



Bureau of Jail Management and Penology Mutual Benefit Association (BJMPMBAI), Incorporated

Bureau of Jail Management and Penology National Headquarters
144 Mindanao Avenue, Project 8, Quezon City Tel. 02-926-6963 / 02-542-6671

BJMPMBAI BOARD RESOLUTION NO. 2021-17 Series of 2021

RESOLUTION APPROVING THE COMPOSITION OF THE NOMINATION COMMITTEE TO PRE-SCREEN, REVIEW QUALIFICATIONS OF THE NOMINEES AND CERTIFY THE FINAL LIST OF CANDIDATES FOR INDEPENDENT DIRECTORS FOR THE CONDUCT OF ELECTION OF INDEPENDENT DIRECTORS OF THE BJMPMBAI BOD

WHEREAS, Insurance Commission Circular Letter No. 2018-36 provides that mutual benefit associations, pre-need companies and health maintenance organizations must have at least two (2) independent directors or twenty percent (20%) of the members of the board, **whichever is higher**.

WHEREAS, an independent director shall refer to a person who —

1. Is not or was not a regular director, officer or employee of the covered entity, its subsidiaries, affiliates or related companies during the past three (3) years counted from the date of the election;
2. Is not or was not a regular director, officer, or employee of the covered entity's substantial stockholders and their related companies during the past three (3) years counted from the date of his election/appointment;
3. Is not a relative by affinity or consanguinity within the fourth (4th) degree of a director, officer, or stockholder holding shares of stock sufficient to elect one (1) seat in the board of the covered entity or any of its related companies or of any of its substantial stockholders;
4. Is not acting as a nominee or representative of any director or substantial shareholder of the covered entity, any of its related companies or any of its substantial shareholders;
5. Is not or was not retained as professional adviser, auditor, consultant, agent or counsel of the covered entity, any of its related companies or any of its substantial shareholders, either in his personal capacity or through his firm during the past three (3) years counted from the date of his election/appointment;
6. Is not a securities broker-dealer of listed companies and registered issuers of securities. "Securities broker-dealer" refers to any person holding any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Exchange, an associated person or salesman, and an authorized clerk of the broker or dealer;
7. Is independent of management and free from any business or other relationship, has not engaged and does not engage in any transaction with the covered entity or with any of its related companies or with any

of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arm's length and could not materially interfere with or influence the exercise of his judgment;

8. Was not appointed in a capacity to assist the board of directors in the performance of its duties and responsibilities during the past three (3) years counted from the date of his election/appointment;
9. Is not affiliated with any non-profit organization that receives significant funding from the covered entity or any of its related companies or substantial shareholders; and,
10. Is not employed as an executive officer of another similar institution where any of the covered entity's executives serve as regular directors.

WHEREAS, an Independent Director shall have the following minimum qualifications:

1. He shall be a member of the BJMPMBAI;
2. He shall be at least a college graduate or he shall have been engaged or exposed to the operations of the BJMPMBAI for at least five (5) years; and,
3. He shall possess proven integrity, probity and independence.

WHEREAS, an Independent Director shall serve for a maximum cumulative term of nine (9) years and an Independent Director who served the maximum period shall be perpetually barred from any re-election in the BJMPMBAI as an Independent Director.

WHEREAS, Securities and Exchange Commission (SEC) Memorandum Circular No. 16, Series of 2002, requires a Nomination Committee for the conduct of election of Independent Directors.

WHEREAS, the following guidelines is prescribed under SEC Memorandum Circular No. 16, Series of 2002:

- a. The **Nomination Committee shall have at least three (3) members, one of whom is an independent director.** It shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the company's information or proxy statement or such other reports required to be submitted to the Commission. The members of the Nomination Committee of the Exchange shall be cleared by the Commission.
- b. Nomination of independent director/s shall be conducted by the Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

- c. It shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s.
- d. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.
- e. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders'/memberships' meeting.

WHEREAS, the following composition of Nomination Committee has been presented to the BJMPMBAI BOD to pre-screen, review qualifications of the nominees and certify the Final List of Candidates for Independent Directors:

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|-------------|---|-----------------------------|
| Chairperson | - | ATTY. PATRICIA AMIGO VIDAMO |
| Member | - | ATTY. KELVIN ROY L DOMINGO |
| Member | - | IND. DIR. LOU A. TEJANO |

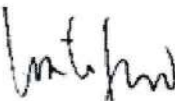
NOW, THEREFORE, BE IT RESOLVED, as it is hereby resolved, that the BJMPMBAI BOD approve the Composition of Nomination Committee to pre-screen, review qualifications of the nominees and certify the Final List of Candidates for Independent Directors.

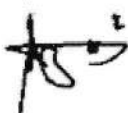
APPROVED during the BJMPMBAI Special Board of Directors Meeting, as reflected in the minutes of the meeting, held this 8th of June, 2021 via video conference.

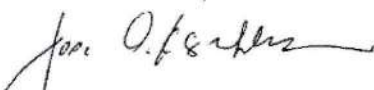
UNANIMOUSLY APPROVED:

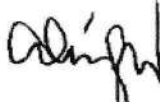
June 8, 2021
Quezon City, Philippines.

BOARD OF DIRECTORS


Ind. Director Lou Ame Tejano


Ind. Director Romelyn L Medina


Director Jose A Esmeralda III


Director Rosendo M Dial

Director Leopoldo D Morante Jr

Director Allan S Iral

Director Alfredo D Soliba Jr

Director Serafin P Barretto Jr

Ind. Director Antonio O Gerente

Director Doris R Dorigo

Director Ester Apin-Aldana
Secretary

Director Armando M Llamasares
President

Director Diony D Mamaril
Vice- Chairman

Director Arturo W Alit
Chairman

Conforme:

J/CSupt Romeo L. Ogoy (Ret.)
Vice-President