

CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Corporate Governance Committee is in charge of assisting the board of directors in fulfilling its corporate governance responsibilities.

A. Membership

1. The Corporate Governance Committee shall be composed of at least three (3) members of the Board of Directors, majority of whom shall be independent directors including the chairperson.
2. The Board of Directors shall have the power to remove and replace the members, and fill vacancies in the Corporate Governance Committee.

B. Duties and Responsibilities

1. The Committee shall oversee the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the corporation's size, complexity of operations and business strategy, as well as its business and regulatory environments;
2. The Committee shall oversee the periodic performance evaluation of the Board and its committees as well as the executive management, and conducts an annual evaluation of the said performance;
3. The Committee shall ensure that the results of the Board evaluation are discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
4. The Committee shall recommend the continuing education/training programs for directors, assignment of tasks/projects to board committees, succession plan for the board members and senior officers, and remuneration packages for corporate and individual performance.
5. The Committee shall adopt corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance;
6. The Committee shall propose and plan relevant trainings for the members of the Board.

C. Meeting and Access

1. The Committee shall meet every third Wednesday of the month at 3:00 PM at the Corporation's Board Room or such other date and time as may be agreed upon by the members.

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D. Quorum and Voting

A majority of the members of the Committee shall constitute a quorum and every decision of at least a majority of the Committee members present at a meeting at which there is a quorum shall be valid, unless a specific number of votes is required by existing laws and regulations.

E. Charter Review

The Board shall review and assess the adequacy of this charter annually or as the need arises.