

CORPORATE GOVERNANCE SCORECARDS

COMMITTEE CHARTER

1. DESCRIPTION

The Committee's role in ICD is to take the lead in the advocacy, awareness and development of the corporate governance scorecards and its related programs with an aim of improving the corporate governance practices in the Philippines, which thereby enhance the country's overall governance rating.

The Committee is supported by the Corporate Governance (CG) Analytics Team, which acts as 1) its technical working group, 2) is composed of employees of ICD and 3) reports to the CEO of ICD. The Committee shall only exercise advisory functions over the CG Analytics Team and will not in any way, be involved in the actual gathering of the data for the corporate governance scorecards, its assessment and validation activities, such as the scoring, and ranking the covered companies.

2. COMPOSITION

The Committee shall be composed of at least five (5) but not exceeding fifteen (15) members, who must be Fellows and/or Graduate Members in good standing. The Members shall elect from among themselves the Committee Chairperson and Vice Chairperson with tenure of two (2) years. Any vacancies in the Committee shall be filled by appointment of the Committee by simple majority vote. Members of the CG Analytics Team shall act as the permanent secretariat providing technical and administrative support. The Committee shall have a Sponsoring Trustee as appointed by the Board of ICD as the link between the Committee and the Board.

3. RESPONSIBILITIES

The key responsibilities of the Committee are:

- 3.1. To advise on matters pertaining to the development of corporate governance scorecards; including the addition or subtraction of items in the questionnaires should the need arise.
- 3.2. To provide guidance to the CG Analytics Team in terms of interpretations of the

corporate governance scorecards methodologies and contestable areas, if any.

- 3.3. To review, formulate and promote a progressive corporate governance scorecard awareness campaign for all relevant sectors (i.e. PLCs, InsCos, GOCCs and Commercial Banks) in coordination with the CG Analytics Team and other relevant bodies
- 3.4. To provide support to ICD's initiatives to promote Corporate Governance practices in the Philippines
- 3.5. To review results of the corporate governance scorecards, determine which area needs to be address and propose programs with the CG Analytics Team to address the area.
- 3.6. To ensure all Committee Members are aware of the role and how the scorecard system works (by going thru seminar provided by ICD on this topic)
- 3.7. To identify and recruit ICD Fellows and/or Graduate Members that may contribute to the successful execution of the Committees' role and ensure its sustainable practice.

4. PROCEEDINGS

The Committee shall meet at least four (4) times a year or as often as it considers necessary. Any member may call a meeting of the Committee. A quorum for a meeting Committee is simple majority. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in the Committee.

Minutes of the meeting shall be provided to the Committee members within a period of two (2) weeks after the meeting.

5. REPORTING RESPONSIBILITIES

The Committee shall prepare an Annual Report which summarizes the activities and accomplishments of the Committee for the year.

The Committee Chairperson or his/her designate may report regarding the Committee actions and activities and may make recommendations to the ICD Board of Trustees when appropriate in relation to its duties and responsibilities.

6. ADVISORS

The Committee is authorized to request for the opinions of independent advisors, and to secure the attendance of such advisors if it is considered necessary for the proper performance of the Committee's functions under this Charter.

12 September 2019

Reginald Tiu

Chairperson, Corporate Governance Scorecards Committee

William Wayne Tiu Quesang

Vice Chairman, Corporate Governance Scorecards Committee
