



**ARMED FORCES AND POLICE
MUTUAL BENEFIT ASSOCIATION, INC.**

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AMENDED PROTOCOL FOR BOARD COMMITTEE MEETINGS

1. Oversight of Strategic Objectives

Board Committees were created to analyze and evaluate all matters to be presented to the Board of Trustees, to ensure that all information has been presented and an informed decision may be made. The Board Committee will conduct preliminary deliberations on matters under its strategic oversight, based on AFPMBAI's Strategic Objectives for the year, and endorse the same for the approval or notation of the Board of Trustees.

2. Meetings

The Board Committees may hold regular meetings once a month, or as needed, at the office of the association or at such time and place as the Committee members may fix.

Committee meetings are to be scheduled within the first to third weeks of the month, with the Board meeting scheduled on the fourth week.

Special meetings of the Board Committees may be called at any time by the Committee Chairman, or by the majority of the members of the Board Committees. Notice of regular or special meetings of the Board Committee shall be sent to each member through any legal means at least three (3) working days prior to the meeting, indicating the purpose(s) thereof.

3. Quorum and Attendance

A majority of the Committee members present shall constitute a quorum for the transaction of business, and every decision of the majority of a quorum duly assembled shall be valid as the corporate act of the Committee, except as otherwise provided in the Association's Bylaws and the laws of the Philippines. Trustees cannot vote by proxy at Board Committee meetings.

The time of arrival of Committee 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 the Board Committee meeting can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate.

4. Presiding Officer

The Committee Chairman shall preside over all meetings of the Committee. In his absence, the Vice Chairman of the Committee shall preside over such meetings. In the absence of both the Chairman and the Vice Chairman, the Committee members present shall elect from among themselves an acting Chairman for that particular meeting.

5. Order of Business

The Committee Chairman, with due consideration to the inputs of the Committee members, shall set the order of business for each Committee meeting and ensure that such order of business is distributed in advance to the members, the President and the Corporate Secretary/Board Relations Office. The format of the order of business may vary per Committee, according to what best suits their objectives.

6. Distribution of Committee Meeting Materials

The Board Committees shall ensure that all information relevant to the Board of Trustees' understanding of matters to be discussed at an upcoming Board meeting are complete and accurate, and that all issues pertaining to these matters have been addressed and are ready for deliberation of the Board. As such, the materials pertaining to the order of business of the Committee meeting should be completed by the Technical Working Group of the Committee and distributed, either in writing or electronically, to all members of the Committee at least three (3) working days in advance of the meeting. This implies that Management must submit the materials required for the Order of Business to the Board Committees' TWGs at least four (4) 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 Committee meeting.

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

7. AFPMBAI Personnel as Resource Persons

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

8. 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 Committee 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. Any member may make a motion, second a motion, or vote.

9. Minutes

All Committee meetings must be duly documented and filed at the Board Relations Office. The draft of the Minutes of Committee meetings must be available for comment a minimum of three (3) working days prior to the next Committee meeting. The Minutes will be taken up for approval or ratification during the next meeting, and subsequently signed by the Committee members.

The audio recording of Board Committee 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 Committee.

10. Committee Output to the Board of Trustees

All Committee endorsements to the Board of Trustees, including all relevant materials and powerpoint presentations, must be submitted to the Corporate Secretary/Board Relations Office in the format of a memo signed by the Committee Chairman not later than six (6) working days prior to the Board meeting.

11. Annual Accomplishment Report

At the end of each calendar year, the Board Committees shall review their respective performance based on the targets agreed upon and approved by the Board of Trustees at the beginning of the year. The assessment shall be initiated by the Board Committees' TWG, with the final rating to be forwarded by the Committee in a memo addressed to the Governance Committee Chairman, to be made part of the over-all assessment of Board Performance and reported to the Board of Trustees by the first quarter of the succeeding year.

Approved by the Board of Trustees on 29 July 2019, per Board Resolution No. 67, Series of 2019, with amendments introduced on 6 April 2020, per Board Resolution No. 28, Series of 2020.