

D. Responsibilities of the Board



Number	Principles and Recommendations	Answer
D.	Responsibilities of the Board	
D.1	Board Duties and Responsibilities	
	<i>Clearly defined board responsibilities and corporate governance policy</i>	
D.1.1	Does the company disclose its corporate governance policy / board charter?	BCA Syariah discloses its corporate governance policies/Directors' Charter/Board of Commissioners' Charter: Document: - Key principles of corporate governance - Board of Directors' charter - Commissioners' charter - Sharia Supervisory Board charter
D.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed ?	BCAS regulates the types of decisions requiring approval from the Board of Directors/Board of Commissioners: Document: - annual report page 173 - annual report page 187 - annual report page 195
D.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated ?	BCAS clearly delineates the roles and responsibilities of the Board of Directors/Board of Commissioners Document: - annual report page 173 - annual report page 181
	<i>Corporate Vision/Mission</i>	
D.1.4	Does the company have an updated vision and mission statement?	The company has updated its Vision and Mission statements: Document: - annual report page 56
D.1.5	Does the board of directors play a leading role in the process of developing and reviewing the company's strategy at least annually?	The Board of Directors plays a pivotal role in the company's strategy development and review processes Document: - annual report page 86 - 110
D.1.6	Does the board of directors have a process to review, monitor and oversee the implementation of the corporate strategy?	The Board of Directors has established procedures to review, monitor, and oversee the implementation of the company's strategy Document: - annual report page 86 - 110

D.2	Board structure	
	<i>Code of Ethics or Conduct</i>	
D.2.1	Are the details of the code of ethics or conduct disclosed?	BCAS discloses its code of ethics and code of conduct explicitly in the Annual Report and on the company's website: Document: - annual report page 259 - https://www.bcasyariah.co.id/kode-etik
D.2.2	Are all directors/commissioners, senior management and employees required to comply with the code/s?	All Directors/Commissioners, Senior Management, and employees are mandated to adhere to the code of ethics Document: - annual report page 259
D.2.3	Does the company have a process to implement and monitor compliance with the code/s of ethics or conduct?	The company has processes in place to enforce and monitor compliance with its code of ethics or conduct Document: - annual report page 259
	<i>Board Structure & Composition</i>	
D.2.4	Do independent directors/commissioners make up at least 50% of the board of directors/commissioners?	2 out of 3 Commissioners are independent Document: - annual report page 175
D.2.5	Does the company have a term limit of nine years or less or 2 terms of five years ¹ each for its independent directors/ commissioners? ¹ The five years term must be required by legislation which pre-existed the introduction of the ASEAN Corporate Governance Scorecard in 2011	The terms of office for the Board of Directors and Board of Commissioners of BCA Syariah terminate upon the conclusion of the 3rd Annual General Meeting since their appointment Document: - company's articles of association page 27-28 - company's articles of association page 43 - annual report page 174-175 - annual report page 182
D.2.6	Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?	BCAS discloses instances of dual positions held by Directors and Commissioners: Document: - annual report page 178 - annual report page 187
D.2.7	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?	BCA Syariah does not appoint an Executive Director who holds more than two positions as Director and Commissioner in other public companies: Document: - annual report page 178 - annual report page 187

<i>Nominating Committee</i>		
D.2.8	Does the company have a Nominating Committee?	BCA Syariah has established a Remuneration & Nomination Committee Document: - annual report page 214
D.2.9	Is the Nominating Committee comprised of a majority of independent directors/commissioners?	The Remuneration & Nomination Committee comprises members of the Board of Commissioners and a Head of Legal and HR Unit Document: - annual report page 214
D.2.10	Is the chairman of the Nominating Committee an independent director/commissioner?	The Chairman of the Remuneration & Nomination Committee is an Independent Commissioner Document: - annual report page 214
D.2.11	Does the company disclose the terms of reference/ governance structure/charter of the Nominating Committee?	BCA Syariah discloses the framework/terms of reference/governance structure of the Remuneration & Nomination Committee Document: - Remuneration & Nomination Committee charter - annual report page 214
D.2.12	Is the meeting attendance of the Nominating Committee disclosed and if so, did the Nominating Committee meet at least twice during the year?	In 2023, the Remuneration & Nomination Committee convened 4 meetings Document: - annual report page 217
<i>Remuneration Committee / Compensation Committee</i>		
D.2.13	Does the company have a Remuneration Committee?	BCA Syariah has established a Remuneration & Nomination Committee Document: - annual report page 214
D.2.14	Is the Remuneration Committee comprised entirely of non-executive directors/commissioners with a majority of independent directors/commissioners ?	The Remuneration & Nomination Committee comprises members of the Board of Commissioners and a Head of Legal and HR Unit Document: - annual report page 214
D.2.15	Is the chairman of the Remuneration Committee an independent director/commissioner?	The Chairman of the Remuneration & Nomination Committee is an Independent Commissioner Document: - annual report page 214

D.2.16	Does the company disclose the terms of reference/ governance structure/ charter of the Remuneration Committee?	BCA Syariah discloses the framework/terms of reference/governance structure of the Remuneration & Nomination Committee Document: - Remuneration & Nomination Committee charter - annual report page 214
D.2.17	Is the meeting attendance of the Remuneration Committee disclosed and, if so, did the Remuneration Committee meet at least twice during the year?	In 2023, the Remuneration & Nomination Committee convened 4 meetings Document: - annual report page 217
<i>Audit Committee</i>		
D.2.18	Does the company have an Audit Committee?	BCA Sharia has an Audit Committee. Document: - annual report page 204
D.2.19	Is the Audit Committee comprised entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?	The Audit Committee is chaired by an Independent Commissioner and consists of 2 independent parties as members Document: - annual report page 204
D.2.20	Is the chairman of the Audit Committee an independent director/commissioner?	The Audit Committee is chaired by an Independent Commissioner and consists of 2 independent parties as members Document: - annual report page 204
D.2.21	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?	BCA Sharia discloses the reference framework/governance structure/charter of the Audit Committee. Document: - Audit Committee charter - annual report page 204
D.2.22	Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?	One member of the committee, either a Director or an Independent Commissioner, possesses accounting expertise (qualification or accounting experience - Mr. Sindu) Document: - annual report page 208
D.2.23	Is the meeting attendance of the Audit Committee disclosed and, if so, did the Audit Committee meet at least four times during the year?	In 2023, the Audit Committee held 17 meetings. Document: - annual report page 208
D.2.24	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	The main responsibility of the Audit Committee is to provide recommendations for the appointment and dismissal of External Auditors Document: - annual report page 208

D.3	Board Processes	
	<i>Board meetings and attendance</i>	
D.3.1	Are the board of directors meeting scheduled before the start of financial year?	Board meetings have been scheduled for the following year. Document: - annual report page 195 - annual report page 196
D.3.2	Does the board of directors/commissioners meet at least six times during the year?	During 2023, the Board held 43 meetings, and the Board of Commissioners held 44 meetings Document: - annual report page 194 - 196
D.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?	In 2023, most directors/commissioners will have an attendance rate above 75%. Document: - annual report page 195 - 196
D.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	The minimum quorum required is more than half of the attendance for decision-making by the Board and Board of Commissioners. Document: - company's articles of association page 40-41 - company's articles of association page 49 - annual report page 194
D.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?	According to the Board of Commissioners meeting regulations, meetings are held regularly at least once every 2 months or at least 6 times a year. In 2023, the Board of Commissioners held 44 meetings Document: - annual report page 194
	<i>Access to information</i>	
D.3.6	Are board papers for board of directors/commissioners meetings provided to the board at least five business days in advance of the board meeting?	Materials for Board meetings are provided to Board members at least five working days before the meeting. Document: - annual report page 194
D.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	The Corporate Secretary plays a crucial role in supporting the Board and Board of Commissioners in fulfilling their responsibilities Document: - annual report page 232
D.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices and has kept abreast on relevant developments?	The Corporate Secretary receives training and continuously updates relevant knowledge Document: - annual report page 231

<i>Board Appointments and Re-Election</i>		
D.3.9	Does the company disclose the criteria used in selecting new directors/commissioners?	BCA Sharia discloses the criteria used in selecting new Directors/Commissioners Document: - annual report page 174 - annual report page 181-182
D.3.10	Did the company describe the process followed in appointing new directors/commissioners?	The company outlines the process followed in appointing new Directors/Commissioners Document: - annual report page 179 - annual report page 187-188
D.3.11	Are all directors/commissioners subject to re-election every 3 years; or 5 years for listed companies in countries whose legislation prescribes a term of 5 years ² each? 2 The five years term must be required by legislation which pre-existed the introduction of the ASEAN Corporate Governance Scorecard in 2011	The term of office for Directors/Commissioners is 3 years Document: - annual report page 175 - annual report page 182
<i>Remuneration Matters</i>		
D.3.12	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?	Shareholders or the Board of Directors approve the remuneration of the Executive Directors and/or Senior Executives. Document: - annual report page 172
D.3.13	Does the company have measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interests of the company, such as claw back provision and deferred bonuses?	The company has measurable standards to align performance-based remuneration for Executive Directors and Senior Executives with the long-term interests of the company, such as clawback provisions and deferred bonuses Document: - annual report page 200
<i>Internal Audit</i>		
D.3.14	Does the company have a separate internal audit function?	BCA Sharia has a separate Internal Audit function Document: - annual report page 235
D.3.15	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	The Head of Internal Audit is disclosed in the Annual Report. Document: - annual report page 237
D.3.16	Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	The appointment and dismissal of Internal Auditors require the approval of the Audit Committee Document: - annual report page 235

	<i>Risk Oversight</i>	
D.3.17	Does the company establish a sound internal control procedures/risk management framework and periodically review the effectiveness of that framework?	BCA Sharia establishes good internal control procedures/frameworks for adequate Risk Management, and their effectiveness is reviewed periodically Document: - annual report page 245 - annual report page 249
D.3.18	Does the Annual Report/Annual CG Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	BCA Sharia has disclosed in the Annual Report that the Board of Directors and Board of Commissioners review material matters (including operational, financial, and compliance) and the Risk Management system Document: - annual report page 245
D.3.19	Does the company disclose the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic)?	BCA Sharia has disclosed corporate risks related to environmental, social, and economic factors Document: - annual report page 245
D.3.20	Does the Annual Report/Annual CG Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?	The Annual Report/Corporate Governance Annual Report contains statements from the Board of Directors/Board of Commissioners or Audit Committee regarding the adequacy of the Company's Internal Control/Risk Management System Document: - annual report page 249
D.4	People on the Board	
	<i>Board Chairman</i>	
D.4.1	Do different persons assume the roles of chairman and CEO?	The Chairman of the Board (Ratna Yanti) and the President Director (Yuli Melati Suryaningrum) are held by different individuals The President Director of the Bank must be independent from the Bank, Major Shareholders, members of the Board of Commissioners, and other members of the Board. Document: - annual report page 66 - annual report page 69 - annual report page 181

D.4.2	Is the chairman an independent director/commissioner?	The Chairman of the Board is an Independent Commissioner. Document: - annual report page 66 - annual report page 69 - annual report page 181
D.4.3	Is any of the directors a former CEO of the company in the past 2 years?	No Director has served as President Director in the past 2 years. Document: - annual report page 69
D.4.4	Are the roles and responsibilities of the chairman disclosed?	The roles and responsibilities of the Chairman of the Board have been disclosed in the AR. Document: - annual report page 173
<i>Lead Independent Director</i>		
D.4.5	If the Chairman is not independent, has the Board appointed a Lead/Senior Independent Director and has his/her role been defined?	The Chairman of the Board and President Director at BCA Sharia are Independent parties Document: - annual report page 66 - annual report page 69
<i>Skills and Competencies</i>		
D.4.6	Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in?	All Non-Executive Directors/Commissioners have work experience in the primary sector that is the company's operational field Document: - annual report page 66 - 68 - annual report page 69 - 73
D.5 Board Performance		
<i>Directors Development</i>		
D.5.1	Does the company have orientation programmes for new directors/commissioners?	Orientation programs for new Directors/Commissioners are attached to the Annual Report. Document: - annual report page 175 - annual report page 183

D.5.2	Does the company have a policy and actual practice and programs that encourages directors/commissioners to attend on-going or continuous professional education programmes?	BCA Sharia has policies encouraging Directors/Commissioners to participate in ongoing or continuous professional education programs Document: - annual report page 175 - annual report page 183
	<i>CEO/Executive Management Appointments and Performance</i>	
D.5.3	Does the company disclose the process on how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?	The company discloses the process by which the Board of Directors/Board of Commissioners plans succession for the CEO/Managing Director/President Director and Senior Management Document: - annual report page 179 - annual report page 188
D.5.4	Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?	BCAS has not yet conducted assessments for the Board of Directors and Board of Commissioners.
	<i>Board Appraisal</i>	
D.5.5	Did the company conduct an annual performance assessment of the board of directors/commissioners and disclose the criteria and process followed for the assessment?	BCAS has not yet conducted assessments for the Board of Directors and Board of Commissioners.
	<i>Director Appraisal</i>	
D.5.6	Did the company conduct an annual performance assessment of the individual directors/commissioners and disclose the criteria and process followed for the assessment?	BCAS has not yet conducted assessments for the Board of Directors and Board of Commissioners.
	<i>Committee Appraisal</i>	
D.5.7	Did the company conduct an annual performance assessment of the board committees and disclose the criteria and process followed for the assessment?	BCAS has not yet conducted assessments for the Board of Directors and Board of Commissioners.