
TERMS OF REFERENCE OF THE CHIEF EXECUTIVE OFFICER

1. Job Purpose

The Chief Executive Officer (CEO) is responsible for providing strategic leadership and overall executive management of the Bank by translating the Board's vision, policies, and strategic objectives into effective business strategies and operational outcomes. The CEO is accountable for the Bank's overall performance, financial sustainability, risk management, regulatory compliance, corporate governance, and organizational culture, while promoting innovation, business and customer-centricity, ethical conduct, and long-term value creation.

2. Primary Roles and Responsibilities

- 2.1 Provide overall leadership and executive management of the Bank affairs under the guidance and direction of the Board.
- 2.2 The CEO shall delegate authority and responsibility effectively, empowering a competent and dependable leadership team to execute operational functions.
- 2.3 Through trust-based leadership and structured oversight, the CEO shall build a self-reliant, high-performing management team capable of delivering results with independence, ownership, and accountability.
- 2.4 Formulate, implement, and monitor the Bank's corporate strategic plans to achieve its mandates and strategic objectives.
- 2.5 The CEO shall provide leadership for the Bank's digital transformation, including oversight of technology strategy, cybersecurity, data governance, and technology risk management, ensuring alignment with business objectives and regulatory requirements
- 2.6 Lead and manage the Bank within the policies, authorities, and parameters approved by the Board and its Committees.
- 2.7 Manage budgets, oversee fiscal activity, monitor financial performance, and ensure profitability and sustainability
- 2.8 Create sustainable long-term value for shareholders while balancing stakeholder interest.
- 2.9 Proactively engage the Board by presenting innovative ideas, proposals, and strategic initiatives to drive the Bank's growth and competitiveness.

3. Specific Roles and Responsibilities

In addition to responsibilities assigned by the Board and those prescribed under the Prudential Regulations of the Royal Monetary Authority (RMA), the CEO shall undertake the following:

3.1 General Management:

- 3.1.1 Manage the day-to-day operations of the Bank in accordance with Board-approved policies, internal rules, and regulatory directives.

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- 3.1.2 Establish, lead, and sustain a competent Management Team to effectively carry out responsibilities delegated by the Board and regulatory authorities.
- 3.1.3 Promote leadership development and succession planning for key and critical positions within the Bank.
- 3.1.4 Implement all Board-approved strategies, policies, plans, and performance targets.
- 3.1.5 Develop, review, and enhance systems, processes, and internal controls to ensure effective and efficient management of the Bank.
- 3.1.6 Ensure that strategic and business plans are executed effectively within delegated authority, and that financial and operational performance is regularly monitored and reported to the Board.
- 3.1.7 Exercise delegated authority responsibly and within the intent of the Board, and refer matters beyond delegated authority to the Board for approval.
- 3.1.8 Lead and manage organizational change initiatives, including restructuring or reorganization, as directed by the Board.
- 3.1.9 Keep the Board and the Chairman fully informed of all material developments, risks, and issues of significance, including matters arising between Board meetings
- 3.1.10 Provide the Board with accurate, timely, relevant, and complete information to facilitate effective oversight and decision-making
- 3.1.11 Ensure timely identification, assessment, and communication of all material risks to the Board, together with appropriate mitigation strategies.
- 3.1.12 Perform any other duties as may be assigned by the Board from time to time.
- 3.2 Strategic Management:
- 3.2.1 Provide visionary leadership and strategic direction in alignment with the Board's objectives and shareholder expectations
- 3.2.2 Develop and recommend the Bank's long-term vision, strategy, and business plans for Board approval.
- 3.2.3 Execute approved strategies and operational plans, regularly review progress, report performance against financial and operational targets, and recommend corrective actions, including the identification of emerging opportunities and threats.
- 3.3 Operational Management:
- 3.3.1 Prepare annual forecasts and projections relating to revenue, expenditure, growth, and overall financial and operational performance.
- 3.3.2 Promote innovation and develop sustainable business models to enhance service efficiency and achieve the Bank's strategic objectives.
- 3.3.3 Prepare and submit annual operating and capital budgets for Board approval and ensure prudent financial management
- 3.3.4 Enter into contracts, agreements, and commitments in the ordinary course of business in accordance with delegated authority, while reporting significant exposures and risks to the
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Board in a timely manner.

3.3.5 Ensure the Board receives clear, accurate, and timely information on performance, major investments, financial arrangements, and other matters of strategic importance.

3.3.6 Ensure accountability, transparency, and value-for-money in the execution of projects and assignments.

3.3.7 Keep the Board informed of significant operational, financial, regulatory, and policy developments affecting the Bank.

3.4 Culture & Values:

3.4.1 Shape and foster a positive company culture that promotes employee engagement, performance, and innovation.

3.5 Relationship Management:

3.5.1 Maintain effective communication and constructive relationships with shareholders and key stakeholders.

3.5.2 Protect and enhance the Bank's corporate image, reputation, and public trust.

3.5.3 Represent the Bank at national and international forums, business meetings, and public events, as required.

3.5.4 Serve as the principal spokesperson of the Bank and act as the primary interface with regulators, government agencies, customers, and the business community.

3.6 Compliances, Risk Management and Corporate Governance:

3.6.1 Establish and maintain effective internal control and coordination mechanisms, including controls over financial reporting.

3.6.2 Ensure that the Bank's assets are adequately safeguarded and utilized in the best interests of the Bank.

3.6.3 Uphold the highest standards of integrity, professional ethics, and corporate governance.

3.6.4 Develop and oversee the implementation of a comprehensive risk management framework, including risk registers and mitigation measures.

3.6.5 Ensure timely resolution of audit observations and strengthen controls to prevent recurrence.

3.6.6 Strengthen the internal audit function to ensure effective checks and balances.

4. Qualification and Experience Required

A minimum of Bachelor's Degree obtained from a recognized university through a regular (full-time) program. Candidates without Bachelor's Degree but possessing a Master's Degree from a recognized university through a regular (full-time) program shall also be considered.

A minimum of fifteen (15) years of work experience, which must include a minimum of five

years of active service at Chief/General Manager level and above for Corporate employees or P1 level and above for civil servants. Only one (1) year six (6) months of study period shall be considered as active service.

5. Skills, knowledge and Attributes Required

- 5.1 Strong and effective leadership capabilities.
- 5.2 Proven managerial and organizational skills.
- 5.3 High-level analytical, problem-solving, and decision-making abilities.
- 5.4 Strong strategic orientation with the ability to translate Board decisions into actionable outcomes.
- 5.5 Excellent negotiation and stakeholder management skills.
- 5.6 Strong oral and written communication skills.
- 5.7 Demonstrated integrity, professionalism, and ethical conduct.
- 5.8 Strong interpersonal skills and the ability to build effective relationships with stakeholders.
- 5.9 Ability to deliver results under pressure and within defined timelines.

Endorsement of the TOR

Designation	Signature	Date
Chairman of the Board		
Chief Executive Officer		