



# Armed Forces and Police Mutual Benefit Association, Inc.

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## SUMMARY OF THE MINUTES OF THE 2022 ANNUAL GENERAL MEMBERSHIP MEETING 21 May 2022 - 9 A.M. – Video Conference

### I. Call to Order

GEN ANDRES C CENTINO PA, Chairman of AFPMBAI, presided over the meeting and called the meeting to order at 9:06 A.M.

### II. Proof of Due Notice of the Meeting

The Corporate Secretary, Atty Renato A David, attested that the Notice for the Annual General Membership Meeting (AGM) was duly published in the Manila Bulletin and in the People's Journal on 21 April 2022 in accordance with the required notices pursuant to Article V, Section 3 of the Bylaws, and that the Notice of Meeting, Agenda, and downloadable Proxy form had also been uploaded on the AFPMBAI website on 15 April 2022.

### III. Proof of Presence of Quorum

Atty David reported that there were 85 registered regular members virtually present and 386 registered members who voted in absentia, composing the quorum. He also introduced the members of the Board of Trustees present, including AFPMBAI's corporate officers, as well as the members of the Committee on Election (COMELEC). These were the following:

#### A. Members of the Board of Trustees

- |  |   |
|--|---|
| 1. GENERAL ANDRES C CENTINO PA         | Chief of Staff, AFP<br>Chairman of AFPMBAI  |
| 2. MGEN ADRIANO S PEREZ JR PA          | Vice Chairman of AFPMBAI<br>Representative of the AFP Joint Staff<br>Chairman of the Nomination and<br>Remuneration Committee<br>Chairman of the Nomination Committee<br>for the 2022 AGM |
| 3. MGEN RIZALDO B LIMOSO PA (RET)      | AFPMBAI President and CEO   |
| 4. BGEN VIRGILIO B BARTOLOME PA (RET)  | Independent Trustee and Chairman<br>of the Audit Committee  |
| 5. MGEN ROLANDO B TENEFRANCIA PA (RET) | Independent Trustee and Chairman<br>of the Governance Committee   |

- |     |                                       |   |
|-----|---------------------------------------|---|
| 6.  | MGEN TYNE T BAÑAS PA (RET)            | Independent Trustee and Chairman of the Risk Oversight and Related Party Transaction Committee        |
| 7.  | CSUPT RUEL S RIVERA BJMP              | Representative of the Bureau of Jail Management and Penology and Chairman of the Investment Committee |
| 8.  | CG VADM EDUARDO D FABRICANTE          | Representative of the Philippine Coast Guard and Chairman of the Social Services Program Committee    |
| 9.  | MGEN ROY M GALIDO PA                  | Representative of the Philippine Army   |
| 10. | MGEN NESTOR C HERICO PN (M)           | Representative of the Philippine Navy   |
| 11. | MGEN ARTHUR M CORDURA PAF             | Representative of the Philippine Air Force  |
| 12. | PMGEN RHODERICK C ARMAMENTO           | Representative of the Philippine National Police  |
| 13. | PBGEN ARTHUR V BISNAR (absent)        | Representative of the Philippine National Police  |
| 14. | CSUPT ROEL JEREMY G DIAZ BFP          | Representative of the Bureau of Fire Protection   |
| 15. | 2LT ALADIN S DACAYANAN (INF) PA (RET) | Representative of the Office of the AFP Sergeant Major  |

**B. Other Corporate Officers**

- |    |                                     |   |
|----|-------------------------------------|---|
| 1. | MGEN NATHANIEL Y CASEM PN (M) (RET) | Head, Sales Operations Group, Chief Operating Officer, and Compliance Officer   |
| 2. | COL ELIEZER R GALAM PA (RET)        | Treasurer, Head, Corporate Services Group, and Chief Corporate Services Officer |

**C. Members of the Committee on Election (COMELEC)**

- |    |   |  |
|----|---|--|
| 1. | BGEN SER-ME L AYUYAO JAGS                     | The Judge Advocate General, AFP and COMELEC Chairman |
| 2. | COL LIBERATO RAMOS JR JAGS (GSC)              | Army Judge Advocate - Member                         |
| 3. | COL ERWIN VICTORIANO A MACHICA III JAGS (GSC) | Naval Judge Advocate – Member                        |
| 4. | COL ROPER JOHN B ESTEPA JAGS (GSC)            | Air Judge Advocate – Member                          |
| 5. | PBGEN GEORGE L ALMADEN                        | Director, PNP Legal Service - Member                 |

**IV. Opening Remarks**

Gen Andres C Centino PA, Chairman of AFPMBAI, thanked everyone who joined the AGM, gave an overview of the performance of AFPMBAI in 2021, and encouraged the members to participate actively in the assembly.

**V. Approval of the Minutes of the Annual General Membership Meeting dated 15 May 2021**

Upon motion of SMS Felipe B Bautista PA, duly seconded by MSg Morena Nacario Bamo PA, the Minutes of the Annual General Membership Meeting held on 15 May 2021 was approved. 312,191 members also voted for the approval of the subject Minutes, including the residual votes of the Chief of Staff, AFP. 3 voted against the approval, while 36 abstained from voting.

**VI. Report of the President and CEO**

The President and CEO, MGen Rizaldo B Limoso PA (Ret), reported on the performance of AFPMBAI for 2021, particularly on the following major initiatives: Digital Transformation, Capacity Building, Business Process Improvement, and the Development of Organizational Capital. He also reported on Claims and Benefits Granted, CSR Projects, the Military and Uniformed Personnel (MUP) Pension Reform Bills, as well as the company's priority initiatives in the "new normal".

After President Limoso rendered his report, SMS Edgar B Borja PAF inquired if AFPMBAI provided scholarship programs for its members and their dependents, to which President Limoso replied that the Association has a program called Grants for Dependents or the GRADE Program. The Program was created to extend educational assistance to high school and college students who are qualified dependents of active and regular AFPMBAI members who have been killed in action (KIA), died in the Line Of Duty (LOD), and those who have been confirmed to have Complete Disability Discharge due to non-combat reasons. He then enumerated the features of the Program and named the contact persons for further inquiries.

Thereafter, upon motion of SMS Rhoel M Graganza (INF) PA, duly seconded by SMS Edgar B Borja PAF, and with 312,198 votes from the members, including the residual votes of the AFP Chief of Staff, the body noted the report of the President and CEO. 32 abstained from voting.

**VII. Ratification of the Acts and Resolutions of the Board of Trustees, Corporate Officers, and Management**

Upon motion of SMS Ignacio O Onia PA, duly seconded by SMS Remegio L Turingan (INF) PA, and with a vote in favor of the motion by 312,180 members, including the residual votes of the Chief of Staff, AFP, the actions, decisions, agreements, transactions, policy statements, and resolutions of the Board of Trustees, Corporate Officers, and Management from March 1, 2021 to December 31, 2021 and from January 1, 2022 to March 31, 2022 was ratified and approved by the body. 4 voted against the approval, while 46 abstained from voting.

**VIII. Report of the Audit Committee**

BGen Virgilio B Bartolome PA (Ret), Chairman of the Audit Committee, reported to the members that the CY 2021 Statutory Audit was completed and was presented to the Board of Trustees on April 12, 2022 with Unqualified Opinion. The Committee also reported that the internal audit function is operating effectively, the internal control system of the Association is effective, efficient and working as intended, and that there were no significant omission in the system which were not adequately resolved.

Thereafter, upon motion of SMS Romel A Constantino PAF, duly seconded by CMS Armi C Masarap (SC) PA, and with 312,198 members having voted in favor of the motion, including the residual votes of the AFP Chief of Staff, the body noted the report of the Audit Committee. 32 abstained from voting.

**IX. Report of the Governance Committee**

MGen Rolando B Tenefrancia PA (Ret), Chairman of the Governance Committee, reported on the Board approval of the Association's Annual Corporate Governance Report for CY 2021 and its submission to the Insurance Commission by 30 May 2022. He also reported on the performance of the Board of Trustees, the accomplishment of the Board Committees, and the attendance of individual Trustees for CY 2021.

Upon motion of SMS Sonny A Apostol PA, duly seconded by CMS Feliciano M Lazo (INF) PA, and with 312,198 members having voted in favor of the motion, including the residual votes of the AFP Chief of Staff, the body noted the report of the Governance Committee. 32 abstained from voting.

**X. Report of the Risk Oversight and Related Party Transaction Committee**

MGen Tyne T Bañas PA (Ret), Chairman of the Risk Oversight and Related Party Transaction Committee, reported to the members AFPMBAI's Top 10 Risks and the mitigation strategies by employed by the Association, as well as AFPMBAI's response to the MUP Pension Reform Bills.

Upon motion of PMGen Rhoderick C Armamento, duly seconded by SMS Marlon R Manlongat (AGS) PA, and with 312,195 members having voted in favor of the motion, including the residual votes of the AFP Chief of Staff, the body noted the report of the Risk Management and Related Party Transaction Committee. 35 abstained from voting.

**XI. Report of the Nomination Committee**

MGen Adriano S Perez Jr PA, Chairman of the Nomination Committee for the 2022 AGM, reported on the Board seats open for nomination, the nomination and screening process, the criteria for qualification and disqualification of trustees, and the status of nominations for the members of AFPMBAI's Board of Trustees for CY 2022-2023.

Upon motion of MSg Michelle T Pendejito PA, duly seconded by SSg Michael P Sibayan PA, and with 312,197 members having voted in favor of the motion, including the residual votes of the AFP Chief of Staff, the body noted the report of the Nomination Committee. 33 abstained from voting.

**XII. Election of the Members of the Board of Trustees**

At this point of the meeting, Chairman Centino turned the floor over to the Chairman of the Committee on Election (COMELEC), the Judge Advocate General of the AFP, BGen Ser-Me L Ayuyao JAGS. BGen Ayuyao informed the body that fifteen (15) members of the Board of Trustees would be elected in accordance with Article VI, Section 3 of the Bylaws, and that only regular members are qualified to be nominated and be voted upon with each member being entitled to one (1) vote regardless of the number of his insurance policies or amount of coverage

(Article V, Section 5 of the Bylaws). The Chairman of the Nomination Committee, MGen Adriano S Perez Jr PA, then nominated fifteen (15) candidates that have been deemed qualified by the Committee and presented their qualifications onscreen.

The COMELEC Chairman then presented the results of the votes of the members for the candidates presented:

<b>Trustees Elected</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>	
1	Gen Andres C Centino PA, representing the Office of the Chief of Staff, AFP	Count	312,180	5	45
		%	99.9840%	0.0016%	0.0144%
<b>Trustees Elected</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>	
2	MGen Adriano S Perez Jr PA, representing the Joint Staff of the Armed Forces of the Philippines	Count	312,173	2	55
		%	99.9818%	0.0006%	0.0176%
3	MGen Roy M Galido PA , representing the Philippine Army	Count	312,171	6	53
		%	99.9811%	0.0019%	0.0170%
4	MGen Arthur M Cordura PAF, representing the Philippine Air Force	Count	312,173	6	51
		%	99.9818%	0.0019%	0.0163%
5	MGen Nestor C Herico PN (M), representing the Philippine Navy	Count	312,174	4	52
		%	99.9820%	0.0013%	0.0167%
6	CMS Rogelio O Obillo PN (M), representing the Office of the AFP Sergeant Major	Count	312,167	4	59
		%	99.9798%	0.0013%	0.0189%
7	PMGen Roderick C Armamento, representing the Philippine National Police	Count	312,161	7	62
		%	99.9779%	0.0022%	0.0199%
8	PBGen Jonnel C Estomo, representing the Philippine National Police	Count	312,160	7	63
		%	99.9776%	0.0022%	0.0202%
9	CG VAdm Eduardo D Fabricante, representing the Philippine Coast Guard	Count	312,164	4	62
		%	99.9788%	0.0013%	0.0199%
10	CSupt Rinco T Montaus BJMP, representing the Bureau of Jail Management and Penology	Count	312,164	7	59
		%	99.9789%	0.0022%	0.0189%
11	CSupt Roel Jeremy G Diaz BFP, representing the Bureau of Fire Protection	Count	312,174	5	51
		%	99.9821%	0.0016%	0.0163%
12	MGen Rizaldo B Limoso PA (Ret), representing the membership at-large	Count	312,162	5	63
		%	99.9782%	0.0016%	0.0202%
13	Gen Ricardo A David Jr PA (Ret) as Independent Trustee	Count	312,159	8	63
		%	99.9772%	0.0026%	0.0202%
14	BGen Rodel Mauro R Alarcon PA (Ret) as Independent Trustee	Count	312,156	8	66
		%	99.9763%	0.0026%	0.0211%
15	BGen Philip S Lapinid PA (Ret) as Independent Trustee	Count	312,159	6	65
		%	99.9773%	0.0019%	0.0208%

After the nomination and election proceedings, the COMELEC Chairman declared the following as the duly-elected members of the Board of Trustees for CY 2022-2023:

	<b>Nominee</b>	<b>Representing</b>
1	GEN ANDRES C CENTINO PA	Office of the Chief of Staff, AFP
2	MGEN ADRIANO S PEREZ JR PA	Joint Staff of GHQ, AFP
3	MGEN ROY M GALIDO PA	Philippine Army
4	MGEN ARTHUR M CORDURA PAF	Philippine Air Force
5	MGEN NESTOR C HERICO PN (M)	Philippine Navy
6	CMS ROGELIO O OBILLO PN (M)	Office of the AFP Sergeant Major
7	PMGEN RHODERICK C ARMAMENTO	Philippine National Police
8	PBGEN JONNEL C ESTOMO	Philippine National Police
9	CG VADM EDUARDO D FABRICANTE	Philippine Coast Guard
10	CSUPT RINCO T MONTAUS BJMP	Bureau of Jail Management and Penology
11	CSUPT ROEL JEREMY G DIAZ BFP	Bureau of Fire Protection
12	MGEN RIZALDO B LIMOSO PA (RET)	At Large
13	GEN RICARDO A DAVID JR PA (RET)	Independent Trustee
14	BGEN RODEL MAURO R ALARCON PA (RET)	Independent Trustee
15	BGEN PHILIP S LAPINID PA (RET)	Independent Trustee

### **XIII. Oath-Taking of the Members of the Board of Trustees**

At this point, The COMELEC Chairman administered the oath-taking of the newly elected members of the Board of Trustees.

### **XIV. Other Matters**

The Chairman informed the members of the result of the survey that the members answered, with the following questions and results:

- A. How would you evaluate the overall performance of the AFPMBAI Board of Trustees (BOT) in terms of its strategic thrusts for Good Governance and Member Satisfaction for CY2021?

Very Satisfied	62.3%
Satisfied	36.7%
Dissatisfied	0.9%

- B. Do you believe that AFPMBAI, through the direction of its Board of Trustees, has so far accomplished its Mission to 'provide members and their families with comprehensive insurance, opportunity for lifetime security, and significant social services?

Strongly Agree	63.3%
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Agree	35.8%
Disagree	0.9%

C. Select the top five (5) areas that AFPMBAI needs to improve on for the benefit of the members and their families.

- Top 1 Cash benefits to be received from AFPMBAI's permanent insurance plans
- Top 2 Hospitalization financial assistance due to sickness or surgery
- Top 3 Online release of benefit claims
- Top 4 Insurance death benefits to be received from AFPMBAI's basic membership insurance plan
- Top 5 Online loan application process and Loan Interest Rates

Upon motion of SMS Nixon DV Bizarra PA, duly seconded by SMS Freddie Mercado PAF, the body noted the result of the survey on Board performance.

The Chairman also thanked the outgoing Trustees of the Association for their invaluable contribution during their term, and each outgoing Trustee also expressed his gratefulness for the opportunity to serve AFPMBAI.

**XV. Adjournment**

There being no other matter to discuss, QM2 Jenny D Guanlao PN moved for the adjournment of the meeting, which motion was duly seconded by CMS Ronaldo M Puma PA. The meeting was adjourned at 11:44 A.M.