

**MINUTES OF GOVCOM (VIA ZOOM) MEETING
COUNTRY BANKERS LIFE INSURANCE CORPORATION
648 T. M. KALAW AVENUE, ERMITA, MANILA
TUESDAY, 12 APRIL 2022
MEETING ID: 313-100-6648 PASSCODE: APRmeet**

<u>Present:</u> <u>(Members)</u>	<u>Whereabouts</u>	<u>Device Used</u>	<u>Agreement to Record the Minutes of Meeting</u>
Angelo Q. Valencia	Pampanga	Ipad	Agreed
Paterno C. Bacani, Jr.	Paranaque City	Ipad	Agreed
Mark R. Bocobo	Mandaluyong City	Ipad	Agreed
Ma. Victoria G. Guingona	Quezon City	Ipad	Agreed
Roberto L. Montelibano	Bacolod City	Ipad	Agreed

(Resource Persons)

Alfredo Alex S. Cruz III	Pasig City	Ipad	Agreed
Geraldine D. Garcia	Manila City	Desktop	Agreed

Absent:

Ernestine C.J.D. Villareal-Fernando

ORDER OF BUSINESS

I. DETERMINATION OF QUORUM

The meeting held electronically (via Zoom) was called to order by the Chairman there being a quorum as certified by the CorSec.

II. READING AND APPROVAL OF THE MINUTES OF PREVIOUS MEETING

- The minutes of the GovCom Meeting held on 11 November 2021, copies of which were furnished to the members present, were read. Upon motion duly made and seconded, the Minutes were approved;

III. MATTERS ARISING OUT OF THE MINUTES OF THE PREVIOUS MEETING

IV. UNFINISHED BUSINESS

STATUS ~ CORPORATE GOVERNANCE MANUAL (CGM):

- The SVP-GM stated that only minimal finishing touches will be done in the CGM.
- She will endeavor to email the CGM to the GovCom and the Board on or before 22 April 2022 so that they can review the same simultaneously, afterwhich special GovCom and Board meetings can be scheduled to approve the CGM prior to the Annual Stockholders Meeting (ASM) on 28 April 2022;

**MINUTES OF GOVCOM (VIA ZOOM) MEETING
COUNTRY BANKERS LIFE INSURANCE CORPORATION
COUNTRY BANKERS CENTRE
648 T. M. KALAW AVENUE, ERMITA, MANILA
FRIDAY, 11 NOVEMBER 2022
MEETING ID: 313-100-6648 PASSCODE: CBnov**

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<u>Present:</u> <u>(Members)</u>	<u>Whereabouts</u>	<u>Device Used</u>	<u>Agreement to Record the Minutes of Meeting</u>
Paterno C. Bacani, Jr.	Paranaque City	Ipad	Agreed
Mark R. Bocobo	Mandaluyong City	MacBook	Agreed
Ma. Victoria G. Guingona	Quezon City	Ipad	Agreed
Roberto L. Montelibano	Bacolod City	Ipad	Agreed
 <u>(Resource Persons)</u>			
Alfredo Alex S. Cruz III	Pasig City	Ipad	Agreed
 <u>Absent:</u>			
Angelo Q. Valencia			

ORDER OF BUSINESS

I. DETERMINATION OF QUORUM

The meeting held electronically (via Zoom) was called to order by the Chairwoman there being a quorum as certified by the CorSec.

II. READING AND APPROVAL OF THE MINUTES OF PREVIOUS MEETING

- The minutes of the GovCom Meeting held on 12 April 2022, copies of which were furnished to the members present, were read. Upon motion duly made and seconded, the Minutes were approved;

III. MATTERS ARISING OUT OF THE MINUTES OF THE PREVIOUS MEETING

IV. UNFINISHED BUSINESS

UPDATE: CORPORATE GOVERNANCE MANUAL:

- The SVP-GM informed the GovCom that the company's Corporate Governance Manual was already submitted to the Insurance Commission (IC).

V. NEW BUSINESS

VI. OTHER BUSINESS

2022 PERFORMANCE REVIEW AND APPRAISAL OF THE MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS:

- The GovCom decided to give each member of the committee the opportunity to submit the Performance Review and Appraisal Ratings for the Board of Directors and Executive Officers on or before 16 November 2022;

**MINUTES OF THE GOVCOM MEETING
COUNTRY BANKERS LIFE INSURANCE CORPORATION
Held at COUNTRY BANKERS CENTRE
648 T. M. KALAW AVENUE, ERMITA, MANILA
WEDNESDAY, 07 DECEMBER 2022**

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<u>Present:</u> <u>(Members)</u>	<u>Agreement to Record</u> <u>the Minutes of Meeting</u>
Paterno C. Bacani, Jr.	Agreed
Mark R. Bocobo	Agreed
Ma. Victoria G. Guingona	Agreed
Roberto L. Montelibano	Agreed
<u>(Resource Person)</u>	
Alfredo Alex S. Cruz III	Agreed
<u>Absent:</u>	
Angelo Q. Valencia	

ORDER OF BUSINESS

I. DETERMINATION OF QUORUM

The meeting was called to order by the Chairman there being a quorum as certified by the CorSec.

II. READING AND APPROVAL OF THE MINUTES OF PREVIOUS MEETING

- The minutes of the GovCom Meeting held on 11 November 2022, copies of which were furnished to the members present, were read. Upon motion duly made and seconded, the Minutes were approved;

III. MATTERS ARISING OUT OF THE MINUTES OF THE PREVIOUS MEETING

IV. UNFINISHED BUSINESS

V. NEW BUSINESS

CRITERIA AND REMUNERATION FOR THE CORPORATE SECRETARY:

- The GovCom recommended the following additional criteria for the Corporate Secretary, to wit:
 - 1) Must be a Lawyer, preferably Corporate Lawyer;
 - 2) Must have at least two (2) years experience;
- Considering the duties and responsibilities of the Corporate Secretary, the GovCom discussed the possibility of giving the Corporate Secretary a monthly remuneration of P30K (P15K from CBLIC and P15K from CBIC). In addition to that, the CorSec will be receiving per diems in all the committee meetings that he/she will be attending, to wit:
 1. Monthly Board Meetings or Twelve (12) Meetings Annually;
 2. Monthly ExCom Meetings or Twelve (12) Meetings Annually;
 3. Quarterly AuditCom Meetings or Four (4) Meetings Annually;
 4. Semi-Annually GovCom Meetings or as the need arises or Two (2) Meetings Annually;

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- The GovCom decided to discuss the matter further at the next GovCom meeting;
- Meanwhile, to give enough time for the GovCom to consider the nominations before presenting its recommendation at the next Annual Stockholders' Meeting, the GovCom decided to set the deadline for submission of nominations for the position of Corporate Secretary on 23 March 2023;

VI. OTHER BUSINESS

VI. ADJOURNMENT

There being no other business to take up, the meeting on motion duly made and seconded, was adjourned.

ALFREDO ALEX S. CRUZ III
Corporate Secretary

Scribe: Alice/