

Our Governance

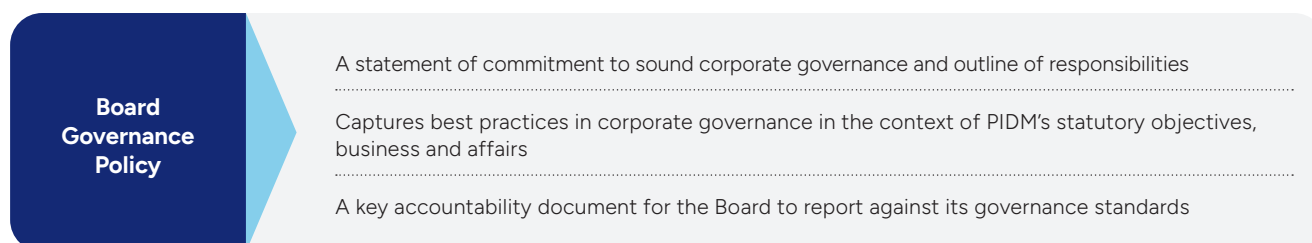
Governance Practices

PIDM is steadfast in upholding robust governance practices that foster transparency and accountability. These practices strengthen stakeholder confidence and ensure the fulfilment of our mandate.

Benchmark and Standards

PIDM benchmarks our governance practices against both local and international best practices. These include the Ministry of Finance's Principles on Good Governance for Government Linked Investment Companies, the Guidelines on the Management and Governance of Federal Statutory Bodies,¹ and the International Association of Deposit Insurers (IADI)'s Core Principles for Effective Deposit Insurance Systems.

PIDM's Board Governance Policy sets out the roles and responsibilities of the Board of Directors (Board) and senior management (Management) with regard to corporate governance. The Board Governance Policy is benchmarked against applicable best practices and articulates the Board's expectations of Management, as well as the Board's role in setting PIDM's strategic direction and exercising oversight and control.



A yearly performance review against the standards set out in the Board Governance Policy is published in the Statement on Governance, available at www.pidm.gov.my.

Approach and Accountability

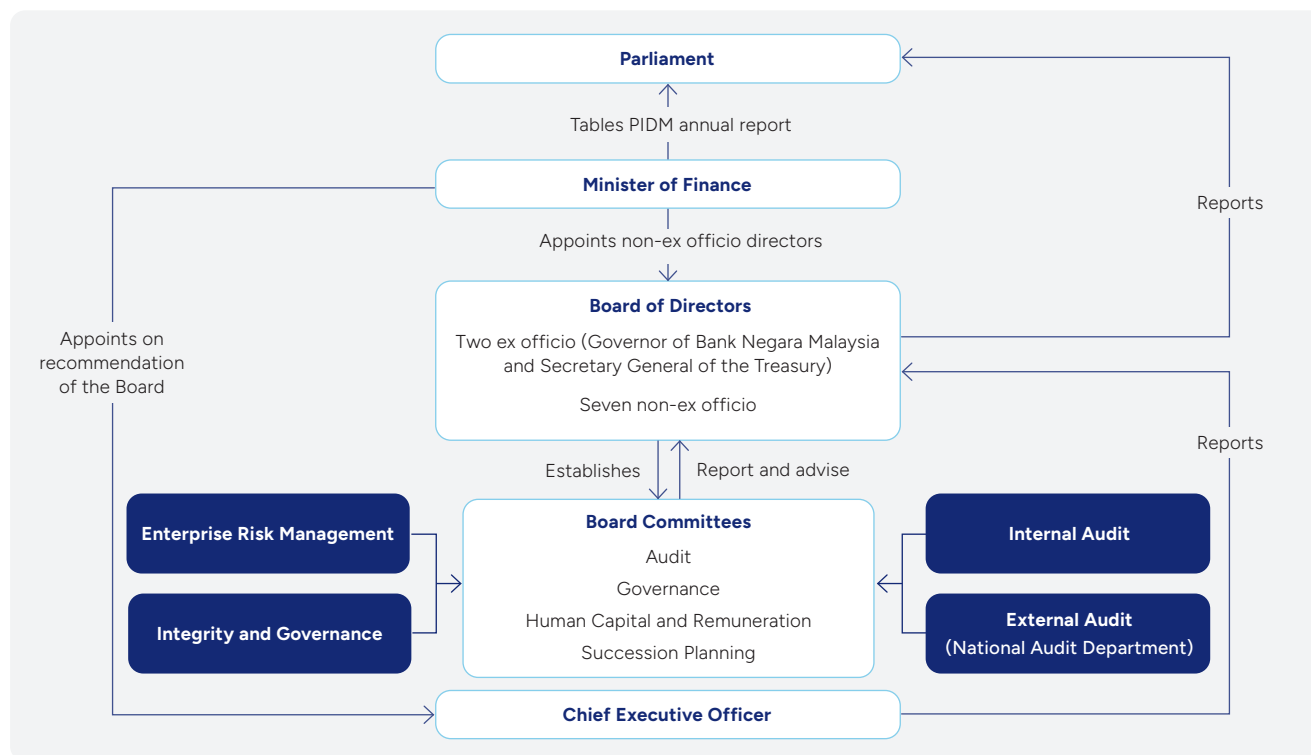
Transparency in PIDM's progress on planned initiatives enables key stakeholders to make informed assessments of our performance and ability to meet our statutory obligations. PIDM's corporate plan, together with a report on progress against the corporate plan, are presented in PIDM's annual report. Beyond building social and intellectual capital, PIDM's adoption of strong governance practices also reinforces accountability, particularly during intervention and failure resolution processes.

PIDM is subject to Shariah requirements when administering the Islamic Deposit Insurance System and the Takaful Benefits Protection System, as well as when undertaking prompt intervention and failure resolution actions for Islamic member institutions. To ensure compliance with Shariah requirements, PIDM is guided by the advice of Bank Negara Malaysia (BNM)'s Shariah Advisory Council (SAC).

¹ General Circular Letter No. 5 Year 2024

Our Governance Structure

PIDM's governance structure is shown in the following diagram.



Parliament and the Minister of Finance

In accordance with the Malaysia Deposit Insurance Corporation Act (PIDM Act),² PIDM is accountable to Parliament through the Minister of Finance (Minister). To fulfil our mandate, PIDM operates within a robust governance structure and a legal framework that ensures operational independence, in line with recommendations by the IADI. The IADI's Core Principles for Effective Deposit Insurance Systems³ emphasise that "the sound governance of agencies comprising the financial system safety net strengthens the financial system's architecture and contributes directly to system stability".

Board of Directors

The Board is responsible for the overall conduct of PIDM's business and affairs. It plays a pivotal role in ensuring a robust system of risk management and internal controls, with particular emphasis on ethics, culture, and standards of behaviour.

PIDM is governed by a nine-member Board comprising two ex officio directors, the Governor of BNM and the Secretary General of the Treasury, and seven other directors appointed by the Minister of Finance from both the public and private sectors.

Datuk Abu Huraira Abu Yazid currently serves as Chairman of PIDM following his appointment on 15 November 2025. He succeeded Dato Sri (Dr) Zukri Samat who retired from the Board on 30 October 2025.

Encik Razali Othman was appointed as a public sector director on 1 April 2025 while Mr. Toi See Jong was appointed as a private sector director on 3 February 2026.

Ms. Gloria Goh Ewe Gim retired from the Board on 2 February 2026.

² The Malaysia Deposit Insurance Corporation Act 2005 (as amended by the Malaysia Deposit Insurance Corporation Act 2011)

³ Refer to the IADI website www.iadi.org

The ex officio directors may appoint alternate directors from their respective organisations. Where an ex officio director is unable to attend a Board meeting, the alternate director shall attend on their behalf.

Encik Aznan Abdul Aziz was appointed as the alternate director to the Governor of BNM, on 9 May 2025, while Encik Imri Dolhadi Ab Wahab was appointed as the alternate director to the Secretary General of the Treasury on 1 April 2025.

Refer to page 21 of this Annual Report for our Board members.

Our Board comprises individuals with diverse skills and experiences, ensuring balanced perspectives and effective decision-making. The composition of these skills and experiences is illustrated in the diagram.



In 2025, the meeting attendances of Board members at the Board and Board Committees were as follows.

Board Member	Meeting Attendances				
	Board	Audit Committee	Governance Committee	Human Capital and Remuneration Committee	Succession Planning Committee
Datuk Abu Huraira Abu Yazid	1/1	-	-	-	-
Dato Sri (Dr) Zukri Samat	6/6	-	-	-	-
Dato' Sri Abdul Rasheed Ghaffour	7/7	-	-	-	-
Datuk Johan Mahmood Merican	6/7	-	-	-	-
Datuk Dr. Yacob Mustafa	7/7	7/7	-	-	-
Dato Dr. Nik Ramlah Mahmood	7/7	-	2/2	2/2	3/3
Dato' Dr. Gan Wee Beng	6/7	7/7	-	2/2	3/3
Ms. Gloria Goh Ewe Gim	7/7	7/7	2/2	-	3/3
Mr. Lee Kong Eng	7/7	7/7	-	2/2	-
Encik Razali Othman	4/5	-	1/1	-	-

Board Committees

The composition of the Board Committees in 2025, was as follows.

Audit Committee Responsible to ensure that the auditing, accounting principles and practices are in line with international and Malaysian best practices and conform to all legislative requirements	
Chairman Ms. Gloria Goh Ewe Gim	Members Mr. Lee Kong Eng (Vice Chairman) Datuk Dr. Yacob Mustafa Dato' Dr. Gan Wee Beng

Ms. Gloria Goh Ewe Gim retired as Chairman of the Audit Committee on 2 February 2026 and Mr. Lee Kong Eng was appointed as Chairman of the Audit Committee on 3 February 2026 upon Ms. Gloria Goh Ewe Gim's retirement.

Governance Committee Responsible to direct the implementation of, and compliance with, sound corporate governance principles in PIDM	
Chairman Dato Dr. Nik Ramlah Mahmood	Members Ms. Gloria Goh Ewe Gim Encik Razali Othman

Human Capital and Remuneration Committee Responsible to ensure that PIDM has fair and equitable human resource policies that profile for the hiring and retention of people with the appropriate expertise and qualifications	
Chairman Dato' Dr. Gan Wee Beng	Members Dato Dr. Nik Ramlah Mahmood Mr. Lee Kong Eng

Succession Planning Committee Responsible for advising and making recommendations to the Board on CEO Succession Planning	
Chairman Dato Dr. Nik Ramlah Mahmood	Members Ms. Gloria Goh Ewe Gim Dato' Dr. Gan Wee Beng

Refer to page 24 of this Annual Report for details of the committees' work in 2025.

Chief Executive Officer

The Chief Executive Officer (CEO) is responsible for the day-to-day administration of the business and affairs of PIDM.⁴ The CEO leads PIDM's Management, which is responsible for translating Board directions into actions and managing PIDM's day-to-day operations. Additionally, Management is responsible for supporting the Board in fulfilling its governance responsibilities.

The delineation of roles, responsibilities and accountabilities between the Board and Management is clearly set out in the PIDM Act, as well as in the Board Governance Policy and the Corporate By-Law. Broadly, the Board is responsible for the overall conduct of PIDM's business and affairs whereby pursuant to the PIDM Act, the Board is vested with full authority to exercise all powers and do all acts which may be exercised or done by PIDM.⁵

Refer to page 22 of this Annual Report for the overall organisational structure of PIDM.

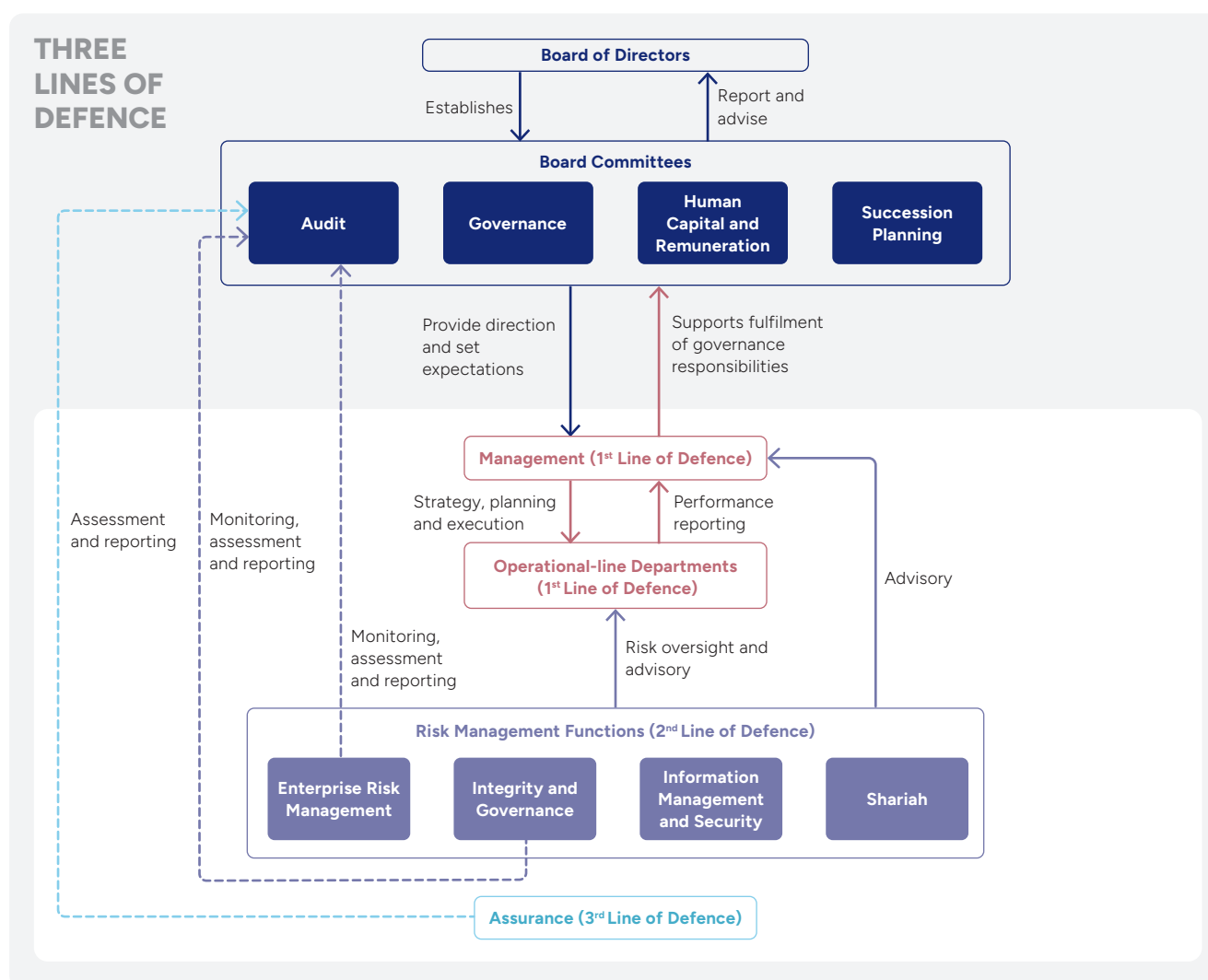
⁴ Section 19 of the PIDM Act

⁵ Subsection 11(1) of the PIDM Act. Section 25 of the PIDM Act specifically sets out the powers of the Corporation (PIDM)

Governance, Risk Management and Control – Adopting the Three Lines of Defence Model

PIDM adopts the three lines of defence model which establishes clear accountability and responsibility across different functions within PIDM. Each line plays a distinct role in enhancing the monitoring and management of risks. PIDM's Management, led by the CEO, is responsible for implementing and maintaining robust processes, sound internal controls, and effective risk management practices to uphold strong governance standards within PIDM.

PIDM's governance process is shown in the diagram below.



1st Line of Defence – Management

Management ensures that PIDM has a control environment that supports the prudent management of our operations and the risks to which we are exposed, while contributing to the achievement of our objectives. Management is guided by the Internal Control Framework (ICF) which was developed based on the internationally recognised COSO⁶ Internal Control – Integrated Framework (COSO Framework). PIDM's internal controls are embedded in all activities relating to the management of the protection systems we administer. These include a code of ethics, requirements for declarations of conflicts of interest and assets, a whistleblowing policy, and policies and procedures governing key processes.

⁶ Committee of Sponsoring Organizations of the Treadway Commission

Throughout 2025, Management continued to ensure the effectiveness of PIDM's risk management and internal control system. In particular, PIDM has strengthened our resilience against evolving cybersecurity threats and enhanced our governance practices by maintaining our Information Security Management System (ISMS) ISO/IEC 27001⁷ certification. This was achieved through a surveillance audit conducted by an independent certification body, following the re-certification exercise carried out in 2024. These initiatives demonstrate PIDM's commitment to aligning our practices with globally recognised information security standards, ensuring the confidentiality, integrity and availability of sensitive data while proactively mitigating emerging cyber threats.

PIDM has established an internal process to identify related parties and monitor related party transactions, ensuring that such transactions are carried out on arm's length terms. Any exceptions to this requirement will be referred to the Audit Committee and the Board for deliberation and decision-making. Board and key management personnel must disclose any financial interests or relationships with related parties. Additionally, Board members are prohibited from participating in the approval of any decision where they or their related parties are involved in a related party transaction.

2nd Line of Defence – Risk Management Functions

In PIDM, the second line of defence comprises dedicated risk management and governance functions, namely enterprise risk management, integrity and governance, information management and security, and Shariah, which oversee the risk management activities of the first line.

Enterprise Risk Management. The Chief Risk Officer (CRO) reports to the Board through the Audit Committee. The Enterprise Risk Management (ERM) Department leads the implementation of PIDM's ERM Framework, which enables the systematic and integrated management of risks across PIDM. It also supports Management in identifying, assessing and addressing risks that could affect PIDM in delivering our mandate. To ensure robustness, the ERM Framework is regularly benchmarked against globally recognised international standards, including the COSO ERM – Integrated Framework and the International Organisation for Standardisation 31000:2018.

The Board and Management promote a risk-aware culture, ensuring that our ERM Framework and practices are embedded in our structures, processes and decision-making. The annual Board Risk Report, which provides a comprehensive assessment of PIDM's risks and action plans is deliberated and discussed at a special risk-focused Audit Committee meeting, prior to being presented to the Board. Risk factors are considered across various risk categories and the more significant risks are scrutinised to ensure action plans are focused on addressing the risks and are aligned with the corporate strategies and initiatives.⁸

Integrity and Governance. The Chief Integrity and Governance Officer (CIGO) reports to the Board through the Audit Committee. The Integrity and Governance Department (IGD) implements the Board-approved Compliance Programme, which includes compliance with laws and contractual obligations that are applicable to PIDM as well as behaviour-related codes, policies, procedures and guidelines by employees. The IGD also manages corruption risks and promotes a culture of ethics and integrity within PIDM. It appraises the Audit Committee annually on corruption risks and their management, including the progress of initiatives and activities under the Board-approved Compliance Programme.

PIDM launched our second Organisational Anti-Corruption Plan (OACP) in 2025. The OACP 2025 – 2029 was developed as part of our governance practices to address risks relating to corruption, lack of integrity and weak governance. The development of the OACP was guided by our Corruption Risk Assessment Framework, which assessed corporate-wide corruption risks and identified corresponding strategies and initiatives for the next five years. The OACP 2025 – 2029 also reinforces the National Anti-Corruption Strategy 2024 – 2028, launched by the Government in 2024.

Information Management and Security. The Chief Information Security Officer (CISO) reports to the CEO, and provides oversight of PIDM's cybersecurity operations, supported by the Information Management and Security Department (IMSEC). This oversight encompasses regular reviews of the adequacy and effectiveness of PIDM's cybersecurity infrastructure, processes and practices, undertaken through assessment exercises such as Vulnerability Assessment and Penetration Testing (VAPT), red-teaming activities and cyber-drills simulating a diverse range of scenarios.

⁷ International Organisation for Standardisation (ISO) / International Electrotechnical Commission (IEC)

⁸ The key risks are discussed under Risks and Material Matters which can be found at pidm.gov.my

These initiatives ensure that PIDM's cybersecurity strategies and infrastructure remain resilient and adaptive to the ever-evolving cyber-threat landscape. The results of these control effectiveness assessments are reported to the Board via the Audit Committee.

Shariah. This function is led by the Head of Islamic Resolution Unit (IRU). The IRU facilitates the proactive identification, monitoring and management of Shariah risks across PIDM. The IRU is also responsible for establishing relevant policies and controls, conducting Shariah risk assessments, delivering training and awareness initiatives, and promoting adherence to Shariah requirements throughout PIDM's operations.

The IRU works closely with Management to ensure Shariah compliance. This includes providing advice, guidance and support on the application of Shariah principles in the day-to-day operations and in fulfilling PIDM's mandate.

Each year, the IRU submits a Shariah risk report to the Audit Committee, outlining the Shariah risks identified and providing updates on the status and progress of the action plans implemented to address these Shariah risks.

3rd Line of Defence – Assurance

The last line of defence comprises the assurance functions that aim to provide assurance on the effectiveness of governance, risk management, and internal controls within PIDM.

Internal Audit. The Chief Internal Auditor (CIA) reports to the Board through the Audit Committee. The Corporate Assurance Department (CAD) is the independent internal audit function that provides reasonable assurance that internal control and risk management systems are effective.

In 2025, CAD undertook a review and enhancement of its quality assurance as well as improvement programme to align with the Quality Assessment Manual 2024,⁹ which was released by the Institute of Internal Auditors in September 2024 and incorporates the requirements of the Global Internal Audit Standard (GIAS). Additionally, CAD conducted a high-level gap assessment to evaluate its compliance with the GIAS. The assessment covered all domains of the GIAS to identify areas of non-conformance and potential improvement opportunities, thereby supporting CAD's transition towards full conformance with the GIAS and enhancing the overall effectiveness of its internal audit function.

The Board, through the Audit Committee, considers the internal audit reports prepared by CAD on a regular basis. These reports provide reasonable assurance to the Audit Committee on the effectiveness of the monitoring of and compliance with internal controls, the integrity of our systems and the appropriateness of the actions taken to address any significant internal control weaknesses identified.

Throughout the year, no incidents indicating significant weaknesses or deficiencies were reported in relation to the adequacy and integrity of the risk management and internal controls embedded within PIDM's systems, policies, practices, and processes. Details of the internal control-related work undertaken, can be found in the summary of the Audit Committee's key areas of work in the Statement on Governance at www.pidm.gov.my.

External Audit. PIDM's financial statements are audited by the Auditor General in accordance with the Audit Act 1957, who carries out the audit in accordance with the International Standards of Supreme Audit Institutions. Representatives from the National Audit Department (NAD) have direct access to the Audit Committee members to raise any matters arising from their review, and the Audit Committee may likewise engage with the NAD as needed. All relevant documentation is provided to the NAD in the normal course of their work to support effective oversight and governance.

⁹ Effective for quality assessments that began on or after 9 January 2025

Strategic Areas of Focus in 2025

Resolution Readiness

The Board places specific focus on matters relating to PIDM's role as a resolution authority, ensuring an effective resolution regime, as well as our readiness to resolve our member institutions.

In addition to the ongoing work on resolution readiness as detailed in PIDM's corporate plan, the Board gives attention to resolution matters through Board meetings dedicated to resolution and member institution-related matters. In addition, continuous Board education sessions are held to ensure that the Board is well-equipped with the required knowledge and competencies to fulfil its role in resolution.

Management ensures that PIDM is operationally ready to carry out resolutions when called upon and supports the Board in fulfilling its duties. Beyond the resolution framework and processes that guide execution, PIDM has also developed a specific intervention and resolution authority matrix. The matrix outlines the specific authorities of PIDM's Board and Management, as well as the role of other financial safety net players, i.e. BNM and the Ministry of Finance, in dealing with intervention and resolution of member institutions.

Human Capital Strategy

The Board plays a pivotal role in ensuring that PIDM's human capital strategy is aligned with our corporate objectives and reinforces our commitment to long-term sustainability. The Human Capital and Remuneration Committee supports the Board by providing strategic oversight of key human capital initiatives and monitoring the overall health and effectiveness of our workforce.

Key human capital strategies and Board-approved policies are rigorously deliberated to align with PIDM's evolving requirements, while integrating insights from external market trends. This comprehensive approach ensures the sound and effective implementation of policies and strategies critical to PIDM's readiness for the future of work and resolution readiness. It also provides oversight on competitive compensation structures, drives leadership effectiveness, enhances employee engagement, and supports continuous capability development.

Stakeholder Engagements

The Board considers stakeholder engagement highly important for the achievement of PIDM's objectives. PIDM continues to adopt processes that ensure the appropriate consideration of significant stakeholder views, particularly in the development of effective regulatory policies. For example, consultation papers are issued to seek the feedback of relevant stakeholders prior to the issuance or revision of guidelines or frameworks.

Sustainability

As both a financial consumer protection authority and a resolution authority, our mandate inherently addresses social needs through robust protection systems for financial consumers while contributing to the stability of the financial system. Although our environmental footprint is relatively small, we have taken deliberate steps to foster a culture of environmental sustainability among our employees, encouraging practices that minimise the impact of our operations on the environment.

Our Board and Management remain steadfast in advancing our sustainability agenda, taking into account our mandate, the nature of our operations, and our setup. This focus is essential as it aligns closely with our mandate and our role as a financial consumer protection authority and resolution authority for our member institutions.

Cybersecurity and Digital Technology

The Board recognises the need to enhance PIDM's technology capabilities and cybersecurity resilience and has approved dedicated budgets to ensure continued progress amid rapid technological change and a growing threat landscape.

The Board remains informed of technology developments through technology and cybersecurity education sessions, strengthening its oversight and supporting informed decision-making. These sessions were particularly important in equipping Board members with the understanding required to oversee the formalisation of PIDM's cloud adoption policy and to make decisions relating to the implementation of various digital transformation initiatives.

The Board also supported broader sector engagement through PIDM's inaugural cybersecurity roundtable with regulators and industry stakeholders. This initiative reinforced surveillance through regulatory engagement and contributed to sector-wide collaboration on cybersecurity matters.

Board of Directors



Datuk Abu Huraira Abu Yazid
Chairman



Dato' Sri Abdul Rasheed Ghaffour
Ex Officio Director



Datuk Johan Mahmood Merican
Ex Officio Director



Datuk Dr. Yacob Mustafa
Public Sector Director



Encik Razali Othman
Public Sector Director



Dato Dr. Nik Ramlah Mahmood
Private Sector Director



Dato' Dr. Gan Wee Beng
Private Sector Director



Mr. Lee Kong Eng
Private Sector Director



Mr. Toi See Jong
Private Sector Director



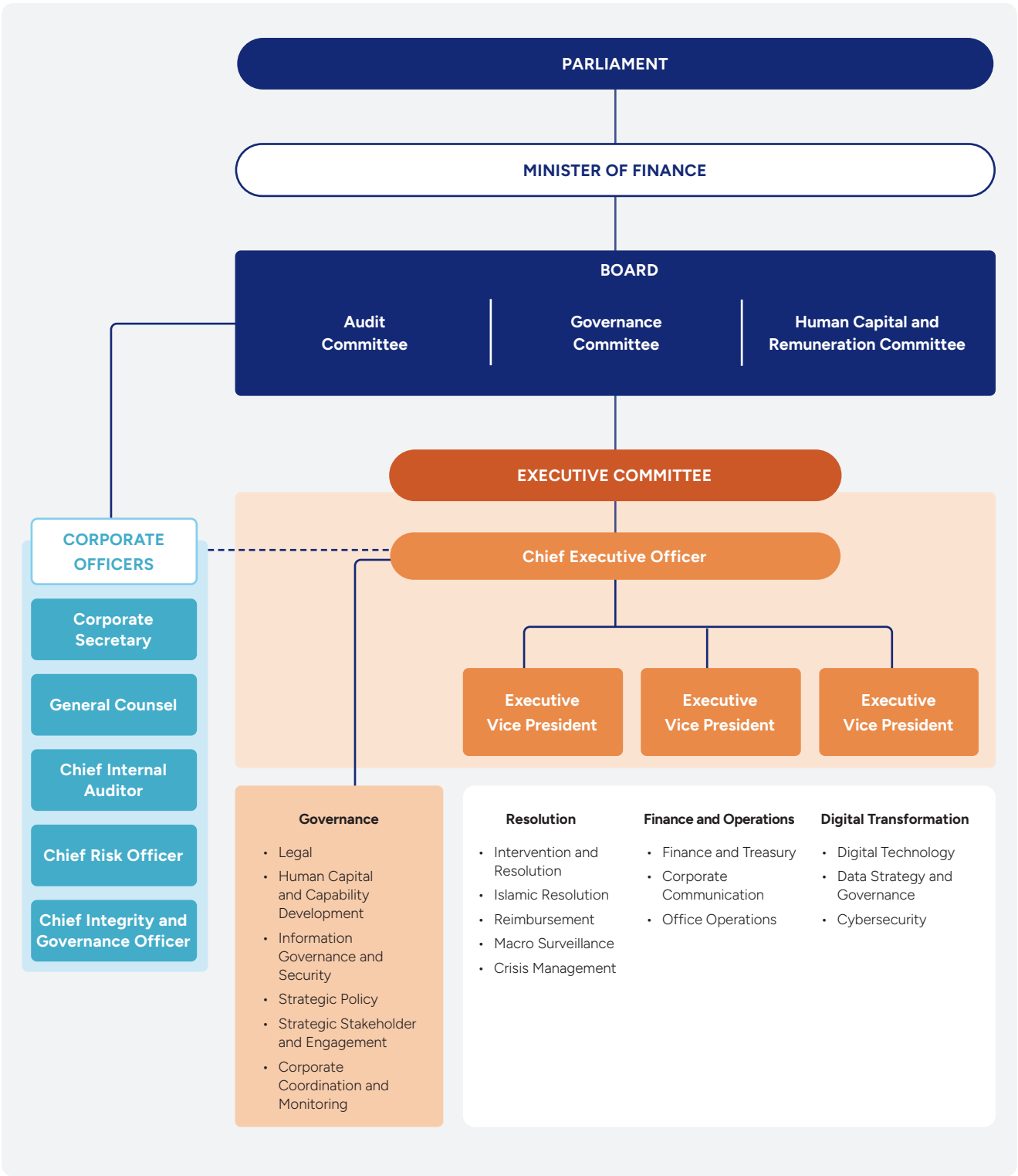
Encik Aznan Abdul Aziz
*Alternate Director to
Dato' Sri Abdul Rasheed Ghaffour*



Encik Imri Dolhadi Ab Wahab
*Alternate Director to
Datuk Johan Mahmood Merican*

Detailed profiles of the Board members can be found at www.pidm.gov.my.

PIDM's Organisation Structure



EXECUTIVE COMMITTEE



Rafiz Azuan Abdullah
Chief Executive Officer



Afiza Abdullah
Executive Vice President



Lee Yee Ming
Executive Vice President



Wan Ahmad Ikram Wan Ahmad Lotfi
Executive Vice President

SENIOR MANAGEMENT



Alex Lesley Balagurusamy
Chief Integrity and Governance Officer



Arif Adnan Zain
Corporate Secretary



Chua Ee Leen
Chief Internal Auditor



Soh Shey Yin
General Counsel



Zufar Suleiman Abu Bakar
Chief Risk Officer



Bhuvaneswary Kisanasamy
Chief People Officer



Jazimin Izzat Wan Zookifli
Head, Finance Operations Services



Lim Ying Sean
Chief Technology Officer



Mohd Salihin Othman
Head, Strategic Stakeholder and Engagement



Syed Edi Syah Syed Ramzan
Chief Information Security Officer

Detailed profiles of the Executive Committee and Senior Management can be found at www.pidm.gov.my.

Detailed Work of the Board Committees in 2025

Audit Committee	
Chairman Ms. Gloria Goh Ewe Gim	Members Mr. Lee Kong Eng (Vice Chairman) Datuk Dr. Yacob Mustafa Dato' Dr. Gan Wee Beng
Key matters	
Recommended for Board approval: - Financial Statements 2024 and Annual Report 2024 - Review of Authorised Signatories and Conditions for Authorisation in respect of the Corporation's Payments, Placements and Investments - Proposed Framework for Accounting and Disclosures for PIDM and its Subsidiaries relating to Resolution-related Actions Undertaken by PIDM - Review of the Internal Audit Charter - Review of the Compliance Programme - Review of the Audit Committee Charter - Review of Procurement Policy - Review of the Procurement Regulations for Federal Statutory Bodies - Board Risk Report – 2025 ERM Assessment - Review of ERM Charter and ERM Policy - Review of Policies and Procedures on Public Disclosure of Information - Corporate Plan 2026 – 2028 - CAD's Plan 2026 – 2027	Considered by the Audit Committee: - Report on the Annual Assessment of the Corporation's State of Internal Controls for 2024 - Review of Compliance with Laws in 2024 - Reports on Procurements on Sole Sourcing Basis - Report and Analysis of the Corporation's Investments and Cash Management - Report and Semi-Annual Report on Directors', Chairman's, Officers' Expenses and International Relations Business Travelling-Related Expenses - PIDM's Organisational Anti-Corruption Plan 2025 – 2029 - Report on Information Security Effectiveness Assessments: VAPT, Red-Teaming, and Cyber Drill - Internal Audit Reports - Corporate Plan and Financial Plan Updates for the Period Ended 30 June 2025 - Annual Review of the Target Funds under the Deposit Insurance System and the Takaful and Insurance Benefits Protection System 2025 Report on Shariah Risk Management - Cybersecurity Risk Management 2025 Report on Corruption Risk Management - Internal Control Assessments to Date - National Audit Department's Audit Plan for the Corporation's Financial Statements for the Year ending 31 December 2025 - Proforma Financial Statements for the Year ending 31 December 2025 - Report on the Operations and Performance of CAD for the Year 2025 - Report on the Operations and Performance of the ERM Department for the Year 2025 - Report on the Operations and Performance of the IGD for the Year 2025 - Report on the Audit Committee's Work against the Audit Committee Charter for the Year 2025 - Performance Against Corporate Plan 2025

Governance Committee	
Chairman Dato Dr. Nik Ramlah Mahmood	Members Ms. Gloria Goh Ewe Gim Encik Razali Othman
Key matters	
Recommended for Board approval: - Draft Governance Disclosures for the Annual Report 2024 and for Publication on the Corporation's Website - Review of Policy and Procedures for the Engagement of Separate Independent Counsel or Other Advisors	Considered by the Governance Committee: - Report on the Results of the Board's and Committees' Performance and Management Support to the Board in 2024 - Board Succession Plan - Individual Director Performance Assessment - Board Education Programme 2025 - Review of the PIDM Act – Governance-Related

Governance Committee

Key matters

- | | |
|---|---|
| <ul style="list-style-type: none"> • Board Succession Plan • Review of Board Profiles • Review of the Board Governance Policy • Review of the Board Committee Charters • Review of Position Descriptions for Board Members, Chairman of the Board and Board Committees | <ul style="list-style-type: none"> • Schedule Planner 2026 • Report on the Governance Committee's Work against the Governance Committee Charter for the Year 2025 |
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Human Capital and Remuneration Committee

Chairman

Dato' Dr. Gan Wee Beng

Members

Dato Dr. Nik Ramlah Mahmood
Mr. Lee Kong Eng

Key matters

Recommended for Board approval:

- Review of Long-Term Retention Plan
- Review of Compensation and Benefits Policy
- Review of Human Capital and Remuneration Committee Charter
- Review of Scholarship Financial Entitlements
- Salary Recommendations for 2026
- 2025 Annual Bonus Range and Bonus Awards for Employees
- CEO's Key Performance Indicators (KPI) for 2026
- CEO's 2025 Bonus Award

Considered by the Human Capital and Remuneration Committee:

- Status Report on PIDM's Human Capital and Key Initiatives
- Compliance with Key Human Capital Policies and Legal Requirements
- Report on the Scholarship Programme
- Report on the Human Capital and Remuneration Committee's Work against the Human Capital and Remuneration Committee Charter for the Year 2025
- Report on CEO's Performance against 2025 KPIs

Succession Planning Committee

Chairman

Dato Dr. Nik Ramlah Mahmood

Members

Ms. Gloria Goh Ewe Gim
Dato' Dr. Gan Wee Beng

Key matters

In 2025, the Succession Planning Committee held three meetings to deliberate on the CEO succession planning process and to present its recommendations to the Board.