

**INTERNAL OFFICE MEMORANDUM**

**FROM: - CEO/ EXECUTIVE DIRECTOR**

**TO:** **DGMs – AGMS-- Head of IT - Head of Legal Chief Risk Officer - Head of Compliance - Senior Manager Human Resources - Manager Administration**

SUBJECT ACTIVITIES THAT ARE SUBJECT TO PRIOR APPROVAL OF THE BOARD OF DIRECTORS TO EXECUTE

**Copy Manager Internal Audit**

**Date `29th February 2024**

**As per regulatory requirements we need to maintain a list of activities that need the Prior approval of the Board of Directors to execute. Accordingly, the relevant list approved by the Board of Directors is reproduced below for your guidance.**

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| ACTIVITY | PROCEDURAL ASPECTS |
| **Credit Facilities Exceeding Rs 50 Mn**  **(Granting and subsequent Rescheduling those approved by the Board)** | **Duly recommended by the Board Credit Committee** |
| **Appointment of Key Responsible Persons (KRP) and Promotions to KRP positions** | **Duly recommended by the Board Human Resources and Remuneration committee** |
| **Appointing Board Sub Committees and Management Committees that are to be appointed by the Board as per CBSL Directives** | **As per CBSL Directions** |
| **Annual Recruitment plan** | **Duly recommended by the Board Human Resources and Remuneration Committee** |
| **Appointment of Directors** | **Duly recommended by the Board Nomination Committee** |
| **Policies and Procedure Manuals** | **Duly recommended by either the respective DGM or AGM or the Head of the Department as appropriate** |
| **To Exceed budgeted Procurement Expenditure or when budgetary allocations are not made** | **Duly Recommended by the Procurement Committee** |
| **Business Plans of the Company** | **Duly recommended by the Corporate Management** |
| **Annual Business Plan Submitted to CBSL**  **As per their format** |
| **Annual Budget** |
| **Annual Audit Plan** | **Duly Recommended by Board Audit Committee (BAC)** |
| **Write off / Write down activities** | **With Justifications of the Management** |
| **Declaration of Dividends** | **In Compliance with CBSL directives** |
| **Staff Loan Scheme** | **This activity is considered as a related party accommodation** |
| **Tariffs and Charges** | **Subject to regulatory Directions** |
| ACTIVITY | PROCEDURAL ASPECTS |
| **Annual Financial Statements** | **Reviewed by the Board Audit Committee** |
| **Mergers and Amalgamations** | **Passing the required resolutions** |
| **Succession Plan** | **Duly recommend by the Board Human Resources and Remuneration Committee** |
| **Organizational Structure** | **Need based by Human Resources Department** |
| **Company’s External Borrowings** | **Approval backed by Board Resolution to borrow** |
| **Delegation of limits for approval of Credit**  **(Credit Committees & Officials as appropriate)** | **Duly recommended by BIRMC** |
| **Accommodations /Transactions with Related / Connected Parties** | **Duly reviewed and recommended by Board Related / Connected Party Transactions Review Committee** |
| **Estimated expenditure for opening of new branches /Relocation of Branches** | **Submit actual cost subsequently for Covering Sanction of the Board** |

**Please ensure compliance when conducting activities that are under your purview**

**CEO/ Executive Director**