

# Coronation Merchant Bank Limited

Board Evaluation Report for 2020

February 2021

The better the question. The better the answer.  
The better the world works.

**EY**  
Building a better  
working world



Ernst & Young Nigeria  
UBA House  
10<sup>th</sup> and 13<sup>th</sup> Floor  
57 Marina  
Lagos, Nigeria

Tel: +234 1 6314500  
Fax: +234 1 4630481  
E-mail: [services@ng.ey.com](mailto:services@ng.ey.com)  
[www.ey.com](http://www.ey.com)

23 February, 2021

The Chairman, Board of Directors,  
Coronation Merchant Bank Limited,  
10 Amodu Ojikutu Street,  
Off Saka Tinubu Street,  
Victoria Island,  
Lagos, Nigeria.

Dear Sir,

**Board Evaluation Report for the year ended 31st December 2020**

We have completed the Board Evaluation for Coronation Merchant Bank Limited for the year ended 31st December 2020, in accordance with our Statement of Work dated 11<sup>th</sup> January 2021

The fieldwork was performed during the month of January 2021. The scope of our work, related findings, and recommendations resulting from our review procedures are provided in the detailed report.

Thank you for entrusting us to work with you on this project, we are willing to discuss any aspect of this report with you. If you have any questions regarding our report, , please feel free to contact the undersigned Benson Uwheru on +2348033554675 or e-mail: [benson.uwheru@ng.ey.com](mailto:benson.uwheru@ng.ey.com)

Yours faithfully,

**For: Ernst & Young**

Benson Uwheru  
**Partner, Advisory Services**



## Contents

<b>1</b>	<b>Executive summary</b>	<b>4</b>
<b>2</b>	<b>Scope of Work</b>	<b>7</b>
<b>3</b>	<b>Ernst and Young's Corporate Governance Framework</b>	<b>8</b>
<b>4</b>	<b>Board Evaluation Survey - Analysis of results</b>	<b>10</b>
<b>5</b>	<b>Main Report</b>	<b>11</b>
<b>6</b>	<b>Appendices</b>	<b>35</b>

### Restrictions on the use of our report (work product)

This report is intended solely for the information and use of the Board and Management of Coronation Merchant Bank Limited, the Central Bank of Nigeria and the Financial Reporting Council of Nigeria. It is not intended to be and should not be used by any other parties.

Ernst & Young therefore assumes no responsibility to any user of the report other than Coronation Merchant Bank Limited, the Central Bank of Nigeria and the Financial Reporting Council of Nigeria. Any other persons who choose to rely on our report may do so entirely at their own risk.



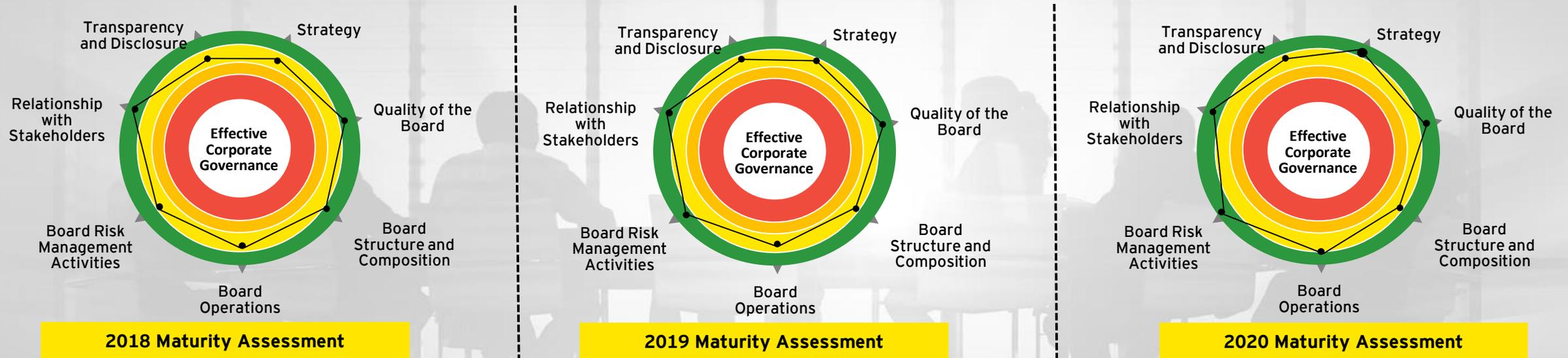
1

## Executive Summary

# Executive Summary

## Snapshot of Board Performance from Previous Appraisal (2018 - 2020)

### Corporate Governance Maturity Assessment



#### Our Observations for 2020

- ▶ We noted that the date of last review for the remuneration policy was in October 2017 and we were unable to observe evidence of approval of policy by the Board in the minutes of Board meetings. Per our discussion with the Company Secretary, we noted that there are plans around amendment of remuneration policy which will take effect this year (2021).
- ▶ Feedback from Directors Interview, indicates that the Board needs more training on Investment, Technology and Finance as it relates to banking.
- ▶ Some of the Directors from the Director survey indicated that one of the areas of weaknesses identified in the Board is unusual long meetings, that is Board Committee meetings are usually very long.

#### Improvements from previous years

- ▶ The Bank has in place an approved succession plan which covers key officers of the Bank including the MD/CEO and other key management staff of the Bank in line with regulatory requirements.
- ▶ The Board and Board Committee charters are approved by the Central Bank of Nigeria.
- ▶ The Board has established a framework which sets out a strategy for CSR responsibility for the Bank and is premised on the objective of achieving the Bank's vision, brand positioning as well as fostering stronger ties with the Bank's stakeholders.



2

## Assessment Framework

# Scope of Work

## Approach

### Director Questionnaires

We will develop and administer a Director questionnaire adapted to the requirements of the CBN Code of Corporate Governance, FRC, your unique requirements and global best practices in corporate governance.

### Reporting

We conducted analysis on results to determine compliance with the applicable local regulation (CBN Code of Corporate Governance, FRC NCCG), Coronation Merchant Bank Board Charter and global practices. We will also identify gaps, note areas of improvement and provide recommendations.

### Maturity Assessment

We will use the data collected during the review to assess the Board's maturity level. Best practice objectives and detail on the various levels of maturity will be explained along with general findings and recommendations. The finalised assessment can subsequently be used as a baseline for future reviews

### Desktop Review

Document review including Board packs, Board Committee Minutes, Board Minutes, Regulatory Returns, Reports and Policies. Our review is aimed at identifying the current practices relating to the Bank's corporate process, existing standards and other supporting information

### Director Interviews

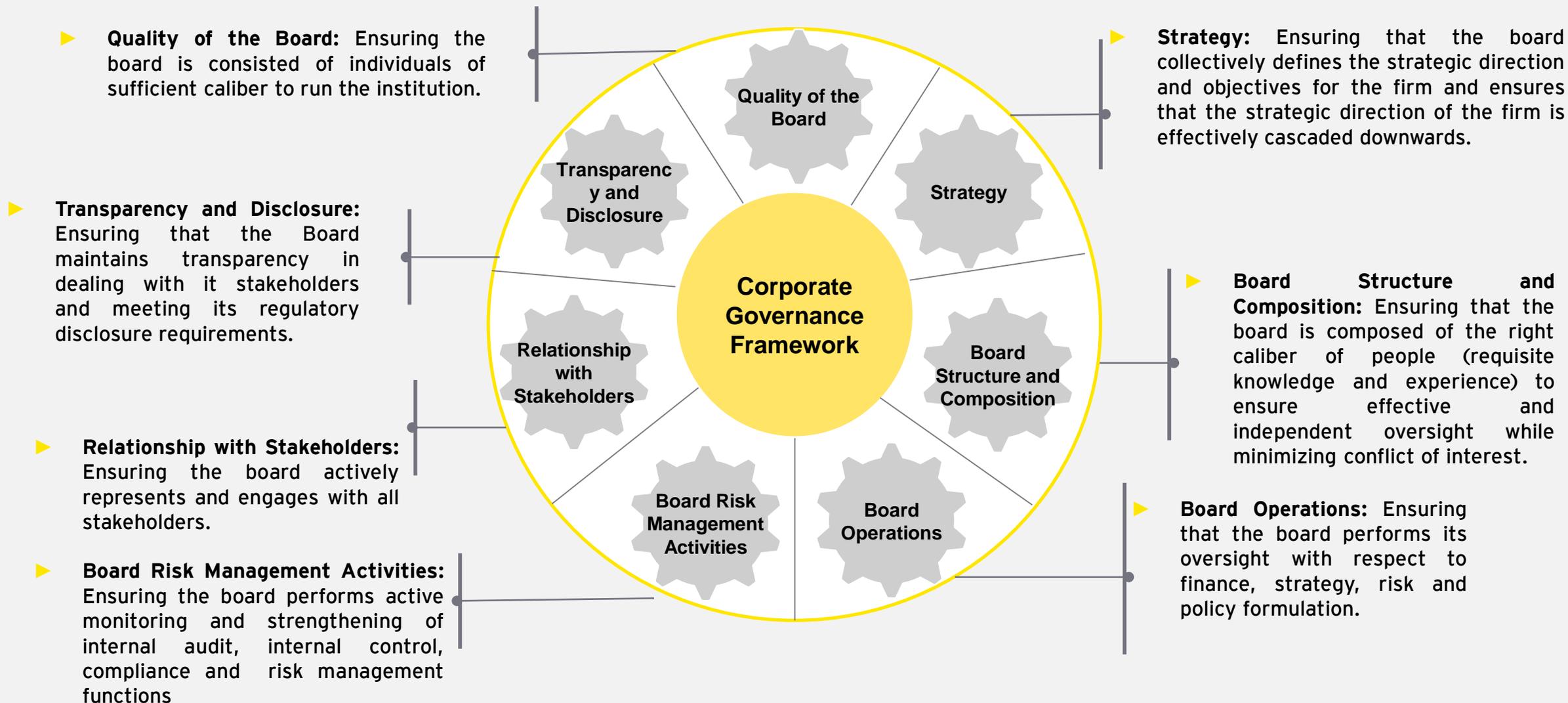
EY will conduct focused interview sessions with some Directors (including the Chairman of the Board and Chairpersons of Board Committees) to discuss key observations from the review, feedback provided through the questionnaires and also elicit general comments on the corporate governance practices of the Bank.



# Scope of Work

## Ernst and Young's Corporate Governance Framework

EY's Corporate Governance framework is a pragmatic, extensible framework which places the key elements of Governance in context with special attention to:





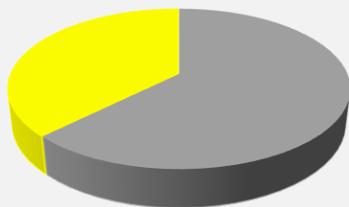
# 3

## Board Evaluation Survey - Analysis of Results

# Snapshot of Online Director Survey Results

<b>Coronation Merchant Bank Limited Board Statistics</b>	<b>9 Directors</b>	<b>Independents: 3</b>	<b>Non-Executives: 8</b>	<b>Executives: 1</b>
--	--------------------	------------------------	--------------------------	----------------------

## Strategy



Strongly agree Agree Disagree Strongly Disagree

All Directors of the Board agree that they are involved and understand the steps in the development of the Bank's strategic plan, the key elements of strategy and the strategy of the Bank is reviewed periodically and performance is monitored regularly.



## Segregation of Duty

All Directors agree there is clear separation of duties in the responsibilities of the Board and Management.

## Quality of the Board

100% of respondents believe that training provided to the Board members during the year were relevant to their roles and also the pandemic that lead to remote working. However, during the interview sessions a number of Directors indicated interest in Investment, Technology and Finance as it relates to banking.

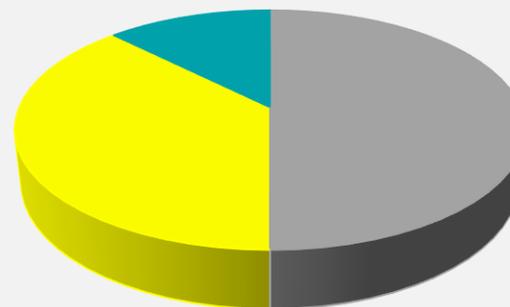


## Internal Audit



All Directors agree that the Audit Committee has sufficient expertise, time and support to enable it discharge its monitoring and oversight role effectively and the Committee adopts a risk-based audit approach in its audit methodology.

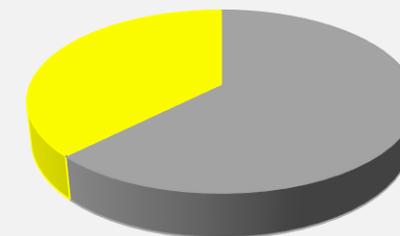
## Company Secretary



Strongly agree Agree Disagree Strongly Disagree

Although 90% of Directors agree with the competency of the Company Secretary in conducting meetings, AGM, quality of minutes and general duties are satisfactory, 10% responses received strongly disagree with this assessment.

## Performance of the MD/CEO



Strongly agree Agree Disagree Strongly Disagree

All Directors believed that the quality and timeliness of reports and disclosures on the Bank's operations by the MD/CEO that gives assurance on the health performance of the Bank and adherence to policies are satisfactory.

## Board Composition

All Directors of the Board believe that the Board has appointed the appropriate number and type of committees to assist with the performance of the Board's obligations.

## Board Meetings



100% of the responses received agree that the Board has an appropriate number of meetings each year to accomplish all its



**4**

**Main Report**

# Strategy (1/2)



## Key Indicators

- ▶ Clear strategic objectives, values, responsibilities and accountability
- ▶ Short term plans are determined to meet long term strategic directions
- ▶ The Board specifically considers the risks and rewards of alternative strategies when making decisions.

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Strategic Planning and Monitoring	CBN CCG 2.1.2 FRC NCCG 1.4	<p>Strategic planning is critical to the long-term success of the Bank. The Board is responsible for defining the Bank's strategic goals and objectives as well as ensuring the effective deployment of human and financial resources towards the attainment of these goals. Based on our review of the minutes of the Board meetings, we observed that the Board is involved in the strategy planning in accordance with CBN CCG 2.1.2. There is currently an approved strategic plan which covers a period of five (5) years, 2019 - 2023.</p> <p>The overall strategic intent of the Bank focuses on the following: Expanding correspondent networks in high volume corridors to facilitate the trade finance business; Growing balance sheet capital by exploring partnerships; Outperforming the market in the quality of its service delivery to financial institutions; Growing its presence among the corporate clients etc.</p> <p>The Board has oversight of the execution of the Bank's strategic plan through its Committees. In addition, the Bank's performance and trends relating to strategy implementation are communicated in management reports to the Board.</p>
Succession Planning	CBN CCG 2.1.6 FRC NCCG 1.5	As stated in the Board Charter the Board is charged with the responsibility of Succession planning. We observed that the Bank has in place an approved succession plan which covers key officers of the Bank including the MD/CEO and other key management staff of the Bank in line with regulatory requirements.
Oversight of Management Activities	Leading Practice	The Board Charter clearly highlights that the Board is responsible for the formulation of policies and management oversight. Some of which includes; Strategy and Planning; Human Resources; Risk Management; Corporate Governance; Audit and Compliance; Remuneration of Directors and Senior Management Staff. The Charter also highlights the responsibilities of the Officers on the Board, delegation to management, the process of appointing and re-appointing Directors, and the overall responsibility of the Chairman, in providing leadership to the Board and the Bank.

# Strategy (2/2)

## Key Indicators

- ▶ Clear strategic objectives, values, responsibilities and accountabilities
- ▶ Short term plans are determined to meet long term strategic directions
- ▶ The Board specifically considers the risks and rewards of alternative strategies when making decisions.

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Oversight of Management Activities Cont'd	Leading Practice	The Board is responsible for approval of the Bank's succession plan and ensuring the implementation of the Bank's risk management framework. The Board, through the Board Governance and Nomination Committee, is also responsible for ensuring that there is an annual Board and Board Committee Performance Appraisal by an Independent Consultant, covering the structure, composition, responsibilities, processes and relationships with reference to the Central Bank of Nigeria Code of Corporate Governance.

# Quality of the Board (1/2)

## Key Indicators

- ▶ The Board comprises of an appropriately diverse group of Directors who collectively possess the technical skills, competencies and experiences to deliver the best outcomes for stakeholders
- ▶ Board members take individual and collective responsibility for ensuring that they keep abreast of market knowledge, technical knowledge and professional skills

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Profile and Experience of the Board	Leading Practice	The Board is composed of a total of ten (10) Directors who collectively possess the technical skills, competencies and experience to contribute effectively to the Board oversight activities. Their collective experience spans across banking and financial sectors, business consulting, legal services, energy, agriculture, procurement, tourism, FMCG, engineering, oil and gas, amongst others. The collective wealth of knowledge and experience has had a positive impact on the governance of the Bank. Furthermore, results from the Director's survey showed that all Board members considered experience and diversity as part of the Board's strength.
Developmental Activities	CBN CCG 2.4.7 FRC NCCG 13.2	<p>Leading practices mandates that all Directors participate in periodic, relevant professional/continuing education programmes in order to update their knowledge and skills and keep them informed of new developments in the company's business and operating environment. These trainings are aimed at ensuring that the Board has sufficient capacity to discharge their duties to the company effectively.</p> <p>We observed that three (3) training programmes, covering COVID-19 Additional Risk Areas:- Cybersecurity and Fraud - What board members need to know, Corporate Finance &amp; Business Valuation Masterclass and FITC training:- The future of board and governance - reporting, supervising and risk management were organized for the Board in the year under review.</p> <p>Furthermore, feedback from Director Interviews, indicates that Directors needs more training on Financial Investment, Cyber Security, Technology and Finance as it relates to banking. We recommend that the Board should ensure these trainings are taken into consideration while drawing up a training plan for subsequent years.</p>

# Quality of the Board (2/2)

## Key Indicators

Maturity			
Evolving	Functioning	Established	Advanced

- ▶ The Board comprises of an appropriately diverse group of Directors who collectively possess the technical skills, competencies and experiences to deliver the best outcomes for stakeholders
- ▶ Board members take individual and collective responsibility for ensuring that they keep abreast of market knowledge, technical knowledge and professional skills
- ▶ Board and Board members have clearly defined roles and responsibilities.

Component	Applicable Regulation	Findings
Board Tenure	CBN CCG 2.4.3 FRC NCCG 12.10	<p>The Board Charter highlights that the basic requirements for the appointment of Directors should be in line with regulatory stipulations. We observed that there is a robust policy detailing the procedures and requirements for the appointment of Directors to the Board. This is in accordance with the Code.</p> <p>The Board Governance and Nominations Committee is responsible for maintaining a balance of skills and experiences on the Board, this is reviewed annually or in the event of a new appointment. The Committee oversees human resource matters, Board appointments, Board Committee memberships as well as Board Governance issues. We also confirmed evidence of review of the approved Board Charter, in line with leading corporate governance practice.</p> <p>Per our discussion, we were informed that the Director's appointment were approved afresh by CBN after transition from a Discount House to a Merchant Bank. This shows that none of the Director on the Board has exceeded their tenure in the year under review.</p>
Performance Evaluation	CBN CCG 2. 8.1 FRC NCCG 14.1	<p>The Board is mandated to evaluate its performance and the performance individual Directors annually. The purpose of the evaluation process is to improve Board effectiveness and ensure compliance with leading corporate governance practices. The Board appoints independent consultants to carry out an appraisal against Corporate Governance practices as well as the roles and responsibilities documented in the Board and Board Committee Charters. Upon completion of this exercise, recommendations are presented to the Board for implementation.</p> <p>An independent Board appraisal exercise was carried out in 2020 for Coronation Merchant Bank Limited's 2019 Financial Year. The assessment was principally focused on areas such as Board Composition and Capacity, Board Meetings, Leadership, Board Committees, Strategy and Planning, Board and the MD/CEO, Financial Audit and Information Performance, Transparency and Risk Management Compliance.</p>

# Board Structure and Composition (1/3)



## Key Indicators

- ▶ The number of Non-Executive Directors exceeds Executive Directors on the Board of Directors
- ▶ Adequate diversity of Board membership
- ▶ The position of the Chairperson and MD/CEO are not occupied by the same individual.

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Board Composition	CBN CCG 2.2.1 FRC NCCG 2.3(b)	The Board of Coronation Merchant Bank Limited comprised of ten (10) Directors in the year under review; three (3) Independent Non - Executive Directors, five (5) Non-Executive Directors and two (2) Executive Director. In compliance with Principle 2 of FRC NCCG 2018, section 2.2 CBN CCG and the Bank's Board Charter which states that, "The Board shall comprise of Non-Executive and Executive members with the number of Non-Executive Directors exceeding that of the Executive Directors", the Non- Executive Directors of the Bank made up eighty percent (80%) of the Board.
Board Appointment	CBN CCG 2.4 FRC NCCG 12	Based on our review of the activities of the Board, a Director (Mrs. Funke Feyisitan Ladimeji) was appointed as Executive Compliance Officer and also to serve as a member of Coronation Merchant Bank Limited's Board of Director in the year under review following her approval from CBN December 2020. Her appointment was approved by the Board following the Board Governance and Nominations Committee's recommendation. It is desirable to note that the Director attended the Induction programme in 2 <sup>nd</sup> - 6 <sup>th</sup> November, 2020
Directors' Interest	CBN CCG 2.1.9 FRC NCCG Section 24.1 & FRC NCCG Section 25.1.1	<p>Each member on the Board is required to declare their interest based on the items on the agenda for the quarterly meeting. We observed that the Directors are required to sign a Code of Conduct form and the Directors undertake not to put themselves in a position where their personal interest will conflict with their duties and responsibilities. In addition, we observed that the positions of the Chairman of the Board and the Managing Director/Chief Executive Officer are distinct. Neither the Chairman, Mr. Babatunde Folawiyo nor the Managing Director/Chief Executive Officer, Mr. Adebajo Adedapo Adegbohunbe are members of the same family.</p> <p>Furthermore, during our review of the current Board member's profile, we confirmed that none of the Directors are serving as Board members or senior managers in a competing Bank. We noted that Directors nominated on the Board represent the overall interest of Coronation Merchant Bank Limited.</p>

# Board Structure and Composition (2/3)



## Key Indicators

- ▶ The number of Non-Executive Directors exceeds Executive Directors on the Board of Directors
- ▶ Adequate diversity of Board membership
- ▶ The position of the Chairperson and MD/CEO are not occupied by the same individual.

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Directors' Interest Cont'd	FRC NCCG Section 3.3	Furthermore, our review revealed that the Chairman of the Board is a Non - Executive Director and has never held any position as an MD/CEO or ED at Coronation Merchant Bank Limited, which is in line with the FRC NCCG Section 3.3 which requires that an MD/CEO or an Executive Director (ED) should not go on to be the Chairman of the same Company. If in very exceptional circumstances the Board decides that a former MD/CEO or an ED should become Chairman, a cool-off period of three years should be adopted.
Board and Gender Diversity	FRC NCCG 28.2(b)	Having Directors from diverse backgrounds, expertise, gender and academic qualifications brings unique perspective to the boardroom and enhances Board performance. Diversity applies to academic qualifications, technical expertise, relevant Banking knowledge, experience, nationality, age and gender. The Board of Coronation Merchant Bank Limited has four (4) female members out of a total number of ten (10) members, which puts the gender diversity ratio at 40%. This is in compliance with the Principle 4 of the CBN Guidance Note of Nigerian Sustainable Banking Principles, which recommends a minimum of a female to male gender ratio of 40%.

# Board Structure and Composition (3/3)

## Tenure of Board Members



S/N	Director's Name	Designation	Year of First Appointment	Total Number Of Years on the Board
1	Tunde Folawiyo	Chairperson	30 April 2015	5 Years
2	Adebanjo Adegbohunge	Managing Director	1 February 2020	< 1 Year
3	Babatunde Dabiri	Non-Executive Director (Independent)	30 April 2015	5 Years
4	Suzanne Iroche	Non-Executive Director (Independent)	30 April 2015	5 Years
5	Olubunmi Fayokun	Non-Executive Director (Independent)	1 November 2017	3 Years
6	Evelyn Oputu	Non-Executive Director	30 April 2015	5 Years
7	Idaere Ogan	Non-Executive Director	1 November 2017	3 Years
8	Adamu Atta	Non-Executive Director	30 April 2015	5 Years
9	Larry Ettah	Non-Executive Director	30 April 2015	5 Years
10	Funke Feyisitan Ladimeji	Executive Director	18 November 2020	< 1 Year

# Board Operations (1/4)



## Key Indicators

Maturity			
Evolving	Functioning	Established	Advanced

- ▶ The Board's committee structure is appropriate for the nature of the business, covering all areas that the Board deems to require additional focus, in particular audit, risk, nominations and remuneration
- ▶ Roles and responsibilities, reporting lines and escalation mechanisms for each committee are clearly defined and the manner in which working group operates is appropriate.

Component	Applicable Regulation	Findings
Board Structure	CBN CCG 2.5 FRC NCCG 11.3.2, 11.3.3	<p>Coronation Merchant Bank Limited has four (4) Board Committees. The Board Committee Charters are approved by Board. The Chairman directs the Board, ensuring it operates effectively, while fully discharging its legal and regulatory obligations. The charters define the roles and responsibilities of the Committee members, structure, obligations and proceedings. All Committees have charters which guides their activities. These charters define the roles and responsibilities of Committee members, structure, obligations and proceedings and have been approved by the Board. The Bank has established the following Committees listed below:</p> <pre> graph TD     A[Board of Directors] --- B[Board Audit Committee]     A --- C[Board Governance and Nominations Committee]     A --- D[Board Credit and Investment Committee]     A --- E[Board Risk Management Committee]             </pre>

# Board Operations (2/4)



## Key Indicators

- ▶ The Board's committee structure is appropriate for the nature of the business, covering all areas that the Board deems to require additional focus, in particular audit, risk, nominations and remuneration
- ▶ Roles and responsibilities, reporting lines and escalation mechanisms for each committee are clearly defined and the manner in which working group operates is appropriate.

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Board Committees	CBN CCG 2.5.4 FRC NCCG 11.2.2 FRC NCCG 11.3.2, 11.3.3	<p>Each of the Board Committees is headed by a Chairperson duly elected by members of the committee. We confirmed that the Board Chairman is not a member of any of the Board Committees and the MD/CEO is also not a member of the Board Governance and Nomination Committee and Board Audit Committee. The Board Audit Committee and Board Risk Management Committee all met four (4) times as stipulated by regulatory requirements while the Board Governance and Nomination Committee and Board Credit and Investment Committee met seven (7) and eight (8) times respectively. Also, all Directors agreed that the general Board and Committee meetings are interactive, orderly and Board members demonstrate seriousness and commitment to in-depth deliberations.</p> <p>The Board Governance and Nominations Committee consists of two (2) Non- Executive Directors and three (3) Independent Non-Executive Directors which is in compliance with the requirements of FRC NCCG 11.2.2 which states that "Members of the committee responsible for nomination and governance should be Non-Executive Directors, and a majority of them should be Independent Non-Executive Directors where possible and It is desirable that the chairman of the committee be an Independent Non-Executive Director". The Board should consider appointing an INED to chair the Board Governance and Nominations Committee.</p>
Board Meetings and Attendance	CBN CCG 2.6.1 & 2 FRC NCCG 10.2	<p>We confirmed from our review of the minutes of CMB quarterly Board meetings, that the Board met five (5) times across all quarters in the year under review, which is in compliance with leading practices. Board members showed commitment to their responsibilities which is evident in the average attendance rate of 100%. The Board received reports from the CEO and the CFO on a quarterly basis and all standing committees reported on their activities at each Board meeting. From our analysis of attendance of Board Meetings, we noted that all Directors met more than the stipulated 75% attendance requirements of the meetings they were due for, which is in line with regulatory requirements. Also, survey response revealed that all the Directors strongly agreed that the Board has an appropriate number of meetings each year to accomplish all of its responsibilities. However, some of the Directors highlighted that one of the areas of weaknesses identified in the Board is that Board Committee meetings are usually very long.</p>

# Board Operations (3/4)



## Key Indicators

- ▶ The Board's committee structure is appropriate for the nature of the business, covering all areas that the Board deems to require additional focus, in particular audit, risk, nominations and remuneration
- ▶ Roles and responsibilities, reporting lines and escalation mechanisms for each committee are clearly defined and the manner in which working group operates is appropriate.

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Board Meetings and Attendance Cont'd	CBN CCG 2.6.1 & 2 FRC NCCG 10.2	<p>Furthermore, the Board, through its Committees and Management, ensures that decisions reached during meetings are monitored to completion. The Company Secretariat is responsible for maintaining the schedule of action points/matters arising from the meeting of the Board of directors together with the status of each entry to ensure full implementation of Board decisions. Also, per our review of the minutes of the Board and Board Committees' meetings we noted that matters arising from decisions at previous Board and Committee meetings are discussed in subsequent meetings.</p> <p>Details of the Board meeting attendance can be found in Appendix C.</p>
Delegation of Duties	CBN CCG 2.1	The Board delegates the responsibility for the day-to-day management of the Bank to the MD/CEO, as well as senior executive management staff. Compliance with relevant statutes and regulations requires that the Board provide strategic guidance to the Bank; including effectively monitoring executive management. The Board receives adequate reports and information from each of the Board Committees, as evidenced in the minutes of meetings. Each Committee has a written charter that clearly defines its roles and responsibilities, and is in line with the delegation from the main Board. The Board Charter also defines the role of the Chairperson and Board members.
Directors' Compensation	CBN CCG 2.7, 2.7.4 FRC NCCG 16.8	<p>The Board Governance and Nominations Committee, according to the Committee Charter, is responsible for evaluating and recommending the compensation for Board members subject to approval of the Board. Coronation Merchant bank has a remuneration policy that guides the compensation of the Board of Directors. The Board Charter also provides for the remuneration of Non-Executive Directors. However, we observed that the date of last review for the remuneration policy was in October 2017 and we could not confirm any evidence of approval of the policy by the Board in the minutes of Board meetings. Per our discussion with the Company Secretary, we noted that there are plans around amendment of remuneration policy which will take effect this year (2021).</p> <p>In addition, we confirm that the remuneration policy was disclosed in the Annual report as specified by CBN CCG 2.7.4 and FRC NCCG 16.8.</p>

# Board Operations (4/4)



## Key Indicators

- ▶ The Board's committee structure is appropriate for the nature of the business, covering all areas that the Board deems to require additional focus, in particular audit, risk, nominations and remuneration
- ▶ Roles and responsibilities, reporting lines and escalation mechanisms for each committee are clearly defined and the manner in which working group operates is appropriate.

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Company Secretary	FRC NCCG Section 8.5	Company Secretarial duties are managed internally. The Company Secretary performs required duties including documentation, compilation and dissemination of minutes and resolutions from Board and Board committee meetings. All Directors also confirmed that they have access to the advice and services of the company secretary who is responsible to the Board and the Bank, on matters of ethics, conflict of interest and good governance. Cornelia Utuk serves as the company secretary of the Bank and was in attendance in all board and committee meetings held in the period of review. Feedback from Director interviews indicates that although 90% of Directors agree with the competency of the Company Secretary in conducting meetings, AGM, quality of minutes and general duties are satisfactory, 10% responses received strongly disagree with this assessment. Directors indicated that board packs are not distributed timely, hence not giving them sufficient time for adequate review of the packs prior to Board meetings.

# Board Risk Management Activities (1/4)



## Key Indicators

- ▶ The Board champions the risk culture within the Bank through the provision of sufficient resources, frameworks and policies
- ▶ Risk monitoring and oversight activities are performed by both the Board and its Committees
- ▶ Risks are independently reported to the Board, openly discussed and assessed holistically

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Board Oversight of Risk Management Activities	CBN CCG 6.0 FRC NCCG 17.1,6 & 7	<p>The Board Risk Management Committee is responsible for reviewing the risks associated with the Bank or risks associated with significant transactions. The committee received reports, such as: Risk Management, Compliance and Information Security and Cybersecurity, from management in order to monitor, control and mitigate major risks. The Board, as part of its activities has put in place comprehensive risk management processes, standards, practices, methodologies, and policies to guide in the day to day activities of Management. The Bank has an Enterprise Risk Management Framework Policy which highlights the key principles and guidelines applied with respect to the effective management of risk across the Bank in execution of the business strategy and covers the key risks to which the Bank is exposed as a result of its business.</p> <p>Furthermore, the Board also receives risk management reports on risk assessments and mitigating factors of key risks associated with the Bank's business and the Risk Management function headed by Mr. Magnus Nnoka. In addition, from our review of the Bank's Board Risk Management Committee minutes of meeting, we observed evidence of stress testing performed quarterly to assess the Bank's capital ability to withstand extreme events so as to guide certain business decisions. EY observed that the risk management process is robust and the importance of risk culture within the Bank is made known to all staff. According to the FRC NCCG 17.7, the Bank is required to disclose the Bank's Risk Management Framework in the annual report. Our review revealed that the Bank's Risk Management Framework is usually disclosed in the annual report.</p>
Internal Audit	CBN CCG 3.6 & 5.2.7 FRC NCCG 18.5, 6 & 7	<p>Coronation Merchant Bank has an Internal Audit function whose mandate is to provide independent, objective assurance and consulting activities designed to add value and improve the Bank's operations. The Internal Audit function assists the Bank to accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, internal control and governance processes within the Bank. The Internal Audit function of the Bank is headed by Mr. Dele Dopemu and our review of the Bank's Organogram confirms that the Chief Audit Executive (CAE) has a direct reporting line to the Board of Audit Committee, which shows independence and objectivity in performing his activities and reports administratively to the MD/CEO. Furthermore, we observed evidence of the existence of the Internal</p>

# Board Risk Management Activities (2/4)



## Key Indicators

- ▶ The Board champions the risk culture within the Bank through the provision of sufficient resources, frameworks and policies
- ▶ Risk monitoring and oversight activities are performed by both the Board and its Committees
- ▶ Risks are independently reported to the Board, openly discussed and assessed holistically

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Internal Audit Cont'd	CBN CCG 3.6 & 5.2.7 FRC NCCG 18.5, 6 & 7	<p>Audit Charter which defines the Internal Audit's purpose, authority and roles and responsibilities within the Bank and the Charter was approved by the Board of Directors, this was evidenced in the minutes of the 136<sup>th</sup> Board meeting held on 24<sup>th</sup> April, 2020.</p> <p>The Charter also specifies that the Board Audit Committee's responsibility to approve decisions regarding appointment, remuneration, transfer and removal of the CAE. The Chief Audit Executive prepares and presents reports on each audit to the Board Audit Committee (BAC) on a quarterly basis. The internal audit reports include summary of the internal audit plan; extent of achievement and rating of Business group, Detailed findings and recommendations with management's response and corrective action taken or to be taken in regard to the specific findings and recommendations and other business reports such as fraud and forgery, whistleblowing, customer complaint etc. Our review and Interview feedback from the Chief Internal Auditor indicates that an external Quality Assurance Review (QAR) was performed on the Internal Audit function in 2019 by an external consultants, this complies with the requirements of the Institute of Internal Auditor's Standards for the Professional Practice of Internal Auditing and also the result of this exercise was presented to the Board. The CAE's performance evaluation is performed by the Board Audit Committee.</p> <p>It is desirable to note there is a Fraud Desk Officer who is in charge of all calls in respect to frauds alerts and complaints. This is in compliance with CBN's requirement which mandates that "an effective mechanism for receiving and responding promptly to fraud alerts be set up within the Nigerian Banking Industry".</p>

# Board Risk Management Activities (3/4)



## Key Indicators

- ▶ The Board champions the risk culture within the Bank through the provision of sufficient resources, frameworks and policies
- ▶ Risk monitoring and oversight activities are performed by both the Board and its Committees
- ▶ Risks are independently reported to the Board, openly discussed and assessed holistically

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Compliance Function	CBN CCG 5.2.7 & 8	<p>Coronation Merchant Bank Limited has a Compliance function which has the responsibility of assisting senior management in managing effectively the compliance, and regulatory risks that the Bank is exposed to. The Compliance function is responsible for identifying and assisting management in complying with relevant statutory, regulatory and supervisory requirements. This in turn promotes a good working relationship with supervisors/regulators and assists in preventing fines and sanctions being imposed on them.</p> <p>The function is headed by the Chief Compliance Officer, Mr. Ibrahim Bello, who ensures that the Bank is complying with regulatory requirements and that all of its employees are complying with internal policies and procedures. We also observed that the Bank has a Compliance manual which highlights the function's relationship with other business and operational functions and internal audit function. The policy also recognizes KYC/AML/CFT training for all employees, in line with Money Laundering Prohibition Act of 2011 (as amended in 2012), the Central Bank of Nigeria AML/CFT Regulations 2013 and the Securities and Exchange Commission AML/CFT Regulations 2013. Our review shows that the manual was revised under the year under review, this was evidenced in the minutes of the 138<sup>th</sup> Board Meeting of Coronation Merchant Bank Limited held on 23<sup>rd</sup> October 2020.</p>
Existence of Risk Management Policies and Framework	CBN CCG 6.1.5, 6 & 7	<p>Enterprise Risk Management (ERM) Framework is a way to effectively manage risk across the Bank through the use of a common risk management framework. Coronation Merchant Bank has an ERM Policy which was approved by the Board, this was evidenced in the Board minutes. The Enterprise Risk Management policy covers Risk Management Philosophy &amp; Culture, Risk Management Approach, Risk Governance Structure &amp; Roles and Responsibilities, Risk Appetite, Risk Management Process &amp; Material Risk Identification Process, Risk Assessment &amp; Measurement, Risk Monitoring, Risk Reporting and Risk Management Training and Education. Furthermore, the Bank also has an AML/CFT Enterprise Risk Assessment Framework that details the Bank's AML/CFT risk assessment guidelines, thereby providing substantive guidance on certain issues that are integral to the AML/CFT risk assessment and a consistent approach for conducting and evaluating risk assessment and identifying key issues. The Board, as part of</p>

# Board Risk Management Activities (4/4)



## Key Indicators

- ▶ The Board champions the risk culture within the Bank through the provision of sufficient resources, frameworks and policies
- ▶ Risk monitoring and oversight activities are performed by both the Board and its Committees
- ▶ Risks are independently reported to the Board, openly discussed and assessed holistically

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Existence of Risk Management Policies and Framework Cont'd	CBN CCG 6.1.5, 6 & 7	its activities, is expected to utilize key risk management policies such as, (Know Your Customer - (KYC), Anti-Bribery and Corruption - (ABC), Customer Identification Policy and Whistleblowing), to guide the daily activities of management and ensure compliance with rules and regulatory requirements. In addition, we observed that the bank's AML/CFT Enterprise Risk Assessment Framework was reviewed and approved in 2020.

# Relationship with Stakeholders



## Key Indicators

- ▶ Communication amongst and between the Board, subcommittees of the Board, the NEDs, the Executives and other stakeholders operates effectively.
- ▶ Accountability for managing communication with each stakeholder group is clear, including responsibilities in the even of a crisis

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Stakeholder Engagement	CBN CCG 3.0 & 4.1.1 FRC NCCG Section 21.3, 4 & 6	In order to develop an understanding of the views of majority stakeholders, the Bank endeavors to maintain communication with the stakeholders. We also confirmed that the Bank has a website ( <a href="http://www.coronationmb.com">www.coronationmb.com</a> ) through which it provides required information to the public, regulators and other stakeholders. Document review shows that Coronation Merchant Bank had its Annual General Meeting on the 14 <sup>th</sup> April, 2020, with documentary evidence of effective communication with key stakeholders. We observed that the Board utilizes the AGM as a means of effectively communicating with key stakeholders. Furthermore, we observed that External Auditors were present during the year under review. Also, review of the AGM minutes shows that the Board appreciated the services of the External Audit firm and re-appointed them as the External Auditors for the Bank until next year's AGM.
Corporate Social Responsibility(CSR) Activities	CBN CCG 4.1.3 FRC NCCG Section 26	CSR activities provide an opportunity for the Bank to establish itself as a good corporate citizen in the community it operates. We observed the Bank's engagement in CSR activities; CBN CACOVID Initiative and Capital Market Support On COVID-19 by the AIHN were part of the CSR initiative undertaken by the bank in the year under review.

# Transparency and Disclosures (1/2)



## Key Indicators

- ▶ Existence of an effective whistleblowing policy
- ▶ Existence of a code of conduct
- ▶ Existence of the Bank's Corporate Governance Framework

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Whistleblowing	CBN CCG 2.1.9 FRC NCCG Principle 19	The Bank has a whistleblowing policy which encourages anonymous whistleblowing and assures the protection of the whistleblower in the unlikely case their identity is compromised. We observed that the Bank's Whistleblowing mechanism is made up of a dedicated telephone line and e-mail address that could be used anonymously to report unethical practices. The whistleblowing hotlines are managed by an External Consultants. The whistleblower may also elect to disclose information directly to any of the regulatory bodies that have oversight on the activities of Coronation Merchant Bank Limited. Furthermore, we observed the Whistleblowing policy was approved by the Board, this was evidenced in the minutes of the 138 <sup>th</sup> Board Meeting of Coronation Merchant Bank Limited held on 23 <sup>rd</sup> October 2020.
Code of Conduct	CBN CCG 2.1.9 FRC NCCG Section 24.1	<p>The Bank has a documented Board Code of Ethics and Values to which Directors are sensitized, however we were unable to observe evidence of approval. Furthermore, corporate governance leading practices goes further to encourage the inclusion of an attestation/commitment to comply with the Bank's policies and code of conduct/ethics in all activities. In light of this, we observed evidence of signed attestations by the 4 out of 10 Directors of Coronation Merchant Bank in the year under review. We were unable to observe that of the remaining Directors. Also, we observed evidence of signed code of conducts declaration by 6 out 10 Directors reviewed, we were unable to evidence that of 4 Directors. On further enquiry, we were informed that the Directors could not physically sign off on the code of conduct document due to the pandemic which caused movement restriction. The Bank also has a Corporate Governance Framework that shows the corporate governance structure of the Bank and outlines the responsibility of Board and Board Committees of the Bank.</p> <p>However, we observed the last date of review of the Bank's Corporate Governance Framework was in September 2018 and we were unable to observe evidence of the Chief Audit Executive; Chief Compliance Officer; Chief Risk Officer; MD/CEO; Chairman, Board Governance and Nominations Committee and Chairman, Board of Directors approval as outlined in the Framework. The Board should ensure that the Bank's policies are reviewed, revised and approved at least once every three (3) years in line with changing operating and regulatory landscape.</p>

# Transparency and Disclosures (2/2)



## Key Indicators

- ▶ Existence of an effective whistleblowing policy
- ▶ Existence of a code of conduct
- ▶ Existence of the Bank's Corporate Governance Framework

Maturity			
Evolving	Functioning	Established	Advanced

Component	Applicable Regulation	Findings
Annual Report	CBN Section 5.2 FRC NCCG Section 25.1.1 FRC NCCG 28.2(b)	At the end of the financial year, it is part of the Director's responsibility to ensure that the financial statements accurately and fairly state the affairs of Coronation Merchant Bank Limited. We were able to review the Annual Financial Statement for FY 2020 and we confirmed the activities of the external auditors reviewing accounting records, controls and financial statements with an opinion that the statements were true and fairly stated. Furthermore, we were able to confirm that the Annual Financial Statement of Coronation Merchant Bank contain key Corporate Governance disclosures such as, Director's responsibilities, the membership of the Board, the number and composition of Board Committees, as well as the number of Board and Board Committee meetings held during the year under review.



**5**

**Improvement Opportunities**

# Improvement Opportunities (1/2)

For every pillar of the Corporate Governance framework, we assessed Coronation Merchant Bank current practices, identified the key gaps and proposed recommendations that the Bank may consider to improve corporate governance. This is summarized in the table below.

Focus Area	Applicable Regulation/ Best Practice	Gap	Recommendation
Quality of the Board	CBN CCG 2.4.7 FRC NCCG 13.2	<ul style="list-style-type: none"> <li>▶ We observed that three (3) training programmes, covering COVID-19 Additional Risk Areas:- Cybersecurity and Fraud - What board members need to know, Corporate Finance &amp; Business Valuation Masterclass and FITC training:- The future of board and governance - reporting, supervising and risk management were organized for the Board in the year under review and we note that this is as a result of COVID-19 pandemic.</li> <li>▶ However, feedback from Directors Interview, indicates that the Board needs more training on Investment, Technology and Finance as it relates to banking.</li> </ul>	<ul style="list-style-type: none"> <li>▶ The Board should ensure that these trainings are taken into consideration while drawing up a training plan for subsequent years and also due to the pandemic, Members of the Board are encouraged to participate in regular online training that pertain to their role.</li> </ul>
Board Operations	CBN CCG 2.6.1 & 2 FRC NCCG 10.2	<ul style="list-style-type: none"> <li>▶ Feedback from Director survey interviews indicates that the Board has an appropriate number of meetings each year to accomplish all of its responsibilities. However, some of the Directors highlighted that one of the areas of weaknesses identified in the Board is that Board Committee meetings are usually very long.</li> </ul>	<ul style="list-style-type: none"> <li>▶ The Board should adhere strictly to the time allotted for each meetings and make such meetings as productivity, result oriented and completed within the planned timelines to avoid burnouts.</li> </ul>
	CBN CCG 2.7, 2.7.4 FRC NCCG 16.8	<ul style="list-style-type: none"> <li>▶ We noted that the date of last review for the remuneration policy was in October 2017 and we were unable to observe evidence of approval of policy by the Board in the minutes of Board meetings. Per our discussion with the Company Secretary, we noted that there are plans around amendment of remuneration policy which will take effect this year (2021).</li> </ul>	<ul style="list-style-type: none"> <li>▶ The Board should ensure that the Remuneration policy is approved.</li> </ul>

# Improvement Opportunities (2/2)

For every pillar of the Corporate Governance framework, we assessed Coronation Merchant Bank current practices, identified the key gaps and proposed recommendations that the Bank may consider to improve corporate governance. This is summarized in the table below.

Focus Area	Applicable Regulation/ Best Practice	Gap	Recommendation
Transparency and Disclosures	CBN CCG 2.1.9 FRC NCCG Section 24.1	<ul style="list-style-type: none"> <li>▶ We noted that the last date of review of the Bank's Corporate Governance Framework was in September 2018 and we could not confirm the approvals of the Chief Audit Executive; Chief Compliance Officer; Chief Risk Officer; MD/CEO; Chairman, Board Governance and Nominations Committee and Chairman, Board of Directors as outlined in the Framework.</li> </ul>	<ul style="list-style-type: none"> <li>▶ The Board should ensure that the Bank's policies are reviewed, revised and approved at least once every three (3) years in line with changing operating and regulatory landscape.</li> </ul>
	CBN CCG 2.1.9 FRC NCCG Section 24.1	<ul style="list-style-type: none"> <li>▶ The Bank has a documented Board Code of Ethics and Values to which Directors are sensitized, however we were unable to observe evidence of approval.</li> <li>▶ We observed evidence of signed attestations by the 4 out of 10 Directors of Coronation Merchant Bank in the year under review.</li> <li>▶ We observed evidence of signed code of conducts declaration by 6 out 10 Directors reviewed. On further enquiry, we were informed that the Directors could not physically sign off on the code of conduct document due to the pandemic which caused movement restriction.</li> </ul>	<ul style="list-style-type: none"> <li>▶ Members of the Board are encouraged to acknowledge the code of conduct declaration and attestation on an annual basis. Also, Management should set up a platform where Members of the Board can attest virtually.</li> </ul>



# 6

## Appendices

# Appendix A - Coronation Merchant Bank Board Membership

The table below shows the members of the Board of Directors as at 31st December 2020.

S/N	Name	Role
1	Tunde Folawiyo	Chairperson
2	Adebanjo Adegbohunbe	Managing Director
3	Babatunde Dabiri	Non-Executive Director (Independent)
4	Suzanne Iroche	Non-Executive Director (Independent)
5	Olubunmi Fayokun	Non-Executive Director (Independent)
6	Evelyn Oputu	Non-Executive Director
7	Idaere Ogan	Non-Executive Director
8	Adamu Atta	Non-Executive Director
9	Larry Ettah	Non-Executive Director
10	Funke Feyisitan Ladimeji	Executive Director

# Appendix B - Coronation Merchant Bank Board Committee Membership

The table below shows the Committee members as at 31st December 2020.

BOARD RISK MANAGEMENT COMMITTEE	
NAME	ROLE
Evelyn Oputu	Chairperson
Babatunde Dabiri	Member
Adamu Atta	Member
Suzanne Iroche	Member
Olubunmi Fayokun	Member
Adebanjo Adegbohungebe	Member
Idaere Gogo Ogan	Member

BOARD AUDIT COMMITTEE	
NAME	ROLE
Suzanne Iroche	Chairperson
Larry Ettah	Member
Babatunde Dabiri	Member
Evelyn Oputu	Member
Olubunmi Fayokun	Member
Idaere Gogo Ogan	Member

BOARD GOVERNANCE & NOMINATION COMMITTEE	
NAME	ROLE
Larry Ettah	Chairperson
Babatunde Dabiri	Member
Adamu Atta	Member
Suzanne Iroche	Member
Olubunmi Fayokun	Member
Idaere Gogo Ogan	Member
Adebanjo Adegbohungebe	Member

BOARD CREDIT & INVESTMENT COMMITTEE	
NAME	ROLE
Babatunde Dabiri	Chairperson
Larry Ettah	Member
Adamu Atta	Member
Evelyn Oputu	Member
Suzanne Iroche	Member
Idaere Gogo Ogan	Member
Olubunmi Fayokun	Member
Adebanjo Adegbohungebe	Member

# Appendix C - Coronation Merchant Bank Board Meeting Attendance

The tables below represent the number of meetings held by the Board of Directors as well as the attendance at the meetings.

Full Board Attendance Schedule									
Name of Director	Role	17-Jan-20	24-Apr-20	24-Jul-20	23-Oct-20	12-Nov-20	Total	Expected No	% Attendance
Babatunde Folawiyo	Chairperson						5	5	100%
Abubakar Jimoh**	EX - MD/CEO		NM	NM	NM	NM	1	1	100%
Adebanjo Adegbohunbe	MD/CEO						5	5	100%
Babatunde Dabiri	Non Executive Director						5	5	100%
Suzanne Iroche	Non Executive Director						5	5	100%
Olubunmi Fayokun	Non Executive Director						5	5	100%
Evelyn Oputu	Non Executive Director						5	5	100%
Idaere Ogan	Non Executive Director						5	5	100%
Adamu Atta	Non Executive Director						5	5	100%
Larry Ettah	Non Executive Director						5	5	100%

# Appendix D - Coronation Merchant Bank Board Meeting Attendance

The tables below represent the number of meetings held by the Board of Directors as well as the attendance at the meetings.

Board Audit Committee								
Name of Director	Role	14-Jan-20	21-Apr-20	22-Jul-20	20-Oct-20	Total	Expected No	% Attendance
Suzanne Iroche	Chairperson	✓	✓	✓	✓	4	4	100%
Larry Ettah	Member	✓	✓	✓	✓	4	4	100%
Babatunde Dabiri	Member	✓	✓	✓	✓	4	4	100%
Evelyn Oputu	Member	✓	✓	✓	✓	4	4	100%
Olubunmi Fayokun	Member	✓	✓	✓	✓	4	4	100%
Idaere Gogo Ogan	Member	✓	✓	✓	✓	4	4	100%

## LEGEND

✓	Present
✗	Absent
NM	Not a member
*	Joined 2020
**	Retired

# Appendix E - Coronation Merchant Bank Board Meeting Attendance

The tables below represent the number of meetings held by the Board of Directors as well as the attendance at the meetings.

Board Risk Management Committee								
Name of Director	Role	13-Jan-20	20-Apr-20	20-Jul-20	19-Oct-20	Total	Expected No	% Attendance
Evelyn Oputu	Chairperson					4	4	100%
Babatunde Dabiri	Member					4	4	100%
Adamu Atta	Member					4	4	100%
Suzanne Iroche	Member					4	4	100%
Olubunmi Fayokun	Member					4	4	100%
Adebanjo Adegbohunbe	Member					4	4	100%
Idaere Gogo Ogan	Member					4	4	100%
Abubakar Jimoh**	EX - MD/CEO		NM	NM	NM	1	1	100%

# Appendix F - Coronation Merchant Bank Board Meeting Attendance

The tables below represent the number of meetings held by the Board of Directors as well as the attendance at the meetings.

Board Governance and Nominations Committee									
Name of Director	Role	14-Jan-20	21-Apr-20	6-May-20	22-Jul-20	20-Oct-20	Total	Expected No	% Attendance
Larry Ettah	Chairperson						5	5	100%
Babatunde Dabiri	Member		NM	NM	NM	NM	1	1	100%
Adamu Atta	Member						5	5	100%
Suzanne Iroche	Member						5	5	100%
Olubunmi Fayokun	Member						5	5	100%
Idaere Gogo Ogan	Member						5	5	100%

# Appendix G - Coronation Merchant Bank Board Meeting Attendance

The tables below represent the number of meetings held by the Board of Directors as well as the attendance at the meetings.

Board Credit and Investment Committee											
Name of Director	Role	13-Jan-20	5-Mar-20	20-Apr-20	21-May-20	20-Jul-20	8-Sept-20	19-Oct-20	Total	Expected No	% Attendance
Babatunde Dabiri	Chairperson	✓	✓	✓	✓	✓	✓	✓	7	7	100%
Larry Ettah	Member	✓	✓	✓	✓	✓	✓	✓	7	7	100%
Adamu Atta	Member	✓	✓	✓	✓	✓	✓	✓	7	7	100%
Evelyn Oputu	Member	✓	✓	✓	✓	✓	✓	✓	7	7	100%
Suzanne Iroche	Member	✓	✓	✓	✓	✓	✓	✓	7	7	100%
Idaere Gogo Ogan	Member	✓	✓	✓	✓	✓	✓	✓	7	7	100%
Olubunmi Fayokun	Member	✓	✓	✓	✓	✓	✓	✓	7	7	100%
Adebanjo Adegbohunge	Member	✓	✓	✓	✓	✓	✓	✓	7	7	100%
Abubakar Jimoh**	Member	✓	NM	NM	NM	NM	NM	NM	1	1	100%

# Appendix H - Directors Interviewed and Surveyed

Director interview and survey was conducted to solicit Board Members' views and perspectives on the Board of Coronation Merchant Bank Limited. All 9 Board Members identified, were interviewed and surveyed with a response rate of 100% across the Board.

S/N	Name	Role	Interviewed	Surveyed
1	Babatunde Folawiyo	Chairperson		
2	Adebanjo Adegbohunge	MD/CEO		
3	Babatunde Dabiri	Non Executive Director		
4	Suzanne Iroche	Non Executive Director		
5	Olubunmi Fayokun	Non Executive Director		
6	Evelyn Oputu	Non Executive Director		
7	Idaere Ogan	Non Executive Director		
8	Adamu Atta	Non Executive Director		
9	Larry Ettah	Non Executive Director		

# Appendix I - Documents Reviewed

The tables below shows the list of documents reviewed.

S/N	Document Title	S/N	Document Title
1	<i>Strategy Plan Document</i>	16	<i>Anti-Money Laundering Policy</i>
2	<i>Organizational Structure (organogram)</i>	17	<i>Anti-Bribery and Corruption Policy</i>
3	<i>Board Structure</i>	18	<i>Know-Your-Customer Policy</i>
4	<i>All Board Charters</i>	19	<i>Internal Control and Internal Audit Reports</i>
5	<i>All Management Committee Charters</i>	20	<i>CVs of all Directors</i>
6	<i>Copies of key Returns to the Regulators</i>	21	<i>List of training's/courses attended by Directors during the year.</i>
7	<i>Copies of Supervisor Reports by the Regulators (Central Bank &amp; SEC) for last 2 years</i>	22	<i>List of key Management staff indicating name, level , qualification, responsibility area</i>
8	<i>Annual Report including audited accounts - last four years</i>	23	<i>Risk Management Reports</i>
9	<i>Minutes of Annual General meeting for the calendar year 2019</i>	24	<i>List of Directors, Contacts, Date appointed</i>
10	<i>Minutes of Board meetings for the calendar year 2019</i>	25	<i>Succession Plan for key officers of the bank</i>
11	<i>Minutes of Board committee meetings in the calendar year 2019</i>	26	<i>Board Appointment Policy</i>
12	<i>Schedule of attendance at Board and Board Committee meetings 2019</i>	27	<i>CRO, CCO, Head Internal Audit and Company Secretary Credentials</i>
13	<i>Corporate Governance Framework</i>	28	<i>CSR Framework and CSR activities for the year 2019</i>
14	<i>Compliance Policy and Manual</i>	29	<i>Risk Management Framework</i>
15	<i>Whistle Blowing Policy</i>		

# Assurance | Tax | Strategy & Transactions | Business Consulting

## About EY

EY is a global leader in assurance, tax, strategy & transactions and Business Consulting. The insights and quality services we deliver help build trust and confidence in the markets and in economies the world over. We develop outstanding leaders who team to deliver on our promises to all of our stakeholders. In so doing, we play a critical role in building a better working world for our people, for our clients and for our communities.

© 2021 EYGM Limited.  
All Rights Reserved.

EY refers to the global organization and/or one or more of the member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. For more information about our organization, please visit [ey.com](https://www.ey.com).

This publication contains information in summary form and is therefore intended for general guidance only. It is not intended to be a substitute for detailed research or the exercise of professional judgment. Neither EYGM Limited nor any other member of the global Ernst & Young organisation can accept any responsibility for loss occasioned to any person acting or refraining from action as a result of any material in this publication. On any specific matter, reference should be made to the appropriate advisor.

[ey.com](https://www.ey.com)

