

Politika

Politika izbora primernih kandidatov za člana Nadzornega sveta NLB d.d.

2. izdaja, splošni notranji akt

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Kronologija sprememb

Izdaja	Datum	Opis
1.	Avgust 2015	Sprejem politike
2.	Marec 2019	Dopolnitev in sprememba politike – prilagoditev z EBA smernicami o notranjem upravljanju

1. Uvod

S politiko izbora primernih kandidatov za člane v Nadzornem svetu NLB d.d. (v nadaljevanju: politika) NLB d.d. postavlja okvir, ki omogoča, da je Nadzorni svet NLB d.d. sestavljen na način, da ima kot celota ustrezno znanje, veščine in izkušnje, ki so potrebni za poglobljeno razumevanje strategije in izzivov banke ter tveganj, ki jim je izpostavljena. S politiko se postavlja proces izbora primernih kandidatov za člane nadzornega sveta, ki je sestavljen iz več korakov ter strokovna merila izbora ter strokovno vodene postopke selekcije kandidatov, ki bodo organom banke omogočili utemeljitev njihovega izbora in izvajanje dolžne skrbnosti v skladu z najvišjimi etičnimi standardi in skrbnostjo glede izbora primernih kandidatov za člane nadzornega sveta. S tem bo prav tako zagotovljeno, da bo nadzorni svet banke sestavljen iz posameznikov z različnimi znanji in izkušnjami, glede na strateške cilje, in izzive ter da bo imel nadzorni svet kot celota uravnotežen nabor veščin, znanj in izkušenj, glede na velikost, kompleksnost in profil tveganosti banke. Strokovno in transparentno vodeni postopki so hkrati ne le v interesu banke, ampak tudi v interesu izbranih kandidatov, saj odvrtačajo morebitne dvome o njihovi strokovnosti, usposobljenosti, neodvisnosti, referencah ter v ustreznosti njihovega izbora.

Izrazi v tej politiki, ki so zapisani v moški slovnični obliki, se uporabljajo nevtrarno za moški in ženski spol.

2. Izhodišča politike

1. Nadzorni svet banke mora kot celota zajemati ustrezno širok nabor znanja, veščin, izkušenj njegovih članov in je sestavljen glede na naslednje kriterije: znanje, veščine in izkušnje, ugled, upravljanje morebitnih konfliktov interesov, neodvisnost, časovna razpoložljivost in kolektivna primernost nadzornega sveta kot celote.
2. S to politiko se spodbuja doseganje raznolikosti v okviru nadzornega sveta, vključno z ustrezno ciljno zastopanostjo obeh spolov v nadzornem svetu.
3. Postopek izbora je razdeljen v šest korakov in sicer: identifikacija potrebe po imenovanju člana, opredelitev profila, iskanje, predlog imenovanja in imenovanje člana nadzornega sveta.
4. Postopek vodi in opravlja Komisija za imenovanja Nadzornega sveta NLB d.d.
5. Opredelitev pogojev za opravljanje funkcije člana nadzornega sveta

3. Opredelitev pogojev za člana nadzornega sveta

Kot kandidata za članstvo v Nadzornem svetu NLB d.d. se lahko obravnava le kandidata, ki izpolnjuje pogoje za člana nadzornega sveta banke po zgoraj navedenih podlagah in v nadaljevanju navedenih merilih.

Poleg vseh zakonsko ter statutarno predpisanih pogojev, morajo kandidati za članstvo v nadzornem svetu imeti primerne znanja, veščine, izkušnje ter kompetence za nadzor in spremljanje vodenja poslov banke, vključno z osebno integriteto in zmožnostjo posvečanja zadostnega časa opravljanju funkcije člana nadzornega sveta banke glede na morebitne druge kandidatove izvenbančne aktivnosti. To omogoča, da nadzorujejo in spremljajo posle banke vestno, odgovorno, učinkovito, s tem pa skupaj z upravo banke definirajo in določajo vrednote banke ter strategijo njenega poslovanja na način, da je slednja dolgoročno uspešna in skladna z najboljšimi interesi banke ter z etičnimi standardi upravljanja bank. Podrobnejša merila za ocenjevanje primernosti kandidatovih lastnosti so določena z vsakokrat veljavno Politiko o ocenjevanju primernosti članov Uprave banke in Nadzornega sveta v NLB d.d.

Kandidati za člane Nadzornega sveta NLB d.d. morajo izkazati sposobnost konstruktivno - kritičnega sodelovanja pri obravnavi najpomembnejših zadev banke z namenom nepretrganega zasledovanja

najboljšega interesa banke ter s tem sposobnost aktivnega vključevanja v nadzor nad delovanjem uprave in poslovanjem banke ter svojo neodvisnost. Kandidat mora ob izpolnjevanju pogojev, predpisanih z zakonom in drugimi pravnimi akti, navedenimi pod 8. točko ter izpolnjevanju statutarno predpisanih pogojev pridobiti pozitivno oceno primernosti v skladu z vsakokrat veljavno Politiko o ocenjevanju primernosti članov Uprave banke in Nadzornega sveta v NLB d.d.

Kandidat mora proaktivno že v izbirnem postopku razkriti potencialno nasprotje interesov. Kandidat mora banki in njenemu ustroju podrediti svoje osebne ali posamične interese tretjih oseb, ali interese, ki bi lahko izvirale iz kandidatovih preteklih funkcij oziroma drugih aktivnosti in ekonomskih, strokovnih ali zasebnih povezav s tretjimi osebami (vključno s člani uprave ali nadzornega sveta banke), ki bi lahko vplivali nanj pri morebitnem sprejemanju odločitev v korist banke. **Tako mora kandidat navesti informacijo o članstvu v drugih organih vodenja ali nadzora in oceno potencialnega konflikta interesov.**

S sestavo nadzornega sveta mora biti dosežena kolektivna primernost, kar se kaže v:

- različni izkušnosti, starosti, izobrazbi in strokovnih znanjih na ravni posameznih članov nadzornega sveta ter posledično na ravni nadzornega sveta kot celote, zlasti s področja kapitalskih trgov, finančnih analiz in finančnih poročil, zadev povezanih s finančno trdnostjo, strateškega načrtovanja, korporativnega upravljanja, poznavanja predpisov;
- poznavanju lokalnega, regionalnega in, če je to primerno, globalnega gospodarskega trga, kakor tudi značilnosti pravnega in regulatornega okolja, pri čemer se upošteva tudi mednarodne izkušnje posameznih članov nadzornega sveta;
- primernem načinu komunikacije, sodelovanja in kritične presoje oziroma diskusije v procesu odločanja, k čemur prispevajo lastnosti vsakega posameznega člana ter
- ustrezni zastopanosti obeh spolov.

V postopku iskanja in izbora najustreznejših kandidatov se lahko k sodelovanju povabi zunanji svetovalec/kadrovsko agencijo.

Ključno v procesu iskanja in izbora je, da se zagotovi večji nabor potencialnih kandidatov z namenom doseganja kolektivne primernosti in učinkovitosti nadzornega sveta kot celote. Pri iskanju potencialnih kandidatov se lahko uporabi tradicionalne načine iskanja, specializirane agencije z mednarodnimi izkušnjami po izboru NLB d.d. Če Uprava na predlog nadzornega sveta sprejme odločitev, da se za izbor angažira zunanja specializirana agencija, mora biti tak postopek transparenten in voden v skladu z nabavnimi pravili.

Pri izboru kandidatov za članstvo v nadzornem svetu banke se stremi k cilju, da bi bila v nadzornem svetu ustrezno zastopana oba spola. S tem namenom se o postopku iskanja ustreznih kandidatov obvesti tudi ženske sekcije managerskih združenj oziroma se kadrovskim agencijam naloži, da sta v naborih potencialnih kandidatov ustrezno zastopana oba spola, pri morebitnih predlogih kandidatov pa je potrebno njihovo rangiranje od najboljšega kandidata, drugega najboljšega kandidata ter najboljšega kandidata nasprotnega spola, če ni med dvema najboljšima kandidatoma, z obrazložitvijo, zakaj ni najboljši kandidat.

Za oceno primernosti kandidatov in kolektivne primernosti se smiselno uporabljajo merila in postopek, kot je določen z vsakokrat veljavno Politiko o ocenjevanju primernosti članov Uprave banke in Nadzornega sveta NLB d.d.

Pri izboru kandidatov za članstvo v nadzornem svetu, je potrebno težiti k temu, da ima nadzorni svet kot enovit organ oz. kot celota vsa ustrezna znanja, veščine in izkušnje, da uspešno opravlja nadzor nad delovanjem uprave in nad poslovanjem banke, preko katerega spremlja tudi vodenje poslovanja banke, med drugim na podlagi poznavanja in razumevanja poslovanja in finančnih podatkov banke, ciljev, strategij in politik banke ter ob upoštevanju

predpisov, standardov in zahtev regulatorja. Člani nadzornega sveta se morajo s svojimi različnimi znanji ter izkušnjami dopolnjevati, da delujejo v skladu s cilji, strategijami in politikami banki v njenem najboljšem interesu, biti neodvisni in z visokim ugledom.

4. Opredelitev postopka izbora kandidata

Samooocena

Nadzorni svet enkrat letno oceni svojo sestavo, poslovanje, potencialna nasprotja interesov posameznih članov ter delovanje svojih posameznih članov in nadzornega sveta kot celote, kakor tudi učinkovitost ter uspešnost sodelovanja z upravo banke. Prav tako nadzorni svet opravi samooceno kolektivne primernosti. Kolikor ugotovi, da je število članov nadzornega sveta neustrezno oz. bi bilo potrebno, da je članstvo v nadzornem svetu potrebno nujno številčno dopolniti, da primanjkuje določenih znanj in izkušenj, oziroma da člani v nadzornem svetu niso več usposobljeni za opravljanje te funkcije, ker ne izpolnjujejo predpisanih pogojev za to, oziroma ker zaradi neprimernosti posameznega ali več članov nadzornega sveta nadzorni svet kot celota ne izpolnjuje zahtevane kolektivne primernosti, Komisija za imenovanje tem obvesti osebe, ki so imetniki delnic ali drugih pravic, ki v skladu z določili vsakokrat veljavnih predpisov predstavljajo pomembne deleže, in so o tem obvestili banko.

V obvestilu iz prejšnjega odstavka Nadzorni svet pozove naslovnike, naj predlagajo kandidate za člane Nadzornega sveta, ki izpolnjujejo pogoje, določene z vsakokrat veljavnimi predpisi, to politiko, drugimi predpisi in drugimi notranjimi akti banke.

Postopek je na podlagi zgoraj opredeljene podlage sledeč:

Skupščina odloča o imenovanju in odpoklicu članov nadzornega sveta na predlog Nadzornega sveta NLB d.d., ob predhodni obravnavi kandidatov na Komisiji za imenovanja Nadzornega sveta NLB d.,d.. Nadzorni svet NLB d.d. mora obravnavati vse s strani Komisije za imenovanja Nadzornega sveta NLB d.d. predlagane kandidate in pripraviti utemeljitev svojega predloga, ki mora poleg vsebine, določene v nadaljevanju, obsegati tudi obrazložitev zavrnitve neizbranih kandidatov.

Postopek poteka v naslednjih korakih:

- identifikacija potrebe po iskanju in imenovanju kandidata za člana Nadzornega sveta NLB d.d.,
 - določitev profila,
 - iskanje kandidatov
 - selekcija kandidatov
 - ocenjevanje primernosti in ustreznosti kandidatov
 - predlog imenovanja kandidata
 - imenovanje kandidata za člana nadzornega sveta
1. Začetna točka je **identifikacija potrebe po iskanju in imenovanju** kandidata za člana nadzornega sveta. Komisija za imenovanje na podlagi samoocene delovanja in kolektivne primernosti nadzornega sveta, v primeru da se izkažejo vrzeli, oziroma glede na ostale spremenjene okoliščine opredeli potrebo. Komisija za imenovanja izhaja tudi iz ciljev strategije, izzivov banke, tveganja ipd. Komisija za imenovanja v tem koraku oceni sestavo nadzornega sveta, raven izkušenj, večšin, znanj in kompetenc, morebitne konflikte interesov in element neodvisnosti in raznolikosti.
 2. V drugem koraku se **določi profil**, torej natančen seznam meril, ki naj jih iskani kandidat izpolnjuje. Pri tem se se določi zahtevano znanje in veščine (Priloga 2) in izkušnje v skladu s kolektivno primernostjo nadzornega sveta, Komisija za imenovanja pri tem lahko vključi različne deležnike in osebe, ki so imetniki delnic ali drugih pravic, ki v skladu z določili vsakokrat veljavnih predpisov predstavljajo pomembne deleže, in so o tem obvestili banko.

- Natančno določen profil, oziroma matrika znanj in veščin omogoča pravilen nabor kandidatov za izbor in selekcijo ter imenovanje.
3. V koraku **iskanja** kandidatov je nujno, da je nabor kandidatov čim večji, raznovrsten, kar omogoča pravilen izbor. V prilogi 1 so zajeta področja potrebnih izkušenj. Uporabljajo se tradicionalni načini, kot agencije ipd. Izogibati se je potrebno imenovanju članov, vabljenih s strani obstoječih članov, da se izogne tako imenovanemu skupinskemu razmišljanju oziroma da se prepreči, da je sestava premalo raznovrstna glede na kriterije. Kandidati posredujejo življenjepis, motivacijsko pismo, navedbo drugih funkcij in morebiten obsuj konfliktov interesa ter izpolnjen obrazec iz Politike ocenjevanja primernosti članov uprave in članov nadzornega sveta, vključno z zahtevanimi dodatnimi dokazili, izjavo kandidata o etični in poslovni neoporečnosti, izjavo o neodvisnosti in izjavo o poznavanju pravic in obveznosti člana nadzornega sveta.
 4. V koraku **izbora (selekcije)** Komisija za imenovanja širši nabor kandidatov zoži na krajšo listo v skladu z določenim profilom in ostalimi podlagi. Komisija za imenovanja se opredeli glede vsakega kandidata, še posebej glede morebitnega obstoja konfliktov interesov, vprašanja neodvisnosti in pomanjkanja časa, ki ga lahko posvetijo delu v nadzornem svetu. Kandidate se preveri glede na preteklost ipd. Komisija za imenovanja pripravi seznam primernih kandidatov, brez vpliva tretje strani. Komisija za imenovanja primerne kandidate intervjuja ter predstavi morebitno bodoče delovanje ter sam postopek. Komisija za imenovanja Nadzornega sveta NLB d.d. za kandidate, ki jih namerava predlagati Nadzornemu svetu v imenovanje, opravi oceno ustreznosti in primernosti v skladu z vsakokrat veljavno Politiko o ocenjevanju primernosti članov UB in NS v NLB d.d.
 5. **Predlog imenovanja kandidatov**
Komisija za imenovanja predlaga najboljšega kandidata v imenovanje. Če se Nadzorni sv ne strinja s predlogom imenovanja, komisija predlaga drugega najboljšega kandidata.
 6. **Imenovanje**
Člana nadzornega sveta izvoli skupščina.

5. Diskretnost postopka

Postopek izbora kandidatov je strogo zaupen, diskreten z najvišjim možnim varstvom osebnih podatkov. Le s spoštovanjem diskretnosti prijavljenih kandidatov se lahko poveča interes za prijavo kakovostnih kandidatov.

6. Prehodne in končne določbe

Politika izbora primernih kandidatov za člane Nadzornega sveta NLB d.d. začne veljati, ko ga sprejme Nadzorni svet NLB d.d. in po objavi v Registru notranjih aktov. Z dnem začetka veljavnosti te politike preneha veljati Politika izbora primernih kandidatov za člane nadzornega sveta banke, 1. verzija, avgust 2015.

7. Referenčni dokumenti

Uporabljajo se vsakokrat veljavni akti:

- Statut Nove Ljubljanske banke d.d., Ljubljana;
- Zakon o bančništvu; (Ur.l.RS, št. 25/2015, 44/16 – ZRPPB in 77/16 – ZCKR, 44/2017);
- Zakon o gospodarskih družbah (Ur.l. RS, št. 65/09 – UPB3, z vsemi spremembami);
- Kodeks upravljanja javnih delniških družb (Združenje nadzornikov Slovenije in Ljubljanska borza, 27.10, 2016, veljaven od 1.1.2017);

- Sklep Banke Slovenije o ureditvi notranjega upravljanja, upravljalnem organu in procesu ocenjevanja ustreznega notranjega kapitala za banke in hranilnice, Ur. l. RS, št. 73,15, 49/16, 68/17, 33/18 in 81/18);
- Direktiva 2014/65/EU Evropskega parlamenta in sveta, z dne 15. maja 2014;
- Smernice organa EBA o notranjem upravljanju (EBA/GL/2017/11, 21/3/2018) v povezavi s Sklepom o uporabi Smernic organa EBA o notranjem upravljanju (Ur.l. RS, 33/18);
- Smernice ESMA in EBA o ocenjevanju primernosti članov upravljalnega organa in nosilcev ključnih funkcij;
- Politika zagotavljanja raznolikosti upravljalnega organa in višjega vodstva
- Politika ocenjevanja primernosti članov uprave in članov nadzornega sveta v Novi Ljubljanski banki d.d., Ljubljana;
- Baselske smernice bančnega korporativnega upravljanja (Guidelines Corporate governance principles for banks – Basel Committee on banking Supervision, Bank for international settlements, July 2015). Politika upravljanja Nove Ljubljanske banke d.d., Ljubljana.

8. Izjava skrbnika notranjega akta o uskladitvi in potrditvi notranjega akta

»Skrbnik notranjega akta zagotavljam, da je bil notranji akt posredovan v pregled, uskladitev in potrditev vsem organizacijskim enotam v banki, na katere ima predlagani notranji akt oz. njegove spremembe vpliv in je tudi potrjen z njihove strani. Z njimi je notranji akt usklajen na način, da je njegova vsebina jasna, skladna z drugimi notranjimi akti banke in ni v nasprotju z drugimi notranjimi akti v banki.«

Priloge: Področja znanj in veščin (priloga 1)
Področja potrebnih izkušenj (priloga 2)

Priprava in pregled

Ime in Priimek	Priprava/Pregled
Vesna Vodopivec, direktorica Upravljanje s kadri in razvoj organizacije	Priprava
Rok Praprotnik, direktor Skladnost poslovanja in krepiterv integritete	Pregled
Marko Jerič, direktor Pravne zadeve in sekretariat	Pregled

Pristojni organ, ki je akt sprejel: Nadzorni svet NLB d.d.

V Ljubljani, 8.3.2018

Primož Karpe
predsednik nadzornega sveta

7

Priloga 1: Področja znanj in veščin

Področja znanj:

- finančni trgi
- pravna znanja in regulatorni okvir banke
- strateško načrtovanje, razumevanje in uresničevanje poslovne strategije ali poslovnega načrta kreditne institucije
- področje tveganj (odkrivanje, ocenjevanje, spremljanje, obvladovanje in zmanjševanje glavnih vrst tveganj kreditne institucije)
- računovodstvo in revizija
- področje upravljanja, kadrovske zadeve in področje skladnosti in integritete
- področje učinkovitosti ureditev kreditne institucije in področje vzpostavljanja učinkovitega upravljanja, nadzora in kontrol
- področje nadzora
- podjetništvo
- področje razumevanja finančnih informacij kreditne institucije, prepoznavanje glavnih problemov na podlagi teh informacij ter ustrezne kontrole in ukrepi
- bančništvo s fizičnimi osebami in podjetji

Kompetence:

Avtentičnost: ustreza vrednotam in dejanjem da se oseba obnaša v skladu z lastnimi vrednotami in prepričanji. Odkrito komunicira svoje namere, ideje in občutke, spodbuja odprtost in poštenost ter pravilno obvešča nadrejene o dejanskem stanju in hkrati priznava in identificira tveganja in težave.

Govorna komunikacija: sposoben je ustno komunicirati na strukturiran in konvencionalen način ter pisati v nacionalnem ali delovnem jeziku kjer se organizacija nahaja.

Odločnost: sprejema pravočasne in dobro informirane odločitve tako, da takoj pristopi k določenim aktivnostim, na primer z takojšnjim izražanjem svojih stališč, brez odlašanja.

Komunikacija: je sposoben posredovati sporočilo na razumljiv in sprejemljiv način in v ustrezni obliki. Osredotoča se na zagotavljanje in pridobivanje jasnih in preglednih informacije ter spodbuja aktivne povratne informacije.

Presoja: je sposoben oceniti podatke in predlagati različne načine ukrepanja ter postaviti logične zaključke. Pregleduje, prepozna in razume bistvene elemente izzivov. Ima sposobnost široka pregleda, ki presega odgovornost njegovega področja, zlasti pri reševanju težav, ki lahko ogrozijo poslovanje ali potencial podjetja.

Usmerjenost na stranko in kakovost: osredotoča se na zagotavljanje kakovosti in, kjer je to mogoče, iskanje načinov za stalno izboljševanje. Natančneje, to pomeni sposobnost zadržanja soglasja za razvoj in trženje proizvodov in storitev ter kapitalskih izdatkov, npr. na proizvode ali poslovne stavbe, v okoliščinah, ko zaradi pomanjkljivega razumevanja konceptov, načel ali osnovnih predpostavk ne more ustrezno oceniti tveganj. Prepoznava in proučuje želje in potrebe strank, zagotavlja, da stranke nimajo nepotrebnih tveganj in strankam zagotavlja pravilne, popolne in uravnotežene informacije.

Vodenje: usmerja in vodi skupino, razvija in vzdržuje timsko delo, motivira in spodbuja razpoložljive človeške vire ter zagotavlja, da imajo zaposleni strokovno usposobljenost za doseganje določenega cilja. Je dovzeten za kritike in ponuja prostor za kritično razpravo.

Lojalnost: identificira se s podjetjem in ima občutek vključenosti. Izkazuje, da lahko dovolj časa posveti službi in lahko pravilno opravlja svoje naloge, brani interese podjetja in deluje objektivno in kritično. Priznava in predvideva morebitne konflikte osebnega in poslovnega interesa.

Zavedanje zunanje okolice: spremlja razvoj, razmerja moči in stališča v podjetju. Je dobro obveščen o pomembnih finančnih, gospodarskih, socialnih in drugih dogodkih na nacionalni in mednarodni ravni, ki lahko vplivajo na podjetje in tudi na interese zainteresiranih strani ter lahko te informacije učinkovito uporabi.

Pogajanja: opredeljuje in komunicira skupne interese na način, ki je usmerjen k doseganju soglasja, medtem ko zasleduje pogajalske cilje.

Prepričljivost: je sposoben vplivati na poglede drugih z svojim prepričljivim vedenjem in uporabo taktnosti in naravne avtoritete. Je močna osebnost, ki ima sposobnost biti neomajen.

Timsko delo: se zaveda interesov skupine in prispeva k skupnim rezultatom; sposoben delovati kot del ekipe.

Strateška sposobnost: Je sposoben razviti realno vizijo prihodnjega razvoja in jo prenesti v dolgoročne cilje, na primer z uporabo analize scenarijev. Pri tem ustrezno upošteva tveganja, ki jim je podjetje izpostavljeno, in sprejme ustrezne ukrepe za njihovo obvladovanje.

Odpornost proti stresu: je sposoben obvladovanja in doslednega delovanja pod velikimi pritiski in v času negotovosti.

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Občutek odgovornosti: razume notranje in zunanje interese in jih oceni in upošteva pri odločitvah. Ima sposobnost učenja in spoznanja, da njegova dejanja vplivajo na interese ostalih deležnikov.

Vodenje sestankov: je sposoben učinkovito in uspešno voditi sestanke in ustvariti sproščeno vzdušje, ki spodbuja vsakogar k enakopravnemu sodelovanju; se zaveda dolžnosti in odgovornosti drugih sodelujočih.

Introduction and instructions

The responsibility of the management body in its supervisory function as well as in its management function is collective. A management body fulfils its role effectively when it is able to make informed decisions and provide effective oversight. Thus, an effective management body needs to include individuals with a mix of knowledge, skills and experience that are up to date and cover the major business areas of the institution and their risks. It is the responsibility of the institution to ensure that the members of the management body are on an on-going basis collectively competent.

Possible self-assessment tool for institution

The suitability matrix is a possible tool for an institution to self-assess periodically or annually the collective suitability of the members of the management body. If the matrix is not used, institutions can document and self-assess their collective suitability in their own way, proportionate to their size, nature and complexity.

By assessing the knowledge, skills and experience of the individual members of the management body against the major business areas of the institution and their risks, strengths and weaknesses in the management body can be identified and hence the collective knowledge, skills and experience can be assessed. The outcomes provide input for needs for training. They should be used to determine the required profile of new members and to situate during the supervisory fit and proper assessment process how their proposed appointment fits into the collective suitability.

This matrix is designed to provide a collective assessment of the knowledge, skills and experience of the management body as a whole. It is expected that in a collegiate body there are members with different characteristics, including different types and levels of skills and knowledge, and different professional experiences. To also take into account differences due to the number of years of experience enjoyed by the different members, a separate experience overview can be filled in.

Internal process for filling in the matrix

The management body as a whole is responsible for performing the self-assessment of the collective suitability, and in case this matrix is used, for setting up an internal process to fill in the matrix in an efficient, transparent, fair and critical way. There are different ways to approach this process but the main point is that it should lead in the end to a collegial discussion, not only about the scores and names crossed behind the different requirements, but most of all about the underlying motivation and the conclusions about the collective suitability. In principle, the practicalities of the internal process can be freely chosen. For CRD IV significant institutions it is however mandatory that the nomination committee is involved (Article 88 (2) (c) CRD IV). The parties involved in the process (such as a specific role for the chairperson, the nomination committee, other internal committees, the human resources department, the actual business lines, possibly external advice) should be determined upfront in the process.

It might be deemed desirable that this matrix is filled in following completion of a questionnaire by each individual member that gives a weighting to the experience through the use of some kind of rating system. Such individual questionnaire is not provided here as the focus of the matrix is clearly collective).

When filling in the matrix, the group context should and can be taken into account where relevant (oversight role of the parent undertaking, intragroup outsourcing arrangements, need for independent checks at subsidiary level ...). The group context will also be particularly important in the description of the business model.

Possible input for the prudential supervision

As explained, using the suitability matrix is not mandatory based on the EBA/ESMA Fit and Proper Guidelines (EBA/GL/2016/xx or ESMA/GL/2016/xx) only and consequently does not amount to a standard supervisory reporting. Nevertheless the outcomes of the matrix – just like the outcomes of any other tool that would be used by the institution for its self-assessment – could be requested by the competent authority as input for the supervision of the collective suitability of the management body. This supervisory assessment should be based on the mentioned Guidelines.

As part of the national implementation of the mentioned Guidelines, and with the aim to reach the objective behind article 91 (7) CRD IV, competent authorities may require that credit institutions are able to present the types of information included in this matrix, in a different format specified by them.

Specific and common requirements

The template for a matrix provided below is based on a double perspective: on the one hand requirements that follow from the specific characteristics of the business model of the institution, on the other hand common requirements that are usually relevant for all types of institutions (even though the degree of relevance can still vary). Module A covers the alignment with the business model; model B covers the common requirements and has three subsets of questions: (1) governance, (2) risk management, compliance and internal audit and (3) management and decision-making. For module A, the actual business lines can provide input for the appropriate adaptation of the matrix. Even in module B, open lines appear e.g. to cover specific needs of the institution apart from business model considerations or to cover for national regulations that require additional knowledge, skills or expertise.

Tables and narratives in the matrix

The matrix will result in tables with collective scores that serve as a quantitative indication for the collective suitability of the management body. Scores (high, medium-high, medium-low, low, absent) are defined using the term "experience" in a broad sense: it should be understood to cover both practical and theoretical aspects and include skills and knowledge. Both theoretical experiences attained through education and training and practical experience gained in previous occupations must be considered.

Behind the scores, the names of the members who bring in most value-added for a particular requirement are crossed in the table. Taking into account that the institution must be able to adapt with minimal disruption if a position is vacated unexpectedly, it is expected that more than one name is crossed. The total number of names crossed will of course also vary depending on the size of the management body. "Name" can refer to current members, but can also refer to possible future members (although the collective score should only relate to the current composition).

Besides the quantitative scores and the crossing of names, the underlying motivations are equally important. There may e.g. be a specific reason to have certain persons on the management body, because of knowledge needed for specific activities. The explanation of the scores and names crossed in the matrix can be added separately in the tables. At the end of the matrix, narrative questions appear that are meant to facilitate clear outcomes.

Different structures

Institutions usually have, depending on the national regulation, one-tier or two-tier structures. In both structures the members who fulfil the management function and the members who fulfil the supervisory function need to be collectively suitable. Each area of knowledge or expertise needs to be covered collectively by the member(s) of the management body in its management function and – although the type and level of experience may be different – collectively by the member(s) of the management body in its supervisory function. The institution should determine how the overview of the collective suitability is best achieved. It is advisable to fill in a separate matrix for the members of the management body in its management function (as far as it is a collegial body) and the members of the management body in its supervisory function respectively. As part of the supervisory function, attention should also be paid to the collective knowledge and expertise of the specialised committees (risk/remuneration/audit/nomination) within the management body.

Alignment of the collective suitability with the business model

This section is meant to provide narrative descriptions of:

the current business model of the institution:

the main risks associated with the current business model, as included in the risk appetite framework:

the strategy (forward-looking perspective):

the main risks associated with this strategy:

This section is meant to map the required collective experience of the management body in line with the main characteristics of the current business model of the institution, its strategy and the main associated risks that need to be managed. This mapping is done on the basis of the institution's own break down by major geographies, business lines, subsidiaries/branches and product lines, and (sub)types of risks.

Mirror the generic names in column A by adding the institution's own mapping in column B - add or delete rows as deemed necessary	Cross the names with an "X" for the individuals who are of most value-added for the particular required experience - add columns for all the members in either the management function or the supervisory function										Fill in a collective score for the management body in its management function/ supervisory function as a whole in its current composition:
											A = Absent L = Low ML = Medium-Low MH = Medium-High H = High
Group business model / strategy											
Major business line 1											
Major business line 2											
Major business line 3											
Major business line 4											
Major geography 1											
Major geography 2											
Major geography 3											
Major geography 4											
Major branch/subsidiary 1											
Major branch/subsidiary 2											
Major branch/subsidiary 3											
Major branch/subsidiary 4											
Major product line 1											
Major product line 2											
Major product line 3											
Major product line 4											
Group-wide risks											
Credit risk corporate											
Credit risk retail											
Market risk FX											
Market risk Liquidity											
Market risk in trading book											
Interest rate risk in Banking book											
Interest rate risk in Trading book											
Operational risk											
Concentration risk (credit)											
IT risk subtype 1											
IT risk subtype 2											
Legal / reputational risk subtype 1											
Legal / reputational risk subtype 2											
Other risk subtype 1											
Other risk subtype 2											

Common requirements

A. Governance

This section is meant to map how the organisational structure of the institution is set up and how responsibilities are allocated and monitored.

	Cross the names with an "X" for the individuals who are of most value-added for the particular required experience - add columns for all the members in either the management function or the supervisory function										Fill in a collective score for the management body in its management function/ supervisory function as a whole in its current composition:
											A = Absent L = Low ML = Medium-Low MH = Medium-High H = High
Assessing the setup and functioning of the administrative organisation											MH = Medium-High
Assessing the setup and functioning of the internal control system											MH = Medium-High
Assessing the setup and functioning of group-wide governance arrangements (e.g. relationships between parent and subsidiaries and/or branches)											MH = Medium-High
Assessing the setup and functioning of Human Resources											L = Low
Suitability assessment of members of the management body or staff functioning below the level of the management body											MH = Medium-High
Policies and procedures for the induction, training and professional development of the members of the management body or institution-wide											ML = Medium-Low
Remuneration policy and practices (either to members of the management body in its management function or institution-wide) and using incentives to influence behaviours											ML = Medium-Low
Succession planning											ML = Medium-Low
Policy on outsourcing and supervision of outsourced activities											ML = Medium-Low
Other relevant governance topics can be included below (e.g. if the institution is going through a major restructuring exercise which requires specific organisational experience, ...): To be completed, if and insofar as present											
•											
•											

Common requirements

B. Risk management, compliance and audit

This section is meant to map the experience of the members of the management body for a variety of topics from the risk management framework (including first-line-defences and the independent risk management function as a second-line-defence) Furthermore, this section maps the experience of the members of the management body with regard to compliance (a second-line-defence) and internal audit (the third-line-defence).

	Cross the names with an "X" for the individuals who are of most value-added for the particular required experience - add columns for all the members in either the management function or the supervisory function										Fill in a collective score for the management body in its management function/ supervisory function as a whole in its current composition:
Setting and implementing the institution's risk strategy, risk culture and risk appetite											A = Absent L = Low ML = Medium-Low MH = Medium-High H = High
Capital, funding and liquidity, treasury management											
Recovery and resolution											
Stress-testing											
Internal models											
Setting up an independent risk management function and/or assessing its setup, functioning and effectiveness											
Policy on risk management and corresponding procedures and measures											
Laws and regulations concerning risk management											
Accounting aspects of products and services											
Financial information and regulatory reporting											
Setting up the compliance function and/or assessing its setup, functioning and effectiveness											
Policy on compliance and corresponding procedures and measures											
Whistleblowing mechanisms											
Setting up the internal audit function and/or assessing its setup, functioning and effectiveness											
Setting up or overseeing the (annual) audit plan											
<p><i>Other topics of risk management, compliance or internal audit can be included below (e.g. when the institution is going through major court cases or specific risk management issues not covered in the business model mapping) can be included below:</i></p> <p><i>To be completed, if and insofar as present</i></p>											
*											
*											

Common requirements

C. Management, strategy and decision-making

This section is meant to map the managerial knowledge, expertise and skills of the members of the management body. Furthermore, this section assesses the collective decision making skills of the members of the management body.

	Cross the names with an "X" for the individuals who are of most value-added for the particular required experience - add columns for all the members in either the management function or the supervisory function										Fill in a collective score for the management body in its management function/ supervisory function as a whole in its current composition.	
												A = Absent L = Low ML = Medium-Low MH = Medium-High H = High
Managing processes and tasks and providing direction and guidance to others												
Setting tone at the top: consistency in word and deed and acting in accordance with the own stated values and beliefs												
Development of the institution's culture												
Oversight, either over the members of the management body in its management function or the day-to-day management												
Social, ethical and professional standards												
Engaging external experts for the proper execution of own tasks												
Developing and implementing strategy and business models												
Discovering and exploiting opportunities with regard to business sustainability												
Matching of products with specific target groups of clients												
Identifying the long-term interests of the company in assessing products, services and markets in which the company operates and to act accordingly												
Communication about strategy, policies and objectives within the institution or group in a clear and transparent way												
External communication and knowing when stakeholders (such as supervisory authorities, shareholders, clients and external auditors) have to be informed												
Organisation of internal decision-making process in general												
Chairing of an internal decision-making body, committees or (management) group												
Oversight of executives (either supervisory function over management function, or management function over executives below the management body)												
Ensuring meeting takes place with sufficient frequency												
Communication in multi-lingual context if needed												
Information-gathering (internally or externally) in order to take timely and well-informed decisions												
Reporting from specialised committees or (management) groups to the whole management and/or supervisory function												
Ensuring that sufficient alternatives are being weighed in a decision-making process												
Fostering open and inclusive decision-making with room for constructive and robust challenge of proposals												
Weighing the interests of all stakeholders in a decision-making process												
Recognizing and raising the issue of conflicts of interests in the decision-making process												
Assessing sufficiently whether decisions have been taken in line with the company strategy												
Laying down and formalising decisions that have been agreed upon												
Other relevant topics of management or decision-making (such as specificities due to the one tier or two tier structure of the institution) can be included below:												
To be completed, if and insofar as present												
*												
*												

Experience overview

This section is meant to collect an overview of past banking or financial professional experience present in the management body, in the own institution or elsewhere. It also provides a quick overview of other types of experience. The overview is meant to help the assessment of the collective suitability also in light of the need to have a diversity of experiences and the need to set up appropriate succession planning.

<p>Please fill in the appropriate (number of) year(s) of professional experience.</p>								
<p>Year in which mandate needs to be renewed</p>								
<p>Numbers of years serving in a non-executive position in the own institution/group</p>								
<p>Number of years serving in an executive position in the own institution/group</p>								
<p>Number of years of banking or financial experience in large institutions other than the own institution</p>								
<p>Number of years of banking or financial experience in medium-sized institutions other than the own institution</p>								
<p>Number of years of banking or financial experience in small institutions other than the own institution</p>								
<p>Number of years in management positions</p>								
<p>Number of years of experience other than management or financial sector (e.g. academic, legal practice ...)</p>								

Overall picture of the collective suitability

This section is meant to assess the collective suitability of the members of the management body, taking into account the mapping of the experience of all members in the context of the overall management body composition.

What are the strengths of the management function or of the supervisory function?

The most important strength of the SB is that it consists of people with high level of personal integrity and strong professional background. In addition, its composition is a good balance between international and domestic professionals as well as a good mix of area-specific expertise so that overall they are able to cover all and every aspect of the functioning of the bank that is required.

What are the weaknesses of the management function or the supervisory function? How and under which timeline will these be managed or mitigated? How effective have been the measures already adopted to manage or mitigate weaknesses?

The main aspect of potential weaknesses to be managed are resulting from changes in the personal composition of the SB, due to expiration of mandates or voluntary resignations. These challenges can be managed by selecting new members who can meet the highest ethical standards and at the same time have the needed expertise.

Considerations regarding the overall composition of the management body

Explain here why the institution deems this composition of the management function and of the supervisory functions adequate and effective; e.g.:

- How is the collaboration between members?
- What roles do the various people have for the dynamics of group discussions and decisions?
- What particular characteristics do members have that add to the collective suitability?
- Is the board size appropriate?

Collaboration among members is excellent, everyone is approaching the issues with professionalism and respect. Group dynamics works very well. Members realize each-others contributions, at the same time each member tends to raise new relevant aspects of issues for consideration. It is also important that everyone exercises sufficient self-restraint so that discussions remain focused and conclusions reached within reasonable time limits. The board can work with 6 members, but the total membership of 9 seems optimal.

Having in mind a long term perspective on the institution (major challenges ahead such as business model sustainability, mergers or take-overs, restructuring, new markets ...) but also succession planning, what will be the future needs for the collective suitability of the management body?

NLB is a large and diverse banking group, so further regular training sessions on relevant aspects of the organization or deeper look at key functions will need to be an ongoing activity for the SB.

Annexes

This section is meant - for internal records purposes - to briefly explain the internal process behind filling in the matrix, give extra explanations for the scores where desired and insert an overview of documentation that is attached to this matrix.

Internal process for filling in the matrix

Aspects that can be covered:

- *Parties involved*
- *Timing (annual assessment, regular assessment, ad hoc assessment)*
- *Information gathered*

Extra explanations regarding scores for the different modules

Business model alignment

Governance

Risk management, compliance and audit

Management, strategy and decision-making

Overview of attachments

List with document names

