the firm's reputation.

Delivering the Message

The most powerful approach to driving accountability at the firm is through tone from the top. Our Chairman and CEO sent a direct message to our employees that they are accountable for their own actions and, as importantly, the actions of those around them.

The Chairman's Forum has been a critical part of the implementation effort and a powerful opportunity in leadership training and development. Across our population of partners, managing directors and vice presidents, approximately 42,000 hours have been committed to the Chairman's Forum program.

The Chairman's Forum was conducted for all of the firm's partners and managing directors in 23 sessions globally from June 2011 to April 2012. Lloyd Blankfein led all of the sessions in person and devoted more time to this initiative than any other in 2011 and early 2012. Each three-hour session included a brief documentary about the culture of the firm and extensive remarks by Lloyd, followed by a question and answer session with him. In his remarks, Lloyd focused on key lessons learned from the financial crisis as well as the personal accountability required of every employee at Goldman Sachs to protect and enhance the reputation of the firm.

Ninety minutes of each Chairman's Forum was focused on a filmed case study set in a hypothetical, but realistic set of complex situations in a stressed market environment. The case study highlights issues that are not easily resolved and that require escalation and judgment; it also highlights how we interact with clients. Members of the Management Committee led a highly interactive discussion of the case study that explored how individual behavior and decisions can have significant and unintended consequences on the firm, our clients and our reputation, particularly in the context of issues and questions for which there are rarely obvious answers. Feedback from our partners and managing directors indicates that the Chairman's Forum has successfully reinforced messages about personal accountability, client service and reputational risk management.

The Chairman's Forum for vice presidents was launched in June 2012 and includes 69 sessions to be held in 20 cities for approximately 12,000 vice presidents. The program has reached more than 6,000 vice presidents to date and will be completed by the end of 2013. Senior participation in the program is an important component of making the Chairman's Forum a high impact event for all vice presidents. Each three-hour session is hosted by a member of the firm's Partnership Committee or Regional Management Committees and includes a brief documentary about the culture of the firm and filmed remarks by Lloyd Blankfein, including highlights of Lloyd's presentations during the Chairman's Forum for managing directors. The vice president program also includes a 90-minute case study, which is a modified version of the case study used for the managing directors. The final 30 minutes are conducted by a member of the firm's Management Committee whose remarks emphasize the importance of weighing reputational risk when interacting with clients and making difficult business decisions. These remarks also summarize the points made in the case study discussion, highlighting to vice presidents that they are personally accountable for protecting the firm's reputation in every decision, action and client communication.

Reinforcing the Message

We reinforce our expectations for employee behavior in the way we evaluate their performance and recognize and reward them.

As a result of the BSC implementation, we now assess reputational excellence as part of our annual performance review process. Beginning in 2011, reviewers of all professionals were asked to rate reviewees on reputational excellence based on prescribed criteria.[2] In addition, reviewers are asked to comment on how the reviewee exhibits reputational excellence by demonstrating commitment to the BSC recommendations, exercising good risk management

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[2] In relation to reputational excellence and risk management, the reviewer was asked to assess whether the reviewee: (i) balances risk and reward when making decisions; (ii) adheres to the firm's risk management practices and controls; (iii) identifies and escalates areas of control risk both within his/her team(s) and teams impacted by his/her work; (iv) engages all relevant parties in decision making; (v) treats clients' information and activities with sensitivity and protects the firm from breaches of confidentiality; (vi) contributes to the development of sound risk policies, controls and infrastructure; and (vii) knows applicable policies and procedures. In relation to reputational excellence and reputational judgment and compliance, the reviewer was asked to assess whether the reviewee: (i) protects and enhances the reputation of the firm; (ii) knows applicable laws, policies and procedures; (iii) recognizes, escalates and proactively seeks guidance on issues; and (iv) contributes to the development and/or implementation of policies, procedures and controls.

and reputational judgment and adhering to the firm's Code of Business Conduct and Ethics (Code of Conduct) and compliance policies.

The BSC also recommended increasing the emphasis on client focus in our annual performance review process. Now, as part of the review questionnaire for all professionals, reviewers are asked to rate the reviewee with regard to their focus on trust, transparency and long-term orientation in connection with client relationships.[3] These changes have reinforced four key messages to all of our employees regarding (1) the importance of serving our clients, (2) the importance of protecting the firm's reputation and upholding our culture and values, (3) the link between "cultural" behavior and how people are recognized and rewarded in our organization and (4) individual and collective accountability.

Accountability for clients is one of the factors considered in compensation determinations for client relationship professionals. For example, senior bankers in IBD are required to prepare client relationship summaries that are considered in compensation determinations. Leadership, culture and values (including client focus) have also been reemphasized as part of the criteria for evaluating candidates for promotion to partner and managing director. Our promotion process is intense and involves interviewing those at the same level of seniority as the position for which the candidate is being interviewed. The guidelines for both the interviewers and the interviewees were revised to emphasize that candidates must be evaluated in greater detail on their demonstration of client focus and their commitment to reputational excellence (risk management, reputational judgment and compliance).

These changes have impacted our decisions about compensation and who we reward. Moreover, our review and reward processes more powerfully communicate and reinforce to our professionals the need to focus on our clients and our reputation and to always act in accordance with the highest standards of the firm.

We also strengthened our Code of Conduct to highlight the need for every employee to act not only in accordance with all applicable laws, rules and regulations, but also with the highest ethical standards. We provided training to all of our employees on our enhanced Code of Conduct and required them to certify that they will comply with it.

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[3] The client focus criteria asks the reviewer to assess whether the reviewee: (i) creates an environment where clients' long-term interests come first and focuses beyond immediate commercial impact; (ii) encourages team members to escalate client issues; (iii) builds and reinforces a culture that solidifies strong client relationships and trust; (iv) partners with clients to understand their needs and develops strategies to achieve them; (v) is transparent and makes sure the client understands the firm's role and responsibilities; and (vi) manages clients' expectations effectively and follows up to ensure clients are satisfied.

Sustaining the Impact and Spirit of the BSC

We are continuing to evaluate our progress in achieving the BSC objectives. While some of what we have done can be measured, many aspects of our business standards and culture are not easily measured or quantified.

We recognized from the beginning that the full impact of the BSC would need to be judged over an extended period. Accordingly, we expect that the changes we have made will become increasingly visible to our clients, shareholders, other stakeholders, regulators and the broader public over time.

With the implementation of all 39 recommendations, we concluded the work of the BSC Implementation Oversight Group; however, the need to monitor the changes associated with the BSC will continue. Our Board of Directors established a special subcommittee of its Corporate Governance and Nominating Committee to reinforce a priority of our senior management: the continuous improvement of our business standards and practices.

Many of the standards emanating from the BSC will evolve and adapt as markets, technology and regulation evolve and adapt. However, given the commitment of our firm to both the letter and spirit of the BSC, any adjustments will always be in the direction of our responsibility to serve our clients' long-term interests, protect the firm's reputation and accept our individual and collective accountability for doing so. These goals are the foundation of our Business Principles and have been at the core of our culture for more than 140 years; they must remain so if Goldman Sachs is to be relevant and effective for our clients and the financial system.

Appendix

<u>**Description of the BSC Recommendations and Select Highlights**</u>

This Appendix briefly describes each of the 39 Business Standards Committee recommendations and select highlights of the changes we made as part of the implementation effort. Please refer to the original Report of the Business Standards Committee for a more detailed discussion of the 39 recommendations and the areas for change contemplated by the Business Standards Committee. The report can be accessed on our website at **http://www.goldmansachs.com/who-we-are/business-standards/committee-report/business-standards-committee-report-pdf.pdf**.

Recommen-dation	Description	Select Highlights
	Client Relationships and Responsibilities	
1.	Reemphasize client service values	• Client-facing professionals participated in training that focused on client service values
2.	Implement framework for role-specific client responsibilities	• Revenue divisions designed and implemented an approach for communicating about our roles and responsibilities to clients • Client-facing professionals participated in training that focused on roles and responsibilities
3.	Increase emphasis on client service / relationships in annual performance review and incentive processes	• Performance review process was updated to increase focus on clients • Client franchise metrics a factor in compensation decisions for certain senior client relationship professionals
4.	CBSC to design and implement a comprehensive program to strengthen client interactions and relationships	• Regular reporting to CBSC on the state of the client franchise (including performance metrics and current client activities and issues, business practices, reputational matters and topical industry issues) • CBSC overseeing ongoing approach to obtaining client feedback
5.	Implement training / development program on firm's Business Principles, client service values and role-specific client responsibilities	• Client-facing professionals participated in training that focused on client service values, the firm's Business Principles and our role-specific client responsibilities • Additional culture and client focus content included in orientation and promotion programs

Recommen-dation	Description	Select Highlights
6.	Design / execute communication program to introduce BSC recommendations to clients	• Rolled out multiple BSC communications to clients, other key stakeholders and regulators
	Conflicts of Interest	
7.	Enhanced Wall Cross Approval Process	• Implemented strengthened wall cross procedures; training provided to relevant personnel • Enhanced surveillance of information barriers
8.	Moved Certain Underwriting and Origination Activities	• Moved certain securities origination functions from the Securities Division to the Financing Group in IBD • Strengthened policies and procedures to achieve consistency of standards related to securities origination, including oversight, disclosure, documentation, due diligence and controls, and conducted training for relevant personnel
9.	Supplement Written Communication Restrictions During Underwriting and Advisory Assignments	• Updated our Restricted Trading List (RTL) code and revised our guidelines for communications regarding RTL securities; conducted training for relevant personnel • Established a new system for compliance personnel to monitor select written sales communications
10.	Enhanced Financing Policies and Procedures	• Instituted requirement to obtain senior management approval before firm acts as sole financing source in certain situations involving firm-related funds • Instituted enhanced review process for financing requests from bidders where firm-related funds are also bidding • Instituted a process requiring review and approval from senior management before providing staple financing for the sale of public companies • Introduced heightened review of underwriting for an issuer where the firm or its affiliates have a material interest as shareholder or creditor
11.	Integration of Certain Businesses into Conflicts Process	• Reviewed and amended certain policies in relevant IMD businesses
12.	Comprehensive Conflicts–Related Policies and Procedures	• Substantially modified our divisional business selection and conflicts policies • Created a compilation of business selection and conflicts policies, procedures and best practices

Recommen-dation	Description	Select Highlights
13.	Conflicts Resolution – Plain Language	• In collaboration with the Business Selection and Conflicts Resolution Group, IBD updated its advisory engagement letters to include a plain language summary of the firm's various businesses and how they will operate during advisory assignment • Training provided to client-facing professionals on the importance of clear and candid communication about conflicts
14.	Training and Professional Development Related to Conflicts Resolution	• Training provided to client-facing professionals on our substantially modified divisional business selection and conflicts policies
Structured Products		
15.	Identifying Designated Structured Transactions	• Updated Structured Products Committee charter reflects its responsibility for oversight and approval of Designated Structured Transactions
16.	Identifying Strategic Transactions	• Updated divisional suitability policies and procedures to establish criteria for identifying, reviewing and approving strategic transactions
17.	Identifying Complex Transactions	• Updated divisional suitability policies and procedures to establish criteria for identifying, reviewing and approving complex transactions
18.	Redefine the firm's approach to segmenting clients for suitability purposes	• Updated divisional suitability policies and procedures to reflect new client segmentation: professional investors, other institutional accounts and high net worth clients • New client segmentation drives suitability analysis and required review and approval
19.	Enhancements to Pre-Transaction Sales Practices	• Enhanced tools, workflows and procedures related to sales practices and suitability requirements • Completed over 21,000 Transaction Class Matrices for IBD and Securities Division clients globally • Identified a relationship contact person for each over-the-counter derivative transaction of clients in our Securities Division
20.	Post- Transaction Sales Practices	• Developed the capability to analyze the performance of certain clients' derivatives transactions, enabling our client relationship professionals and their managers to engage with clients as appropriate about the performance of these transactions
21.	Origination Standards	• Strengthened policies and procedures to achieve consistency of standards related to securities origination, including oversight, disclosure, due diligence and controls, and conducted training for relevant personnel

Recommen-dation	Description	Select Highlights
22.	Disclosure Standards	• Implemented enhanced disclosure requirements, with a particular focus on risk factor disclosure and appropriate due diligence
23.	Development of training and professional development programs on structured products	• Training rolled out to client-facing professionals across the Securities Division, IBD and PWM on the new requirements related to structured products, including the identification of structured/complex/strategic products, client segmentation and new pre- and post- transaction sales practices
	Transparency and Disclosure	
24.	Reorganize business segments	• Reorganized our revenue reporting in our public financials from three segments into four to provide greater clarity around the importance of client franchise activities and client facilitation to our revenues. Improved the description of our businesses and more clearly articulated the drivers of our financial performance.
25.	Disclose a simplified balance sheet	• Disclosed an alternative balance sheet in our public financials that generally allocates assets to our businesses and better enables investors to assess the liquidity of our assets
26.	Enhance liquidity disclosure	• Disclosed additional information in our public filings on the mechanics and assumptions underlying our liquidity policies which better describe our robust liquidity management framework
27.	Enhance disclosure of risk management policies and practices	• Added additional information in our public filings regarding the firm's risk management structure, culture and processes, including regarding operational risk, capital adequacy and credit risk
28.	Describe in plain language business activities and reorganize financial disclosures	• Rewrote business descriptions in our public filings to better explain our business activities, our performance and how it relates to serving clients. • Reorganized financial disclosures to consolidate related topics, to remove repetitive information and to improve the overall clarity of the disclosure.
	Committee Governance	
29.	Firmwide Client and Business Standards Committee (CBSC)	• Established the Firmwide CBSC in January 2011 which puts clients and our reputation at the center of the firm's decision-making • Established Committee Operating Group (COG) to assist the Firmwide CBSC with committee oversight
30.	Divisional and Regional CBSCs	• Established 5 divisional CBSCs and 2 regional CBSCs • Ongoing reporting to Firmwide CBSC by new Divisional CBSCs and Regional CBSCs

Recommendation	Description	Select Highlights
31.	Suitability and New Activity	• Established the Firmwide Suitability Committee, which acts as a central point for review and approval of suitability determinations • Established the Firmwide New Activity Committee which, in addition to addressing whether we can conduct the activity from a legal and operational perspective, also considers whether we should engage from a reputational perspective.
32.	Event Reviews	• A number of event reviews have been conducted
33.	Enhancements to Committee Procedures	• COG published committee policy governing all committees involved in the management of the firm, which promulgated standardized committee charters, required committees to keep minutes and mandated uniform statements of action for transaction review committees • Over 160 committee charters brought into line with the new committee policy, including making each committee responsible for reputational risk management as part of its mandate • COG conducted two iterations of the annual committee self-assessment, mandatory for all committees involved in the management of the firm
Training and Professional Development		
34.	Focus leadership on reinforcing the firm's culture and on strengthening client relationships and reputational excellence	• Enhanced the content of our orientation and promotion programs, including our firmwide leadership and management curriculum, to reinforce the BSC's key messages, including the importance of client relationships and reputational excellence.
35.	The Chairman's Forum	• 23 sessions of the Chairman's Forum for partners and managing directors completed • Chairman's Forum for VPs in progress
36.	Emphasize risk management and reputational judgment / compliance in annual performance review	• Annual performance review process updated to place renewed focus on reputational matters
37.	Design and implement training and professional development programs	• In addition to creating over 30 new BSC training programs, we updated our existing firmwide training curriculum to include key BSC programs and content
38.	Emphasize leadership, culture and values (LCV) in partner and managing director promotion process	• Leadership, culture and values reemphasized in partner and managing director promotion process
39.	Update and strengthen the Goldman Sachs Code of Business Conduct and Ethics	• Code of Business Conduct and Ethics updated and included on GS website • Online training program developed and rolled out to all employees

Membership

Public Responsibilities Subcommittee of the Board of Directors

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Professor of Management Practice at Harvard Business School and Former Chairman & Chief Executive Officer, Medtronic, Inc.

James J. Schiro
Lead Director of the Goldman Sachs Board and Former Chairman of the Group Management Board and Chief Executive Officer, Zurich Insurance Group Ltd.

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