

## **Chairperson of the Board**

The Chairperson of the Board is appointed, from among the independent directors, by the Shareholders as per the Shareholders' Agreement. He / She should be a firm and objective leader and fulfil his / her role with impartiality. The Chairperson of the Board is responsible for:

### **1. Meetings**

- a) Setting the Board agenda to ensure focus, direction and scope of Board meetings;
- b) Ensuring that the Management provides the directors with accurate, timely and clear information to enable the Board to take sound decisions and monitor effectively the implementation of Board decisions;
- c) Presiding over meetings of the Board and ensuring their effectiveness and smooth functioning in all matters, including:
  - the regularity and frequency of meetings;
  - encouraging all board members to engage in Board and Committee meetings by drawing on their skills, experience, knowledge and, where appropriate, independence;
  - managing the Board to allow enough time for discussion of complex or contentious issues. In so doing, the Chairperson should ensure that directors have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making;
  - facilitating and mediating any disputes or disagreements to ensure their fair and effective resolution.
- d) Ensuring that the Board and Board Committees are properly structured with appropriate terms of reference.

### **2. Leadership, Strategy and Management**

- a) Setting the ethical tone for the Board and the Bank and uphold the highest standards of integrity;
- b) Providing overall leadership to the Board, demonstrating impartiality and seeking to resolve differences in the most constructive way whilst facilitating the effective contribution of non-executive directors and encouraging the active engagement of all directors;
- c) Establishing a close relationship of trust with the CEO and providing support and advice while respecting executive responsibility;
- d) Ensuring the Board's effectiveness in setting and monitoring of the implementation of the Bank's direction and strategy;
- e) Ensuring that the decisions of the Board are executed / effectively implemented;

### **3. Relationship with Shareholders and key Stakeholders**

- a) Ensuring sound relations with the Bank's shareholders and key stakeholders;
- b) Ensuring that shareholders' and other key stakeholders' issues are understood and communicated to the Board as a whole and their concerns addressed appropriately.

### **4. Induction, Development, Succession and Performance Evaluation**

- a) Ensuring that new directors participate in an induction programme, facilitated by the Company Secretary;
- b) Ensuring that the development needs of directors are identified and that adequate training is provided to continuously update directors' skills and knowledge so that they fulfil their role on the Board and its Committees;

- c) Ensuring the conduct of regular performance evaluations of the Board as a whole and of individual directors;
- d) Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team;
- e) In collaboration with the Nomination & Remuneration Committee, overseeing a formal succession plan for the Board, the CEO and senior executives.