مصرف اسيا العراق الاسلامي
للاستثمار و التمويل
ASIA ALIRAQ ISLAMIC BANK
FOR INVESTMENT AND FINANCE

Asia Iraq Islamic Bank for Investment and Finance

Board of Directors

2025

Approval of the Document and its Amendments

Version Number	Date	Description	Approval	Publication Date
V.1.1		Issuance of the Brochure		

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1. Introduction

The bank is subject to the Companies Law No. (21) of 1997, as amended, as a joint-stock company, and to the Banking Law No. (94) of 2004, as well as the instructions of the Central Bank of Iraq regarding the implementation of the Corporate Governance Guidelines for Banks. Under these laws, the bank must have a Board of Directors responsible for overseeing and monitoring the administrative, financial, planning, organizational, and technical tasks necessary for the bank's operations, except for those tasks that fall under the responsibilities of the General Assembly, which consists of the shareholders in the bank's capital.

The Board of Directors is also responsible for overseeing the bank's activities, setting policies, and specifically establishing risk management standards, investment policies, minimum capital adequacy ratios, accounting standards, internal control systems, and other related matters.

2. Objective

The objective of this policy is to establish clear criteria for selecting candidates for the Board of Directors, both original and alternate members, to be elected during the annual General Assembly meeting. This meeting also includes the election of the authorized director and the appointment of governance-related committees. The selection process will be conducted in accordance with the Corporate Governance Guidelines to ensure the suitability of the members. This suitability should meet the minimum standards and requirements outlined.

3. Definitions

The following terms shall have the meanings indicated next to each, unless the context otherwise requires:

The main governance of banks	The system on which the bank relies in its management aims to define and achieve the bank's institutional objectives, manage its operations securely, protect depositors' interests, fulfill its responsibility towards shareholders and other stakeholders, and ensure compliance with the legislations, regulations, and instructions issued by the Central Bank of Iraq, including the Governance Guide, as well as the bank's internal policies and procedures for its overall operations. It represents a comprehensive framework that defines the relationships between the Board of Directors, the bank's executive management, shareholders, and other stakeholders. Corporate governance refers to the system by which the Board of Directors directs and monitors activities as follows: • Defining the bank's strategy, • Managing the bank's risk framework, • Overseeing the bank's activities and operations, • Balancing responsibility towards shareholders while protecting depositors' interests and considering the interests of other stakeholders, • Ensuring compliance with applicable laws, regulations, and standards, • Adopting disclosure and transparency practices.
Suitability	Provides minimum requirements for members of the Board of Directors, members of senior executive management, and the Sharia Supervisory Board
The Board	Board of Directors of Asia Iraq Islamic Bank for Investment and Finance

Board Member	A member of the bank's Board of Directors, whether in their personal capacity or as a representative of a legal entity
Executive Member of the Board	A Board Member Assigned an Executive Role in the Bank (Authorized Manager) of Asia Iraq Islamic Bank for Investment and Finance.
Non-Executive Member of the Board	A Board Member Who Does Not Intervene in the Bank's Daily Management and is Not Assigned Any Executive Role Within the Bank**.** This member is, for example, a related party who provides advice and technical guidance but does not participate in the management or daily operations of the bank. Additionally, they do not receive a monthly salary
The Independent Member	It is a Board Member who enjoys complete independence from both the management and the bank. Independence means having the ability to make judgments impartially, taking into account all relevant information without any influence from the management or other external parties
Senior Executive Management	It includes senior employees, such as the Authorized Manager, Deputy/Assistant Authorized Manager, Assistant Authorized Manager, Chief Financial Officer, Operations Manager, Risk Management Manager, Internal Audit Manager, Treasury Manager, Investment Manager, Compliance Manager, Credit Manager, International Banking Operations Manager, Domestic Banking Operations Manager, Anti-Money Laundering and Terrorism Financing Manager, Human Resources Manager, Administration Manager, Banking Awareness and Consumer Protection Manager, Branch Manager, in addition to any employee in the bank who has executive authority equivalent to that of any of the mentioned roles and is directly functionally linked to the Authorized Manager.
Cumulative Voting	It is a voting method used to elect board members during a general assembly meeting. Each shareholder has a number of votes equal to the number of shares they own, and they can cast all their votes in favor of a single candidate, or distribute them among chosen candidates without repeating any votes.

	The primary goal of this method is to increase the chances of minority shareholders having representation on the board through cumulative votes, as well as to reduce the control of a single shareholder over the board seats.
Related Parties ✓	These parties include the following: • Institutions linked to the bank, their board members, and their senior managers. • Major shareholders of the bank (those with a shareholding of 5% or more), their close associates, and affiliates, as well as any other institutions or companies they have direct or indirect supervisory control over. • The Chairman and members of the bank's Board of Directors, their close associates, and affiliates, as well as any other institutions or companies they have direct or indirect supervisory control over. • The authorized manager of the bank, his senior managers, their close associates, and affiliates, as well as any other institutions or companies they have direct or indirect supervisory control over.
Related Persons	• Any manager in the bank. • Any person related to the manager through a family relationship up to the second degree, including adoption or care of the manager's children, or anyone residing in the manager's household. • Any person who holds a qualified interest in the bank or in any project where such a person or any bank manager holds a qualified interest, or any manager of such person or project. • Any person under Article (1) of the Banking Law No. (94) of 2004.

The Related Group	Related Parties refer to a group of individuals or companies that are connected by familial relationships or significant economic interests.
Stakeholders	Stakeholders are those with an interest in the bank, such as depositors, shareholders, employees, creditors, customers, regulatory authorities, and government entities.
Material Interest / Qualified Ownership	A shareholder or one of their relatives up to the fourth degree owning at least 10% of the bank's capital. Any natural or legal person, or related group, intending to invest in the bank's capital at a level exceeding 10% of the subscribed capital, must notify the Central Bank of Iraq of this ownership at least 10 days in advance in order to obtain the necessary approvals to proceed with the acquisition.
Major Shareholder	A person who owns 5% or more of the bank's capital, either directly or indirectly.
Control	It is considered to control another company if the person: • Owns or controls directly or indirectly, or through one or more persons, 25% or more of the voting shares of the company. • Has the authority to select the majority of the company's directors (or) exercises significant control.
Strategy	It is the design and formulation of long-term policies to achieve the bank's goals. These policies may relate to products and services, acquisitions versus organic growth, markets, and natural resources, especially capital and people. The strategy reflects the priorities for the bank's resource utilization and outlines the institution's steps toward achieving its goals and fulfilling its commitments.

Action Plans	It refers to the work plans or programs for all parts of the organization at various levels, providing a detailed roadmap for achieving its strategy. The plans, at a minimum, include specific objectives and timelines for achieving them, with the objectives being clearly quantified.
Risk Management	It is a systematic process of identifying and measuring the risks faced by the business, assessing them based on their likelihood and the potential damage they could cause, and determining the elements that the bank can either tolerate, avoid, insure against, or a combination of these four options. It also involves assigning responsibility for addressing these risks, ensuring the continuity of operations, and providing regular and immediate reports to the relevant authorities regarding tangible issues
Conflict of Interest	is a situation where the objectivity and independence of a decision made by an employee or board member are influenced by personal material or non-material interests that affect them or their relatives. It also occurs when their performance is impacted by direct or indirect personal considerations or by their knowledge of information related to the decision. For example, this includes the misuse of assets, conducting transactions with related parties, issues related to financial and non-financial statements, the nomination of board members and executive management, determining the compensation of board members or executive management, and more
The General Assembly	The General Assembly of Shareholders of Asia Iraq Islamic Bank for Investment and Financing

The Manager	Any person authorized with powers and responsible for a group of officials in the bank
Bank Capital	Paid-up Capital and Its Reserves

Board Composition - Number of Members, Their Election, and Term of Membership

- ✓ The election procedures for the Board of Directors are conducted by the General Assembly of Shareholders with transparency, in accordance with applicable laws and cumulative voting. A brief CV of each nominee for board membership should be provided during the election to facilitate the General Assembly's task in selecting the best candidates for board membership.
- ✓ The members are elected for a term of four years, subject to the approval of the Central Bank of Iraq, and may be re-elected for a maximum of one additional term.
- ✓ The Board of Directors consists of seven regular members, including the Chairman, the Chief Executive Officer (CEO), and seven alternate members.
- ✓ The number of independent members should not be less than four or two-thirds of the board members, with one member representing the minority shareholders, who may also be one of the independent members.
- ✓ Board members are elected in the General Assembly of Shareholders for a period not exceeding four years, with the possibility of reappointment for another consecutive four-year term.
- ✓ Shareholders may determine the remuneration of the board members during the General Assembly meeting.
- ✓ The Board of Directors appoints one of its members as the "CEO" who is responsible for implementing the board's decisions and managing the bank's daily operations.
- ✓ Board members may be corporate entities represented by one or more natural persons appointed for this purpose.
- ✓ A corporate entity may nominate more members than the seats allocated to it according to its capital representation, and the necessary number will be elected by secret ballot in the same manner as natural persons.
- ✓ A corporate entity represented by one or more members in the board may replace their representatives at any time during or at the end of the term. The re-election of a member after the term ends is considered a new nomination and must fulfill all the required conditions for membership as stated in the bank’s bylaws.

- ✓ Representatives of a corporate entity enjoy the same rights and duties as elected members. The representative is responsible for their actions toward the company, creditors, and shareholders. They are considered fully authorized to make decisions on behalf of the entity they represent, and their opinion is binding for the entity.

- ✓ Board members, except the CEO, should be non-executive members to ensure objectivity and accountability in decision-making and reduce potential conflicts of interest between strategic

decision-making and day-to-day operations. Additionally, this guarantees that there are adequate systems and controls to protect the bank's interests.

- ✓ The board elects a Chairman and a Vice Chairman from among its members, with the Vice Chairman taking on the Chairman's duties in case of absence or inability to preside over the board.
- ✓ There must be a separation between the positions of Chairman of the Board and/or Vice Chairman and the position of the Chief Executive Officer (CEO), and the Chairman and/or Vice Chairman and the CEO must not have any family relationship up to the fourth degree.
- ✓ The composition of the board should reflect a diversity of practical and professional experience and specialized skills. Board members should be knowledgeable about the relevant laws, regulations, and the rights and duties of the board.
- ✓ A board member must own at least 2,000 shares. If their shares fall below this amount, they must make up the difference within 30 days from the date they assume board membership; otherwise, they will be considered to have lost their board membership after the given period.
- ✓ A resignation from a board member must be in writing, and it becomes effective upon approval by the board.
- ✓ If a vacancy occurs in the board, the Chairman of the Board should invite the alternate member who received the majority of votes. If more than one member has equal votes, the Chairman will choose one of them.
- ✓ If there are multiple vacancies in the board and the number of alternate members is insufficient to fill these vacancies, the Chairman of the Board will invite the General Assembly to elect original members to complete the vacant positions, following the inclusion of the alternate members, and elect new alternate members within 60 days from the date of the vacancy (Supplementary Elections).
- ✓ If the board loses half of its members at once, it is considered dissolved, and the board must call a meeting of the General Assembly within 30 days from the loss of members to elect a new board.

✓ **Conditions of Membership:**

To ensure that the board of directors fulfills its role as required, members are nominated based on their qualifications and conditions necessary to serve the interests of the bank and related parties, in compliance with the provisions of the Banking Law No. 94 of 2004, the Companies Law, and other applicable legislation. The following qualifications and experiences should be met by the board members:

- The member must have legal capacity and be a suitable and capable person.
- The member must be at least 30 years old.
- A board member may be non-resident in Iraq or non-Iraqi.
- The member should not be employed full-time by the bank (i.e., should not be dedicated exclusively to the bank's work).
- The member must declare their acceptance of the board membership in writing and disclose any personal interests in any competing business.
- The member should hold at least a first-degree university qualification in financial and banking sciences, business administration, finance, accounting, economics, law, or any related field. This requirement is within the duties of the Nominations and Compensation Committee.
- The member should not be part of the board of more than five joint-stock or public companies in Iraq, either personally or as a representative of a legal entity.
- The member should not be a board member or a CEO or employee of another bank in Iraq unless the other bank is affiliated with this bank.
- The member should possess sufficient experience in banking, Islamic finance, or financial matters, which will enable them to understand the bank's risk levels, promote governance, and effectively oversee management operations.
- At least two-thirds of the members of the board should have relevant experience in banking, finance, accounting, management, economics, or law for no less than five years.
- The member should have sufficient knowledge of the bank's activities and operations, which should be developed regularly to keep up with the bank's growth and diverse operations. In cases where some members lack specific banking experience, the bank must provide specialized training programs to enhance their expertise.
- The member should not be a partner or employee of the bank's external auditor during their election or for at least three years prior to it. There should be no direct family relations with the auditor responsible for the bank's audits.
- The member, or any company in which they are a member of the board, owner, or major shareholder, should not have a credit relationship with the bank exceeding 5% of the bank's subscribed capital.
- No member should be a government employee heading a ministry or holding a position in the Cabinet.
- The member should not be an employee of the government or any public institution unless representing them.
- The member should not be a lawyer, legal advisor, or auditor of the bank.

- The member, either directly or indirectly (including family members or related parties), should not own more than 5% of the shares of any company.
- The following individuals are prohibited from being members of the bank's board of directors:
    - Those suspended due to violations of the banking law, regulations, or instructions.
    - Those convicted of a crime involving dishonor or dismissed for disciplinary or judicial reasons.
    - Those declared bankrupt, unable to pay debts, or involved in a debt settlement with creditors.
    - Those previously part of the board of any bank that was liquidated through a judicial process or had their authorization revoked due to legal violations.

Termination of Board Membership

A person's membership in the board of directors will be terminated under the following circumstances as stipulated by the Banking Law:

- If they lose any of the membership conditions mentioned above, the board must make a decision accordingly.
- Death.
- Inability to perform duties for more than four consecutive months for any reason.
- Expiration of the board's term.
- If the member's election or appointment violates the provisions of the Banking Law or the Companies Law.
- Dismissal or resignation, with resignation being timely; otherwise, the resigning member must compensate for damages.
- If the member misuses their membership for competing activities or causes actual harm to the bank.
- If the member misses three or more meetings during the year, the Chairman of the Board must notify the General Assembly to take appropriate action.
- If a board member loses any of the required conditions, their membership is automatically revoked from the date of losing that condition, and any decision made with their presence is considered invalid if their vote influenced the outcome.

Other Provisions

- The board will have a Vice-Chairman, who is selected by the board from its members, and will take on the responsibilities of the Chairman and preside over meetings in the Chairman's absence.
- The board will appoint a Secretary responsible for managing the minutes of meetings, maintaining records and logs, and acting as a continuous link between the members, the board, and the bank's management. The Secretary will also provide information requested by the members.
- The board will define the powers, duties, and responsibilities of the Secretary in relation to preparing the meeting minutes. The Secretary must clarify the discussions held within board meetings and the level of participation of each member in these discussions.
- The Chairman, Vice-Chairman, or any other member of the board is prohibited from being directly or indirectly involved in negotiations related to the purchase, sale, or mortgage of the bank's assets, or the

disposal of assets provided as collateral for loans or credit facilities, if these negotiations are based on personal interests and do not consider the bank's best interests.

- The board may delegate specific powers to specialized committees within the bank or to the CEO. In all cases, the board remains directly responsible for the outcomes of this delegation.
- Any delegation issued by the board of directors, whether to one of its members, to the bank's committees, or to the CEO, must specify the subject matter and the duration of its validity. The board is prohibited from issuing general or non-specific delegations concerning the subject or time period.
- The board may seek external advice on any matters of importance to the bank, provided that the majority of the board members approve this action.
- The board may assign one or more members to meet with the bank's executive management to seek their opinions on one or more specific matters as decided by the delegation.
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- **Board Meetings**

- The board of directors must meet within seven days of its formation to elect, by secret ballot, a Chairman and a Vice-Chairman, who will act in the Chairman's absence. This election is for a one-year term, renewable.
- The board meets at least once every two months, based on an invitation from the Chairman or at the request of any other member, ensuring that the topics discussed are comprehensive. Additional meetings can be held as needed.
- Board meetings are held at the bank's headquarters or another location within Iraq chosen by the Chairman if the meeting cannot be held at the headquarters, provided that all members are present or have submitted written apologies.
- The quorum is established after a 30-minute delay from the scheduled start of the meeting. A quorum is met when 50% of the members or at least four members are present, whichever is greater.
- Board members are required to attend meetings in person. If personal attendance is not possible, they can attend by video or phone after the Chairman’s approval. This method can be used if a member is absent up to two times during the year.
- Decisions are made by a majority of the members present. If votes are tied, the Chairman’s side prevails.
- The executive management must provide detailed information to board members on the topics to be discussed at the meeting at least five working days before the meeting. The Chairman is responsible for ensuring this.
- The bank must provide board members with sufficient information well in advance of meetings to allow them to make informed decisions.
- If a member misses three or more meetings in a year, the Chairman must notify the bank's General Assembly to take appropriate action.
- Board decisions must be signed by all present members (or by video or phone) and the Secretary of the board on the meeting minutes, which should be sealed with the bank's stamp. These decisions must be completed within ten working days, and the board is responsible for following up on them.
- The Secretary of the board is responsible for accurately and fully recording meeting minutes for the board and its committees, noting any reservations raised by members, and ensuring these minutes are preserved, including video and audio recordings.
- The responsibilities of board members are clear and aligned with relevant regulations. The bank provides each member with a document outlining their rights, responsibilities, and duties.

Board of Directors' Duties and Responsibilities.

General Duties and Competencies:

- ✓ **Disclosure of Personal Interest:**
  - Every member of the board of directors or senior banking employee must fully disclose any significant personal financial interests, whether direct or indirect, that may exist for the board member or senior employee. These disclosures must also extend to any persons within the family of the board member or senior banking employee. The disclosure is required initially when the individual joins the board, and then annually thereafter according to guidelines adopted by the bank, based on any regulations issued by the Central Bank of Iraq.
  - If any matter related to these interests arises for discussion within the board of directors or any other committee or decision-making team, the concerned member or senior employee must disclose their interest at the beginning of the discussion. They must then refrain from participating in the discussion, withdraw from the meeting during the discussion, and not be involved in the decision-making or influence the quorum.
- ✓ **Setting Strategic Goals:**
  - The board is responsible for setting the strategic goals of the bank and directing the executive management to prepare a strategy aimed at achieving these goals. The board also approves the strategy and annual action plans aligned with it.
- ✓ **Approval of Bank's Plans:**
  - The board approves the bank's comprehensive plans, including its vision, mission, goals, strategic objectives, and core values, in accordance with the guidance of the General Assembly.
- ✓ **Supervising Executive Management:**
  - The board directs the executive management to implement the plans and monitors their performance. It evaluates these plans and modifies them if necessary.
- ✓ **Compliance with Sharia Principles:**
  - The board approves policies, procedures, and frameworks to ensure compliance with Islamic Sharia principles in all aspects of the bank's activities, operations, products, and services.
- ✓ **Oversight of Financial Health and Solvency:**
  - The board supervises the executive management and monitors the bank's financial health and solvency. It also approves policies and procedures for regular oversight and monitoring of the bank's performance.
- ✓ **Performance Monitoring:**
  - The board adopts a policy to monitor and review the performance of executive management by setting Key Performance Indicators (KPIs) to measure and track progress toward achieving institutional goals.
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- ✓ **Implementation of Policies and Procedures:**
  - The board ensures that the bank has policies, plans, and procedures in place for all its activities, ensuring alignment with relevant laws and regulations. These policies should be disseminated at all management levels, and the board regularly reviews them.
- ✓ **Establishing Core Institutional Values:**

- The board defines the core values of the bank and sets clear lines of responsibility and accountability for all bank activities. It fosters a high standard of ethical conduct, integrity, and professional behavior among bank executives.

✓ **Accountability for Operational Integrity:**

- The board is responsible for the integrity of all operations within the bank, including its financial condition and adherence to the requirements of the Central Bank of Iraq. The board ensures that the bank is managed in compliance with laws, internal policies, and regulatory requirements, and that effective oversight is consistently applied to all the bank's activities, including those outsourced to external parties.

Regulatory Duties and Performance Oversight of the Board of Directors

✓ **Implementing General Assembly Decisions:**

- The board ensures the implementation of decisions made by the General Assembly and follows up on their execution.

✓ **Presentation of Financial Statements:**

- The board is responsible for presenting the final accounts, financial statements, and a comprehensive report on the annual plan's execution to the General Assembly for discussion and approval.

✓ **Compliance with International Standards:**

- The board ensures that all activities and operations of the bank comply with international standards.

✓ **Approval of Annual Plans and Budgets:**

- The board reviews and approves the bank's annual plans and budgets, ensuring they align with the bank's operations, and follows up on their execution.

✓ **Formation of Committees:**

- The board forms permanent committees linked to the board and temporary committees when necessary, selecting members from the board or others.

✓ **Appointment of the Chief Executive Officer:**

- The board appoints a director from among its members to serve as the executive director, ensuring they possess integrity, competence, and banking experience. The executive director is responsible for executing the board's decisions and managing the daily operations of the bank.

✓ **Approval of Executive Management Appointments:**

- The board approves the selection of candidates for executive management positions, periodically evaluates their performance, supervises them, holds them accountable, and obtains clear explanations when necessary.
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✓ **Performance Review Based on Reports:**

- Based on reports from executive management, internal and external auditors, and the internal Sharia auditor, the board reviews the bank's performance, evaluates its operations, and addresses any deviations or violations. The board is responsible for identifying causes, holding responsible parties accountable, and issuing necessary instructions to prevent recurrence.

- ✓ **Appointment of Key Audit and Risk Management Positions:**
  - The board appoints, based on the audit committee's recommendation, the internal audit manager, risk management manager, and compliance manager, and accepts their resignations, subject to approval by the Central Bank of Iraq.
- ✓ **Internal Control Systems:**
  - The board adopts and reviews the bank's internal control systems annually, ensuring these systems are reviewed by the internal Sharia auditor and external auditors at least once a year. The board also includes a statement in the annual report confirming the adequacy of these systems.
- ✓ **External Auditor Independence:**
  - The board guarantees the independence of the external auditor from the start of their appointment and throughout their tenure.
- ✓ **Risk Management Strategy:**
  - The board adopts a risk management strategy and ensures its implementation, setting acceptable risk levels, preventing the bank from taking on excessive risks, and providing the necessary tools and infrastructure to manage, assess, and control all types of risks.
- ✓ **Information Systems Oversight:**
  - The board ensures that the bank has sufficient, reliable management information systems covering all activities.
- ✓ **Credit Policy and Corporate Governance:**
  - The board ensures the bank's credit policy includes corporate governance principles for its corporate clients, especially publicly traded companies, by evaluating risks based on their governance practices.
- ✓ **Social Initiatives and Funding for Small Enterprises:**
  - The board ensures the bank adopts appropriate social initiatives in areas such as environmental protection, health, and education, and supports financing for small and medium-sized enterprises at reasonable terms.
- ✓ **Approval of Key Banking Operations:**
  - The board determines the banking operations requiring its approval (as detailed in the bank's authority booklet), ensuring these do not undermine the board's oversight role or grant executive powers, such as approving credit for any board member individually, including the chairman.
- ✓ **Internal Audit Charter:**
  - The board approves an internal audit charter detailing the duties, authorities, and responsibilities of the audit department and circulates it within the bank.
- ✓ **Direct Communication with Executive Management:**
  - Board members and their committees maintain direct communication with the executive management and the board secretary, facilitating their assigned tasks, including hiring external sources when needed, at the bank's expense and in coordination with the board chairman.
- ✓ **Separation of Shareholder Power and Executive Management:**
  - The board ensures clear separation between the powers of influential shareholders and executive management to strengthen corporate governance. It sets mechanisms to limit the influence of influential shareholders, for example:

- No influential shareholder can hold a position in senior executive management.
- Senior executive management derives operational powers and responsibilities from the board alone, working within the framework of the delegation granted by the board when making decisions related to the bank's operations.

✓ **Organizational Structure:**
- The board adopts the bank's organizational structure, ensuring clear administrative hierarchies, including committees of the board and executive management.

✓ **Application of Sound Management Practices:**
- The board ensures the application of sound management practices and encourages training on governance principles for both employees and the executive management.

✓ **Sustainability Standards:**
- The board ensures that the bank's activities comply with sustainability standards.

✓ **Separation of Shareholder and Executive Management Powers:**
- The board ensures clear separation between shareholders with significant holdings and executive management, reducing the influence of major shareholders.

✓ **Review of Succession Plans:**
- The board adopts and annually reviews succession plans for senior management positions.

Duties and Powers of the Chairman of the Board

✓ **Building a Constructive Relationship:**
The chairman ensures the establishment of a productive relationship between the board of directors, the bank's executive management, and the bank's stakeholders, including shareholders.

✓ **Encouraging Constructive Criticism:**
The chairman fosters a culture of constructive criticism regarding the issues discussed, especially in cases where members have differing viewpoints. They encourage open discussions and voting on those issues.

✓ **Ensuring Members Receive Necessary Documents:**
The chairman ensures that all members of the board receive the minutes of previous meetings for review and signature, and the agenda for each meeting in advance, through the secretariat. The agenda should include enough written information on the topics to be discussed.

✓ **Supporting Ongoing Member Development:**
The chairman is responsible for addressing the training and development needs of board members, ensuring continuous learning. They also facilitate a program for new members that includes at least the following topics:
- Institutional goals, the bank's strategic plan, and its adopted policies.
- The organizational structure of the bank.
- Corporate governance.
- The code of professional conduct.
- The bank's financial situation.
- The bank's risk structure and its risk management framework.

- ✓ **Inviting the Central Bank of Iraq:**
  The chairman ensures that the Central Bank of Iraq is invited to attend the General Assembly meetings at least 15 days before the meeting.
- ✓ **Informing the Central Bank of Iraq:**
  The chairman ensures that the Central Bank of Iraq is promptly informed of any material information related to the bank's activities.
- ✓ **Evaluation of the Board's Performance**

The board's performance is evaluated at least once a year, and the results of this evaluation are presented to the General Assembly. The evaluation is based on the following criteria:

- **Setting Clear Objectives and Board's Role:**
  Establishing specific goals and defining the board's role in overseeing the achievement of these goals (with measurable criteria).
- **Defining Key Performance Indicators (KPIs):**
  Identifying KPIs for the CEO and executive management, based on strategic objectives and annual plans.
- **Communication Between the Board and Shareholders:**
  Assessing the communication channels and effectiveness between the board and shareholders.
- **Frequency of Meetings with Executive Management:**
  Evaluating the regularity and effectiveness of board meetings with executive management.
- **Board Member's Role and Attendance:**
  Evaluating each board member's role and responsibilities during board meetings, as well as their commitment to attendance.
- **Comparison of Member Performance:**
  Comparing the performance of each member with that of other members.
- **Feedback Mechanism:**
  Using a feedback methodology from the involved members to improve the evaluation process and ensure transparency.