

Company Name: FBNQUEST MERCHANT BANK

RC Number: RC (264978)

Details

Title of report

Compliance Status with the NCCG [January 2023 - December 2023]

Report ID

RX-20241499

Reporting timeline (Start)

1 January 2023

Reporting timeline (End)

31 December 2023



Sectorial regulator

Central Bank of Nigeria (CBN)


Other regulator(s)

Documentation

Primary Operating License

 :  CBN License to Carry on Merchant Banking Business



Open




Other documents

No Document Provided

Attendance Register

 :  Attendance At Board Meetings (2023)- FBNQuest Merchant Bank

Open



Governance Stakeholders

External Auditor	Position	Date of appointment
KPMG Nigeria	Auditor	23 April 2021

Governance Evaluation Consultant	Position	Date of appointment
PricewaterhouseCoopers Nigeria	Consultant	12 January 2022

Board Evaluation Consultant	Position	Date of appointment
PricewaterhouseCoopers Nigeria	Consultant	12 January 2022

Registrar	Position	Date of appointment
None added		

Governance structures

Board committee(s)	Committee Members	Position
BOARD AUDIT COMMITTEE (BAC)	Oyinkansade Adewale	Independent Non-Executive Director
	Nnamdi Okonkwo	
	Dr. Irene Ubiawhe-Akpofure	Non-Executive
		Non-Executive

Board committee(s)	Committee Members	Position
BOARD RISK MANAGEMENT COMMITTEE (BRMC)	Oyinkansade Adewale	Independent Non-Executive Director
	Kayode Akinkugbe	Managing Director
	Akinlolu Osinbajo	Non-Executive

Board committee(s)	Committee Members	Position
BOARD CREDIT COMMITTEE	Oyinkansade Adewale	Independent Non-Executive Director
	Kayode Akinkugbe	Managing Director
	Akinlolu Osinbajo	Non-Executive
	Taiwo Okeowo	Executive Director

Board committee(s)	Committee Members	Position
BOARD GOVERNANCE/HUMAN RESOURCE COMMITTEE	Oyinkansade Adewale	Independent Non-Executive Director
	Nnamdi Okonkwo	Non-Executive
	Dr. Irene Ubiawhe-Akpofure	Non-Executive
		Non-Executive
	Akinlolu Osinbajo	

Board of Directors	Position
Bello Maccido	Board Chairman
Kayode Akinkugbe	Managing Director
Akinlolu Osinbajo	Non-Executive
Oyinkansade Adewale	Independent Non-Executive Director
Nnamdi Okonkwo	Non-Executive
Dr. Irene Ubiawhe-Akpofure	Non-Executive
Taiwo Okeowo	Executive Director

Executive management & Leadership	Position
Kayode Akinkugbe	Managing Director
Taiwo Okeowo	Executive Director
Patrick Mgbenwelu	Head Investment Banking & Operations
Awele Ajibola	Chief Risk Officer
Afolabi Olorode	Head, Coverage and Corporate Banking
Olamide Adeosun	Chief Financial Officer
Akinlolu Osinbajo	Chairman, Board Governance/Human

Investor Relations Officer(s)	Position
Tolulope Adetugbo	Company Secretary

Company Secretary(s)	Position
Tolulope Adetugbo	Company Secretary

Compliance Officer(s)	Position
Victoria Aneke	Compliance Officer

Company contact persons	Position
Tolulope Adetugbo	Company Secretary

Principle 1 :

A successful Company is headed by an effective Board which is responsible for providing entrepreneurial and strategic leadership as well as promoting ethical culture and responsible corporate citizenship. As a link between stakeholders and the Company, the Board is to exercise oversight and control to ensure that management acts in the best interest of the shareholders and other stakeholders while sustaining the prosperity of the Company

P1Q1(a)

Does the Board have an approved Charter which sets out its responsibilities and terms of reference?

Answer

Yes

Explanation

Yes, the Board has an approved Charter. the Charter was approved by the CBN.

Supporting document

Not Provided

P1Q2(b)

If yes, when was it last reviewed?

Date of last review

28/07/2023

Supporting document



Charter of the Board of Directors

Open



Principle 2 :

The effective discharge of the responsibilities of the Board and its committees is assured by an appropriate balance of skills and diversity (including experience and gender) without compromising competence, independence and integrity

P2Q1

What are the qualifications and experiences of the directors?

Explanation

Mallam Bello Maccido: He has over 35 years of business experience, 26 of those representing hands-on experience handling a wide spectrum of financial services. He has a degree in Law from the Ahmadu Bello University, Zaria, and was called to the Nigerian Bar in 1985. He obtained a Master's degree in Business Administration, specialising in Managerial Finance, from Wayne State University, Detroit, USA. Bello is a chartered stockbroker, a Fellow of the Chartered Institute of Bankers and has attended executive management programmes at Harvard Business School, the Wharton School IMD, Lausanne and INSEAD, Paris. Mr. Nnamdi Okonkwo: Nnamdi Okonkwo has over 30 years of focused and results-oriented international experience in banking. He is a Fellow of the Chartered Institute of Bankers of Nigeria (CIBN) and the Chartered Institute of Credit Administration. He holds a B.Sc in Agricultural Economics from the University of Benin, Nigeria and an MBA in Banking and Finance from Enugu State University of Science and Technology, Nigeria. Nnamdi is a graduate of the Advanced Management Program (AMP) of INSEAD. He attended Executive Management and Board training programmes at Harvard Business School, Stanford University, Wharton Business School, IMD, Singapore and Lagos Business School. Nnamdi has been honoured with many awards and recognitions globally. Mr. Akinlolu Osinbajo: He is a Senior Advocate of Nigeria, a highly experienced litigator and Commercial Law practitioner, Chartered Arbitrator and Notary Public of Nigeria, representing several multinational and local clients in contentious commercial litigations in various courts in Nigeria. He holds a BA Hons and MA Law from the University College, London, and is a Barrister at Law, fully certified by the Council of Legal Education in Nigeria. He is also an Associate, Member and Fellow of the Chartered Institute of Arbitrators (ACI Arb) in the United Kingdom. Mrs. Oyinkansade Adewale: She is a senior finance executive with over 38 years of experience in the banking and professional services sector in Africa, mainly in bank Chief Financial Officer roles and complex bank turnaround engagements. She is a recipient of the CBN Governor's commendation for meritorious services to the banking sector. Dr. Irene Ubiawhe-Akpofure: Dr. Irene Ubiawhe-Akpofure, is a seasoned HR, Business Transformation & Change Professional with over 20 years experience in both the public and private sector. Dr. Irene holds a PhD in International Business Management from the International School of Management (ISM) Paris, France, a Masters degree in Human Resource Development from the University of Greenwich, United Kingdom, and a BSc Hons in Health from University of Greenwich, United Kingdom. She is

also a Member of the Institute of Directors, the Recruitment and Employment Confederation and the Chartered Management Institute. Mr. Taiwo Okeowo: He is a seasoned professional with over 34 years of experience in investment banking. He has considerable experience in project finance, mergers, acquisitions, restructuring and securities underwriting. Taiwo graduated with First Class Honours in Computer Science from the University of Ibadan. He holds an MSc in Management from London Business School (where he was a Sloan Fellow), is a Chartered Financial Analyst (CFA) Charter holder and a Fellow of the Institute of Chartered Accountants of Nigeria. Mr. Kayode Akinkugbe: He has over 28 years of experience working in top-tier global investment banks in the United Kingdom and Nigeria. He focused on arranging finance and providing strategic advice to public and private-sector organisations. Kayode graduated from the University of Ibadan with a degree in Economics. Subsequently, he attended the London School of Economics, where he obtained an MSc in International Accounting and Finance. He also holds an MBA from Cranfield School of Management, United Kingdom.

Supporting document

Not Provided

P2Q2(a)

Does the company have a Board-approved diversity policy?

Answer

Yes

Explanation

The Company continues to strive to meet the diversity target, especially in the area of gender diversity.

Supporting document



Diversity & Inclusion Policy

Open



P2Q3(b)

If yes :
to what extent have the diversity targets been achieved?

Explanation

Some diversity targets have been over 75% achieved.

Supporting document

Not Provided

P2Q4(a)

Are there directors holding concurrent directorships?

Answer

Yes

Supporting document

Not Provided

P2Q5(b)

If yes:

State names of the directors and the companies.

Explanation

Mallam Bello Maccido Nigerian Sovereign Investment Authority Development Bank of Nigeria Mr. Afolabi Olorode FBNQuest Securities Ltd. Mr. Taiwo Okeowo: FBNQuest Securities Ltd. Mrs. Oyinkansade Adewale: Lafarge Africa Plc Dr. Irene Ubiewhe-Akpofure: Yvonne Lewis UK Ltd YG (UK) Ltd. Cupps Consulting (UK) Ltd. Nnamdi Okonkwo: FBN Holdings Plc First Bank Nigeria Ltd. Tims Foods Ltd. Mr. Kayode Akinkugbe: FBNQuest Asset Management Limited FMDQ Securities Exchange Limited Enterprise NGR

Supporting document

Not Provided

P2Q6(a)

Is the MD/CEO or an Executive Director a chair of any Board Committee?

Answer

No

Supporting document

Not Provided

P2Q7(b)

If yes:

provide the names of the Committees.

Explanation

N/A

Supporting document
Not Provided

Principle 3 :

The Chairman is responsible for providing overall leadership of the Company and the Board, and eliciting the constructive participation of all Directors to facilitate effective direction of the Board

P3Q1(a)

Is the Chairman a member or chair of any of the Board Committees?

Answer

No

Supporting document

Not Provided

P3Q2(b)

If yes

List them

Explanation

N/A

Supporting document

Not Provided

P3Q3

At which Committee meeting(s) was the Chairman in attendance during the period under review ?

Explanation

NONE

Supporting document

Not Provided

P3Q4

Is the Chairman an INED or a NED?

NED

Supporting document

Not Provided

P3Q5(a)

Is the Chairman a former MD/CEO or ED of the Company?

Answer

No

Supporting document

Not Provided

P3Q6(b)

If yes

When did his/her tenure as MD end

Date of last review

No Input provided

Supporting document

Not Provided

P3Q7

When was he/she appointed as Chairman?

Date of last review

01/01/2016

Supporting document

Not Provided

P3Q8(a)

Are the roles and responsibilities of the Chairman clearly defined?

Answer

Yes

Supporting document

Not Provided

P3Q9(b)

If yes:

Specify which document.

Explanation

The Roles of the Chairman of the Board are as specified in the Board Charter of the Bank.

Supporting document

Not Provided

Principle 4 :

The Managing Director/Chief Executive Officer is the head of management delegated by the Board to run the affairs of the Company to achieve its strategic objectives for sustainable corporate performance

P4Q1(a)

Does the MD/CEO have a contract of employment which sets out his authority and relationship with the Board?

Answer

Yes

Supporting document

Not Provided

P4Q2(b)

If no:
in which documents is it specified?

Explanation

N/A

Supporting document

Not Provided

P4Q3

Does the MD/CEO declare any conflict of interest on appointment, annually, thereafter and as they occur?

Answer

Yes

Supporting document

Not Provided

P4Q4

Which of the Board Committee meetings did the MD/CEO attend during the period under review?

Explanation

Explanation

Board Credit Committee (BCC) Board Risk Management Committee (BRMC)

Supporting document

Not Provided

P4Q5(a)

Is the MD/CEO serving as NED in any other company?

Answer

Yes

Supporting document

Not Provided

P4Q6(b)

If yes:

Please state the company

Explanation

FBNQUEST ASSET MANAGEMENT LTD; FMDQ SECURITIES EXCHANGE LIMITED; Enterprise NGR.

Supporting document

Not Provided

P4Q7

Is the membership of the MD/CEO in these companies in line with the Board-approved policies?

Answer

Yes

Explanation

The membership of the MD/CEO on the Boards of the companies are in line with Board-approved policies.

Supporting document

Not Provided

Principle 5 :

Executive Directors support the Managing Director/Chief Executive Officer in the operations and management of the Company

P5Q1

Do the EDs have contracts of employment?

Answer

Yes

Supporting document

Not Provided

P5Q2(a)

If yes:

Do the contracts of employment set out the roles and responsibilities of the EDs?

Answer

Yes

Supporting document

Not Provided

P5Q3(b)

If no:

In which document are the roles and responsibilities specified?

Explanation

N/A

Supporting document

Not Provided

P5Q4

Do the EDs declare any conflict of interest on appointment, annually, thereafter and as they occur?

Answer

Yes

Supporting document

Supporting document

Not Provided

P5Q5

Are there EDs serving as NEDs in any other company?

Answer

Yes

Explanation

FBNQuest Securities Limited.

Supporting document

Not Provided

P5Q6

Are their memberships in these companies in line with Board-approved policy?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

Principle 6 :

Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the Board

P6Q1(a)

Are the roles and responsibilities of the NEDs clearly defined and documented?

Answer

Yes

Supporting document

Not Provided

P6Q2(b)

If yes:

Where are these documented?

Explanation

They are documented in the Board Charter of the Company.

Supporting document

Not Provided

P6Q3

Do the NEDs have letters of appointment specifying their duties, liabilities and terms of engagement?

Answer

Yes

Supporting document

Not Provided

P6Q4

Do the NEDs declare any conflict of interest on appointment, annually, thereafter and as they occur?

Answer

Yes

Supporting document

Supporting document

Not Provided

P6Q5(a)

Are NEDs provided with information relating to the management of the company and on all Board matters?

Answer

Yes

Supporting document

Not Provided

P6Q6(b)

If yes:

When is the information provided to the NEDs?

Explanation

Quarterly and/or as required

Supporting document

Not Provided

P6Q7

What is the process of ensuring completeness and adequacy of the information provided?

Explanation

Information provided are reviewed and can be independently verified by the NED.

Supporting document

Not Provided

P6Q8

Do NEDs have unfettered access to the EDs, Company Secretary and the Internal Auditor?

Answer

Yes

Supporting document

Not Provided

Principle 7 :

Independent Non-Executive Directors bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence

P7Q1

Do the INEDs meet the independence criteria prescribed under Section 7.2 of the Code?

Answer

Yes

Supporting document

Not Provided

P7Q2

Are there any exceptions?

Answer

No

Explanation

No.

Supporting document

Not Provided

P7Q3

What is the process of selecting INEDs?

Explanation

The selection process is as contained in the Board Governance & Nominations Committee Charter.

Supporting document

Not Provided

P7Q4

Do the INEDs have letters of appointment specifying their duties, liabilities and terms of engagement?

Answer

Yes

Supporting document

Not Provided

P7Q5

Do the INEDs declare any conflict of interest on appointment, annually, thereafter and as they occur?

Answer

Yes

Supporting document

Not Provided

P7Q6(a)

Does the Board ascertain and confirm the independence of the INEDs?

Answer

Yes

Supporting document

Not Provided

P7Q7(b)

If yes, how often?

Explanation

Annually

Supporting document

Not Provided

P7Q8(c)

If yes:
What is the process?

Explanation

Via an annual attestation of independence by the INED.

Supporting document

Not Provided

P7Q9(a)

Is the INED a Shareholder of the Company?

Answer

No

Supporting document

Not Provided

P7Q10(b)

if yes, what is the percentage shareholding?

Answer

No Input provided

Supporting document

Not Provided

P7Q11(a)

Does the INED have another relationship with the Company apart from directorship and/or shareholding?

Answer

No

Supporting document

Not Provided

P7Q12(b)

If yes:
provide details.

Explanation

No Input provided

Supporting document

Not Provided

P7Q13

What are the components of INEDs remuneration?

Explanation

Directors Fees and Sitting Allowances.

Supporting document

Not Provided

Principle 8 :

The Company Secretary support the effectiveness of the Board by assisting the Board and management to develop good corporate governance practices and culture within the Company

P8Q1

Is the Company Secretary in-house or outsourced?

In-house

Supporting document

Not Provided

P8Q2

What is the qualification and experience of the Company Secretary?

Explanation

LL.B, B.L, LL.M with over 20 years experience.

Supporting document

Not Provided

P8Q3

Where the Company Secretary is an employee of the Company, is the person a member of senior management?

Answer

Yes

Explanation

The Company Secretary is a member of senior management.

Supporting document

Not Provided

P8Q4

Who does the Company Secretary report to?

Explanation

The Chairman and the Board of Directors.

Supporting document

Not Provided

P8Q5

What is the appointment and removal process of the Company Secretary?

Explanation

The Company Secretary is appointed and removed by the Board in line with Section 333 of the Companies and Allied Matters Act, 2020.

Supporting document

Not Provided

P8Q6

Who undertakes and approves the performance appraisal of the Company Secretary?

Explanation

The Managing Directors and the Board of Directors.

Supporting document

Not Provided

Principle 9 :

Directors are sometimes required to make decisions of a technical and complex nature that may require independent external expertise

P9Q1(a)

Does the company have a Board-approved policy that allows directors access to independent professional advice in the discharge of their duties?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P9Q2(b)

If yes:
where is it documented?

Explanation

It is documented in the Board Charter.

Supporting document

Not Provided

P9Q3

Who bears the cost for the independent professional advice?

Explanation

The Company.

Supporting document

Not Provided

P9Q4(a)

During the period under review, did the Directors obtain any independent professional advice?

Answer

Yes

Supporting document

Not Provided

P9Q5(b)

If yes:
provide details.

Explanation

The Board accessed independent professional advice from an IT Consultant, Olayinka David-West Consulting, to provide support and guidance to the Board of the Bank on IT and ancillary matters.

Supporting document

Not Provided

Principle 10 :

Meetings are the principal vehicle for conducting the business of the Board and successfully fulfilling the strategic objectives of the Company

P10Q1

What is the process for reviewing and approving minutes of Board meetings?

Explanation

The Minutes are reviewed and adopted by the subsequent Board meetings of the Directors.

Supporting document

Not Provided

P10Q2

What are the timelines for sending the minutes to Directors?

Explanation

The Draft Minutes are sent to the Directors two weeks after the meeting to which the minutes relates.

Supporting document

Not Provided

P10Q3

What are the implications for Directors who do not meet the Company policy on meeting attendance?

Explanation

Directors who do not meet the required minimum attendance will not be eligible for renewal of tenure.

Supporting document

Not Provided

Principle 11 :

To ensure efficiency and effectiveness, the Board delegates some of its functions, duties and responsibilities to well-structured committees, without abdicating its responsibilities

P11Q1

Do the Board Committees have Board-approved Charters which set out their responsibilities and terms of reference?

Answer

Yes

Explanation

The Board Committees have charters setting out applicable terms of reference.

Supporting document

Not Provided

P11Q2

What is the process for reviewing and approving minutes of Board Committee of meetings?

Explanation

The minutes are reviewed and adopted at the subsequent Board Meetings by the members of the committee.

Supporting document

Not Provided

P11Q3

What are the timelines for sending the minutes to the directors?

Explanation

The minutes are circulated within 2 weeks amongst members of the committee to which the minutes relates.

Supporting document

Not Provided

P11Q4

... . ~ ^

Who acts as Secretary to board committees?

Explanation

The Company Secretary.

Supporting document

Not Provided

P11Q5

What Board Committees are responsible for the following matters?

- a. Nomination and Governance
- b. Remuneration
- c. Audit
- d. Risk Management

Explanation

a. Board Governance and Nominations Committee. b. Board Governance and Nominations Committee. c. Board Audit Committee. d. Board Risk Management Committee.

Supporting document

Not Provided

P11Q6

What is the process of appointing the chair of each committee ?

Explanation

The chairman of each committee is appointed by the Chairman of the Board of Directors.

Supporting document

Not Provided

P11Q7(a)

Committee responsible for Nomination and Governance: What is the proportion of INEDs to NEDs on the Committee responsible for Nomination and Governance?

Explanation

Board Governance and Nominations Committee - 25%: 75%

Supporting document

Not Provided

P11Q8(b)

Committee responsible for Nomination and Governance: Is the Chairman of the Committee a NED or an INED?

NED

Supporting document

Not Provided

P11Q9(a)

Committee responsible for Nomination and Governance: Does the Company have a succession plan policy?

Answer

Yes

Supporting document

Not Provided

P11Q10(b)

If yes:
how often is it reviewed?

Explanation

It is reviewed as at when necessary in line with the change structure of the Company.

Supporting document

Not Provided

P11Q11

Committee responsible for Nomination and Governance: How often are Board and Committee charters as well as other governance policies reviewed?

Explanation

The Charters are reviewed every 3 years.

Supporting document

Not Provided

P11Q12

Committee responsible for Nomination and Governance: How does the committee report on its activities to the Board?

Explanation

The Committee presents its report to the Board quarterly or when required.

Supporting document

Not Provided

P11Q13(a)

Committee responsible for Remuneration: What is the proportion of INEDs to NEDs on the Committee responsible for Remuneration?

Explanation

Board Governance and Nominations Committee: 25:75

Supporting document

Not Provided

P11Q14(b)

Committee responsible for Remuneration: Is the Chairman of the Committee a NED or an INED?

NED

Supporting document

Not Provided

P11Q15

Committee responsible for Audit: Does the Company have a Board Audit Committee separate from the Statutory Audit Committee?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P11Q16

Committee responsible for Audit: Are members of the Committee responsible for Audit financially literate?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P11Q17

Committee responsible for Audit: What are their qualifications and experience?

Explanation

Mrs. Oyinkansade Adewale: Over 38 years of experience in the banking and professional services sector in Africa. Mr. Nnamdi Okonkwo: Over 30 years of focused and results-oriented international experience in banking.

Supporting document

Not Provided

P11Q18

Committee responsible for Audit: Name the financial expert(s) on the Committee responsible for Audit

Explanation

Oyinkansade Adewale Nnamdi Okonkwo

Supporting document

Not Provided

P11Q19

Navigation icons: back, forward, search, and other controls.

Committee responsible for Audit: How often does the Committee responsible for Audit review the internal auditor's reports?

Explanation

The Internal Auditors report is reviewed on a quarterly basis.

Supporting document

Not Provided

P11Q20

Committee responsible for Audit: Does the Company have a Board approved internal control framework in place?

Answer

Yes

Explanation

Yes an approved internal control framework is in place.

Supporting document

Not Provided

P11Q21

Committee responsible for Audit: How does the Board monitor compliance with the internal control framework?

Explanation

The Board monitors quarterly via the Board Risk Management Committee.

Supporting document

Not Provided

P11Q22

Committee responsible for Audit: Does the Committee responsible for Audit review the External Auditors management letter, Key Audit Matters and management response to issues raised? Please explain.

Answer

Yes

Explanation

The External Auditors present their post audit report which consist of key audit matters e.t.c. to ..

the committee after every interim or year end audit.

Supporting document

Not Provided

P11Q23

Committee responsible for Audit: Is there a Board-approved policy that clearly specifies the non-audit services that the external auditor shall not provide?

Answer

Yes

Supporting document

Not Provided

P11Q24

Committee responsible for Audit: How many times did the Audit Committee hold discussions with the head of internal audit function and external auditors without the management during the period under review?

Explanation

The meeting of external auditor and internal auditor with BAC was held just once.

Supporting document

Not Provided

P11Q25(a)

Committee responsible for Risk Management : Is the Chairman of the Risk Committee a NED or an INED?

NED

Supporting document

Not Provided

P11Q26(a)

Committee responsible for Risk Management : Is there a Board approved Risk Management framework?

Answer

Yes

Explanation

There is a Board-approved Risk Management framework.

Supporting document

Not Provided

P11Q27(b)

If yes, when was it approved?

Date of last review

30/11/2022

Supporting document

Not Provided

P11Q28

Committee responsible for Risk Management : How often does the Committee review the adequacy and effectiveness of the Risk Management Controls in place? Date of last review

Explanation

It is reviewed every 3 years.

Date of last review

29/12/2023

Supporting document

Not Provided

P11Q29(a)

Committee responsible for Risk Management : Does the Company have a Board-approved IT Data Governance Framework?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P11Q30(b)

If yes, how often is it reviewed?

Explanation

Every 3 years.

Supporting document

Not Provided

P11Q31

Committee responsible for Risk Management : How often does the Committee receive and review compliance report on the IT Data Governance Framework?

Explanation

Quarterly

Supporting document

Not Provided

P11Q32

Committee responsible for Risk Management : Is the Chief Risk Officer (CRO) a member of Senior Management and does he have relevant experience for this role?

Answer

Yes

Explanation

Yes, the Chief Risk Officer is a member of Senior Management.

Supporting document

Not Provided

P11Q33

Committee responsible for Risk Management : How many meetings of the Committee did the CRO attend during the period under review?

Explanation

Four

Supporting document

Not Provided

Principle 12 :

A written, clearly defined, rigorous, formal and transparent procedure serves as a guide for the selection of Directors to ensure the appointment of high-quality individuals to the Board

P12Q1

Is there a Board-approved policy for the appointment of Directors?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P12Q2

What criteria are considered for their appointment?

Explanation

The Board Governance and Nominations Committee considers the knowledge, skill and experience of each appointee to the Board.

Supporting document

Not Provided

P12Q3

What is the Board process for ascertaining that prospective directors are fit and proper persons?

Explanation

The fit and proper person questionnaire is being administered to the prospective director. A copy is submitted to the CBN for verification and a copy is retained by management for independent verification.

Supporting document

Not Provided

P12Q4

Is there a defined tenure for the following:

- a. The Chairman
- b. The MD/CEO
- c. INED
- d. NED
- e. EDs

Answer

Yes

Explanation

The defined tenure for the Chairman, MD/CEO, INED, NED, and EDs are contained in the Board Charter.

Supporting document

Not Provided

P12Q5

Please state the tenures

Explanation

NED: 12 years Maximum ED: 12 years Maximum

Supporting document

Not Provided

P12Q6

Does the Board have a process to ensure that it is refreshed periodically?

Answer

Yes

Explanation

The process to ensure that the Board is refreshed periodically is contained in the Board Charter.

Supporting document

Not Provided

Principle 13 :

A formal induction programme on joining the Board as well as regular training assists Directors to effectively discharge their duties to the Company

P13Q1

Does the Board have a formal induction programme for new directors?

Answer

Yes

Explanation

There is a formal induction programme for new directors in place.

Supporting document

Not Provided

P13Q2(a)

During the period under review, were new Directors appointed?

Answer

Yes

Supporting document

Not Provided

P13Q3(b)

If yes, Provide date of induction.

Date of last review

14/03/2023

Supporting document

Not Provided

P13Q4

Are Directors provided relevant training to enable them effectively discharge their duties?

Answer

Yes

Supporting document

Not Provided

Not Provided

P13Q5(a)

If yes, provide training details.

Explanation

Yes. The Directors attended trainings on: a. Digital Technology b. Data Protection c. Blockchain Technology d. Sustainability e. AML/CFT f. Corporate Governance. g. Risk Management h. Strategy i. Cybersecurity

Supporting document

Not Provided

P13Q6

How do you assess the training needs of Directors?

Explanation

Trainings needs are assessed as part of the Board and Governance Appraisal.

Supporting document

Not Provided

P13Q7

Is there a Board-approved training plan?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P13Q8

Has it been budgeted for?



Answer

Yes


Explanation

No Input provided

Supporting document

 :  2023 Board Training Plan

Open



Principle 14 :

Annual Board evaluation assesses how each Director, the committees of the Board and the Board are committed to their roles, work together and continue to contribute effectively to the achievement of the Company's objectives

P14Q1

Is there a Board-approved policy for evaluating Board performance?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P14Q2(a)

For the period under review, was there any Board Evaluation exercise conducted?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P14Q3(b)

If yes, indicate whether internal or external. Provide date of last evaluation.

External

Date of last review

10/05/2023

Supporting document

 :



FBNQuest Merchant Bank Limited 2022 Board Evaluation
Report

Open



P14Q4(a)

Has the Board Evaluation report been presented to the full Board?

Answer

Yes

Explanation

The Report has been presented.

Supporting document

Not Provided

P14Q5(b)

If yes, indicate date of presentation.

Date of last review

17/05/2023

Supporting document

Not Provided

P14Q6

Did the Chairman discuss the evaluation report with the individual directors?

Answer

Yes

Explanation

Yes, the Chairman discusses the evaluation report with the individual directors.

Supporting document

Not Provided

P14Q7

Is the result of the evaluation for each Director considered in the re-election process?

Answer

Yes

Explanation

Yes, it is considered.

Supporting document

Not Provided

Principle 15 :

Institutionalizing a system for evaluating the Company's corporate governance practices ensures that its governance standards, practices and processes are adequate and effective

P15Q1

For the period under review, has the Company conducted a corporate governance evaluation?

Answer

Yes

Explanation

A corporate governance evaluation was carried out during the period under review.

Supporting document

Not Provided

P15Q2(a)

If yes, provide date of the evaluation.

Date of last review

10/05/2023

Supporting document

Not Provided

P15Q3(a)

Is the result of the Corporate Governance Evaluation presented and considered by the Board?

Answer

Yes

Supporting document

Not Provided

P15Q4(b)

If yes, please indicate the date of last presentation

Date of last review

17/05/2023

Supporting document

Not Provided

Not Provided

P15Q5

Is the summary of the Corporate Governance Evaluation included in the annual reports and Investors portal?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

Principle 16 :

The Board ensures that the Company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term

P16Q1(a)

Is there a Board-approved Directors' remuneration policy?

Answer

Yes

Supporting document

Not Provided

P16Q2(b)

If yes, how often is it reviewed?

Explanation

It is reviewed every 2 years.

Supporting document

Not Provided

P16Q3

Provide details of directors' fees, allowances and all other benefits paid to them during the period under review

Explanation

Fees & Sitting Allowances = NGN144,498,600.00

Supporting document

Not Provided

P16Q4

Is the remuneration of NEDS presented to shareholders for approval?

Answer

Yes

Supporting document

Supporting document

Not Provided

P16Q5(a)

If yes, when was it approved?

Date of last review

11/05/2022

Supporting document

Not Provided

P16Q6

What portion of the NEDs remuneration is linked to company performance?

Explanation

NONE

Supporting document

Not Provided

P16Q7(a)

Is there a Board-approved remuneration policy for Executive and Senior management?

Answer

Yes

Supporting document

Not Provided

P16Q8(b)

If yes, to what extent is remuneration linked to company performance?

Explanation

Performance incentives are evaluated against KPI's defined in the individuals score cards.

Supporting document

Not Provided

P16Q9(a)

Has the Board set KPIs for Executive Management?

Answer

Yes

Supporting document

Not Provided

P16Q10(b)

If yes, was the performance measured against the KPIs?

Answer

Yes

Supporting document

Not Provided

P16Q11

Do the MD/CEO, EDs and Company Secretary receive a sitting allowance and/or directors fees

Answer

No

Supporting document

Not Provided

P16Q12

Which of the following receive sitting allowance and/or fees:

- a. MD/CEO
- b. ED
- c. Company Secretary
- d. Other Senior management staff

Answer

N/A

Supporting document

Not Provided

P16Q13

Is there a Board-approved clawback policy for Executive management?

Answer

Yes

Supporting document

Not Provided

P16Q14(a)

If yes, attach the policy.

Supporting document

Not Provided

Principle 17 :

A sound framework for managing risk and ensuring an effective internal control system is essential for achieving the strategic objectives of the Company

P17Q1

Has the Board defined the company's risk appetite and limit?

Answer

Yes

Supporting document

Not Provided

P17Q2

How often does the company conduct a risk assessment?

Explanation

Quarterly

Supporting document

Not Provided

P17Q3

How often does the board receive and review risk management reports?

Explanation

Quarterly

Supporting document

Not Provided

Principle 18 :

An effective internal audit function provides assurance to the Board on the effectiveness of the governance, risk management and internal control systems

P18Q1(a)

Does the company have an Internal Audit function?

Answer

Yes

Supporting document

Not Provided

P18Q2(b)

If no:

How has the Board obtained adequate assurance on the effectiveness of internal processes and systems?

Explanation

No Input provided

Supporting document

Not Provided

P18Q3

Does the company have a Board-approved internal audit charter?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P18Q4

Is the head of internal audit a member of senior management?

Answer

✓ --

Yes

Supporting document

Not Provided

P18Q5

What is the qualification and experience of the head of internal audit?

Explanation

Ph.D, CIA, ACA, ACIB, AACA CertIFR. The Chief Audit Executive has over 21 years' experience.

Supporting document

Not Provided

P18Q6

Does the company have a Board-approved annual risk-based internal audit plan?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P18Q7

Does the head of the internal audit function report at least once every quarter to the committee responsible for audit, on the adequacy and effectiveness of management, governance, risk and control environment; deficiencies observed and management mitigation plans?

Answer

Yes

Supporting document

Not Provided

P18Q8(a)

Is there an external assessment of the effectiveness of the internal audit function at least once every three years by a qualified independent reviewer appointed by the Board?

Answer

Yes

Supporting document

Not Provided

P18Q9(b)

If yes:

When was the last assessment?

Date of last review

30/01/2023

Supporting document

Not Provided

P18Q10

Who undertakes and approves the performance evaluation of the Head of Internal Audit?

Explanation

The Board Audit Committee.

Supporting document

Not Provided

Principle 19 :

An effective whistle-blowing framework for reporting any illegal or unethical behaviour minimises the Company's exposure and prevents recurrence

P19Q1(a)

Does the company have a Board-approved whistleblowing framework?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P19Q2(b)

If yes:

When was the date of last review

Date of last review

17/05/2023

Supporting document

Not Provided

P19Q3

Does the Board ensure that the whistleblowing mechanism and are process reliable, accessible to all stakeholders, guarantees anonymity and protection of the whistleblower?

Answer

Yes

Supporting document

Not Provided

P19Q4

Is the Audit committee provided with the following reports on a periodic basis?

a. Reported cases

b. Process and results of Investigated cases

-

Answer

Yes

Explanation

The reports are provided Quarterly.

Supporting document

Not Provided

Principle 20 :

An external auditor is appointed to provide an independent opinion on the true and fair view of the financial statements of the Company to give assurance to stakeholders on the reliability of the financial statements

P20Q1

Who makes the recommendations for the appointment, re-appointment or removal of external auditors?

Explanation

Management makes the recommendation to the Board Audit Committee.

Supporting document

Not Provided

P20Q2

Who approves the appointment, re-appointment, and removal of External Auditors?

Explanation

The Board

Supporting document

Not Provided

P20Q3

When was the first date of appointment of the External auditors?

Date of last review

23/04/2021

Supporting document

Not Provided

P20Q4

How often are the audit partners rotated?

Explanation

Maximum of 5 years.

Supporting document
Not Provided

Principle 21 :

General Meetings are important platforms for the Board to engage shareholders to facilitate greater understanding of the Company's business, governance and performance. They provide shareholders with an opportunity to exercise their ownership rights and express their views to the Board on any areas of interest

P21Q1

How many days prior to the last general meeting were notices, annual reports and any other relevant information dispatched to Shareholders?

Answer

21

Supporting document

Not Provided

P21Q2

Were the Chairmen of all Board Committees and the Chairman of the Statutory Audit Committee present to respond to Shareholders' enquiries at the last meeting?

Answer

Yes

Explanation

The Chairmen of all Board Committees and the Chairman of the Statutory Audit Committee were present to respond to Shareholders' enquiries at the last meeting.

Supporting document

Not Provided

Principle 22 :

The establishment of a system of regular dialogue with shareholders balance their needs, interests and expectations with the objectives of the Company

P22Q1(a)

Is there a Board-approved policy on shareholders' engagement?

Answer

No

Explanation

The Company has a single shareholder whose representatives are in frequent communication with Management.

Supporting document

Not Provided

P22Q2(b)

If yes:

a. when was it last reviewed?

Date of last review

No Input provided

Supporting document

Not Provided

P22Q3(c)

If yes:

b. Is the policy hosted on the company's website?

Answer

No

Supporting document

Not Provided

P22Q4

How does the Board engage with Institutional Investors and how often?

- . . .

Explanation

The Company being a wholly owned subsidiary has frequent engagement with the parent entity.

Supporting document

Not Provided

Principle 23 :

Equitable treatment of shareholders and the protection of their statutory and general rights, particularly the interest of minority shareholders, promote good governance

P23Q1(a)

Does the Board ensure that adequate and timely information is provided to the shareholders on the Company's activities?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

Principle 24 :

The establishment of professional business and ethical standards underscore the values for the protection and enhancement of the reputation of the Company while promoting good conduct and investor confidence

P24Q1(a)

Does the company have a Board-approved Code of Business Conduct and Ethics (COBE) that guides the professional business and ethical standards?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P24Q2(b)

If yes:

a. Has the COBE been communicated to all internal and external Stakeholders?

Answer

Yes

Supporting document

Not Provided

P24Q3(c)

If yes:

b. Is the COBE applicable to any or all of the following:

1. Board
2. Senior management
3. Other employees
4. Third parties

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P24Q4

When was the date of last review of the policy?

Date of last review

09/11/2023

Supporting document

Not Provided

P24Q5

Has the Board incorporated a process for identifying, monitoring and reporting adherence to the COBE?

Answer

Yes

Supporting document

Not Provided

P24Q6

What sanctions were imposed for the period under review for non-compliance with the COBE?

Explanation

NONE

Supporting document

Not Provided

Principle 25 :

The establishment of policies and mechanisms for monitoring insider trading, related party transactions, conflict of interest and other corrupt activities, mitigates the adverse effects of these abuses on the Company and promotes good ethical conduct and investor confidence

P25Q1(a)

Is there a Board-approved policy on insider trading?

Answer

No

Supporting document

Not Provided

P25Q2(b)

If yes:

a. When was the last date of review?

Date of last review

No Input provided

Supporting document

Not Provided

P25Q3(c)

If yes:

b. How does the Board monitor compliance with this policy?

Explanation

No Input provided

Supporting document

Not Provided

P25Q4(a)

Does the company have a Board approved policy on related party transactions?

Answer

Yes

Supporting document

Not Provided

P25Q5(b)

If yes

a. When was the last date of review?

Date of last review

09/11/2023

Supporting document

Not Provided

P25Q6(c)

If yes

b. How does the Board monitor compliance with this policy?

Explanation

Quarterly reports are presented to the Board

Supporting document

Not Provided

P25Q7(d)

If yes:

c. Is the policy applicable to any or all of the following:

1. Board
2. Senior management
3. Other employees (Specify)
4. Third parties (Specify)

Answer

Yes

Explanation

The Policy is applicable to the Board and Senior Management.

Supporting document

Not Provided

P25Q8

How does the Board ensure adequate disclosure of Related Party Transactions by the responsible parties?

Explanation

All insider related credits are approved by the Board Credit Committee and reported to the Board.

Supporting document

Not Provided

P25Q9(a)

Does the company have a Board approved policy on conflict of interest?

Answer

Yes

Explanation

There is a Board-approved policy on conflict of interest and related-party disclosures.

Supporting document

Not Provided

P25Q10(b)

If yes:

a. When was the last date of review?

Date of last review

09/11/2023

Supporting document

Not Provided

P25Q11(c)

If yes:

b. How does the Board monitor compliance with this policy?

Explanation

The Board monitors compliance with the Policy at every meeting.

Supporting document

Not Provided

Not Provided

P25Q12(d)

If yes:

c. Is the policy applicable to any or all of the following:

1. Senior management

2. Other employees (Specify)

Answer

Yes

Explanation

The Policy is applicable to the Board and Senior Management.

Supporting document

Not Provided

Principle 26 :

Paying adequate attention to sustainability issues including environment, social, occupational and community health and safety ensures successful long-term business performance and projects the Company as a responsible corporate citizen contributing to economic development

P26Q1(a)

Is there a Board-approved sustainability policy?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P26Q2(b)

If yes:
when was it last reviewed?

Date of last review

28/10/2020

Supporting document

Not Provided

P26Q3

How does the Board monitor compliance with the policy?

Explanation

Reports on Sustainability are provided to the Board via the Board Risk Management Committee quarterly.

Supporting document

Not Provided

P26Q4

How does the Board report compliance with the policy?

Explanation

A quarterly sustainability report is presented to the Company's regulator.

Supporting document

Not Provided

P26Q5(a)

Is there a Board-approved policy on diversity in the workplace?

Answer

Yes

Explanation

There is a Board-approved policy on diversity in the workplace.

Supporting document

Not Provided

P26Q6(b)

If yes:

When was it last reviewed?

Date of last review

23/04/2021

Supporting document

Not Provided

Principle 27 :

Communicating and interacting with stakeholders keeps them conversant with the activities of the Company and assists them in making informed decisions

P27Q3(b)

If yes,
provide the link.

Explanation

No Input provided

Supporting document

Not Provided

P27Q1

Is there a Board-approved policy on stakeholder management and communication?

Answer

Yes

Explanation

No Input provided

Supporting document

Not Provided

P27Q2(a)

Does the Company have an up to date investor relation portal?

Answer

No

Supporting document

Not Provided

Principle 28 :

Full and comprehensive disclosure of all matters material to investors and stakeholders, and of matters set out in this Code, ensures proper monitoring of its implementation which engenders good corporate governance practice

P28Q1

Does the company's annual report include a summary of the corporate governance report?

Answer

Yes

Supporting document

Not Provided

P28Q2(a)

Has the company been fined by any regulator during the reporting period?

Answer

Yes

Supporting document

Not Provided

P28Q3(b)

If yes:
provide details of the fines and penalties.

Explanation

The sum of N400,000.00 was paid for non-compliance with FMDQ Commercial Paper Registration and Quotation Rules, i.e., Failure of the Sponsor to provide all CP quotation documentation and disclosure requirements within seven (7) Business Days from the CP Issue Date. The sum of N110,000.00 was paid for filing of a waiver/deferral request letter later than one (1) Business Day before expiration of the timeframe specified by the Exchange. The sum of N3,000,000.00 was paid for not reverting to the Commission (SEC) more than six (6) years after the Commission's No Objection to Convene Court-ordered Meeting (COM) was given between Egbin Power Plc and KEPCO Energy Resource Nigeria Limited

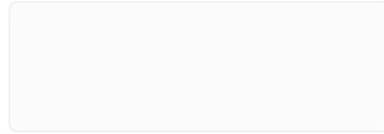
Supporting document

Not Provided

Execution

Board Chairman or Chairman, Committee responsible for Governance

Akinlolu Osinbajo



Company Secretary or Compliance officer

Tolulope Adetugbo

