



RESOLUTION NO. TC 2013-011

(Composition of the Board Audit Committee)

WHEREAS, Sec. 16 of GCG Memorandum Circular No. 2012-07 (Code of Corporate Governance for GOCCs), provides:

"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, in consonance with the above provision, the reconstitution of the Board Audit Committee (BdAC) was presented by the Internal Audit Department;

WHEREAS, on 18 June 2013, the Board Technical Committee (BTeC) approved to endorse to the TransCo Board the reconstitution of the Board Audit Committee (BdAC);

WHEREAS, during the TransCo Board of Directors held on 02 July 2013, the composition of the BdAC was approved.

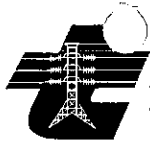
NOW, THEREFORE, BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that the reconstitution of the Board Audit Committee is hereby approved and shall be composed of the following representatives from:

- Department of Finance;
- Department of Energy;
- Department of Environment and Natural Resources; and
- The Representative for Luzon

APPROVED AND CONFIRMED.
02 July 2013.

CERTIFIED TRUE AND CORRECT:


EDGARDO LL. PADILLA
Corporate Secretary



RESOLUTION NO. TC 2015-015

(Creation of Nomination and Remunerations Committee)

WHEREAS, in compliance with the GCG Memorandum Circular No. 2012-07 (Code of Corporate Governance for GOCCs), Nomination and Remunerations Committee is hereby created;

WHEREAS, during the Board Technical Committee meeting held on 13 October 2015, the composition of the Nomination and Remunerations Committee was endorsed to the Board;

WHEREAS, during the TransCo Board of Directors meeting held on 23 October 2015, the composition of the Nomination and Remunerations Committee was approved as follows:

Chairperson	:	Representative for Visayas Dir. Gladys N. Nalda
Vice Chairperson	:	Department of Finance Asec. Ma. Teresa S. Habitan
Members	:	Department of Energy Asec. Jose Raymund A. Acol/ Dir. Mylene C. Capongcol Department of Environment and Natural Resources Usec. Manuel D. Gerochi Representative for Mindanao Dir. Josephine Cassandra J. Cui

WHEREAS, the Committee shall be responsible for the following:

- (a) Installing and maintaining a process to ensure that Officers to be nominated or appointed shall have the qualifications and none of the disqualifications mandated under the law, rules and regulations;
- (b) Reviewing and evaluating the qualifications of all persons nominated to positions in TransCo which require appointment by the Board;
- (c) Recommending to the GCG nominees for the shortlist in line with the TransCo's and its subsidiaries' Board composition and succession plan; and
- (d) Developing recommendation to the GCG for updating the Compensation and Position Classification System (CPCS) and ensuring that the same continues to be consistent with TransCo's culture, strategy, control environment, as well as the pertinent laws, rules and regulations.

NOW, THEREFORE, BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that the composition of the Nomination and Remunerations Committee is hereby approved, as follows:

Chairperson	:	Representative for Visayas Dir. Gladys N. Nalda
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Vice Chairperson : Department of Finance
Asec. Ma. Teresa S. Habitan

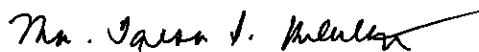
Members : Department of Energy
Asec. Jose Raymund A. Acoll
Dir. Mylene C. Capongcol
Department of Environment and Natural Resources
Usec. Manuel D. Gerochi
Representative for Mindanao
Dir. Josephine Cassandra J. Cui

APPROVED AND CONFIRMED, 23 OCTOBER 2015.

CERTIFIED TRUE AND CORRECT:




EDGARDO LL. PADILLA
Corporate Secretary



MA. TERESA S. HABITAN
Alternate Representative
Department of Finance



JOSE RAYMUND A. ACOL
Alternate Representative
Department of Energy



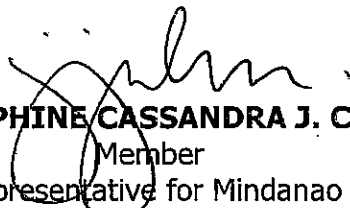
MANUEL D. GEROCHI
Alternate Representative
Department of Environment and Natural Resources

EMMANUEL R. LEDESMA, JR.

Member
Representative for Luzon


GLADYS N. DALDA

Member
Representative for Visayas


JOSEPHINE CASSANDRA J. CUI

Member
Representative for Mindanao

