



**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. Acol/  
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



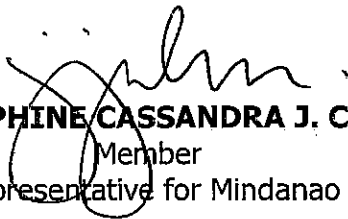
**MANUEL D. GEROCHI**  
Alternate Representative  
Department of Environment and Natural Resources

**EMMANUEL R. LEDESMA, JR.**

Member  
Representative for Luzon

  
**GLADYS N. NALDA**

Member  
Representative for Visayas

  
**JOSEPHINE CASSANDRA J. CUI**

Member  
Representative for Mindanao

