

**Republic of the Philippines
Office of the President**

JHMC

JOHN HAY MANAGEMENT CORPORATION
a member of **The BCDA Group**

**GOVERNANCE COMMITTEE
REPORT**

CY 2022

I. JHMC Board Governance Committee

The Governance Committee has five (5) members, to wit:

Chairperson: Alejandro F. Fernandez, M.D.
Atty. Ceasar G. Oracion (*ended on February 14, 2022*)

Members: Atty. Oscar T. Fiel
PMGen. Rufino G. Ibay Jr. (Ret.)
Ms. Gloria F. Peralta, CPA

Atty. Fiel and Ms. Peralta were appointed as Members of the Governance Committee on February 14, 2022. Atty. Oracion's membership ended on February 14, 2022.

II. Committee Members' Responsibilities

The Committee shall be responsible for the following:

1. Overseeing the periodic performance evaluation of the Board and its committees and Management; and also conducting an annual self-evaluation of their performance.
2. Deciding whether or not a Director is able to and has been adequately carrying out his/her duties as a director bearing in mind the director's contribution and performance (e.g. competence, candor, attendance, preparedness and participation). Internal guidelines shall be adopted that address the competing time commitments that are faced when directors serve on multiple boards.
3. Recommending to the Board regarding the continuing education of Directors, assignment to Board Committees, succession plan for the Executive Officers, and their remuneration commensurate with corporate and individual performance.
4. Recommending the manner by which the Board's performance may be evaluated and proposing objective performance criteria to be approved by the Board. Such performance indicators shall address how the Board will enhance long-term shareholder value.

III. Accomplishments

1. Reviewed the quarterly CY 2022 Performance Scorecard Monitoring Reports and endorsed them to the Board for approval.
2. Reviewed the monthly Performance Scorecard Monitoring Reports for CY 2022.
3. Reviewed JHMC's compliance with the 2021 Corporate Governance Scorecard and endorsed some recommendations to improve the compliance of JHMC to the Board for approval.
4. Reviewed the Result of the Performance Review for the First Quarter of CY 2022.
5. Reviewed the Amendments to the Annual Work Plan for CY 2022 and endorsed it to the Board for approval.
6. Reviewed the CY 2020 Performance-Based Bonus of JHMC Officers and Employees and endorsed it to the Board for approval.
7. Reviewed the Amended JHMC Quality Manual and endorsed it to the Board for approval.
8. Reviewed the Proposed JHMC Reorganization.

IV. Meetings

A total of seven (7) meetings were conducted by the Governance Committee in 2022.

No.	Date of Meetings
1.	February 14, 2022 (joint meeting with Finance Committee; Nominations, Remunerations and Organizational Development Committee; and Risk Management Committee)
2.	March 14, 2022 (joint meeting with Risk Management Committee)
3.	June 13, 2022 (joint meeting with Nominations, Remunerations and Organizational Development Committee)
4.	July 26, 2022 (joint meeting with Risk Management Committee)
5.	September 26, 2022
6.	October 24, 2022
7.	December 09, 2022

V. Attendance Record of the Members

Members	Date of Meetings						
	14-Feb-22	14-Mar-22	13-Jun-22	26-Jul-22	26-Sept-22	24-Oct-22	09-Dec-22
Alejandro F. Fernandez	P	P	P	P	P	P	P
Ceasar G. Oracion	P	NA	NA	NA	NA	NA	NA
Oscar T. Fiel	P	P	P	P	P	P	P
Rufino G. Ibay Jr.	P	P	P	P	P	P	P
Gloria F. Peralta	P	P	P	P	P	P	P

Legend:

P - present

A - absent

NA - not applicable (the Director is no longer a Member of the Committee)