

## **BCDA BOARD COMMITTEES (As of 31 December 2019)**

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 had 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.

Actual Composition:

Chairman	David L. Diwa
Members	Vivencio B. Dizon Ferdinand S. Golez Glorioso V. Miranda Gerard M. Camiña Henry L. Uri Gregorio D. Garcia III Pedro R. Laylo, Jr.

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 OD Committee shall have the following particular duties and responsibilities:

- Assist the Board of Directors in the conduct of studies and policy formulation, pertaining to issues, concerns and problems affecting the organization and its personnel;
- Coordinate 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;

- Pursue organizational goals such as the promotion of meritocracy, the development of teamwork and enhancement of morale among personnel; and
- Conduct 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.

**Actual Composition**

Chairman	Gregorio D. Garcia III
Members	Aristotle Batuhan Ferdinand S. Golez Glorioso V. Miranda Gerard M. Camiña

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.

**Functions of the Audit Committee:**

- Review and approve the Annual Audit Plan of the Office of the Internal Auditor;
- Review the Office of the Internal Auditor's audit report and recommend solutions that would address the audit findings to the BCDA Board. The Audit Committee shall likewise ensure that the resolutions, as concurred in by the BCDA Board, will be acted promptly by Management to address the audit findings;
- Ensure that the Office of the Internal Auditor shall review 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;
- Ensure that the Office of the Internal Auditor shall monitor and evaluate the adequacy of BCDA's internal control systems, and that proper coordination is made with the Commission on Audit (COA); and

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- Ensure that the internal auditors shall have 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 are 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.

**Actual Composition**

Chairman	Aristotle B. Batuhan
Members	Vivencio B. Dizon Ferdinand S. Golez Henry L. Uri Gregorio D. Garcia III Pedro R. Laylo, Jr.

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.

**Functions of the Risk Management Committee:**

- Monitor the creation of a risk management structure for the organization by Management;
- Review, evaluate and monitor policy-level studies, risks and threat assessments and other reports provided by Management for consideration of the Board;
- Assess the information provided by Management on risk exposures and risk management activities;
- Review, evaluate and monitor Management's researches on the probable causes and possible solutions to risks that are faced by Management;
- Review and recommend measures on legislative proposals affecting BCDA;
- Assess the Annual Planning Program of the Planning Services Department (PSD) as it relates to risk management;
- Provide oversight over Management's activities in managing market liquidity, operational, legal and other risks of the corporation;

- Review and evaluate public affairs' issues affecting BCDA activities, programs and projects, as identified and presented by Management. It shall also review and evaluate the measures recommended by Management to address such issues for possible consideration of the Board; and
- Review, evaluate and monitor 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.

**Actual Composition**

Chairman	Ferdinand S. Golez
Members	Gregorio D. Garcia III Vivencio B. Dizon Aristotle B. Batuhan Gerard M. Camiña Henry L. Uri

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 Committee shall discharge the following functions:

For Sale, Lease or Joint Venture Agreement involving BCDA properties

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

Exercise oversight function in the fiscal management of BCDA resources

- Formulate policies and guidelines for the annual and supplemental budgets of the BCDA and its subsidiaries for approval of the Board;

- Provide guidelines for the investment of corporate funds and conduct periodic review to determine the profitability of investments and/or placements for approval of the Board;
- Review receivables and recommend actions to the Board to increase collection efficiency; and
- Determine the necessity of incurring loans or other financing arrangement, and review proposed terms for approval by the Board.

Exercise financial oversight on BCDA Subsidiaries and Affiliates;

- Recommend appropriate business model for, and review the financial targets of the Performance Agreement with the subsidiary;
- Review the proposed annual and supplemental budget of the Subsidiaries for approval by the Board;
- Review the performance and determine the financial viability of BCDA's subsidiaries and affiliates, and recommend the need for reorganization, streamlining, abolition or privatization for approval by the Board; and
- Provide financial policies and guidelines for approval by the Board and monitor compliance based on report of Management.

**Business Development Department**

The Business Development Department 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.

**Actual Composition**

Chairman	Gregorio D. Garcia III
Members	Vivencio B. Dizon Aristotle B. Batuhan David L. Diwa Gerard M. Camiña Glorioso V. Miranda Henry L. Uri Pedro R. Laylo, Jr.

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 Committee shall have the following particular duties and responsibilities:

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



BOARD COMMITTEES	TOTAL NUMBER OF MEETINGS CONDUCTED FOR CY 2019
AUDIT AND CORPORATE GOVERNANCE COMMITTEE	4
FINANCE & INVESTMENTS COMMITTEE	10
BUSINESS DEVELOPMENT COMMITTEE	11
ORGANIZATION DEVELOPMENT COMMITTEE	2
LEGAL & RISK MANAGEMENT AND EXTERNAL RELATIONS COMMITTEE	11

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