

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

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**JHMC**

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

**GOVERNANCE  
COMMITTEE  
REPORT**

**CY 2016**

## **I. JHMC Board Governance Committee**

The Governance Committee has four (4) members, to wit:

Chairperson: Silvestre C. Afable Jr.

Members: Gloria F. Peralta  
Atty. Teddy Esteban F. Rigoroso  
Antonio H. Tengco

On January 11, 2016, Dir. Antonio H. Tengco tendered his resignation as a Member of the Committee, which was accepted by the JHMC Board on the same day.

## **II. Committee Members' Responsibilities:**

The Committee shall assist the Board of Directors in fulfilling its corporate governance 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 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; and
4. Recommending the manner by which the Board's performance may be evaluated and proposing an 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 for the year 2016:**

1. Review and approval of the JHMC Performance Scorecard for CY 2017.
2. Review and approval of the Performance Agreement between BCDA and JHMC.
3. Review and approval of the Proposed Quasi-Reorganization of JHMC.
4. Review and approval of the Job Levelling of JHMC positions as validated by the GCG.

5. Review and approval of the JHMC Communications Plan for CY 2016.
6. Review and approval of the Certification of Full Payment of Taxes and Request for Exemption of Payment of Dividends for FY 2015 and Prior Years.
7. Review and approval of the JHMC Corporate Operating Budget for CY 2017.
8. Review and approval of the amended JHMC Policy on Levels of Signing Authority.
9. Review and approval of the Recommendations of the Security Investigation Committee.
10. Review and Signing of the Performance Agreement for 2015-2016 between the Governance Commission for Government-Owned or –Controlled Corporations (GCG) and JHMC.
11. Approval of the 2015 Performance-Based Incentive of the JHMC Board of Directors.
12. Approval of the Disposition of Unserviceable Properties of JHMC.
13. Approval of the Terms of Reference for the Special Economic Zone Administration Department (SEZAD) Information System Design and Development.
14. Review of the Compliance with the Requirements of the Corporate Governance Scorecard for GOCCs.
15. Review of the Report on the Certification of JHMC to ISO 9001: 2008 and Commendation for Development Academy of the Philippines (DAP) Consultancy on ISO 9001: 2008 QMS.
16. Review of the Implementation of the Approved Increase in Authorized Capital Stock of JHMC and Issuance of Stock Certificates for BCDA’s Deposit for Future Subscription.
17. Review of the JHMC Third Quarter Performance Monitoring Report for the CY 2016 Performance Agreement between the Governance Commission for Government-Owned or –Controlled Corporations (GCG) and JHMC.
18. Review of the JHMC DOLF Guidelines as Approved by the GCG and its Application to the Coercion and Contempt of Court Cases.
19. Review of the JHMC Policy on the Issuance of Permits in the John Hay Special Economic Zone.
20. Review of the Proposed JHMC Communications Plan for CY 2017.
21. Review of the Sustainable Forest Management Plan for JHMC.

22. Review and approval of the Recommendations of the Security Investigation Committee.
23. Review of the Charging Notice to be issued to the DENR.
24. Review of the proposed Lease Agreement between JHMC and the Intercontinental Hotels Group.
25. Discussion on the GCG Memorandum Circular No. 2016-01: Compensation Framework for the GOCC Governing Boards.
26. Discussion on the BCDA-Camp John Hay Development Corporation (CJHDevCo) Case and Request of CJHDevCo for Permits.
27. Discussion on the Processing of Applications for the Issuance of Certificates of Ancestral Land Claims in Camp John Hay.
28. Discussion and notation of JHMC Cases.
29. Discussion on the Financial Statements as of March 2016.
30. Discussion on the Financial Statements as of June 2016.

**IV. Meetings for the year 2016:**

A total of 14 meetings were conducted by the Governance Committee in 2016.

<b>No.</b>	<b>Date of Meetings</b>
1.	January 11, 2016 (joint meeting with Special Committee on CJHDevCo Concerns and 19 Conditionalities)
2.	March 07, 2016 (joint meeting with Special Committee on CJHDevCo Concerns and 19 Conditionalities)
3.	April 05, 2016 (joint meeting with Finance Committee)
4.	May 16, 2016 (joint meeting with Finance Committee)
5.	May 23, 2016 (joint meeting with Finance Committee)
6.	June 27, 2016
7.	August 09, 2016 (joint meeting with Finance Committee; and Risk Management Committee)
8.	August 31, 2016 (joint meeting with Risk Management Committee)
9.	September 12, 2016 (joint meeting with Risk Management Committee; and Special Committee on CJHDevCo Concerns and 19 Conditionalities)
10.	September 26, 2016 (joint meeting with Risk Management Committee; and Special Committee on CJHDevCo Concerns and 19 Conditionalities)
11.	October 14, 2016 (joint meeting with Audit Committee; Risk Management Committee; and Special Committee on CJHDevCo Concerns and 19 Conditionalities)

<b>No.</b>	<b>Date of Meetings</b>
12.	October 24, 2016 (joint meeting with Risk Management Committee)
13.	November 07, 2016 (joint meeting with Nominations, Remunerations and Organizational Development Committee)
14.	November 23, 2016 (joint meeting with Finance Committee; Nominations, Remunerations and Organizational Development Committee; Risk Management Committee; and Special Committee on CJHDevCo Concerns and 19 Conditionalities)