

**CORPORATE GOVERNANCE PRINCIPLES
AND LEADING PRACTICES
FOR
PACIFIC UNION INSURANCE COMPANY**

Pursuant to the national policy to institute corporate governance reforms in order to achieve policy holder and market investor confidence; sustain the growth of the insurance thereby contributing to country economic well-being.

The objectives of this Circular are to enhance the corporate accountability of insurers and intermediaries, promote the interests of their stakeholders specifically those of the policyholders, claimants and creditors.

A. Definitions

1. *Corporate Governance* – is the system by which companies are directed and managed. It influences how the objectives of the company are set and achieved, how risk is monitored and assessed, and how performance is optimized.
2. *Board of Directors* – refers to the collegial body that exercises the corporate powers of all corporations formed under the Corporation Code. It conducts all business and controls or holds all properties of such corporations.
3. *Management* – refers to the body given the authority to implement the policies determined by the Board in directing the course/business activity/ies of the corporation.
4. *Executive Director* – refers to a director who is at the same time appointed to head a department/unit within the corporate organization.
5. *Non-Executive Director* – refers to a Board member with non-executive functions.
6. *Independent Director* - refers to a person other than an officer or employee of the corporation, its parent or subsidiaries, or any other individual having any relationship with the corporation, which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. This means that apart from the director's fees and shareholdings, he should be independent of management and free from any business or other relationship that could materially interfere with the exercise of his independent judgment.

7. *Control* – exists when the parent owns directly or indirectly through subsidiary more than one half of the voting power of an enterprise unless, in exceptional circumstance, it can be clearly demonstrated that such ownership does not constitute control. Control may also exist even when ownership is one half or less of power of an enterprise when there is:
- a) power more than one half of the voting rights by virtue of an agreement with other stockholders; or
 - b) power to govern the financial and operating policies of the enterprise under a statute or an agreement; or
 - c) power to appoint or remove the majority of the members of the board of directors or equivalent governing body; or
 - d) power to cast the majority votes at meetings of the board of directors or equivalent governing body; or
 - e) any other arrangement similar to any of the above.
8. *Internal Control* – refers to the process effected by the company's Board of Directors, management and other personnel, designated to provide reasonable assurance regarding the achievement of objectives in the effectiveness and efficiency of operations, the reliability of financial reporting, and compliance with applicable laws, regulations, and internal control policies.
9. *Internal Control Environment* – refers to the framework under which internal controls are developed, implemented, alone or in concert with other policies or procedures, to manage and control a particular risk or business activity, or combination of risks or business activities, to which the company is exposed.
10. *Business Risk* – the threat that an event or action will adversely affect an organization's ability to achieve its business objectives and execute its strategies successfully.
11. *Actuarial Risk* – risk which an insurance underwriter covers in exchange for premiums.
12. *Risk management* – procedure to minimize the adverse effect of a financial loss by (a) identifying potential sources of loss; (b) measuring the financial consequences of a loss occurring; and (c) using controls to minimize actual losses or their financial consequences
13. *Internal Auditing* – refers to an independent, objective assurance and consulting activity designed to add value and improve an organization's operation. It helps

an organization accomplish its objectives by bringing a systematic, and disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.

14. *Internal Audit Department* – refers to a department, division, team of consultants, or other practitioner/s that provide independent, objective assurance and consulting services designed to add value and improve an organization's operation.
15. *Independence* – refers to that environment which allows the person to carry out his/her work freely and objectively.
16. *Objectivity* – refers to an unbiased mental attitude that requires a person to carry out his/her work in such manner that he/she has an honest belief in his/her work product and that no significant quality compromises are made. Objectivity requires the person not to subject his/her judgment to that of others.
17. *Standards for the professional Practice Internal Auditing (SPPIA)* – refers to the criteria by which the operations of the internal auditing department are evaluated and measured. They are intended to represent the practice of internal auditing as it should be, provide a framework for performing and promoting a broad range of value-added internal audit activities and foster improved organizational processes and operations.
18. *Stakeholders* – refers to the group of company owners, officers and employees, policyholders, suppliers, creditors and the community.
19. *Parent* – is a corporation who has control over another corporation directly or indirectly through one or more intermediaries.
20. *Related Company* – means another company which is: (a) its parent or holding company; (b) its subsidiary or affiliate; or (c) a corporation where an insurance company or its majority stockholders owns such number of shares which allow/enable him to elect at least one (1) member of the board of directors or a partnership where such majority stockholder is a partner.
21. *Substantial or Major Shareholder* – shall mean a person, whether natural or juridical, owning such number of shares that will allow him to elect at least one (1) member of the board of directors of an insurance company or who is directly or indirectly the registered or beneficial owner of more than ten (10%) of any class of its equity security.
22. *Majority Stockholder or Majority Shareholder* – means a person, whether natural or juridical, owning more than fifty (50%) of the voting stock of an insurance company.

23. *Subsidiary* – means a corporation more than fifty (50%) of the voting stock of which is owned and controlled directly or indirectly through one or more intermediaries by an insurance company.
24. *Affiliate* – is a juridical person that directly or indirectly through one or more intermediaries, is controlled by, or is under common control with the insurance companies or its affiliates.
25. *Related interests* – shall mean individuals related to each other within the fourth consanguinity or affinity, legitimate or common law, and two or more company owned or controlled by a single individual or by the same family group or the same group of persons.

II The Board

Principles:

Every company should be headed by an effective Board to lead and control the company and ensure its success.

- provide entrepreneurial leadership of the company within a framework of prudent and effective controls which enable risks to be assessed and managed.
- set the companies' strategic aims.
- ensure that the necessary financial and human resources are in place for the company to meet its objectives and review management performance.
- set the companies' values and standards
- ensure that its obligation to shareholders and others are understood and met.

Essential standards:

1. The Board shall meet regularly to discharge its duties efficiently.
2. The company, shall, in its annual report include a statement of how the Board operates, types of decisions to be followed by the board and those that are to be delegated to management.

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3. The company's annual report shall identify the chairman, the vice-chairman (if there is one), the independent director and the chairmen and members of the nomination, audit and remuneration committees.
4. The company's annual report shall also disclose the number of meetings of the Board as well as those of the committees and attendance by its directors.
5. The Chairman of the Board shall hold meetings with the non-executive director without the executives' presence to evaluate the executives performance.
6. The non-executive directors, led by the independent director, shall meet annually without the chairman's presence to apprise the chairman's performance and on other such occasions deemed appropriate.
7. All concerns of the directors about running the company shall be recorded in the minutes of the Board.
8. The company shall arrange for an appropriate insurance cover with respect to legal action against its directors in relation to their official functions.

A. Responsibilities of the Board

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Essential standards

The Board shall:

1. review and adopt a strategic plan for the company
2. oversee the conduct of the company's business to ensure that the business is being properly managed and dealings with policyholders, claimants and creditors are fair and equitable.
3. identify principal business risks and ensure the implementation of appropriate risk management systems to specifically manage the underwriting, reinsurance, investment, financial, and operational risks of the company.
4. approve corporate policies in core areas of operations, specifically underwriting, investments, reinsurance and claims management.
5. plan succession, including appointing, training, fixing the compensation of, and where appropriate, replacing senior management.

6. develop and implement an investor relations program or adopt shareholder communications policy for the company.
7. review the adequacy and the integrity of the company's internal control systems and management information systems including systems for compliance with the Insurance Code and other applicable laws, regulations, rules, directives and guidelines.
8. select and appoint officers who are qualified to administer insurance affairs soundly and effectively and to establish an adequate selection process for all personnel.
9. apply fit and proper standards on personnel. It must have integrity, technical expertise and experience in the institution's business, either current or planned, which should be the key considerations in the selection process.
10. establish an appropriate compensation package for all personnel that are consistent with interest of all its stakeholders.
11. review and approve material transactions not in the company's ordinary course of business.
12. establish a system of check and balance which applies to the Board and its members.
13. have an appropriate reporting system so that the Board can monitor, assess and control the performance of Management.
14. present to all its members and shareholders a balanced and understandable assessment of the company's performance and financial condition.
15. appoint a Compliance Officer who shall be responsible for coordinating, monitoring and facilitating compliance with existing laws, rules and regulations.
16. the Board shall be entitled to the services of a Corporate Secretary who must ensure that all appointments are properly made, that all necessary information are obtained from directors, both for the company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the requirements of the Insurance Commission and other regulatory agencies.

B. Constitution of an Effective Board

Essential standards:

1. The Board shall be composed of seven (7) members elected by shareholders.
2. The Corporation shall ensure that there is at least two (2) independent directors in the Board.
3. The Board shall endeavor to include a balance of executives and non-executive directors, such that, no individual or small group of individuals can dominate the Board's decision making.
4. Considering that the insurance business is imbued with public interest, the Role of the Chairman and Chief Executive Officer shall in principle be separate, to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making.
5. Where the roles are combined, there shall be a strong independent element on the Board. Check and balance shall be clearly provided for, to help ensure that independent outside views, perspectives and judgments are given proper hearing on the Board. The Chairman of the Board shall be a non-executive director.
6. Non-Filipino citizens may become members of the Board of Directors of an insurance company to the extent of the foreign participation in the equity of said insurance company. Provided, that pursuant to Section 23 of Corporate Code of the Philippines (BP Blg. 68) a majority of the directors must be residents of the Philippines.

C. Board Balance and Independence

Board Balance

Essential standards:

1. The Board shall include a balance of executive directors and non-executive directors (particularly independent non-executive directors) such that no individual or small group of individuals can dominate the Board's decision making.
2. Only the Committee Chairman and members are entitled to be present at the nomination, audit or remuneration committee hearings but others may attend at the invitation of a particular committee.

3. The Board shall identify in its annual report any non-executive director it considers to be independent.
4. The Board shall determine whether a director is independent in character and judgment or there are relationships or circumstances which are likely to affect the director's judgment.

Multiple Board Seats

Essential standards:

1. The optimum number or directorships shall be generally related to the capacity of a director in performing his duties diligently.
2. The CEO and other executive directors shall submit themselves to a low indicative limit (four or lower) on membership in other corporate boards.
3. The same low limit also applies to independent non-executive directors who serve as full-time executives in other corporations.
4. There can be a higher indicative limit (five or lower) for other directors who hold non-executive position in any corporation. In any case, the capacity of directors to serve with diligence shall not be compromised.

C. Appointments to the Board

Essential standards:

1. There shall be a formal, rigorous and transparent procedures for the selection and appointment of new directors to the Board.
2. Appointments to the Board shall be made on merit and against subjective criteria.
3. Careful deliberation and consideration shall be done to ensure that appointees have enough time for the job. This is particularly important in the case of Chairmanship.
4. Plans shall be in place for orderly succession to the Board and that of the senior management level in order to maintain a balance of appropriate skills and experiences within the company.
5. To constitute the following committees:

a. Corporate Governance Committee

- a.1 The Committee shall consist of at least three members, majority of whom should be independent directors, including the Chairman.
- a.2 Oversees 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 and business strategy, as well as its business and regulatory environments;
- a.3 Oversees the periodic performance evaluation of the Board and its committees as well as executive management and conducts an annual self-evaluation of its performance;
- a.4 Ensures that the results of the Board evaluation are shared, discussed and that concrete action plans are developed and implemented to address the identified areas for improvement;
- a.5 Recommends continuing education/training programs for directors, assignment of task/projects to board committees, succession plan for the board members and senior officers, and remuneration packages for corporate and individual performance;
- a.6 Adopts corporate governance policies and ensures that these are reviewed and updated regularly and consistently implemented in form and substance;
- a.7 Proposes plans relevant trainings for the members of the Board;
- a.8 Determines the nomination and election process for the company's directors and has the special duty of defining the general profile of board members that the company may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board; and
- a.9 Establishes a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers that is consistent with the corporation's culture and strategy as well as the business environment in which it operates.

b. The Audit Committee

- b.1 The Committee shall consist of at least three members, majority of whom should be independent directors, including the Chairman.
- b.2 Provides oversight of the institution's internal and external auditors.
- b.3 It shall be responsible for the setting-up of internal audit department, and the appointment of the internal auditors as well as of independent external auditors.
- b.4 It shall monitor and evaluate the adequacy and effectiveness of the internal control system of the company.

c. The Board Risk Oversight Committee

- c.1 The Committee shall consist of at least three members, majority of whom should be independent directors, including the Chairman.
- c.2 Develops a formal enterprise risk management plan which contains the following elements: (a) common language or register of risk, (b) well defined risk management goals, objectives and oversight, (c) uniform processes of assessing risk and developing strategies to manage prioritized risks, (d) designing and implementing risk management strategies, and (e) continuing assessments to improve risk strategies, processes and measures;
- c.3 Oversees the implementation of the enterprise risk management plan through a Management Risk Oversight Committee. The BROOC conducts regular discussions on the company's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risk;
- c.4 Evaluates the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The BROOC revisits defined risk management strategies, looks for emerging or changing material exposures and stays abreast of significant developments that seriously impact the likelihood of harm or loss;
- c.5 Advises the Board on its risk appetite levels and risk tolerance limits;

- c.6 Reviews at least annually the company's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the company;
- c.7 Assesses the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the corporation and its stakeholders;
- c.8 Provides oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the corporation. This includes regularly receiving information on risk exposures and risk management activities from Management; and
- c.9 Reports to the Board on a regular basis, or as deemed necessary, the company's materials risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary.
- d. The Related Part transaction Committee
 - d.1 The Committee shall consist of at least three members, majority of whom should be independent directors, including the Chairman.
 - d.2 Evaluates on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice-versa) are captured. Related parties, RPTs and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;
 - d.3 Evaluates all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions, In evaluating RPTs, the Committee takes into account, among others, the following:
 - a. The related party's relationship to the company and interest in the transaction;
 - b. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
 - c. The benefits to the corporation of the proposed RPT;
 - d. The availability of other sources of comparable products or services; and
 - e. An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The company should have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs;
 - d.4 Ensures that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the company's RPT exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure should include information on the approach to managing material conflicts that could arise as a result of the company's affiliation or transactions with other related parties;
 - d.5 Reports to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;
 - d.6 Ensures that the transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process; and
 - d.7 Oversees the implementation of the system for identifying, monitoring, measuring, controlling and reporting RPTs, including a periodic review of RPT policies and procedures.

E. Members of the Board

Essential standards:

1. All directors shall make decisions objectively in the interests of the company.
2. Non-executive director shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the performance report.
3. Non-executive directors shall constructively challenge and help develop strategic proposals for the company.
4. Non-executive directors shall satisfy themselves of the integrity of financial informations and financial controls as systems of risk management are robust and defensible.

A. Qualifications

1. Directors

- Directors sitting on the board in any insurance entity shall be possessed of the necessary skills, competence and experience, in terms of management capabilities preferably in the field of insurance or insurance-related disciplines. In view of the judiciary nature of insurance obligations, directors shall also be persons of integrity and credibility.
- Every director shall own at least one (1) share of capital stock of the corporation whose share should be in his name and recorded in the books of the corporation.
- Each director shall be at least twenty five (25) years of age at the time of his appointment.
- Every director must have attended a special seminar on corporate governance conducted by a training provider accredited by the Insurance Commission.
- The Board may establish a fixed retirement age policy for directors.

2. Independent Directors

- An independent director shall be one who has not been an officer or employee of the corporation, its subsidiaries or affiliates or related interests for at least three (3) years immediately preceding his term or incumbency;
- He or she is not a director or officer of the related companies of the institution's majority shareholders;
- He or she is not a majority shareholder of the company, any of its related companies, or of its majority shareholder;
- He or she is not acting as nominee or representative of any director or substantial shareholder of the company, any of its related companies, or any of its substantial shareholders; and
- He or she is free from any business or other relationships with the institution or any of its major stockholders which could materially interfere with the exercise of his judgment, i.e., has not engaged and does not engage in any transaction with the institution, or any of its related companies or any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner director or a shareholder.

B. Disqualification

1. Permanently Disqualified

Directors/officers/employees permanently disqualified from holding a director position:

- Persons who have been convicted by final judgment of the court for offenses involving dishonesty or breach of trust such as estafa, embezzlement, extortion, forgery, malversation, swindling and theft;
- Persons who have been convicted by final judgment of the court for violation of insurance laws;
- Persons who have been judicially declared insolvent, spendthrift or unable to enter into a contract; or

- Directors, officers or employees of closed insurance companies or any insurance intermediaries who were responsible for such institution's closure as determined by the Insurance Commission.

2. Temporarily Disqualified

Directors/officers/employees disqualified from holding a director position for a specific/indefinite period of time:

- Persons who refuse to fully disclose the extent of their business interests when required pursuant to a provision of law or of a circular, memorandum or rule or regulation of the Insurance Commission. This disqualification shall be in effect as long as the refusal persists;
- Directors who have been absent or who have not participated for whatever reasons in more than fifty percent (50%) of all meetings, both regular and special of the Board of Directors during their incumbency, or any twelve (12) month period during said incumbency. This disqualification applies for purposes of the succeeding elections;
- Persons convicted for offenses involving dishonesty, breach of contract or violation of insurance laws but whose conviction has not yet become final and executory;
- Directors and officers of closed insurance companies and insurance intermediaries pending clearance from the Insurance Commission;
- Directors disqualified for failure to observe/discharge their duties and responsibilities prescribed under existing regulations. This disqualification applies until the lapse of the specific period of disqualification by the Insurance Commission;
- Directors who failed to attend the special seminar on corporate governance. This disqualification applies until the director concerned had attended such seminar;
- Persons dismissed/terminated from employment for cause. This disqualification shall be in effect until they have cleared themselves of involvement in the alleged irregularity;
- Those under preventive suspension;
- Persons with derogatory records with the NBI, court, police, Interpol and insurance authorities of other countries (for foreign directors) involving violation of any law, rule or regulation of the government or any of its instrumentalities adversely affecting the integrity and/or ability to

discharge the duties of an insurance director. This disqualification applies until they have cleared themselves of involvement in the alleged irregularity;

- Persons who are delinquent in the payment of their obligations as defined hereunder:
 - a. Delinquency in the payment of obligations means that obligations of a person with the insurance company or its related companies where he/she is a director or officer; or at least two obligations with other insurance companies, under different credit lines or loan contracts;
 - b. Obligations shall include all borrowings from an insurance company, or its related companies obtained by:
 - 1. A director or officer for his own account or as the representative or agent of others or where he/she acts as a guarantor, endorsers, or surety for loans from such institutions;
 - 2. The spouse or child under the parental authority of the director or officer;
 - 3. Any person whose borrowings or loan proceeds were credited to the amount of, or used for the benefit of a director or officer;
 - 4. A partnership of which a director or officer, or his/her spouse is the managing partner or a general partner owning a controlling interest in the partnership; and
 - 5. A corporation, association or firm wholly-owned or majority of the capital is contributed by any or a group of persons mentioned in the foregoing items 1,2, and 4:

This disqualification should be in effect as long as the delinquency persists.

C. Duties and Responsibilities

- 1. Directors and Independent Directors shall:
 - Conduct fair business transaction with the insurance company to ensure that personal interest does not bias board decisions.

- Directors, whenever possible, avoid situations that would give rise to a conflict of interest. If transactions with the institutions cannot be avoided, it should be done in the regular course of business and upon terms not less favorable to the institution than those offered to others. The basic principle to be observed is that a director shall not use his position to make profit or to acquire benefit or advantage for himself and/or his related interests. He shall avoid situations that would compromise impartiality.
- Act honestly, in good faith, and with loyalty to the best interest of the institution, its stockholders, (regardless of the amount of their stockholdings) and other stakeholders such as its policyholders, investors, borrowers, other clients and the general public. A director must always act in good faith with care which an ordinarily prudent man would exercise under similar circumstances, while a director shall always strive to promote the interest of all stockholders. He shall also give regards to the rights and interests of other stakeholders.
- Devote time and attention necessary to properly discharge their duties and responsibilities. Directors shall devote sufficient time to familiarize themselves with the institution's business. They must constantly be aware of the institution's condition and be knowledgeable enough to contribute meaningfully to the board's work. They must attend and actively participate in board and committee meetings, request and review meeting materials, ask questions and request explanations. If a person cannot give sufficient time and attention to the affairs of the institution, he should neither accept his nomination nor run for election as member of the board.
- Act judiciously. Before deciding on any matter brought before the board of directors, every director shall thoroughly evaluate the issues, ask questions and seek clarifications when necessary.
- Exercise independent judgment. A director shall view each problem/situation objectively. When a disagreement with others occur, he shall carefully evaluate the situation and state his position. He shall not be afraid to take a position even though it might be unpopular. Corollarily, he shall support plans and ideas that he thinks will be beneficial to the institution.
- Have a working knowledge of the statutory and regulatory requirements affecting the situation, including the contents of its articles of incorporation and by-laws, the requirements of the Insurance Commission, and where applicable, the requirements of other government agencies. A director shall also keep himself informed of the industry developments and business trends in order to safeguard the institution's competitiveness.

- Observe confidentiality. Directors must observe the confidentiality of non-public information acquired by reason of their position as directors. They may not disclose said information to any other person without the authority of the Board.
- Insurance companies shall furnish all of their directors a copy of the specific duties and responsibilities of the Board of Directors as well as the specific duties and responsibilities of a director within thirty (30) working days, in case of incumbent directors and at the time of election in case of directors elected after the issuance of the Corporate Governance Code.
- The directors concerned shall each be required to acknowledge receipt of the copies of such specific duties and responsibilities and shall certify that they fully understand the same.
- Directors should appoint a Corporate Secretary who shall be a Filipino Citizen capable of carrying out the duties to which the post entails and his removal shall be a matter for the entire Board to decide. The Corporate Secretary shall submit to the Commission, at the end of every fiscal year, an annual certification as to the attendance of the directors during Board meetings.

F. Board Remuneration

Essential standards:

1. Levels of remuneration shall be sufficient to attract and retain the quality of directors to run the company successfully.
2. Significant proportion of executive directors' remuneration is structured so far as to link rewards to corporate and individual performance.
3. Levels of remuneration of non-executive directors shall reflect their experiences, responsibilities and performances.
4. The performance-related elements of remuneration shall form a significant proportion of the total remuneration package of executive directors and shall be designed to align their interests with those of shareholders and to give these directors keen incentives to perform at the highest levels.
5. Designate amount of remuneration which shall be at sufficient level to attract and retain directors and officers needed to run the company successfully.

6. Levels of remuneration for non-executive directors shall reflect the time commitment and responsibilities of the office or position. Remuneration for non-executive directors shall not include share options. If, options are granted, shareholders approval shall be sought in advance and any share acquired by way of an exercise of an option shall be held at least one year after the non-executive director leaves the board. Holding of share options is relevant to determine the non-executive director's independence.
7. Notice or contract periods shall be set at least one year or less. If it is necessary to offer longer notice or contract periods to new directors recruited from outside, such periods shall be reduced to one year or less after the initial period.
8. There shall be formal and transparent procedures for developing policy on executive remuneration and for fixing the remuneration packages of individual directors.
9. No director shall be involved in deciding his or her own remunerations.
10. A form shall be developed on Full Business Interest Disclosure as part of the pre-employment requirements. For all incoming officers and senior managers, they shall declare under penalty of perjury all their existing business interests or shareholdings that may directly or indirectly affect the performance of their duties.
11. Provide in the corporation's annual report information and proxy statements a clear, concise and understandable disclosure of compensation of its executive officer for the previous fiscal year and the ensuing year.
12. Review the existing Human Resources Development or Personal Handbook, to strengthen provisions on conflict of interest, salaries and benefit policies, promotion and career advancement directories and compliance of the personnel concerned with all statutory requirements that must be periodically met in their respective posts.

G. Performance Evaluation

1. A formal and rigorous annual evaluation of the Board's own performances and that of its committees and individual directors shall be undertaken.
2. The chairman shall act on the results of the performance evaluation by recognizing the strengths and addressing the weaknesses of each director. He may propose appointment of new members to the Board or seek the resignation of directors.

3. Performance evaluation of the Board, its committees and its individual directors shall be conducted and reported in the annual report.
4. Performance evaluation of the Chairman shall be made by non-executive directors, led by the senior independent director, taking into account the views of executive directors.

H. Election/Re-elections

Essential standards:

1. All directors shall be subject to votation by shareholders at the first annual general meeting after their nomination, and to re-election thereafter at intervals of no more than three years. The names of directors submitted for election or re-election shall be accompanied by sufficient biographical details and any other relevant informations to enable shareholders to have knowledge of their decision on their election.
2. Each director shall represent all shareholders and shall be in a position to participate independently and objectively.
3. Non-executive directors shall be elected for a specified term and removed in accordance with the Corporation Code of the Philippines.

I. Information and Professional Development

Essential standards:

1. The chairman shall be responsible for ensuring that the directors receive an accurate, timely and complete information.
2. The chairman shall ensure that the directors continually update their skills, knowledge and familiarity with the company's goals and objectives in order to fulfill their roles in the Board and/or board committees.
3. The company shall provide the necessary resources in developing and updating its directors' knowledge and capabilities.
4. The Corporate Secretary through the Chairman shall be responsible for advising the Board about governance matters.
5. The Chairman shall ensure that as an integral element of the process of appointing new directors, the company provides an orientation and education program for new recruits to the Board.

6. The Board shall ensure that directors, especially non-executive directors, have access to independent professional advice at companies expense to discharge their responsibilities as directors. Committees shall be provided with sufficient resources to undertake their duties.
7. All directors shall have access to the advices and services of the Corporate Secretary, who is responsible to the Board for ensuring that Board procedures are complied with. Both the appointment and removal of the Corporate Secretary shall be decided by the Board.

III. Accountability and Audit

A. Financial Reporting – Audit Commitment and Auditors

Principle:

- The Boards responsibility to present a balanced and understandable assessment of the company's financial position and projects.

Essential standards:

1. The Board shall ensure that it has a timely and accurate disclosure of all material matters, including the financial condition, performance, ownership and governance of the corporation.
2. A fair and timely cost-efficient access to relevant informations shall be provided to all parties having legitimate interest in the corporation. Key financial information should be readily available to shareholders, policyholders, creditors and claimants.
3. The Board and the senior management level shall receive regular reports on key aspects of the operations of the company. This shall include an analysis of premium growth, underwriting performance, investment results, claims management and credit control, which could provide a sound basis for assessing and identifying real and potential problems by formulating appropriate policies and strategies thereof.
4. The Board shall ensure faithful compliance with the financial and other reportorial requirements under the Insurance Code using a standard format provided by the Insurance Commission.

B. Internal Control and Risk Management

1. The Board shall ensure that an effective system of control is in place for safeguarding the corporation's assets.
2. Major risks facing the corporation which are likely to affect the performance and financial condition of the corporation (including underwriting risk, reinsurance risks, investment risk, geographical risk, operational risk and legal risk) and the approach taken by management in dealing with these risks, shall be reported to the Board to enable the latter to effectively address said risks.
3. The Board shall ensure that reports accurately reflect the financial condition and the results of corporate operations.
4. The board shall regularly review the system of securing adherence to key internal policies as well as to significant laws and regulations that apply to it. An effective and comprehensive internal audit of the corporation's internal control system shall be carried out by independent and competent staff. Audit findings and recommendations shall be reported to the Board and the senior management level of the corporation.
5. The Board shall protect shareholders' value through adequate financial controls. The Board shall foster and encourage a corporate environment of strong internal control, fiscal accountability, high ethical standards and compliance with the law and code of conduct.

C. Audit Commitment and Auditors

Essential standards:

1. The Board shall establish an audit committee and internal audit office.
2. The internal audit shall be independent of the activities it audits and shall be done with impartiality and with due professional care.
3. The Board or the Audit Committee shall determine the directors of the internal audit.
4. The Audit Committee shall elevate to international standards the accounting and auditing processes, practices and methodologies.

5. Develop a definitive time table within which the accounting system of the corporation will be 100% International Accounting Standard (IAS) compliant as well as furnishing an accountability statement that will specifically identify officers and/or personnel directly responsible for the accomplishment of such task.
6. Corporate Independence shall be maintained so as not to compromise the interests of policyholders, claimants, creditors, minority shareholders and other stakeholders. Controlling or substantial interest shall be disclosed to the Board, and the latter shall ensure compliance with the provisions of Title 20, Chapter III of the Insurance Code on Holding Companies.

D. Related Party Transaction

1. Overlapping interests in the insurance entity shall be disclosed to the Board and any material transaction involving such interests shall be similarly disclosed.
2. Related-party transaction shall be conducted in terms that are at least comparable to normal commercial practices to safeguard the best interest of the insurance corporation, its policyholders, creditors and claimants. In all cases, the provisions of title 20, Chapter III of the Insurance Code shall be complied with.
3. Related party transactions shall be disclosed fully to the Board. Prior Board approval shall be obtained for related party transactions that are material in nature.

IV. Relations with shareholders

1. Dialogue with shareholder

Principles:

- There shall be a dialogue with shareholders based on the mutual understanding of objectives. The Board as a whole has the responsibility for ensuring that a satisfactory dialogue with shareholders takes place.
- The Board must maintain an effective communications policy that enable both the Board and management to communicate effectively with its shareholders, stakeholders and the general public. This policy must effectively interpret the operations of the company to the shareholders and must accommodate feedback from them, which should be factored into the company's business decisions.
- The Board shall keep in touch with shareholders' opinion in whatever way it is most practical and efficient.

Essential standards:

1. The chairman shall ensure that the views of shareholders are communicated to the Board.
 2. The Chairman shall discuss governance and strategies with major shareholders.
 3. Non-executive directors shall be offered the opportunity to attend meetings with major shareholders and shall be expected to attend when requested by major shareholders.
 4. The senior independent director shall attend sufficient meetings with major shareholders to listen to their views in order to develop a balanced understanding of the issues and concerns of major shareholders.
3. Constructive use of the AGM (Annual General Meeting)

Essential standards:

1. The Board shall use the AGM or Annual \stockholders' Meeting to communicate with investors and encourage their participation.

Encouragement of stockholders & investors

2. The company shall count all proxy votes and, except where a poll is called, shall indicate the level of proxies lodged on each resolution, and the balance for and against the resolution and the number of abstentions, after it has been dealt with on a show of hands.
3. The company ensures that votes cast are properly received and recorded.
4. The Board proposes a separate resolution at the AGM on each material issue (i. e. reports, accounts).
5. The Chairman, directors and members of the Audit, Remuneration and Nomination committees shall be present at the AGM to answer questions.
6. Notices, annual reports including the latest annual Financial Statements of the company shall be given to stockholders at least two (2) weeks prior to the AGM.

V. Public Accountability

Principle:

- As a custodian of public funds, insurance corporations and insurance intermediaries shall ensure that their dealings with the public are always conducted in a fair, honest, and equitable manner.

Essential standards:

1. Officers of insurance corporations shall avoid conflicts of interest.
2. They shall not engage in any unfair or deceptive acts or conduct that constitute unfair trade practices detrimental to policyholders and claimants;

Responsibility for Good Governance

The Board of Directors and the management of the insurance companies and intermediaries shall commit themselves to the principles and leading practices contained in this Code of Corporate Governance. The Board, the management, employees and shareholders, who believe that corporate governance is a necessary component of what constitutes sound strategic business management, will undertake every effort necessary to create awareness within the organization.

To insure adherence to Corporate Governance Principles and Leading Practices, the Chairman of the Board shall designate a Compliance Officer who shall hold at least the position of Vice President or its equivalent. He shall have direct reporting responsibilities to the Chairman of the Board.

Implementation and Enforcement

Insurers and intermediaries are enjoined to strive towards the best practice applications over time to raise their corporate governance practices to international standards.

Consistent with a disclosure-based approach to implementation and enforcement, insurers and intermediaries are required to make general disclosure report briefly describing the manner in which the corporate governance principles are applied and leading practices are observed.

The report to be prepared under the heading "Corporate Governance" shall be submitted thirty (30) days after every end of a semester.

For strict compliance.

CORPORATE GOVERNANCE Self-Assessment Activity

1. Self-assessment Activity

Insurance Companies are expected to carry out a self-evaluation to determine whether the Principles of Corporate Governance are being observed in their own company. Through this assessment exercise, the company can identify their strengths and weaknesses. This evaluation system will help in developing, prioritizing and implementing action plans that are necessary to bring out improvements in their own company.

2. Parts of the self-assessment Activity

- a. The Summary of Self Assessment – companies are required to summarize their assessments of their observance of each principle and leading practices. Where principles are not observed, companies should include reasons and action plans for attaining observance.
- b. The Self-Assessment Questionnaire – This lists the essential standards of the Code on Corporate Governance. Companies are required to present a qualitative assessment of the observance with each principle. Responses to this questionnaire will form the basis for the Summary Assessment.

3. Assessment Methodology

Essential standard should be assessed using three categories: **observed**, **not observed** and **not applicable**.

For a standard to be considered **observed**, it is usually necessary that the board has the legal authority to perform its tasks and that it exercises this authority to a satisfactory standard.

A standard will be considered **not observed** whenever no substantive progress toward observance has been achieved.

A standard would be considered **not applicable** whenever the standard does not apply given the structural, legal and institutional features of the company.

4. Assessment of essential standards

The level of observance for each principle shows the assessments of the essential standards. A principle will be considered **observed** whenever all the essential standards are considered to be observed or when all the

essential standards are observed except for a number that are considered not applicable.

A principle will be considered **not observed** whenever no extensive progress toward observance has been attained.

A Principle will be considered to be not applicable when the essential standards are considered to be not applicable.

5. Details on submission of returns

Companies are requested to submit both the Summary Assessments and the Self-assessment questionnaire to the Statistics and Research Division, Insurance Commission thirty (30) days after every end of a semester.