

Penerapan Tata Kelola Syariah Dalam Rangka Persiapan Pemisahan (Spin-off) Unit Usaha Syariah PT Bank A = Implementation of Sharia Governance in Relation with Spin-off Preparation Bank A's Sharia Business Unit

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Abstrak

Penelitian ini bertujuan untuk melakukan kajian penerapan tata kelola pada proses pemisahan (spin-off) Unit Usaha Syariah (UUS) bank A, yang meliputi tata kelola pada proses pemisahan dan persiapan pemenuhan prinsip tata kelola syariah untuk dapat diterapkan setelah pemisahan. Analisis dokumen dan prosedur wawancara tatap muka semi-terstruktur digunakan untuk mencapai tujuan penelitian. Panduan prinsip tatakelola yang digunakan mengacu pada Pedoman Umum Governansi Entitas Syariah Indonesia (PUG-ESI) yang dikeluarkan oleh KNKG dan wawancara dilakukan dengan Head of Corporate Secretary, Syariah Planning and Strategic Head, dan dokumen internal PT Bank A. Penelitian ini diharapkan dapat menjadi masukan bagi proses pemisahan UUS menjadi BUS pada bank konvensional di Indonesia, memperkaya pemahaman di bidang tata kelola perusahaan pada industri perbankan konvensional yang sedang mempersiapkan pemisahan (spin-off) Unit Usaha Syariah. Penelitian ini menyimpulkan bahwa terkait persiapan aspek tata kelola pada saat proses pemisahan (spin-off) UUS Bank A telah menyiapkan alasan serta penjelasan, manfaat dan risiko yang mungkin timbul, penyelesaian hak pemegang saham yang tidak setuju dan penyelesaian status, hak dan kewajiban Direktur UUS, Dewan Pengawas Syariah dan Pegawai UUS. UUS Bank A perlu melakukan penyesuaian jika mengadopsi panduan atas pedoman pada 3 prinsip yaitu: Prinsip 1 (Peran dan Tanggung Jawab Direksi dan Dewan Komisaris), Prinsip 5 (Manajemen Risiko, Pengendalian Internal dan Kepatuhan), Prinsip 6 (Penerapan Pengungkapan dan Transparansi). UUS Bank A masih mengusahakan pemenuhan kewajiban penyediaan modal minimum BUS dan telah menjaga Rasio Non-Performing Financing (NPF) bruto tidak melebihi 5% pada akhir tahun 2022. Lima poin rekomendasi ditawarkan dalam penelitian ini yaitu (a) Membuat assessment Direksi terkait tugas dan tanggung jawab apabila melaksanakan PUG-ESI, (b) Membuat assessment Komisaris terkait tugas dan tanggung jawab apabila melaksanakan PUG-ESI, (c) Menyampaikan pada laporan tahunan entitas terkait Reviu syariah, (d) Memastikan bahwa pernyataan tahunan terhadap penerapan Pedoman Umum Governansi Entitas Syariah Indonesia, termasuk penjelasan atas penerapan atas masing masing Rekomendasi dan Panduan tersedia di situs web selama jangka waktu minimal lima tahun, (e) UUS Bank A harus mendapatkan kepastian pemegang saham mayoritas terkait kesanggupan kewajiban penyediaan modal minimum dimasa yang akan datang.

.....This study aims to conduct a review of the implementation of governance in the spin-off process of Bank A's Sharia Business Unit (UUS), which includes governance in the spinoff process and preparation for compliance with sharia governance principles to be implemented after spin-off. Document analysis and semi-structured face-to-face interview procedures were used to achieve the research objectives. Guidance on governance principles that refer to the General Guidelines for Indonesian Sharia Entity Governance (PUG-ESI) issued by the KNKG and interviews conducted with the Head of Corporate Secretary, Sharia Planning and Strategic Head, and internal documents of PT Bank A. This research is expected to be an input for the

process of separating UUS into BUS in conventional banks in Indonesia, achieve understanding in the field of corporate governance in the conventional banking industry which is currently preparing for spinoff of the Sharia Business Unit. This study concludes that regarding the aspects of governance preparation during the spin-off process of UUS Bank A has prepared reasons and explanations, benefits and risks that may arise, settlement of rights of shareholders who do not agree and status of settlement, rights and obligations of the Director of UUS, Sharia Supervisory Board and UUS Employees. UUS Bank A needs to make adjustments if it adopts guidelines on guidelines on 3 principles, namely: Principle 1 (Role and Responsibilities of the Board of Directors and Board of Commissioners), Principle 5 (Risk Management, Internal Control and Compliance), Principle 6 (Implementation of Disclosure and Transparency). UUS Bank A is still trying to fulfill the minimum capital adequacy requirements of BUS and has maintained the gross Non-Performing Financing (NPF) ratio does not exceed 5% by the end of 2022. The five recommendation points offered in this study are (a) Make an assessment of the Board of Directors regarding the duties and responsibilities when carrying out PUG-ESI, (b) Making an assessment of the Commissioners regarding the duties and responsibilities when carrying out PUG-ESI, (c) Submitting to the entity's annual report related to Sharia review, (d) admitting that the staff regarding the implementation of General Entity Governance Indonesian Sharia, including an explanation of the implementation of each Recommendation and Guide available on the website for a minimum period of five years, (e) UUS Bank A must obtain certainty from the majority shareholder regarding the ability to provide minimum capital in the future.