



National Power Corporation

**NATIONAL POWER BOARD**

**EXCERPTS FROM THE MINUTES OF THE SIXTH REGULAR MEETING  
OF THE NATIONAL POWER BOARD, HELD ON 26 SEPTEMBER 2017.**

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**RESOLUTION NO. 2017- 42**  
(Reconstitution of the Committees of the National Power Board)

**WHEREAS**, Section 16 of GCG Memorandum Circular No. 2012-07, otherwise known as the Code of Corporate Governance for GOCCs provides that 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;

**WHEREAS**, the creation of committees guarantees the proper handling of the concerns elevated to the Board and allows the Board to effectively utilize and tap the expertise of its Directors;

**WHEREAS**, by virtue of Resolution No. 2015-02, the National Power Board created the following committees:

1. Executive Committee;
2. Board Audit Committee;
3. Board Nomination and Remunerations Committee;
4. Board Review Committee;
5. Board Governance Committee; and
6. Board Risk Management Committee;

**WHEREAS**, the functions of the said committees are provided under the GCG-approved NPC Manual of Corporate Governance;

**WHEREAS**, on 13 July 2017, the Board, acting as a Governance Committee of the Whole, assessed the composition of the existing Board committees and accordingly agreed to reconstitute the same;

**NOW, THEREFORE, BE IT RESOLVED, AS IT IS HEREBY RESOLVED**, that the **NATIONAL POWER BOARD, APPROVES** and **CONFIRMS** the **RECONSTITUTION OF THE FOLLOWING COMMITTEES:**

**1. EXECUTIVE COMMITTEE**

Chairman : DOF  
Members : DOE  
DBM  
NPC

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## 2. BOARD AUDIT COMMITTEE

<b>Chairman</b>	:	<b>DBM</b>
<b>Vice Chair</b>	:	<b>NEDA</b>
<b>Members</b>	:	<b>DOF</b>
		<b>DENR</b>
		<b>DILG</b>
		<b>DA</b>
		<b>DTI</b>

## 3. BOARD NOMINATION AND REMUNERATIONS COMMITTEE

<b>Chairman</b>	:	<b>DENR</b>
<b>Vice Chair</b>	:	<b>DA</b>
<b>Members</b>	:	<b>DOF</b>
		<b>DBM</b>
		<b>DOE</b>
		<b>NPC</b>
		<b>NPC EXA/PGEA</b>

## 4. BOARD REVIEW COMMITTEE<sup>1</sup>

<b>Chairman</b>	:	<b>DOE</b>
<b>Vice Chair</b>	:	<b>DOF</b>
<b>Members</b>	:	<b>DENR</b>
		<b>DBM</b>
		<b>NEDA</b>
		<b>DTI</b>
		<b>NPC</b>
		<b>DA</b>
		<b>DILG</b>

## 5. BOARD GOVERNANCE COMMITTEE

<b>Chairman</b>	:	<b>DOF</b>
<b>Vice Chair</b>	:	<b>DOE</b>
<b>Members</b>	:	<b>DTI</b>
		<b>DA</b>
		<b>DBM</b>
		<b>DILG</b>
		<b>DENR</b>

*DM*

<sup>1</sup> The Board agreed that all Members shall be entitled representation in the BRC since the said committee practically reviews most of the items elevated by the NPC Management to the Board.

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**6. BOARD RISK MANAGEMENT COMMITTEE**

<b>Chairman</b>	:	<b>NEDA</b>
<b>Vice Chair</b>	:	<b>NPC</b>
<b>Members</b>	:	<b>DILG</b>
		<b>DBM</b>
		<b>DOE</b>
		<b>DOF</b>
		<b>DTI</b>
		<b>DENR</b>

**RESOLVED, FURTHER**, that the provisions of Section 8 of the NPC Corporate Governance Manual, which are not consistent with the foregoing are hereby repealed, amended or modified accordingly; and

**RESOLVED, FINALLY**, that the Officer-in-Charge, Office of the Corporate Secretary, be and is hereby **AUTHORIZED TO SIGN, EXECUTE AND DELIVER** all other related documents necessary to implement the foregoing resolution, such as the formal notification to the Governance Commission for GOCCs, for and in behalf of the Corporation."

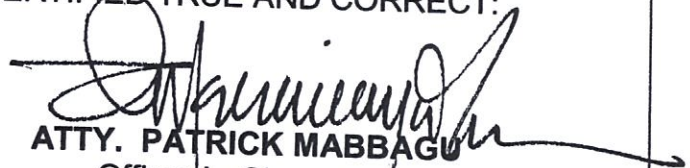
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**APPROVED AND CONFIRMED,**  
**26 SEPTEMBER 2017.**

CERTIFIED TRUE AND CORRECT:



**ATTY. PATRICK MABBAGU**  
Officer-In-Charge  
Office of the Corporate Secretary