

MEMBERSHIP IN BOARD COMMITTEES

(pursuant to Board Resolution Nos. 2022-044 and 2022-054)

Executive and Finance Committee

Chairman : Secretary Jaime J. Bautista / Usec. Roberto C. O. Lim

Vice-Chairman : GM Cesar M. Chiong (July 2022-Aug 2023)
GM Eric Ines C. Jose (Dec 2023-Present)

Members:

Asec. Adrian Carlos Bersamin / AES Gabriel Lorenzo Ignacio (OP)
Sec. Jesus Crispin Remulla / Usec. Geronimo L. Sy (DOJ)
DG Manuel Antonio L. Tamayo / DDG Danjun G. Lucas (CAAP)
Dir. Primitivo Y. Garcia, III (Private Sector)

Audit, Risk Management and Security Committee

Chairman : Sec. Benjamin Diokno
Usec. Mark Dennis Y.C. Joven (July 2022-June 2023)
Asec. Glenda Rumohr-Figueroa (DOF) (Sept 2023-Present)

Members:

Sec. Ma. Esperanza G. Frasco / Usec. Shalimar Hofer Tamano (DOT)
Asec. Adrian Carlos Bersamin / AES Gabriel Lorenzo Ignacio (OP)
Dir. Leopoldo M. Ubaldo (Private Sector)

Governance Nomination and Remuneration Committee

Chairman : Secretary Jaime J. Bautista / Usec. Roberto C. O. Lim

Vice-Chairman : GM Cesar M. Chiong (July 2022-Aug 2023)
GM Eric Ines C. Jose (Dec 2023-Present)

Members:

Sec. Ma. Esperanza G. Frasco / Usec. Shalimar Hofer Tamano (DOT)
DG Manuel Antonio L. Tamayo / DDG Danjun G. Lucas (CAAP)

**COMPOSITION OF BOARD COMMITTEES
(Board Resolution No. 2022-044)**

EXECUTIVE & FINANCE COMMITTEE		
<ul style="list-style-type: none"> • Filling of vacancies in the Board or in the Executive Committee; • Amendment or repeal of any resolution of the Board which, by its express terms, cannot be amended or subject to repeal; and • Exercise of powers delegated by the Board exclusively to other committees. 	<p>Chairman</p> <p>Vice -Chairman</p> <p>Members</p>	<p>: DOTr</p> <p>: MIAA</p> <p>: OP DOJ CAAP Private Sector</p>

AUDIT, RISK MANAGEMENT AND SECURITY COMMITTEE		
<ul style="list-style-type: none"> • Overseeing, monitoring and evaluating the adequacy and effectiveness of the Authority' s internal control system, engaging and providing oversight relative to the Authority's internal and external auditors, and coordinating with the Commission on Audit (COA); • Reviewing and approving audit scope and frequency, the annual internal audit plan, quarterly, semi-annual and annual financial statements before submission to the Board, focusing on changes in accounting policies and practices, major judgmental areas, significant adjustments resulting from the audit, going concern assumptions, compliance with accounting standards with tax, legal, regulatory and COA requirements; • Receiving and reviewing reports of internal and external auditors and regulatory agencies, and ensuring that Management is taking appropriate corrective actions in a timely manner in addressing control and compliance functions with regulatory agencies; 	<p>Chairman</p> <p>Member</p>	<p>: DOF</p> <p>: DOT OP Private Sector</p>

<ul style="list-style-type: none"> • Ensuring that internal auditors have free and full access to all the Authority's records, properties and personnel relevant to and required by its function and that the internal audit activity shall be free from interference in determining its scope, performing its work and communicating its results; and • Developing a transparent financial management system that will ensure the integrity of internal control activities throughout the Authority through a procedures and policies handbook that will be used by the entire agency. • Perform oversight risk management functions specifically in the areas of managing credit, market, liquidity, operational, legal, reputational and other risks of the agency, as well as crisis management, which shall include receiving from Senior Management periodic information on risk exposures and risk management activities; • Develop the Risk Management Policy of the Authority, ensuring compliance with the same and ensuring further that the risk management process and compliance are embedded throughout the operations of the Authority especially at the Board and Management level; and • Provide quarterly reporting and updating the Board on key risk management issues as well as ad hoc reporting and evaluation on investment proposals. 		
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GOVERNANCE, NOMINATION & REMUNERATION COMMITTEE		
<ul style="list-style-type: none"> • Filling of vacancies in the Board or in the Executive Committee; 	Chairman Vice-Chairman	: DOTr : MIAA

<ul style="list-style-type: none"> • Overseeing the periodic performance evaluating of the Board and its committees and Management, and also conducting an annual self-evaluation of their performance; • 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; • 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 • Recommending the manner by which the Board's performance may be evaluated and proposing objective performance criteria to be approved by the Board. • Installing and maintaining a process to ensure that Officers to be nominated or appointed shall have the qualifications and none of the disqualifications mandated under the law, rules and regulations; • Reviewing and evaluating the qualifications of all persons nominated to positions in the Authority which require appointment by the Board; • Recommending to the GCG nominees for the shortlist in line with the Authority's Board composition and succession plan; and • Developing recommendations to the GCG for updating the Compensation and Position Classification System (CPCS) and ensuring that the same continues to be consistent with the Authority's culture, strategy, control, environment, as well as the pertinent laws, rules and regulations. 	Member	: DOT CAAP
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Committee Compensation granted to members of Board of Directors for attendance in meetings. (Php12,000.):

- **Per Diem - for Appointive Directors**
- **Reimbursable Expenses - for Ex-Officio**