

TERMS OF REFERENCE FOR NOMINATING A BOARD MEMBER WITH RISK AND CREDIT MANAGEMENT EXPERTISE

Background

In recognition of the increasing complexity of financial risks and the growing need for enhanced strategic oversight, a leading Savings and Loans Company with its operations spanning a broad range of financial services designed to support individuals and small-to-medium enterprises (SMEs) through savings, credit, and investment solution is seeking to appoint a Non-Executive Director with significant expertise in Risk and Credit Management.

This strategic appointment is aimed at strengthening the Board's capacity to proactively identify, assess, and mitigate risks that could impact the institution's financial health and operational integrity. The successful candidate will be instrumental in enhancing governance standards, supporting prudent lending practices, and reinforcing the organisation's financial resilience and regulatory compliance.

Nomination: Board Member – Risk and Credit

Scope of Responsibilities

1. Strategic Risk Leadership

- Provide direction and oversight on the institution's overall risk appetite and tolerance, aligning with its strategic objectives.
- Ensure that risk management considerations are fully integrated into major decisions, including product development, credit strategy, investments, and partnerships.
- Support the Board in maintaining a strong risk culture across the organisation.

2. Risk Framework Development and Oversight

- Guide the development, review, and continuous improvement of the company's risk management frameworks, including credit, operational, market, liquidity, reputational, and compliance risks.
- Evaluate the adequacy and effectiveness of risk mitigation controls and recommend enhancements where necessary.
- Monitor risk reporting systems and ensure that the Board receives timely and accurate updates on the company's risk profile.
- Ensure that ESG risks including environmental impact, social responsibility, and governance practices are appropriately identified, assessed, and embedded within the company's overall risk management frameworks and reporting mechanisms.

- Assist the Board by assessing the adequacy and monitoring the implementation, of Company's Asset / Liability Management Policy (the "ALM Policy") and related procedures. The ALM Policy will include specific policies and procedures relating to (i) interest rate risk, (ii) market/investment risk, (iii) liquidity risk, (iv) credit risk, and (v) capital risk.
- Assist in promoting effective management of Anti-Money Laundering (AML/CFT) Risk, Legal Compliance Risk, and foster the establishment and maintenance of an effective compliance culture throughout the Bank.
- Review the Asset and Liability (ALCO) report, and ensure it is in line with regulation and institutional policy.

3. Enterprise and Emerging Risk Advisory

- Advise the Board on enterprise-wide risks that could impact the company's performance and long-term viability.
- Assess emerging risks such as cybersecurity threats, climate-related financial risks, or regulatory shifts and recommend strategies for preparedness and resilience.
- Support scenario analysis, stress testing, and risk impact forecasting.

4. Credit Management and Policy Development

- Provide strategic oversight of the company's credit management practices, ensuring alignment with regulatory requirements and the institution's risk appetite.
- Ensure that credit risk is managed in a transparent, consistent, and compliant manner, and that controls are in place to support responsible lending and effective recovery strategies.
- Support the development, implementation, and periodic review of credit policies and procedures, including underwriting standards, approval authorities, and exposure limits.

5. Committee Participation

- Actively serve on the Risk and Credit Committees and provide technical insight on matters related to risk assessment, regulatory compliance, and internal controls.
- Contribute to committees where required.
- Lead or support ad hoc teams on critical risk-related issues as determined by the Chairperson.

Qualifications and Experience

- A degree in Finance, Economics, Risk management, Credit or a related discipline. A master's degree or professional certification (e.g., FRM, CRM, PRM) is highly desirable.
- A minimum of 10 years of progressive experience in Risk management, Internal audit, Compliance, or related roles, preferably within the financial services sector.
- Demonstrated experience in designing or implementing enterprise risk frameworks.
- Familiarity with the regulatory environment governing specialized deposit-taking institutions in Ghana.
- Previous experience on Boards an added advantage.

Confidentiality and Conflict of Interest

- Maintain confidentiality on all Board matters.
- Disclose any conflicts of interest promptly and recuse oneself where appropriate.

Time Commitment

- Candidate should have time availability to attend all Board and Committee meetings when necessary.
- Make him/herself available for occasional strategy workshops, retreats, or regulatory engagements.

Term of Appointment

Appointments are subject to the approval of the Bank of Ghana. The tenure is three (3) years, renewable for a maximum of two additional terms subject to performance and regulatory approval.

Remuneration

Board Members shall be remunerated per institutional policy and in line with the provisions of the Bank of Ghana's Corporate Governance Directive (2018). This includes:

- Quarterly Board fees, competitive to industry practice.
- Fixed sitting allowances for attending Board and Committee meetings.
- Reimbursement of reasonable expenses incurred in the discharge of official board duties.
- No performance-based bonuses or share options shall be granted to non-executive directors.
- Remuneration shall be transparent, approved by shareholders (where applicable), and disclosed in the institution's annual financial statements.

