

*INSIDE THE*  
**BOARDROOM**  
KEY PLAYERS IN  
CORPORATE GOVERNANCE

Mind The Board - Part 2A



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## 1. Introduction

Corporate governance, at its core, establishes how an organisation is directed and controlled, precisely defining the distribution of rights and responsibilities among participants of an organisation. In this part two of the 'Mind the Board Series', we will discuss the dynamics inside the boardroom, delving into the roles played by key actors in corporate governance. These include the Chairman, Chief Executive Officer (CEO)/Managing Director (MD), Executive Directors, Non-Executive Directors (NEDs), Independent Non-Executive Directors (INEDs) and the Company Secretary.

While each of these players have distinct roles and responsibilities – from the Chairman's strategic leadership and board oversight to the CEO/MD's operational execution and the objective judgment of NEDs and INEDs – their interactions (or lack thereof) are critical. The mandated separation of roles between the Chairman and CEO/MD, for instance, is designed to prevent unfettered decision-making and ensure appropriate checks are in place. The CEO is answerable to the board. The synergy among these individuals, fostered through clear delineation of duties, open communication, and a collective commitment to ethical conduct, directly influences a company's success, reputation, and long-term sustainability.

## 2. Key Players in Corporate Governance

### A. *The Chairman*

The Chairman's role is pivotal to corporate governance, as they are responsible for the effective functioning of the board and setting the company's tone. For public companies in Nigeria, the Chairman must be a non-executive director (NED), which means that the Chairman is not involved in the company's day-to-day operations, allowing them to maintain a critical and unbiased assessment of the company.<sup>1</sup> An individual cannot hold the offices of Chairman and Chief Executive Officer (CEO)/Managing Director (MD) simultaneously in a company. Before a former CEO/MD can become the Chairman of the company, they are required to observe a minimum cool-off period of three years.<sup>2</sup> The Chairman's tenure is primarily determined by the company's articles of association and the specific terms of their appointment often outlined in their contract of employment.<sup>3</sup>

1 Recommended practice 3.2 of the Nigerian Code of Corporate Governance 2018

2 Recommended practice 3.3 of the Nigerian Code of Corporate Governance 2018

3 However, the Central Bank of Nigeria (CBN) in their Corporate Governance Guidelines provides that the cumulative tenure of directors, including the Chairman, is limited to 20 years



It is recommended that the Chairman of the board should be a Non-Executive Director (NED). An INED Chairman should possess a strong independent voice, be independent in character and judgment, and be free from taking part in the daily running or operation of the company.

### ***Selection and appointment process of a Chairman***

One of the roles of the board of directors is to appoint a Chairman from among themselves to head the board and oversee its meetings. The Chairman's role is integral to directing the affairs of a board<sup>4</sup> and, in turn, the affairs of the Company. Given that the board appoints a Chairman from amongst themselves, a person must first be a member of the board before they can become a Chairman.<sup>5</sup> The Nigerian Code of Corporate Governance 2018 (NCCG) recommends that the Chairman should be a non-executive director. For a public company, the Code provides that the Chairman must be a non-executive director.<sup>6</sup>

The procedure for selecting and appointing a board Chairman is typically prescribed by the company's Articles of Association or the board charter. In some cases, this process is determined by the terms of a Shareholders' Agreement or an Investment Agreement. However, where the procedure is not clearly prescribed in the board Charter or the Articles of Association, the relevant laws regulating the operation of the companies would be resorted to.

The board may delegate to a 'Nominations and Governance committee' the responsibility of evaluating and recommending to the board potential candidates for the role of Chairman of the board. This committee is also expected to ensure that the Company has a succession policy and plan in place for the board and senior management positions to ensure leadership continuity.<sup>7</sup>

### ***The Chairman's role in enhancing good corporate governance***

The Chairman's role is integral to corporate governance, encompassing leadership, oversight, and communication.

- a. Leadership and Strategic Direction:*** The Chairman leads the board and is responsible for its overall effectiveness in directing the company. This includes setting the company's purpose, values, and strategy, ensuring they are aligned with the company's culture, and demonstrating objective judgment. They are

4 Recommended practice 3.1 of the Nigerian Code of Corporate Governance 2018

5 Section 289(4) The Companies and Allied Matters Act 2020 as amended.

6 Recommended practice 3.2 of the Nigerian Code of Corporate Governance 2018

7 Recommended practice 11.2.5.7 Nigerian Code of Corporate Governance, 2018

expected to provide entrepreneurial and strategic leadership and promote an ethical culture and responsible corporate citizenship.

- b. **Board Effectiveness and Cohesion:** The Chairman, together with the board, determines the board's annual plan.<sup>8</sup> They set the agenda for board meetings,<sup>9</sup> and ensure that meetings are properly conducted.<sup>10</sup> The Chairman is also responsible for ensuring that the board is composed of individuals with relevant skills, competencies, and experience,<sup>11</sup> and that the board functions effectively and cohesively.<sup>12</sup> This involves facilitating the effective contribution of non-executive directors and fostering constructive relations between executive and non-executive directors.
- c. **Information Flow and Communication:** The Chairman ensures that directors receive accurate, timely, and clear information necessary for decision-making.<sup>13</sup> They are also responsible for effective communication and relations with the company's shareholders and other stakeholders.
- d. **Board Development and Accountability:** The Chairman takes a leadership role in the assessment, improvement, and development of the board, including overseeing the induction programme for new directors and continuous education for all. They foster a culture of accountability where board members are held responsible for their actions and decisions.
- e. **Guardian of Values and Codes:** The Chairman acts as a guardian and enforcer of the board's values in relation to stakeholders and ensures adherence to applicable corporate governance codes.

The Chairman also has a crucial role in directing the Annual General Meeting (AGM), by performing the following roles:

- i. **Maintaining Order:** The Chairman has a duty to preserve order, ensure proceedings are conducted regularly, and that the true intention of the meeting is achieved. In cases of disorder or violence, they have the inherent power and duty to adjourn the meeting to ensure the safety of the attendees and make arrangements for the security to restore law and order in deserving cases.
- ii. **Managing Proceedings:** They act as a timekeeper and moderator, allowing ample opportunity for shareholders to contribute within specified durations. It is the responsibility of the Chairman to declare the meeting open and to also close the meeting when all the items in the agenda has been discussed.

8 Recommended practice 3.4.2 of the Nigerian Code of Corporate Governance 2018

9 Recommended practice 3.4.3 of the Nigerian Code of Corporate Governance 2018

10 Recommended practice 3.4.5 of the Nigerian Code of Corporate Governance 2018

11 Recommended practice 3.4.4 of the Nigerian Code of Corporate Governance 2018

12 Recommended practice 3.4.6 of the Nigerian Code of Corporate Governance 2018

13 Recommended practice 3.5 of the Nigerian Code of Corporate Governance 2018

- iii. **Decision-Making and Voting:** All questions and comments should be addressed to the Chairman, who can answer directly or direct others to respond. They decide points of order, adhere to decisions made, and ensure appropriate majority for resolutions. The Chairman's declaration on a resolution is conclusive evidence of the passing of the resolution, unless a poll is demanded. In the event of a tie, the Chairman shall have a second or casting vote.
- iv. **Quorum Management:** The Chairman has powers to manage situations where members withdraw from a meeting to break quorum, allowing the meeting to continue if it appears that the reasons for their withdrawal were insufficient, unless only one member remains, in which case court direction may be sought.

## **B. Chief Executive Officer (CEO)/Managing Director (MD)**

The MD/CEO is the head of the management team and is primarily responsible for the company's operational management. The MD is mandated by the board to run the company's affairs and achieve its strategic objectives for sustainable corporate performance.<sup>14</sup> This position holds the primary responsibility for the day-to-day management of the Company.

The MD/CEO must have a broad understanding of the company's business, demonstrating entrepreneurial skills, credibility, and integrity. They must have the confidence of both the board and management.<sup>15</sup> The MD/CEO is responsible for implementing the Company's strategic objectives, ensuring prudent management of finances, providing the board with accurate and timely information, promoting the Company's interests, and acting as the Company's leading representative to external stakeholders.

The authority and relationship between the MD/CEO and the board should be clearly defined in a contract of employment.<sup>16</sup> The board determines the MD/CEO's tenure.<sup>17</sup>

### ***The CEO/MD's role in enhancing good corporate governance***

The CEO/MD's role is crucial in translating the board's strategic vision into tangible outcomes and fostering a culture of good governance throughout the organisation. Some of these responsibilities include:

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<sup>14</sup> Principle 4, NCCG 2018

<sup>15</sup> See Principle 4 of the NCCG 2018

<sup>16</sup> Recommended Practice 4.5, NCCG 2018

<sup>17</sup> Recommended Practice 12.9 of the NCCG 2018. Although there is no specific recommendation in the NCCG 2018 and CAMA 2020 on the tenure of the MD/ CEO, the CBN Corporate Governance for Banks and Financial Holding Companies, limits the tenure of the MD/ CEO to a maximum of 12 years.

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- a. **Operational Execution and Growth:** The CEO/MD is responsible for the day-to-day running of the company and guiding its development and growth. They execute the strategies devised by the board and make decisions related to daily management tasks. This direct oversight of operations ensures the efficient use of resources and effective implementation of corporate objectives.
  - b. **Strategic Implementation:** As a key senior management officer, the CEO/MD plays a strategic role in entrenching a good corporate governance culture. They oversee the company's management and business strategies to achieve long-term value creation. Their leadership is crucial in setting the strategic direction and outlining the approaches for implementation.
  - c. **Ethical Culture and Compliance:** The CEO, as part of senior management, is instrumental in driving the desired corporate culture through their words and actions. The CEO/MD works with the board to formulate and review the Code of Business Conduct and Ethics, setting the tone for compliance and ensuring sanctions for unethical behaviours. They are responsible for implementing effective reporting systems and protecting whistleblowers.
  - d. **Accountability and Transparency:** The CEO/MD is responsible for ensuring the company remains accountable and transparent in its financial dealings and reporting. They may be required to certify that statutory returns are truthful and that financial statements fairly represent the company's condition. This fosters investor confidence and proper planning.
  - e. **Risk Management:** As part of senior management, the CEO/MD is responsible for putting in place robust mechanisms to identify and manage environmental, social, and financial risks, contributing to the company's long-term sustainability.
  - f. **Stakeholder Representation:** The CEO/MD acts as the company's leading representative in its dealings with its stakeholders, ensuring their interests are considered in decision-making and that the company remains responsive to their needs.

### ***The dynamics of the CEO/MD's relationship with the Chairman***

The separation (or “split”) of the roles of Chairman and CEO/ MD is a corporate governance best practice, designed to promote accountability, transparency, and effective oversight. This separation ensures that power is not concentrated on a

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particular individual and that checks and balances are strengthened on the board.

The Chairman generally focuses on leading the board, ensuring its effectiveness, whilst the CEO oversees the Company's operations and makes strategic decisions to ensure its success.

The recommended *Principle 2.7 of the Nigerian Code of Corporate Governance, 2018 (NCCG)* states that the Chairman of the board and the MD/CEO positions should be separate.<sup>18</sup> Additionally, the *Companies and Allied Matters Act 2020 (CAMA)* in Section 265(6) reinforced this point by prohibiting the Chairman of a public company from acting as the chief executive officer of such Company.

The Chairman of the board is also mandated to be a Non-Executive Director (NED)<sup>19</sup> underlining the necessity for the Chairman's non-involvement in day-to-day operations, which is delegated to the Management led by the Managing Director/ Chief Executive Officer. Moreover, the MD/CEO or an Executive Director of a company is prohibited from serving as the Chairman of any board committee,<sup>20</sup> and the MD/ CEO or Executive Director of a company is prohibited from becoming the chairman of the same company.<sup>21</sup> However, this may be permitted in exceptional circumstances<sup>22</sup> and only if a cool-off period of three (3) years is observed.

Some other pertinent issues to note in highlighting the nuanced differences in the roles of the Chairman and the CEO can be seen below:

- **Strategic Alignment:** The Chairman is responsible for the overall effectiveness of the board. They also ensure that the strategy set by the board aligns with the company's mission and vision, and that the strategic goals set are achieved using high standards of corporate governance and in compliance with relevant regulatory frameworks.<sup>23</sup> The CEO, on the other hand, translates the strategies set by the board to the operational level by leading the management team, overseeing day-to-day activities, and ensuring that the organisation's objectives are effectively implemented.
- **Independence and Objectivity:** Independence is foundational for the director occupying the position of the Chairman, with the Code of Corporate Governance for Public Companies, in Clause 4.5, stressing the need for objective judgment on the Chairman's part, independently of management.

18 Recommended Practice 2.7 of the Nigerian Code of Corporate Governance 2018.

19 Recommended Practice NCCG 2.7 of the Nigerian Code of Corporate Governance 2018

20 Recommended Practice 2.9 of the Nigerian Code of Corporate Governance 2018

21 Recommended Practice 3.3 of the Nigerian Code of Corporate Governance 2018

22 The Nigerian Code of Corporate Governance 2018 does not identify these exceptional circumstances.

23 Recommended practice 3.1 of the Nigerian Code of Corporate Governance 2018; UK Code of Corporate Governance Principle 9, Clause 5.1(a) of the Code of Corporate Governance for Public Companies, and Section 4(c) CAMA 2020.

The law provides for the Chairman's independent oversight without infringing on the CEO's authority.<sup>24</sup> In comparison, the UK Code of Corporate Governance Principle F highlights that the Chairman's *leads the board and is responsible for its overall effectiveness in directing the Company. They should demonstrate objective judgment throughout their tenure and promote a culture of openness and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely and clear information.*

- **Collaboration and Communication:** Effective communication and collaboration are pivotal to fostering a healthy working relationship and aligning strategic goals. This is captured in the recommended practice 5.1 of the NCCG 2018, Principle H of the UK Code of Corporate Governance, Clause 5.1, and Rule 2.6.5 of NGX Rules (rules relating to issuers' board meetings and general meetings). Specifically, rule 2.6.5 of the NGX states that: *'The Chairman and the Directors shall take steps to ensure due order at general meetings and shall take steps to ensure that no behaviour or interventions prejudicial to the rights and interests of any shareholders or holders of other securities occurs. All incidents prejudicial to the rights and interests of any shareholders or holders of other securities shall be reported in writing to The Exchange within twenty-four hours of the general meeting'.*

Role clarification, strategic alignment, independence and effective communication is very important in maintaining good corporate governance. The Chairman's role in governance is pivotal, providing leadership, strategic guidance, and maintaining independence for effective board operations. Whereas the primary responsibility of the CEO lies in operational management, to oversee the Company's daily operations, executing strategies devised by the board, and making decisions related to daily management tasks. The separation of governance roles within the board from the operational management tasks is a core principle across various corporate governance guidelines.

The Code of Corporate Governance for Public Companies highlights the roles and responsibilities of the Chief Executive Officer/Managing Director in detail as follows<sup>25</sup>:

- i. day-to-day running of the company;
- ii. guiding the development and growth of the company;
- iii. acting as the Company's leading representative in its dealings with its stakeholders.

<sup>24</sup> Section 265(3) of CAMA 2020

<sup>25</sup> Clause 5.2(d) of the Code of Corporate Governance for Public Companies 2011.

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### C. *Executive Directors (“EDs”)*

As full-time employees of the company who play a critical role in the daily operations and strategic management of the organisation, these directors sit at the helm of the organisation's operations, steering and managing its core functions. Their principal role is to support the Managing Director in effectively implementing the Company's strategic imperatives and ensuring the prudent management of the company's resources.<sup>26</sup> Executive Directors also help to shape and drive the Company's strategic direction to ensure the achievement of both short-term and long-term objectives.

In addition to their executive responsibilities, Executive Directors may serve on board committees, with the exception of those responsible for remuneration, audit, nomination, and governance, where independence is typically required. There is no universal provision for the tenure of the Executive Directors as this is usually determined either by their terms of engagement with the company; or the provisions of code of corporate governance for a particular industry or by the provisions of statutes or by a resolution of members at the Annual general meeting of the company; For example under Section 285 of the Companies and allied matters act 2020 as amended, the rotation and retirement of all directors are typically determined by the company's members at its Annual General Meeting, depending on the circumstances.<sup>27</sup>

The tenure of Executive Directors and the Managing Director shall be in accordance with the terms of their engagement with the bank, but shall not exceed a maximum tenure of 12 years.<sup>28</sup>

#### *The role of the ED in enhancing corporate governance*

Executive Directors play a vital role in the effective management and strategic direction of a company and are responsible for implementing the company's strategic policies and goals as set by the board and/or by members at the company's annual general meeting. Beyond operational oversight, the Executive Directors are highly instrumental in enhancing corporate governance by performing the following roles:

- *Strategy implementation:* They ensure the execution of board-approved resolutions and that the resolutions approved at the general meeting of stakeholders are implemented within the applicable timelines.

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<sup>26</sup> Recommended Practice 5.2 of the Nigerian Code of Corporate Governance 2018.

<sup>27</sup> See Section 285 of the Companies and Allied Matters Act 2020 as amended.

<sup>28</sup> Central Bank of Nigeria, 'Circular to all commercial, merchant, non-interest and payment service banks, and financial holding companies' (July 13, 2023), Section 3.3.1. provides the tenure of Executive Directors and the Managing Director shall be in accordance with the terms of their engagement with the bank, but subject to a maximum tenure of 12 years" <[Circular and Guidelines for Corporate Governance.pdf](#)> accessed July 8, 2025.

- *Dissemination of Information to the Board:* They provide the board with accurate, timely, and relevant information that concerns the organisation to aid oversight. Such information includes the company's financial state, operational status, legal status, and other relevant matters.
- *Regulatory compliance:* They ensure that the company's operations are conducted in compliance with relevant legal requirements and ethical standards outlined in applicable laws and regulations. This is done by liaising with the Company Secretary on the organisation's legal matters.
- *Imbibing Corporate culture and values:* They promote values of integrity and performance accountability throughout the organisation.

#### **D. Non-Executive Directors (“NEDs”)**

Non-Executive Directors bring to bear their knowledge, expertise and independent judgment on issues of strategy and performance on the board.<sup>29</sup> The Non-Executive Directors are expected to contribute to the development of the Company's strategy constructively.<sup>30</sup> They are not to be involved in the day-to-day operations of the Company, as that is the responsibility of the Managing Directors and the Executive Directors.<sup>31</sup> The Non-Executive Directors are to have unfettered access to the Executive Directors, Company Secretary, and the Internal Auditor while they liaise with the Senior Management through the Managing Director/CEO.<sup>32</sup>

Most importantly, Non-executive Directors must be provided with reasonable support as well as comprehensive information relating to the management of the Company and on all board matters in a timely manner.<sup>33</sup>

The Non-Executive directors are eligible to be members of various board committees such as the Nomination and Governance committee, Remuneration committee, Audit committee, Risk Management committee, and so on.<sup>34</sup>

The tenure of Non-Executive directors is determined based on statutory provisions<sup>35</sup>, and/or by the resolution of Members at the Company's annual general meeting or by reference to the relevant Codes of Corporate Governance.

For example, under provisions of the Code of Corporate Governance for Banks and Discount Houses, Non-executive directors, with the exception of Independent Non-Executive directors, shall serve for a maximum period of 12 years in a bank, broken into three terms of four years each.<sup>36</sup>

29 Principle 6 of the Nigerian Code of Corporate Governance 2018.

30 Recommended Practice 6.2 of the Nigerian Code of Corporate Governance 2018.

31 Recommended Practice 6.3 of the Nigerian Code of Corporate Governance 2018.

32 Recommended Practice 6.4 of the Nigerian Code of Corporate Governance 2018.

33 Recommended Practice 6.5 of the Nigerian Code of Corporate Governance 2018.

34 Recommended practice 11.1 of the Nigerian Code of Corporate Governance 2018.

35 Section 285 of the Companies and Allied Matters Act 2020 as amended.

36 Central Bank of Nigeria, “Review of tenure of Executive Management and Non-Executive Directors of Deposit Money Banks in Nigeria” (February 2023) <<https://shorturl.at/XNNwB>> accessed June 16, 2025.

*Their roles in enhancing corporate governance include the following:*

The Non-Executive directors are essential to the governance structure of any organisation as they bring an independent perspective to the board and play a critical role in ensuring objectivity, accountability, and strategic oversight. Thus, Non-Executive Directors are highly instrumental in enhancing corporate governance by performing the following roles

- *Expertise and strategy advisory:* Non-executive directors are chosen based on their vast experience, knowledge, and personal qualities. They are therefore expected to bring these qualities to advise on how to improve the Company's business and affairs.<sup>37</sup> Additionally, they are expected to contribute constructively to the development of the Company's strategy.<sup>38</sup>
- *Objective oversight:* They offer independent judgment and advice when it comes to presiding over matters brought before the board.
- *Risk and performance monitoring:* NEDs, together with the boards, play a vital role by providing their independent opinions and guidance on the organisation's risk management. They also oversee the implementation of mechanisms adopted by management to achieve the organisation's goals.

## **E. Independent Non-Executive Directors (“INEDs”)**

Independent Non-Executive Directors bring a high degree of objectivity to the board for sustaining stakeholder trust and confidence.<sup>39</sup> An INED represent a strong independent voice on the board, and is therefore expected to be independent in character and judgment and accordingly be free from such relationships or circumstances with the Company, its management, or substantial shareholders as may, or appear to, impair his or her ability to make independent judgment.<sup>40</sup>

*Understanding the concept of an Independent Director*

The Companies and Allied Matters Act 2020 provides that an independent director in a public company means<sup>41</sup>: -

- (3) ...a director of the company who, or whose relatives either separately or together with him or each other, during the two years preceding the time in question –
- (a) was not an employee of the company;

37 Recommended Practice 6.1 of the Nigerian Code of Corporate Governance 2018.

38 Recommended Practice 6.2 of the Nigerian Code of Corporate Governance 2018.

39 Principle 7 of the Nigerian Code of Corporate Governance 2018.

40 Recommended practice 7.1 of the Nigerian Corporate Code of Governance 2018.

41 Section 275 (b) (ii) of the Companies and Allied Matters Act, 2020 as amended.

- (b) *did not –*
- (i) *make to or receive from the company payments of more than NGN20,000,000 or*
  - (ii) *own more than a 30% share or other ownership interest, directly or indirectly, in an entity that made to or received from the company payments of more than the amount stated in subparagraph (i) or act as a partner, director or officer of a partnership or company that made to or received from the company payments of more than such amount;*
  - (c) *did not own directly or indirectly more than 30% of the shares of any type or class of the company, and*
  - (d) *was not engaged directly or indirectly as an auditor of the company.*

The Nigerian Code of Corporate Governance, 2018 (“NCCG”), requires that an INED be free from any relationships or situations that may impair his ability to make independent judgments. For ease of reference, the NCCG provides that the “INED is a NED who<sup>42</sup>:

- a. *Does not possess a shareholding in the Company the value of which is material to the holder such as will impair his independence or in excess of 0.01% of the paid-up capital of the Company;*
- b. *Is not representative of a shareholder that has the ability to control or significantly influence Management;*
- c. *Is not, or has not been an employee of the Company or group within the last five years;*
- d. *Is not a close family member of any of the Company's advisers, Directors, senior employees, consultants, auditors, creditors, suppliers, customers, or substantial shareholders;*
- e. *Does not have, and has not had within the last five years, a material business relationship with the Company either directly or as a partner, shareholder, Director, or senior employee of a body that has, or has had such a relationship with the Company;*
- f. *Has not served at directorate level or above at the Company's regulator within the last three years;*
- g. *Does not render any professional, consultancy, or other advisory services to the Company or the group other than in the capacity of a Director;*
- h. *Does not receive, and has not received additional remuneration from the Company apart from a Director's fee and allowances; does not participate in the*

42 Principle 7 of the Nigerian Code of Corporate Governance 2018.

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*Company's share option or a performance-related pay scheme and is not a member of the Company's pension scheme; and*

- i. Has not served on the board for more than nine years from the date of his first election”.*

Similarly, the King IV Report on Corporate Governance for South Africa, 2016, defines independence to mean -

*The exercise of objective, unfettered judgment. When used as the measure by which to judge the appearance of independence, or to categorise a non-executive member of the governing body or its committees as independent, it means the absence of an interest, position, association, or relationship which when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in decision-making.*

These definitions bring to the fore the high standards to be met by an INED to avoid any instance of conflict of interest (“in fact or in appearance”) that may impair his independence. It is crucial to distinguish between independence of thought and mere independence, as stipulated by regulatory definition, checklist, and stakeholder (“reasonable and informed third party”) perception. While independence of thought is inherent to the director's mindset, mere independence relies on external perceptions.

*Their role in enhancing Corporate Governance includes the following:*

- *Maintenance of balance on the board:* They enhance the independence of board decisions, curbing executive dominance.
- *Stakeholder confidence:* Their presence reassures investors, regulators, and the public of the board's integrity.

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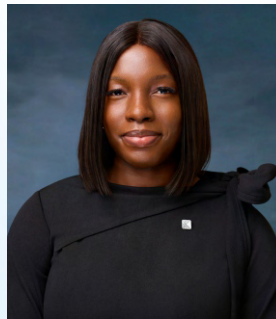
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