

## ABSTRACT

Commissioner, in Indonesia, has been known its presence since a long time ago. But, his presence and responsibilities as supervisor and advisor based on some points of view are not as significant as board of executives and General Meeting of the Shareholders. The Code of Commercial Law itself as the first law for NV (now PT) do not explain clearly and strongly about a must of commissioner existence. However, commissioner has still been exist in reality with all of his bad stigma such as a "yes man" for executive, as a mannequin, and his fragile-viewed responsibilities. Such kind of stigma has still been continued with the enactment of limited company act (Undang-Undang No. 1 Tahun 1995) and capital market act (Undang-Undang No. 8 Tahun 1995). Through the limited company act, we can observe more detail about the arrangement of commissioner.

Monetary and economic crisis in Indonesia, the dependency of Indonesia public company towards international interest and fresh large treasury, and especially the advent of good corporate governance concept as a global paradigm in corporate governance make a very vital and strategic position for commissioner in governing the corporate. This brand new concept contains four main principles i.e. fairness, accountability, responsibility, and transparency. In order to make those principles work, independent commissioner/outside director as a part of board of commissioner must be supported by new several committee i.e. audit committee, remuneration committee, risk committee, and insurance committee.

As a new concept, implementation of good corporate governance including the availability of independent commissioner/outside director must pay its attention to the characteristic of each company, its local culture, and regulations and legal system governed in every states. There are no guaranty the corporate will be succeed when regulations contains good corporate governance principles if the corporate itself has no consciousness of both internal and external elements in company .

Keywords : good corporate governance, independent commissioner/outside director

