

## **BCDA BOARD COMMITTEES (As of 31 December 2021)**

To aid in ensuring compliance with the principles of sound corporate governance, the Board has created committees to support it in the performance of its functions and in accordance with the Charter and to aid in good governance.

The BCDA Board has created the following Committees:

- Organization Development Committee
- Audit and Corporate Governance Committee
- Risk Management, Legal and External Relations Committee
- Finance and Investments Committee
- Business Development Committee

### ***Organization Development Committee***

In lieu of the Nomination Compensation/Remuneration Committee, the Board has created the Organization Development (OD) Committee which shall be composed of at least three (3) members, which shall include one (1) of the directors representing the labor sector.

The Committee shall meet at least once every quarter. The Chairperson of the Committee may call a special meeting whenever necessary. The presence of two (2) members shall constitute a quorum.

The actual composition of the OD Committee as of 31 December 2021 are as follows:

Chairman	Director David L. Diwa
Members	Chairman Gregorio D. Garcia III OIC PCEO Aristotle B. Batuhan Director Ferdinand S. Golez Director Glorioso V. Miranda Director Gerard M. Camiña Director Henry L. Uri Director Pedro R. Laylo, Jr.

The OD Committee is chaired by Director David L. Diwa. Mr. Diwa is an advocate of labor rights and trade union. He was appointed as a labor representative for the National Tripartite Industrial Peace Council under the Department of Labor and Employment (DOLE) – Bureau of Labor Relations in 2010. During this time, Mr. Diwa helped improved the formulation of labor and employment policies as part of the said advisory council. He also served as a commissioner for the National Wages and Productivity Commission, also an attached agency of DOLE.

The OD Committee met twice in 2021 and discussed the following agenda items:

- a. Application with Governance Commission for GOCCs (GCG) for Authorization to Grant the 2019 Performance-Based Bonus (PBB) for qualified officers and employees of BCDA;
- b. Salient features of Executive Order No. 150, entitled "Approving the Compensation and Position Classification System (CPCS)" and its effect to the current compensation package of

the BCDA employees.

During the year, the Committee performed the following duties:

- Assisted the Board of Directors in the conduct of studies and policy formulation, pertaining to issues, concerns and problems affecting the organization and its personnel.
- Coordinated with Management in addressing specific key result areas (KRAs) and in adhering to existing policies on such matters as personnel recruitment, performance evaluation standards and processes, assignments, promotions and entitlements.
- Pursued organizational goals such as the promotion of meritocracy, the development of teamwork and the enhancement of morale among personnel.
- Conducted a review of the organizational structure to ensure that it remains responsive to BCDA's goals, objectives and strategies.

#### ***Audit and Corporate Governance Committee***

The Committee shall be composed of at least three (3) members. An independent board member, if any, shall chair the Audit and Corporate Governance Committee. Each member shall have an adequate understanding of accounting and auditing principles in general and of the BCDA's financial management systems and environment in particular.

The Committee shall meet at least once every quarter. The Chairperson of the Committee may call a special meeting whenever necessary. The presence of two (2) members shall constitute a quorum.

The actual composition of the Audit and Corporate Governance Committee as of 31 December 2021 are as follows:

Chairman	Chairman Gregorio D. Garcia III
Members	Director Ferdinand S. Golez Director Glorioso V. Miranda Director Gerard M. Camina Director Pedro R. Laylo, Jr.

The Audit Committee is headed by Chairman Gregorio D. Garcia III. Mr. Garcia is a marketing and communications professional with a strong exposure in banking and real estate development. He is a leading marketing and political consultant.

Mr. Garcia has well-earned marketing and branding reputation and was chairman and chief executive officer of Leo Burnett Advertising, a key position he held for 20 years. Leo Burnett Philippines is one of the biggest advertising agencies in the country. It has handled Procter and Gamble, McDonald's, Phillip Morris, Kimberly Clark, Unilab, among others.

The Audit Committee met four (4) times in CY 2021. Some of the agenda items that were taken up during the said meetings were as follows:



- Audit Report on BCDA Revenue Collection;
- Audit Report on Usufruct Contracts;
- Audit Report on BCDA Property Management System;
- Revised Manual of Operations of the Internal Audit Services Department (IASD); and
- IASD 2022 Annual Audit Plan.

During the year, the Committee performed the following functions:

- Reviewed and approved the Annual Audit Plan of the IASD;
- Reviewed the IASD's audit report and recommended solutions that would address the audit findings to the BCDA Board. The Audit Committee likewise ensured that the resolutions, as concurred in by the BCDA Board, will be acted upon by Management to address the audit findings;
- Ensured that the IASD reviewed the periodic financial statements focusing on the propriety of changes in accounting policies and practices, significant adjustments resulting from the audit and compliance with accounting standards, and check the financial reports against its compliance with both the internal financial management policies and pertinent accounting standards, including regulatory requirements;
- Ensured that the IASD monitored and evaluated the adequacy of BCDA's internal control systems, and that proper coordination was made with the Commission on Audit (COA); and
- Ensured that the IASD had free and full access to all the company's records, properties and personnel relevant to the internal audit activity and that the internal audit activity was free from interference.

#### ***Risk Management, Legal and External Relations Committee***

The Risk Management, Legal and External Relations Committee shall be composed of three (3) members. The Chairman of the Committee must possess an adequate understanding of Philippine Law and the legal system and knowledgeable in strategic publicity and issues management.

The Committee shall meet at least once every quarter. The Chairperson of the Committee may call a special meeting whenever necessary. The presence of two (2) members shall constitute a quorum.

The actual composition of the Risk Management, Legal and External Relations Committee as of 31 December 2021 are as follows:

Chairman	Director Aristotle B. Batuhan
Members	Chairman Gregorio D. Garcia III Director Ferdinand S. Golez Director Henry L. Uri Director Pedro R. Laylo, Jr. Director David L. Diwa Director Gerard M. Camiña

The Risk Management, Legal and External Relations Committee is chaired by Director Aristotle B. Batuhan. Mr. Batuhan's practice areas included corporations, foreign investments, project finance, public utilities [telecoms and water], banking, securities and privatization. He also has experience in corporate, civil and criminal litigation, and has argued cases before labor and other administrative tribunals.

Mr. Batuhan co-founded Batuhan Blando Concepcion Law Offices in October 2001 and was its Managing Partner until 20 July 2010, when he was appointed as Undersecretary of the Department of Transportation and Communications (DOTC).

He resigned from DOTC on 15 October 2011 and resumed his private practice as Special Counsel at Batuhan Blando Concepcion & Trillana Law Offices.

The Risk Management, Legal and External Relations Committee met seventeen (17) times in CY 2021. Some of the agenda items that were taken up during the meeting were as follows:

- Memorandum of Agreement (MOA) on the Philippine Navy Replication Project
- Dispute Resolution on the Serendra Project
- Dispute Resolution Agreement with Megaworld
- Authority of the OGCC and BCDA LSG to Represent BCDA in Cases/Petitions filed before the Department of Agrarian Reform (DAR) by Individuals Affected by the Development of New Clark City
- BCDA 2021 Corporate Risk Registry
- Negotiation Parameters of Serendra Dispute
- Compromise Agreement between BCDA and Monegasque Holdings, Inc.
- MOA between BCDA and Bamban LGU for the Development of the 3.5-has. Relocation Site for NCC Project Affected People (PAP)
- Temporary Power Supply Agreement (TPSA) among BCDA, Shin Clark Power Holdings, Inc. (SCPHI) and TARELCO II for the power supply in NCC for a period of two (2) years
- MOA between BCDA and the Philippine National Oil Company (PNOC) for BCDA to provide advisory services to PNOC

During the year, the Committee undertook the following tasks:

- Monitored the creation of a risk management structure for the organization by Management;
- Reviewed, evaluated and monitored policy-level studies, risks and threat assessments and other reports provided by Management for consideration of the Board;
- Assessed the information provided by Management on risk exposures and risk management activities;
- Reviewed, evaluated and monitored Management's researches on the probable causes and possible solutions to risks that were faced by Management;
- Reviewed and recommended measures on legislative proposals affecting BCDA;
- Assessed the Annual Planning Program of the Corporate Planning Department as it relates to risk management;



- Provided oversight over Management's activities in managing market liquidity, operational, legal and other risks of the corporation;
- Reviewed and evaluated public affairs' issues affecting BCDA's activities, programs and projects, as identified and presented by Management. It also reviewed and evaluated the measures recommended by Management to address such issues for possible consideration of the Board; and
- Reviewed, evaluated and monitored Management's policies pertaining to the organization's relationship with its stakeholders, as well as with the national and local government units.

### ***Finance and Investments Committee***

The Finance and Investments Committee shall be composed of at least three (3) members. Each member must possess an adequate understanding of accounting and auditing principles in general and of BCDA's financial management systems and environment in particular.

The Committee shall meet at least once every quarter. The Chairperson of the Committee may call a special meeting whenever necessary. The presence of two (2) members shall constitute a quorum.

Below is the actual composition of the Finance and Investments Committee as of 31 December 2021:

Chairman	Director Ferdinand S. Golez
Members	Chairman Gregorio D. Garcia III OIC PCEO Aristotle B. Batuhan Director Gerard M. Camiña Director Henry L. Uri Director Glorioso V. Miranda

The Finance and Investments Committee is headed by Director Ferdinand S. Golez. Mr. Golez has a master's degree in Business Administration from the Ateneo De Manila University.

The Finance and Investments Committee met nineteen (19) times in CY 2021. Some of the agenda items that were taken up during the said meetings were as follows:

- 2021 Revised Corporate Operating Budget
- Monthly Collection Report
- Additional Budget for the National Fiber Backbone Project – Phase 1 and Supplemental MOA between BCDA and DICT for the said project
- Inclusion of DICT Projects to the BCDA Corporate Operating Budget (COB) and 2021 Annual Procurement Plan (APP)
- Supplemental Budget for 2021 of BCDA Subsidiaries such as CDC, CIAC, JHMC and PPMC
- Supplemental Budget for Rebudgeting of 2020 GAA
- Remittance to the Bureau of Treasury
- JHMC Dividend Remittance for 2016-2018 and 2019
- BCDA 2022 Budget Proposal
- Issuance of the 2020 Financial Statements of BCDA

- Dividend for CY 2020
- MOA for the Engagement of the Development Bank of the Philippines (DBP) as Financial Advisor
- Performance Agreement between BCDA and CDC
- 2022 BCDA's Corporate Operating Budget

During the year, the Committee discharged the following functions:

**For Sale, Lease or Joint Venture Agreement involving BCDA properties**

- Reviewed the financial feasibility of the mode of disposition of the project, as endorsed by the Business Development Department (BDD);
- Reviewed the continuing financial status and compliance with the agreement, as reported by the Subsidiaries, Affiliates and Projects Monitoring Department (SAPMD); and
- Identified key issues, provided guidance and proposed solutions for approval of the Board.

**Exercise oversight function in the fiscal management of BCDA resources**

- Formulated policies and guidelines for the annual and supplemental budgets of the BCDA and its subsidiaries for approval of the Board;
- Provided guidelines for the investment of corporate funds and conducted periodic review to determine the profitability of investments and/or placements for approval of the Board;
- Reviewed receivables and recommended actions to the Board to increase collection efficiency; and
- Determined the necessity of incurring loans or other financing arrangement, and reviewed proposed terms for approval by the Board.

**Exercise financial oversight on BCDA Subsidiaries and Affiliates**

- Recommended appropriate business model for, and reviewed the financial targets of the Performance Agreement with the Subsidiary;
- Reviewed the proposed annual and supplemental budget of the Subsidiaries for approval by the Board;
- Reviewed the performance and determine the financial viability of BCDA's subsidiaries and affiliates, and recommended the need for reorganization, streamlining, abolition or privatization for approval by the Board; and
- Provided financial policies and guidelines for approval by the Board and monitored compliance based on report of Management.



### ***Business Development Committee***

The Business Development Committee shall be composed of at least three (3) members. Each member shall have experience in the fields of business, economics, finance management and/or marketing.

The Committee shall meet at least once every quarter. The Chairperson of the Committee may call a special meeting whenever necessary. The presence of two (2) members shall constitute a quorum.

The actual composition of the Business Development Committee as of 31 December 2021 are as follows:

Chairman	Chairman Gregorio D. Garcia III
Members	OIC PCEO Aristotle B. Batuhan Director David L. Diwa Director Gerard M. Camiña Director Glorioso V. Miranda Director Henry L. Uri Director Pedro R. Laylo, Jr. Director Ferdinand S. Golez

The Business Development Committee is headed by Chairman Gregorio D. Garcia III. Mr. Garcia is a marketing and communications professional with a strong exposure in banking and real estate development. He is a leading marketing and political consultant.

The Committee convened seventeen (17) times in CY 2021. Some of the agenda items that were taken up during the said meeting were as follows:

- Terms of Reference (TOR) for the Bidding of New Clark City - National Academy of Sports (NCC-NAS) Phase 1
- Revised MOA among DOH, CDC and BCDA for the Establishment and Operation of Temporary Quarantine Facilities for COVID-19
- NGAC Detailed Master Development Plan and Design Standards and Guidelines
- Deed of Usufruct re Agro-Industrial Business Corridor in NCC Phase 1 – covering 7-hectare land
- Policies and Priorities for Funding by BCDA of Projects for Adjacent and Neighboring LGUs and Communities of BCDA Special Economic Zones
- Procurement of the Operations and Maintenance for the NCC Sports Hub
- GFCP Central Park Concept Design and Pilot Affordable Housing Site Development Plan
- Conceptual Development Plan for the 5,700 sqm. Leased Area in Camp John Hay (Development Plan by Filinvest Consortium for the 5,700 sqm. Sheridan Drive Property in Camp John Hay)
- NCC Luxury Mountain Resort Conceptual Development Plan
- Philippine Science High School Campus Master Development Plan in NCC
- Amended Institutional Leases at the Bonifacio Global City
- Subic Clark Railway Project – Right-of-Way Price Ceiling for Acquisition of Select Industrial, Commercial and Residential Land
- Reopening of COVID-19 Quarantine Facilities
- Financial Assistance (FA) Packages for the Informal Settlers Families (ISFs) in the Clark Civil Aviation Complex (CCAC), Clark Freeport Zone and Clark Special Economic Zone

- Construction of Utility Corridor in NCC Phase 1
- National Academy of Sports (NAS) Deed of Usufruct

During the year, the Committee performed the following duties and responsibilities:

- Reviewed the strategies and policies that generally affect the investment climate, marketing and after-sales service programs of BCDA;
- Conducted periodic review and validation to determine the viability of the assets for disposition;
- Conducted regular validation and review of the Master Development Plans of BCDA properties to determine its suitability to current real estate trends and developments;
- Formulated sound, strategic business management framework to maximize benefits from the disposition and development of land and other assets; and
- Assessed investment proposals which will require study for formulation of policies for approval by the Board.



<b>BCDA BOARD COMMITTEES</b>	<b>NUMBER OF MEETINGS CONDUCTED IN CY 2021</b>
Audit and Corporate Governance Committee	4
Finance and Investments Committee	2
Organization Development Committee	2
Joint Meeting of the Business Development, Finance and Investments, and Legal & Risk Management and External Relations Committees	17
<b>Total Number of Meetings</b>	<b>25</b>

Prepared by:

  
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Noted by:

  
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