



**EXCERPTS FROM THE MINUTES OF  
THE THIRD (3<sup>rd</sup>) REGULAR COMMISSION MEETING,  
EMPLOYEES' COMPENSATION COMMISSION AND OCCUPATIONAL  
SAFETY AND HEALTH CENTER, SERIES OF 2015,**  
*Convened at ECC Multi-Purpose Hall, 4<sup>th</sup> Floor, ECC Bldg. 355 Sen. Gil J. Puyat Avenue, Makati City  
Tuesday, 31 May 2016 at 10:00 A.M.*

**BOARD RESOLUTION NO. 16-05-20**

***Approving the Creation of the Executive & Governance and Nomination  
& Remuneration Committees Under the ECC Board***

**WHEREAS**, on 28 November 2012, President Benigno S. Aquino III approved the Code of Corporate Governance for GOCCs;

**WHEREAS**, Section 16 of the said Code of Corporate Governance for GOCC provides that:

*Sec.16. Board Committees.- The creation of Board Committees and other such oversight bodies enables the members of the Governing Board to efficiently manage their time and ensure the proper understanding and resolution of all issues affecting the GOCC and the proper handling of all other concerns, and allows the Board to effectively utilize the expertise of its Directors*

**WHEREAS**, the same Code of Corporate Governance further states that:

*Sec. 16.1- The Governing Boards of the GOCCs shall therefore constitute the proper committees to assist them in performing their duties and responsibilities, providing each of the committees with written terms of reference defining the duties, authorities and the composition of committees constituted. The committees shall report to the entire Board as collegial body and the minutes of their meetings shall be circulated to all members of the Board. The existence of the committees shall not excuse the Board of Directors/Trustees of its collective responsibility for all matters that are within the primary responsibility and accountability of the Board."*

**WHEREAS**, the creation of Board Committees is included in the Corporate Governance Scorecard which the GCG has started implementing in 2015;

**WHEREAS**, there is a need to establish different committees of the present ECC Board that will cater to the concerns of the ECC and OSHC;

**WHEREAS**, the Secretariat is recommending the establishment of the Executive & Governance Committee which will be responsible in ensuring that the board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, training programs and monitoring of board activities as well as evaluation of the board's performance;

**WHEREAS**, the Secretariat is likewise recommending the establishment of the Nomination & Remuneration Committee which will be responsible in helping the Board appointment process and qualification standards including the composition of Board membership ;

**WHEREAS**, the Committees will each be composed of at least three (3) members from among the members of the ECC Governing Board.

**NOW THEREFORE, ON MOTION DULY MADE AND SECONDED,**

**RESOLVED**, that the Board of Directors of the ECC hereby establishes the Executive & Governance Committee and the Nomination & Remuneration Committee;

**RESOLVED**, that the Executive & Governance Committee shall be composed of the following members:

**Chairman** : *Chairman of the ECC Board (Secretary of Labor)*

**Vice Chairman:** *Board Member from Employees' Compensation Commission*

**Members:**  
*Board Member from the Employer's Sector*  
*Board Member from the Employee's Sector*

**RESOLVED FURTHER**, that the Nomination & Remuneration Committee shall composed of the following members:

**Chairman** : *Board Member from Employees' Compensation Commission*

**Vice Chairman:** *Board Member from Philhealth*

**Members:**  
*Board Member from the Employer's Sector*



*Board Member from the Employee's Sector*

**RESOLVED FURTHER**, that both the Executive & Governance Committee and the Nomination & Remuneration Committee shall be held quarterly and additional meetings may be convened at the request of any one of the members of the Committee.

**RESOLVED FURTHER**, that all actions taken by the Committees will be in full compliance with the rules and regulation of the Governance Commission for GOCCs (GCG).

**RESOLVED FURTHER**, that Section 10 of Executive Order No. 24 otherwise known as the "*Prescribing Rules to Govern the Compensation of Members of the Board of Directors/Trustees in the Government owned or Controlled Corporations Including Government Financial Institution*" will be followed for the compensation of the Committee members.

**RESOLVED FURTHER**, that the Secretariat shall provide each of the members of the committee with written terms of reference defining the duties, authorities and the composition of committees.

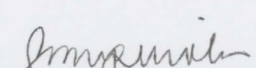
**RESOLVED FINALLY**, that a copy of this Resolution will be furnished to the Systems and concerned agencies.

**DONE**, this 31<sup>st</sup> day of May 2016, in Makati City, Philippines.

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**CIRIACO A. LAGUNZAD III**

*Chairperson-Alternate  
Department of Labor and Employment*

  
**BRENDA P. VIOLA**

*Member-Designate  
Social Security System*

  
**DIONISIO C. EBDANE, JR.**

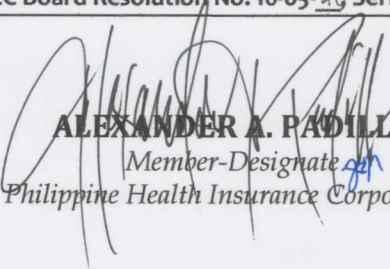
*Member-Designate  
Government Service Insurance System*

  
**CARLITO P. ROBLE**

*Member  
Employees' Sector*

**MIGUEL B. VARELA**

*Member  
Employers' Sector*



**ALEXANDER A. PADILLA**  
Member-Designate  
Philippine Health Insurance Corporation

**ROBERT S. MARTINEZ**  
Member-Designate  
Civil Service Commission



**STELLA ZIPAGAN-BANAWIS**  
Member  
Employees' Compensation Commission - Secretariat