

## E. BOARD COMMITTEES

### 1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-executive Director (NED)	Independent Director (ID)				
Executive	3			The role and responsibilities of the Executive Committee are established by the Board of Directors. The executive committee constitutes the Company's top management	The Executive Committee is to act on behalf of the Board during intervals between meetings of the Board in order to provide a degree of flexibility and ability to respond to time sensitive business and legal matters.	The Committee shall have, and may exercise, all the powers of the Board in the management of the business and affairs of the Company between meetings of the Board, except (a) as limited by the Company's certificate of incorporation or by-laws, each as amended, or applicable law or regulation and (b) with respect to matters that are specifically reserved for another committee of the Board.	Subject to applicable rules, procedures, restrictions, resolutions, and requirements of the Board or of the Constitution and by-laws, the Executive Committee (i) acts on the Board's behalf between Board meetings and (ii) by vote of two-thirds of its entire voting memberships, after seeking advice from all of the Board's voting members may adopt or modify company's policy. The Board, at its next meeting, shall review Executive Committee minutes and may modify, reject or ratify any Executive Committee action.
Audit			2	The Audit Committee Charter sets out the policies, responsibilities and authority of the Company's Audit Committee (the "Committee") and the procedures that shall guide the function of the Committee, including the rules governing	Assist the Board in the performance of its, oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations.	The Committee shall provide assistance to the Board of Directors in fulfilling their oversight responsibility to the shareholders relating to the integrity of the company's financial statements and the financial reporting processes.	To deal with, and where applicable resolve, determine finally and approve, all matters falling within the scope of its purpose, function and duties as set out in its Charter and all other matters that may be delegated by the Board to the Committee from time to time.

				the Committee.			
Nomination	1	1	1	The Nomination Committee supports and advises the Board in relation to the selection and appointment of Directors who are able to meet the needs of the Company and the ongoing evaluation and review of the performance of the Board and the Directors.	To review and evaluate the qualifications of all persons nominated to the Board and other appointment that require board approval.	To assess the effectiveness of the Boards' processes and procedure in the election or replacement of directors.	To recommend to the Board of Directors nominees to fill vacancies in membership of the Board of Directors as they occur and, prior to each Annual Meeting of Stockholders, recommend a slate of nominees for election as directors at such meeting.
Remuneration	2	3		The Remuneration Committee assists the Board to fulfill its responsibilities to shareholders and regulators in relation to the remuneration within the company.	To establish a formal and transparent procedure for developing a policy on remuneration of directors and officers.	To ensure that compensation of directors and officers is consistent within the corporation's culture, strategy and the business environment in which it operates.	The Committee is authorized to appoint independent remuneration experts to advise them on specific remuneration issues, and seek any information it requires from any employee who must cooperate with any request made by the Committee.

## 2) Committee Members

### (a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Dr. Ma. Cristina D. Padolina	yearly	8	8	100	one year
Member (ED)	Dr. Ricardo F. de Leon	yearly	8	8	100	one year
Member (NED)	Mr. Cesar F. Tan	early	8	8	100	ne year

### (b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Dr. Emil Q. Javier	yearly	3	3	100	yearly
Member (ID)	Dr. Angel C. Alcala	yearly	3	3	100	yearly
Member (NED)	Atty. Sergio F. Apostol	yearly	3	3	100	yearly

Disclose the profile or qualifications of the Audit Committee members.

Chairman: Dr. Emil Q. Javier

Dr. Emil Q. Javier, 73 years old, Filipino, an independent director. Became member of the Board of Directors of the University in July 2002. He is a Trustee of the Asia Rice Foundation, Head Advisor of the Biotech Coalition of the Philippines and Academician of the National Academy of Science and Technology (Phils.). He is likewise a Board member of the International Service for the Acquisition of Agri-Biotech Applications (Sout6h East Asia Center), Nutrition Center of the Philippines, Member, Advisory Committee of Japan International Cooperation Agency (JICA) Phils., and Independent Director of CEU Hospital, Inc. and Del Monte Pacific Ltd.

Member: Dr. Angel C. Alcala

Former CHED Commissioner Dr. Angel C. Alcala, 85 years old, Filipino an independent director. Became member of the Board of Directors of the University in July 2008. He was also former President of Silliman University and Secretary of Department of Environment and Natural Resources. He is presently the President of Cap College, Makati, Chairman of the Silliman University-Angelo Kind Center for Research and Environmental Management (SUAKCREM) and Professor Emeritus, Silliman University.

Member: Atty. Sergio F. Apostol

Atty. Sergio F. Apostol, 79 years old, Filipino was elected Corporate Secretary and Compliance Officer on February 26, 2010. He is a member of the Board of Directors of Manila Hotel and Chairman and Chief Executive Offricer of Katrix Agri-Aqua Corporation. He is also a member of the Audit and Nomination Committee. Member of the House of Representatives 13<sup>th</sup> Congress.

Describe the Audit Committee's responsibility relative to the external auditor.

The Audit Committee is responsible for reviewing the performance and recommending the appointment, retention or discharge of the independent auditors. They shall ensure that the independent auditors are ultimately accountable to the Board of Directors and shareholders of the Company and they shall determine specific policies and procedures to ensure that the independence of the external auditors is maintained.

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Dr. Ricardo F. de Leon	yearly	2	2	100	Yearly
Member (ED)	Ms. Corazon M. Tiongco	yearly	2	2	100	Yearly
Member (ID)	Dr. Emil Q. Javier	yearly	2	2	100	Yearly
Member	Atty. Sergio F. Apostol	yearly	2	2	100	Yearly

(d) Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Dr. Ma. Cristina D. Padolina	yearly	12	12	100	Yearly
Member (ED)	Dr. Ricardo F. de Leon	yearly	12	12	100	Yearly
Member	Mr. Cesar F. Tan	yearly	12	12	100	Yearly
Member	Dr. Erna V. Yabut	yearly	12	12	100	Yearly

(e) Others (Specify) – Compensation Committee

Provide the same information on all other committees constituted by the Board of Directors:

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Ma. Cristina D. Padolina	yearly	22	22	100	Yearly
Member (ED)	Ricardo F. de Leon	yearly	22	22	100	Yearly
Member	Cesar F. Tan	yearly	22	22	100	Yearly
Member	Erna V. Yabut	yearly	22	22	100	Yearly
Member	Bernardita T. Traje	yearly	22	22	100	Yearly
Member	Eracisimo C. Veranga	yearly	22	22	100	Yearly
Member	Lolita M. Balboa	yearly	22	22	100	Yearly
Member	Ma. Flordeliza L. Anastacio	yearly	22	22	100	Yearly

2) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

Name of Committee	Name	Reason
Executive		
Audit		
Nomination	N/A	N/A
Remuneration		
Others (specify)		

3) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
Executive	Recommended resolutions for approval of the Board.	Approval of signing authorities for the company.
Audit	Discussed and recommended the Audited Financial Statements for year ended 2011 for Board approval.  Assessed the committee's fulfillment of its responsibilities under the Revised Code of Corporate Governance.  Assed its performance based on the guidelines prescribed in SEC Circular No. 4 (series of 2012).  Discussed and recommended appointment of external auditor.	Investigated financial reporting-related issues in Enrolment and Registration System 2 (EARS@)  Committee to develop a succession plan for its members and chair, and to set a framework for whistle blower program.  Performance evaluation of external auditor.

Nomination	Reviewed the nominations for Board of Directors and gave the list of nominees to the Corporate Secretary	Determination of qualifications and disqualifications.
Remuneration	Review the provisions of the Collective Bargaining Agreement.	Evaluation of the financial economic cost to the company.

4) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive	Review of company policies	Not applicable
Audit	Review its duties and responsibilities in the next committee meeting.  Discuss, prepare, evaluate (1) succession plan (2) whistle blower program (3) business continuity plan (4) Code of Conduct for Management	Preparation of succession plan and whistle blower program and review of the Code of Conduct for Management
Nomination	Review qualifications and temporary disqualifications; review Committee duties and responsibilities	Limitations on the years of service as Executive Directors, Non-executive Directors and Independent Directors
Remuneration	Study/Review of the existing salary scale of faculty and staff	Improvement of the salary scale of faculty and staff.