



Armed Forces and Police Mutual Benefit Association, Inc.

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AMENDED PROTOCOL FOR BOARD MEETINGS (as of 1 March 2022)

1. Meetings

The Board shall hold regular meetings at least once a month at the office of the Association or at such time and place in Metro Manila as the Board of Trustees may fix.

Special meetings of the Board of Trustees may be called at any time by the Chairman, or by the majority of the members of the Board of Trustees. Notice of regular or special meeting of the Board shall be sent to each trustee through any legal means (hand-carried, by mail, by e-mail, by text, and through online applications such as Google Calendar, Viber, and others that the Association may utilize) at least three (3) working days prior to the meeting, indicating the purpose(s) thereof.

Annually, and as needed, the non-executive trustees (NETs) shall have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without the executive trustee present.

2. Quorum and Attendance

At all meetings of the Board, eight (8) trustees shall constitute a quorum for the transaction of business, and a majority vote of those present constituting a quorum shall be valid as a corporate act, except as otherwise provided in the Association's Bylaws and the laws of the Philippines. Trustees cannot vote by proxy at Board meetings. Trustees who are virtually present are also counted in the quorum.

The time of arrival of Board members and Resource Persons who were not present when the meeting was called to order shall be noted.

Trustees who cannot physically attend or vote at Board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate.

3. Presiding Officer

The Chairman shall preside over the meetings of the Association and the Board of Trustees. In his absence, the Vice Chairman shall preside over such meetings. In the absence of both the

Chairman and the Vice Chairman, the Trustees present shall elect from among themselves an acting Chairman for that particular meeting.

4. **Order of Business**

The Corporate Secretary, with due consideration to inputs from the Chairman of the Board, the President and CEO, the Committee Chairmen, and the Trustees, shall set the Order of Business for each Board meeting and ensure that such Order of Business is distributed in advance to each Board member. The Chairmen of the Board Committees shall submit to the Corporate Secretary, through the Board Relations Office, all matters from their respective Committees to be tabled in the Order of Business of the Board meeting.

The Order of Business is to be composed of the following:

a. Call to Order

The Presiding Officer calls the meeting to order, signaling the start of the meeting.

b. Certification of Quorum

The Presiding Officer asks the Corporate Secretary if there is a quorum according to the provisions specified in the Bylaws and in this protocol, and if the Board can conduct business. An affirmation from the Corporate Secretary will mean that the meeting can proceed.

c. Review and Approval of the Minutes of the Previous Meeting

At this point of the meeting the Board will review and approve the Minutes of the previous meeting. Minutes of Special Meetings are to be approved during the next Special Meeting, or during the next Regular meeting. Minutes of Executive Sessions shall only be reviewed and approved during an Executive Session. The Board of Trustees may call for an Executive Session during a Regular or Special meeting specifically for the approval of these Minutes.

d. Matters Arising from the Minutes of the Previous Meeting

These are directives of the Board during the previous meeting, or matters taken up in the previous meeting for which there are further updates or developments for the approval or notation of the Board. This is to be tabled as the first item in the Order of Business under Matters Arising from the Minutes of the Previous Meeting, to be reported by the President and CEO.

e. Executive Session

When warranted, any member of the Board can call for an executive session, provided that the Presiding Officer approves the holding of one. The Corporate Secretary must be present in all executive sessions of the Board in order to certify what took place during the meeting.

f. Matters for Approval

These are matters already taken up by the Board Committees and endorsed by the respective Committee Chairmen for approval of the Board.

g. Matters for Ratification

These are matters already endorsed by a Board Committee to the Board of Trustees for approval; however, since immediate action is required, the implementation is carried out by Management and the matter can be raised to the Board for ratification during its next scheduled meeting.

h. Matters for Information

These are matters for notation of the Board of Trustees. Since materials for these matters have been submitted to the Trustees beforehand, the Board has the option to take up only those matters for information which they may have comments or instructions on.

i. Other Matters

These are minor matters, usually presented for the information of the Board, not necessitating any materials, or the materials of which may not have been given to the members of the Board in advance. No matter requiring a Board resolution shall be taken up in Other Matters.

5. Distribution of Board Meeting Materials

The Corporate Secretary and Management shall ensure that all information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting shall be distributed either in writing or electronically, to all members of the Board at least five (5) working days in advance of the meeting. This implies that the Board Committees and/or Management must submit the materials required for the Order of Business to the Board Relations Office at least six (6) working days prior to the meeting. Non-submission of materials within the prescribed period may result in the matter not being taken up during the Board meeting.

Confidential items or information of an extremely sensitive nature shall be sealed in an envelope and hand-carried to each Trustee. This will help facilitate the efficient use of Board time to deliberate and make decisions on key issues.

6. AFPMBAI Personnel as Resource Persons

The Board Chairman and the President and CEO are given the discretion to invite AFPMBAI personnel to any Board meeting at which their presence and expertise would help the Board in having a full understanding of matters being considered.

7. Conduct of Meetings

In order to have an orderly conduct of meetings conducive for good decision-making, the Board shall follow Henry Martyn Robert's Rules of Order. The following shall be observed by the Board Members and Resource Persons present:

- a. Only one speaker speaks at a time;
- b. A speaker must be recognized before speaking;
- c. All comments are made through the Chair;

- d. Comments are confined to the current issue;
- e. Discussion should alternate between pros and cons;
- f. No reading of lengthy papers;
- g. No cross conversations;
- h. No verbal attacks of other members or persons present;
- i. Only Board members may make a motion (the recommendation of a Committee Chairman is already considered a motion);
- j. Only Board members may second a motion; the members of the committee endorsing an action for approval of the Board are to refrain from seconding the motion of their own committee;
- k. Only Board members may vote;
- l. Board Advisers/Observers are to actively advise the Board during the discussion of agenda items; and
- m. Board Committee Chairs are to ascertain that all relevant information is presented on matters for which decisions are to be made.

8. Minutes

All Board meetings must be duly documented and filed. The first draft of the Minutes of Board meetings must be available for Trustees' comments not later than five (5) working days before the next Board meeting, with the final certified draft to be routed for signature of the members of the Board during the next Board meeting.

For executive sessions, the Minutes will only indicate: An executive session was conducted. Where there is a Board decision or action during the executive session, the decision or action shall be documented in Minutes to be prepared and kept exclusively by the Corporate Secretary.

The release of Board Minutes shall only be authorized by the Corporate Secretary. Where Minutes of sensitive matters are being secured by Management or other parties, the approval of the Board of Trustees shall first be obtained.

The audio recording of Board meetings may be disposed of as soon as the Minutes of the meeting, subject of the recording, has been approved and signed by the members of the Board.

9. Board Resolutions

Board Resolutions may be issued for all Board approvals. Board Resolutions shall be issued and signed by the members of the Board present during the Board meeting when the resolutions were decided upon. Copies of Board Resolutions from executive sessions shall be kept exclusively by the Corporate Secretary.

10. Secretary's Certificates

Secretary's Certificates shall be made available a maximum of three (3) working days after request, provided that the Minutes or Board Resolution thereof has already been approved.

11. Annual Accomplishment Report

At least one (1) month prior to the Annual General Membership Meeting (AGM) of the Association, the Board Relations Office shall prepare a report of all the matters approved, ratified, and noted by the Board of Trustees covering the period immediately following the last AGM up to one month prior to the next AGM, for submission to governing agencies and/or for ratification of the members of the Association during the next AGM.

Approved by the Board of Trustees on 1 March 2022 per Board Resolution No. 017, Series of 2022.