



HIGH-LEVEL CONTROLS MODULE



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MODULE	HC: High-Level Controls
CHAPTER	HC-A: Introduction

HC-A.1 Executive Summary

Purpose

- HC-A.1.1 The purpose of this Module is to:
- (a) Explicitly reinforce the collective oversight and risk governance responsibilities of the board;
 - (b) Emphasise key components of risk governance such as risk culture, risk appetite and their relationship to a licensee's risk capacity;
 - (c) Delineate the specific roles of the board, board committees, senior management, chief financial officer, internal auditor, chief risk officer and head of compliance; and
 - (d) Strengthen licensees' overall checks and balances.
- HC-A.1.2 All references in this Module to 'he' or 'his' shall, unless the context otherwise requires, be construed as also being references to 'she' and 'her'.

Legal Basis

HC-A.1.3 This Module contains the CBB's Directive (as amended from time to time) relating to high-level controls and is issued under the powers available to the CBB under Article 38 of the Central Bank of Bahrain and Financial Institutions Law 2006 ('CBB Law'). The Directive in this Module is applicable to conventional bank licensees (including their approved persons).

HC-A.1.4 All Rulebook content that is categorized as a rule must be complied with by those to whom the content is addressed. Other parts of this Module are guidance paragraphs which are considered best market practices and licensees are encouraged to implement the same.

Effective Date

HC-A.1.5 The new requirements in this amended Module are effective from 1st October 2023 on which date the existing Module HC will become redundant, and any exemptions allowed under the existing Module will be subject to grandfathering requirements unless the relevant requirement has undergone change within this amended Module.



MODULE	HC: High-Level Controls
CHAPTER	HC-A: Introduction

HC-A.2 Module History

HC-A.2.1 This Module was first issued in June 2004 by the BMA and updated in October 2007 to reflect the switch to the CBB. Following the issuance of the Corporate Governance Code by the Ministry of Industry and Commerce in March 2010, the Module was amended in October 2010 to be in line with the new Corporate Governance Code and to include previous requirements that were in place in the originally issued Module HC. Any material changes that have subsequently been made to this Module are annotated with the calendar quarter date in which the change was made: Chapter UG-3 provides further details on Rulebook maintenance and version control.

HC-A.2.2 A list of recent changes made to this Module is detailed in the table below:

Module Ref	Change Date	Description of Changes
Full Module HC	04/2023	New restructured HC Module supersedes the previous version. The new Module is consistent with Corporate Governance Principles for banks Paper issued in July 2015 by the Basel Committee on Banking Supervision.
Full Module HC	XX/2023	Restructured Module HC containing Part 1 applicable to Bahraini bank licensees and Part 2 applicable to Branches of foreign banks.



MODULE	HC: High-Level Controls
CHAPTER	HC-B: Scope of Application

HC-B.1 Scope of Application

- HC-B.1.1** This Module consists of two parts; Part one of this Module is applicable to Bahraini bank licensees whereas Part two is applicable to branches of foreign bank licensees. ~~The contents of this Module, unless otherwise stated, apply to all conventional bank licensees.~~
- HC-B.1.2 The implementation of the rules in this Module should be commensurate with the size, complexity, structure, economic significance, risk profile and business model of the licensee and the group to which it belongs, if any. DSIBs are expected to have in place the corporate governance structure and practices commensurate with their role and potential impact on national financial stability. In cases of certain licensees (e.g. branches of foreign banks, smaller and limited scope Bahraini banks, Bahraini government owned banks, digital banks and any Bahraini bank wholly owned by another Bahraini bank) where CBB assesses that certain specific rules in this Module are less relevant or too cumbersome to apply, it will be willing to consider alternative governance arrangement.
- HC-B.1.3 ~~For branches of foreign bank licensees, all references in this Module to the board of directors or a board sub-committee should be interpreted as references to the Head Office (HO), Regional Office (RO) or the relevant function(s) at HO or RO (as applicable). [This Paragraph has been deleted in XX 2023].~~
- HC-B.1.4 ~~Branches of foreign bank licensees should satisfy the CBB that equivalent or similar arrangements are in place at either the branch or the parent entity level, and that such arrangements provide for effective high level controls over activities conducted by the branch, commensurate with the size, complexity, nature and the risk profile of the branch. If the branch is unable to satisfy the CBB that the governance arrangements are equivalent, the CBB will assess the potential impact of risks and require that the licensee satisfies that compensating alternative arrangements are in place to address any risks relevant to the Bahrain operations. [This Paragraph has been deleted in XX 2023].~~



MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-B:	Scope of Application

HC-B.2 Subsidiaries and Foreign Branches of Bahraini Conventional Bank Licensees

HC-B.2.1 Bahraini conventional bank licensees must ensure that, as a minimum, the same or equivalent provisions of this Module apply to their subsidiaries and overseas branches. In instances where local jurisdictional requirements are more stringent than those applicable in this Module, the local requirements are to be applied.

HC-B.2.2 Where a conventional bank licensee is unable to satisfy the CBB that its subsidiaries and overseas branches are subject to the same or equivalent arrangements, the CBB will assess the potential impact of risks to the licensee arising from inadequate high-level controls. In such instances, the CBB may impose certain restrictions on the licensee. Where weaknesses in controls are assessed by the CBB to pose a major threat to the financial soundness of the licensee and/or the financial stability in the Kingdom, then its license may be called into question.



MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-1:	Board's Overall Responsibilities

HC-1.1 Responsibilities of the Board

HC-1.1.1

The board of directors ("Board") of the licensee must:

- (a) Set the "tone at the top" and play a leading role in establishing the licensee's corporate culture and values, and oversee management's role in fostering and maintaining a sound corporate and risk culture;
- (b) Ensure that no individual or group of directors dominates the Board's decision-making and no individual or group has unfettered powers of decision.
- (c) Approve and oversee the development of the licensee's strategy, business plans and budget, and monitor their implementation. Bahraini conventional bank licensees must submit to the CBB for its review their proposed strategy and any major proposed changes to it;
- (d) Actively engage in the affairs of the licensee, keep up with material changes in the licensee's business and the external environment and act in a timely manner to protect the long-term interests of the licensee;
- (e) Convene and prepare the agenda for shareholder meetings;
- (f) Approve, and oversee the implementation of, the licensee's governance framework, risk management framework and all policies, and review the relevant parts of these as well as review key controls in case a new business activity is considered, or in case of material changes to the licensee's size, complexity, business strategy, markets or regulatory requirements, or the occurrence of a major failure of controls;
- (g) Establish, along with senior management and the chief risk officer, the licensee's risk appetite, considering the licensee's strategy, competitive and regulatory landscape, the licensee's long-term interests, risk exposure and ability to manage risk effectively, and oversee the licensee's adherence to the risk appetite statement, risk policy and risk limits;
- (h) Ensure that:
 - i. Adequate systems, controls, processes and procedures are implemented by senior management in line with the Board approved policies;
 - ii. The licensee has adequate processes to ensure full compliance with the requirements of the CBB Law, other relevant laws and the pertinent rulebooks;



MODULE	HC:	High-Level Controls
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CHAPTER	HC-1:	Board's Overall Responsibilities

HC-1.1 Responsibilities of the Board (continued)

- iii. The licensee has a robust finance function responsible for accounting and financial data;
- iv. The risk management, compliance and internal audit functions are properly positioned, staffed and resourced and carry out their responsibilities independently, objectively and effectively; and
- v. Senior management maintains an effective and transparent relationship with the CBB;
- (i) Approve the annual and interim financial statements;
- (j) At minimum, approve the selection and oversee the performance of the chief executive officer (CEO), chief financial officer and heads of the risk management, compliance and internal audit functions;
- (k) Actively oversee, with the assistance and advise of the Remuneration Committee, the remuneration system's design and operation for approved persons and material risk-takers and monitor and review executive compensation and assess whether it is aligned with the licensee's remuneration policy, risk culture and risk appetite; and
- (l) Consider the legitimate interests of depositors, shareholders and other relevant stakeholders in their decision-making process.

HC-1.1.2 The Board may, where appropriate, delegate some of its functions, but not its responsibilities, to the Board committees.

HC-1.1.3

The members of the Board must exercise their fiduciary and other duties of care, candor and loyalty to the licensee in accordance with local laws and regulations.

HC-1.1.4

Each director must:

- (a) Understand the Board's role and responsibilities pursuant to the CBB Rulebook, the Commercial Companies Law and any other laws or regulations that may govern their responsibilities from time to time;
- (b) Consider themselves as representing all shareholders and must act accordingly; and
- (c) Ensure that they receive adequate and timely information before each meeting and must study it carefully.

MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-1:	Board's Overall Responsibilities

HC-1.2 Corporate Culture and Values

HC-1.2.1

In order to promote a sound corporate culture, the Board must:

- (a) Approve an appropriate code of conduct/ ethics that must outline the acceptable practices that all Board members, senior management and other staff must follow in performing their duties, and the unacceptable practices/ conduct that must be avoided;
- (b) Set and adhere to corporate values that create expectations that the business must be conducted in a legal, professional and ethical manner, and oversee the adherence to such values by Board members, senior management and other employees;
- (c) Promote risk awareness within a strong risk culture, convey the Board's expectation that it does not support risk-taking beyond the risk appetite and risk limits set by the Board, and that all employees are responsible for ensuring that the licensee operates within the established risk appetite and risk limits;
- (d) Ensure that the corporate values, professional standards and codes of conduct it sets, together with supporting policies, are adequately communicated throughout the licensee; and
- (e) Ensure that all directors, senior management and other staff are aware that appropriate disciplinary or other actions will follow unacceptable behaviour, practices and transgressions.

HC-1.2.2

Employees must be encouraged and be able to communicate, confidentially and without the risk of reprisal, legitimate concerns about illegal, unethical or questionable practices. This must be facilitated through a well communicated and Board approved whistleblowing policy and adequate procedures and processes, consistent with applicable laws. This includes the escalation of material concerns to the CBB.



MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-1:	Board's Overall Responsibilities

HC-1.2 Corporate Culture and Values (continued)

HC-1.2.3

The Board must:

- (a) Have oversight of the whistleblowing policy mechanism and ensure that senior management addresses legitimate issues that are raised;
- (b) Take responsibility for ensuring that staff who raise concerns are protected from detrimental treatment or reprisals, and that their rights are not undermined;
- (c) Approve and oversee how and by whom legitimate material concerns shall be investigated and addressed such as by an objective and independent internal or external body, senior management and/or the Board itself; and
- (d) Ensure that, after verifying the validity of the allegations, the person responsible for any misconduct is held accountable and is subjected to an appropriate disciplinary measure.

HC-1.2.4

The Board must establish a conflict of interest policy on identifying and managing potential conflicts of interest related to all approved persons. The policy must include:

- (a) An approved person's duty to:
 - i. Avoid, to the extent possible, activities that could create conflicts of interest or the appearance of conflicts of interest. An approved person shall be considered to have a "personal interest" in a transaction with a company if they themselves, or a member of their family (i.e. spouse, father, mother, sons, daughters, brothers or sisters), or another company of which they are a director or controller, are a party to the transaction or have a material financial interest in the transaction or are expected to derive material personal benefit from the transaction (transactions and interests which are de minimis in value should not be included);
 - ii. Promptly disclose any matter that may result, or has already resulted, in a conflict of interest;
 - iii. Abstain from getting involved in or voting on any matter where they may have a conflict of interest or where their objectivity or ability to properly fulfil duties to the licensee may be otherwise compromised. Any decision to enter into a transaction in which an approved person appears to have a material conflict of interest must be formally and unanimously approved by the entire Board;

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CHAPTER	HC-1:	Board's Overall Responsibilities

HC-1.2 Corporate Culture and Values (continued)

- iv. Act with honesty, integrity and care for the best interest of the licensee and its shareholders and other stakeholders;
 - v. Not use properties of the licensee for their personal needs;
 - vi. Not misuse or misappropriate the licensee's assets or resources;
 - vii. Not disclose confidential information of the licensee or use it for their personal profit or interest;
 - viii. Make every practicable effort to arrange their personal and business affairs to avoid a conflict of interest with the licensee;
 - ix. Not take business opportunities of the licensee for themselves; and
 - x. Not compete in business with the licensee or serve the licensee's interest in any transaction with a company in which they have a personal interest.
- (b) Examples of where conflict of interest may arise when serving as an approved person;
- (c) A rigorous review and approval process for approved persons to follow before they engage in certain activities (such as serving on another Board) so as to ensure that such activity will not create a conflict of interest;
- (d) Adequate requirements that transactions with related parties must be made on an arm's length basis;
- (e) Sufficient restrictions on and/or a robust and transparent process for the employment of relatives of approved persons;
- (f) Requirements for properly managing and disclosing conflict of interest that cannot be prevented;
- (g) Requirements for all approved persons to annually declare in writing all their other interests in other enterprises or activities (whether as a shareholder of above 5% of the voting capital of a company, a manager or other form of significant participation) to the Board or a designated Board committee; and
- (h) The way in which the Board will deal with any non-compliance with the policy.



MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-1:	Board's Overall Responsibilities

HC-1.2 Corporate Culture and Values (continued)

HC-1.2.5

Where there is a potential for conflict of interest, or there is a need for impartiality, the Board must assign a sufficient number of independent Board members capable of exercising independent judgement, to address the conflict.

HC-1.2.6

The CEO/General Manager of the licensee must disclose to the Board of directors on an annual basis those individuals who are occupying controlled functions and who are relatives of any approved persons within the licensee.



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PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-1:	Board's Overall Responsibilities

HC-1.3 Oversight of Senior Management

HC-1.3.1

The Board must exercise proper oversight of senior management against formal performance and remuneration standards consistent with the long-term strategic objectives and the financial soundness of the licensee. In doing so, the Board must:

- (a) Meet regularly with senior management;
- (b) Subject senior management to annual performance assessment and document such assessments;
- (c) Ensure that approved persons' collective knowledge and expertise remain appropriate given the licensee's nature of business and risk profile;
- (d) Ensure that senior management's actions are in full compliance with applicable laws and regulations and consistent with the strategy, business plan and policies approved by the Board, including risk appetite;
- (e) Question, challenge and critically review the explanations and information provided by senior management; and
- (f) Ensure that appropriate succession plans are in place for all approved persons within senior management (provided that such plans are subject to review in case of any changes to approved persons within senior management).

MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-2:	Board Formation

HC-2.1 Board Composition

- HC-2.1.1** The Board must comprise of individuals with a balance of skills, diversity and expertise, who individually and collectively possess the necessary qualifications commensurate with the size, complexity and risk profile of the licensee. The Board must have a sufficient number of independent directors.
- HC-2.1.2** In case of a Bahraini conventional bank licensee with a controller, at least one-third of the Board must be independent.
- HC-2.1.3** If the Bahraini conventional bank licensee has a controller or a group of controllers acting in concert, such person(s) must recognise their specific responsibility to the minority shareholders as Board members have responsibilities to the licensee's overall interests, regardless of who appoints them.
- HC-2.1.4 At least half of a Bahraini conventional bank licensee's Board should be non-executive directors and at least three of those persons should be independent directors.
- HC-2.1.5 The CBB may call upon each independent director at its discretion to have a general discussion on the affairs of the Bahraini conventional bank licensee.



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CHAPTER	HC-2:	Board Formation

HC-2.2 Board Member Selection

HC-2.2.1

The Board must have a clear and rigorous process for identifying, assessing and selecting Board candidates. The Board, and not management, must nominate the candidates for shareholders' approval.

HC-2.2.2

Board candidates must:

- (a) Possess the knowledge, skills, experience and, particularly in the case of non-executive directors, independence of mind necessary to discharge their responsibilities on the Board in light of the licensee's business and risk profile;
- (b) Have a record of integrity and good repute;
- (c) Have sufficient time to fully carry out their responsibilities;
- (d) Not have any conflicts of interest that may impede their ability to perform their duties independently and objectively and subject them to undue influence from:
 - i. Other approved persons, controllers or other connected parties;
 - ii. Past or present positions held; or
 - iii. Personal, professional or other economic relationships with other approved persons (or with other entities within the group); and
- (e) Not have more than two directorships of Bahraini banks, bearing in mind that two directorships of licensees within the same license category (e.g. 'Retail Bank') are not permitted.

HC-2.2.3

Board candidates should not hold more than three directorships in public companies in Bahrain. In case such directorships exist, there must be no conflict of interest, and the Board must not propose the election or re-election of any director where such conflict of interest exists.

HC-2.2.4

Nominated directors of a Bahraini conventional bank licensee must possess the requisite experience and competencies specified in Module TC (Training and Competency).

HC-2.2.5

A CEO of a Bahraini conventional bank licensee who has resigned or retired, must not be appointed as an independent director of the same bank unless a period of three years has passed from the date of his/her resignation/ retirement. Additionally, where a CEO is terminated from his/her position, he/she must not be appointed or retained as a Board member of the same bank.

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PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-2:	Board Formation

HC-2.2 Board Member Selection (continued)

HC-2.2.6

Each proposal by the Board to the shareholders for election or re-election of a director must be accompanied by a recommendation from the Board, a summary of the advice of the Nomination Committee and the following specific information:

- (a) The term to be served, which may not exceed three years;
- (b) Biographical details and professional qualifications;
- (c) In the case of an independent director, a statement that the Board has determined that the applicable rules and criteria for independent director have been met;
- (d) Any other directorships held;
- (e) Particulars of other positions which involve significant time commitments; and
- (f) Details of relationships (if any) between:
 - i. the candidate and the conventional bank licensee, and
 - ii. the candidate and other approved persons of the conventional bank licensee.

HC-2.2.7

Newly appointed non-executive directors must be made aware of their duties before their nomination, particularly as to the time commitment required.



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CHAPTER	HC-2:	Board Formation

HC-2.3 Board Members' Appointment and Induction

Board Members' Appointment

HC-2.3.1 The chairperson of the Board must confirm to shareholders when proposing re-election of a director that, following a formal performance evaluation, the person's performance continues to be effective and they continue to demonstrate commitment to the role.

HC-2.3.2 Where an independent director has served three consecutive terms on the Board, such director will lose his independence status and must not be classified as an independent director if reappointed.

HC-2.3.3 Bahraini conventional bank licensees must have a written appointment agreement with each director which recites the directors' powers, duties and responsibilities, accountability, term, the time commitment envisaged, the committee assignment (if any), remuneration, expense reimbursement entitlement and their access to independent legal or other professional advice at the expense of the bank when needed to discharge their responsibilities as directors.

Board Members' Induction

HC-2.3.4 The Board must ensure that:

- (a) Sufficient time, budget and other resources are allocated annually for the Board members' induction programmes;
- (b) Each new director receives a formal and tailored induction and has access to ongoing training on relevant issues which may involve internal or external resources to ensure their effective contribution to the Board from the beginning of their term; and
- (c) The induction programmes include meetings with senior management, visits to the conventional bank licensee's facilities, presentations regarding strategic plans, significant financial, accounting and risk management issues, compliance programs, and meetings with internal and external auditors and legal counsel.

HC-2.3.5 Board members must understand their oversight and corporate governance role and be able to exercise sound, objective judgment about the affairs of the licensee.

HC-2.3.6 All continuing directors must be invited to attend orientation meetings and all directors must continually educate themselves as to the conventional bank licensee's business and corporate governance.



MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-3:	Board's Structure and Practices

HC-3.1 Organisation and Assessment of the Board

HC-3.1.1

The Board of a Bahraini conventional bank licensee must:

- (a) Adopt a formal Board charter specifying matters which are reserved for it, which must include, but are not limited to, the specific requirements and responsibilities of directors stipulated in this Module and the Commercial Companies Law;
- (b) Structure itself in terms of leadership, size and the use of committees so as to effectively carry out its oversight role and other responsibilities. This includes ensuring that the Board has the time and means to cover all necessary subjects in sufficient depth and have a robust discussion of key issues;
- (c) Maintain and periodically update its governance structure, organisational rules, by-laws and other similar documents setting out its organisation, rights, responsibilities and key activities; and
- (d) Carry out annual evaluation and assessments – alone or with the assistance of external experts – of the Board, its committees and individual Board members. This must include:
 - i. Assessing how the Board operates in terms of the requirements of the CBB Rulebook and the Commercial Companies Law;
 - ii. Evaluating the performance of each committee considering its specific purposes and responsibilities, which shall include review of the self-evaluations undertaken by each committee;
 - iii. Reviewing each director's work, their attendance at Board and committee meetings, and their independence and constructive involvement in discussions and decision making;
 - iv. Reviewing, based on the Nomination Committee's advice and assessment, the Board's current structure, size, composition as well as committees' structures and composition in order to maintain an appropriate balance of skills, diversity and experience and for the purpose of planned and progressive refreshing of the Board; and
 - v. Recommendations for new directors to replace long-standing members or those members whose contribution to the Board or its committees is not adequate.



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PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-3:	Board's Structure and Practices

HC-3.1 Organisation and Assessment of the Board (continued)

HC-3.1.2 Where the Board has serious reservations about the performance or integrity of a Board member, or he ceases to be qualified, the Board must take appropriate action and inform the CBB accordingly.

HC-3.1.3 The Board must report to the shareholders, at each annual shareholder meeting, that evaluations have been done and report its findings.

HC-3.1.4 Executive directors must provide the Board with all relevant business and financial information within their knowledge and must recognise that their role as a director is different from their role as a member of management.

HC-3.1.5 Non-executive directors must be fully independent of management and must constructively scrutinise and challenge management and executive directors.

HC-3.1.6 The Board must maintain appropriate records of meeting minutes, including key points of discussions held, recommendations made, decisions taken and dissenting opinions (if any).

HC-3.1.7 The Board must meet at least four times a year to enable it to discharge its responsibilities effectively, and half of all Board meetings in any financial year must be held in the Kingdom of Bahrain.

HC-3.1.8 Individual Board members must attend at least 75% of all Board meetings in a given financial year, whether in-person or virtually (if needed) so as to enable the Board to discharge its responsibilities effectively (see table below). Voting and attendance proxies for Board meetings are prohibited.

Meetings per year	75% Attendance requirement
4	3
5	4
6	5
7	5
8	6
9	7
10	8



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CHAPTER	HC-3:	Board's Structure and Practices

HC-3.1 Organisation and Assessment of the Board (continued)

HC-3.1.9

The absence of Board members at Board and committee meetings must be noted in the relevant meeting minutes. In addition, Board attendance percentage must be reported during any general assembly meeting when Board members stand for re-election (e.g. Board member XYZ attended xx% of scheduled meetings this year).

HC-3.1.10

If a Board member has not attended at least 75% of Board meetings in any given financial year, the licensee must notify the CBB, within one month from its financial year-end indicating which member has failed to satisfy this requirement, their level of attendance and the reason for non-attendance. The CBB shall then consider the matter and determine whether enforcement action pursuant to Article 65 of the CBB Law is appropriate.

HC-3.1.11 Board governance framework should require members to step down if they are not actively participating in Board meetings.

HC-3.1.12 Non-executive directors should have free access to the Bahraini conventional bank licensee's management beyond that provided in Board meetings. Such access should be through the chairperson of the Audit Committee or the CEO. The Board should make this policy known to management to alleviate any management concerns about a director's authority in this regard.

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PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-1:	Board's Structure and Practices

HC-3.2 Board Chairperson

HC-3.2.1 The Chairperson of the Board of the Bahraini conventional bank licensee must:

- (a) Not be an executive director;
- (b) Not be the same person as the CEO. This applies also to the deputy chairperson;
- (c) Commit sufficient time to perform their role effectively;
- (d) Play a critical role in promoting mutual trust, efficient functioning of the Board, open discussion, constructive dissent from decisions and constructive support for decisions after they have been made;
- (e) Ensure that all directors receive an agenda, minutes of prior meetings and adequate background information on each agenda item in writing well before each Board meeting;
- (f) Encourage and promote critical and objective discussion and ensure that dissenting views can be freely expressed, discussed and recorded in the minutes of the Board meeting; and
- (g) Ensure that Board decisions are taken on sound and well-informed bases.

HC-3.2.2 The chairperson of a Bahraini conventional bank licensee should be an independent Board member.



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PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-3:	Board's Structure and Practices

HC-3.3 Board Committees

HC-3.3.1 The Board of the Bahraini conventional bank licensee must establish Audit, Risk, Remuneration and Nomination Committees described elsewhere in this Module.

HC-3.3.2 Objectivity and independence must be ensured by the selection of appropriate Board members in each committee.

HC-3.3.3 Committees may be combined provided that no conflict of interest arises between the duties of such committees, and subject to the CBB's prior approval.

HC-3.3.4 Every committee must have a formal written charter or other instrument which sets out its roles and responsibilities, how the committee will report to the Board, what is expected of committee members and any tenure limits for serving on the committee.

HC-3.3.5 Each committee must have the resources and the authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees of external legal, accounting or other advisors as it deems necessary.

HC-3.3.6 Each Board committee must maintain appropriate records of their deliberations and decisions in their meeting minutes, including key points of discussions held, recommendations made, decisions taken (and update on their subsequent implementation) and dissenting opinions (if any).

HC-3.3.7 Each committee must prepare and review with the Board an annual performance evaluation of the committee and its members and must recommend to the Board any improvements deemed necessary or desirable to the committee's charter or composition. The report must be in the form of a written report presented at any regularly scheduled Board meeting.

HC-3.3.8 Members of each committee must exercise judgment free from any personal conflicts of interest or bias.

HC-3.3.9 The Board should consider occasional rotation of membership and chair of the Board committees provided that doing so does not impair the collective skills, experience and effectiveness of these committees.



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HC-3.4 Audit Committee

HC-3.4.1 The audit committee of the Bahraini conventional bank licensee must have at least three directors of which the majority must be independent and have no conflict of interest with any other duties they have.

HC-3.4.2 The Chairperson of the audit committee must:

- (a) Be independent;
- (b) Not be the chairperson of the board, unless he is considered independent; and
- (c) Not be the chairperson of any other Board committee.

HC-3.4.3 The CEO and other senior management of the Bahraini conventional bank licensee must not be members of the audit committee.

HC-3.4.4 The audit committee members must have sufficient experience in audit practices, financial reporting and accounting.

HC-3.4.5 The audit committee must meet:

- (a) At least four times a year.
- (b) At least twice a year with the external auditor.
- (c) At least once a year in the absence of the CEO and any executive management, but in presence of the Head of Compliance, Internal Auditor and CRO.

HC-3.4.6 The audit committee must, at minimum:

- (a) Ensure that the licensee has effective and adequate policies covering all its business activities, internal audit, financial reporting, compliance, risk management, prevention of frauds and cyber security breaches, etc.;
- (b) Oversee the financial reporting process;
- (c) Oversee and interact with the licensee's internal and external auditors;
- (d) Review the integrity of the conventional bank licensee's financial statements;
- (e) Recommend to the Board, based on a Board approved objective criteria, the appointment, remuneration, dismissal and rotation of external auditors;
- (f) Review and approve the internal and external audit and compliance scope;

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HC-3.4 Audit Committee (continued)

- (g) Receive internal and external audit and compliance reports and ensure that senior management is taking necessary corrective actions in a timely manner to address any control weaknesses, non-compliance with policies, laws and regulations, and other problems identified by auditors, the head of compliance and other control functions;
- (h) Assess once a year the extent to which the licensee is managing its compliance risk effectively;
- (i) Ensure that the agenda for their meetings includes compliance and internal audit issues at least every quarter;
- (j) Recommend the appointment and dismissal of the heads of internal audit and compliance functions. The licensee must also discuss the reasons for their dismissal with the CBB.
- (k) Make a determination, at least once a year, of the external auditor's independence;
- (l) Commission every five years a quality review of the effectiveness and efficiency of the internal audit and compliance functions by a third-party consultant, other than the external auditor. The results of such independent review must be provided to the CBB by 30th September of the relevant year;
- (m) Review and supervise the implementation and enforcement of the licensee's code of conduct, unless such mandate is delegated to another committee such as the Governance Committee; and
- (n) Ensure that senior management establishes and maintains an adequate and effective internal control systems, procedures and processes for the business of the licensee.

HC-3.4.7 In case the licensee has a different board committee overseeing and monitoring compliance issues, then all of the above compliance-related requirements in Paragraph HC-3.4.6 can be handled by such committee instead.



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HC-3.5 Risk Committee

HC-3.5.1 The risk committee of the Bahraini conventional bank licensee must have at least three directors of which the majority must be independent. In addition, the committee members must have experience in risk management issues and practices and have no conflict of interest with any other duties they may have.

HC-3.5.2 The chairperson of the risk committee must:

- Be independent;
- Not be the chairperson of the Board, unless he is considered independent; and
- Not be the chairperson of any other Board committee.

HC-3.5.3 The CEO and other senior management must not be members of the risk committee.

HC-3.5.4 The licensee must have a strong and appropriate risk governance framework which:

- Includes a strong risk culture, and a well-developed risk appetite articulated through the risk appetite statement (RAS);
- Outlines actions to be taken when the stated risk limits are breached, including disciplinary actions for excessive risk-taking, escalation procedures and notification to the Board; and
- Includes well-defined organisational responsibilities for risk management.

HC-3.5.5 The Bahraini conventional bank licensee's RAS must:

- Include both quantitative and qualitative considerations;
- Establish the individual and aggregate level and types of risks that the bank is willing to assume;
- Define the boundaries and business considerations according to which the bank is expected to operate;
- Be aligned with the bank's strategic, capital and financial plans and compensation practices; and
- Be communicated effectively throughout the bank, linking it to daily operational decision-making and establishing the means to raise risk issues and strategic concerns across the bank on a timely and proactive basis.



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HC-3.5 Risk Committee (continued)

HC-3.5.6

Conventional Bank licensees must avoid organisational silos that can impede effective sharing of risk information across the organisation and can result in decisions being taken in isolation from the rest of the bank. Accordingly, the Board, senior management and control functions must re-evaluate established practices in order to encourage greater communication.

HC-3.5.7

The risk committee must, at minimum:

- (a) Recommend the appointment or removal of the Chief Risk Officer (CRO) or equivalent. The licensee must also discuss the reasons for removal with the CBB;
- (b) Discuss all risk strategies on both an aggregated basis and by type of risk and make recommendations to the Board, and on the risk appetite;
- (c) Ensure that:
 - i. Risks are identified, measured, aggregated, controlled, mitigated, monitored and reported on an ongoing basis across all business lines, the licensee as a whole, its subsidiaries and overseas branches (if any);
 - ii. Risk identification and measurement include both quantitative and qualitative elements;
 - iii. Each key risk has a policy, process and controls;
 - iv. The licensee has sufficient and robust management information system and policies, supported by appropriate control procedures and processes, designed to ensure that the licensee's risk identification, measurement, aggregation, controlling, mitigation, monitoring and reporting capabilities are commensurate with the licensee's size, complexity and risk profile. The sophistication of the licensee's risk management information system and internal control infrastructure must keep pace with changes to the licensee's risk profile, the external risk landscape and industry practices;
 - v. The licensee's risk management infrastructure, including a sufficiently robust data infrastructure, data governance and architecture and information technology infrastructure keeps pace with developments such as balance sheet and revenue growth, increasing complexity of the licensee's business, risk configuration or operating structure, geographical expansion, mergers and acquisitions, or the introduction of new products or business lines;



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HC-3.5 Risk Committee (continued)

- vi. Senior management has in place processes to promote the licensee's adherence to the approved risk policies and risk appetite;
 - vii. The licensee's policies must determine the key management decisions that must be taken by more than one person;
 - viii. The licensee has an adequate communication within the licensee about risk, both across the organisation and through reporting to the Board and senior management;
 - ix. The licensee has a strong risk culture that promotes risk awareness and encourages open communication and challenge about risk-taking across the organisation as well as vertically to and from the Board and senior management; and
 - x. The licensee has adequate escalation procedures on risks related matters.
- (d) Advise the Board on the licensee's risk appetite, overseeing senior management's implementation of the RAS, reporting on the state of risk culture in the licensee, and interacting with and overseeing the CRO;
- (e) Oversee the strategies for capital and liquidity management as well as for all relevant risks of the licensee, such as credit, market, operational, interest rate risk in the banking book and reputational risks, to ensure that they are consistent with the stated risk appetite;



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HC-3.5 Risk Committee (continued)

- (f) Commission every five years a quality review of the effectiveness and efficiency of the risk management framework and function by a third-party consultant, other than the external auditor. The results of such independent review must be provided to the CBB by 31st May of the relevant year. More specifically, a conventional bank licensee must undertake reviews referred to above with regards to the following individual areas that are relevant to the risk management framework:
- i. ICAAP Framework referred to in Module IC;
 - ii. Capital adequacy requirements under Module CA;
 - iii. Recovery and resolution planning (RRP) and related documents referred to in Module DS;
 - iv. Credit risk management framework and compliance with Module CM;
 - v. Operational risk management framework and compliance with Module OM;
 - vi. Stress testing framework included in Module ST;
 - vii. Liquidity risk management framework and compliance with Module LM; and
 - viii. Compliance with Module RR.
- (g) Receive regular reporting and communication from the CRO and other relevant functions about the licensee's current risk profile, current state of the risk culture, utilisation against the established risk appetite and limits, limit breaches and mitigation plans.

HC-3.5.8

There must be effective communication and coordination between the audit committee and the risk committee to facilitate the exchange of information and effective coverage of all risks, including emerging risks, and any needed adjustments to the risk governance framework of the bank.



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HC-3.6 Remuneration Committee

HC-3.6.1 The remuneration committee of the Bahraini conventional bank licensee must have at least three directors.

HC-3.6.2 Members of the remuneration committee must be independent of any risk-taking function or committee.

HC-3.6.3 The remuneration committee should include only independent directors or, alternatively, only non-executive directors of whom a majority are independent directors and the chairperson should be an independent director.

HC-3.6.4 The remuneration committee should meet at least twice a year.

HC-3.6.5 The remuneration committee must, at minimum:

- (a) Recommend to the Board:
 - i. An appropriate remuneration policy designed to reduce employees' incentives to take excessive and undue risk, which must be approved by the shareholders; and
 - ii. A fair and internally transparent remuneration system, which includes relevant performance measures and effective controls.
- (b) Ensure on an annual basis that the remuneration policy and its implementation:
 - i. Are in full compliance with CBB requirements;
 - ii. Are consistent with the licensee's strategy, culture, long-term business objectives, risk appetite, performance and control environment; and
 - iii. Are creating the desired incentives for managing risk, capital and liquidity.
- (c) Work closely with the risk committee in evaluating the incentives created by the remuneration system. The risk committee must, without prejudice to the tasks of the remuneration committee, examine whether incentives provided by the remuneration system take into consideration risk, capital, liquidity and the likelihood and timing of earnings;
- (d) Approve the remuneration package and amounts for each approved person and material risk-taker, as well as the total variable remuneration to be distributed based on the results of the performance evaluation system and taking account of total remuneration including salaries, fees, expenses, bonuses and other employee benefits;

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HC-3.6 Remuneration Committee (continued)

- (e) Regularly review remuneration outcomes, risk measurements, and risk outcomes for consistency with Board's approved risk appetite;
- (f) Question payouts for income that cannot be realised or whose likelihood of realisation remains uncertain at the time of payout;
- (g) Recommend Board member remuneration based on their attendance and in compliance with the Commercial Companies Law;
- (h) Evaluate practices by which remuneration is paid for potential future revenues whose timing and likelihood remain uncertain by means of both quantitative and qualitative key indicators. It must demonstrate that its decisions are consistent with the assessment of the licensee's financial condition and future prospects; and
- (i) Obtain feedback on performance evaluation of the Chief Risk Officer, Chief Internal Auditor, Head of Compliance, Head of Internal Shari'a Audit, Shari'a Officer from the designated Board committee responsible for oversight of these functions.



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HC-3.7 Nomination Committee

HC-3.7.1

The nomination committee of the Bahraini conventional bank licensee must have at least three independent directors, or alternatively, three non-executive directors of whom the majority must be independent directors including its chairperson.

HC-3.7.2

The committee should meet at least twice a year.

HC-3.7.3

The nomination committee must, at minimum:

- (a) Assess and recommend to the Board from time to time the changes that the committee considers desirable to the size of the Board, any Board committee or management structure;
- (b) Regularly review the time commitment required from each non-executive director and require them to inform the committee before accepting any Board appointments to another company;
- (c) Recommend to the Board persons qualified to become members of the Board of directors or CEO and his deputies, chief financial officer, chief operating officer, chief investment officer, chief banking officer, corporate secretary and any equivalent or other senior management positions that the Board determines are subject to its approval. The exceptions are the appointments of the chief internal auditor, chief risk officer and head of compliance who must be recommended by other committees as prescribed in this module;
- (d) Assess the role and responsibilities of a Board member, the knowledge, experience and competence which the role requires;
- (e) Assess the Board's and senior management's effectiveness;
- (f) Recommend to the Board appropriate succession plans of approved persons within senior management;
- (g) Recommend to the Board, and oversee the implementation of, appropriate personnel or human resource policies; and
- (h) Recommend to the Board the prescribed title, authority, duties, accountability and internal reporting responsibilities for each approved person within senior management.



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HC-3.8 Corporate Governance Committee

HC-3.8.1

The Bahraini conventional bank licensee must assign to one of its senior management the role of a corporate governance officer who is responsible for the tasks of verifying the bank's compliance with corporate governance rules and regulations.

HC-3.8.2 The Board should establish a corporate governance committee for developing and recommending changes from time to time in the conventional bank licensee's corporate governance policy framework. Such committee should have at least three directors of which the majority should be independent.

HC-3.8.3 The corporate governance committee should:

- Oversee and monitor the implementation of the governance policy framework by working with the management and the Audit Committee; and
- Provide the Board of directors with reports and recommendations based on its findings in the exercise of its functions.

HC-3.8.4 The responsibilities of the corporate governance officer may be assumed by the head of compliance and should include, at minimum:

- Coordinating and following up on the licensee's compliance with corporate governance requirements;
- Ensuring that the corporate governance policies, their implementation and related internal controls are consistent with the regulatory and legal requirements;
- Working closely with the Board and/or the relevant Board committee to improve the governance framework of the licensee; and
- Reviewing the annual corporate governance disclosure to ensure that its contents are in conformity with the licensee's internal policies and the CBB rulebook requirements.



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CHAPTER	HC-4:	Shareholders' Meetings

HC-4.1 Shareholders' Meetings

HC-4.1.1

Bahraini conventional bank licensees must comply with the following with respect to any shareholders' meeting:

- (a) Provide the draft agenda to the CBB, for its review and comment, at least 5 working days prior to communicating with the shareholders or publishing in the press;
- (b) Ensure that CBB's prior approval has been obtained for any agenda items which require CBB's approval under relevant regulations, prior to the meeting taking place;
- (c) Invite a representative of the CBB to attend the meetings at least 5 working days prior to the meeting taking place; and
- (d) Submit to the CBB a copy of the minutes of the meeting within 15 calendar days of the meeting.



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CHAPTER	HC-5:	Group Structures

HC-5.1 Governance of Group Structures

HC-5.1.1

The Board of a Bahraini conventional bank licensee which acts as a parent must:

- (a) Have the overall responsibility for the group and exercise adequate oversight over subsidiaries and overseas branches while respecting the independent legal and governance responsibilities that might apply to subsidiary Boards;
- (b) Establish, subject to CBB's approval, a group structure (including the legal entity and business structure) and a group corporate governance framework with clearly defined roles and responsibilities at both the parent bank's and the subsidiaries' level as may be appropriate based on the complexity, risks and significance of the subsidiaries;
- (c) Set adequate and comprehensive criteria for composing Boards at subsidiaries' level;
- (d) Have a clear strategy and group policy for establishing new structures and legal entities, and ensure that they are consistent with the policies and interests of the group;
- (e) Have sufficient resources at group and subsidiaries levels to monitor risks and compliance at the level of the group and its subsidiaries;
- (f) Pay special attention and due care to any significant subsidiary based on its risk profile or systemic importance or due to its size relative to the parent bank;
- (g) Assess and discuss material risks and issues that might affect the group and its subsidiaries and overseas branches;
- (h) Establish effective group functions at the parent bank, including but not limited to, internal audit, compliance, risk management and financial controls to whom the relevant subsidiaries' functions must report;
- (i) Maintain an effective relationship, through the subsidiary Board or direct contact, with the regulators of all subsidiaries and overseas branches; and

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HC-5.1 Governance of Group Structures (continued)

- (j) ensure that:
- i. The group has appropriate policies and controls to identify and address potential intragroup conflicts of interest, such as those arising from intragroup transactions;
 - ii. The group is governed and operating under clear group strategies, business policies and specific set of group policies on risk management, internal audit, compliance and financial controls;
 - iii. There are no barriers to exchanging information between the subsidiaries and the parent bank and that there are robust systems in place to facilitate the exchange of information to enable the parent bank to effectively supervise the group and manage its risks; and
 - iv. Adequate authority is available to each subsidiary pursuant to local legislations.

Subsidiaries' Boards

- HC-5.1.2** Boards and senior management of subsidiaries of Bahraini conventional bank licensees must remain responsible for developing effective governance and risk management framework for their entities and must clearly understand the reporting obligations they have to the parent bank.
- HC-5.1.3** The strategy, business plan, policies, risk governance framework, corporate values and corporate governance framework of each subsidiary must align with group strategy and policies, and the subsidiary Board must make necessary adjustments where a group policy conflicts with an applicable legal or regulatory provision or prudential rule or would be detrimental to the sound and prudent management of the subsidiary.
- HC-5.1.4** Material risk-bearing subsidiaries and overseas branches must be captured by the bank-wide risk management system and must be part of the overall risk governance framework.



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CHAPTER	HC-5.1:	Group Structures

HC-5.1 Governance of Group Structures (continued)

Complex or Opaque Structures

HC-5.1.5

The Board and senior management of the parent bank must be cognisant of the challenges arising from operating under complex or opaque structures, including special purpose vehicles, and must act to avoid or mitigate these by:

- (a) Avoiding setting up complicated structures that lack economic substance or business purpose;
- (b) Continually maintaining and reviewing appropriate policies, procedures and processes governing the approval and maintenance of those structures or activities, including fully vetting the purpose, the associated risks and the bank's ability to manage those risks prior to setting up new structures and initiating associated activities;
- (c) Having a centralised process for approving the creation of new legal entities and subsidiaries based on established criteria, including the ability to monitor and fulfil each entity's regulatory, tax, financial reporting, governance and other requirements and for the dissolution of dormant subsidiaries;
- (d) Establishing adequate policies, procedures and processes to identify and manage all material risks arising from these structures, including lack of management transparency, operational risks introduced by interconnected and complex funding structures, intragroup exposures, trapped collateral and counterparty risk, etc. The bank must only approve structures if the material risks can be properly identified, quantified, monitored and mitigated; and
- (e) Ensuring that the activities, controls and structures are subject to periodic reviews by compliance, internal audit and risk management functions as well as external audit to ensure effectiveness and consistency with Board-approved strategy and policies.



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CHAPTER	HC-6:	Remuneration of Approved Persons and Material Risk-Takers

HC-6.1 Remuneration of Approved Persons and Material Risk-Takers

HC-6.1.1 All approved persons and material risk-takers must be remunerated fairly and responsibly. More specifically, the remuneration must be sufficient to attract, retain and motivate persons.

HC-6.1.2 The performance evaluation and remuneration of senior management and staff of the conventional bank licensees must be based, among other factors, on their adherence to all relevant laws, regulations and CBB rulebook requirements, including but not limited to AML/CFT requirements in the FC module.

HC-6.1.3 For approved persons and material risk-takers whose total annual remuneration (including all benefits) is in excess of BD100,000:

- An appropriate ratio between the fixed and variable components of total remuneration must be set to ensure that fixed and variable components of total remuneration are appropriately balanced and paid on the basis of individual, business-unit and bank-wide measures that adequately measure performance; and
- The variable proportion of remuneration must increase significantly along with the level of seniority and/or responsibility. More specifically:
 - at least 40% of the variable remuneration must be payable under deferral arrangements over a period of at least 3 years; and
 - for the CEO, his deputies and the other 5 most highly paid business line employees, at least 60% of the variable remuneration must be payable under deferral arrangements over a period of at least 3 years.

HC-6.1.4 As a minimum, 50% of total variable remuneration (including both the deferred and undeferred portions) must be awarded in shares or share-linked instruments or where appropriate, other non-cash instruments. The remaining portion of the deferred remuneration can be paid as cash remuneration vested over a minimum 3-year period.

HC-6.1.5 Remuneration, based on both quantitative measures and human judgement, must be adjusted for all types and magnitudes of risks, including intangible and other risks managed by the approved person and material risk-taker, and remuneration outcomes must be symmetric with risk outcomes.



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CHAPTER	HC-6:	Remuneration of Approved Persons and Material Risk-Takers

HC-6.1 Remuneration of Approved Persons and Material Risk-Takers (continued)

- HC-6.1.6** The mix of cash, equity and other forms of remuneration must be consistent with risk alignment. The mix will vary depending on the employee's position and role and the licensee must document the rationale for its mix.
- HC-6.1.7** Employees' incentive payments must be linked to the contribution of the individual and business to such performance.
- HC-6.1.8** Remuneration systems must link the size of the bonus pool to the overall performance of the licensee.
- HC-6.1.9** Awards in shares or share-linked instruments must be subject to a minimum share retention policy of 6 months from the time the shares are awarded, unless the licensee's policy requires a longer period.
- HC-6.1.10** The only instance where deferred remuneration can be paid out before the end of the vesting period is in the case of the death of the employee where the beneficiaries would receive any unpaid deferred remuneration.
- HC-6.1.11** Licensees must not provide any form of guaranteed variable remuneration as part of the overall remuneration package. Exceptional minimum variable remuneration must only occur in the context of hiring new staff and limited to the first year.
- HC-6.1.12** For Bahraini conventional bank licensees, where fixed or variable remuneration include common shares, licensees must limit the shares awarded to an annual aggregate limit of 10% of the total issued shares outstanding of the licensee, at all times.
- HC-6.1.13** For Bahraini conventional bank licensees, all share incentive plans must be approved by the shareholders.
- HC-6.1.14** Approved persons and other staff of risk management, financial controls, internal audit, operations, internal Shari'a audit, Shari'a coordination and implementation, AML/ CFT, compliance, human resources, information technology and legal functions must be remunerated based principally on the achievement of the objectives and targets of their functions. As such the mix of fixed and variable remuneration for these functions' personnel must be skewed toward fixed remuneration.



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CHAPTER	HC-6:	Remuneration of Approved Persons and Material Risk-Takers

HC-6.1 Remuneration of Approved Persons and Material Risk-Takers (continued)

HC-6.1.15 The size of the variable remuneration pool and its allocation within the licensee must not compromise the financial soundness of the licensee and must take into account the full range of current and potential risks, including:

- (a) The cost and quantity of capital required to support the risks taken;
- (b) The cost and quantity of the liquidity risk assumed in the conduct of business; and
- (c) Consistency with the timing and likelihood of potential future revenues incorporated into current earnings.

HC-6.1.16 Existing contractual payments related to a termination of employment must be re-examined and kept in place only if there is a clear basis for concluding that they are aligned with long-term value creation and prudent risk-taking. Prospectively, any such payments must be related to performance achieved over time and designed in a way that does not reward failure.

HC-6.1.17 Licensees must have an appropriate compliance mechanism to ensure that their employees commit themselves not to use personal hedging strategies or remuneration- and liability-related insurance to undermine the risk alignment effects embedded in their remuneration arrangements.

HC-6.1.18 Bonuses must either be reduced or be deferred in the event of poor licensee, divisional or business unit performance. Subdued or negative financial performance of the licensee must lead to contraction of the licensee's total variable remuneration, taking into account both current remuneration and reductions in payouts of amounts previously earned, including through malus and clawback arrangements. Recognition of staff who have achieved their targets or better, may take place by way of deferred compensation, which may be paid once the licensee's performance improves.

HC-6.1.19 If the licensee and/or relevant line of business is incurring losses in any year during the vesting period, any unvested portions must be subject to malus. Accrual and deferral of variable remuneration does not oblige the licensee to pay the variable remuneration, particularly when the anticipated outcome has not materialised.



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CHAPTER	HC-6:	Remuneration of Approved Persons and Material Risk-Takers

HC-6.1 Remuneration of Approved Persons and Material Risk-Takers (continued)

HC-6.1.20 Approved persons, including those appointed as members of the Board of special purpose vehicles or other operating companies, are not permitted to take any benefits (commission, fees, shares, consideration in kind, or other remuneration or incentives in respect of the performance of the project or investment) from any projects or investments which are managed by the conventional bank licensee or promoted to its customers or potential customers except for Board related remuneration linked to their fiduciary duties to the investors of the project/investment.

HC-6.1.21 Remuneration of non-executive directors must not include performance-related elements such as grants of shares, share options or other deferred stock-related incentive schemes, bonuses, or pension benefits.

HC-6.1.22 If a senior manager is also a director, his remuneration as a senior manager must take into account compensation received in his capacity as a director.



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CHAPTER	HC-7:	Senior Management

HC-7.1 Senior Management

HC-7.1.1

The Board must establish an adequate organisational structure that promotes accountability and transparency and facilitates effective decision-making and good governance throughout the licensee. This includes clarity on the role, authority and responsibility of the various positions within senior management, including that of the CEO.

HC-7.1.2

Senior management must:

- (a) Be selected through an appropriate promotion or recruitment process which considers the qualifications and competencies required for the position in question;
- (b) Have the necessary experience, competencies, personal qualities and integrity to manage the businesses and employees under their supervision;
- (c) Be subject to regular training to maintain and enhance their competencies and stay up to date on developments relevant to their areas of responsibility;
- (d) Assess the training needs of staff across all levels throughout the organisation taking into account the existing skills and competencies and laws and regulations and ensure that such training is provided by competent and skilled personnel (whether internal or external);
- (e) Act within the scope of their responsibilities which must be clearly defined;
- (f) Independently assess and question the policies, processes and procedures of the licensee, with the intent to identify and initiate management action on issues requiring improvement;
- (g) Not interfere in the independent duties of the risk management, compliance and internal audit functions;
- (h) Carry out and manage the licensee's activities in compliance with all laws and regulations, and in a manner consistent with the business strategy, risk appetite, business plans and remuneration and other policies approved by the Board;
- (i) Have a robust governance framework for all management committees;
- (j) Not primarily control the remuneration system in the licensee;
- (k) Actively communicate and consult with the control functions on management's major plans and activities so that the control functions can effectively discharge their responsibilities; and

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CHAPTER	HC-7:	Senior Management

HC-7.1 Senior Management (continued)

- (l) Provide the Board and its committees with timely, complete, accurate and understandable information and documents so that they are equipped for upholding their responsibilities, and keep them adequately informed and updated on a timely basis about material issues including:
- i. Changes in the implementation of business strategy, risk strategy and risk appetite;
 - ii. The licensee's performance and financial condition;
 - iii. Breaches of risk limits or regulations;
 - iv. Internal control failures, frauds and cyber-security incidents;
 - v. Legal or regulatory concerns;
 - vi. Customer complaints; and
 - vii. Issues raised as a result of the licensee's whistleblowing policy.

HC-7.1.3

Conventional bank licensee's CEO and chief financial officer must state in writing to the audit committee and the Board that the conventional bank licensee's interim and annual financial statements present a true and fair view, in all material respects, of the conventional bank licensee's financial condition and results of operations in accordance with applicable accounting standards.



MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-8:	Risk Management Function

HC-8.1 Risk Management Function

HC-8.1.1

Conventional bank licensees must have an effective and independent risk management function commensurate with the bank's size, complexity and risk profile, under the direction of a chief risk officer (CRO) or equivalent, with sufficient stature, independence and skilled resources.

HC-8.1.2

Branches of foreign bank licensees have the choice of having an in-house risk management function in Bahrain, or subject to the CBB's approval to outsource such role to their regional or head office.

HC-8.1.3

The risk management function must:

- Be sufficiently independent of the business units, thus ensuring that it is not involved in revenue generation;
- Be responsible for overseeing risk-taking activities across the licensee and must have authority within the organisation to do so;
- Have procedures in place to identify and assess the possible increased reputational risk to the licensee if it offers products or carries out activities outside Bahrain;
- Have access to all business lines that have the potential to generate risk to the licensee as well as to relevant risk-bearing subsidiaries, associated companies and overseas branches;
- Challenge business units effectively regarding all aspects of risk arising from the licensee's activities; and
- Have a sufficient number of employees who possess the requisite experience and qualifications, including market and product knowledge as well as command of risk disciplines, and are subject to regular training.

HC-8.1.4

Key activities of the risk management function must include:

- Implementing an enterprise-wide risk governance framework that includes appropriate policies, procedures and limits;
- Identifying material individual, aggregate and emerging risks, including risks arising from potential mergers and acquisitions and hard to quantify risks, such as reputational risk;
- Regularly and on an ad-hoc basis, evaluating the risks faced by the licensee and its overall risk profile. The risk assessment process must include ongoing analysis of existing risks as well as the identification of new or emerging risks. The results of such assessments must be reported to both the Risk Committee and senior management;
- Ongoing monitoring of the risk-taking activities and risk exposures in line with the Board-approved risk policies and appetite;



MODULE	HC: High-Level Controls
PART	ONE: Bahraini Bank Licensees
CHAPTER	HC-8: Risk Management Function

HC-8.1 Risk Management Function (continued)

- (e) Establishing an early warning or trigger system for breaches of the licensee's risk appetite or limits;
- (f) Using risk measurement and modelling techniques in addition to qualitative risk analysis and monitoring;
- (g) Evaluating possible ways to mitigate risk exposures;
- (h) Reporting regularly to the risk committee and senior management on risks, including but not limited to, material exemptions and risk-mitigating actions;
- (i) Regularly comparing actual performance against risk estimates (i.e. Backtesting) to assist in judging the accuracy and effectiveness of the risk management process and making necessary adjustments; and
- (j) Challenging decisions that give rise to material risk.

HC-8.1.5

Licensees must have adequate risk management and approval processes for new or expanded products or services, lines of business and markets, outsourcing arrangements as well as for large and complex transactions. If such processes are not in place, a new product, service, business line or third-party relationship or major transaction must be delayed. There must also be a process to assess risk and performance relative to initial projections and to adapt the risk management treatment accordingly as the business matures. The risk management function must provide input on risks as part of such processes and on the outsourcer's ability to manage risks and comply with legal and regulatory obligations. Such processes must entail the following:

- (a) A full assessment of risks under a variety of scenarios as well as an assessment of potential shortcomings in the ability of the licensee's risk management and internal controls to effectively manage associated risks; and
- (b) An assessment of the extent to which the licensee's risk management, legal and regulatory compliance, information technology, internal control and business functions have adequate tools and the expertise necessary to measure and manage related risks.

HC-8.1.6

Licensees must appoint a chief risk officer (CRO) or equivalent with an overall responsibility for the licensee's risk management function.

MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-8:	Risk Management Function

HC-8.1 Risk Management Function (continued)

HC-8.1.7

The CRO must:

- (a) Be actively engaged, together with management, in monitoring performance relative to risk-taking and risk limit adherence;
- (b) Manage and participate in key decision-making processes (e.g. Strategic planning, capital and liquidity planning, new products and services, compensation design and operation);
- (c) Be independent and have duties distinct from other executive function. This means that he must not have managerial or financial responsibility or approval authority related to any business lines or revenue-generating functions, and there must be no “dual hatting”, i.e. other approved persons within senior management must not serve as the CRO.
- (d) Have access to any information necessary to perform his duties;
- (e) Report directly to the risk committee without impediment, and administratively to the CEO;
- (f) Have the ability to interpret and articulate risk in a clear and understandable manner and to effectively engage the risk committee and senior management in a constructive dialogue on key risk issues;
- (g) Meet regularly with the non-executive directors, the board or its risk committee without executive directors and the CEO being present;
- (h) Keep the risk committee and senior management apprised of the assumptions used in and potential shortcomings of the licensee’s risk models and analyses;
- (i) Consistently remind all staff, through a regular process, under the sponsorship of the CEO, of the risk management requirements to ensure a common understanding of these requirements across the licensee; and

MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-8:	Risk Management Function

HC-8.1 Risk Management Function (continued)

- (j) Ensure that:
- i. Risk reporting to the risk committee is carefully designed to convey bank-wide, individual portfolio and other risks in a concise and meaningful manner. Reporting must accurately communicate risk exposures and results of stress tests or scenario analyses and must provoke a robust discussion of, for example, the bank's current and prospective exposures (particularly under stressed scenarios), risk/return relationships and risk appetite and limits. Reporting must also include information about the external environment to identify market conditions and trends that may have an impact on the bank's current or future risk profile;
 - ii. Material risk-related ad-hoc information that requires immediate decisions or reactions is promptly presented to senior management and, as appropriate, the risk committee, the responsible officers and, where applicable, the heads of control functions so that suitable measures and activities can be initiated at an early stage; and
 - iii. The licensee has accurate internal and external data to be able to identify, assess and mitigate risks.



MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-9:	Compliance

HC-9.1 Compliance

HC-9.1.1

The Board must:

- (a) Oversee the management of the licensee's compliance risk;
- (b) Establish an independent compliance function and approve an appropriate compliance framework for the licensee based on its size and complexity of its operations;
- (c) Set priorities for the management of its compliance risk in a way that is consistent with its risk management strategy and structures;
- (d) Not outsource the compliance function; and
- (e) Approve the licensee's compliance policy for identifying, assessing, monitoring, reporting and advising on compliance risk.

HC-9.1.2

The compliance function and the internal audit function must be separate.

HC-9.1.3

The Board, Audit Committee or the designated Board committee and senior management must:

- (a) Ensure that, based on an agreed remedial action plan, all compliance findings are resolved within a reasonable period of time to be set based on level and magnitude of risk;
- (b) Not restrict the compliance function from reporting any irregularities or breaches that are identified as a result of its work or investigations, and must ensure that such reporting can be done without fear of retaliation or disfavour from management, board members or other staff members;
- (c) Ensure that the head of compliance and his staff are not placed in a position where there is a possible conflict of interest between their compliance responsibilities and any other responsibilities they may have;
- (d) Not consider the compliance function as a cost center; instead it should be viewed as an activity that helps the licensee avoid enforcement action for non-compliance, enhances the licensee's reputation and promotes the right environment for better financial performance; and
- (e) Ensure the compliance function's right to:
 - i. Have unrestricted access to any records or files necessary to carry out its responsibilities, and the corresponding duty of licensee staff to co-operate in supplying this information;
 - ii. Conduct investigations of possible breaches of the applicable laws, regulations and the compliance policy; and
 - iii. Appoint, subject to audit committee's approval, outside experts to perform a specific task, if appropriate.



MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-9:	Compliance

HC-9.1 Compliance (continued)

HC-9.1.4

Licensees must appoint a head of compliance with overall responsibility for the licensee's compliance function.

HC-9.1.5

In banking groups:

- (a) The audit committee and senior management, with assistance of the group head of compliance, must ensure that adequate resources, commensurate with the scale and complexity of operations, are assigned for compliance activities at the head office, subsidiaries and overseas branches; and
- (b) The group head of compliance must ensure that:
 - i. Adequate reports and information are received from subsidiaries and overseas branches on compliance related issues and must report the same to the audit committee; and
 - ii. It conducts annual compliance testing on subsidiaries and overseas branches whose total revenue represents 20% or more of the group's total revenue and every two years for other overseas operations.

HC-9.1.6

Subject to the CBB's approval, the role of head of compliance may be combined with the head of risk if the size and nature of the conventional bank licensee justify the same.

HC-9.1.7

The head of compliance must:

- (a) Report to the Audit Committee or the designated Board committee and administratively to the CEO. In the case of branches of foreign bank licensees, the reporting must be to the Group or Regional Head of Compliance and administratively to the CEO/GM of the branch;
- (b) Establish the operating compliance procedures and processes for identifying, assessing, monitoring, reporting and advising on compliance risk;
- (c) Establish written guidance to the licensee's staff on the appropriate implementation of laws and regulations;
- (d) Conduct, under the sponsorship of the CEO, awareness sessions for the licensee's staff on compliance policy requirements and issues; and
- (e) Report to the Audit Committee:
 - i. On a quarterly basis, the licensee's management of its compliance risk, in such a manner as to assist committee members to make an informed judgment on whether the licensee is managing its compliance risk effectively; and

MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-9:	Compliance

HC-9.1 Compliance (continued)

- ii. Immediately any material compliance failures as they arise (e.g. failures that may attract a significant risk of legal or regulatory sanctions, material financial loss, or loss of reputation).

HC-9.1.8

The compliance function must:

- (a) Have a formal status with sufficient authority within the licensee;
- (b) Carry out its responsibilities under a risk-based compliance programme that sets out its planned activities, such as the implementation and review of specific policies and procedures, compliance risk assessment and compliance testing;
- (c) Assess in cooperation with the relevant functions, in case of new regulations, the appropriateness of the licensee's relevant policies as well as the compliance policy and related procedures and processes. It must promptly follow up regarding any identified deficiencies, and, where necessary, formulate proposals for amendments in cooperation with the relevant functions;
- (d) On a proactive basis, identify, measure, document and assess the compliance risks associated with the licensee's business activities including the development of new products and business practices, proposed establishment of new types of business or customer relationships, or material changes in the nature of such relationships. If the licensee has a new products and services committee, the compliance function staff must be represented on the committee;
- (e) Monitor and test compliance by performing sufficient and representative compliance testing. The results of such testing must be reported to the Audit Committee;
- (f) Advise the audit committee and senior management on all relevant laws, regulations and standards in all jurisdictions in which the licensee conducts its business and inform them on developments on the subject;

MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-9:	Compliance

HC-9.1 Compliance (continued)

- (g) Provide to the CBB a compliance assessment report on every application/request for approval to the CBB confirming that all related legal and regulatory requirements pertaining to the request have been thoroughly checked, including the impact of such request on the licensee's financial position and compliance status, and a reference must be made to any previously approved arrangements by the CBB. In cases where the requests have a potential financial impact on the licensee, a report from the financial control function in consultation with external auditors must also be submitted as part of the compliance assessment report, whereas in case of any legal implication of such a request a legal opinion on the matter must be submitted;
- (h) Act as a contact point within the licensee for compliance queries from staff members; and
- (i) Have sufficient and appropriate resources to carry out its functions effectively, commensurate with the size and complexity of the licensee.

HC-9.1.9

The compliance function staff must:

- (a) Have the necessary qualifications, experience and professional and personal qualities to enable them to carry out their specific duties;
- (b) Have a sound understanding of applicable laws, regulations and standards and their practical impact on the licensee's business activities and operations; and
- (c) Be subject to regular and systematic training to remain up-to-date with developments in laws, regulations and standards.

HC-9.1.10

The CBB may at its own discretion communicate directly with the Head of Compliance to discuss issues of material concerns related to compliance risk.



MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-10:	Internal Audit

HC-10.1 Internal Audit

HC-10.1.1 Conventional bank licensees must establish an effective and independent internal audit function (IAF).

HC-10.1.2 The Audit Committee remains ultimately responsible for the IAF regardless of whether internal audit activities are outsourced.

HC-10.1.3 The Board, Audit Committee and senior management must:

- Promote a strong and robust internal control environment within the licensee;
- Provide the IAF staff full and unconditional access to all files, records, data, documents, systems, properties, subsidiaries and overseas branches of the licensee;
- Require that all internal audit findings and recommendations are resolved within a reasonable period of time to be set based on level and magnitude of risk;
- Allocate sufficient annual budget to support the IAF's activities and plans; and
- Inform the IAF of new developments, initiatives, projects, products and operational changes.

HC-10.1.4 All Bahraini conventional bank licensees must have an internal audit charter which must be drawn up and reviewed annually by the head of internal audit and approved by the Board or Audit Committee. It must be available to all internal stakeholders, and to external stakeholders in case of a listed bank.

HC-10.1.5 The internal audit charter must establish, at a minimum:

- The IAF's standing within the licensee, its authority, responsibilities and relations with other control functions in a manner that promotes the effectiveness of the function;
- The purpose and scope of the IAF;
- The obligation of the internal auditors to communicate the results of their engagements and a description of how and to whom this must be done (reporting line);
- The criteria for when and how the IAF may outsource some of its engagements to external experts;
- The terms and conditions according to which the IAF can be called upon to provide consulting or advisory services or to carry out other special tasks without creating a conflict with its core function;
- The responsibility and accountability of the head of internal audit;
- The requirement to comply with the international standard on internal audit issued by The Institute of Internal Auditor; and
- Procedures for the coordination of the IAF with the external auditor.



MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-10:	Internal Audit

HC-10.1 Internal Audit (continued)

HC-10.1.6

The IAF must:

- (a) Be independent of all functions;
- (b) Have sufficient standing and authority within the licensee;
- (c) Have sufficient skilled resources to be able to judge outcomes and make an impact at the highest level of the organization;
- (d) Be able to perform its assignments on its own initiative in all areas and functions of the licensee based on the audit plan established by the head of the IAF and approved by the audit committee;
- (e) Be free to report its findings and assessments internally;
- (f) Independently review and evaluate the effectiveness and efficiency of all functions, internal controls, risk management, internal risk and finance models, governance framework, policies, procedures, systems and processes, including the licensee's outsourced activities and its subsidiaries (including SPVs) and local and overseas branches, and must ensure adequate coverage of matters of regulatory interest within the audit plan;
- (g) Develop an independent and informed view of the risks faced by the licensee based on its access to all licensee records and data, its enquiries and its professional competence;
- (h) Discuss its views, findings and conclusions directly with the audit committee and, if necessary, with the board of directors at their routine quarterly meetings; and
- (i) Not be involved in designing, selecting, implementing or operating specific internal control measures. However, the independence of the IAF must not prevent senior management from requesting input from the IAF on matters related to risk and internal controls. Nevertheless, the development and implementation of internal controls must remain the responsibility of management.

MODULE	HC: High-Level Controls
PART	ONE: Bahraini Bank Licensees
CHAPTER	HC-10: Internal Audit

HC-10.1 Internal Audit (continued)

HC-10.1.7

Licensees must appoint a head of internal audit who shall:

- (a) Report directly to the Audit Committee and administratively to the CEO;
- (b) Demonstrate appropriate leadership and have the necessary personal characteristics and professional skills to fulfil his responsibility for maintaining the function's independence and objectivity;
- (c) Inform senior management of all significant findings so that timely corrective actions can be taken, and subsequently, he must follow up with senior management on the outcome of those corrective measures;
- (d) Report quarterly to the Audit Committee the status of pending findings;
- (e) Arrange appropriate ongoing training for the internal audit staff to meet the growing technical complexity of the conventional bank licensee's activities and the increasing diversity of tasks that need to be undertaken as a result of the introduction of new products and processes and other developments in the financial sector;
- (f) Establish an annual internal audit plan approved by the audit committee. The plan must be based on a robust risk assessment, including direct or indirect input from the board, audit committee and senior management;
- (g) Develop and maintain appropriate tools to assess the quality of the IAF; and
- (h) Define, in a banking group structure, the group's internal audit strategy, determine the organisation of the internal audit function both at the parent's and the subsidiary's level (in consultation with these entities' respective audit committees and in accordance with local laws) and formulate the internal audit principles, the audit methodology and quality assurance measures. He must also determine the audit scope for every internal audit exercise, by the parent's internal audit function, for every subsidiary on an annual basis in compliance with local regulations and incorporate local knowledge and experience.

MODULE	HC:	High-Level Controls
PART	ONE:	Bahraini Bank Licensees
CHAPTER	HC-10:	Internal Audit

HC-10.1 Internal Audit (continued)

HC-10.1.8 The head of IAF should, whenever practicable and without jeopardising competence and expertise, periodically rotate internal audit staff within the internal audit function.

HC-10.1.9 The CBB may at its own discretion communicate directly with the head of the IAF to discuss issues of material concerns related to risks, compliance and internal controls.

HC-10.1.10 Internal audit reports must be provided to the audit committee without management filtering.

HC-10.1.11 All internal audit staff must:

- (a) Apply the care and skills expected of a reasonably prudent and competent professional. Due professional care does not imply infallibility. Internal auditors having limited competence and experience in a particular area must be appropriately supervised by more experienced staff;
- (b) Avoid conflicts of interest. Internal auditors appointed from within the licensee must not engage in auditing activities for which they have had previous responsibility before a one year “cooling off” period has elapsed;
- (c) Act with integrity (being straightforward, honest and truthful);
- (d) Be diligent in the protection of information acquired in the course of their duties and must not use it for personal gain or malicious action;
- (e) Adhere to the code of ethics of the licensee, the institute of internal auditors and any other relevant professional or standard setting body;
- (f) Collectively be competent to examine all areas in which the licensee operates; and
- (g) Adhere to international professional standards established by the institute of internal auditors.



MODULE	HC:	High-Level Controls
PART	TWO:	Branches of Foreign Banks
CHAPTER	HC-C:	Scope of Application

HC-C.1 Scope of Application

HC-C.1.1	This chapter applies to <u>branches of foreign bank licensees</u> who should satisfy the CBB that equivalent or similar arrangements are in place at either the branch or the <u>parent</u> entity level, and that such arrangements provide for effective high-level controls over activities conducted by the branch, commensurate with the size, complexity, nature and the risk profile of the branch. If the branch is unable to satisfy the CBB that the governance arrangements are equivalent, the CBB will assess the potential impact of risks and require that the <u>licensee</u> satisfies that compensating alternative arrangements are in place to address any risks relevant to the Bahrain operations.
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MODULE	HC:	High-Level Controls
PART	TWO:	Branches of Foreign Banks
CHAPTER	HC-11:	Responsibilities, Corporate Culture and Values

HC-11.1 Overall Responsibilities, Corporate Culture and Values

HC-11.1.1 The licensee must have in place:

- (a) A sound and proper corporate and risk culture and values;
- (b) Strategy, business plan and budget;
- (c) An appropriate framework of governance and risk management, inclusive of risk appetite, policies, procedures, systems and internal controls which must be reviewed in case a major new business activity is considered, or in case of material changes to the licensee's size, complexity, business strategy, markets or regulatory requirements, or the occurrence of a major failure of controls;
- (d) Adequate processes to ensure full compliance with the requirements of the CBB Law, other relevant laws and the pertinent rulebooks;
- (e) A robust finance function responsible for accounting and financial data;
- (f) Properly positioned risk management, compliance and internal audit functions which are adequately staffed and resourced and carry out their responsibilities independently, objectively and effectively;
- (g) An effective and transparent relationship with the CBB;
- (h) An appropriate code of conduct/ethics that must:
 - i. outline the acceptable practices that all senior management and other staff must follow in performing their duties, and the unacceptable practices/conduct that must be avoided;
 - ii. include the corporate values that create expectations that the business must be conducted in a legal, professional and ethical manner, and oversee the adherence to such values by senior management and other employees;
 - iii. promote risk awareness within a strong risk culture, that does not support risk-taking beyond the risk appetite and risk limits of the licensee, and that all employees are responsible for ensuring that the licensee operates within the established risk appetite and risk limits;
 - iv. ensure that the code, corporate values and professional standards it sets, together with supporting policies, are adequately communicated throughout the licensee; and



MODULE	HC:	High-Level Controls
PART	TWO:	Branches of Foreign Banks
CHAPTER	HC-11:	Responsibilities, Corporate Culture and Values

HC-11.1 Overall Responsibilities, Corporate Culture and Values (continued)

- v. ensure that all senior management and other staff are aware that appropriate disciplinary or other actions will follow unacceptable behaviour, practices and transgressions.

- (i) An approved and well communicated whistleblowing policy and adequate procedures and processes, consistent with applicable laws. Such policy must encourage employees to communicate, confidentially and without the risk of reprisal, legitimate concerns about illegal, unethical or questionable practices, and must include the escalation process of material concerns to the CBB.

The CEO of the Branch must:

- i. have oversight of the whistleblowing policy mechanism and ensure that senior management addresses legitimate issues that are raised;
- ii. take responsibility for ensuring that staff who raise concerns are protected from detrimental treatment or reprisals, and that their rights are not undermined;
- iii. approve and oversee how and by whom legitimate material concerns shall be investigated and addressed such as by an objective and independent internal or external body, senior management; and
- iv. ensure that, after verifying the validity of the allegations, the person responsible for any misconduct is held accountable and is subjected to an appropriate disciplinary measure.

- (j) A conflict of interest policy on identifying and managing potential conflicts of interest related to all approved persons. The policy must include:

- i. An approved person's duty to:

- 1. Avoid, to the extent possible, activities that could create conflicts of interest or the appearance of conflicts of interest. An approved person shall be considered to have a "personal interest" in a transaction with a company if they themselves, or a member of their family (i.e. spouse, father, mother, sons, daughters, brothers or sisters), or another company of which they are a director or controller, are a party to the transaction or have a material financial interest in the transaction or are expected to derive material personal benefit from the transaction (transactions and interests which are de minimis in value should not be included);



MODULE	HC:	High-Level Controls
PART	TWO:	Branches of Foreign Banks
CHAPTER	HC-11:	Responsibilities, Corporate Culture and Values

HC-11.1 Overall Responsibilities, Corporate Culture and Values (continued)

2. Promptly disclose any matter that may result, or has already resulted, in a conflict of interest;
3. Abstain from getting involved in or voting on any matter where they may have a conflict of interest or where their objectivity or ability to properly fulfil duties to the licensee may be otherwise compromised. Any decision to enter into a transaction in which an approved person appears to have a material conflict of interest must be formally approved by the Regional Office or Head Office;
4. Act with honesty, integrity and care for the best interest of the licensee and its stakeholders;
5. Not use properties of the licensee for their personal needs;
6. Not misuse or misappropriate the licensee's assets or resources;
7. Not disclose confidential information of the licensee or use it for their personal profit or interest;
8. Make every practicable effort to arrange their personal and business affairs to avoid a conflict of interest with the licensee;
9. Not take business opportunities of the licensee for themselves; and
10. Not compete in business with the licensee or serve the licensee's interest in any transaction with a company in which they have a personal interest.
- ii. Examples of where conflict of interest may arise when serving as an approved person;
- iii. A rigorous review and approval process for approved persons to follow before they engage in certain activities so as to ensure that such activity will not create a conflict of interest;
- iv. Adequate requirements that transactions with related parties must be made on an arm's length basis;
- v. Sufficient restrictions on and/or a robust and transparent process for the employment of relatives of approved persons;
- vi. Requirements for properly managing and disclosing conflict of interest that cannot be prevented;

MODULE	HC:	High-Level Controls
PART	TWO:	Branches of Foreign Banks
CHAPTER	HC-11:	Responsibilities, Corporate Culture and Values

HC-11.1 Overall Responsibilities, Corporate Culture and Values (continued)

- vii. Requirements for all approved persons to annually declare in writing all their other interests in other enterprises or activities (whether as a shareholder of above 5% of the voting capital of a company, a manager or other form of significant participation) to the Regional Office or Head Office;
- viii. The way in which the Licensee will deal with any non-compliance with the policy; and
- ix. The CEO/General Manager of the licensee must disclose to the Regional Office or Head Office on an annual basis those individuals who are occupying controlled functions and who are relatives of any approved persons within the licensee.



MODULE	HC:	High-Level Controls
PART	TWO:	Branches of Foreign Banks
CHAPTER	HC-11:	Senior Management

HC-11.2 Senior Management

HC-11.2.1 The licensee must have an adequate organisational structure that promotes accountability and transparency and facilitates effective decision-making and good governance. This includes clarity on the role, authority and responsibility of the various positions within senior management, including that of the CEO.

HC-11.2.2 Senior management must:

- (a) be selected through an appropriate promotion or recruitment process which considers the qualifications and competencies required for the position in question;
- (b) have the necessary experience, competencies, personal qualities and integrity to manage the business and the employees under their supervision;
- (c) be subject to regular training to maintain and enhance their competencies and stay up to date on developments relevant to their areas of responsibility;
- (d) assess the training needs of staff across all levels throughout the organisation taking into account the existing skills, competencies, laws and regulations and ensure that such training is provided by competent and skilled personnel (whether internal or external);
- (e) act within the scope of their responsibilities which must be clearly defined;
- (f) independently assess and question the policies, processes and procedures of the licensee, with the intent to identify and initiate management action on issues requiring improvement;
- (g) not interfere in the independent duties of the risk management, compliance and internal audit functions;
- (h) carry out and manage the licensee's activities in compliance with all laws and regulations, and in a manner consistent with the business strategy, risk appetite, business plan and policies approved by the Regional Office/Head Office;
- (i) have a robust governance framework for all management committees;
- (j) not primarily control the remuneration system within the licensee;
- (k) actively communicate and consult with the control functions on management's major plans and activities so that the control functions can effectively discharge their responsibilities; and



MODULE	HC:	High-Level Controls
PART	TWO:	Branches of Foreign Banks
CHAPTER	HC-11:	Senior Management

HC-11.2 Senior Management (continued)

- (l) provide the Regional Office/Head Office with timely, complete, accurate and understandable information and documents so that they are equipped for upholding their responsibilities, and keep them adequately informed and updated on a timely basis about material issues including:
- Changes in the implementation of business strategy, risk strategy and risk appetite;
 - The licensee's performance and financial condition;
 - Breaches of risk limits or regulations;
 - Internal control failures, frauds and cyber-security incidents;
 - Legal or regulatory concerns;
 - Customer complaints; and
 - Issues raised as a result of the licensee's whistleblowing policy.

HC-11.2.3 The licensee's CEO and Chief Financial Officer must state in writing to the Regional Office/Head Office that the licensee's interim (if any) and annual financial statements present a true and fair view, in all material respects, of the licensee's financial condition and results of operations in accordance with applicable accounting standards.

MODULE	HC:	High-Level Controls
PART	TWO:	Branches of Foreign Banks
CHAPTER	HC-11:	Other Governance Requirements

HC-11.3 Other Governance Requirements

HC-11.3.1	<u>Branches of foreign banks</u> are required to comply with chapters HC-6, HC-8, HC-9 and HC-10 of part 1 of this Module.
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