

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

JHMC

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

GOVERNANCE COMMITTEE

REPORT

CY 2023

I. JHMC Board Governance Committee

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

Chairperson: Atty. Oscar T. Fiel
Alejandro F. Fernandez, M.D.

Members: PMGen. Rufino G. Ibay Jr. (Ret.)
Gloria F. Peralta, CPA

Dr. Fernandez' membership in the Governance Committee ended on 01 October 2023. Atty. Fiel was appointed as the Chairperson of the Governance Committee on 24 October 2023.

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 and approved the Governance Committee Annual Report for CY 2022.
2. Reviewed the Pending Matters before the Governance Committee for CY 2022.
3. Reviewed the Performance Scorecard Monitoring Report for the Fourth Quarter of CY 2022 and endorsed it to the Board for approval.
4. Reviewed the Customer Satisfaction Survey Result for CY 2022.

5. Reviewed the Result of the Annual Performance Review for CY 2022.
6. Reviewed the Proposed JHMC Annual Report for CY 2022 and endorsed it to the Board for approval.
7. Reviewed the Proposed Performance Scorecard for CY 2023 and endorsed it to the Board for approval.
8. Reviewed the monthly Performance Scorecard Monitoring Reports for CY 2023.
9. Reviewed the quarterly Performance Scorecard Monitoring Reports for CY 2023 and endorsed them to the Board for approval.
10. Reviewed the Proposed Annual Work Plan for CY 2023 and endorsed it to the Board for approval.
11. Reviewed the quarterly results of the Performance Review for CY 2023.
12. Reviewed the Proposed Performance Scorecard for CY 2024 and endorsed it to the Board for approval.
13. Reviewed the CY 2019 Performance-Based Incentive of the JHMC Board and endorsed it to the Board for approval.
14. Reviewed the Code of Ethics and Conduct for the JHMC Board and endorsed it to the Board for approval.
15. Reviewed the Guidelines for the Conduct of Referenda by the JHMC Board and endorsed it to the Board for approval.
16. Reviewed the proposal for the JHMC Board and Management Strategic Planning and endorsed it to the Board for approval.
17. Reviewed the proposal for the Engagement of Services of the Third-Party for the Conduct of the JHMC Customer Satisfaction Measurement for CY 2024 and endorsed it to the Board for approval.

IV. Meetings

A total of eleven (11) meetings were conducted by the Governance Committee in 2023.

No.	Date of Meetings
1.	30 January 2023
2.	27 February 2023 (joint meeting with the Risk Management Committee, and Special Committee on CJHDevCo Concerns)
3.	27 March 2023
4.	24 April 2023

No.	Date of Meetings
5.	22 May 2023 (joint meeting with the Risk Management Committee)
6.	19 June 2023
7.	30 August 2023
8.	11 September 2023
9.	25 September 2023 (joint meeting with the Risk Management Committee)
10.	23 October 2023 (joint meeting with the Risk Management Committee)
11.	20 November 2023

V. Attendance Record of the Members

The Attendance Record of the Members of the Governance Committee for CY 2023 is as follows:

Members	Date of Meetings					
	30-Jan	27-Feb	27-Mar	24-Apr	22-May	19-Jun
Oscar T. Fiel	P	P	P	P	P	P
Alejandro F. Fernandez	P	P	P	P	P	P
Rufino G. Ibay Jr.	P	P	P	P	P	P
Gloria F. Peralta	P	P	P	P	P	P

Members	Date of Meetings				
	30-Aug	11-Sep	25-Sep	23-Oct	20-Nov
Oscar T. Fiel	P	P	P	P	P
Alejandro F. Fernandez	P	P	P	NA	NA
Rufino G. Ibay Jr.	EA	P	P	P	P
Gloria F. Peralta	P	P	P	P	P

Legend:

P - present

A - absent

EA - excused absence

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