



One ICD. One Community.
One Philippines. One Dream.

20 20

ANNUAL
REPORT



Designed by DG3 Manila:



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MESSAGE FROM THE CHAIRMAN



Mr. Rex C. Drilon II

Even though 2020 brought darkness to the country and globally, it also shed light to humankind and appreciation to life.

While the country is struggling with the COVID crisis, we have seen hundreds of thousands of Filipinos affected or have died; almost 50,000 businesses (MSMEs) have closed; and up to 7.5 million have lost their jobs. The Philippine economy contracted by 2.6% inflation and a GDP per capita growth rate of -9.5% (the lowest in the region) in 2020. More than 40% of families are going hungry and the poverty line has gone back up to the high 20's. Private sector contributions to COVID-related assistance programs have dramatically affected budgets for social responsibility projects. Even government was forced to postpone tax receipts for two months to help people and businesses cope with the severe economic pressures.

With COVID costing lives and triggering economic recession, one wonders how much longer the people and the economy will suffer before things go back to "stable and normal". The persistent question is: Where is governance in all of these?

We, the business community, are united towards one purpose – addressing social inequities and achieving our Dream Philippines. On 05 November 2020, 26 Philippine Business and Professional Associations signed a Covenant for Shared Prosperity in a Convocation for the purpose. Among the signatories were the Institute of Corporate Directors, Institute of Solidarity in Asia, Management Association of the Philippines, Makati Business Club, Financial Executives Institute of the Philippines, Banking Association of the Philippines, American Chamber of Commerce, European Chamber of Commerce of the Philippines together with 16 other organizations.

The Covenant for Shared Prosperity is the Philippine Business Group’s response to the global problem of inequity and inclusivity aggravated by the pandemic. It is anchored on 6 pillars namely: Customers, Employees, Suppliers, Community, Environment, Shareholders wherein we are committed to:

 <p>Recruit, train and develop their employees and managers to be the best that they can be irrespective of gender, alma mater, age, ethnicity and religion; provide just compensation and benefits; promote meritocracy and encourage work-life harmony</p>	 <p>Provide only quality products and services that are of continuing value to their customers</p>	 <p>Treat their goods, service and funds providers fairly, ethically and with respect as they expect these suppliers to treat their own workers in their supply chain the same way</p>
 <p>Be actively involved in the communities where they operate in with particular attention to the needs of the disadvantaged in those communities</p>	 <p>Protect and preserve the environment for the benefit of current and future generations by employing environment-friendly technologies in all aspects of business operations; and</p>	 <p>Deliver reasonable and just returns to and fair treatment of their controlling and non-controlling shareholders.</p>

The Institute of Corporate Directors together with the Philippine Business Group, aims to:

- 

Address inequality in all its forms
- 

Enhance the dignity of human beings
- 

Achieve inclusive development
- 

Mobilize the Philippine Business Group’s human, technical, economic and financial resources
- 

Ensure ethical wealth creation
- 

Share the Prosperity with all stakeholders
- 

Encourage business schools to inculcate and emphasize among the students – current and next generation of leaders and managers – the principles and practices of sharing prosperity

Through raising the bar of good corporate governance, we dream of a beautiful and prosperous Philippines – a country where there is enough for everyone, where no Filipinos is left behind in poverty, where every Filipino family enjoys a life of comfort, and where every child has a future.

Let us dream of a country that can bring out the best in the Filipino people – one that can make the Filipino truly great and respected in the eyes of the world.

Together, let us make this dream happen as one ICD, one community, and one Philippines.



Mr. Rex C. Drilon II
Chairman

MESSAGE FROM THE CHIEF EXECUTIVE OFFICER



Leonardo Jose M. Berba

Dear ICD Members & Colleagues,

It is during the darkest times when every lit candle shines the brightest!

As a country accustomed to crisis, the year 2020 has proven to push us beyond conceivable limits. January 2020 started with Taal Volcano restlessness, soon followed by a “Global Pandemic” caused by a flu-virus which has to-date infected well over 130 million people and taken the lives of over three million people across the globe. Most of the world virtually stood still, turning communities and life as we know it on its head for most of 2020, and continue through and possibly beyond 2021.

With the United Nations declaration of a “global pandemic” early in 2020, many countries were forced to close places of worship, minimize economic activities, and “quarantine” entire communities into isolation, while citizens were required to constantly wear masks and face shields, and maintain social distancing. The results were immediate and damaging. The global, regional, and national economic landscapes have been significantly changed. Many businesses declared bankruptcy resulting in negative economic growth numbers, double-digit unemployment, rising poverty levels. Social costs were also significant: mental health concerns increased and suicide rates among the young and elderly rose to levels never seen before.

However, given that the COVID-19 virus death rate of less than 3%, with a recovery rate much higher than 95%, the global pandemic has exposed another threat to society, probably even worse than the pandemic itself. Through the power of social and mainstream media the information space and global psyche was flooded with a vortex of announcements, news, perspectives, and opinions that inadvertently, but inevitably, created an atmosphere of unprecedented fear and mass confusion. As numerous draconian regulations and mandated measures have been imposed on every level of society and all aspects of life, the uncertainties coupled with the “social media overload” only magnified the negative impact on communities, families, and people. Most affected: Communities in general – Health, Education, Economy as it affects the individual citizen.

As a non-profit organization, 2020 had been existentially challenging. By February, all ICD revenue generating activities were put on hold. By mid-March the entire Philippine economy was in standstill. During the first Board of Trustees meeting in early April, ICD had Cash-on-Hand to keep the institute viable only till mid-May with no light at the end of the tunnel. To survive, ICD needed to rise above the confusion, collectively step back and work together in a joint effort of solidarity.

As a community, the ICD Family did!

The Board of Trustees diligently sought ways to loosen the proverbial financial noose threatening the survival of the institute. Through the heroic efforts of our Trustees led by ICD Chairman 2020-2021 Rex Drilon, ICD was able to secure a P1 Million grant from Security Bank. Our ICD Chairman 2019-2020 Francis Estrada – negotiated with Union Bank a moratorium on the Trident Condominium loan payments. The ICD Team, on the other hand, designed and implemented a painful organizational restructuring and cost reduction program for the year. And when the ICD Team called on our Membership base, our ICD Members pulled through! By the end of July, ICD had exceeded the membership dues collected for total of 2019.

The ICD Team rushed to convert all its public courses, exclusives interventions and public talks into on-line virtual format. To maintain relevance and touchpoints with the companies we serve, through the contributions of its Trustees, Fellows and Members, ICD Team conducted a total of 14 Advocacy webinars between April and July, focusing on topics covering: Bayanihan Law, Government mandates, Digitalization, COVID Health Protocols, Public Health Sector Issues, Corporate Risk Management, etc. By mid-August, we launched our first run of CGOP/PDP courses, and soon after were conducting exclusive programs.

During all these frenetic activities, we continued to maintain and even build stronger relationships with our external partners. We worked closely with our government regulatory bodies – Securities and Exchange Commission, Bangko Sentral ng Pilipinas and Insurance Commission. The pandemic drew the members of the ASEAN Capital Markets Forum even closer – working more closely together and benchmarking with one another. As our presence in social media and our on-line activities picked up – international Institute of Directors from Singapore, Malaysia, and Zimbabwe approached us for partnership opportunities. We were also approached by Center for Creative Leadership (CCL), Center for Asia Leadership (CAL), Entrepreneurs' Organization (EO), among others.



59% of personnel covered by membership dues



414 ICD members end of the year



71% number of members on boards



30% ratio of women members to men



12 new modules



3 research and publications



21 partners



9 automated processes

For Fiscal year 2020, the heroic stories, the participants and contributors are too numerous to mention individually. In summary, despite functioning with 25% less staff, with the help and efforts of all our Governance Champions, Partners, Stakeholders, BOT, Staff, ICD Members, the ICD Team have accomplished the following:

- COH of over P7.8M, Net Income Before Tax & Bonuses of P588K
- 63% of personnel cost covered by membership, exceeding 2019 total year collections by 18% with 83% of members have paid their annual dues
- 414 ICD members end of the year - Membership showed 9% increase in 2020, exceeding 2018 and 2019 growth rates of 4% and 8% respectively. ICD added 47 new members in 2020 exceeding 2018/2019 new members.
- 71% number of members on boards - 294 of the 414 members have current board directorships.

- 30% ratio of women members to men - Women membership ratio has been increasing by 1% - 2% since 2015.
- Conducted 4 StEP clients and 5 intervention sessions, with 92.67% highest satisfaction for Board Services
- Conducted 7 Board Evaluations and 1 CG Assessment since its launching in 2019, with 92.33% satisfaction for Board Services
- Conducted 21 CG advocacy webinars
- Online CGOP, PDP and exclusive sessions
 - 12 new modules - the pandemic was an opportunity to create new modules and webinar content
 - 3 Research - Risk Survey with Trustee Jacinto, Leading in Crisis with CCL, Governance Quarterly
 - ACGS and regulatory partnerships (SEC collaboration with ACMF; IESE study; increasing CG scores and awareness)
 - 21 partners - opportunities for joint webinars and programs were maximized during the pandemic
 - 9 automated processes - with the need to transition quickly to work from home and digital services, ICD had to hasten automating processes and conducting work digitally
 - Over 4.5K participants

The core of the “governance engine” of ICD is enabled by the quality of the collaborative involvement and engagement of the ICD Members, Trustees and ICD Staff. We take the opportunity to recognize and acknowledge the various committees and their chairpersons:

Board Committees and Respective Chairpersons

- Executive Committee 2020-2021
 - Chairman – Mr. Rex C. Drilon II
 - Vice-Chairperson – Ms. Sherisa P. Nuesa
 - Treasurer – Ms. Aurora D. Geotina-Garcia
 - Corporate Secretary – Atty. Teodoro Kalaw IV
- Audit Committee – Ms. Tomasa H. Lipana
- Nomination, Election & Remuneration Committee – Atty. Benedicta Du-Baladad
- Corporate Governance Committee – Atty. Cesar L. Villanueva
- Fellows Committee – Atty. Pedro H. Maniego Jr.
- Risk Committee – Mr. Ricardo Nicanor N. Jacinto

Program Committees 2020-2021 and Chairpersons

- Board Diversity and Inclusion Committee - Ms. Helen De Guzman
- Consulting Group – Dr. Vaughn F. Montes
- Corporate Governance Standards Committee – Mr. Reginald H. Tiu
- Membership Committee – Ms. Maria Victoria C. Españao
- National Governance Committee – Mr. Rex C. Drilon II
- Strategy Execution Pathway Committee – Atty. Pedro H. Maniego Jr.
- Technology Governance Committee – Mr. Victor Jose R. Africa
- Thought Leadership Committee - Atty. Teodoro Kalaw IV

We, the ICD Team, owe a debt of gratitude to so many for all the support and encouragement we received at a time we needed it most. Our partners in government, in thought leadership, in industry, we all thank you! We specially mention the ICD Board of Trustees who never left our side throughout the trials – outgoing ICD Chairman 2019-2020, Francis Estrada and our Chairman 2020-2021 Rex Drilon.

I personally thank the ICD Team, management, and staff. I believe this is where the magic of a self-directed team came together and made things happen. I am humbled and inspired by the professional commitment and genuine dedication to the greater purpose of Nation Building that each ICD staff selflessly demonstrated.

Finally, and most of all, I want to thank the ICD Members, our ICD Family – who were there for ICD when it counted most – Maraming Salamat po!

One ICD. One Community. One Philippines. One Dream.

God bless.



Mr. Leonardo Jose M. Berba
Chief Executive Officer

ICD STRATEGY MAP

IDENTITY

The Institute of Corporate Directors (Philippines) is the national association of corporate directors and other stakeholders engaged in corporate governance. It is a non-stock, non-profit organization.

CORE VALUES



Independence

We are an institution independent of vested economic and political interests.



Solidarity

We perform our work as one solid team and ensure corporate commitment to inclusivity in dealing with different stakeholders and society as a whole.



Patriotism

We uphold and promote the national interest in the context of an independent world.



Integrity and Ethics

We promote the common good and what is right with a firm adherence to a code of ethics.



Excellence

We strive to accomplish our objectives and perform our duties with commitment to highest standards.



Social Responsibility

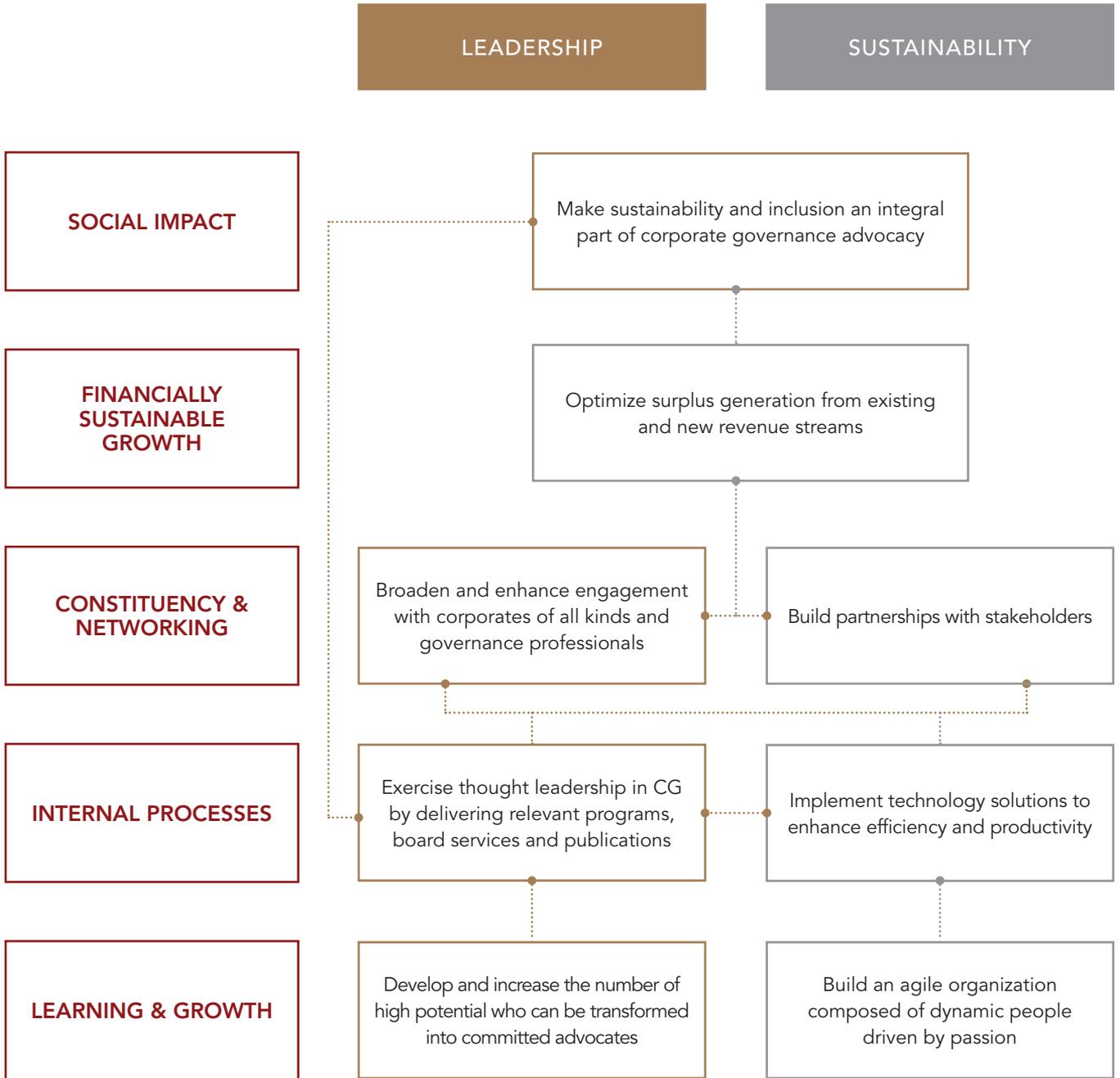
We are guided by the imperatives of responsible citizenship and stewardship.

MISSION

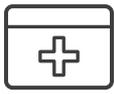
To advocate good governance in the corporate sector for the benefit of society.

VISION

By 2024, ICD will be widely recognized as the key catalyst in effecting positive change in the corporate governance ecosystem for inclusive and sustainable development.



2020 PERFORMANCE HIGHLIGHTS



The ICD survival plan surplus is expected at -3M. The 2020 surplus is at positive **588K**, or **6.1x** the survival plan. The 588K surplus is 2% of the 24M revenue.



414 ICD members end of the year - Membership showed **9%** increase in 2020, which is higher than the 4% and 8% growth respectively in 2018 and 2019



4 Strategy Execution Pathway clients and **5** intervention sessions, with **92.67%** highest satisfaction for Board Services



7 Board Evaluations and **1** Corporate Governance Assessment since its launching in 2019, with **92.33%** satisfaction for Board Services



21 Corporate Governance Advocacy Webinars



12 New Modules



3 Research Publications - Risk Survey with Trustee Jacinto, Leading in Crisis with CCL, Governance Quarterly



Strengthened ASEAN Corporate Governance Scorecard and regulatory partnerships

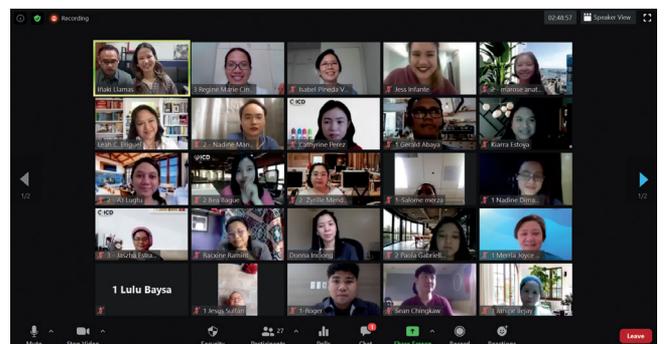
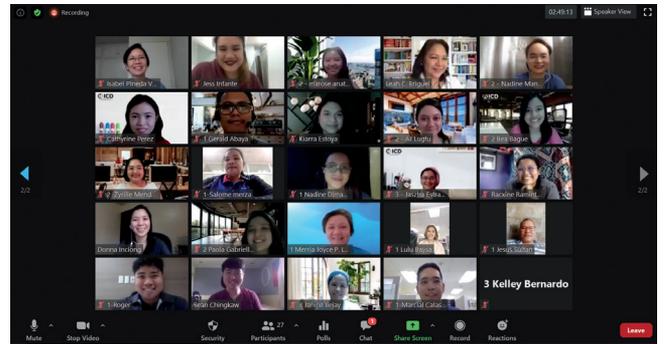


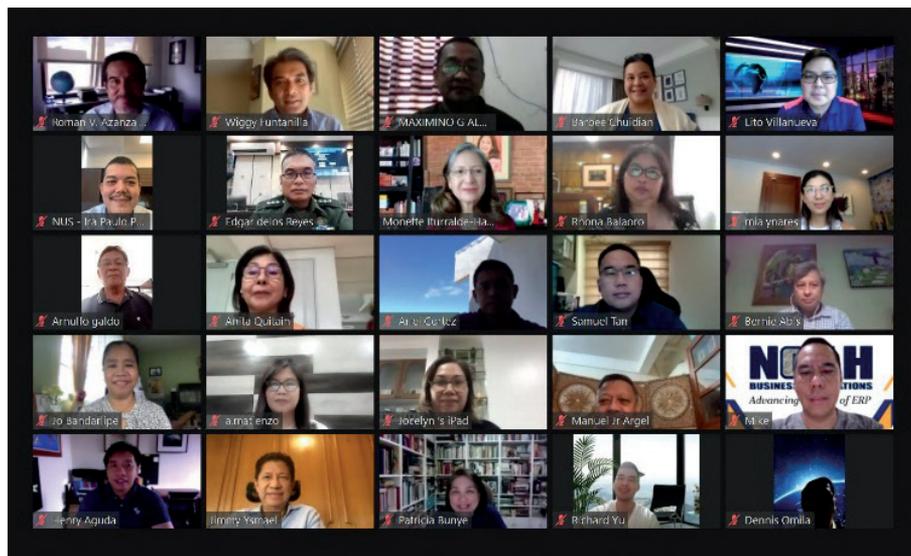
21 Partners



9 Automated Processes

ICD GALLERY





ICD WEBINAR 8 April 2020, Wednesday 9:30 AM to 10:30 AM

LET US HEAL AS ONE

Understand the Bayanihan Act 11469 (Emergency Powers) with Atty. Cesar Villanueva

Together. One Community. One People. One Philippines.

JOIN US EXCLUSIVE FOR ICD MEMBERS

ICD ICD WEBINAR SERIES

RISK MANAGEMENT IN THE AGE OF COVID-19

with Mr. Ricardo Nicanor N. Jacinto, FICD Trustee, Institute of Corporate Directors

08 MAY 2020, FRIDAY 09:00AM to 10:00AM

This session is free

ICD ICD WEBINAR SERIES

HOME IS WHERE THE WORK IS

HOW TO MAKE WFH WORK

26 MAY 2020 | TUESDAY 09:30 AM to 11:15 AM

This session is free

Mr. YZ Africa, FICD Managing Director, IT Group, Inc.

Mr. Henry Aguda, CIOO and CIO Underbank of the Philippines Chairbank, USX Philippines

Ms. Julie Bryan, GICD Head of Risk and Compliance, PayMaya Philippines

Mr. Richard Ben Mejia, AICD National Technology Officer, Microsoft Philippines

Ms. Maria Demerillas, Chief Information Security Officer and Head of IT Consulting, Execture, Inc.

Moderator: Mr. Jigo Aquino, President, Aquino Consulting Associates

ICD ICD WEBINAR SERIES 28 MAY 2020 | THURSDAY 09:00 AM to 11:00 AM

FUTURE-READY BOARDS A DEEP DIVE



Speaker:
Sunil Puri
Senior Director for Research, Innovation, and Product Development (RIPD)
Center for Creative Leadership (CCL)

Panelist:
Wendelin S. Bagatins, FICD
President & CEO
Investment and Capital Corporation of the Philippines (ICCP)

Panelist:
Sandra Jesus Juliano, FICD
Chairman of the Board
Alpha Acanthus Inc.

Panelist:
Florinda Guison Teruelo, FICD
Independent Director
Philippine National Bank

This session is free. Limited slots only, so please register right away.

Participation in this webinar meets the recommended best practices for continuing directors education prescribed by the Securities and Exchange Commission (SEC). ICD is a Civil Service Commission (CSC) Accredited Learning and Development Institution. Learn more on how to request your SEC E-Certificate on our website.

ICD WEBINAR SERIES

THE URGENCY OF BUILDING CORPORATE TRUST IN TIMES OF CRISIS: A BOARD CONVERSATION

DISCUSSION LEADERS



Mica E. Tan
CEO and Founder
MTI Group of Companies

Li-Hao Zhang
CEO
FWD Insurance Philippines

Joseph Jerome Francis
Head of International Operations
GMA Network, Inc.

Kat Luno-Alabelle
CEO
PST Global Corporation

Victor Piamso
President and CEO
7-11 Philippines

MODERATORS



Amor Macalang, AICD
Co-Founder
GrowthMinding

Frank D. Numara, FICD
Trustee
Institute of Corporate Directors

4 JUNE 2020 | THURSDAY
10:00 AM to 12:00 NN

REGISTER NOW Limited slots only, so please register right away.

ICD **MBC** WEBINAR SERIES

THE CRITICAL IMPORTANCE OF LARGE SCALE COVID-19 TESTING: THE ONLY WAY FORWARD

09 June 2020, Tuesday
10:00 AM to 12:00 NN



KEYNOTE SPEAKER
WITH **MR. JEFFREY SEITZ**
Chief Executive Officer of PHINC Genomics
Vice President of D-MARK Biosciences

MODERATOR
WITH **MR. COCO ALCUAZ**
Executive Director of Makati Business Club

REGISTER NOW Limited slots only, so please register right away.

Participation in this webinar meets the recommended best practices for continuing directors education prescribed by the Securities and Exchange Commission (SEC). This is a SEC certified webinar.

ICD WEBINAR SERIES

BRAND PILIPINAS: HOW CORPORATE NATIONALISM & GOVERNANCE CAN SPUR NATION BRANDING

DISCUSSION LEADERS



Arjo Oniz
Chairman
Underbank of the Philippines

Choi-Pedro
Managing Director
3rd Capitalization

Harley Lim
Investor / Founder
The Henry Hotel

Brad Cohen
Co-Founder
GMC

Prisca Zambales
Co-Founder
ECHOIVE Philippines

MODERATORS



Amor Macalang, AICD
Co-Founder
GrowthMinding

Roberto Manabat, FICD
Independent Director
Institute of Corporate Directors

12 JUNE 2020 | FRIDAY
10:00 AM to 11:30 AM

FREE REGISTRATION

ICD CORPORATE GOVERNANCE ADVOCACY SERIES

Due to public demand, ICD is waiving the registration fee as we recover as ONE people. One Nation. Listen and learn from Prof. Rene Domingo on 15 June, Monday as he discusses the Supply Chain Strategies for Business Continuity in the Pandemic Era.

SUPPLY CHAIN STRATEGIES FOR BUSINESS CONTINUITY IN THE PANDEMIC ERA

15 JUNE 2020, MONDAY
2:00 PM to 3:30 PM



KEYNOTE SPEAKER
PROF. RENE T. DOMINGO
Asian Institute of Management

MODERATOR
ENGR. DANTE M. BRIONES
President and CEO, Sazoni, Inc.

REGISTER NOW Limited slots only, so please register right away.

Participation in this webinar meets the recommended best practices for continuing directors education prescribed by the Securities and Exchange Commission (SEC). This is a SEC certified webinar.

ICD CORPORATE GOVERNANCE ADVOCACY WEBINAR SERIES

SURVIVE AND THRIVE FINANCE BUSINESS RESTRUCTURING DURING AND AFTER A CRISIS

23 JUNE 2020 | TUESDAY
10:00 AM to 12:00 NN

SPEAKERS



Calisto Habala, FICD
Chair, Bank Trust, Inc.
Former Secretary of Sustainable Finance, NEDA

Inelda Tiangzon, FICD
CEO/President, Cipla Pacific Investments (SPV)AMC, Inc.
Trustee, Institute of Corporate Directors

PANELISTS



Eugene Arceval, FICD
CEO
Real Commercial Banking Corporation

Ubaldo Gomez
Executive Vice President
Land Bank of the Philippines

MODERATOR



Sherrita Neema, FICD
President, ALM, Mutual Funds Group
Trustee, Institute of Corporate Directors

Participation in this webinar meets the recommended best practices for continuing directors education prescribed by the Securities and Exchange Commission (SEC). This is a SEC certified webinar.

ICD CORPORATE GOVERNANCE ADVOCACY WEBINAR SERIES 7 JULY 2020 | TUESDAY 2:00 PM to 4:00 PM

SURVIVE AND THRIVE: DIGITAL TRANSFORMATION NECESSARY IN THE NEW NORMAL

SPEAKERS



Mr. Euband "Bun" Moya, AICD
National Technology Officer
Microsoft Philippines

Ms. Inelda "Ili" Tiangzon, FICD
Trustee
Institute of Corporate Directors
Independent Director
Kuryals, Inc.

Dr. Donald Patrick Lim, AICD
Chief Operating Officer
DITO CME
Chief Innovation Officer
Utelera Corporation

MODERATOR



Mr. Tomas "Mito" Gomez, FICD
President and CEO
GIM Bank of Luzon, Inc.

Participation in this webinar meets the recommended best practices for continuing directors education prescribed by the Securities and Exchange Commission (SEC). This is a SEC certified webinar.

ICD CORPORATE GOVERNANCE ADVOCACY WEBINAR SERIES 29 JUNE 2020 | MONDAY 4:00 PM to 6:00 PM

SURVIVE AND THRIVE: BUILDING BUSINESS RESILIENCE IN THE CORPORATE STRATEGY

SPEAKER



Dr. Donald Patrick Lim
Chief Innovation Officer
Utelera Corporation

PANELISTS



Mr. Rex C. Orilon II
Chairman
Institute of Corporate Directors

Ms. Chiqui Escameal-Go
CEO and Chief Behavioral Strategist
Mananish and Fielders

MODERATOR



Mr. Carlos Jose Gatmalan
Faculty
Ateneo Graduate School of Business

Participation in this webinar meets the recommended best practices for continuing directors education prescribed by the Securities and Exchange Commission (SEC). This is a SEC certified webinar.

ICD CORPORATE GOVERNANCE ADVOCACY WEBINAR SERIES

Building Resilience through Diversity and Inclusion

04 September 2020, Friday
10:00 AM to 12:00 NN

REGISTER NOW

Registration is free for ICD Members and Non-Members

Ms. Esi Lin Fong, Partner, PricewaterhouseCoopers Global (Singapore)
Ms. Georgina Tai, President, United Women Singapore (UWSG)
Dr. Mariella Lopez, CEO, LeadWomen Sdn. Bhd (Malaysia)

ICD INSTITUTE FOR CLIMATE AND SUSTAINABLE CITIES The Climate Reality Project CORPORATE GOVERNANCE ADVOCACY WEBINAR SERIES

2020 | webinar

PILIPINAS: ASPIRE, RISE, SUSTAIN SERIES

The Nexus of Climate Change and Sustainable Development

21 October 2020, Wednesday | 4:00 PM - 6:00 PM

Mr. Kenneth Ballester, Chairman and Managing Director, The Climate Reality Project, Philippines
Mr. Nelson Lim, Senior Manager, Agriculture, Agribusiness and Agri-Finance, Citibank
Atty. Romeo Remulla, Partner, Law Office of Romeo Remulla & Associates, Inc.
Atty. Daniel Ong, Senior Counsel, Corporate, Real Estate, Labor, and Immigration, Sison
Dr. Benjamin Lim, Chairman, Institute for Climate and Sustainable Cities
Dr. Terey Velasco, President, Institute for Climate and Sustainable Cities

Participation in this webinar meets the recommended best practices for continuing directors education prescribed by the Securities and Exchange Commission (SEC). This is a SEC certified webinar.

ICD INSTITUTE FOR CLIMATE AND SUSTAINABLE CITIES The Climate Reality Project CORPORATE GOVERNANCE ADVOCACY WEBINAR SERIES

PILIPINAS: ASPIRE, RISE, SUSTAIN SERIES

Integrating Climate Risks in Corporate Strategy

29 OCTOBER 2020, THURSDAY | 4:00 TO 6:00 PM

Cong. LOREN LEGARDA, Deputy Speaker, House of Representatives, Representative, Lower District of Antique, Speaker
DR. BENJAMIN DIKOMDO, Governor, Benguet Services and Priorities, Speaker
MR. ROBERT VAN ZWIETEREN, FICD, Managing Director for Asia-Pacific, Convergencia Investment Finance, Panel Member
MR. RENATO REDENTOR CONSTANTINO, Executive Director, Institute for Climate and Sustainable Cities, Webmaster

ICD INSTITUTE FOR CLIMATE AND SUSTAINABLE CITIES The Climate Reality Project CORPORATE GOVERNANCE ADVOCACY WEBINAR SERIES

PILIPINAS: ASPIRE, RISE, SUSTAIN SERIES

Cultivating Business Impact through Sustainability Reporting

5 NOVEMBER 2020, THURSDAY | 10:00 AM TO 12:00 NN

DR. ALLINNETTES ADIGUE, Chair, Audit Panel on Governance, Ethics, and Reporting Practices, Speaker
ATTY. TEODORO KALAW IV, FICD, Chairman of Thought Leadership Committee, Institute of Corporate Directors, Speaker
MR. MANUEL BLAS II, Vice President, Public, Labor, Inc., Speaker
ATTY. KEVIN LESTER LEE, Commissioner, Securities and Exchange Commission, Speaker
ATTY. PEDRO "PETE" MANIEGO, JR., FICD, PIE, Chairman, Institute for Climate and Sustainable Cities, Moderator

ICD ANGKAS CORPORATE GOVERNANCE ADVOCACY WEBINAR SERIES

webinar on

FUTURE TRENDS

with Dr. David Hanson and Sophia the Robot

16 December 2020, Wednesday
10:00 AM - 12:00 NN

REGISTER NOW

Participation in this webinar meets the recommended best practices for continuing directors education prescribed by the Securities and Exchange Commission (SEC).

ICD INSTITUTE FOR CLIMATE AND SUSTAINABLE CITIES The Climate Reality Project CORPORATE GOVERNANCE ADVOCACY WEBINAR SERIES

FROM SURVIVAL TO STRATEGIC PIVOT

Based on the collective wisdom of Asian CXOs

Proprietary & Confidential

RISK MANAGEMENT IN THE AGE OF COVID: HOW READY WERE PHILIPPINE BOARDS FOR THE PANDEMIC?

By Sarah Paul & Paul Galante

Based on the collective wisdom of Asian CXOs

ICD INSTITUTE FOR CLIMATE AND SUSTAINABLE CITIES The Climate Reality Project CORPORATE GOVERNANCE ADVOCACY WEBINAR SERIES

2020 PROGRAM COMMITTEES' MILESTONES

Fellows Committee



“We implore you to recruit more governance warriors to join us. It is only through an established base of committed directors that ICD could attain its vision of effecting positive change in the corporate governance ecosystem...”

Atty. Pedro H. Maniego, Jr., FICD, PIE

Chairman

2020 had been an arduous year for everyone and extremely painful to most of us due to loss of friends and relatives. The raging global Covid-19 pandemic forced our government to impose the longest lockdown in the world. Majority of businesses could not operate leading to a drop of almost 9.5% in the GDP. It was the biggest economic decline since 1946 per the Philippine Statistics Authority.

The restrictions to control the virus has not spared ICD. When the ECQ was imposed in March 2020, your board and management were faced with the huge challenge of surviving the crisis. Commendably, the drastic measures taken did not only allow our association to hold on but also to grow. We have managed to sustain our operations, provided valuable services to our members, and finally breached the 400-member threshold with the different initiatives addressing issues brought about by the pandemic.

The Fellows Committee, a board level committee consisting of Trustees, serves as the main gatekeeper in the acceptance of members. Its primary functions are to ensure that all applicants meet the prescribed requirements, and have signified their firm commitment to abide with the duties and responsibilities of worthy members. Working hand in hand with the Fellows Committee, the Membership Committee is responsible for the recruitment activities and keeping the members active and engaged.

Adapting to the new normal, the Fellows Committee has addressed the issues brought about by the pandemic by implementing the following major initiatives:

1. Allowed accumulation of 8 hours of certified webinar attendance for the requirement for Associate Membership;
2. Creation of online forms for recruitment processes;
3. Using online platforms for interview; and
4. Institution of online on-boarding of new members.

Webinars and their impacts on the ICD Membership

With the implementation of community quarantines throughout the year, ICD started offering free and competitively-priced webinars as an introduction to the shift of our programs from the traditional face-to-face setup to an online platform. Through these webinars, we reached a much wider audience and attracted participants who would not usually be in attendance at our regular offerings. Furthermore, the ICD Team included Membership Commercials in these webinars, generating Membership related inquiries.

Taking advantage of the new platform, the Fellows Committee approved the use of the attendance in these accredited webinars to fulfill the 8-hours ICD courses requirement for the Associate Membership. Interested individuals who accumulated a total of 8 hours, could secure complete Certification of Attendance to all the webinars they have attended, and then submit these together with the other requirements to apply for ICD Membership.

Online transitions of ICD Membership Process

Aside from our programs, processes for the ICD Membership applications were greatly affected by the pandemic. To address this, the Fellows Committee initiated the use of online membership application forms and utilized online platforms in lieu of face-to-face interviews for the safety of both interviewers and applicants.

The online membership application form made it easier for those interested to join ICD to complete their application requirements. Meanwhile, the transition to online interviews made the process more accessible to applicants and

interviewers alike. In the past, we were only able to conduct 3 interviews per day. With the online platform, we could have up to 6 interviews in a day, expediting and completing the application process within the prescribed schedule.

Membership Growth in 2020

We are proud to announce that ICD has to-date 272 Fellows, 11 Regular Members, 91 Graduate Members, and 35 Associates. We have accepted a total of 47 new members – including 1 Honorary Fellow - Mr. Antonino “Tony” T. Aquino during the year. The entry of 47 new members is seen as a success for ICD, as we have welcomed more new members compared to 2018 and 2019 despite the pandemic. Moreover, the Fellows Committee has standardized the process for Honorary Fellows. On top of this, 8 of our members progressed into a different membership category including 1 Life Fellow conferred to Atty. Fe Barin for her long and valuable service to ICD. We deeply mourn the passing of one of our Fellows in 2020, Mr. Robert Sears; many of our members had suffered the loss of their loved ones. Let us pray for the eternal repose of the souls of those who have moved on.

Type of Membership	2015 Final	2016 Final	2017 Final	2018 Final	2019 Final	2020 Final
FICD Honorary	1	2	3	3	3	4
FICD Life	0	0	0	0	0	1
FICD	208	219	240	245	258	272
MICD	0	0	0	0	2	11
GICD	40	53	68	80	90	91
AICD	3	10	27	24	26	35
Total Members	252	284	338	352	379	414
Total New Members	33	42	69	32	39	47

We shall persist on reaching out to potential members to maintain the momentum of growing our membership base. For 2021 and beyond, we hope to increase the conversion of more attendees of ICD programs to members, encourage incumbent members to progress to higher categories, and intensify our corporate membership program.

All of our achievements in 2020 resulted from the collective efforts of ICD's Board of Trustees ably led by Chairman Rex C. Drilon II and the Fellows Committee consisting of Mss. Marivic C. España, Ma. Aurora Geotina-Garcia, Imelda C. Tiongson, Mr. Ricardo N. Jacinto, Atty. Cesar L. Villanueva and me as Chair. The Committee was well supported by the ICD Board Services Team headed by Marose Anatalio and team members AJ Lugtu and Zy Mendoza.

Our members deserve a whole hearted thanks. ICD's capability to withstand these trying times would not be possible without your unstinting support. While the country and ICD are still dealing with the difficulties caused by the pandemic, we shall continue to rely on your active engagement in our programs and commitment to ICD's corporate governance goals.

Through the years, the Philippines has done fairly well in the ASEAN Corporate Governance Scorecard. We were able to accomplish this, despite our much lower number of members compared to other institutes of directors in the region. We implore you to recruit more governance warriors to join us. It is only through an established base of committed directors that ICD could attain its vision of effecting positive change in the corporate governance ecosystem for inclusive and sustainable development.

Board Diversity and Inclusion Committee (BDI)



“...the Committee contributes to fulfill ICD’s advocacy of promoting board diversity and inclusion in Philippine Corporations...”

**Ms. Helen T.
De Guzman**

Chairperson

2020 gave the business community a different perspective to Board Diversity and Inclusion. With novel risks, work from home set-up, digital acceleration, and changing consumers’ behaviors, corporate boards were challenged to go beyond their traditional stewardship and directorship responsibilities. At the heart of it was strengthening board leadership by reflecting on the board’s composition. According to BOLD 3.0: Future Fluent Board Leadership in Asia, “Boards need Future-Fluent Mindset to be effective given the exponential change with accelerated impact.” Furthermore, the study highlighted the nurturing diversity in Asia Boards by fostering board composition in terms of Generations, Gender, Skills, Experience, Board Tenure, and Nationalities. The BOLD 3.0 study was published in 2019 by the Center for Creative Leadership together with the institute of directors in the Philippines, Singapore, Malaysia, Sri Lanka, Vietnam, and India.

The Board Diversity and Inclusion Committee responded to the challenge with a greater purpose and accomplished the following:

Instituting the Committee

- Invited ICD Members and welcomed Mr. Javier Perez De Las Peñas together with Mr. Joe Jay T. Doctora as new members of the committee.
- Revisited the Committee’s purpose and strategy given the new normal.

- Updated the Charter Statement stating that the Committee contributes to fulfill ICD’s advocacy of promoting board diversity and inclusion in Philippine corporations by:
 - Establishing cooperation and partnership with other related organizations in promoting male and female champions of board diversity and inclusion;
 - Advocate to Regulators, Board directors, business associations and professional organizations best practices on board diversity and inclusion;
 - Undertake relevant studies, surveys or dialogue in advancing board diversity and inclusion; and;
 - Monitor performance of Philippine publicly-listed companies on board diversity and inclusion using metrics to measures accomplishment and progress.

Partnership and Events

- Conducted a webinar on Resilience through Diversity and Inclusion in partnership with Philippine Business Coalition for Women Empowerment, Philippine Women’s Economic Network, LeadWomen Sdn Bhd (Malaysia), PricewaterhouseCoopers LLP (Singapore), United Women (Singapore).
- Dialogued with the Securities and Exchange Commission and Bangko Sentral ng Pilipinas in understanding their roadmap towards board diversity and inclusion.

Research Development and Studies

- Reviewed the matrices to monitor Philippine publicly-listed companies.
- Collected directorship data from 2019 annual reports and created a database for monitoring board diversity in publicly-listed companies.

Advocacy

- Through our committee members, articles in promoting diversity and inclusion were published in various newspapers. Thank you to Ms. Ma. Aurora D. Geotina-Garcia for being our champion.
- Through our committee members, we become thought leaders locally and internationally. Thank you Ms. Pacita U. Juan and Dr. Conchita L. Manabat for being speakers and panelists in webinars and sessions outside of ICD.

Corporate Governance (CG) Standards Committee



“Our Committee recognizes the vital role that the practice of good corporate governance plays in an organization. As such, we remain steadfast in our commitment to assisting those that would like to improve their corporate governance practices. We do this while also contributing to the overall development of good governance standards in the country.”

Reginald H. Tiu

Chairman

In 2020, the Committee continued to promote awareness on Corporate Governance through the following:

- Recommended that the ICD's Second Golden Arrow Recognition event be held online (virtually) to raise the level of participation;
- Adopted a mechanism to update relevant bodies on regulatory adjustments (i.e., Deadline adjustment for the submission of Integrated Annual Corporate Governance Report); and
- Proposed improvements to the assessment guidelines for the upcoming ACGS regional assessment in 2021.

The Committee welcomed Mr. Don Cesar Sevilla II, Corporate Governance Officer of Bank of the Philippines Islands (BPI). The Committee reports 12 of its 13 members (or 92%) were able to attend its (virtual) meetings held in 2020.

For 2021, the Committee has committed to:

- Assist the insurance sector improve its corporate governance performance through webinar/s and other continuing education programs that focus on the Revised Code of Corporate Governance and Annual Corporate Governance Report;
- Jointly host with the Securities and Exchange Commission (SEC) and the Good Governance Advocates and Practitioners of the Philippines (GGAPP), a roundtable activity for Publicly-Listed Companies which aims to help them improve their corporate governance practices;
- Introduce a blog, vlog, podcast, or any other form of media that will encourage the practice of good corporate governance;
- Adopt an official Oath for members of the Committee; and
- Adopt a Mission and Vision for the Committee.

Consulting Group



“The Consulting Group seeks to assist corporations striving to improve their governance processes..”

Dr. Vaughn F. Montes
Chairman

Championing Corporate Governance through ICD's Consulting Services

ICD's interventions for its advocacy of good governance take several forms. ICD offers professional development courses on governance. As part of the ASEAN network, ICD promotes governance standards through the ASEAN Corporate Governance Scorecard (ACGS) and gives due recognition to corporations with strong governance practices. ICD also sponsors topical forums with distinguished speakers on best practices in governance.

The ICD Consulting Group, organized just before the pandemic, represents another mode of advocacy for good corporate governance. Whereas the professional development courses provide training for individual and corporations on general governance principles while the speakers in public forums provide ideas and best practices, and the ACGS provides corporations "no-contact" independent feedback through their corporate governance scores, the work of the Consulting Group involves direct, interactive engagements with individual corporations on their corporate governance situation.

The Consulting Group seeks to assist corporations striving to improve their governance processes by providing expert advice, feedback, and suggestions, applying good governance principles and best practices to the concrete

challenges and aspirations of a given corporation. The Consulting Group draws on the collective and individual intellectual capital of the ICD Fellows who are invited to be part of the pool of advisers in providing this service to corporations.

At present the main activity of the Consulting Group has been the Third-Party Board Evaluations of a handful of corporations.

The Consulting Group developed ICD's Third-Party Board Evaluation protocol based on best practices in third party board evaluations, consultations with IFC and experts including Beverly Behan¹, and consultations with Directors themselves. ICD's Third-Party Board Evaluation protocol makes use of questionnaires and individual directors' interviews covering:

- Board's Structure and Composition
- Board member's understanding of their Responsibilities and Duties
- Processes that support the Board's functions
- Dynamics of the Board

Since the organization of the Consulting Group in 2019 there has been a growing number of corporations interested in availing of the Third-Party Board Evaluations service, prompted in part by the guidance in the SEC's Revised Corporate Governance Code's requirements for improving board effectiveness, strengthening shareholder protection, and promoting transparency.

¹ President, Board Adviser LLC, and author of *Great Companies Deserve Great Boards* (Palgrave MacMillan) which was named Governance Book of the Year by *Directors & Boards* magazine.

Principle 6 of the Revised Code of Corporate Governance (SEC Circular Memorandum 19, 2016) states:

“The best measure of the Board’s effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body and assess whether it possesses the right mix of backgrounds and competencies.”

It recommended that:

“Every three years, the assessment should be supported by an external facilitator.”

Starting from SM Prime Holdings and GT Capital Holdings in 2019 (when it was still possible to conduct in-person interviews) ICD was able to engage more corporations including BDO Leasing and Finance, Inc., Arthaland Corporation, CEMEX Holdings Philippines, and Rizal Commercial Banking Corporation.

The Third-Party Board Evaluations entail a commitment of time on the part of the advisers in studying the corporation’s charters, organizational structure, the professional background of directors, etc., conducting the one-on-one interviews for each director, discussing and finalizing the Final Assessment and Report, and conducting the closing discussion with the Corporate Governance committees or in some cases the entire Board.

Excellent support has been provided by the ICD staff in terms of formulating the questionnaires, scheduling interviews, summarizing the discussions, and drafting the final report which as advisers have commented were done perceptively and with care.

Another activity of the Consulting Group is the Corporate Governance Assessment. This consists of a Corporate Governance Health Check, In-Depth Diagnostics, and

Recommendations for a Corporate Governance Roadmap. The ICD conducted a Corporate Governance Assessment for SBS Philippines Corporation for the second time after its first assessment in 2018. The SBS Corporation was able to improve on the One Golden Arrow it received in 2018 to the Two Golden Arrows in 2019,

There are at present some corporations in the pipeline for Third Party Board Evaluations and the Corporate Governance Assessment in 2021. The Consulting Group is committed to increase further the number of engagements under these core activities.

Going forward the Consulting Group will consider expanding its scope of activities, subject to the availability of professional resources, to include advisory sessions on specific topics, advisory engagements on corporate governance roadmaps, bulletins on research results from surveys of corporate best practices, etc. in support of the corporate governance needs of Philippine companies.

I wish to thank the members of the Consulting Group for their commitment of time and professional expertise in acting as facilitators and interviewers in the engagements of the Consulting Group this year, and I look forward to working with you in our advocacy for good corporate governance through the ICD Consulting Group.

Membership Committee



“ICD strove to pivot to virtual activities intentionally bringing value to its members in the digital space.”

Ms. Maria Victoria C. España
Chairperson

2020 proved to be a challenging year for companies and individuals alike. ICD is no different. First and foremost, ICD would like to thank the magnanimous support of our members in 2020. At the start of the pandemic quarantine, the participation in the early bird program has helped provide financial cushion for ICD to ride the startling effect of the pandemic. Even through the end of 2020, ICD thanks the members who donated to the Institute and to the additional benefits for the staff.

ICD strove to pivot to virtual activities intentionally bringing value to its members in the digital space. This move proved to be beneficial in reaching out to members wherever they may be as jumping into zoom activities made ICD more accessible to our members.

Member Engagement

General Member Activities. In 2020, the Institute engaged our members with 29 events, of which 9 are member-exclusive events. ICD only had one face-to-face event which is the Chairman’s Message in January while the rest were conducted virtually. These include the Annual General Members Meeting, Distinguished Corporate Governance Speaker Series, Advocacy Webinars, Thanksgiving and Networking Events, and the newly launched New Member’ Onboarding Meet-Up. A total of 262 members (out of our 414) or 63% joined at least one event in 2020, which is a jump from 2019 that had 51% of members attending at least one event. Further, we have seen an increase on the average number of ICD members attending ICD events, and ICD members on average attended 5 events in 2020. With the launch of the ICD Members Viber Community, we hope that we are able to be more in touch with our members and bring the latest happening to the community.

A member mentioned this about an ICD 2020 event: “The opportunity to have conversation with the members had an uplifting effect on me. I could feel how cordial the relationship was.”

In 2020, ICD launched the bi-monthly (almost once every two months) recap as part of the member benefits. The ICD events and webinars were summarized in an email that outlines the events that transpired with the highlight notes and virtual recording of the events. The recap also includes news about ICD and members, article contributions, and what’s next in ICD.

Member Involvement. 278 Members engaged with ICD one way or another. This means that while 262 of our members were active attending an ICD event, 16 more members were engaged in other ICD activities. We thank the 46 ICD members who referred 127 of their friends and colleagues to join ICD courses, avail ICD services, become an ICD member and support ICD as donor and sponsors. We know that these numbers are not enough to capture the seeds of interest planted by our members to spread the corporate governance advocacy and the awareness about ICD. Members likewise participated in the events as speakers, moderators, reactors, and organizers. We thank our members who actively share their expertise and time to ICD as assessors for membership, teaching fellows and facilitators, webinar speakers, moderators and organizers, board evaluation consultants, contributors of articles and case studies. We thank the members who also participated in the Risk Management Survey with Mr. Ricardo Jacinto and in the Leading in Crisis Study with the Center for Creative Leadership. Your insights provided a wealth of knowledge for ICD as a thought leader in corporate governance.

We thank the members who are passionate members of ICD program committees. With the launching of the members engagement survey, more members are matched to join the program committees of their interest. We also thank the members who encouraged their companies to request for independent directors and for members who actively responded to the Access Directorship Opportunity Calls.

The advocacy of spreading corporate governance lies in the strength of our members. There are many ways to be engaged with ICD and we hope that more members will find ways to maximize their membership in ICD. During the ICD Year-End Thanksgiving event, 7 Members are exceptionally recognized for truly shining as engaged members of ICD.

Director Placement. In 2020, ICD improved and established the Director Placement process for the requesting companies and our members. Likewise, the process was improved with ICD interviewing the requesting company to gain better insights of its current board and the kind of directors it is looking for. These information are summarized in the Access Directorship Opportunity that is promulgated to all ICD active members. With the launching of the Access Directorship Opportunity, members are able to submit their interest in joining the advertised board directorship opening. In 2020, the Institute submitted profiles to 15 requesting companies.

Future Programs. Based on the members' survey conducted in 2018, our members are generally satisfied with their interaction with the Institute, giving it an average of 90% satisfaction rating. We are pleased to note that 64% of the respondents say that they are highly satisfied.

The Committee will continue to recommend programs to meet the primary interests of members for joining the Institute, namely networking, learning opportunities, and board directorship opportunities. In 2021, watch out for the improved ICD Directory with updated member profiles, roll out of the satisfaction survey, improved ICD website members page, and varied programs and events to prepare more members take on Board Directorship roles, networking with Chairpersons and business owners, opportunities to talk at ICD fora and contribute articles.

Recruitment. ICD developed the ICD Membership Prospectus to better communicate the different membership categories and benefits of becoming an ICD member. Likewise, the online membership form and virtual recruitment process made it easier for interested persons to become an ICD member. In 2020, ICD accepted 47 new members with 8 MICD regular members and 1 Honorary Fellow.

As we breached the 400 members mark this 2020, we look forward to broadening our ICD membership base. With the launch and institutionalization of ICD member benefits in the new normal, we look forward to further creating value to our members. We are inspired by the renewed commitment of our members and the high energy brought by the new members. We can expect a more vibrant and energized ICD community in 2021 and beyond.

Strategy Execution Pathway (StEP) Committee



“You never let a serious crisis go to waste. And what I mean by that it’s an opportunity to do things you think you could not do before.”

- Rahm Emanuel

Atty. Pedro H. Maniego, Jr., FICD, PIE

Chairman

“2020: The Year in Review”

2020 is a year of transition for the StEP Committee. Since March 2020, varying levels of government-imposed lockdowns were imposed throughout the country to mitigate the COVID-19 pandemic. The quarantine restrictions have brought about unprecedented change to doing business; almost all enterprises were forced to harness digitalization in order to survive. Taking a cue on not letting a crisis go to waste, the StEP Committee expanded its presence in the virtual space by transitioning to video conferencing tools and other online apps for its regular meetings, webinars, and client interventions.

Last year, the StEP Committee assisted by the Board Services team successfully conducted six (6) interventions — three (3) online and three (3) face-to-face. The interventions consisted of clients from government-owned and controlled corporations, insurance companies, family-owned businesses, and non-government organizations. All sessions resulted in positive feedbacks from participants with a 92.67% overall average rating and 77.78% of survey respondents giving a rating of 90% and above. Worth noting is that one of the StEP interventions conducted in 2020 was for a repeat client, who gave a 99% rating in their evaluation of one session. Truly, StEP has consistently been recognized by our corporate clients as adding value to their business. We have successfully guided many organizations and companies to craft effective strategy design and execution mechanisms, enabling them to cope with the risks and challenges during these challenging times.

During the first virtually-delivered StEP intervention with the Fintech Philippines Association, Co-founder and Advisor Jove Tapiador conveyed his admiration in the evaluation responses “ICD has masterfully executed a Board-level strategic planning session in the most trying times during a pandemic. Noteworthy that it is the first virtual strategic planning session done by ICD — and with no less than the Fintech Philippines Association as the partner!” Since the inception of its online transition, StEP has continually improved its modules and methodologies in conducting its training and workshops to sustainably create value and remain relevant to its stakeholders.

Besides the interventions, the StEP Committee organized the webinar series “Survive and Thrive” discussing how businesses can successfully recover and thrive from the negative impact of the COVID-19 pandemic. Attended by hundreds of attendees and having garnered a total average rating of 93.53%, the webinar series was able to present three sets of timely topics that were essential for business survival amidst the pandemic.

In addition, a webinar series focused on sustainability entitled “Pilipinas: Aspire, Rise, Sustain” in partnership with The Climate Reality Project Philippines and the Institute for Climate and Sustainable Cities (ICSC) was also initiated by the StEP Committee. “Pilipinas: Aspire, Rise, Sustain” discussed the roles of Corporate Boards in building a more sustainable and resilient future, as well as propelling businesses to foster their impact on sustainable initiatives. With an overall average rating of 88.29%, this webinar series successfully delivered high-quality content that surely added value to businesses.

2020 Program Committees' Milestones

A third webinar “Supply Chain Strategies for Business Continuity in The Pandemic Era” was another StEP-led initiative. This particular webinar aimed to help businesses learn how to rethink and transform their supply chain. The supply chain expert invited to speak during this webinar, AIM Professor Rene Domingo, provided highly competent and relevant content on a supply chain which is crucial during this pandemic. The webinar was attended by hundreds of participants and received an average rating of 94.06%.

We would like to acknowledge and thank the ICD Board of Trustees headed by Chairman Rex Drilon II, and StEP members Atty. Teddy Kalaw IV, Dr. Nick Fontanilla, Dr. Donald Lim, Mr. Ricky Jacinto, Ms. Ida Tiongson, Engr. Dante Briones, Mr. Geocel Olanday, Mr. Bambi

Servado, Mr. Mitch Gomez, Mr. Freddie Reyes, Mr. Charlie Gatmaitan and Mr. Jojo Aquino for their commitment and active participation. The ICD Board Services Team led by Marose Anatalio and team members Bea Bague and Nadine Manlangit provided competent support to facilitate the events.

By igniting the hearts and minds of our clients to be champions for breakthrough results through clear visions, missions, core values, strategy maps, and performance scorecards, we help them move up the StEP ladder while empowering them to convert crises to opportunities.

Technology Governance (TGC) Committee



“The TGC believes that technology is more than just another Board concern.”

Mr. Victor Jose R. Africa

Chairman

In 2020, the Technology Governance Committee (TGC) rode the momentum built from the previous year's initiatives in conjunction with the more pressing need for knowledge and appreciation of the real value and impact of technology at the Board level.

Technology Governance has now become mainstream, and the ability to identify risks and opportunities and to effectively manage both have become a “must have” for the Board Directors of today.

A lot has been said about how the global pandemic has drastically forced us into the “New Normal”. “Work from Home” (WFH) which was once a strategic option, be it for cost or productivity purposes, is now the only way for many organizations to resume operations and to keep their businesses afloat. As such, the TGC, through the support of the ICD Board and Management Team, conducted “Home is Where the Work Is” How to Make Work from Home, Work on May 26, 2020.

The TGC was also able to conduct its flagship, “Technology Governance for Directors”, on October 20-21, 2020, which aimed to orient boards and C-Suite Executives on technological trends, corporate governance along these trends, strategic perspectives in information technology, and managing the risks in the context of the increased use of technology in anti-money laundering activities and data privacy.

The mix of experience and expertise of the TGC touches on various leading technologies, key industries, and disruptive trends. This has allowed for a dynamic and balanced approach in helping organizations manage the technology that governs its operations while providing insight on how technology itself needs to be governed.

The TGC believes that technology is more than just another Board concern. Technology's proper use and governance forms the fabric of every organization and will determine its survival, relevance, and growth.

Thought Leadership Committee (TLC)



“It is during the crisis wherein learning and development of board of directors and senior executives are critical in performing their responsibilities...”

**Atty. Teodoro
Alejandro Y. Kalaw IV**

Chairman

The Thought Leadership Committee supported and guided ICD in thriving during the height of the lockdown through relevant content and transition to digital platform. It is during the crisis wherein learning and development of board of directors and senior executives are critical in performing their responsibilities for the sustainability of the organization.

2020 highlighted the contributions of the Thought Leadership Committee towards the survival of ICD through the following initiatives:

A. Content Development

- Developed and Introduced the “Corporate Governance for Start-Ups” specifically for newly-organized boards and/or start-up companies.
- Enhanced and strengthened the “Strategy and Sustainability Reporting” course in partnership with the Global Reporting Initiative (GRI) to equip sustainability professionals in preparing the sustainability reporting of their respective companies.
- Guided management as they transitioned to online learning for ICD’s flagship programs (ie. Corporate Governance Orientation Program, Professional Directors Program, Family Business Governance) and other relevant content.
- Supported ICD in conducting twenty-one (21) Corporate Governance Advocacy webinars in partnership with other program committees such as the Strategy Execution Pathway Committee, Technology Governance Committee, and Board Diversity and Inclusion Committee.
- Ensured successful delivery and content management of webinars such as: Bayanihan Act 11469, Risk Management in the Age of Covid-19, How to Make Work from Home Work, Future-Ready Boards, The Urgency of Building Corporate Trust in Times of Crisis, The Critical Importance of Large Scale CoVID-19 Testing, Future Trends and more.

B. Research and Publications

- Conducted a survey on Corporate Boards in the New Normal. This provided data that: (a) most boards prefer to have a combination of face-to-face and virtual meetings upon lifting of the lockdown; (b) majority of the respondents believe that the business sector will survive and eventually return to normal given uncertainty; and (c) remuneration of directors remained the same despite the pandemic.
- With our champion, Mr. Ricardo Nicanor N. Jacinto, a survey on Risk Management in the Age of CoVID was published. The survey highlighted how ready Philippine boards were for the pandemic with the establishment of a Risk Management Strategy before and during the crisis.
- Together with the Center for Creative Leadership (CCL), ICD was able to gather data and findings on Leading in a Crisis: From Survival to Strategic Pivot.
- A survey with the Global Network Director Institutes was also conducted in the later part of 2020.

C. Faculty Development

- ICD faculty and experts were trained for the online teaching. Through the support of ICD staff and sharing of best practices during our two (2) faculty summits in January and July of 2020, speakers increased their rating during online sessions.
- New members were welcomed to the Committee.
- The standardization of presentation decks and policies were updated with our champion, Mr. Frank D. Numann.

I would like to thank all the Committee Members for your support and dedication. Let us continuously raise the bar of corporate governance and build better boards.

CORPORATE GOVERNANCE ADVOCACY STORIES

Moving from Disruption to Transformation

The Fourth Industrial Revolution, leading the world to digital technologies and innovations, turned out to be more evident and highly practiced today due to the unforeseen health crisis. Quoting Ms. Carolina Coloma of Deloitte South East during the ICD Webinar on Being Virtual First, *“The Office of the Future is actually not a place anymore. It’s going to be anchored on experience. Office days will be for collaboration and human experience, while home days is for deep work.”* Our homes transformed into our workplaces. We can even now work near the beach or in other parts of the world. At the moment, face masks and rubbing alcohol are part of our usual routine.

Author Jim Collins highlighted the necessity of change in his famous quote, *“Great companies foster a productive tension between continuity and change.”* Companies only have a few choices while facing the COVID-19 impact: stop, survive or thrive. Through our sustained advocacy of promoting corporate governance in ICD, all programs, courses and events transitioned to online learning. *“Adapt or Die”* is the mantra of all industries in the country and the world. In ICD, we aspired to rapidly adapt.

In the pre-pandemic years, StEP Committee assisted in organizing Distinguished Corporate Governance Speaker Series (DCGSS) held in hotel venues. With the digital shift in 2020, the StEP Committee organized:

- a Zoom webinar on “Supply Chain Strategies For Business Continuity In The Pandemic Era” held on 15 June 2020,
- a three-part webinar series on “Survive and Thrive: Finance Business Restructuring During and After a Crisis, Building Business Resilience in the Corporate Strategy, and Digital Transformation – Necessary in the New Normal” last June and July 2020, and
- a three-part sustainability webinar series titled as “Pilipinas: Aspire, Rise, Sustain” discussing “The Nexus of Climate Change and Sustainable Development”, “Integrating Climate Risks in Corporate Strategy” and “Cultivating Business Impact through Sustainability Reporting”.

2020 is truly a challenging year for everyone but through the hard labor of StEP Committee members and ICD Board Services team, ICD continued to bring value not only in its members but also to our country and society. We are optimistic to extend 2020’s accomplishments, moving forward with the constant support of corporate governance champions.

“Supply Chain” creating Effective Connections in times of Disruptions

With a total of 211 participants and an overall rating of 94.06%, StEP invited Asian Institute of Management Professor and Supply Chain Expert Rene T. Domingo to discuss the challenges and solutions on supply chain disruptions as effect of the COVID-19 pandemic. This webinar event was also moderated by StEP Committee Member Engr. Dante Briones. Furthermore, this webinar acquired excellent feedback from the participants such as *“the Speaker manifested mastery of subject and showed dedication to helping everyone by sharing his knowledge in order for us to be better prepared for the current and post-pandemic scenario”*, *“Engr. Briones’ experience as an entrepreneur gave ‘real life’ flavor to his questions. He steered the discussions very well”*, and *“the new normal must not be feared. We have to be prepared to adapt. To do that, we must ensure that our BCPs are long term and viable.”*

“Survive and Thrive” Amidst the Pandemic

In the same month of June 2020, the webinar series on “Survive and Thrive” was launched focusing on how companies and organizations can survive and thrive through finance business restructuring, business resiliency, and digital transformation. The “Survive and Thrive webinar series garnered 843 participants with an overall evaluation rating of 93.53%. Some memorable quotes of this webinar series are the following:

- *“Only time will tell whether the new normal that COVID-19 is leading the world will be better or worse.”* – Dr. Cielito Habito
- *“We have done Bayanihan in the Philippines, not only the government but also the private sector. I believe there is hope. I believe we can bounce forward. We just need to put the health situation first. We need to ensure the mindset of the people. Behavior is also the one pushing the economy.”* – Ms. Ida Tiongson
- *“MSMEs are one of the backbones of our economy. We have over 5000 MSMEs in the portfolio and about 40 billion [peso] plans. What we recognize on what they*

are doing right now, they must be able to look at their business models. This will be consistent still in the new normal. It is important that even businesses examine their existing business models so that we can move forward even after this pandemic.” – Mr. Liduvino Geron

- *“Instead of focusing on resilience building, put more emphasis and importance on vulnerability reduction. The notion of resilience seeks to maintain structures that create vulnerability and risks. Although resilience is about capacity to cope with risks, it ignores systems that create risks and force people to adapt despite the system.”*
– Ms. Chiqui Escareal-Go
- *“It is not about technology but the mindset on what will produce the best value. You must adapt a learning and growth mindset. The rate of change is fast so those who can learn fast will thrive.”* – Mr. Bon Moya
- *“Digital Transformation is like swimming. You cannot only read it. You need to jump in order to learn.”*
– Dr. Donald Patrick Lim

The first part of webinar series on “Finance Business Restructuring During and After a Crisis” had keynote presentations and panel discussions with Dr. Cielito Habito (former Director-General, NEDA & Chairman, Brain Trust, Inc.), Mr. Eugene Acevedo (Chief Executive Officer, Rizal Commercial Banking Corporation), Mr. Paul Lazaro (Senior Vice President, Development Bank of the Philippines), Mr. Tomas “Mitch” Gomez IV (President and Chief Executive Officer, GM Bank of Luzon, Inc.) and Ms. Imelda Tiongson, (CEO of Opal Ventures and ICD Trustee). This webinar event, moderated by Ms. Sherisa Nuesa (President of ALFM Funds Group and ICD Trustee), discussed the impacts of COVID-19 and its innovative solutions in the banking industry and companies. 278 participants attended this webinar with an overall evaluation rating of 93%.

For the second part of the webinar series on “Building Business Resilience in the Corporate Strategy”, it was attended by 278 participants gathering a total evaluation rating of 92.66%. Speaker Dr. Donald Patrick Lim (Chief Innovation Officer, Udenna Corporation), Panelists Mr. Rex C. Drilon II (Chairman, Institute of Corporate Directors) and Ms. Chiqui Escareal-Go (CEO and Chief Behavioral Strategist, Mansmith and Fielders), and Moderator Mr. Carlos Jose Gatmaitan (Professor, Ateneo Graduate School of Business) explored the topics on fundamental strategic shifts for business survival, balanced scorecard for rethinking strategy, best examples of business models in the COVID-19 era.

The last part of the webinar series focused on the “Digital Transformation – Necessary in the New Normal” with Digital Transformation Experts and ICD Teaching Fellows Mr. Richard “Bon” Moya, Ms. Ida Tiongson, Dr. Donald Patrick Lim and Moderator Mr. Mitch Gomez. This webinar has the biggest number of participants (total of 302) and

an overall rating of 94.92%. Furthermore, this webinar highlighted the Board role on Digital Transformation conversation, the right mindset and culture for digital transformation, and preparedness level of a company for the digital transformation journey.

“Pilipinas: Aspire, Rise, Sustain” – Businesses as a Key Driver for Sustainable Value Creation

The Philippines is one of the most vulnerable countries in terms of disaster risks caused by climate change. In addition to the climate risks, the COVID-19 pandemic led to our country’s economic recession and the crisis in the health care system. To cope with the changed and demanding business conditions referred to as the “new normal”, and the ongoing and intensifying effects of climate change, companies should incorporate sustainable development in their strategies and policies. Rather than being limited to just their stakeholders, shared value creation must contribute to the greater good and encompass the entire society. With the main objective to discuss sustainability, ICD in partnership with The Climate Reality Project and Institute for Climate and Sustainable Cities (ICSC) organized a three-part webinar series titled as “Pilipinas: Aspire, Rise, Sustain” held on October 21 & 29 and November 05, 2020.

2015 is a historic year in sustainability because of the Paris Agreement signing among many countries. Governments and the business sector recognize climate change should be a common concern for all humankind. The Paris Agreement targets to limit 1.5 degrees Celsius global warming as a result of greenhouse gas emissions. It is an urgent need for all countries, especially the developed ones that contributed the most to greenhouse gas emissions, to submit Nationally Determined Contributions (NDC) that will dedicate further ambitious mitigation targets. To explain more about this sustainability target and learn how the private sector can collaborate, ICD invited The Climate Reality Project Chief Executive Officer Mr. Ken Berlin, The Climate Reality Project Philippines Brand Manager Ms. Nazrin Castro, Climate Change Commissioner Atty. Rachel Anne Sibugan-Herrera, PH Lab Chief Planetary Doctor Dr. Ramon Lorenzo Luis Guinto, and UP School of Economics Dr. Toby Melissa Monsod for the topic “The Nexus of Climate Change and Sustainable Development” moderated by ICD Teaching Fellow and Trustee Atty. Pete Maniego Jr. The Climate Reality Project CEO Ken Berlin recognized the critical role of the corporate Boards, *“Change is always difficult for an organization. But the new environment that arrives in a post-COVID-19 world and a world that needs to adapt to climate change will enable [board of] directors to re-examine the purpose and goals of their organizations.*

You have the opportunity to recognize that harnessing the power of your business and the private enterprise can be a powerful tool to tackle problems like the climate crisis, make a profit, and perhaps drive broader, needed systemic changes." This webinar further recommended plans to the private sector on how to implement ambitious climate actions for meeting the SDGs while factoring the impacts of COVID-19 in finances, operations, and commerce. A total of 94 participants attended this webinar event.

Recognizing the Philippines' vulnerability to the rapid effects of the changing climate, the Bangko Sentral ng Pilipinas (BSP) signed the Sustainable Finance Policy Framework acknowledging that "physical and transition risks arising from climate change could result in significant societal, economic and financial risks affecting the banks and their stakeholders." This framework similarly incorporates green finance for climate change adaptation and mitigation projects in its definition of sustainable finance. The second installment of this webinar series titled as "Integrating Climate Risks in Corporate Strategy" invited BSP Governor Dr. Benjamin Diokno, Deputy Speaker and Representative of Lone District of Antique Loren Legarda, Convergence Blended Finance Managing Director for Asia Pacific Mr. Robert van Zwieten, and Institute for Climate and Sustainable Cities (ICSC) Executive Director Mr. Renato Redentor Constantino for the banks and other companies further understanding of climate risks and its impacts and how to integrate the BSP Framework through sustainability principles, corporate governance, and risk management. BSP Governor Diokno called for urgency to fight climate change, *"Clearly, we can no longer afford to ignore climate change or sustainability issues as a governance priority. By deciding to finance sustainable projects, you create more value for the company stakeholders, while preserving the environment and humanity. Let us not put this once-in-a-lifetime crisis to waste. Let us learn from it and build a climate resilient green and sustainable economy."* This webinar was attended by 110 participants.

For the last installment of the webinar series, the webinar topic is "Cultivating Business Impact through Sustainability Reporting" held on 05 November 2020. Under the Securities and Exchange Commission's Memorandum Circular No. 4, Series of 2019, corporations are mandated to submit and comply with a Sustainability Report. This initiative is driven by SEC's goal of raising awareness on sustainability reporting among corporations through a public disclosure of their significant economic, environmental and social impacts in accordance with globally accepted standards by the Global Reporting Initiative (GRI). ICD invited Global Reporting Initiative (GRI) Southeast Asia Managing Director Dr. Allinnettes Go Adique, Ayala Land Vice President Mr. Manuel Blas II, Securities and Exchanges Commission Commissioner Atty. Kelvin Lester Lee, and also ICD Teaching Fellows and Trustees Atty. Pete Maniego and Atty. Teddy Kalaw to feature regulatory updates on the

Sustainability Reporting Guidelines, better communication of impact on sustainability topics like climate change and governance, and best practices of sustainability reporting. Atty. Teddy Kalaw, who is the First Filipino GRI Certified Sustainability Professional, shared his piece of advice, *"Focus not just on the positive, you also have to highlight where you need to improve. That's what will make your [sustainability] report truly credible. There are three business cases for sustainability – when you focus it on enterprise risk management that is situational; when you make it part of your strategy that is proactive; or when you make it your business model. You can do your sustainability strategy based on your business case for it."* Moreover, SEC Commissioner Kelvin Lee emphasized that *"Sustainability Reporting matters because there is substantial investor interest in sustainable companies, investments, bonds, businesses. By mandating sustainability reporting, we are encouraging companies to engage in and disclose their sustainable business practices. This will then lead to investor interest in those companies. Sustainability Reporting will be good for the company, for the investor, and ultimately, for the world because now, more companies are practicing sustainability."* A total of 96 participants attended this webinar event.

With the main objective of assisting businesses cope with the changed and demanding business conditions referred to as the "new normal" and the ongoing and intensifying effects of climate change by incorporating sustainable development in their strategies and policies, the three-part webinar series "Pilipinas: Aspire, Rise, Sustain" held on October 21 & 29 and November 05, 2020 was attended by a total of 300 participants and received good rating of 88.29%. The encouraging feedback from the attendees motivated ICD to continue organizing a sustainability-focused webinar in 2021. Some of the feedbacks are *"Climate Change webinar initiated by ICD is an eye opener for all of us to think and create action plans for the future", "I really like this session about the impact on sustainability reporting (SR). The webinar is complete. From the framework used in Global Reporting Initiative (GRI), navigating through SR, case study of a best practice, and the position of the Philippine government and SEC in integrating SR in corporate disclosure"*.

We will continue to remind every Board and every individual's role in fighting this climate change and assist companies and organization in its strategy through our advocacy for corporate governance and sustainability. With our forging partnerships with different stakeholders, ICD will keep on creating value to the society.

Strategy Execution Pathway Goes Virtual

The unexpected disruption brought about by the pandemic in 2020 has turned out to be an unexpected catalyst for digital transformation for many businesses. Just like any company, ICD was also heavily impacted by the changes forced by the pandemic. As an institution championing corporate governance in the Philippines, it has been highly engaged in the traditional delivery of face-to-face programs and services to its various participants and corporate clients. Unquestionably, the pandemic was a game changer for ICD. It has caused a big challenge into the operations of the institution but at the same time, it positively led ICD to transition digitally.

Strategy Execution Pathway or “StEP” was one of ICD’s many programs that were traditionally delivered pre-pandemic. Before the government-imposed lockdown that pushed for ICD’s digital transition, StEP was conducted to various corporate clients through the form of Corporate Board Retreats and Strategy Planning Sessions. In fact, ICD’s Board Services Team was conducting a Strategy Planning Session in Batangas few days before the lockdown announcement of President Duterte. March 2020 marked the last StEP intervention conducted by ICD before the strict quarantines imposed by the government.

With the pandemic posing major threats during the first quarter of 2020, ICD ably and successfully transformed StEP to virtually cater to the needs of its corporate clients. The challenges caused by the pandemic to various businesses heightened their need to strategically plan and address the crisis with agility. With StEP as a service providing tools for systematic strategy execution, ICD saw this as an opportunity to continue assisting companies amidst lockdown. Certainly, the pandemic did not stop ICD in offering programs that will heighten corporate governance and strategy management for businesses.

In the middle of the pandemic, StEP was successfully offered to the Fintech Philippines Association that gathered all their Trustees to plan for the organization’s strategic goals and direction. With ICD Chairman Rex C. Drilon II, ICD Trustee Ricky Jacinto, and ICD Member Nick Fontanilla conducting the virtual Corporate Board Retreat of Fintech Philippines Association, the participants were very satisfied with the alignment and outputs formed during the sessions despite the remote limitations. The organization’s Co-Founder, Mr. Jove Tapiador, expressed his gratitude to ICD with the statement: *“ICD has masterfully executed a Board-level strategic planning session in the most trying times during a pandemic. Noteworthy that it is the first virtual strategic planning session done by ICD --- and with no less than the Fintech Philippines Association as the partner!”* ICD is glad to offer StEP and add value to the strategic plans of Fintech Philippines Association.

Likewise, another client particularly the Armed Forces & Police Mutual Benefit Association, Inc. (AFPMBAI) also engaged to conduct a virtual strategy planning session for its Board of Trustees and Senior Management. With an end goal of assisting AFPMBAI in revisiting their strategy, ICD Chairman Rex C. Drilon II and Mr. Tomas “Mitch” Gomez IV, expertly delivered the virtual sessions and workshops.

ICD, through the Strategy Execution Pathway, hopes to be able to add value to more companies in the years to come. By further enhancing the virtual delivery of its programs and by coming up with more interactive and engaging tools during virtual sessions, ICD is positive that remote learning will benefit its corporate clients to have more enhanced strategy design and systematic execution in their respective organizations.

The SBS Philippines Corporation's Corporate Governance Journey

Since its foundation, ICD has been true to its mission of promoting and championing corporate governance in the corporate sector. This is why over the years; ICD was able to form various partnerships with different Philippine companies by expertly and effectively providing them with programs and services that address their corporate governance needs.

One of the companies that was able to build continuous partnership with ICD in their corporate governance journey was SBS Philippines Corporation. The company, formerly known as "Syteneco Philippines Corporation", was founded by Mr. Necisto U. Syteneco. As a chemical distributor business that expanded and grew throughout the years, it decided to list its shares on the Philippine Stock Exchange in 2015. With an even more growing business, SBS Philippines Corporation needed to establish and institutionalize corporate governance best practices.

Having the need to formalize corporate governance in the company, SBS Philippines Corporation has sought for the joint Corporate Governance Assessment conducted by ICD, in partnership with the International Finance Corporation (IFC), in the year 2017 to 2018. The intensive assessment resulted to a set of recommendations aimed to assist the company in its corporate governance practices. As a testament to the success of the assessment, SBS Philippines Corporation received One Golden Arrow recognition in the 2018 ASEAN Corporate Governance Scorecard (ACGS). This recognition demonstrates the significant improvement that SBS Philippines Corporation has shown in terms of their corporate governance performance.

To consistently raise the bar of corporate governance standards in the company, SBS Philippines has continuously addressed developments in their organization. The company has taken a lot of necessary steps to heighten their corporate governance such as improving their annual reports and disclosures, consistently updating its corporate website, aligning their company policies to the best practices of the ASEAN Corporate Governance Scorecard (ACGS), and many more.

As a result of SBS Philippines Corporation's hard work and strong commitment to corporate governance, they successfully increase their rating to a Two Golden Arrow Recognition from the 2019 ASEAN Corporate Governance Scorecard (ACGS). SBS Philippines Corporation continues to be optimistic in strengthening corporate governance system and further institutionalizing it more in their organization. It is no doubt that they will go a long way in their corporate governance journey.

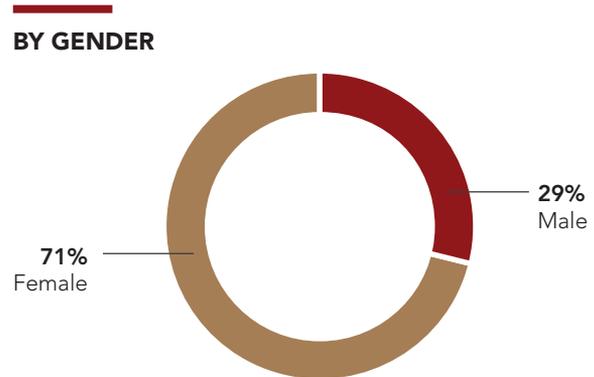
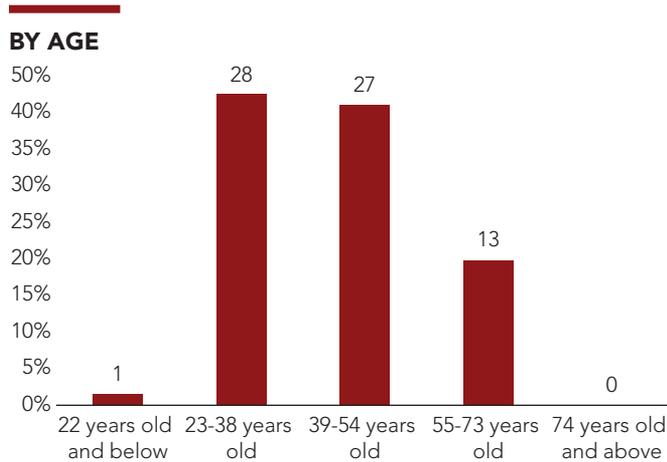
In 2020, SBS Philippines Corporation has once again commissioned ICD to conduct their second Corporate Governance Assessment after three years. Their 2020 assessment has engaged a team composed of ICD Chairman Rex C. Drilon II and ICD Fellow Catherine Hufana-Ang, together with ICD Board Services Director Marose Anatalio and Team Lead Bea Bague. With a comprehensive assessment providing SBS Philippines Corporation with a CG Health Check, In-Depth Diagnostics, and CG Roadmap Recommendation, ICD is all in for its support and commitment in guiding SBS towards uplifting corporate governance.

ICD is grateful for having been given the chance to engage on a Corporate Governance Assessment to the SBS Philippines Corporation. With a hope that more companies become Champions of Corporate Governance such as the SBS Philippines Corporation, ICD will continue to add value through its quality and competent consulting services.

Thought Bubbles During the Pandemic

Due to the challenges and restrictions brought by the enhanced community quarantine, a short survey was designed to gauge experiences of the business community during the pandemic, as well as their aspirations and fears.

There were 69 respondents with the following demographics:



30% of the respondents mentioned that their lifestyle, personal financial stability, and professional development were affected:

“I’ve been working from home ever since and it has affected my work-life balance greatly. All our floorball trainings and national league games have been cancelled since March, so I haven’t played my sport for months now. I also haven’t seen anyone else I know since the lockdown except for my housemates who I’ve been stuck 24/7 with since.”

“COVID-19 has tested my organization’s resilience in managing operational risk so by the end of this pandemic, it would either make or break my future as Operational Risk Management Unit Head.”

“The experience moved us to revisit our processes to ensure that we are able to perform our functions effectively despite working from home.”

“Currently on a WFH arrangement. But it will be difficult with kids at home, especially as schools are gearing towards distance learning/online learning which requires more parent involvement.”

“Work from home pose more challenges than I can imagine.”

“It has affected financial insights. Realize that in these times, you need your savings and to buy only essential things.”

“It has a great impact on our day to day living and the challenges of “New Normal”

“This pandemic brought a great challenge to my future in terms of my career, self-development, and personal plans. There were plenty of opportunities that I had to postpone which could have made a huge impact to my life.”

“I sold out of the firm I founded in December and was expecting to join two Philippine boards in January - that of course was delayed and I have been unable to attend meetings in person which makes it hard. Other than that delay, and the fact all the companies I am on the Board on are losing money, no other change. I do miss travelling though. (I live in Hong Kong).”

“My role as acting head of CorPlan has become more clearer with our WFH arrangement. I’m at a cross-road now if I should apply for the position or opt to go back to my previous sector, Marketing and Promotions.”

“This pandemic makes us worried on how safe are we when we got out of our homes and resume work. Work life in the office will have to be conducted with extra care and precautions. We have to consider home schooling our kids. No local and foreign travels for now until there’s cure or vaccine.”

“To be very conscious in the possibility of virus transfer (to myself or to others); to be physically fit; to be always spiritually right with God.”

“With the global health crisis and economic crisis looming, there are a lot of uncertainties. Before COVID-19, we are very much confident for setting aside educational funds for our kids. Now, I am not sure if we would be able to get our investment from the insurance company after this is all over.”

“Everything has become uncertain. Any future plans have been put on hold. There are also financial uncertainties”

25% of the respondents shared their views on the uncertainties of the future and the risks it may bring:

“Even though I am in a stable job because I work for the government, there are still uncertainties in pursuing this work due to the poor systems that are being implemented in the office prior to COVID-19. I am still not sure if these systems will still be in effect now that we have a pandemic. Sometimes I want to quit my job but given the situation that we have now, I guess I may have to remain in this job until everything returns back to normal.”

“There’s a little uncertainty on how things will be after the pandemic, but I believe my company is secure enough to withstand this.”

“COVID-19 has affected my views of the future since everything in my life had a 360-degree turn. I feel worrisome for the future of my son, and my family. Can we survive this pandemic? Are we safe? How long can we last?”

“There are more uncertainties now than ever.”

“I became anxious about my future in the workplace and how will I live my life in this kind of situation. However, it gave me more time to reflect on certain areas of our school, to plan with the owners and to do a lot of brainstorming with the key persons. In my personal life, I had more time with the spiritual dimension.”

“It disrupted my momentum at work. Progress or development of skills, outputs generated seem to be insignificant thereby affecting chances of getting promoted. It seems like I am back to zero. Second, it also disrupted my academic endeavor. Third, it has add up to my stress as I live with immunocompromised and bedridden family member.”

“COVID-19 affected my future like you’re in a room with peach black environment, like walking that you might hitting something hard as you walk forward or walking in circles without knowing it. The term is “undetermined”.”

17% of the respondents mentioned the importance of online and digital innovations:

“It has made me more “techie”, more meditative, more “trustful” of online banking, and more dependent on Grab etc.”

“It made me quickly adopt to a work from home arrangement and transition to use of multiple digital platforms available.”

“The “new normal” has created so many new challenges and need for innovation.”

“It forced us to try non-conventional work arrangements and made us regulators think of ways to manage risks in the financial system that originated from non-financial factors.”

“It is really challenging on our part as teacher because we need to use new styles and strategies using online platforms in terms of teaching students. It is very difficult to adjust situation from face to face then now due to covid 19 we are starting to embrace new normal platforms. In education, we want the safety of our learners therefore we need to take actions on how to help our learners. Our department launches DepEd Common and other Online platforms to cater the needs of our learners but still the most ideal is the classroom setting.”

Others highlighted their experiences related to their companies’ branding and strategy, and their concerns regarding customer relations and service improvement.

“Requires us to pivot our strategy.”

“Refocused goals and objectives.”

“Unless a vaccine/medicine is found, personal hygiene and sanitation including mask wearing and social distancing is a must. We still have to innovate on our products that will be aligned to our new normal life.”

“It stalled our Company’s ability to effectively service our existing clientele.”

The following were the challenges and fears that were mentioned during the pandemic: (1) country's economic decline, (2) health implications of the virus, (3) unemployment and hunger, (4) government and policy development, and (5) survival of businesses.

Finally, respondents shared their aspirations and opportunities that came about due to the crisis:

“We can all succeed in fighting this COVID-19 and we can learn a lot from this pandemic crisis and use these learnings to change our way of life.”

“We should always love challenges. This is a new challenge to all of us on how to cope COVID-19. For sure we can look for things that will improve our situations and at the same time be cautious/prepare to defend ourselves from COVID-19.”

“Looking forward to have a vaccine & recover the state of economy.”

“I aspire to survive this pandemic though the fear of the unknown has given more anxiety in me.”

“I hope that the crisis will not be wasted, that people and companies will use it as a launch pad for doing good in the world; I fear that people will just go back to old ways after a short while.”

“I'm contemplating how we can smoothly transition to the 'New Normal'. COVID-19 is a nightmare that took everyone by storm and as a result, majority of the companies, institutions, households, etc. are going through moderate to serious financial downturn or even mourning over a death of a love one. I hope that once this pandemic and crisis is over, we will still be able to continuously keep our head above water, faithful and even more motivated to pursue whatever we put our minds into.”

“I look forward seeing our school thrive in this pandemic scenario though fears are inevitable at the moment. With the light to be given by our Lord Almighty, the school system will eventually rise and flourish if not too soon, in the near future.”

“To get our kids to learn from school even in a different way than the usual classroom settings.”

“I hope we can all weather this pandemic.”

“Filipinos are very resilient, and we can overcome this.”

Thought Bubbles of Twentysomethings (Millennials & Gen-Zs)

By: **Mr. Leonardo Jose M. Berba**, Chief Executive Officer, Institute of Corporate Directors

One late afternoon, we decided to play a “social experiment.” We gathered the employees of ICD & ISA present who were 28 years or younger, the twenty-somethings. Twenty employees, about 10 from each group, gathered in the Training Room. We asked them to react to a purposely intriguing statement by writing up an email response of at least 50 words, but no more than 100 words. The only requirement – that they be as honest as possible.

The statement they were to react to is as follows:

“This generation is a generation of entitled, job switching, directionless cry-babies.”

As they read what was written on the white board, you could feel the energy levels rise in the room. Their eyes widened in disbelief of what they had just read, as they all tried to maintain polite and respectful smiles. It was a statement they had all personally encountered in some shape or form in the past. Mumbblings and whispers were heard as some started to nudge and kick one another from under the table. When we dismissed them from the room, 12 out of the 20 who were present responded.

Their responses were nothing short of amazing:

“This generation has learned to choose and make wise decisions for upholding their morals and beliefs, considering their mental and emotional state.”

“Millennials are dealing with the Great Recession by delaying expensive adulthood markers and looking for side hustles. Baby Boomers had a good economic start after World War II but are now facing challenges funding their retirements.”

“We wish to be more financially independent or we seek a better return of our parents’ investment in our years of study. Our actions may not be motivated by selfish interests but by reasons greater than ourselves and should therefore be seen in that light.”

“We complain and cry but it just shows that we care, not just for ourselves but for others who are affected by the same circumstances we’re in (cos we want to see some changes). As a result, we are indirectly providing solutions to some of the most common issues today, which tends to urge the older generation to listen, understand and help us act towards those concerns.”

“Our generation as people who are mindful of their rights, multi-talented, like to think twice or more before being sure and know how to express what they feel.”

“The market has become competitive and we are just trying to stand out or be remembered. A lot of factors affect our decisions which therefore limits our choices. We tend to weigh the pros and cons of the options available to us in order to get the best possible outcome from it.”

“We know what are goals are and we don't settle for a job that harms our mental health. We thrive in environments that will nurture and help us grow into our fullest potential. More on the salary, we look at the company culture and how the management cares for its employees. The most important thing for us is being valued and appreciated despite being young and maybe at the lowest rank of the company hierarchy.”

“We refuse to settle in our jobs, lifestyle, relationships etc. because now, more than ever, we are well aware of our liberty and freedom to choose whatever path to take in our lives. We are not afraid to exercise this right and to draw the line especially when people try to dictate how we should live our own lives.”

“We have zero tolerance on injustice. If this is what it means to be a crybaby then I would gladly be called as one as I'd rather be noisy and make people uncomfortable than remain tight-lipped and endure the consequences of an unjust system.”

“Being able to take complete ownership of our decisions and actions shouldn't be mistaken as entitlement. Rather, it should be seen as an act of bravery because we, gen z, #Takenoshit.”

Reading through these responses, I smile. These are just a few responses of the generation that now composes perhaps 80% of our organization, perhaps, 60% of the entire workforce and the market we now serve! The responses are consistent. Similar. Related. When pushed and taunted – they push back. They remind me of someone some years back, some decades ago. Defiant. Proud. Determined. Searching.

We were once twentysomething! We, too, didn't we want to change the world our parents left us with? What are they really telling us? Maybe we should let them finish the work we were not able to complete?

Reading through these responses, one more time, I smile.

“This generation is the fruit and labor of the Boomers and Gen X, however, the foremost critics are likewise coming from the older generation. Its critics overlooked the reality they are encountering; in which, this generation is the outcome of their parenting and guidance during the childhood and teenage development years. We cannot blame this generation but, parenting must be evaluated and prioritized nowadays.”

“It only knows what they want and would not settle for things that do not stimulate growth, critical thinking and change.”

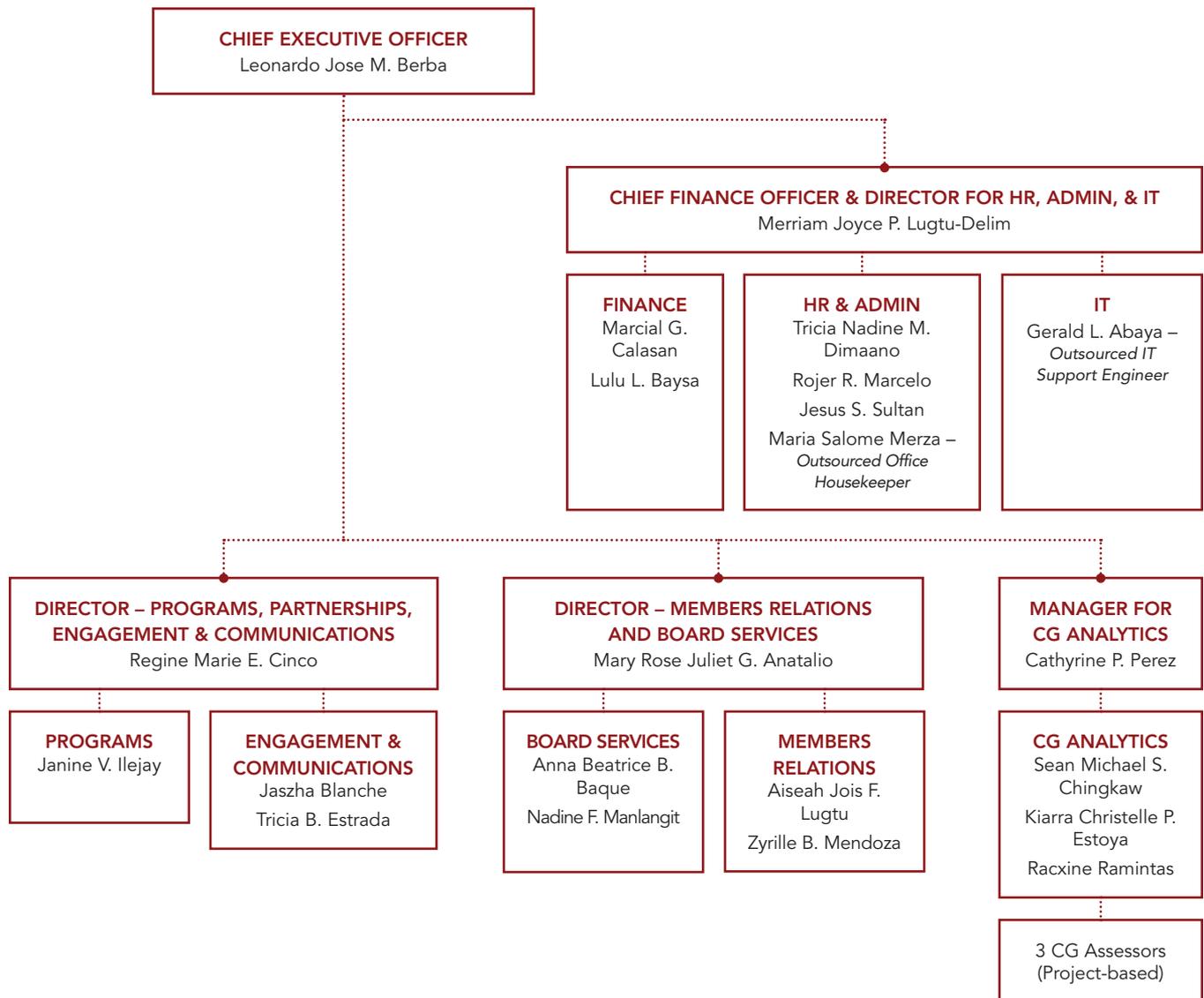
“This generation is becoming more flexible in terms of learning outside-the-box, and socially inclusive considering how social media platforms bring ease in connecting each others' ideas. As a result, people in this generation are free of learning new things in their own control. If they are not happy with the process, they tend to leave.”

“Generation Z and Millennials are entering and taking over a big percentage of today's workforce. This is creating changes in the workplace because their set of qualities and how they behave differ from the expectations of the generations before them.”

At the Heart of the Organization

Human Resources, Admin Services, and IT Department

ORGANIZATIONAL STRUCTURE



Trainings Attended by Employees

This is one of the benefits of the employees which was temporarily put on-hold due to the implementation of the survival plan of the company. Though we have no

paid trainings in 2020, we still encouraged our employees to attend as many trainings as possible via online which were offered free of charge by various companies. We recommended a lot of free webinars to the employees especially related to Covid-19, mental and emotional issues being faced by an individual during this time of pandemic.

Employee Engagement Activities

The Human Resources and Admin Department in participation with all ICD Team facilitates in organizing the following activities within 2020 despite the global pandemic which forced all companies to implement a WORK FROM HOME (WFH) basis after the declaration of lockdown by the government last 15 March 2020: Townhall Meetings, Out-of-the-Cube discussions and, Birthday Celebrations. The much-anticipated team building and summer outing and other external activities were put on hold due to implementation of the lockdown and survival plan of the company.

Below are the highlights of activities that occurred in 2020.

I. Townhall Meetings and Out-of-the-Cube Discussions



Our new Chief Executive Officer Mr. Leonardo Jose M. Berba facilitated the 1st Townhall meeting of ICD. 14 January 2020



Mr. Roberto Bascon of CGA Team together with our new CEO Mr. Leonardo Jose M. Berba conducted the 1st OTC in 2020 with Aikido: Introduction to the Way of Harmony in relation to the Physical facet of Dr. Jesus P. Estanislao's framework of PerGS. 04 February 2020





Ms. Marose Anatalio of Board Services introduced the Toastmasters Club of ICD and orient the employees in relation to the Professional facet of Dr. Jesus P. Estanislao's framework of PerGS. 2 March 2020

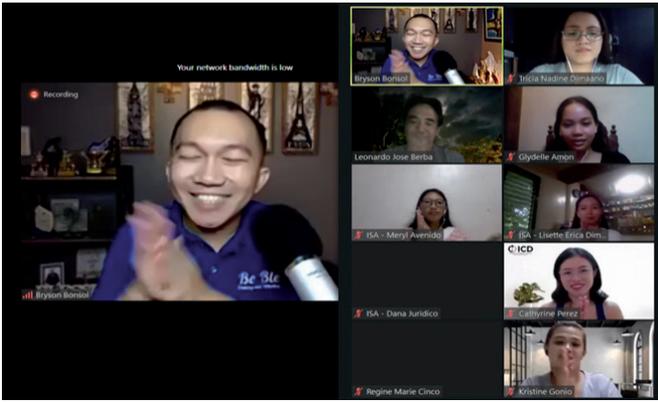


Introduction to the new ICD Board of Trustees 26 June 2020, Zoom Meeting



Townhall Meeting with Dr. Jesus P. Estanislao 22 September 2020, Zoom Meeting
Dr. Jess, together with Chair Rex and Chair Popoy - shared an inspirational talk and insights of ICD and ISA Team on moving forward amid these trying times in our country.





Laughter Yoga with Mr. Bryson Bonsol
16 October 2020, Zoom Meeting

Mr. Bryson shared the benefits of a stress-buster and a unique exercise routine through a Laughter Yoga session.

II. Birthday Celebrations and Recognition of 5S Winners

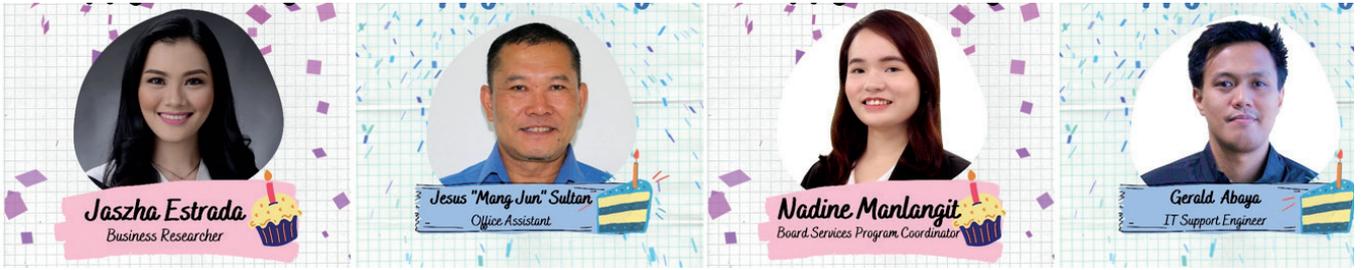
Q1 2020 Celebrants



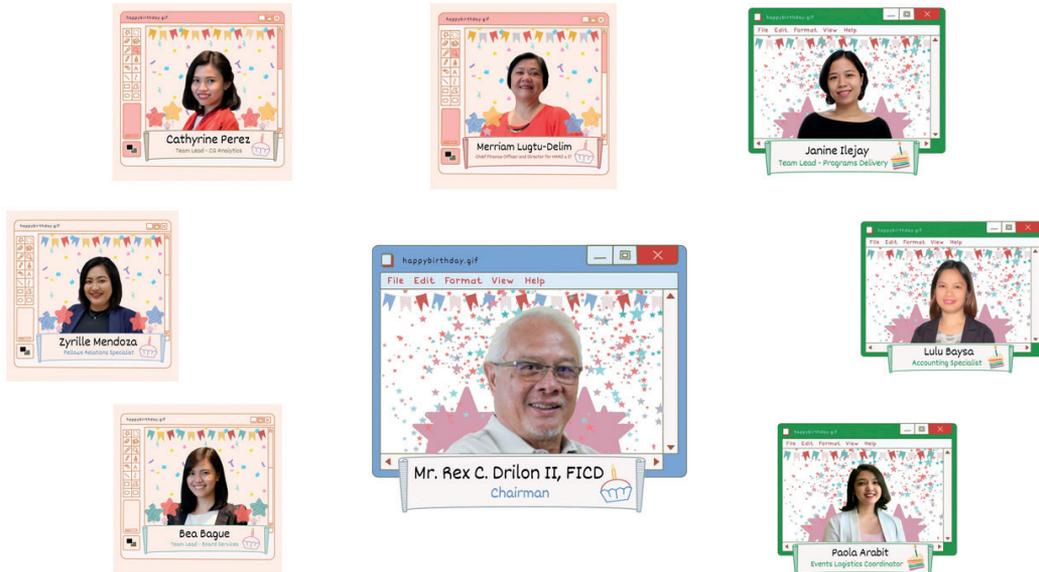
Q2 2020 Celebrants



Q3 2020 Celebrants



Q4 2020 Celebrants



III. Other Activities

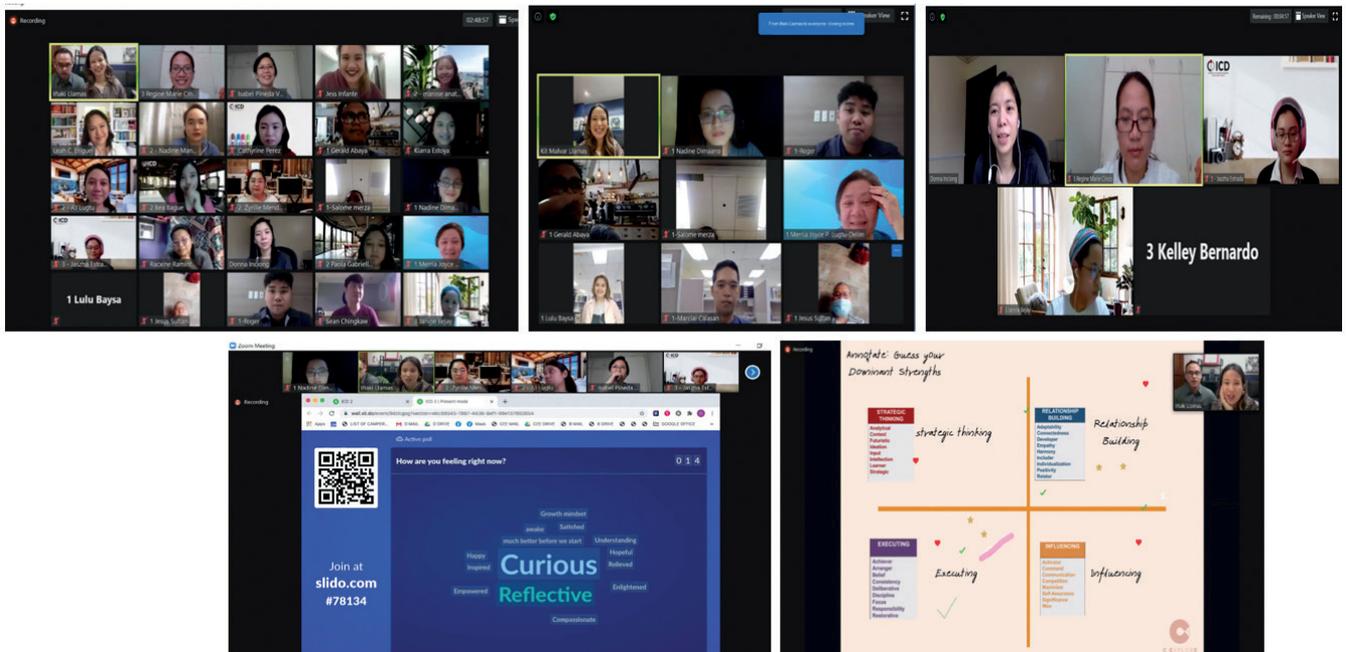
1. Dr. Jesus P. Estanislao's declaration of the Feast of Our Lady of Good Governance every 14th of February



2. CEG Webinar on Mindfulness: Mental Health & Work-life Balance During the Pandemic: Speaker: Dra. Jannel Gatlabayn-Cleto, 22 July 2020, via Zoom



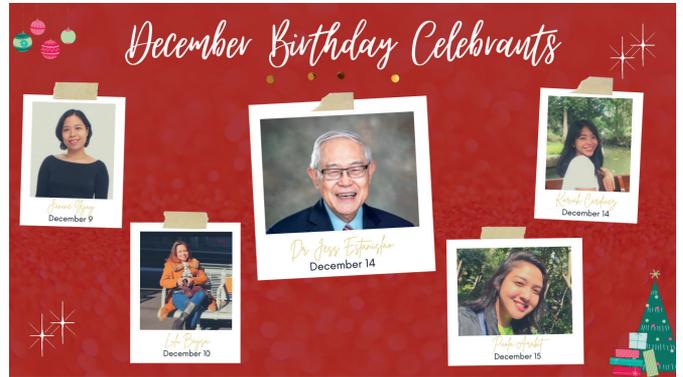
3. 1st virtual Team Building in cooperation with C-Explore, 26 August 2020



4. 1st virtual Christmas Party, December birthday celebration and Awarding of Service Awardees



Attendees from the ICD/ISA (Office)



December celebrants



Special number from the newbies and Chair Rex C. Drilon II





The joint Christmas celebration of Institute of Corporate Directors, Inc. (ICD) and Institute for Solidarity in Asia, Inc. (ISA) was held simultaneously in Makati Office and virtually via zoom last December 14, 2020. The program started with a mass followed by a short message from Dr. Jess. Birthday celebrants for the month of December blew the candles on their cake as everyone sang a *Happy Birthday* song. As a CEG custom, all newly hired employees for the year will perform during this event and both ICD and ISA newbies gave their best performances which brought joy and happiness to the audience. ICD Chairman, Mr. Rex Drilon also rendered a song while playing the guitar. Our very own Pao Arabit from the PPE Department rendered several Christmas songs. Most of the Trustees of ICD and ISA were also present virtually and even participated in the games. When time to eat, those in the office gathered and fell in

line to grab their food while those who joined virtually also grab their own foods from their respective homes.

Here comes the most exciting part – games and raffle prizes for everyone! Special thanks to all the ICD speakers/facilitators who contributed in the “pass the hat for employees of ICD” initiated by Trustee Ricky Jacinto aimed to help the employees ease the burden during this crisis brought about by Covid-19 pandemic. We collected a total of Php169,500 and divided it equally to all ICD employees. From the bottom of our hearts, *maraming, maraming Salamat po!*

The celebration ended with taking of pictures and greeting everyone a Merry Christmas and a happy New Year!

Other Activities:

Finance, Human Resources, Admin Services & IT

Modernization of the Elevators at the Trident Tower

Finally, all passenger elevator numbers 1 to 4 were completed and fully operational since 18 September 2020.

Automation of Internal Processes

The following backroom processes were launched:

1. Created Google forms for the on-line processing of pre-employment application:
 - ICD Application Form
 - ICD Pre-employment Test
 - ICD Personality Test: Essay
2. Created Google Forms for Internal Surveys to immediately address issues arising from the Covid-19 pandemic such as:
 - Created Health Checklist for ICD/ISA employees, outsourced staff (online form), and visitors

- Created online assessment survey on employees' observation within respective communities
- Provided Post-COVID 19 ECQ: Return-to-Workplace protocols for ICD employees
- Weekly Personal Health Checklist Survey results for employees on flexible working arrangements (WFH and Reporting to Workplace)

IT Initiatives

1. Replacement of access point, switch, and firewall; re-configuration of IT systems; and exposure of ERP through the internet – 15 June 2020
2. Upgraded the latest patch of operating system (OS) – Ubuntu – to improve the stability of software – 21 Oct 2020

Other Initiatives

1. Purchased of face masks; face shields; PPEs for cleaners, and other disinfecting solutions
2. Distributed Vitamins C to all employees prior to lockdown since there's no available face masks during that time

ICD MEMBERSHIP MATRIX

<p>To remain in good standing, every member is required to pay the annual membership dues depending on category (except Life and Honorary Fellows).</p> <p>Endorsement by Fellows Committee and confirmation by the Board</p>	<p>(FICD) HONORARY FELLOW</p>	<ul style="list-style-type: none"> • Distinguished personality; • Has provided significant contributions to corporate governance advocacy; • Invitation by the Fellows Committee after conducting appropriate due diligence; & • Bestowed and approved by the Board 	<p>CORPORATE MEMBERSHIP</p> <ul style="list-style-type: none"> • Corporate member packages for 3 or more representatives; • Representatives are board directors or C-level executives, subject the applicable approval process prescribed by the Fellows Committee; and • Corporate representatives may subsequently apply as individual members
	<p>(FICD) LIFE FELLOW</p>	<ul style="list-style-type: none"> • Regular member in good standing for twenty (20) consecutive years, with at least ten (10) consecutive years as Fellow; or • Fellow who has served 3 consecutive terms or 9 consecutive years as Trustee; or • Fellow who meets other qualifications and accomplishments as may be approved by ICD Board, & • Endorsed by the Fellows Committee & approved by the Board 	<p>NGO / SE MEMBER</p> <ul style="list-style-type: none"> • Similar to corporate membership with socialized fees as recommended by Fellows Committees
	<p>(FICD) FELLOW</p>	<ul style="list-style-type: none"> • Completed the CGOP & PDF, or the equivalent of forty (40) hours of accredited ICD courses; • Has a minimum of two (2) years relevant Board directorship experience; & • Has successfully undergone the applicable approval process. 	
	<p>(MICD) REGULAR MEMBER</p>	<ul style="list-style-type: none"> • By Invitation by <i>bonafide</i> ICD member or application • Has at least five (5) years' relevant experience in any of the following: <ul style="list-style-type: none"> • Board Directorship; • Associate or full professorship in corporate governance in a reputable institution; or • Corporate Governance practice (e.g. Corporate Secretary, Compliance Officer, Chief Risk Officer); & • Successfully undergone the applicable approval process as prescribed by the Fellows Committee. <p>**MICD or Corporate Representative to FICD:</p> <p>Must complete PDP or 40 hours of equivalent ICD courses or equivalent courses offered by foreign ICD counterparts, submit exam and undergo interview, are waived by the Fellows Committee, on highly meritorious cases</p>	
	<p>(GICD) GRADUATE MEMBER</p>	<ul style="list-style-type: none"> • Completed the Corporate Governance Orientation Program (CGOP) and the Professional Directors Program (PDP) or the equivalent of forty (40) hours of ICD courses; and • Successfully undergone the applicable approval process; but • Has not yet acquired the requisite Board directorship experience. <p>*GICD to FICD</p> <p>Upon meeting the relevant board experience requirement, request upgrade by submitting form for elevation to Fellow</p>	
	<p>(AICD) ASSOCIATE MEMBER</p>	<ul style="list-style-type: none"> • At least a college graduate; • Attended a cumulative of eight (8) hours of accredited ICD courses; • Middle manager or higher; • Recommendation from a Graduate Member, Regular Member or Fellow; & • Successfully undergone the applicable approval process, <p>To retain membership:</p> <ul style="list-style-type: none"> • Must attend at least 1 ICD event per year 	

CORPORATE GOVERNANCE GUIDELINES

Charter of the ICD Board of Trustees

1. Statement of Purpose

The Board of Trustees (the "Board") of the INSTITUTE OF CORPORATE DIRECTORS ("ICD") has adopted the following Charter to create a framework that seeks to ensure the effective governance of ICD. The Board intends this framework to be flexible and, subject to any applicable law, the Board may modify this framework based on its experience under it.

The Board is responsible for the stewardship of ICD and for supervising the management of the business and affairs of ICD. Accordingly, the Board acts as the ultimate decision-making body of ICD, except with respect to those matters that must be approved by its members. The Board has the power to delegate its authority and duties to committees of the Board (each a "Committee") or individual members and to senior management as it determines appropriate, subject to any applicable law. At all times, the Board will retain its oversight function and ultimate responsibility for matters that the Board may delegate to Committees, unless specified in the mandate of a given Committee from time to time or as otherwise specifically delegated by the Board to a Committee.

The Board explicitly delegates to senior management responsibility for the day-to-day operations of ICD, including all matters not specifically assigned to the Board or to any Committee. Where the Chairperson of the Board, a Committee or senior management is responsible for making recommendations to the Board, the Board will give due and careful consideration to those recommendations.

The mandate, functions and responsibilities of the Board and its Committees are subject to the provisions of ICD's By-laws and other applicable legislation.

2. Board Mandate

The fundamental duty of the Board is to supervise the management of the activities and affairs of the organization.

The Trustees will perform their duties honestly and in good faith with a view to the best interests of ICD while exercising at least the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and will consider the interests of all

members, employees and other stakeholders of ICD. In fulfilling their roles, Trustees and senior management will apply the principles specified in the *Vision, Mission* and *Values* statement of ICD. In fulfilling its duties, the Board is, among other things, responsible for the following:

- appointing, evaluating, and determining the remuneration of the Chief Executive Officer ("CEO"); on an ongoing basis, satisfying itself that the business of ICD is conducted ethically and with integrity and that the CEO and other senior management inculcate a culture of integrity throughout ICD;
- reviewing and approving from time to time ICD's *Vision, Mission* and *Values*;
- providing input to, reviewing and approving ICD's strategic direction and strategic plan;
- understanding and overseeing the management of the principal risks to ICD's business, including reviewing with the CEO and senior management their assessment of the principal risks to ICD's business (or, in the case of financial risk, receiving reports from the Audit Committee on management's review thereof) and ensuring that appropriate systems to manage these risks are implemented. In the case of financial risk, these functions may be performed by the Audit and Risk Committees;
- reviewing and approving annual budgets;
- monitoring, on a regular basis, performance of ICD (including the CEO and other senior management) against the strategic plan and the annual budget;
- reviewing and approving annual audited financial statements (as recommended by the Audit Committee);
- approving the selection of ICD Fellows made and proposed to the Board and Members; and
- considering, and if thought fit, approving recommendations made to the Board by the Committees.

3. Qualification of Trustees

ICD seeks as Trustees committed individuals who have the highest ethical standards, sound practical commercial judgment and an interest in the long-term best interests of ICD and its members and other stakeholders. Trustees are

selected with nondiscrimination of gender, race, religion, age, professional skill, or other qualifications. With this goal in mind, each year the Board will determine:

- (a) what competencies and skills the Board as a whole should possess (taking into account the particular business of ICD) as will be reflected in the Board Matrix approved by the Board; and
- (b) whether the competencies and skills that the existing Trustees possess meet the requirements set out in the Board Matrix. The Board will make those determinations in sufficient time for the Chairperson, in consultation with the Nomination & Remuneration Committee, to reflect them in the Chairperson’s recommendations for nominees to the Board.

In order to be qualified as a Trustee, an individual must be a Fellow in good standing of ICD at the time of his or her election or appointment as such and throughout his or her term of office.

4. Board Size

The Board will periodically review whether its current size is appropriate. The size of the Board will, in any case, be within the number provided in ICD’s Articles of Incorporation.

Board Committees

2020–2021 ICD Board Committees

ICD Trustees	Executive	Audit	CG	NERC	Fellows	Risk	Total Board Committees
Rex C. Dylon II Chairman/CEG Representative/GNDI Representative	○						1
Sherisa P. Nuesa Vice-Chairman and President/CEG Representative	○						1
Ma. Aurora Geotina-Garcia Treasurer/CEG Representative	○			○ ⁽³⁾	○		3
Benedicta Du-Baladad		○		●			2
Maria Victoria			○		○	○	3
Ricardo Nicanor N. Jacinto		○	○		○	●	4
Tomasa H. Lipana		●				○	2
Pedro H. Maniego, Jr.					●		1
Vaughn F. Montes			○	○			1
Alfredo E. Pascual GNDI Representative – GNDI Policy Committee			○				1
Imelda C. Tiongson			○	○	⁽²⁾	○	3
Cesar L. Villanueva			●		○	○	3
Total Committee Membership	5 ⁽¹⁾	3	6	3	5	5	
Secretariat Marose – Cor Sec Assist	Marose	Merriam	Marose	Marose	Marose	Merriam	

⁽¹⁾ Leonardo Jose M. Berba and Atty. Teodoro Y. Kalaw IV are part of the Executive Committee
 Merriam Joyce P. Lugtu-Delim - Compliance Officer and Data Privacy Officer
 Frank D. Numann - Whistleblowing Officer
 Atty. Teodoro Alejandro Y. Kalaw IV - Corporate Secretary

5. Term Limit for Trustees of the Board

All Trustees are elected at the annual general meeting of members of ICD for a term of three (3) years. Beginning in 2013, the maximum cumulative term of a Trustee shall not exceed nine (9) years.

6. Committees

The Board will have an Executive Committee, Audit Committee, Corporate Governance Committee, Nomination & Remuneration Committee, Fellows Committee, and a Risk Committee, the charters of each will be as established by the Board from time to time. The Board may, from time to time, establish and maintain additional or different committees as it deems necessary or appropriate.

Committees of ICD are established to facilitate the work of the Board. Committees are accountable to the Board, which at all times retains responsibility for the activities and decisions of Committees. Each Committee has its particular oversight responsibilities in relation to ICD but all have common rules of governance and composition, and common operating principles and procedures.

⁽²⁾ Ms. Tiongson begged off from the Fellows Committee on March 16, 2021.

⁽³⁾ Ms. Garcia joined the Nomination, Election and Remuneration Committees (NERC) on March 17, 2021.

● Chair

○ Member

Trustee	Age	Trustee Since	Terms Served	Involvement in ICD - Board Committees	Involvement in ICD (others)
Rex C. Drilon II	74	June 2011, April 2015**	2011-2012; 2012-2013; 2015-2018; 2018-2021	Chairman; Executive Committee; CGNR (2020)	Teaching Faculty; Thought Leadership Committee; StEP Committee; Consulting Group; Board Diversity and Inclusion Committee
Sherisa P. Nuesa	66	May 2012	2012-2013; 2013-2016; 2016-2019; 2019-2021	Vice-Chair, President, Executive Committee; CGNR (2020)	Teaching Faculty; Board Diversity and Inclusion Committee; Thought Leadership Committee
Ma. Aurora D. Geotina-Garcia	68	June 2018	2018-2020; 2020-2023	Treasurer/Center of Excellence in Governance Representative; Executive Committee; Fellows Committee	Board Diversity and Inclusion Committee
Benedicta Du-Balada	59	June 2020	2020-2023	Audit Committee, NERC (2021)	National Governance Committee; Thought Leadership Committee; Young Leaders Group
Maria Victoria C. España	56	June 2020	2020-2023	Fellows Committee; Risk Management Committee; Corporate Governance Committee; NERC(2021)	Teaching Faculty; Membership Committee; Board Diversity and Inclusion Committee
Ricardo Nicanor N. Jacinto	60	June 2019	2019-2022	Audit Committee, CGNR (2020), Corporate Governance Committee, Fellows Committee, Risk Management Committee	Teaching Faculty; Thought Leadership Committee; Technology Governance Committee; StEP Committee; Consulting Group
Tomas H. Lipana	72	June 2018	2018-2021	Audit Committee; Risk Management Committee	
Pedro H. Maniego Jr	71	April 2015	2015-2018; 2018-2021	Fellows Committee	Teaching Faculty; StEP Committee; Consulting Group
Vaughn F. Montes	50	June 2020	2020-2023	Corporate Governance Committee; NERC (2021)	Teaching Faculty; Membership Committee; Thought Leadership Committee; Consulting Group
Alfredo E. Pascual	72	June 2019	2019-2022	Corporate Governance Committee; CGNR (2020)	Thought Leadership Committee; National Governance Committee; Technology Governance Committee; Consulting Group
Imelda C. Tiongson	55	May 2016	2016-2019; 2019-2022	Corporate Governance Committee; CGNR (2020); Fellows Committee (2020-Q1 2021)	Teaching Faculty; Technology Governance Committee; StEP Committee; Consulting Group
Cesar L. Villanueva	65	June 2010, June 2018**	2010; 2018-2021	Corporate Governance Committee; CGNR (2020); Fellows Committee	Teaching Faculty; Consulting Group

** Trustee served not in consecutive terms

CGNR - Corporate Governance, Nomination and Remuneration Committee

NERC - Nomination, Elections and Remuneration Committee

7. Access to Information and Advisors

In carrying out its duties, the Board and each of its Committees will have full access to all of the books, records, facilities and personnel of ICD that are relevant in respect of the duties of the Board or of a particular Committee. In

carrying out its duties, the Board and each Committee (in respect of that Committee's duties) may, from time to time, with the consent of the Chairperson of the Board, retain an outside advisor at the ICD's expense and determine the advisor's fees and other retention terms. Those advisors may include counsel, auditors, and other professionals, as appropriate. Individual Trustees may retain an outside advisor with the approval of the Executive Committee.

8. Board Meetings

Agenda

The Chairperson of the Board, or a designate of the Chairperson, is responsible, in consultation with the CEO, for establishing the agenda for each Board meeting. Each Trustee may suggest items for inclusion on the agenda and may raise at any Board meeting subjects that are not on the meeting agenda.

Frequency of Meetings

The Board will meet as often as the Board considers appropriate to fulfill its duties, but in any event at least once per quarter. The scheduled Board meetings will be held on the last Friday of the month following the end of the quarter. Special meetings may also be called by the Chairperson or when requested by at least three (3) Board Members. The Board also holds a Corporate Board Retreat coinciding with the fourth quarter regular meeting.

Responsibilities of Trustees with Respect to Meetings

Trustees are expected to regularly attend Board meetings and Committee meetings (as applicable) and to review in advance all materials for Board meetings and Committee meetings (as applicable).

Voting at Meetings

At meetings of the Board, each Trustee shall have one vote and all questions and issues raised, and all resolutions to be adopted shall be decided by a majority of votes there being a quorum.

A majority of the number of Trustees as fixed in the articles of incorporation shall constitute a quorum for the transaction of corporate business, and every decision or resolution of at least a majority of the Trustees present at a meeting at which there is a quorum shall be a valid as a corporate act, except in the election of officers and in those instances under the Revised Corporation Code that require the vote of a majority of all the members of the Board. In the event of a tie in the voting on any issue raised and all resolutions tabled for adoption, the Chairperson may in the exercise of discretion cast a vote to break the tie.

Minutes

The minutes of all Board meetings will be approved at the next meeting of the Board. ICD's corporate secretary (the "Corporate Secretary") is responsible for ensuring that draft minutes are completed after each meeting. The Corporate Secretary will circulate the draft minutes to the Trustees within two weeks of the Board meeting and send the agenda for the next Board meeting, at least seven (7) days prior to the next Board meeting date. These may be circulated earlier to assist communication between and among management and the Board.

Attendance at Meetings

The Board (or any Committee) may invite, at its discretion, non-Trustees to attend a meeting. Although Trustees are encouraged to attend all meetings in person, pursuant to ICD's By-laws, a Trustee may participate in a meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

ICD 2020 Board Schedule		Francis Estrada	Rex Drilon	Baby Nuesa	Boots Garcia	Ida Tiongson	Tammy Lipana	Teddy Kalaw	Pedro Maniego Jr	Frank Numann	Ricky Jacinto	Fred Pascual	Cesar Villanueva	Marivic España	Dick Du-Baladad	Vaughn Montes	TOTAL	Notes
Q1 BOT Meeting	April 3 2020 (9:30 - 12:30NN)	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes	na	na	na	12	
Special Board Meeting	June 5 2020 (12:30 - 1:30PM)	yes	yes	yes	yes	yes	yes	-	-	yes	yes	-	yes	na	na	na	9	
Q2 BOT Meeting	June 19 2020 (9:30 AM - 12 NN)	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes	na	na	na	12	
ICD AGMM	June 19 2020 (2 PM - 4 PM)	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes	yes	na	na	na	12	
ICD Organizational Meeting	June 19 2020 (4:30 PM - 5:30 PM)	na	yes	yes	yes	yes	yes	as CorSec	yes	na	yes	yes	yes	yes	yes	yes	12	Atty. Kalaw is present as CorSec onwards
Q3 BOT Meeting	September 18 2020 (9:30 AM - 12 NN)	na	yes	yes	yes	yes	yes	as CorSec	yes	na	yes	yes	yes	yes	-	yes	11	Atty. Baladad - absent
Q4 BOT Meeting & CBR	November 13 2020 (9:30 AM - 12NN)	na	yes	yes	yes	yes	yes	as CorSec	yes	na	yes	yes	yes	yes	yes	yes	12	
TOTAL Attendance		4	7	7	7	7	7	3	6	4	7	6	7	3	2	3		
TOTAL Meetings		4	7	7	7	7	7	4	7	4	7	7	7	3	3	3		
Attendance rate		100%	100%	100%	100%	100%	100%	75%	86%	100%	100%	86%	100%	100%	67%	100%		

Executive Sessions

At each Board meeting (and each Committee meeting at which members of management are in attendance), there shall be an opportunity for the Trustees to meet separately without management present.

9. Board Evaluation

The Board shall use self-evaluation questionnaires to assess their performance as a whole, the different Board Committees, and the Chairperson.

The ICD Board Evaluation Questionnaire for the whole Board includes the following elements:

- (a) *Structure and Composition* – This looks at the diversity and balance of competencies of directors, Board committees, and officers who support the Board.
- (b) *Responsibilities and Duties* – This looks at how the Board effectively fulfills its roles and responsibilities particularly in strategy, policy, oversight, and accountability.
- (c) *Board Processes* – This looks at the internal processes of the Board from nomination, election, and on-boarding of the directors, among others.
- (d) *Dynamics and Relationships* – This looks at how the Board works as a team, the expectations of individual directors, and the leadership of the chairperson.

This includes qualitative questions where Trustees can give their insights. The results of the Board evaluation will be discussed by the Board during the 4th Quarter Regular Meeting/Corporate Board Retreat. Action items for the whole board and for the different committees will also be discussed during the Meeting/Retreat.

The Board evaluation for 2020 was conducted and completed and circulated in Q1 2021. This was discussed by the CG Committee for action steps.

10. Orientation and Continuing Education for Trustees

Each new Trustee will receive a comprehensive orientation from the Chairperson and the CEO, or designates, including an overview of the role of the Board, the Committees and each individual director, the nature and operation of ICD's business and the contribution and time commitment the new Trustee is expected to make. The orientation will include access to senior management of ICD and the facilities of ICD. The Board will consider from time to time appropriate continuing education for the Trustees, which may include presentations from management, site visits (including at ICD programs) and presentations from industry experts. Each Trustee is also expected to maintain the necessary level of expertise to perform his or her responsibilities as a Trustee.

11. Role of the Chairperson

The principal role of the Chairperson of the Board is to provide leadership to the Board. The Chairperson is elected by the incoming Board in the Trustees' meeting immediately following an annual general meeting. The Chairperson is accountable to the Board, acts as a direct liaison between the Board and the management of ICD, and acts as a spokesperson for Board decisions where appropriate. The Board supports the concept of separation of the role of the Chairperson from that of the CEO, confirming that the Chairperson should be independent from management and free from any interest and any business or other relationship which could interfere with, or reasonably be perceived to interfere with, the Chairperson's independent judgment.

More specifically the duties and responsibilities of the Chairperson are as follows:

- to provide leadership to the Board in following the strategic plan of ICD;
- to act as Chairperson at meetings of the Board;
- to chair the annual general meeting and other meetings of members;
- to act as a liaison between management and the Board;
- to provide advice and counsel to the CEO;
- to oversee that ICD Trustees are properly informed and that sufficient and timely advance distribution of all information and materials is provided to enable the Trustees to form appropriate judgments and make all necessary decisions;
- to see that issues arising out of Board in camera deliberations are adequately communicated to and addressed by management and that the resulting outcomes are communicated to the Board;
- to coordinate the activities of the Board with Committee chairpersons;
- with the CEO, develop and approve the Board agenda;
- with the CEO, to oversee a program of comprehensive director orientation for new Trustees;
- to attend any meeting of any Committee that the Chairperson considers appropriate;
- with the CEO, to recommend to the Board the date, time and location of the annual general meeting;
- to advise the Board of member concerns as appropriate; and
- to annually conduct a Board evaluation based on a process approved by the Executive Committee.

12. Role of the Chief Executive Officer

The CEO is responsible for preparing for the Board's review, implementing and executing the strategic plan and annual budget and related objectives approved by the Board. The CEO will have the authority to manage and supervise the day-to-day business of ICD, including making any decisions not specifically assigned to the Board or to any Committee of the Board, subject to any applicable law.

The CEO shall, subject to the authority of the Board, be responsible for the direct management of the business and affairs of ICD and shall direct and supervise the other officers and employees of ICD. The CEO shall see that all orders and resolutions of the Board are carried into effect and the CEO shall have such other responsibilities and perform such other duties as are delegated or assigned by the Board. The CEO shall be a Trustee of ICD.

The responsibilities of the CEO include:

- managing the business and affairs of ICD within the guidelines established by the Board and reporting to the Board, its Committees and members as appropriate;
- recommending to the Board the strategy for ICD's business, and when approved by the Board, implementing the corresponding strategic plan;
- communicating in a timely fashion with the Board, its Committees and members, as appropriate, on material matters affecting ICD;
- ensuring compliance with the Code of Business Conduct and Ethics and relevant laws and regulations by the management and staff;
- overseeing the integrity of ICD's accounting, internal controls and preparation of financial reports;
- with the Chairperson, ensuring that new Trustees receive a comprehensive director orientation;
- developing an annual budget for review by the Audit Committee and approval of the Board and implementing the annual budget;
- overseeing the quality, consistency and delivery of the education and certification programs offered by ICD and its partners (if any);
- serving as ICD's principal spokesperson and principal manager of relationships with ICD's stakeholders; and
- such other duties as the Board may delegate from time to time.

The CEO who leads the Society of Fellows should be a Fellow of ICD. If not a Fellow at the time the CEO assumes the position, such CEO should fulfill all requirements for Fellowship within a year from the date of appointment.

13. Communications with Fellows and Others

Fellows and other interested parties may contact the Board with any questions or concerns, including complaints with respect to accounting, internal accounting controls, or auditing matters, by contacting the Corporate Secretary of ICD at:

Corporate Secretary c/o the Institute of Corporate Directors
14F Trident Tower, 312 Gil Puyat Avenue, Makati City
Tel (main): +632 88841494 Fax: +632 88841493
Email: corsec@icd.ph

All correspondence received by the Corporate Secretary will be promptly acknowledged and reviewed by the Corporate Secretary, who will determine whether the correspondence should be forwarded immediately to the Board or any member of the Board or whether the correspondence should be presented to the Board at its next regular meeting. The Corporate Secretary will consult with the Chairperson if there is a question concerning the need for immediate review by the Board or by any member of the Board.

14. Code of Business Conduct and Ethics

The Board has adopted the Code of Ethics and Business Conduct of the ICD Trustees, and the Code of Business Conduct and Ethics for ICD. The Board expects all Trustees, officers, employees and volunteers of ICD to conduct themselves in accordance with the highest ethical standards, and to adhere to the Code.

15. Expenses

ICD will pay all of the expenses reasonably incurred by the Board and its Committees in the course of carrying out their duties. ICD places importance on ensuring that those traveling in relation to ICD business exercise due care and prudence in incurring expenses.

16. Public Disclosure of Governance Documentation

ICD will disclose on its website the current versions of the Board Charter, the charters of the various committees, the Code of Business Conduct and Ethics for Trustees, and the Code of Business Conduct and Ethics for ICD.

ICD BOARD OF TRUSTEES PROFILES



Jesus P. Estanislao
Founder and Chairman Emeritus,
Institute of Corporate Directors

Executive Summary

Dr. Jesus P. Estanislao is currently Chairman of the Center for Excellence in Governance, which serves the different governance advocacies pitched to strategic sectors of society and the economy. And whose main focus is Personal Governance and National Governance. Until recently, he was a Visiting Professor at IESE Business School in Barcelona, Spain.

He is the founding chairman—now Chairman Emeritus—of the Institute of Corporate Directors (a corporate governance advocacy) and the Institute for Solidarity in Asia (a public governance advocacy).

Through these institutes, he has been a leading figure for governance reforms in the Philippines; through them he has been working with similar institutes in Southeast Asia (he is the Philippine expert in the ASEAN corporate governance scorecard initiative).

He had served in academe, government, and the private business sector. He was the founding President of the University of Asia & the Pacific in Manila. He served as Economic Planning Secretary and later also as Secretary of Finance under the administration of President Corazon Aquino.

He capped his banking career as Chairman and CEO of the Development Bank of the Philippines, after having served as President of Associated Bank and Chairman of the Philippine Commercial and Industrial Bank.

He holds a Ph.D. in Economics from Harvard University, and an M.A. in Economics from Fordham University. He obtained his bachelor's degree from the University of San Carlos in Cebu, the Philippines. His awards include: the Philippine Legion of Honor in 1992; the Philippine Management Man of the Year in 2010; the Outstanding Filipino (for governance) in 2012; and the Hernando de Soto award for democracy in 2013.

What are your contributions/What can you contribute to Corporate Boards

I consider my major contribution to ICD the following: to ensure that ICD adheres to the foundational values and core purposes which were laid down at the very start of ICD.

Current Directorships

- Founding Chairman, Institute for Solidarity in Asia (ISA) – Philippines
- Chairman, Center for Excellence in Governance (CEG) – Philippines

Past Directorships

- only a few: Metro Bank; Philam-life, Manila Hotel, PCIB.

Professional Experience

- Former Secretary, Department of Finance – Philippines
- Former Secretary, National Economic & Development Authority (NEDA)– Philippines
- Chairman and Chief Executive Officer, Development Bank of the Philippines
- Founding Dean, ADB Institute, Tokyo Japan
- Chairman, Philippine Commercial and Industrial Bank
- President, Associated Bank - Philippines
- Founding President, University of Asia and the Pacific - Philippines
- Visiting Professor, IESE Business School – Barcelona

Affiliations/Membership in Organizations

- Philippine Economic Society

Education

- Harvard University – USA
 - Doctorate in Economics
- Fordham University – USA
 - Masters in Economics
- University of San Carlos – Philippines
 - Bachelor of Arts in Economics

Recognitions

- the Philippine Legion of Honor
- the Philippine Management Man of the Year in 2010
- the Outstanding Filipino (for governance) in 2012
- Hernando de Soto award for democracy in 2013.

Publications

- Governance in the Philippines: Spanish Colonial Rule, 1565-1898
- Governance of the Philippines: The US Colonial Period 1898-1946
- Governance of the Philippines: as a Republic, 1946-2021

Expertise

- Banking and Finance
- Business Development
- Corporate Strategy
- Governance
- Organization Development
- Planning & Strategy Mgt
- Training & Development

Industry Experience

- Banking and Finance
- Management Consulting
- Government
- Non-Government



Rex C. Drilon II,
Chairman, Institute of Corporate Directors

Executive Summary

Mr. Rex C. Drilon II served as Chief Operating Officer of Ortigas & Co., Ltd. He has also held senior management positions and directorships at the FMMC Group, Philippine Fuji Xerox, Jardine Davies, Inc., Philtranco, Ayala Land as well as Cebu Holdings and Cebu Property Ventures. He has held the Chairmanship for several national advisory groups geared towards governance and institutional transformation. He also served as an Independent Director of Metrobank.

Mr. Drilon II is currently the Chairman of Keyland Corporation and YLD, Inc.; Vice Chairman of the Center for Excellence in Governance, Institute of Corporate Directors, and Institute for Solidarity in Asia. He is the Founding President and Board Adviser to Iloilo Economic Development Foundation; Founding President and Member of Shareholder Association of the Philippines; and Life Member at the Management Association of the Philippines.

He holds a Bachelor of Science in Business Administration from the University of the East and pursued graduate at the University of Asia and the Pacific.

Current Directorships

- Keyland Corporation – Philippines
- Chairman, YLD, Inc. – Philippines
- Chairman, Keyland Corporation – Philippines
- Chairman, Institute of Corporate Directors – Philippines
- Vice Chairman, Center for Excellence in Governance – Philippines
- Vice Chairman, Institute for Solidarity in Asia – Philippines

- Trustee, Center for Family Advancement – Philippines
- Trustee, Center for School Governance – Philippines

Past Directorships

- Independent Director, Metrobank – Philippines – 2010-2020

Professional Experience

- Chief Operating Officer, Ortigas & Company – Philippines – 2001-2010
- Vice President; President, Cebu Holdings and Cebu Property Ventures (subsidiaries), Ayala Land, Inc. – Philippines – 1998-2001
- Vice President; President of 2 subsidiaries, Jardine Davies, Inc. – Philippines – 1996-1997
- President, Philippine Fuji Xerox Corporation – Philippines – 1994-1995
- President, Philtranco – Philippines – 1978-1988

Affiliations/Membership in Organizations

- Iloilo Economic Development Foundation, Founding President and Board Adviser
- Shareholder Association of the Philippines, Founding President and Member
- Management Association of the Philippines, Life Member

Education

- University of Asia and the Pacific
 - Master in Business Economics (candidate)
- University of Philippines
 - BS Geology (candidate)
- University of the East – Philippines
 - BS Business Administration



Sherisa P. Nuesa,

Vice-Chair and President, Institute of Corporate Directors

Executive Summary

A former Managing Director of conglomerate Ayala Corporation, Ms. Sherisa P. Nuesa sits on a number of corporate and foundation Boards and has over thirty-seven years of senior management experience. She was awarded the ING-FINEX CFO of the Year for 2008.

Ms. Nuesa's directorships include the following publicly listed companies: Ayala Land, Inc., Far Eastern University, Integrated Micro Electronics Inc., AC Energy, Inc., and Manila Water Company, Inc. She is also a director of the following non-listed companies: ALFM Mutual Funds Group (President and Director until 31 March 2021), FERN Realty Corp., and East Asia Computer Center Inc.

Ms. Nuesa is a Senior Board Adviser of Metro Retail Stores Group (MRSGL), and of Vicsal Development Corporation, Chairman of the Board of the Judicial Reform Initiative, Vice Chairman and Trustee of the Institute of Corporate Directors, and a Trustee of the Financial Executives Institute of the Philippines (FINEX) Foundation.

What are your contributions/What can you contribute to Corporate Boards?

Contributions to Corporate Boards:

- Extensive experience in senior management and Board positions in several industries (real estate, water/infrastructure, retail, energy, investment fund management and electronics manufacturing)
- Track record in various aspects of financial management and business operations
- Familiarity with corporate governance principles and requirements (ICD trustee for nine years, accredited ICD teaching Fellow)
- Experience in boards of foundations, a government corporation and companies with international operations
- Led or co-led several Initial Public Offerings (IPOs) – Ayala Land, Inc., Cebu Holdings, Inc., Manila Water Company, Inc Integrated MicroElectronics Inc. and Metro Retail Stores Group, Inc.

Educational Background

- **Far Eastern University**, Nicanor Reyes Avenue, Manila Bachelor of Science in Commerce – Accounting (Summa Cum Laude), 1974
- **Ateneo de Manila University**-Regis Graduate school of Business, Makati Master of Business Administration, 2011
- **Harvard Business School**, Boston, Massachusetts, USA Audit Committees In a New Era of Governance, 2016 Advanced Management Program (AMP-156), 1999
- **Stanford University**, California, USA Financial Management Program, 1998

Professional Experience

- **Ayala Corporation (AC)** – June 1975 – December 2011

Company Description:

- **HOLDING COMPANY**
- Type: PLC, Private
- Other Descriptions: Ayala Corporation is the oldest and one of the largest conglomerates in the country, with a portfolio of diversified interests: in property, banking, telecommunications, energy, water services, electronics manufacturing, education, health care, and other allied businesses.
- **Position or Functional Title in Company** – retired as AC Managing Director in 2011, seconded to various Ayala subsidiaries as CFO or in other senior positions

Description: Started as junior financial analyst in 1975, held various senior positions in finance and operations in several AC subsidiaries (on secondment to these companies), co-led four major Initial Public Offerings of the Ayala group

- **Ayala Land, Inc. (ALI) – 1989-1999**

Company Description:

- PROPERTY/REAL ESTATE COMPANY
- Type: PLC, Private
- Other Descriptions: largest real estate developer in the Philippines, best known as developer of the Makati Central Business District, Bonifacio Global City, and other large-scale, integrated estates. An industry leader in property developments (five major brands), malls operations, office leasing, hotels & resorts industry and construction.

Position or Functional Title in Company – Vice-President/Controller, then Group Head for Commercial Centers of Ayala Land, (1989-1999). Also sat in the boards of certain ALI subsidiaries: Cebu Holdings, Makati Development Corporation, Davao Insular Hotel. Elected Independent ALI Director starting April 2020

Description: While a corporate executive, a member of ALI Senior Management Committee. As Controller, supervised functionally all the CFOs/finance controllers of ALI subsidiaries. Co-led ALI's highly successful international IPO in 1991.

As Group Head for Commercial Centers, responsible for development of Glorietta 4 & expansion of other malls, and establishment of allied businesses: food courts, entertainment (Time Zone), among others.

- **Manila Water Company (MWC) – 2000 to 2008**
Company Description: WATER SERVICES
 - Type: PLC, Private
 - Other Descriptions: a leading water and wastewater operations company operating in half of Metro Manila, in various provinces locally and in several Asian countries.

Position or Functional Title in Company – CFO for nine years (until 2008), elected Independent Director in April 2013.

Description: As CFO and ManCom member, part of the successful privatization and transformation and of MM East Zone operations from a government run utility. Manila Water Company is a multi-awarded company locally and internationally. Co-led its celebrated IPO in 2006 (the first international listing in the country after the Asian financial crisis) and led several successful fund raising, including in the crisis years. Awarded ING-FINEX CFO of the Year for 2008

- **Integrated Micro-Electronics, Inc. – 2009-2010**

Company Description:

- ELECTRONICS MANUFACTURING
- Type: PLC, Private
- Other Descriptions: IMI is among the global top 20 electronics manufacturing services (EMS) companies, a global technology solutions company operating in ten countries, including in China, Japan and Europe.

Position or Functional Title in Company – CFO and concurrent Chief Administrative Officer (supervising Strategy and Human Resources, including in international operations, also Chief Risk Officer), 2009 to 2010. Elected Independent Director starting April 2018.

Description: Member of IMI Senior ManCom with responsibilities over international operations in China and others. Co-led its public listing in 2010 by way of introduction.

- **Ayala Land Commercial REIT Inc. (ALCRI) - Aug. 2010-2011**

Company Description:

- REAL ESTATE INVESTMENT TRUST
- Type: Private
- Other Descriptions: ALI-owned commercial REIT company was first organized as early as 2010. After tax and regulatory issues revised, Ayala Land REIT (AREIT) re-emerged in August 2020 via a successful IPO as the first REIT in the Philippines.

Position or Functional Title in Company – ALCRI Head and Managing Director

Description: Set up initial REIT company, prepared an organization, and identified potential properties and partners.

- **ALFM Mutual Funds Group – May 2012 to March 2021**

Company Description:

- FINANCIAL SECTOR/MUTUAL FUNDS
- Type: Private
- Other Descriptions: largest family of mutual funds in the country, with total assets of over P120 billion (December 2020), an industry pioneer and market share leader.

Position or Functional Title in Company – President/ Board Director (until March 31, 2021)

Description: As the President of six ALFM fund corporations, largely responsible together with its Board, for corporate governance and investment policy (fund management and portfolio investments handled by BPI Investment Management Inc.).

Current Directorships

- **Ayala Land, Inc.** – Date appointed: April 2020
Company Description:
 - PROPERTY/REAL ESTATE SECTOR
 - Type: PLC, Private
 - Other Descriptions: premiere real estate developer in the country (see prior description).

Position or Functional Title in Company – Independent Director

Description: Chairman of Governance & Nomination Committee; member of Sustainability Committee and Related Party Transactions Committee

- **AC Energy Corporation** – since September 2019
Company Description:
 - ENERGY SECTOR
 - Type: PLC, Private
 - Other Descriptions: largest listed renewables company in Southeast Asia, with a diversified portfolio, on-track to reach target of being mostly in wind and solar energy projects by 2025. Acquired Phinma Energy in 2019. Ayala Corporation is the largest shareholder.

Position or Functional Title in Company – Lead Independent Director

Description: Chairman of the Board Risk and Related Party Transactions Committee; member of the Compensation Committee

- **Integrated Micro-Electronics, Inc.** – since April 2018
Company Description:
 - ELECTRONICS MANUFACTURING SECTOR
 - Type: PLC, Private
 - Other Descriptions: one of the top global EMS providers, operates 20 manufacturing plants in ten countries

Position or Functional Title in Company – Independent Director

Description: Chairman, Corporate Governance Committee; Chairman, Personnel & Compensation Committee

- **Manila Water Company** – since April 2013
Company Description:
 - WATER SERVICES SECTOR
 - Type: PLC, Private
 - Other Descriptions: one of the largest water and wastewater companies in the country, also operating in several Asian countries (Vietnam, Thailand, Myanmar)

Position or Functional Title in Company – Independent Director

Description: Chairman, Governance Committee; Member, Executive Committee, Chairman, Related Party Transactions Committee; Member, Talent & Remunerations Committee

- **FEU Group: Far Eastern University, Inc.** – since August 2010

: **East Asia Computer Center Inc.** – April 2014

: **FERN Realty Corporation** – August 2012

Company Description:

- EDUCATION SECTOR
- Type: PLC, Private
- Other Descriptions: 92-year old university (founded in 1928), among the top universities in the country with several campuses in Manila, Quezon City, Silang and Muntinlupa, as well as in Marikina (Roosevelt Colleges, acquired in 2016), with around 40,000 students system-wide

Position or Functional Title in Company – Independent Director

Description: Chairman, Audit Committee; Member, Executive Committee; Member, Risk Committee, Related Party Transactions Committee and Talent & Compensation Committee

BOARD ADVISORY

- **Vicsal Development Corporation** – since March 2012
Company Description:
 - HOLDING COMPANY
 - Type: Private
 - Other Descriptions: one of the leading conglomerates in Cebu, operating for more than thirty years, with a diversified portfolio: retail, property, thrift bank, investment management & securities trading. Among its key partners are Woori Bank, HK Land, and Ayala Land, Inc.

Position or Functional Title in Company – Board Adviser

Description: Adviser to the Board since 2012 on strategy and finance

- **Metro Retail Stores, Group Inc. (MRSGI)** – since 2014
Company Description:
 - RETAIL SECTOR (supermarkets, department stores, hypermarkets)
 - Type: PLC, Private
 - Other Descriptions:

Position or Functional Title in Company – Senior Adviser to the Board of Directors

Description: Led reorganization of VDC retail companies into Metro Retail Stores Group Inc and its IPO in November 2015. Continues to advise the Board on finance and investor relations matters.

BOARD DIRECTORSHIPS IN FOUNDATIONS/NON-PROFIT ORGANIZATIONS

- **Judicial Reform Initiative (JRI)** – since incorporation in May 2017 (started as an association in 2012)
Company Description:
 - PROFESSIONAL ORGANIZATION: JUSTICE REFORM ADVOCACY
 - Type: Private
 - Other Descriptions: alliance of major business organizations (including foreign chambers) and NGOs advocating for reform in the justice system of the Philippines

Position or Functional Title in Company – JRI co-founder; Chairman of Board of Trustees

Description: Led the organization as Chairperson and Trustee from its formation as an association in 2012

- **Institute of Corporate Directors (ICD)** – May 2012
Company Description:
 - PROFESSIONAL ORGANIZATION: CORPORATE GOVERNANCE

- Type: Private
- Other Descriptions: leading corporate governance institution in the country, domestic rating body for ASEAN Corporate Governance scorecards

Position or Functional Title in Company – board Trustee/ Vice Chairman

Description: Member of the Executive Committee, former Treasurer (2015-2019)

- **Financial Executives Institute of the Phils Foundation (FINEX) Foundation** – 2020-2021
Company Description:
 - PROFESSIONAL ORGANIZATION: FINANCE
 - Type: Private
 - Other Descriptions: foundation arm of FINEX Institute, the leading organization of finance executives and finance professionals in the country

Position or Functional Title in Company – Board Trustee

Description: Member of the Board since 2020

Past Directorships

ALFM Mutual Funds Group – since May 2012 (president since 2013)

Company Description:

- FINANCIAL SECTOR (Investments/Mutual Funds)
- Type: Private
- Other Descriptions: ALFM is the largest family of mutual funds in the Philippines

Position or Functional Title in Company – President/ Board Director (until March 31, 2021)

Description: President/CEO of six mutual fund companies, responsible for investment policies and corporate governance

Others:

- Generika/Actimed Group – HEALTH CARE; 2016-2018; Independent Director
- Blackhorse Emerging Enterprises Fund (Singapore) -FUNDS MANAGEMENT- 2009-2014; Independent Director
- Philippine Reclamation Authority – GOVERNMENT/ Reclamation Projects - 2013-2014; Director
- Psi Technologies, Inc. – ELECTRONICS- 2010-2015; Independent Director; Chairman, Audit Committee
- IMI International, ELECTRONICS MANUFACTURING - 2009-2010; Executive Director

Affiliations/Membership in Organizations

- FINEX Institute – Member since 1988 up to present (Lifetime Member); Board Director: 2012-2015, 2018-2019
- Integrity Initiative Inc. Board Adviser - 2015-2017
- Management Association of the Philippines – Member since 2012, Chair of Sub-Committee on Justice Reform, 2018-2020
- Makati Business Club – Member, 1995 - 2015

Expertise and Industry Experience

Expertise

- Accounting
- Audit & Risk Management
- Banking and Finance
- Business Development
- Change Management
- Corporate Strategy
- Crisis Management
- Governance
- Human Resource Mgt
- Information Technology
- Operations Management
- Planning & Strategy Mgt
- Policy & Procedures
- Project Mgt & Development
- Real Estate
- Retail & Distribution

Industry Experience

- Banking and Finance
- Management Consulting
- Education

- Electricity/Energy/Power/Water Services
- Government
- Health Services
- Holding Firm
- Manufacturing/Distribution
- Non-Government Organization
- Property
- Retail

Publications

- *FINEX ETHICS BOOK: "Ethics: Black or White (or Gray)?"* - 2018
 - FINEX Ethics Liaison Director, member of Editorial Board & article contributor

Recognitions

- Certified Public Accountant
- ING-FINEX CFO of the Year for 2008
- One of FEU Outstanding Alumni, 2008
- Commencement Speaker: FEU-Manila in 2009, San Beda College-Alabang in 2013, FEU-Cavite in 2018
- Speaker at local and regional conferences in the fields of infrastructure (water), real estate, finance, and corporate governance (past speaking engagements in Japan, Singapore & Malaysia)
- Fellow (FICD) & Lecturer of the Institute of Corporate Directors (up to present)



Aurora D. Geotina-Garcia,
Treasurer, Institute of Corporate Directors

Executive Summary

Ms. Boots started her professional career in 1974 at the Management Services Division of SyCip, Gorres, Velayo & Co (SGV & Co.) a member practice of Ernst & Young Global Ltd. She headed SGV & Co.'s Global Corporate Finance Division from 1992 until her retirement from the partnership in 2001, after which she remained as Senior Adviser to SGV & Co. up to September 2006.

Ms. Boots is currently the President of Mageo Consulting Inc. a company providing business advisory and corporate finance services. As President of Mageo, she networks with other multidisciplinary professional service organizations in other economies and member states of APEC and ASEAN.

She has served as a consultant to business and government for over 30 years in the area of corporate finance. She has advised clients on capital market issues such as project development, packaging and structuring of projects, identification of potential funding sources, preparation of sale documents and related materials, and negotiation of financing agreements with lenders. She has also handled projects such as financial rehabilitation and restructuring, privatization, financial advisory for initial public offerings, valuation studies, market and financial feasibility studies, sectoral/industry and research studies, mergers and acquisitions, joint venture programs and assistance to foreign investors in establishing local companies. She headed SGV's efforts in investment promotions, which involved assistance to locators in, special economic zones such as those located in Clark and Subic, among others.

She is former Chairperson of the Bases Conversion & Development Authority, (BCDA), a government owned and controlled corporation responsible for the development of former base lands and military camps and member of the Board of Directors of the subsidiaries and affiliates of BCDA. She currently sits in the Board of private and publicly listed corporations in banking, property development, energy, and oil exploration.

Ms. Boots is likewise active in advocacies for gender and development (GAD) and women's economic empowerment (WEE) in her capacity as past CoChair of the ASEAN Women Entrepreneurs Network (AWEN), Chairperson of the Philippines Women's Economic Network, Inc. (PHILWEN), and CoChair of the Philippine Business Coalition for Women Empowerment (PBCWE). She is presently a member of the TESDA Women's Center Advisory Council.

She is a Certified Public Accountant and a Fellow of the Institute of Corporate Directors. She received her Bachelor's Degree in Business Administration and Accountancy, and Master in Business Administration from the University of the Philippines.

Ms. Boots received the Distinguished Alumna Award in 2012 from the University of the Philippines College of Business Administration, and was recently recognized by the ASEAN Business Advisory Council as Women Entrepreneur in 2019 during the ASEAN Business Awards.

Current Directorships

- Independent Director, Queen City Development Bank - Philippines – 2009-Present
- Independent Director, Cebu Landmasters, Inc.- Philippines - 2017-Present
- Independent Director, ACE Energy Inc. – Philippines
- Lead Independent Director, ACE Enexor Inc. - Philippines

Past Directorships

- Bases Conversion and Development Authority – Philippines
 - Chairperson, 2015-2016
 - Director, 2011-2016
- Chairperson, Fort Bonifacio Development Corporation – Philippines - 2015-2016
- Fort Bonifacio Development Corporation – Philippines
 - Vice Chairperson, 2015-2016
 - Director, 2011-2016
- Director / Treasurer, BCDA Management Holdings, Inc. – Philippines - 2011-2016
- Vice Chairperson / Independent Director, HBC Inc. - Philippines – 2012-2016
- Director, Bonifacio Global City Estates Association Inc. – Philippines - 2012-2016
- Bonifacio Estates Services Corporation - Philippines - 2012-2016
- Independent Director, Director, Queen City Development Bank - Philippines- 2009-Present

Professional Experience

- President, Mageo Consulting Inc. – Philippines
- Head, Global Corporate Finance Division, SyCip, Gorres, Velayo & Co (SGV & Co.) – Philippines

Affiliations/Membership in Organizations

- TESDA Women’s Center Advisory Council (CAC), Member
- Shareholders Association of the Philippines (SharePhil), Vice President

- Institute of Corporate Directors (ICD), Treasurer
- Philippine Women’s Economic Network, Inc. (PHILWEN), Chairperson
- Philippine Business Coalition for Women Empowerment (PBCWE), CoChair
- Women Corporate Directors Philippines, Inc. (WCD Phils.), Co-Chair
- Women’s Business Council Philippines Inc. (WomenBizPh), Treasurer
- Samahan ng Kababaihan Para sa Reporma at Kaunlaran, Inc. (Spark Phils. Inc.), Founding Member/ Secretary-Treasurer
- Business and Professional Women, Makati (BPW Makati), Founding Member
- Management Association of the Philippines (MAP), Member
- Philippine Institute of Certified Public Accountants (PICPA), Member
- Member, UP MBA Alumni Society, Inc., Member
- Member, UP Alumni Association, Inc., Member
- Member, UP Business Research Foundation Inc., Member
- ASEAN Women Entrepreneurs Network (AWEN), Past CoChair
- Guild of Real Estate Entrepreneurs and Professionals Inc. (GREENPRO), Past President/Member
- Junior Achievement of the Philippines, Inc. (JAP), Past Vice President

Education

- University of Philippines
 - BS Business Administration
 - Master of Business Administration

Recognitions

- ASEAN Business Awards as Woman Entrepreneur Awarded by the ASEAN Business Advisory Council (ABAC), 2019



Benedicta Du-Baladad

Current Directorships

- Bank of Commerce – Philippines – 2017-present
- Chairman and President, FINEX Academy – Philippines
- Chairman, BDB Law Foundation – Philippines – 2015-present
- Chairman, FINEX Foundation – Philippines
- Co-Chair, Capital Markets Development Council – 2019-Present
- Governor and Treasurer, Management Association of the Philippines – Philippines
- Vice President and Trustee, Women’s Business Council of the Philippines – Philippines
- Trustee, HEED Foundation – Philippines

Professional Experience

- Founding Partner, Chair and CEO, Du-Baladad & Associates (BDB Law) – Philippines
- Governor, Management Association of the Philippines – Philippines – 2014-2015, 2019-Present
- Co-chairperson, Capital Markets Development Council (CMDC) – Philippines – 2019-present
- Professorial Lecturer in Taxation, University of Santo Tomas - Philippines – 2013-present
- President, Financial Executives of the Philippines (FINEX) – Philippines – 2017
- Chairman, Taxation Committee, Philippine Chamber of Commerce and Industry – Philippines – 2012-2014
- Partner and Head of Tax Compliance & Advisory, Punongbayan & Araullo – Philippines – 2001-2009
- Head Revenue Executive of Legal Services and Enforcement Services, Bureau of Internal Revenue – Philippines – 1984-2000

Affiliations/Membership in Organizations

- Iloilo Economic Development Foundation, Founding President and Board Adviser
- Shareholder Association of the Philippines, Founding President and Member
- Management Association of the Philippines, Life Member

Education

- Wharton School of the University of Pennsylvania – USA
 - Advanced Management Program
- Harvard University – USA
 - Masters of Law and International Tax Program
- University of Santo Tomas – Philippines
 - Bachelor of Laws
- St. Louis University – Philippines
 - Bachelor’s Degree in Accountancy

Recognitions

- Recognized by Asia Business Law Journal as one of the Philippines’ top 100 lawyers (2018-2019)
- Recognized by Chambers and Partners as a Leading Lawyer in Tax.
- Named by the International Tax Review as a Woman Leader in Tax
- Named by the Asialaw Profiles as an Elite Practitioner in Tax.

Publications

- Taxation of Financial Institutions in the Philippines (2006), Anvil Award
- The Taxation of Banks and Non-Bank Financial Intermediaries (2010)
- Taxation of Insurance Companies (2014)



Maria Victoria C. España

Executive Summary

Maria Victoria C. España (Marivic) is the Chairperson and Chief Executive Officer of Punongbayan & Araullo (P&A Grant Thornton), one of the Philippines' leading professional services firms providing audit, accounting, advisory, and tax services and a member firm within Grant Thornton International Ltd.

As a practitioner, Marivic has wide-range experience in taxation. She has provided comprehensive tax services to local and multinational clients, covering tax consultancy, outsourcing, expatriate tax services, tax compliance reviews and assessments. She has also conducted tax due diligence reviews for significant acquisitions and provided tax advisory services in the government's privatization projects.

Marivic is a Philippine Certified Public Accountant, a Certified Management Account (Australia), Associate Certified Coach of the International Coach Federation and a Fellow of the Institute of Corporate Directors. She is recognized by the Philippine Professional Regulation Commission as the 2020 Outstanding Professional in the Field of Accountancy.

What are your contributions/What can you contribute to Corporate Boards?

I am very passionate about promoting gender equality, especially the development of women in business and on corporate boards. I was invited by different organizations and associations to speak widely on the challenges of women and share my views on how to overcome them.

Educational Background

- Grant Thornton International Senior Leadership Program - SAID School of Business, Oxford University, United Kingdom, 2013 to 2014
- Advanced Management Program – Wharton Business School, University of Pennsylvania, United States of America, 2010
- Leadership Program of a Leading Professional Firm– Harvard University, United States of America, 2020
- Top Management Program - Asian Institute of Management, 1999

- Master in Accountancy– Polytechnic University of the Philippines, 1993
- B.S. In Mathematics for Teachers (Cum Laude) – Philippine National College, 1985

Professional Experience

- PUNONGBAYAN & ARAULLO (P&A), Philippines, 1997 - Present

P&A is a leading professional services firm that helps dynamic organizations to unlock their potential for growth. Our brand is respected globally, as one of the major global accounting organizations recognized by capital markets, regulators and international standards setting bodies.

P&A is the Philippine member firm of Grant Thornton International Ltd (GTIL), one of the world's leading organizations of independently owned and managed accounting and consulting firms.

P&A has a total personnel strength of over 1,000 people, including 23 partners. Almost half of these personnel are college honor graduates and were leaders of various organizations in their respective college campuses. A large number of our people are also CPA board topnotchers.

Position or Functional Title: Chairperson & CEO

Presently, as Chairman and Chief Executive Officer of Punongbayan & Araullo (P&A), one of the Philippines' largest professional service firms, Marivic brings to the table significant experience in overseeing the operations of a business that deals with a multitude of projects at any given time. At P&A, Marivic has put in place a performance management system that ensures adherence of these engagements and projects to targets and budgets, delivers exceptional quality to clients, and safeguards compliance to ethical and professional standards.

- ATLANTIC, GULF & PACIFIC COMPANY, Manila, September 1995 – January 1997
- DEPARTMENT OF FINANCE, Manila, April 1997 to June 1995

Current Directorships

- Management Association of the Philippines, Board of Governor – 2020 to 2021
- Shareholders' Association of the Philippine, Trustee – 2019 to 2022
- Institute of Corporate Director, Trustee – 2020 to 2023
- Financial Executives Institute of the Philippines, Trustee for FINEX Academy 2020 to 2021

Past Directorships

- Grant Thornton International Ltd., Board of Governor, 2015 to 2019
- Financial Executive Institute of the Philippines Academy, Chairman, 2020
- Financial Executive Institute of the Philippines Foundation, Chairman, 2019
- Financial Executives Institute of the Philippines, President 2018
- Philippine Institute of Certified Public Accountants for Public Practice, National Director, 2017 to 2019
- Association of Certified Public Accountants in Public Practice, Director 2010

Affiliations/Membership in Organizations

- Management Association of the Philippines
- Shareholders' Association of the Philippines
- Financial Executives Institute of the Philippines
- Institute of Corporate Directors

- Philippine Institute of Certified Public Accountants in Public Practice
- Makati Business Club
- Women's Business Council of the Philippines
- Association of Certified Public Accountants in Public Practice, Member

Expertise and Industry Experience**Expertise**

- Accounting
- Audit & Risk Management
- Change Management
- Corporate Strategy
- Governance

Recognitions

- 2020 Outstanding Professional in the Field of Accountancy by the Philippine Professional Commission
- Recognized as one of the "Eminent PNU Alumni" of 2015
- ATOM (a tribute to Outstanding MaSians) Awardee, Manila Science High School, 2013
- PICPA's Most Outstanding CPA in Public Practice (2011)
- P&A Founders Award, the highest form of recognition for team



Ricardo Nicanor N. Jacinto

Executive Summary

Mr. Ricky Jacinto is currently the Chairman of SBS Philippines Corporation and a director of its subsidiary, SBS Holdings Corporation. He is also the chairman of Maybank Kim Eng Capital Partners Inc as well as an independent director of the Metro Retail Stores Group, Inc., Etiqa Life and General Assurance Philippines and an executive director of Torre Lorenzo Development Corporation. He was elected as a Trustee of ICD in June 2019 and also serves as Treasurer/Trustee of the Judicial Reform Initiative, a not-for-profit corporation which advocates reforms in the judiciary with particular emphasis on its impact on business and the economy.

He was a director of Manila Water Co from 2011-2014 and the Social Housing Finance Corporation from 2011-12.

Mr. Ricky Jacinto served as Chief Executive Officer of the Institute of Corporate Directors (ICD) from January 2013-December 2017. His major accomplishments during that time were:

- An increase in the number of courses offered on governance and other board topics as well as attendance from 17 runs and 456 participants in 2013 to 68 runs and 3025 participants in 2017. During this time, the number of ICD lecturers rose from 4 to 51. At the same time, the percentage of participants giving ICD "excellent" ratings rose from 43% to 53%.
- Growth in the number of Fellows/members from 254 (net) to 328 (net) during the same period. The percentage of Fellows/members giving ICD "excellent" ratings also increased from 39% to 60%
- The appointment of ICD by the Securities and Exchange Commission as the Domestic Ranking Body for the Philippines for the ASEAN Corporate Governance Scorecard (ACGS) Initiative. By the end of 2017, ICD had entered into partnerships with four of the country's major corporate regulators and assessed the corporate governance practices of over 500 publicly-listed companies (PLCs), state-owned enterprises, insurance firms and commercial banks on an annual basis. During his term, the average ACGS scores for the nation's top 100 PLCs rose from 58 points in 2013 to 74.59 points in 2016.

- Hosted the first ever ASEAN CG awards based on the ACGS in Manila in 2015 as well organized annual forums which focused on various topics in corporate governance. ICD's 2017 risk conference, which was co-organized with the Management Association of the Philippines, the Financial Executives Institute of the Philippines and the Institute of Internal Auditors – Philippines, attracted over 300 participants.
- Admission of ICD as the Philippines' representative into the Global Network of Director Institutes.
- Created sustainable revenue streams which grew from P23.4Mn in 2013 to 43.2Mn in 2017 while reversing a deficit from the difference between revenues and expenses of P3.6Mn into a surplus of P1.7Mn. During that time, loans payable fell from P25Mn to P15Mn while ICD's unrestricted fund balance rose from P5.5Mn to P12.3Mn.

He continues to serve as one of ICD's most active and highly-rated lecturers/facilitators for its director training seminars and strategic planning workshops which cater to the needs of publicly-listed companies, privately-held family firms and government-owned and –controlled corporations. He also recently edited "Corporate Governance in Practice: A Case Book", a joint effort between ICD and the Management Association of the Philippines, and wrote a number of cases that were included in the book.

In October 2019, Ricky began teaching as a Professional Lecturer (MBA program) at the Virata College of Business Administration (Bonifacio Global City campus) of the University of the Philippines.

Ricky began his professional career in 1982 as a Junior Executive Trainee of the Philippine American Investment Corporation. From 1987-1994, he was Vice President at AB Capital and Investment Corporation where he ran the Philippine Long-Term Equity Fund, a US\$20 million debt-to-equity fund which invested in companies such as International Container Terminal Services, Inc., Cebu Holdings and Hi-Cement Corporation before many of them went public.

From 1994-1996, Ricky was Vice President for Corporate Finance at Bankers Trust Co (Manila OBU). He advised clients on various merger and acquisition transactions including Del Monte Philippines and the Philippine Shipyard and Engineering Co.

In 1996, Ricky joined Ayala Corporation (AC). From 1996-2002, he was seconded to Ayala Land Inc (ALI) where he was Vice President for the Land & Community Development Group. This group was responsible for land acquisition of ALI as well as the development of high-end subdivisions such as Nuvali, Westgrove Heights, Paseo de Magallanes, Ayala Southvale and Ayala Heights. In 2002, he was moved to AC Capital where he was responsible for the corporate restructuring and sale of Burger King, PT Sinar Mas Purefoods and various properties of AC. In 2010, he was seconded as Managing Director and CEO of Habitat for Humanity Philippines. He retired from AC as a Managing Director in 2011.

Ricky graduated magna cum laude from the University of the Philippines BS Business Economics program in 1982. He received his Masters in Business Administration from the Harvard Business School (HBS) in 1986. He has also completed the following executive education programs:

- Value Creation Through Effective Boards – IESE/HBS 2015
- Disruptive Strategy – HBS 2017 (online)
- Negotiation Mastery – HBS 2018 (online)
- Driving Digital Strategy; Risk Management for Corporate Leaders – HBS 2019

What are your contributions/What can you contribute to Corporate Boards?

- Expertise in corporate governance
- General manager experience in a wide variety of industries

Educational Background

- Harvard Business School (HBS) - 1986
Masters in Business Administration
- University of the Philippines – 1982
BS Business Economics

Professional Experience

- Virata College of Business Administration, University of the Philippines – 2019-Present
Company Description:
 - Education
 - Government

Professional Lecturer (MBA program) – 2019-Present

- Institute of Corporate Directors (ICD) – 2013-2017
Company Description:

- Non-Profit/NGO
- Private

Chief Executive Officer – 2013-2017

- Ayala Corporation - 1996-2011
Company Description:

- Holding Firm
- PLC

Managing Director & CEO, Habitat for Humanity Philippines – 2010-2011

AC Capital – 2002

Vice President for the Land & Community Development Group- Ayala Land, Inc. – 1996-2002

- Finance at Bankers Trust Co- Philippines - 1994-1996
Company Description:

- Banking and Finance

Vice President for Corporate Finance – 1994-1996

- AB Capital and Investment Corporation- Philippines - 1987-1994
Company Description:

- Banking and Finance

Vice President – 1994-1996

- Philippine American Investment Corporation- Philippines – 1982-1987
Company Description:

- Banking and Finance

Junior Executive Trainee – 1982-1987

Current Directorships

- SBS Philippines Corporation – 2015 to present
 - Non-executive director
 - Chairman of the Board, NomRem (Chair), Audit and Risk Oversight Committees
- Maybank Kim Eng Capital Partners Inc – 2020 to present
 - Independent director
 - Chairman, Member of the Audit Committee
- Maybank Kim Eng Securities Inc – 2020 to present
 - Independent director

- SBS Holdings Corporation – Philippines– Holding Firm – 2017 to present
 - Non-executive
- Institute of Corporate Directors (ICD) - Philippines– Non-profit/NGO – 2019 to Present
 - Trustee
 - Risk (chair), Fellows, Audit Committees
- Metro Retail Stores Group, Inc. – Philippines– Retail – 2015-present
 - Independent Director
 - NomRem, Corporate Governance, Audit, Investment Committees
- Etiqa Life and General Assurance - Philippines– Insurance – 2019 present
 - Lead Independent Director
 - Corporate Governance (Chair), Audit Committees
- Torre Lorenzo Development Corporation- Philippines – Property – 2020 to present
 - Executive Director
- Judicial Reform Initiative - Philippines – Non-profit/ NGO – 2015 to present
 - Trustee

Past Directorships

- Manila Water Co - Philippines– Electricity/Energy/ Power/Water Services – 2011 to 2014
 - Independent
 - Audit Committee
- Social Housing Finance Corporation - Philippines– GOCC – 2011 to 2012
 - Independent (Independent, Executive, Non-Executive)

- Nicanor P Jacinto Jr Foundation, Inc – Philippines – nonprofit – 2006 to 2014
 - Executive
 - Chairman

Affiliations/Membership in Organizations

- Manila Golf Club, sports club

Expertise and Industry Experience

Expertise

- Banking and Finance
- Business Development
- Corporate Strategy
- Governance
- Negotiation
- Real Estate
- Retail & Distribution

Industry Experience

- Banking and Finance
- Management Consulting
- Education
- Electricity/Energy/Power/Water Services
- Holding Firm
- Non-Government Organization
- Property
- Retail

Publications

“Corporate Governance in Practice: A Case Book” – editor and contributor

“Value Line, Inc.” and “Merrill Lynch Asset Management” – Harvard Business School cases, case writer



Tomasa "Tammy" H. Lipana

Contributing to Corporate Boards

- With the breadth of knowledge, expertise and skills I gained in my almost forty years stint with Isla Lipana/PwC in such fields as strategic planning, general and people management, audit, accounting, tax consultancy and business advisory services, and dealing with regulatory agencies, as well as my extensive experience as an Independent Director and chair/member of Audit and other Board Committees, of various companies in different industries, I believe I am able to:
 - contribute significant inputs during board deliberations and decision making on practically all disciplines/aspects of business operations and thus enable the Board to properly exercise its power and effectively carry out its roles and responsibilities;
 - help Board committees (especially Audit, Risk Management and Corporate Governance) perform their mandated roles/functions;
 - add value to the Board and the company in terms of enhancing integrity and reputation.
- As a female director, I can improve the corporate governance scorecard of a publicly listed company in the index of diversity; I can also share my experience on development of female leaders/managers in the company

Expertise

- Accounting
- Audit and Risk Management
- Taxation
- General management and corporate strategy
- Corporate governance
- Business advisory
- Due diligence reviews

Industry Experience

- Manufacturing
- Insurance

- Banking
- Construction and allied services
- Trading/Distribution
- Advertising and media
- Government
- Export
- Mining and quarrying
- Holding company
- Non-profit organizations

Directorships

- SM Investments Corporation
- Flexo Manufacturing Corporation
- Trade and Investments Development Corporation/PhilGuarantee (PhilExim)
- Canadian Chamber of Commerce of the Philippines (Board Adviser)
- Sikat Solar Challenge Foundation (Trustee/Treasurer)
- Shareholders Association of the Philippines (Trustee)

Professional Experience

- Isla Lipana & Co./PricewaterhouseCoopers Philippines (PwC)
 - Chairman and Senior Partner (2006-2009)
 - Managing Partner, Tax Department (1995-2006)
 - Partner, Audit/Tax (1985-1995)
 - Junior Auditor to Senior Manager (1969-1985)
- Trustee, Canadian Chamber of Commerce (2009-2021)
- Independent Director, Inter-Asia Development Bank (2011-2015)
- Independent Director, QBE Seaboard Insurance Philippines (2012-2019)
- Independent Director, Goldilocks Bakeshop Inc. (2012-2018)

- Consultant, TAO Corporation (2016)
- Governor/VP/Secretary, Management Association of the Philippines (2013-2014)
- President, Isla Lipana & Co. Foundation (2007-2012)
- Trustee, Philippine Business for Social Progress (2006-2009)
- National Treasurer/Director, Philippine Institute of Certified Public Accountants (1994-95)
- President, Tax Management Association of the Philippines (1990)

Education

- University of the East Manila, Cum Laude, 1969
 - Bachelor of Science in Business Administration
- Institute of Corporate Directors, 2009
 - Professional Directors Program

- Harvard Business School, Massachusetts, 2002
 - Executive Education Program
- Asian Institute of Management (AIM), 1998
 - Top Management Program
- University of Western Ontario, Canada, 1997
 - Executive Business Program
- AIM, 1982
 - Management Development Program, Outstanding Participant
- PricewaterhouseCoopers New York, 1980
 - Management International Development Program
- Academy of Banking, 1980
 - Technical Study on Commercial Banking Operations
- Certified Public Accountant Board Examination (18th place)



Pedro "Pete" H. Maniego, Jr.

Senior Policy Advisor, Institute for Climate & Sustainable Cities
Of Counsel, Dime & Eviota Law

Contributing to Corporate Boards

Being trained and anchored in ICD's good corporate governance foundation since 2007, I can contribute best practices to boards. Having been a corporate secretary, I could also provide guidance on board agenda, organization and protocol. As a recognized expert in energy laws and technologies, I could help companies in the energy sector in project evaluation, development and management. Companies need to put sustainable/regenerative development and climate change mitigation/adaptation front and center in their strategic plans.

Combined with my command of strategic planning and execution tools, I can expedite the development of sustainable plans and programs. With my experience and wide network in government and private sectors here and abroad, I could open many opportunities for the companies that I am connected with. My degrees in engineering, law, economics, and business administration, experience in varied sectors, and training in the balanced scorecard, renewable energy, and green financing among others immediately add diversity to the board's experience and capability.

Current Directorships

- Chairman & Executive Director, Secure Arms Guns & Ammo Corporation – Philippines
- Independent Director, Armscor Global Defense Inc. - Tuason Group – Philippines
- Independent Director, RASLAG Corp. – Philippines

Past Directorships

- President/CEO/ Director, Secure Arms Guns & Ammo Corporation – Philippines - 1994-2004
- Director, Arms Corporation of the Philippines– Philippines – 1987-1994
- Director, Squires Bingham Corporation – Philippines – 1987-1994
- Director, Armscor Precision Inc. – USA – 1987-1994

Professional Experience

- Senior Policy Advisor, Institute for Climate & Sustainable Cities – Philippines – 2016-Present
- Energy Policy Adviser, Climate Change Commission – Philippines – 2017-Present
- Co-Champion for the Private Sector, Power & Energy Working Group, National Competitiveness Council – Philippines – 2017-2018
- National Renewable Energy Board – Philippines - 2010-2016
 - Chairman – 2010-2016
 - Adviser – 2009-2010
- Consultant, Asian Development Bank - Philippines – 2009-2010
- Consultant, ESB International Limited - Ireland – 2009-2010
- Consultant, Quadran International – France – 2009-2010
- Consultant, International Labor Organization - Philippines – 2009-2010
- PNOC Renewables Corporation - Philippines – 2005-2010
 - President & Chief Executive Officer – 2008-2010
- Legal and Management Consultant/ Of Counsel – 2005-Present
- Arms Corporation of the Philippines – 1986-2006
 - Executive Vice President & COO, Director – 2005-2006
 - Executive Vice-President & General Manager, Director – 1998-1994
 - Vice President for Finance, Director – 1986-1987
- Product Manager & concurrently Marketing Support Manager, TTX Inc - USA – 1984-1985
- Assistant-the Chairman of the Board, Pacific Capital Fund - USA – 1984-1985

- Executive Vice President & General Manager, Teletex Communications Corporation - Philippines – 1983-1984
- Secure Arms Guns & Ammo Inc. - Philippines – 1994-2004; 2018-Present
 - Chairman – 2018-Present
 - Founding President and Chief Executive Officer – 1994-2004
- Vice President, MESCO, Inc. - Philippines – 1994-1996
- Bancom Philippine Holdings, Inc. - Philippines – 1980-1982
 - Vice President – 1981-1982
 - Assistant Vice President – 1980-1981
- Executive Vice President & Director, ASEAN Fabricators Inc. (a Bancom subsidiary). - Philippines – 1981-1982
- The Coca-Cola Export Corporation) - PH – 1976-1980
 - Market Development Manager – 1980
 - Area Marketing Manager – 1978-1979
 - Sprite Brand Manager – 1979-1979
 - Distribution Manager – 1977-1979
 - Operations Research Engineer – 1976-1977
- University of the Philippines, College of Engineering – 1970-1978
 - Professorial Lecturer in M.S. Industrial Engineering Program – 1974-1978
 - Instructor in Engineering Sciences – 1970-1971
- Metal Industry Research and Development Center – Philippines - 1971-1976
 - Head, Production Planning & Control – 1972-1976
 - Planning and Scheduling Engineer – 1971-1972
 - Industrial Engineering Consultant – 1971-1971
- Product Engineer, Stanford Associates, Inc. – Philippines - 1970

Affiliations/Membership in Organizations

- Institute of Corporate Directors, Fellow & Trustee
- Energy Lawyers Association of the Philippines, Chairman
- Confederation of Solar Developers of the Philippines, Adviser
- Management Association of the Philippines, Member
- Judicial Reform Initiative, Past Trustee
- Integrated Bar of the Philippines, Member

- UP Engineering Research and Development Foundation Inc., Past Chairman, Adviser
- UP BARKADA, Inc., Past Chairman & Trustee

Education

- University of the Philippines
 - Bachelor of Laws
- Asian Institute of Management – Philippines
 - Top Management Program
- University of Asia & the Pacific – Philippines
 - Senior Business Economics Program
- University of the Philippines – Philippines
 - Candidate, Master in Business Administration
- Carl Duisberg Gesellschaft – Germany
 - Post Graduate in Industrial Engineering
- University of the Philippines – Philippines
 - Bachelor of Science in Industrial Engineering
- Palladium Group Inc. – Australia
 - Kaplan-Norton Balanced Scorecard Certified
- Federation of Korean Industries – South Korea
 - International Management Exchange Program
- Renewable Energy of Berlin- Germany
 - Certificates in renewable energy fundamentals, project development and management, management aspects of grid integration, climate finance, and green banking

Publications

- Renewable Energy can sustain PH Industrialization, October 01, 2016, Inquirer.net
- Dealing with China's energy card, October 21, 2016, Inquirer. Net
- Towards industrialization powered by renewable energy, February 22, 2017, Inquirer.net
- A Struggle between Coal and Renewable Energy in the Philippines – June 17, 2016, Heinrich Böll Stiftung
- Towards a Just Transition in the Philippine Energy Sector, with Viking Logarta and Roberto Verzola, September 2017, Friedrich Ebert Stiftung
- CCC Energy Policy Review Inception Report, with GIZ, May 2018
- Covid-19: Lessons for the Philippine Power Sector, with Sara Jane Ahmed, Alberto Dalusung, Viking Logarta, June 8, 2020, Business Mirror
- Owning the Sun, September 19, 2020, Business Mirror

Recognitions

- UP Alumni Engineers Achievement Award for Service to Industry – November 12, 2011
- Pillar of IE, UP IE Association – October 5, 2013
- Dean's Medal of Excellence, UP College of Law – April 26, 2004
- Certificate of Recognition, 2003 Philip C. Jessup International Law Moot Court Competition, UP College of Law, April 26, 2004
- Certificate of Appreciation, as President of the Law Student Government, April 26, 2004

Expertise

- Business Development
- Compliance
- Corporate Strategy
- Governance
- Legal/ Law
- Manufacturing
- Marketing
- Operations Management
- Planning & Strategy Mgt

- Policy & Procedures
- Project Mgt & Development
- Sustainable Development

Industry Experience

- Advertising/ Marketing/ PR/
- Banking and Finance
- Construction Infra & Allied Services
- Management Consulting
- Education
- Electricity/ Energy/ Power/ Water Services
- Government
- Holding Firm
- Information Technology
- Legal Services
- Management Consulting
- Manufacturing/ Distribution/
- Trading
- Non-Government Organization
- Industrial Marketing, Firearms and Ammunition, Venture Capital



Vaughn F. Montes

Current Directorships

- Independent Director Rizal Commercial Bank Corporation (RCBC) – Philippines– 2016–Present
- Founding Fellow and Trustee, Foundation for Economic Freedom– Philippines
- Trustee, Parents for Education Foundation (PAREF)– Philippines
- Chairman and President, PAREF Southridge School for Boys– Philippines
- Director, Center for Excellence in Governance – Philippines
- President, Center for Family Advancement – Philippines

Professional Experience

- ADB National Consultant, ADB – Philippines
- Director, Development Bank of the Philippines – Philippines
- Director and Head of Philippine Public Sector, Citibank N.A.– Philippines
- Lecturer, Strategic Business Economics Program and Advanced Management Program, University of Asia and the Pacific– Philippines

- President, Philippine Economic Society
- Associate Economist, Wharton Econometrics Forecasting Associates – USA

Education

- Wharton Doctoral Programs, University of Pennsylvania
 - PhD Business Economics
- Center for Research and Communication (now University of Asia and the Pacific) – Philippines
 - MS Industrial Economics
- Ateneo De Manila University – Philippines
 - AB Economics

Recognitions

- TOYM Awardee for Economics 1992

Publications

- Co-Author, “Philippines: Management of contingent liabilities arising from Public Private Partnerships”, 2016



Alfredo E. Pascual

Executive Summary

Alfredo E. Pascual is an accomplished professional who has made distinguished contributions to society as a corporate governance advocate, academic leader, international development banker, and management educator. Over the past four decades, he established an exemplary record of leadership and service at four national and international institutions: the Institute of Corporate Directors (ICD), University of the Philippines (UP) System, Asian Development Bank (ADB), and Asian Institute of Management (AIM). As an advocate of good corporate governance, he now serves as an independent director at four publicly listed companies. He is also on the board of several nonprofit organizations. Earlier on, he represented ADB on the board of financial institutions and manufacturing companies in China, India, and the Philippines.

Contributing to Corporate Boards

Mr. Pascual brings his vast and varied experience to help corporate boards deal with the multifaceted challenges confronting businesses and other organizations, particularly in this era of rapid changes. His having both local and international perspectives is useful in understanding the implications of new developments. He has domain expertise in corporate governance, human capital development, finance, and risk management. He can thrive in a multicultural setting and deal with private businesses, government policymakers, and regulatory agencies.

Current Directorships

- Lead Independent Director, SM Investments Corporation – Philippines – 2017–Present
- Independent Director, Megawide Construction Corporation – Philippines – 2018–Present
- Independent Director, Concepcion Industrial Corporation – Philippines – 2019–Present
- Independent Director, Asiabest Group International Inc., – Philippines – 2019–Present
- Non-Executive Director, Enderun Colleges, Inc., – Philippines – 2017–Present
- Board Trustee, U.P. Foundation, Inc. – Philippines – 2018–Present

- Board Advisor, Philippine Institute for Development Studies – Philippines – 2019–Present
- Board Trustee, Institute of Corporate Directors – Philippines – 2019–Present
- Board Trustee, Institute for Solidarity in Asia – Philippines – 2018–Present
- Board Trustee, FINEX Academy – Philippines – 2021

Past Directorships

- Board Trustee, International Rice Research Institute (IRRI) – Philippines – 2011–2017
- Board Trustee, Philippine Institute for Development Studies – Philippines – 2016–2018

Ex Officio Chairman or Trustee position on Institutional Boards as UP President - 2011–2017

- Board Chairman, U.P. Foundation, Inc. (UPFI) – Philippines
- Board Chairman, U.P. Provident Fund, Inc. (UPFI) – Philippines
- Board Chairman, Friends of UP Foundation in America (FUPFA) – Philippines
- Board Chairman, NEC Foundation, Inc., – Philippines
- Board Trustee, Philippine Center for Economic Development (PCED) – Philippines
- Board Trustee, Philippine Science High School (PSHS) – Philippines
- Board Trustee, Small Enterprises Research & Development Foundation (SERDEF)
- Council Member, Scientific Career Council – Philippines
- Board Member, Foreign Service Institute Board – Philippines

Asian Development Bank's Nominee Director on the Board- 1993–2004

- Non-Executive Director, Infrastructure Development Finance Company Ltd., – India
- Non-Executive Director, Everbright Bank of China – China
- Non-Executive Director, AIG India Sectoral Fund – India

- Non-Executive Director, Andhra Petrochemicals Ltd., – India
- Non-Executive Director, Creditcapital Venture Fund Ltd., – India
- Non-Executive Director, DCL Polyesters Ltd., – India
- Non-Executive Director, Global Trust Bank Ltd., – India
- Non-Executive Director, Indian Acrylics Ltd., – India
- Board Trustee, SARA Fund Trustee Company Ltd., – India
- Non-Executive Director, Twentieth Century Finance Corporation – India
- Board Trustee, ShoreCap International Ltd. – Netherlands
- Non-Executive Director, Mutual Fund Company of the Philippines – Philippines

Professional Experience

- President and CEO, Institute of Corporate Directors (ICD) - 2018–2019
- University of the Philippines (UP) System – 2009 – 2017
 - President, CEO, Board Co-Chair
 - Alumni Regent on the Board
- Asian Development Bank (ADB) – 1989–2008
 - Advisor for Public-Private Partnership in Infrastructure Development
 - Director for Capital Market & Financial Sector
 - Director for Infrastructure Finance / Head of Project Finance
 - Senior Investment Officer/ Investment Officer
- Asian Institute of Management (AIM) – 1980–1989
 - Finance Professor
 - Director of Advanced Bank Management Program

Affiliations/Membership in Organizations

- Association of Former Employees of the Asian Development Bank (AFE-ADB), President
- Management Association of the Philippines (MAP), Regular Member, Governor
- Financial Executives Institute of the Philippines (FINEX), Life Member
- Shareholders Association of the Philippines, Regular Member, Vice Chairman

- Rotary Club of Makati, Regular Member, Past President
- US-Philippines Society (USPHS), Director
- Philippine Council for Foreign Relations (PCFR), Regular Member

Education

- Euro-Asia Centre, Campus INSEAD - Fontainebleau, France,
 - EC-ASEAN Trainer Program on Management of Strategic & Organizational Change
- University of the Philippines
 - Master of Business Administration (MBA)
 - Bachelor of Science in Chemistry

Publications

- *Knowledge-Based Development and Governance: Challenges and Recommendations to the Duterte Administration, 2016-2022* (Co-Author). International Journal of Philippine Science and Technology, Vol. 9, no. 1, pp 1-9, 2016.
- *How are universities working with private industry to teach the skills demanded by the labour market?* (Interview). The Report: The Philippines 2014. London: Oxford Business Group, 2014.
- *Internationalizing the National University: The UP President Speaks.* (Interview). University of the Philippines Forum. Vol. 15, No. 3. Quezon City: University of the Philippines, May-June 2014. pp 1-3, 10.
- *Public-Private Partnership in Infrastructure Development: the role of Asian Development Bank and the case of North Luzon Expressway.* Routes. No. 332. Paris: Mondiale de la Route, October 2006. pp. 52-61.
- *Private Sector Participation in Infrastructure: Experience in Asia.* The Transnational Lawyer (Pacific McGeorge Global Business & Development Law Journal), 2004.
- *Risk and the Multinational Enterprise.* The Asian Manager, June 1988.
- *Financial Institutions and Markets in the Philippines.* A chapter in Financial Institutions and Markets in Southeast Asia: A Study of Brunei, Indonesia, Malaysia, Philippines, Singapore and Thailand, edited by Michael T. Skully, 1984.

Recognitions

- Doctor of Laws (honoris causa), University of the Philippines, 2020
- CEO EXCEL Award, Intl. Association of Business Communicators (IABC) Phils., 2020
- Asia Circle of Excellence for Global Filipino Executives Award, Asia CEO Awards, 2018
- Lifetime Distinguished Achievement Award, U.P. Alumni Association, 2017
- Upsilonian Noble & Outstanding (UNO) Award, Upsilon Sigma Phi, 2016
- Ph.D. in Social Science (honoris causa), Shu-Te University, Taiwan, 2016
- Doctor of Humanities (honoris causa), Partido State University, 2016
- Doctor of Science (honoris causa), Pamantasan ng Lungsod ng Maynila, 2015
- Oblation Award, U.P. Vanguard, 2015
- The Presidential Lingkod Bayan (Public Servant) Award, Malacañang Palace, 2014
- The Rotary Golden Wheel Award for Higher Education, 2013

- Doctor of Pedagogy (honoris causa), Angeles University Foundation, 2012
- Distinguished Alumnus Award, U.P. College of Business Administration, 2009

Expertise

- Audit & Risk Management
- Banking & Finance
- Change Management
- Corporate Strategy
- Governance
- Negotiation
- Planning & Strategy Management

Industry Experience

- Banking & Finance
- Construction Infra & Allied Services
- Higher Education
- Holding Firm
- Property Development
- Manufacturing
- Non-Government



Cesar L. Villanueva

Contributing to Corporate Boards

Oversaw: latest amendments to the ICD Articles of Incorporation and Bylaws to conform with CG best-practices; and the formalization and adoption of: (a) Charter of the ICD Corporate Governance Committee; (b) Code of Conduct and Business Ethics for ICD Trustees; (c) Code of Conduct for the ICD Fellows, Officers and Staff; (d) Charter of the ICD Board.

Expertise

- Commercial Law, Corporate Law, Corporate Governance.

Industry Experience

- Commercial and Corporate Law practitioner, Corporate Governance Advocacy; Corporate Litigation; Corporate Insolvency and Rehabilitation; Legal Education

Directorships and Consultancies

- Executive Secretary of Administrative Tribunal, Asian Development Bank (ADB)
- Trustee, Institute of Corporate Directors
- Chairman, Corporate Governance Committee, Management Association of the Philippines
- Independent Director, Professional Services, Inc./The Medical City
- Trustee, Kapampangan Development Foundation

Professional Experience

- Chairman, Governance Commission for GOCCs, 2011 - 2016
- Dean, Ateneo de Manila Law School, 2004 – 2011
- Executive Vice President/Director, Philippine Association of Law Schools, 2004 – 2011
- Chairman, Commercial Law Department, Philippine Judicial Academy, 2003 – 2011
- Governing Board Member, Mandatory Continuing Legal Education Council (MCLE), 2004 – 2011

Education

- San Beda Graduate School of Law (Philippines), 2005
 - Diplomate In Juridical Science (D.J.S.)
- Australian Institute of Company Directors (AICD), 2002
 - Fellow
- Harvard Law School (Cambridge, MA), 1989
 - Master of Laws (L.I.M.)
- Ateneo De Manila Law School (Philippines), 1981
 - Bachelor of Laws (L.I.B.), valedictorian, cum laude
- Holy Angel University (Philippines), 1977
 - Bachelor of Science in Accountancy (BSC), magna cum laude

Publications

- Books Authored:
 - Commercial Law Review
 - Philippine Corporate Law
 - Agency & Trusts, Partnerships & Joint Ventures,
 - Law on Sales
 - Law and Practice nn: Philippine Corporate Governance (2009 National Book Award on Professions given by the NATIONAL BOOK DEVELOPMENT BOARD and the MANILA CRITICS CIRCLE)

Recognitions

- Outstanding Law Dean (Gold Category), Awarded by the Legal Education Board, November 2011
- Ambassador Cesar B. Bautista Award for Good Governance, Awarded by the ICD, May 2014
- Presidential Medal of Merit, Awarded by former President Benigno S. Aquino, June 2016



Imelda Ceniza Tiongson

Executive Summary

She started as a traditional banker having worked at National Australia Bank and Philippine National Bank for over 22 years until she was pirated to head OPAL Portfolio Investments (SPV-AMC) Inc, in charge of turning around businesses, she is heading today. This is where she developed skill in Fintech, Digitalization Transformation and A.I. Her fintech stint started in 2017 when she became director of Fin Tech Global Resources Inc (a Singapore tech P2P platform) and helped developed their Lending Credit Scoring algorithm.

She is presently Board Trustee of various organization namely: Institute of Corporate Directors, Fintech Alliance.Ph, Fintech Phil Association as well as MAP's Vice Chair of the Governance Committee.

She also sits in several Boards as Independent Director namely PruLife UK Ph, Xurpas Inc and Seedin Technologies Inc. She is also a teaching Fellow of ICD handling Finance, Risk Governance and Strategy Planning and lectures in various orgs; Fintech groups, Ateneo Graduate School of Business involving Corporate Finance.

What are your contributions/What can you contribute to Corporate Boards?

In her years of doing turnarounds, Ms. Ida has developed expertise in various topics particularly on Risk Management, Strategic Planning, Lending, Mergers and Acquisitions, Governance and Digital Transformation. With these skills, she can guide the Board and Management on how to tackle various problems a corporation may face.

Educational Background

- Royal Melbourne Institute of Technology – Australia – 1987-1991
Bachelor of Business in Accountancy (with Credit)
- NAB Melbourne – Australia – 1991
Accounting for Bankers (Perfect Score)

- Asian Institute of Management – Philippines – 1997
Remedial Management
- Kaplan and Norton - Australia- 2016 Balance Scorecard
- Terrapin – Singapore – 2015 Masterclass in BlockChain and Cryptocurrency
- Worldbank IFC – Thailand – 2016 Masterclass in Risk and Audit

Professional Experience

- **Senior Lending Officer National Australia Bank – Melbourne Australia 1987 to Oct 1993**
- **Philippine National Bank – Philippines – 1994-2007**
Company Description:
 - Industry Sector: Financials - Banks
 - Type: PLC
 - Other Descriptions: Philippine National Bank (PNB) was incorporated on July 22, 1916 to engage in the general commercial banking business. PNB provides a range of banking and financial services to corporate, middle-market, small and medium enterprises and retail customers, including overseas Filipino workers, as well as to the Philippine national government, national government agencies, local government units and government-owned and -controlled corporations in the Philippines.

Senior Vice President – 2003-2007

Description: In charge of Remedial Management

- **National Australia Bank – Melbourne Australia – 1987-1993**
Company Description:
 - Industry Sector: Financials - Banks
 - Type: PLC
 - Other Descriptions:
- **Senior Lending Officer – 1991-1993**
Description: In charge of Corporate Loans

Current Directorships and Professional Engagements

- **President and Chief Executive Officer – Opal Portfolio Investments (SPV-AMC) Inc. July 2007 to date**
 - Finance
 - Private Company
 - Opal SPV is one of the largest Special Purpose Vehicle in the country. It is in charge of purchasing distressed assets from banks. Ms. Tiongson was pirated by ING group to head OPAL SPV in 2007 when OPAL SPV thru ING purchased PNB's Non-Performing Assets. For a number of years, it has been one of the most profitable SPV, largely attributed to the strategies led by Ms. Tiongson.

As part of her work in Turning Around businesses, she became involved in Governance, Strategy planning, Digital Transformation and Technology.

- **Independent Board Director – Prulife UK Ph June 2020 to date**
 - Insurance
 - Private-Multinational Company
 - Ms. Tiongson also chairs the Audit Committee and member of the Risk and Governance Committee. Recently in line with market competition, Prulife UK Ph has commenced Digital Transformation using Digital Apps and Artificial Intelligence. Pru Life UK Ph is a life insurance company which is part of the Multinational Prulife UK established in 1948. PruLife UK Ph has expanded its reach to over 190 branches in the Philippines, with the biggest life agency force. It is also one of the country's top insurers based on the Insurance Commission's 2019 rankings and consistently (4 years in a row) has won Gold award for its Asean Corporate Governance Scorecard.
- **Independent Board Director and Chair Risk Committee – Xurpas Technologies Inc. May 2020 to date**
 - Technology
 - Publicly-listed Company
 - Xurpas Inc is Philippines largest technology company and the only publicly listed.

Xurpas Enterprise, Inc. is focused on providing mobile enterprise solutions to corporate clients. Xurpas Enterprise leverages the extensive mobile technology expertise across the Corporation and its affiliated companies to help its clients mobile enable their business.

- **Independent Board Director and Chair Risk Committee – SEEDIN Technologies Inc. September 2020 to date**
 - Fintech Industry
 - Private company
 - SeedIn is a leading business financing platform in Southeast Asia that connects individual and corporate investors with local businesses that need short-term financing. The fintech company offers its investors liquidity through short-term tenured investments ranging from one to 12 months, with monthly interest repayments.
- **Board Trustee and Chair of Techno Ethics – Fintech Alliance.Ph**

Fintech Alliance.Ph is a collaboration amongst strategic players in the digital finance space operating in the Philippines. Members include GCASH, Paymaya, Coins.ph, RCBC, Seedin Technology Phil, GrabPay, Multisys Corporation, Finscore among others.
- **Board Trustee and Chair of Governance – Fintech Philippines Association**
 - Non Profit Fintech Association
 - Private
 - The Fintech Philippines Association is the most inclusive financial technology trade association in the Philippines. Established in 2017, it consists of over 100 institutional and individual members and is partnered with technology associations in Denmark, Israel, Japan, Malaysia, Singapore, and Thailand. It is also a founding member of the Asia Pacific Fintech Network.
- **Board Trustee and Chair of Technology Governance Committee – Institute of Corporate Directors**
 - Non Profit Governance Association
 - Private
 - Ms. Tiongson has been an ICD Board Trustee since 2016. She is also a teaching Fellow guiding Board Directors on topics including Risk Management, Technology Governance and Finance.

The Institute of Corporate Directors (ICD) is a non-stock, not-for-profit organization dedicated to the professionalization of Philippine corporate directorship by raising the level of corporate governance policy and practice to world-class standards.

- **Vice Chairman of Governance Committee – Management Association of the Philippines**
 - Non Profit Governance Association
 - Private
 - MAP is a 70-year-old management organization whose almost 1,000 members represent a cross-section of CEOs, COOs and other top management practitioners from the largest local and multinational companies operating in the Philippines.
- **Steering Committee – Liveable Cities Challenge**
 - Non Profit Association
 - Private
 - Building local competitiveness is essential in boosting long-term national competitiveness and this is where this project is assisting.
- **Lecturer – Ateneo Graduate School of Business Continuing Education**
 - University
 - Private
 - Ms. Tiongson has been a lecturer in Ateneo Graduate School of Business/CCE since 2007. She lectures on various topics such as Corporate Finance, Advance Credit Management and Mergers and Acquisitions.

The Graduate School of the Ateneo de Manila was first established in 1948, with Master of Arts programs in Education and English as its initial offerings. Over time, other fields of study were introduced, among them Sociology, Economics, Philosophy, and Business Administration.

Past Directorships

- **Vitarich Inc.** – Philippines – Industrial - Food, Beverage & Tobacco – PLC – 2004-2006
 - Type of Directorship: Board Director- Creditor Nominee
 - List of Committees and Positions held in the Board: Audit Committee
- **East Asia Power Resources** – Philippines – Industrial - Electricity, Energy, Power & Water – PLC
 - Board Advisor
- **Fin Tech Global Resources Inc.** – Philippines – Financials – Other Financial Institutions (Non-Banks)
 - Type of Directorship: Independent Board Director

Affiliations/Membership in Organizations

- Institute of Corporate Directors, Trustee and Fellow
- Fintech Alliance Ph, Trustee and Regular Member
- Fintech Association of the Philippines, Trustee and Regular Member
- Management Association of the Philippines, Vice Chair of Governance Committee and Member
- Lecturer in various institutions such as ICD, IFC-World Bank, Ateneo Graduate School of Business, PNB Institute of Banking, BSP-PDIC programs, etc.
- Involvement in drafting various business laws including the following:
 - Financial Rehabilitation and Insolvency Act
 - Revised Corporation Code
 - Portions of the recent Bayanihan Act – Heal as One 11469
 - GUIDE Law

Expertise and Industry Experience

Expertise

- Accounting
- Audit & Risk Management
- Banking and Finance
- Business Development
- Change Management
- Compliance
- Corporate Strategy
- Governance
- Information Technology
- Negotiation
- Performance Evaluation
- Planning & Strategy Mgt
- Policy & Procedures
- Project Mgt & Development
- Real Estate
- Research
- Training & Development
- Others:
 - Digital Transformation/
 - AI/Strategic Planning
 - Financial Technology
 - Mergers and Acquisition
 - Corporate Rehabilitation

Industry Experience

- Banking and Finance
- Education
- Electricity/Energy/Power/Water Services
- Information Technology
- Management Consulting
- Non-Government Organization
- Property
- Retail
- Telecommunications
- Transportation Services
- Others: Industrial - Food, Beverage & Tobacco

Recognitions

- National Australia Bank – Women Accelerated Promotion Program
- Philippine National Bank - Various citations
- SM 2014 100 Most Inspiring Women in The Philippines
- 2018 Shell Women of the Future
- Phil representative to the ASEAN CEO Business Forum in Thailand 2019
- 2019 Asian Banker Speaker
- APEC Philippine representative in 2020 Fintech - Vietnam
- 2019 Phil Most Influential (Business Category) by Asia Luminaire
- 2020 Phil Most Influential (Women Empowerment) by Asia Luminaire

2020 PROGRAM COMMITTEES AND MEMBERS

Board Diversity and Inclusion

Committee Members

Ms. Ma. Aurora D. Geotina-Garcia,
Sponsoring Trustee
Ms. Helen T. De Guzman - Chair
Mr. Leonardo Jose M. Berba
Mr. Joe Jay T. Doctora
Mr. Rex C. Drilon II
Ms. Ma. Victoria C. España
Mr. Ricardo Nicanor N. Jacinto
Ms. Pacita U. Juan
Dr. Conchita L. Manabat
Ms. Sherisa P. Nuesa
Mr. Javier Perez De Las Peñas

Consulting Group Members

Dr. Vaughn F. Montes - Chairman
Atty. Cesar L. Villanueva
Mr. Valentino S. Bagatsing
Mr. Eduardo L. David
Mr. Rex C. Drilon II
Dr. Aniceto B. Fontanilla
Ms. Catherine L. Hufana-Ang
Mr. Ricardo Nicanor N. Jacinto
Atty. Jose Vicente E. Jimenez
Ms. Tomasa H. Lipana
Atty. Pedro H. Maniego, Jr., FICD, PIE
Mr. Senen L. Matoto
Mr. Frank D. Numann
Dr. Alfredo E. Pascual
Atty. Jose Tomas C. Syquia
Ms. Imelda C. Tiongson

Consulting Group: Board Evaluation

Sub-Group Members

Dr. Vaughn F. Montes - Chairman
Atty. Cesar L. Villanueva
Mr. Valentino S. Bagatsing
Mr. Rex C. Drilon II
Ms. Ma. Victoria C. España
Dr. Aniceto B. Fontanilla
Ms. Catherine L. Hufana-Ang
Mr. Ricardo Nicanor N. Jacinto
Ms. Tomasa H. Lipana
Atty. Angelica H. Lavares
Mr. Senen L. Matoto
Mr. Roberto G. Manabat
Mr. Geocel D. Olanday
Ms. Imelda C. Tiongson

Corporate Governance Standards

Committee Members

Mr. Reginald Tiu – Chair
Mr. William Wayne T. Quesang,
Vice-Chair
Atty. Suzanne Patricia V. Arellano
Mr. Pedro P. Benedicto, Jr.
Mr. Ace Devino A. Custodio
Ms. Rebecca Dela Cruz
Mr. Gerardo F. Dela Paz
Ms. Catherine L. Hufana-Ang
Mr. Serafin Jesus Juliano
Ms. Zaida Angelita P. Lazaro
Ms. Rebecca G. Sarmenta
Mr. Don Cesar Sevilla II
Ms. Jocelyn C. Villar-Altamira

Cebu Circle Members

Mr. Jeremias C. Zapata Jr. - Chair
Mr. Rogelio Q. Lim
Mr. Jose Soberano III
Mr. Philip N. Tan

Membership Committee Members

Ms. Ma. Victoria C. España - Chair
Mr. Jose F. Balderama
Ms. Maria Carmina E. Cruz
Mr. Leonardo D. Cuaresma
Mr. Domingo C. Go
Mr. Vaughn F. Montes
Mr. Erwin R. Orocio
Mr. Teodoro B. Padilla
Mr. Alfredo Jose B. Reyes
Mr. Conrado B. Roxas
Mr. Jeremias C. Zapata, Jr.

National Governance

Committee Members

Mr. Rex C. Drilon II - Chair
Mr. Edilberto C. de Jesus
Atty. Benedicta Du-Baladad
Mr. Rex C. Drilon II
Mr. Francis G. Estrada
Mr. Mario R. Gatus
Ms. Sherisa P. Nuesa
Mr. Alfredo E. Pascual

Strategy Execution Pathway (StEP)

Committee Members

Atty./Eng. Pedro H. Maniego, Jr. -
Chair
Dr. Aniceto B. Fontanilla, Vice-Chair
Mr. Rex C. Drilon II

Mr. Romea Fernando J. Aquino, Jr.
Ms. Mary Rose G. Anatalio
Mr. Dante M. Briones
Mr. Carlos Jose P. Gatmaitan
Mr. Tomas S. Gomez IV
Mr. Ricardo Nicanor N. Jacinto
Atty. Teodoro Alejandro Y. Kalaw IV
Dr. Donald Patrick L. Lim
Mr. Geocel D. Olanday
Dr. Alfredo E. Pascual
Mr. Alfredo B. Reyes
Mr. Paulino M. Servado, Jr.
Ms. Imelda C. Tiongson

Technology Governance (TGC)

Committee Members

Mr. Victor Jose R. Africa - Chair
Ms. Julie W. Reyes - Vice-Chair
Mr. Romeo Fernando J. Aquino, Jr.
Mr. Carmelo R. Alcala
Mr. Dante M. Briones
Mr. Mario Demarillas
Mr. Francis G. Estrada
Mr. Cris P. Gamboa
Mr. Ricardo Nicanor N. Jacinto
Mr. Manuel Antonio G. Lisbona
Mr. Roberto G. Manabat
Mr. Richard E. Moya
Dr. Alfredo E. Pascual
Ms. Imelda C. Tiongson

Thought Leadership

Committee Members

Dr. Jesus P. Estanislao, Chair Emeritus
Atty. Teodoro Alejandro Y. Kalaw IV -
Chair
Mr. Romeo Fernando J. Aquino, Jr.
Atty. Fe B. Barin
Mr. Leonardo Jose M. Berba
Mr. Cris S. Cabalatangan
Mr. Rex C. Drilon II
Atty. Benedicta Du-Baladad
Mr. Francis G. Estrada
Mr. Ramoncito S. Fernandez
Mr. Ricardo Nicanor N. Jacinto
Mr. Roy Eduardo T. Lucero
Dr. Vaughn F. Montes
Ms. Sherisa P. Nuesa
Mr. Frank D. Numann
Mr. Alfredo E. Pascual
Mr. Roberto S. Vergara
Mr. Edwin B. Villanueva

EXAMINERS AND AUDITORS

2020 ICD Evaluators

Checkers

1. Carmelita Araneta
2. Wilfrido Atienza
3. Fe Barin
4. Bienvenido Bautista
5. Simeon Ken Ferrer
6. Eduardo Francisco
7. Catherine Hufana-Ang
8. Angelica Lavares
9. Pedro Maniego, Jr.
10. Vicente Mills, Jr.
11. Edward Dennis Zshornack
12. Ma. Gladys Sta. Rita

Interviewers

1. Crispiniano Acosta
2. Wilfrido Atienza
3. Fe Barin

4. Bienvenido Bautista
5. Cris Cabalatangan
6. Dennis Decena
7. Simeon Ken Ferrer
8. Eduardo Francisco
9. Corazon Guidote
10. Catherine Hufana-Ang
11. Gordon Alan Joseph
12. Angelica Lavares
13. Pedro Maniego, Jr.
14. Vicente Mills, Jr.
15. Vaughn Montes
16. Imelda Tiongson
17. Jerry Zapata
18. Ma. Gladys Sta. Rita
19. Cesar Villanueva
20. Ricardo Nicanor Jacinto
21. Ma. Aurora Geotina-Garcia

ICD TEAM

2020 ICD Employees

Management Team



FROM LEFT

Mr. Leonardo Jose M. Berba, Chief Executive Officer

Ms. Mary Rose Juliet G. Anatalio, Director for Board Services, Delivery and Membership

Ms. Regine Marie E. Cinco, Director for Programs, Partnerships, and Engagement & Communications

Ms. Merriam Joyce P. Lugtu-Delim, Chief Finance Officer and Director for HR, Admin & IT

Ms. Cathyrine P. Perez, Manager for Regulatory and Regional Corporate Governance

Board Services, Delivery and Membership



FROM LEFT

Ms. Mary Rose Juliet G. Anatalio, Director for Board Services and Membership

Ms. Anna Beatrice G. Bague, Team Leader – Board Services

Ms. Nadine F. Manlangit, Programs Coordinator – Board Services

Ms. Aiseah Jois F. Lugtu, Fellows Relations Specialist

Ms. Zyrille B. Mendoza, Fellows Relations Specialist

Programs, Partnerships, and Engagement & Communications



FROM LEFT

Ms. Regine Marie E. Cinco, Director for Programs, Partnerships, and Engagement & Communications
Ms. Jaszha Blanche Tricia B. Estrada, Business Researcher
Ms. Janine V. Ilejay, Team Lead – Programs Delivery

Regulatory and Regional Corporate Governance



FROM LEFT

Ms. Cathyrine P. Perez, Manager
Ms. Kiarra Christelle P. Estoya, Analyst
Ms. Mariella Racxine Ramintas, Analyst
Mr. Sean Michael S. Chingkaw, Analyst

Finance, Human Resource, Administration & IT



TOP ROW FROM LEFT

Ms. Merriam Joyce P. Lugtu-Delim, Chief Finance Officer and Director for HR, Admin & IT
Mr. Marcial G. Calasan Jr., Team Lead – Accounting
Ms. Lulu L. Baysa, Accounting Specialist
Mr. Roger Joseph R. Marcelo, EA to the Chairman Emeritus
Ms. Tricia Nadine M. Dimaano, HR & Admin Assistant

SECOND ROW FROM LEFT

Ms. Jesus S. Sultan Jr., Office Assistant
Mr. Gerald L. Abaya, I.T. Support Engineer

LIST OF BENEFACTORS, ASSOCIATION PARTNERS, DONORS, AND SPONSORS

Thank You for Being our Governance Champions

Governance Partners

Security Bank

DG3 Idocs Inc.

Sponsors

Ayala Corporation

Angkas

Association Partners

Institute of Internal Auditors of the Philippines (IIAP)

Institute for Climate and Sustainable Cities (ICSC)

Finance Executives Association of the Philippines (FINEX)

Fintech Alliance

Fintech Philippines (FPh)

Makati Business Club (MBC)

Management Association of the Philippines (MAP)

Philippine Business Coalition for Women

Empowerment (PBCWE)

Rural Banks Association of the Philippines (RBAP)

Shareholders' Association of the Philippines Inc. (SharePHIL)

FINANCIAL STATEMENTS

As at and for the years ended December 31, 2020 and 2019



Isla Lipana & Co.

Independent Auditor's Report

To the Board of Trustees and Members of
Institute of Corporate Directors, Inc.
14/F Trident Tower, 312 Sen. Gil Puyat Ave., Makati City

Report on the Audits of the Financial Statements

Our Opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Institute of Corporate Directors, Inc. (the "Association") as at December 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standard for Small Entities (PFRS for SE).

What We Have Audited

The financial statements of the Association comprise:

- the statements of assets, liabilities and fund balances as at December 31, 2020 and 2019;
- the statements of income for the years ended December 31, 2020 and 2019;
- the statements of changes in fund balances for the years ended December 31, 2020 and 2019;
- the statements of cash flows for the years ended December 31, 2020 and 2019; and
- the notes to financial statements, which include a summary of significant accounting policies.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Isla Lipana & Co., 29th Floor, Philamlife Tower, 8767 Paseo de Roxas, 1226 Makati City, Philippines
T: +63 (2) 8845 2728, F: +63 (2) 8845 2806, www.pwc.com/ph

Isla Lipana & Co. is the Philippine member firm of the PwC network. PwC refers to the Philippine member firm, and may sometimes refer to the PwC network. Each member firm is a separate legal entity. Please see www.pwc.com/structure for further details.

Independence

We are independent of the Association in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), together with the ethical requirements that are relevant to our audit of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRS for SE, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and

whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on the Bureau of Internal Revenue (BIR) Requirement

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under BIR Revenue Regulations Nos. 15- 2010 and 34-2020 in Note 19 to the financial statements is presented for purposes of filing with the BIR and is not a required part of the basic financial statements. Such information is the responsibility of management of the Association. The information has been subjected to the auditing procedures applied in our audits of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Isla Lipana & Co.



Carlos Federico C. de Guzman

Partner

CPA Cert. No. 110973

P.T.R. No. 0011285, issued on January 5, 2021, Makati City SEC A.N. (firm) as general auditors 0142-SEC, Category A; valid to audit 2020 to 2024 financial statements

TIN 229-481-265

BIR A.N. 08-000745-141-2020, issued on November 4, 2020; effective until November 3, 2023

BOA/PRC Reg. No. 0142, effective until January 21, 2023

Makati City

April 23, 2021

Isla Lipana & Co.



Statement Required by Section 8-A, Revenue Regulations No. V-1

To the Board of Trustees and Members of
Institute of Corporate Directors, Inc.
14/F Trident Tower, 312 Sen. Gil Puyat Ave., Makati City

None of the partners of the firm have any financial interest in Institute of Corporate Directors, Inc. or any family relationships with its officers or members.

The supplementary information on taxes and licenses for the year ended December 31, 2020 is presented in Note 19 to the financial statements.

Isla Lipana & Co.

A handwritten signature in black ink, appearing to read 'C. de Guzman', written in a cursive style.

Carlos Federico C. de Guzman

Partner

CPA Cert. No. 110973

P.T.R. No. 0011285, issued on January 5, 2021, Makati City
SEC A.N. (firm) as general auditors 0142-SEC, Category A;
valid to audit 2020 to 2024 financial statements

TIN 229-481-265

BIR A.N. 08-000745-141-2020, issued on November 4,
2020; effective until November 3, 2023

BOA/PRC Reg. No. 0142, effective until January 21, 2023

Makati City

April 23, 2021

Statements of Assets, Liabilities and Fund Balances

As at December 31, 2020 and 2019
(All amounts in Philippine Peso)

	Notes	2020	2019
ASSETS			
Current assets			
Cash	3	7,850,862	4,943,418
Trade and other receivables	4	2,652,731	5,933,144
Prepayments and other current assets	5	1,836,831	1,174,466
Total current assets		12,340,424	12,051,028
Non-current assets			
Property and equipment, net	6	15,264,697	16,874,083
Other non-current assets	5	2,451,236	1,982,618
Total non-current assets		17,715,933	18,856,701
Total assets		30,056,357	30,907,729
LIABILITIES AND FUND BALANCES			
Current liabilities			
Payables and accrued expenses	7	5,284,340	6,606,909
Deferred revenue	8	2,427,442	2,262,129
Due to a related party	10	—	707,340
Loans payable	9	1,300,000	1,394,890
Total current liabilities		9,011,782	10,971,268
Non-current liabilities			
Loans payable - net of current portion	9	4,044,887	4,123,252
Retirement benefit obligation	11	1,076,412	433,491
Deferred income tax liability, net	18	—	21,858
Total non-current liabilities		5,121,299	4,578,601
Total liabilities		14,133,081	15,549,869
Fund balances			
Members' contributions		65,000	65,000
General fund		15,858,276	15,292,860
Total fund balances		15,923,276	15,357,860
Total liabilities and fund balances		30,056,357	30,907,729

The notes on pages 1 to 16 are an integral part of these financial statements.

Statements of Income

For the years ended December 31, 2020 and 2019
(All amounts in Philippine Peso)

	Notes	2020	2019
Revenues			
Programs	12	15,940,458	29,699,211
Membership dues and contributions	13	5,982,789	5,056,254
Grants	14	1,000,000	3,000,000
Sponsorships	15	780,357	1,924,470
Donations		—	240,000
Other income		—	161,732
		23,703,604	40,081,667
Other (loss) income, net			
Unrealized foreign exchange (loss) gain	3	(71,775)	51,956
Interest income	3	4,923	5,332
		(66,852)	57,288
Expenses			
Program costs	16	(15,827,345)	(26,019,544)
General and administrative expenses	17	(6,920,602)	(11,383,679)
Interest expense	9	(301,035)	(552,942)
		(23,048,982)	(37,956,165)
Excess of revenues over expenses before tax		587,770	2,182,790
Income tax expense	18	(22,354)	(196,598)
Excess of revenues over expenses for the year		565,416	1,986,192

The notes on pages 1 to 16 are an integral part of these financial statements.

Statements of Changes in Fund Balances

For the years ended December 31, 2020 and 2019
(All amounts in Philippine Peso)

	Members' contributions	General fund	Total
Balances at January 1, 2019	65,000	13,306,668	13,371,668
Excess of revenues over expenses for the year	—	1,986,192	1,986,192
Balances at December 31, 2019	65,000	15,292,860	15,357,860
Excess of revenues over expenses for the year	—	565,416	565,416
Balances at December 31, 2020	65,000	15,858,276	15,923,276

The notes on pages 1 to 16 are an integral part of these financial statements.

Statements of Cash Flows

For the years ended December 31, 2020 and 2019
(All amounts in Philippine Peso)

	Notes	2020	2019
Cash flows from operating activities			
Excess of revenues over expenses before income tax		587,770	2,182,790
Adjustments for:			
Interest income	3	(4,923)	(5,332)
Unrealized foreign exchange loss (gain)	3	71,775	(51,956)
Depreciation	6	1,662,814	1,453,847
Interest expense	9	301,035	552,942
Write-off of CWT	17	28,000	434,841
Operating cash flows before working capital changes		2,646,471	4,567,132
(Increase) decrease in:			
Trade and other receivables	4	3,280,413	(1,308,260)
Prepayments and other current assets	5	(690,365)	(1,007,939)
Other non-current assets	5	(512,830)	(145,862)
Increase (decrease) in:			
Trade and other payables	7	(1,322,569)	532,945
Deferred revenue	8	165,313	367,307
Due to a related party	10	(707,340)	(3,133,785)
Retirement benefit obligation	11	642,921	82,500
Cash generated from (used in) operations		3,502,014	(45,962)
Interest received	3	4,923	5,332
Net cash provided by (used in) operating activities		3,506,937	(40,630)
Cash flows from investing activities			
Acquisitions of property and equipment	6	(53,428)	(739,455)
Cash flows from financing activities			
Interest paid on loans	9	(301,035)	(552,942)
Repayments of loans	9	(173,255)	(1,247,058)
Net cash used in financing activities		(474,290)	(1,800,000)
Net increase (decrease) in cash		2,979,219	(2,580,085)
Cash, January 1		4,943,418	7,471,547
Effect of exchange rate changes on cash	3	(71,775)	51,956
Cash, December 31	3	7,850,862	4,943,418

The notes on pages 1 to 16 are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

As at and for the years ended December 31, 2020 and 2019

(In the notes, all amounts are shown in Philippine Peso unless otherwise stated)

Note 1 - Business Information

1.1 General Information

Institute of Corporate Directors, Inc. (the "Association") was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on January 15, 2004 as a non-stock, non-profit association.

The Association's primary purpose, among others, is to design, develop and foster a common and substantive corporate governance reform agenda that is grounded on professionalism, good governance, corporate ethics, and responsible citizenship; to inculcate, nurture, promote and foster this agenda in business, government, and other institutions in the Asia-Pacific region in service of the broad and common developmental interests of civil society.

The Association is exempt from the payment of income tax on income related to its operations or activities pursuant to Section 30 (F) of the National Internal Revenue Code (NIRC). No part of the excess of revenue over expenses or assets of the Association shall belong to or inure to the benefit of any member, officer or any specific person. However, any income of whatever kind and character from any of the Association's properties, real or personal, or from any activity conducted for profit, regardless of the disposition, shall be subject to income tax.

On May 17, 2018, the Association received a certificate of tax exemption under certificate no. 820-2018 stating that it has proven by its actual operation that its primary purpose falls under Section 30 (F) of the NIRC of 1997, as amended, and is exempt from income tax only on the revenues or receipts on the Grants, Donations and Contributions, and Membership Dues, subject to the Terms and Conditions attached to the certificate provided. The Association is liable, however, to all other taxes other than those not mentioned in the certificate.

The Association has its principal and registered office address at 14th Floor Trident Tower Condominium, H.V. Dela Costa St. Salcedo Village, 1227 Makati City.

1.2 Impact of COVID-19 Pandemic

On March 11, 2020, the World Health Organization (WHO) officially characterized corona virus disease 2019 (COVID-19) as pandemic. This is following the significant increase in the number of cases and affected countries across the globe since cases of unusual pneumonia caused by then unknown virus, with no explicit evidence of human-to-human transmission.

In response, countries across the globe went into lockdown where movement of population were restricted resulting to suspension of business operations. On March 16, 2020, the Island of Luzon, where the Company's operations are primarily located, was declared under enhance community quarantine (ECQ).

Beginning March 2020, all training programs of the Association were conducted virtually.

On January 19, 2021, the Association launched the "Re-engaged with Us" program that will run until March 31, 2021 to help members who are affected by the pandemic by giving discounts on their 2018 to 2020 unpaid contributions. As a result, members' contributions were collected and some even advanced for 2021 and 2022.

The Association also adopted a work-from-home arrangement to sustain its activities. In order to conserve liquidity, the Association was able to renegotiate the terms of its outstanding loan with UBP. Details of the amended terms are disclosed in Note 9.

In 2021, the Association will continue to offer its virtual/online public and exclusive trainings until the Philippine Government allows face-to-face or in-person mass gatherings. To increase revenues, various initiatives will be introduced such as the "I - Inform (advocacy awareness campaigns and increase social media presence) C - Connect (engage local and international partners, organizations, and stakeholders) D - Deliver (provide cutting edge content automate processes and offer blended learning)" initiative,

the development of its Massive Open Online Courses (MOOC) and introduction of online learning modules. The Association will also continue with its membership recruitment and target more on Associates.

The Association continues to assess the overall impact of the situation on the Association's activities and takes appropriate and timely actions to minimize any adverse financial impacts arising from the Covid-19 pandemic.

1.3 Approval of the Financial Statements

The financial statements of the Association were approved and authorized for issuance by the Board of Trustees on April 22, 2021.

Note 2 - Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

2.1 Basis of Preparation

The financial statements of the Association as at and for the years ended December 31, 2020 and 2019 have been prepared on a historical cost basis and in accordance with the Philippine Financial Reporting Standards for Small Entities (PFRS for SE) as approved by the Financial Reporting Standards Council, Board of Accountancy and SEC.

2.2 Functional and Presentation Currency

The financial statements are presented in Philippine Peso, which is the Association's functional and presentation currency.

2.3 Financial Instruments

A financial instrument is any contract that gives rise to both a financial asset of one entity and a financial liability or equity instrument of another entity. A financial instrument is recognized when the entity becomes a party to its contractual provisions.

As at each reporting period, the Association has basic financial instruments, consisting of cash, trade receivables, refundable deposits and payables and accrued expenses (except payable to government agencies). The Association has no complex financial instruments as at each reporting period.

Initial Measurement

On initial recognition, a basic financial instrument is measured at transaction price (including transaction costs), unless the arrangement is in effect a financing transaction. In this case, it is measured at present value of the future payment discounted using a market rate of interest for a similar debt instrument.

Subsequent Measurement

Basic financial instruments are subsequently measured at amortized cost using the effective interest rate method.

Impairment of Financial Instruments Measured at Cost or Amortized Cost

At each reporting date, the Association assesses whether there is objective evidence of impairment on any financial assets that are measured at cost or amortized cost. Where there is any objective evidence of impairment, an impairment loss is recognized immediately in profit or loss.

The impairment loss is the difference between the asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate.

Derecognition of Financial Assets

The Association derecognizes a financial asset when the contractual rights to the cash flows from the assets have expired or are settled, or it has transferred to another party substantially all the risks and rewards of ownership relating to the financial asset.

Derecognition of Financial Liabilities

The Association derecognizes financial liabilities when these are extinguished - that is, when the obligation is discharged or, cancelled or has expired.

2.4 Cash

Cash represents cash on hand and cash in banks deposits held at call with banks. These are carried in the statements of assets, liabilities and fund balances at face amount or at nominal amount. Deposits held at call with banks earn interest at the prevailing bank deposit rates.

2.5 Trade and Other Receivables

Trade receivables are recognized initially at the transaction price. They are subsequently measured at amortized cost using the effective interest method. A provision for impairment of receivables is established when there is objective evidence that the Association will not be able to collect all amounts due according to the original terms of the receivables. Trade receivables are classified in the statements of assets, liabilities and fund balances as current asset when the receivables are expected to be collected within one year of the Association's normal operating cycle, whichever is longer. Otherwise, receivables are classified as non-current assets. Refer to Note 2.3 for relevant accounting policies on trade receivables.

2.6 Prepayments

Prepayments represent expenses not yet incurred but already paid in cash. Prepayments are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are charged to profit as they are consumed in operations or expire with the passage of time. Prepayments are classified in the statements of assets, liabilities and fund balances as current asset when the costs of services related to the prepayments are expected to be incurred within one year or the Association's normal operating cycle, whichever is longer. Otherwise, prepayments are classified as non-current assets.

2.7 Property and Equipment

Property and equipment are initially measured and recognized at acquisition cost which comprises its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. After initial measurement, property and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Association and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation on property and equipment is charged to allocate cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives of the Association's depreciable assets are as follows:

Office equipment	3 to 5 years
Furniture and fixtures	3 years
Office improvements	3 to 15 years
Office building	25 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, if there is an indication of a significant change since the last reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal at which time the cost and their accumulated depreciation are written-off from the financial statements.

2.8 Impairment of Non-financial Assets

Property and equipment are assessed at each reporting date to determine whether there is any indication that the assets are impaired. When an impairment indicator is identified, the carrying value of the asset is tested for impairment. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. If the recoverable amount cannot be estimated for an individual asset, the Association estimates the recoverable amount of the cash-generating unit to which the asset belongs. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are independent of the cash flows from other assets within the Association.

If an impairment indicator no longer exists or the recoverable amount has increased subsequently, the Association will determine the amount of impairment loss that can be reversed to the extent that the reversal should not result in a carrying amount of the asset that is higher had no impairment loss was recognized in the prior years.

2.9 Borrowings (or Loans Payable) and Borrowing Costs

Borrowings are recognized initially at the transaction price (that is, the present value of cash payable to the bank, including transaction costs). Borrowings are subsequently stated at amortized cost. Interest expense is recognized on the basis of the effective interest method and is included in finance costs.

Borrowings are classified as current liabilities unless the Association has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Refer to Note 2.3 for relevant accounting policies on borrowings.

All borrowing costs are expensed as incurred.

2.10 Trade and Other Payables

Trade and other payables are recognized initially at the transaction price and subsequently measured at amortized cost using the effective interest method. Refer to Note 2.3 for relevant accounting policies on trade and other payables.

2.11 Fund Balances

To ensure the observance of limitations and restrictions placed on the use of resources available to the Association, the accounts are maintained in accordance with the principles of fund accounting. Under this procedure, resources are classified for accounting and reporting purposes into funds established according to their nature and purpose. Separate accounts are maintained for each fund. Accordingly, all financial transactions have been recorded and reported by fund group.

The fund balances of the Association are reported as follows:

- General fund which represents unallocated and unrestricted resources available for the Association's operations; and
- Members' contributions which represents contributions of members who are incorporators and trustees of the Association.

2.12 Revenue Recognition

Revenue is recognized when it is probable that the economic benefit associated with the transaction will flow to the Association and the amount of revenue can be measured reliably.

Revenues from Programs

Revenues from programs which arise from various people or organizations for seminars and conferences conducted are recognized and measured in the period the services are provided.

Membership Dues and Contributions

Membership dues are recognized when earned. Contributions are recognized in the period when received.

Sponsorships and Grants

Sponsorships and grants received from various funding agencies are recognized in the period when received.

Interest and Other Income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and at the effective interest rate applicable. Other income is recognized when earned or when received.

2.13 Expense Recognition

Expenses are recognized in profit or loss when a decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably. Expenses are recognized in profit or loss: on the basis of a direct association between the costs incurred and the earning of specific items of income; on the basis of systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association with income can only be broadly or indirectly determined; or immediately when an expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify, or cease to qualify, for recognition in the statements of assets, liabilities and fund balances as an asset.

Expenses in the statement of income are presented using function of expense method. Program costs refer to costs incurred in the pursuit of the core activities of the Association. General and administrative expenses are expenses incurred in relation to the management and administration of the Association.

Fund Expenses Recognition

Expenses are recognized when intended project costs and expenses are incurred.

2.14 Employee Benefits

Retirement Benefit Obligation

The Association is yet to establish a formal retirement plan for its employees. Thus, the Association's retirement benefit obligation is measured using the accrual approach based on the minimum retirement benefits required under Republic Act (RA) No. 7641, otherwise known as The Philippine Retirement Pay Law. Accrual approach is applied by calculating the expected liability as at reporting date using the current salary of the entitled employees and the employees' years of service, without consideration of future changes in salary rates and service periods.

Retirement benefit expense/income is equivalent to the change in the calculated retirement benefit assets/obligation using the accrual approach during the period and is recognized immediately in the statements of income within general and administrative expenses.

Short-term Benefits

The Association recognizes a liability net of amounts already paid and an expense for services rendered by employees during the accounting period. Short-term benefits given by the Association to its employees include

mandatory benefits such as social security contributions, short-term compensated absences, bonuses and non-monetary benefits.

Employee Bonus

The Association recognized a provision for employee bonuses and an expense for the year based on the performance of the employees during the accounting period. The employee bonus given by the Association will be distributed in the next accounting period.

2.15 Related Party Transactions and Balances

A related party transaction is a transfer of resources, services or obligations between the Association and the related party, regardless of whether a price is charged.

Parties are considered related if one party has control, joint control, or significant influence over the other party in making financial and operating decisions. The key management personnel of the Association are also considered to be related parties.

2.16 Provisions

Provisions are recognized when the Association has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount can be reliably measured. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized in profit or loss.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed and derecognized from the statements of assets, liabilities and fund balances.

2.17 Taxation

Current Income Tax

The current income tax expense is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statements of income because it excludes items of income or expense that are never taxable or deductible.

The Association's current income tax expense is calculated using 30% regular corporate income tax rate (RCIT) or 2% minimum corporate income tax (MCIT) rate, whichever is higher.

Deferred Income Tax

Deferred income tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred Income Tax Liabilities

Deferred income tax liabilities are generally recognized for all taxable temporary differences.

Deferred Income Tax Assets

Deferred income tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

At the end of each reporting period, the Association reassesses any unrecognized deferred income tax assets. The Association recognizes a previously unrecognized deferred income tax asset to the extent that it has become probable that future taxable profit will allow the deferred income tax asset to be recovered.

The carrying amount of a deferred income tax asset shall be reviewed at the end of each reporting period. It is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that recognized deferred income tax asset to be utilized.

Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Deferred income tax assets and liabilities are not discounted. Deferred income tax assets and liabilities are presented under non-current assets and liabilities, respectively.

Current income tax assets and current income tax liabilities, or deferred income tax assets and deferred income tax liabilities are offset if, and only if, the Association has a legally enforceable right to set off the amounts and the

entity can demonstrate without undue cost or effort that it plans either to settle on a net basis or to realize the asset and settle the liability simultaneously.

2.18 Events After The Reporting Date

Post-year end events that provide additional information about the Association's assets, liabilities and fund balances at reporting date (adjusting events) are reflected in the financial statements. Post-year end events that are not adjusting events are disclosed in the notes to the financial statements when material.

Corporate Recovery and Tax Incentives for Enterprises Act (CREATE)

On March 26, 2021, Republic Act (RA) No.11534, otherwise known as CREATE, was signed into law.

Among the salient provisions of CREATE include changes to the Corporate Income Tax (CIT) as follows:

1. CIT rate shall be reduced to 20% beginning July 1, 2020 for domestic corporations with net taxable income not exceeding P5 million and with total assets not exceeding P100 million, excluding land on which the particular business entity's office, plant and equipment are situated, are subject to 20% income tax.
2. MCIT rate shall also be amended to 1%, instead of 2%, for the period beginning July 01, 2020 until June 30, 2023.

As at December 31, 2020, the CREATE bill is still pending ratification by both the Philippine Congress and Senate, and consequently pending approval of the President of the Republic of the Philippines. As such, the Association has assessed that the proposed tax law is not enacted or substantively enacted as at December 31, 2020. Therefore, for financial reporting purposes, the enactment of CREATE after the reporting date is deemed a non-adjusting subsequent event.

Had the new CIT rates been applied on the December 31, 2020 financial statements of the Association, the newly enacted income tax rate would have resulted lower income tax expense of P33,159 and higher excess of revenues over expenses of P576,469.

Note 3 - Cash

Cash as at December 31 consists of:

	2020	2019
Cash in banks	7,830,862	4,923,418
Cash on hand	20,000	20,000
	7,850,862	4,943,418

Cash in banks earn interest at the bank deposit rates of 0.10% per annum for the year ended December 31, 2020 (2019 - 0.25%).

Interest income earned from cash in banks for the year ended December 31, 2020 amounted to P4,923

(2019 - P5,332).

As at December 31, 2020 and 2019, the Association has foreign currency denominated cash in banks. Unrealized foreign exchange loss for the year ended December 31, 2020 amounted to P71,775 (2019 - P51,956 gain).

Note 4 - Trade and Other Receivables

Trade and other receivables as at December 31 consist of:

	2020	2019
Trade receivables	2,503,038	5,631,309
Advance from Institute for Solidarity in Asia, Inc. (ISA)	52,211	245,719
Other receivables	97,482	56,116
	2,652,731	5,933,144

Trade receivables comprise amounts due from the Association's clients and others relative to carrying out activities for the programs, seminars and conferences conducted by the Association.

Advances arise from payment of common expenses and loan amortization made by the Association on behalf of ISA.

Other receivables pertain to advances to employees comprise of unsecured advances for usual business transactions which are payable through salary deduction or liquidated within 15 days after the business transaction.

Note 5 - Prepayments and Other Current Assets; Other Non-current Assets

Prepayments and other current assets as at December 31 consist of:

	2020	2019
Prepaid expenses		
Advance payments	574,789	232,616
Subscriptions	534,432	147,000
Employees' health insurance coverage	332,292	337,803
Membership dues	145,242	—
Office supplies	113,434	—
Input value-added tax (VAT)	82,067	136,100
Creditable VAT	54,575	169,494
Advance payment for elevator modernization	—	151,453
	1,836,831	1,174,466

Advance payments mainly relate to the CG Conference for 2021 that was postponed in 2020 due to the ongoing pandemic. The CG Conference is expected to be held in 2021.

Subscriptions mainly pertain to the downpayment for the Xscribe software subscriptions amounting to P441,000 as at December 31, 2020 (2019 - P147,000).

Other non-current assets as at December 31 consist of:

	2020	2019
Creditable withholding tax (CWT)	2,347,264	1,878,646
Refundable deposits	103,972	103,972
	2,451,236	1,982,618

Refundable deposits amounting to P103,972 as at December 31, 2020 and 2019 consists of deposits made to Meralco, PLDT and Salcedo Towers.

Note 6 - Property and Equipment, Net

Property and equipment, net as at and for the years ended December 31 are as follows:

	Office improvements	Office equipment	Furniture and fixtures	Office building	Total
At January 1, 2019					
Cost	5,521,316	2,812,601	906,112	18,500,000	27,740,029
Accumulated depreciation	(2,448,606)	(2,174,085)	(903,864)	(4,624,999)	(10,151,554)
Net carrying value	3,072,710	638,516	2,248	13,875,001	17,588,475
For the year ended December 31, 2019					
Opening net carrying value	3,072,710	638,516	2,248	13,875,001	17,588,475
Additions	—	736,455	3,000	—	739,455
Depreciation	(469,452)	(242,005)	(2,390)	(740,000)	(1,453,847)
Closing net carrying value	2,603,258	1,132,966	2,858	13,135,001	16,874,083
At December 31, 2019					
Cost	5,521,316	3,549,056	909,112	18,500,000	28,479,484
Accumulated depreciation	(2,918,058)	(2,416,090)	(906,254)	(5,364,999)	(11,605,401)
Net carrying value	2,603,258	1,132,966	2,858	13,135,001	16,874,083
For the year ended December 31, 2020					
Opening net carrying value	2,603,258	1,132,966	2,858	13,135,001	16,874,083
Additions	17,858	35,570	—	—	53,428
Depreciation	(423,440)	(496,515)	(2,858)	(740,001)	(1,662,814)
Closing net carrying value	2,197,676	672,021	—	12,395,000	15,264,697
At December 31, 2020					
Cost	5,539,174	3,584,626	909,112	18,500,000	28,532,912
Accumulated depreciation	(3,341,498)	(2,912,605)	(909,112)	(6,105,000)	(13,268,215)
Net carrying value	2,197,676	672,021	—	12,395,000	15,264,697

Depreciation expense for the years ended December 31 are charged to program costs and general and administrative expenses as follows:

	Notes	2020	2019
Program costs	16	1,330,251	1,163,078
General and administrative expenses	17	332,563	290,769
		1,662,814	1,453,847

Management believes that property and equipment are not impaired as at December 31, 2020 and 2019.

Note 7 - Payables and Accrued Expenses

The Association's payables and accrued expenses as at December 31 consist of:

	2020	2019
Accrued expenses	3,744,750	4,270,737
Deferred output VAT payable	731,351	1,210,068
Payable to government agencies	404,426	343,458
Provision for employee bonuses	403,813	782,646
	5,284,340	6,606,909

Accrued expenses mainly pertain to amounts owed for professional fees, seminar venues and materials, utilities, travel and elevator repairs.

Payable to government agencies consist of withholding taxes and payroll contributions.

Note 8 - Deferred Revenue

The Association's deferred revenue for 2020 amounted to P2,427,442 (2019 - P2,262,129) which pertains to advance payment of members for their 2021 and 2022 membership

dues (2019 - 2020 and 2021 membership dues). The Association offers 5% early bird discount for membership dues to attract members to pay their dues in advance.

Note 9 - Loans Payable

Loans payable as at December 31 consist of:

	2020	2019
Current	1,300,000	1,394,890
Non-current	4,044,887	4,123,252
	5,344,887	5,518,142

On March 12, 2012, the Association entered into an agreement with Union Bank of the Philippines (UBP) to buy the present office condominium unit containing an area of 260.56 square meters for a purchase price of P18,500,000.

The total reservation fee and down payment paid amounted to P1,850,000. The balance of P16,650,000 is payable over 15 years, with a fixed interest rate of 11% per annum, in equal monthly installments of P189,244 starting June 16, 2012.

In June 2013, the Association paid an amount of P3,500,000 to reduce the principal balance of the loan. Also, the contract to sell was amended to reduce the monthly installments to P150,000 and the interest rate was changed from a fixed rate of 11% per annum to one subject to re-pricing every 6 months based on market rate, equivalent to the average of 10-year and 20-year Philippine Dealing System Treasury - Fixing (PDST-F) rates, plus an additional 2.5%.

In December 2019, interest rate was subject to repricing every 6 months based on the average Bloomberg Valuation Service (BVAL) rates, plus an additional 2.5%

On July 2, 2020, the following amendments on the Association's agreement with UBP were approved:

1. Monthly interest payments of P20,000 on the 16th of each month starting March 2020 up to May 2027; with any and all unpaid monthly interest due computed at 5.50% to be accumulated and paid one-time together with the principal on maturity date.
2. Unpaid principal payments from March 2020 to February 2021 to be paid on best-efforts basis on or before February 16, 2021.

For the year ended December 31, 2020, the interest rates range was 5.50% to 7.29% (2019 - 7.86% to 9.76%). Interest expense for the year ended December 31, 2020 amounted to P301,035 (2019 - P552,942).

The movements in loans payable presented in the statements of assets, liabilities and fund balances and statements of cash flows for the years ended December 31 are as follows:

	2020	2019
Beginning of year	5,518,142	6,765,200
Repayment during the year	(173,255)	(1,247,058)
End of year	5,344,887	5,518,142

Note 10 - Related Party Transactions

The Association in the ordinary course of its activities, has transactions with its Key Management Personnel. The table below summarizes the Association's transactions and balances with its Key Management Personnel as at and for the years ended December 31:

	Transactions		Due to a related party		Nature, terms and conditions
	2020	2019	2020	2019	
<i>Advances</i>					
Key management personnel	—	—	—	(707,340)	Advances from key management personnel were obtained to support the programs and operations of the Association prior to receipt of financial commitment from the funding agencies.

Remuneration of Key Management Personnel

For the year ended December 31, 2020, key management compensation amounted to P2,717,262 which is recorded within professional fees (2019 - P2,917,225 recorded within salaries and wages) (Note 17).

For the year ended December 31, 2020, the Association has no short-term benefits of key management personnel (2019 - P2,400,000). There are no outstanding balances due from or due to key management personnel as at each reporting period.

Note 11 - Retirement Benefit Obligation

The Association provides for the estimated retirement benefits required to be paid under Republic Act (RA) No. 7641, the Philippine Retirement Pay Law. Under the said Law, the retirement benefit obligation is computed as one-half of monthly salary for every year of service, a fraction of six months being considered as one whole year. The term one-half of monthly salary shall mean 15 days plus the one-twelfth of the 13th month and the cash equivalent of not more than five days service incentive leaves.

Retirement benefit obligation recognized in the statements of assets, liabilities and fund balances as at December 31, 2020 amounts to P1,076,412 (2019 - P433,491).

The retirement benefit expense recognized in the statements of income under general and administrative expenses for the year ended December 31, 2020 amounted to P642,921 (2019 - P82,500) (Note 17).

Note 12 - Programs

Program revenues for the year ended December 31, 2020 amounting to P15,940,458 (2019 - P29,699,211) are earned from public and exclusive courses, as well as written reports, rendered by the Association.

Note 13 - Membership Dues and Contributions

Membership dues and contributions for the year ended December 31, 2020 amounted to P5,982,789 (2019 - P5,056,254) are payments made by Associates, Graduates and Fellows members.

Note 14 - Grants

For the year ended December 31, 2020, to support the Association's programs, the Association received grants from various companies amounting to P1,000,000 (2019 - P3,000,000).

Note 15 - Sponsorships

In 2020, the Association received various sponsorships amounting to P780,357 (2019 - P1,450,000).

During the year 2019, the Association received golf sponsorships from the guests of the members and clients amounting to P474,464 for the Association's golf tournament.

Note 16 - Program Costs

The components of program costs for the years ended December 31 are as follows:

	Note	2020	2019
Salaries and wages		5,313,094	5,913,881
Professional fees		5,255,674	4,920,379
Corporate governance scorecard expenses		1,452,418	3,205,625
Depreciation	6	1,330,251	1,163,078
Seminars, conferences and exhibits		1,219,500	7,504,633
Membership dues and subscription		513,730	656,528
Utilities		483,597	808,047
Marketing		132,322	154,615
Office supplies		81,265	443,370
Training and development		36,402	653,524
Transportation and travel		2,970	561,167
Miscellaneous		6,122	34,697
		15,827,345	26,019,544

Note 17 - General and Administrative Expenses

The components of general and administrative expenses for the years ended December 31 are as follows:

	Notes	2020	2019
Salaries and wages		4,373,899	7,955,692
Retirement expense	11	642,921	82,500
Repairs and maintenance		520,356	220,394
Professional fees		501,668	642,014
Depreciation	6	332,563	290,769
Utilities		139,504	213,532
Outside services		121,881	123,596
Membership dues and subscription		102,494	130,984
Taxes and licenses		72,722	175,409
Transportation and travel		51,865	543,752
Written-off assets		28,000	434,841
Office supplies		18,563	130,307
Training and development		—	121,009
Miscellaneous		14,166	318,880
		6,920,602	11,383,679

Note 18 - Income Taxes

The details of provision for income tax in the statement of income for the years ended December 31 are as follows:

	2020	2019
Current income tax expense	44,212	181,011
Deferred income tax (benefit) expense	(21,858)	15,587
	22,354	196,598

Deferred Income Tax (DIT)

The Association has no DIT liability as at December 31, 2020 (2019 - P21,858).

The Tax Reform Act (RA) of 1997 (the Act) introduced NOLCO as a deduction from taxable income for the three (3) consecutive years immediately following the year such

The details of the Association's NOLCO which can be claimed as deductions from regular corporate taxable income for the year ended December 31, 2019 are as follows:

Year incurred	Year of expiration	Amount
2018	2021	381,822
Applied NOLCO during the year		(381,822)
		—

As at December 31, 2020, NOLCO and the related unrecognized DIT asset amounted to P1,277,093 and P383,128, respectively. NOLCO incurred in 2020 will expire in 2025.

These NOLCO are available as valid deduction for tax purposes on the Association's activities which are subject to regular tax. The realization of future tax benefit relating to the DIT asset is dependent on many factors including the Association's ability to generate future taxable income. The Association's management has considered these factors in reaching its conclusion not to recognize some DIT asset relating to its NOLCO as at December 31, 2020 and 2019.

Details of MCIT as at December 31 follow:

Year of incurrence	Year of expiry	2020	2019
2018	2021	239,256	239,256
2019	2022	181,011	181,011
2020	2023	44,212	—
Unrecognized DIT asset		464,479	420,267

loss was incurred. However, as part of providing COVID-19 response and recovery intervention by the Philippine Government, RA No. 11494, The Bayanihan to Recover as One Act, was approved on September 11, 2020 where NOLCO for taxable years 2020 and 2021 can be applied to the taxable income in five (5) succeeding taxable years. The Association's NOLCO arises from operating losses incurred from its activities.

As disclosed in Note 1.1, the Association is subject to normal tax for activities not mentioned in the certificate of tax exemption. Consequently, as provided under the Tax Reform Act of 1997, the Association shall pay the MCIT or the normal tax, whichever is higher, for the taxable income derived from the taxable activities. Any excess of MCIT over the normal income tax shall be carried forward on an annual basis and credited against the normal income tax for the next three succeeding taxable years. MCIT shall be imposed beginning on the fourth taxable year immediately following the taxable year in which such corporation started its business operations.

A reconciliation of the provision for income tax applicable to income before tax computed at the statutory tax rate to the income tax expense at the Association's effective tax rate for the years ended December 31 is summarized below:

	2020	2019
Income tax at statutory rate at 30%	176,331	621,991
Adjustments for:		
Unrecognized DTA	741,360	310,916
Non-deductible expenses	9,016	177,879
Interest income subjected to final tax	(1,477)	(1,600)
Net income from exempt activities	(902,876)	(798,041)
Application of NOLCO	—	(114,547)
Income tax expense	22,354	196,598

Note 19 - Supplementary Information Required by the Bureau of Internal Revenue (BIR)

The following supplementary information is presented for purposes of filing with the BIR and is not a required part of the basic financial statements.

Revenue Regulations (RR) 15-2010

(i) Output Value-Added Tax (VAT)

Details of Association's output VAT declared in 2020 are as follows:

	VAT taxable	VAT-exempt	Total
Receipts	15,699,150	6,982,789	22,681,939
Receipts from the government	4,948,499	—	4,948,499
	20,647,649	6,982,789	27,630,438
Output VAT rate	12%	0%	
Total Output VAT	2,477,718	—	2,477,718

(ii) Input VAT

Details of the Association's input VAT claimed during 2020 are as follows:

Balance at January 1	136,100
Add: Current year's domestic purchases/payments for:	
Goods other than for resale or manufacture	71,770
Services lodged under other accounts	805,658
Tax credit/payments	1,546,257
Total available input VAT	2,559,785
Less: Claims for output VAT	(2,477,718)
Balance, December 31	82,067

(iii) Importations

The Association did not import any goods in 2019, hence did not pay any custom duties and tariff fees.

(iv) Excise Tax

The Association is not engaged in the manufacture or production of certain specified goods or articles subject to excise tax for domestic sale or consumption or for any other disposition.

(v) Documentary Stamp Tax

The Association has no transactions for the year ended December 31, 2020 pertaining to acceptance, assignment, sale or transfer of an obligation, right, or property requiring payment of documentary stamp tax.

(vi) All Other Taxes And Licenses

All other local and national taxes paid for the year ended December 31, 2020 consist of:

Business permits	71,322
Annual registration	500
Others	900
	72,722

(vii) Withholding Taxes

Details of the Association's withholding taxes paid and accrued in 2020 are as follows:

	Paid	Accrued	Total
Withholding tax on compensation	803,499	205,632	1,009,131
Expanded withholding tax	620,262	123,000	743,262
	1,423,761	328,632	1,752,393

(viii) Tax Assessments/Cases

There are no outstanding tax assessments with the BIR and/or tax cases under preliminary investigation, litigation and/or prosecution in courts or bodies outside of the BIR as at December 31, 2020.

Revenue Regulations 34-2020

On December 18, 2020, BIR issued RR No. 34-2020, Prescribing the Guidelines and Procedures for the Submission of BIR Form No. 1709, Transfer Pricing Documentation (TPD) and other Supporting Documents, Amending for this Purpose the Pertinent Provisions of RR Nos. 19-2020 and 21-2002, as amended by RR No. 15-2010, to streamline the guidelines and procedures

for the submission of BIR Form No. 1709, TPD and other supporting documents by providing safe harbors and materiality thresholds. Section 2 of the RR provides the list of taxpayers that are required to file and submit the RPT Form, together with the Annual Income Tax Return.

The Association is not covered by the requirements and procedures for related party transactions provided under this RR as it does not meet any criteria of taxpayers prescribed in Section 2 of the RR.



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