

**CORPORATE GOVERNANCE SCORECARD
FOR INSURANCE COMPANIES**

#	ESSENTIAL STANDARDS	SELF-ASSESSMENT			INFORMATION SOURCE	REMARKS
		INADEQUATE	ADEQUATE	BETTER		
	CATEGORIES					
Part I. RIGHTS OF SHAREHOLDERS 15%						
1. Rights Defined						
1.01	The company has allowed shareholders to elect board members individually.		Yes		By-laws-Article II, Section 2	
1.02	The election of the members of the board is conducted annually.		Yes		By-laws-Article II, Section 2	
Quality of Minutes of the Annual General Membership Meeting						
2. Meeting						
2.01	The minutes includes voting method and vote counting system as agreed and declared before the meeting begins.	No				Voting is done in an open voting
2.02	The minutes includes Issues and Motions raised during the meeting.		Yes	The minutes provides sufficient details of the issues taken up and the motions raised during the meeting	Minutes of Annual Stockholders Meeting	
2.03	The minutes includes corporate acts which were disapproved by the stockholders.	No				No corporate acts were disapproved by the stockholders
2.04	The minutes has a record that there was an opportunity allowing all shareholders to ask questions/raise issues in the past year.	No				No material questions raised by the shareholders
2.05	There is a record of shareholders questions and corresponding answers from directors/managers during the meeting.	None				No material questions raised by the shareholders

	2.06	The minutes of the meeting includes resolutions arrived at during the meeting.		Yes		Minutes of Annual Stockholders Meeting	
3.	Attendance of the Board Chairman, CEO, Committee Chairman, and Individual Directors						
	3.01	The Chairman of the Board attended the last AGM.		Yes		Minutes of Annual Stockholders Meeting	
	3.02	The CEO/Managing Director attended the last AGM.		Yes		Minutes of Annual Stockholders Meeting	
	3.03	The Chairman of the Audit Committee the last AGM.		Yes		Minutes of Annual Stockholders Meeting	
	3.04	The Chairman of the Compensation/Remuneration/Governance Committee attended the last AGM.		Yes		Minutes of Annual Stockholders Meeting	
	3.05	The Chairman of the Nomination Committee attended the last AGM.		Yes		Minutes of Annual Stockholders Meeting	
	3.06	The company reported board and committee meeting attendance of all directors.		Yes			
4.	Election/Re-elections						
	4.01	All directors/trustees have been subjected to the process of election by the shareholders/members at the AGM meeting following their nomination.		Yes	Election is conducted Annually and whenever a vacancy occurs	Minutes of Annual Stockholders Meeting	
	4.02	The directors/trustees have been elected for a specified term and removed in accordance with the Corporation Code of the Philippines and By-laws.		Yes		By-laws-Article II, Section 2 and Minutes of Annual Stockholders Meeting	
	4.03	The Board has informed the shareholders/members in a resolution to elect a non-executive director/trustee and the reason why they should be elected.		Yes		Minutes of Annual Stockholders Meeting	

Part II. EQUITABLE TREATMENT OF SHAREHOLDERS/MEMBERS 15%							
5		For the same class of shares, the principle of "one share one vote" applies.		Yes	The stockholder votes in person or by proxy and may cumulate his votes and give them all to one candidate of his choice. And this should be disclosed in the voting method and counting of votes.	By-laws-Article I, Section 5 and Minutes of Annual Stockholders Meeting	
6		The company has mechanism that allows minority shareholders/members to influence board composition. It may be by cumulative voting or explicitly allowing minority shareholders/members to influence the nomination of independent directors/trustees.		Yes	Company by-laws or rules allow minority shareholders to nominate independent directors.	By-laws-Article I, Section 5 and Minutes of Annual Stockholders Meeting	
7		The notice to shareholders/members specifies the documents required to exercise proxy voting.		Yes	The Corporate Secretary remains accessible to assist shareholder who may exercise proxy during voting	By-laws-Article I, Section 5 and Notice of Stockholders Meeting	
8		The company sends out notice of general stockholders' meetings in accordance with Corporation Code and By-Laws.		Yes	Compliance with By-laws and Corporation Code	By-laws-Article I, Section 3 and Notice of Stockholders Meeting	
9		The company has established a policy or guideline to prevent the use of material inside information and inform all employees, management, and board members of the same.		Yes		Employees Code of Conduct	
10		The Company has a policy on conflict of interest and related-party transactions.		Yes	The Company has a written Code of Conduct which severely deals with Conflict of Interest and related-party transaction.	Employees Code of Conduct	
Part III. THE ROLE OF STAKEHOLDERS 10%							

11		The company addresses the safety and welfare of its employees.		Yes	Comprehensive coverage better than what the law/regulations provide	Retirement Plan/Group Medical/Life and Accident Insurance Coverages	
12		The company provides long-term employee incentive plan linked to shareholder value creation, to employees.	No				Only those mentioned in item 11
13		The company provides a retirement plan/fund or its equivalent for its employees.		Yes	Provides better benefits on top of minimum required by law	Retirement Plan	
14		The company provides a continuing training program for its employees.		Yes	All employees have their own respective programs identified	Employee Training Program	
15		The company explicitly mentions its obligations to its customers and how these are being addressed, in its public communications/corporate documents.		Yes		Company Mission/Vision/Values	
16		The company provides programs to address its obligations to society and / or the community in its corporate papers.	No				Under study
Part IV. DISCLOSURE AND TRANSPARENCY 30%							
17		The Company has a transparent ownership structure. There is an adequate public information on the company's ownership structure					
	17.01	Breakdown of shareholdings		Yes		Annual Report/SEC Report/General Information Sheet	
	17.02	Identify beneficial ownership.		Yes		Annual Report/SEC Report/General Information Sheet	
	17.03	The directors/trustees' shareholdings are disclosed.		Yes	Individually	Annual Report/SEC Report/General Information Sheet	
	17.04	The management shareholdings are disclosed.		Yes	Individually	Annual Report/SEC Report/General Information Sheet	
	17.05	Board member's background		Yes		General Information Sheet / Company Website	

	17.06	Identification of Independent directors/trustees			Identification shows name, position, education, experience and shareholding	Identified through board resolution	
18		The company's Annual Report includes: a) the operation and various decisions made by the board; b) Identification of chairman, vice chairman, independent directors, as well as chairmen and members of the nomination, audit and remuneration committees; c) disclosure of the chairman's other significant commitments; d) number of meetings of the board and its committees as well as the attendance of their members as required by IC Corporate Governance Principles and Leading Practices (CGPLP).		Yes		Annual Report	
19		The minutes of board meetings reflects all issues and concerns taken up during the meeting as required under the IC Corporate Governance Principles and Leading Practices (CGPLP).		Yes		Minutes of board meetings	
20		The election of members of the Board is based on their qualification, merit, "fit and proper" rule test and other objective criteria.		Yes			
21		There was a careful deliberation and consideration to ensure that all nominees/elected Board members have enough time for the job		Yes	The evaluation of Board Members affiliation with other companies, active employment, and professional engagement includes time spent by each member in discharging his duties as director		
22		There is an established succession plan for the Board and for Senior Management to ensure the presence/ maintenance of a balance of appropriate skills and experience within the Board and the Company.		Yes	An evaluation of the composition of the Board is made annually to ensure diversity of skills and experience		

23		The company discloses its pending legal tax proceedings, tax assessment notices and voluntary assessment program availments.		Yes	There is adequate disclosure to allow interested parties to assess the risk related to the Company's tax liabilities		
24		Related party transactions are conducted in a manner at least comparable to the normal commercial practices to safeguard the best interest of the Company, its Policyholders, Creditors, and Claimants pursuant to provisions of Title 20 Chapter 3 of the Insurance Code.	No				There was no related party transactions for the year under evaluation
25		Related Party Transactions had been disclosed fully to the Board and prior board approval had been obtained for related party transactions that are material in nature.	No				There was no related party transactions for the year under evaluation
26		The officers and directors have not been engaged in any unfair or deceptive act or conduct constituting unfair trade practices.		No record of unfair or deceptive act		IC records and SEC records	
27		The Company has not committed or performed as a general business practice unfair claims settlement practices as defined under Section 241 of the Insurance Code.		Not found by IC to have committed any unfair claim settlement during the past 12 months			
28		Board Remuneration					
	28.01	The levels of remuneration have been sufficient to attract and retain the quality of directors/trustees in running the company successfully.	No				Minimal director Fees

	28.02	A significant proportion of executive directors remuneration has been structured, written as a matter of policy, so as to link rewards to corporate and individual performances.	No				Only director fees and transportation allowance
	28.03	The level of remuneration of non-executive directors has reflected experiences, responsibilities, time commitment, and performances.	No				Same director fees for all directors
	28.04	There has been a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors/trustees.	No				As approved per recommendation
	28.05	There is no director/trustee involved in deciding his or her own remunerations.	No				Same director fees for all directors
	28.06	A clear, concise and understandable disclosure of compensation of an executive officer for the previous fiscal year and the ensuing year has been provided for in the annual report of the company.		Yes			
29		The Directors possess the following criteria:					
	29.01	a. They are at least 25 years old and should have the necessary skills, competence and experience, in terms of management capabilities preferably in the field of insurance or insurance-related disciplines.		Yes		General Information Sheet / curriculum vitae of the director	

	29.02	b. They are persons of integrity and credibility		Yes		General Information Sheet / curriculum vitae of the director	
	29.03	e. Attended a special seminar on corporate governance conducted by a training provider accredited by the IC		Yes			Attendance for the seminar is still being arranged for directors appointed recently.
30		The independent Director possesses all the qualifications and none of the disqualifications provided in the IC CGPLP. Changes in circumstances are immediately disclosed.		Yes		General Information Sheet / curriculum vitae of the director	
31		A director does not possess any of the permanent disqualifications provided in the IC CGPLP. Changes in circumstances are immediately disclosed.		Yes		General Information Sheet / curriculum vitae of the director	
32		No Director possesses any of the temporary disqualifications as provided in the IC CGPLP		Yes		General Information Sheet / curriculum vitae of the director	
33		Internal Audit					

	33.01	The company has an independent internal audit which reports to the Audit Committee and the Board.	No				Under organization
	33.02	The internal audit function provides an independent evaluation of the internal control processes of the company.		Yes			
34		The company performs an annual audit using IC accredited external auditors and IC guidelines.		Yes		Independent Auditor's Report	Teodoro Santa Maria Canlas & Co. .CPAs
35		The required financial report was disclosed / submitted to IC in a timely manner during the past year.		Yes	Independent Auditor's Report and Quarterly Financial statement filed with IC		
36		There are NO accounting qualifications in the audited financial statements apart from the Qualification on Uncertainty of Situation.		Yes		Independent Auditor's Report	
37		The Board has a timely and accurate disclosure on all material matters including the financial condition, performance, ownership and governance of the corporation.		Yes		Minutes of Management Meeting	
38		All the stakeholders concerned had been provided with a fair and timely cost-efficient access to financial and/or other relevant information, e.g. shareholders; policyholders; creditors; and claimants.		Yes		Independent Auditor's Report	

39		The Board and Senior Management are receiving regular reports on all key aspects of the operation of the corporation, in order to provide a sound basis for assessment in identifying real and potential problems and formulating appropriate policies and strategies thereof.		Yes		Minutes of the Board Meeting and MANCOM	
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Part V. BOARD RESPONSIBILITY

40		The company has adopted its own Corporate Governance principles/practices/policies/ manual that clearly describe its value system and management/board responsibilities taking into account the interest of the stockholders. This is being evaluated using 2 criteria (1) board responsibilities are clearly stated; and (2) the corporate governance policy, as approved by the Board, is clearly disclosed to the employees.		Yes, approved by the board/management and disclosed to employees			Based on standard IC CGPLP provided
41		The company has provided a code of ethics/business conduct for all directors/trustees and employees to be followed by them.		Yes	Company has a code of ethics/business conduct being followed by all directors/trustees, officers and employees	Company code of conduct Already submitted to IC	
42		The company has clearly distinguished the roles and responsibilities of the board and management.		Yes			Company Standard Policies
43		The company has clear and progressive corporate vision/mission/values.		Yes	In addition to the foregoing, vision/mission/values are effectively communicated to other stakeholders	Company Mission/Vision/Values Already submitted to IC	

44		Responsibilities of the Board:					
	44.01	The Board meets regularly to discharge its duties and functions as required by the By-Laws and IC CGPLP.		Yes			
	44.02	What is the attendance performance of the board members during the past 12 months?			More than 80%	Minutes of the Board Meeting	
	44.03	The company provides a risk management policy to ensure effective risk management.		Yes			Communicated in the Employees Training Program
	44.04	The company has arranged appropriate insurance cover for all directors in relation to their performance of their functions as required under IC CGPLP.	No				Under process
	44.05	The company designates an officer responsible for ensuring compliance with corporate governance code of policies, and for periodic review of the policies.		Yes			As early as the inception of the corporate governance requirements
	44.06	The Chairman has been responsible for ensuring that the directors/trustees receive accurate, timely, and complete information. There is an effective line of communication between the chairman and the members of the board.		Yes		Minutes of the Board Meeting	

	44.07	The Chairman has ensured that the company provides orientation program for new recruits to the Board and that the directors continually update their skills, knowledge and familiarity with the company's goals and objectives and that necessary resources are provided in order for the directors to fulfil their role on the Board and/or Board Committees		Yes			Informal orientation for new recruits to the Board
	44.08	The Corporate Secretary has provided advice and services to the directors / trustee to ensure that directors are duly informed on matters of governance and board procedures are complied with. Corporate Secretary is accessible to all members of the Board.		Yes			Informal orientation for new recruits to the Board
	44.09	The Board has reviewed and adopted the company's strategic plans as required under IC CGPLP. Such review is documented and used as basis for the company's adoption of its strategic plans.		Yes			Being discussed during regular meetings
	44.10	The Board oversees the proper conduct of the company's business to ensure proper management and fair and equitable dealings with the policyholders, claimants and creditors as required under IC CGPLP.		Yes			Being discussed during regular meetings
	44.11	The Board has identified and implemented the appropriate risk management systems for the company as required under IC CGPLP.		Yes			Being discussed during regular meetings
	44.12	The Board has approved corporate polices in relation to the core areas of operations of the Company. Such approval of the Corporate Policies by the Board is reflected in the minutes of the Board Meeting and circulated to Management		Yes			Any corporate policies approved during the meeting are immediately communicated to Management

44.13	The Board has adopted plans for succession, appointment, training and compensation packages for all personnel consistent with the interest of the stakeholders as required under IC CGPLP.		Yes			Any recommendation for said purposes are approved by the Board
44.14	The Board has adopted shareholders/members' communication policies for the Company as required under IC CGPLP.		Yes			Standard company policy to communicate to the Pres. and then to the Board
44.15	The Board has reviewed the internal control systems and management information systems of the company as required under IC CGPLP.		Yes			As recommended by Independent Auditor's
44.16	The Board has selected and appointed qualified officers to administer its insurance affairs in the course of its business adopting the fit and proper standard as required under IC CGPLP.		Yes			The Board approve upon the recommendation of the President
44.17	The Board has reviewed and approved material transactions not in the course of the Company's ordinary business as required under IC CGPLP.	No				No transactions of such nature

	44.18	The Board has established a system of checks and balances on the Board as well as its members as required under IC CGPLP.			Yes	General Information Sheet	
	44.19	The Board has placed an appropriate reporting system in order for the Board to monitor and assess the performance of the Company as required under IC CGPLP.		Yes			Performance report is being forwarded to the Board by the management
	44.20	The Board has presented all its members and shareholders/members a balanced and understandable assessment of the Company's performance and financial condition as required under IC CGPLP.			Such assessment is done on a timely basis and the results thereof are mentioned in the Annual Report	Audited Financial Statements and Annual Report submitted to IC	
45		Constitution of an Effective Board					
	45.01	The number of board directors/trustees in the company is within the required range (at least 5 but not more than 15) as required under IC CGPLP.		Yes		General Information Sheet / By laws	
	45.02	There are at least two (2) independent directors/trustees in the board as required under IC CGPLP.		Yes		General Information Sheet / By laws	
	45.03	There is a balance in the number of executive directors and non-executive directors to ensure that no particular group dominates the Board's decision-making as required under IC CGPLP.		Yes		General Information Sheet	
	45.04	The roles of the Chairman and the Chief Executive Officer are separate to ensure an appropriate balance of power, increased accountability and greater independence in decision-making as required under IC CGPLP.		Yes		General Information Sheet	

	45.05	The meetings of the Board Committees (such as the Nomination, Audit and Remuneration Committees) are attended only by its members and invited resource persons as required under IC CGPLP.		Yes			As required by IC CGPLP
46		Profile/Qualifications of Chairman and members					
	46.01	The Chairman is a non-executive director/trustee to avoid conflict of interest.		Yes		As indicated in the Annual Report submitted to IC	
	46.02	The Board constitutes committees with independent members, including Nomination, Audit and Remuneration Committees or their equivalents as they have critical functions and are deemed to exercise independent judgement.		Yes			As required by IC CGPLP
	46.03	Each of the committees such as Nomination, Audit and Remuneration, has its own charter, wherein its roles, responsibilities and objectives are clearly set out.	No				Being prepared
47		Nomination Committee					
	47.01	It is composed of 3 members, one of whom is an independent director.		Yes			
	47.02	It has reviewed and evaluated the qualifications of all persons nominated to the board as well as those nominated to other positions requiring appointment by the Board.		Yes			This is an SOP in every nomination
	47.03	It has prepared job specifications for the position of Chairman, including an assessment of the time commitment expected of him recognizing the need for his availability in the event of crisis.		Yes	The qualifications of the nominees for Chairman are matched against the prepared job specification. And in particular his time		

					commitment to serve the company		
	47.04	Other significant commitments outside the company of the Chairman have been disclosed to the Board before election and have been included in the company's annual report. Any change thereof has been reported to the Board and included in the next annual report.		Yes			
	47.05	The Independent directors have opportunity to meet and do what is expected of them.		Yes		Minutes of the Board Meeting	
	47.06	Other significant commitment of the non-executive directors has been disclosed to the Board before appointments, indicating if they have sufficient time for the Company.		Yes			
48		The Nomination Committee has fully considered the guidelines in the determination of the number of directorships for the Board as prescribed in the IC CGPLP		Yes			As prescribed in the IC CGPLP
49		The Audit Committee					
	49.01	It is comprised of independent directors/trustees, preferably with accounting and finance experience.		Yes			As prescribed in the IC CGPLP
	49.02	It provides oversight of the company's internal and external auditors.		Yes			As prescribed by IC CGPLP

	49.03	It is responsible for the setting up of an internal audit department, and the appointment of internal auditors as well as of independent external auditors.		Yes			As prescribed by IC CGPLP
	49.04	It monitors and evaluates the adequacy and effectiveness of the internal control system of the company.		Yes			As prescribed by IC CGPLP
50		The Remuneration/Compensation Committee					
	50.01	It is composed of at least 3 members, 1 of whom is an independent director.		Yes			
	50.02	It judges or makes plans where to position the company relative to other companies, but with caution in view of the risk of an upward trend of the level of remuneration with no corresponding improvement in performance.		Yes			
	50.03	It recommends and monitors the level and structure of salaries including remunerations for senior management, as defined by the Board (normally includes first level management below Board level).		Yes			
51		Multiple Boards Seats					
	51.01	The Directors, executive and non-executive, had submitted themselves to a low indicative limit on membership in other corporate boards or those who serve full time in other corporations.		Yes			
	51.02	The indicative limits on membership in other corporate boards are being observed by the executive directors, independent non-executive directors and non-executive directors.		Yes			As prescribed by IC CGPLP

	51.03	If the above indicative limits are not observed, the number of directorships in other corporate boards is not adversely affecting or compromising the capacity of directors concerned to perform their duties diligently.		Yes			As shown in their attendance in every board meeting.
52		Performance Evaluation					
	52.01	The board conducts an annual self-assessment of their performance.		Yes			As required by IC CGPLP
	52.02	The Board has undertaken a formal and rigorous annual evaluation of its committees.		Yes			As required by IC CGPLP
	52.03	The Board conducts an annual performance assessment of the CEO/President.		Yes			As required by IC CGPLP
	53.04	The performance evaluation by the Chairman has been conducted by the non-executive directors/trustees, taking into account the views of the executive directors/trustees.		Yes			As required by IC CGPLP
	52.05	The Chairman has acted on the results of the performance evaluation made		Yes			As required by IC CGPLP
53		BOARD COMMITTEES					
	53.01	Charter / Role and responsibilities (Is there a charter / policies where committee roles and responsibilities are defined?)					
	53.01.01	i) Audit Committee	No				Being prepared
	53.01.02	ii) Compensation / Remuneration Committee	No				Being prepared
	53.01.03	iii) Nomination Committee	No				Being prepared
	53.02	Profile / Qualifications					

	53.02.01	i) Audit Committee		Yes		Company Website / curriculum vitae submitted to IC	
	53.02.02	ii) Compensation / Remuneration Committee		Yes		Company Website / curriculum vitae submitted to IC	
	53.02.03	iii) Nomination Committee		Yes		Company Website / curriculum vitae submitted to IC	
	53.03	Meeting Attendance (Has any meeting of the Committee been cancelled due to lack of quorum?)					
	53.03.01	i) Audit Committee			No committee meeting has been cancelled		
	53.03.02	ii) Compensation / Remuneration Committee			No committee meeting has been cancelled		
	53.03.03	iii) Nomination Committee			No committee meeting has been cancelled		
54		INTERNAL CONTROL AND RISK MANAGEMENT					
	54.01	The Board ensures that an effective system of control is in place to safeguard the corporation's assets.		Yes			As required by the IC CGPLP
	54.02	Major risks facing the corporation and the approach taken by management in dealing with these risks had been reported to the Board.		Yes			As required by the IC CGPLP
	54.03	The Board ensures that reports accurately reflect the financial condition and the results of corporate operations.		Yes			As required by the IC CGPLP

	54.04	The Board regularly reviews the company's risk management system of securing adherence to key internal policies as well as to significant laws and regulations that apply to it.		Yes			As required by the IC CGPLP	
	54.05	An effective and comprehensive internal audit of the corporation's internal control system has been carried out by independent and competent staff.		Yes			As required by IC CGPLP	
	54.06	Audit findings and recommendations are reported to the Board and the senior management level of the corporation.		Yes			As required by IC CGPLP	
55		AUDIT COMMITMENT AND AUDITORS						
	55.01	The Board has established an Audit Committee and Internal Audit Office.		Yes			As required by IC CGPLP	
	55.02	The Internal Audit functions are independent of the activities they audit and has performed its duties with impartiality and due professional care.		Yes			As required by IC CGPLP	
	55.03	The Board or Audit Committee has determined the directors of the Internal Audit.		Yes			As required by IC CGPLP	
	55.04	The Audit Committee has elevated to international standards the accounting and auditing processes, practices and methodologies.		Yes			As required by IC CGPLP	

	55.05	The Audit Committee has developed a definitive timetable within which the company's accounting system will be 100% compliant with International Accounting Standards.		Yes			As required by IC CGPLP
	55.06	The Audit Committee has furnished an accountability statement that will specifically identify officers/personnel directly responsible for the accomplishment of the aforesaid timetable.		Yes			As required by IC CGPLP
	55.07	Corporate Independence is maintained so as not to compromise the interests of policyholders and other stakeholders.		Yes			As required by IC CGPLP
	55.08	The Board ensures the Company's compliance with the provisions of the Insurance Code on Holding Companies.		Yes			As required by IC CGPLP
56		The Companies and Intermediaries have committed themselves to the principles and leading practices contained in the code of Corporate Governance.					
	56.01	a. The company has undertaken every effort necessary to create awareness within the organization.		Yes			As required by IC CGPLP
	56.02	b. The company has designated a compliance officer holding a position of at least VP or its equivalent and directly reporting to the board		Yes			As required by IC CGPLP. Company's Treasurer is designated as Compliance officer.
	56.03	c. Timely submission of Scorecard			Reviewed by the Audit Committee		As required by IC CGPLP

57		Attendance on Corporate Governance Seminar					
	57.01	All board members had participated in the training on Corporate Governance to fully understand their duties and responsibilities.		Yes			Attendance for the seminar is still being arranged for directors appointed recently.
	57.02	The senior management or executives with the rank of VP and up had participated in the training on Corporate Governance to fully understand their duties and responsibilities.	No				