



## Nomination, Compensation, and Remunerations Committee Charter

<b>Committee Name</b>	<b>Nomination, Compensation, and Remunerations Committee</b>
<b>Short Name</b>	<b>NCRC</b>
<b>Nature</b>	Board Committee
<b>Responsibility Statement</b>	The Nomination, Compensation and Remuneration Committee (NCRC) shall have oversight on the assessment, nomination and election process for the members of the Board of Directors, and other management positions requiring approval of the Board. It also has oversight responsibility over the Bank’s compensation and remuneration policies and structures, succession plan, and Human Resources Management Development Division manpower related outsourcing activities.

**Membership** Five (5) members, majority of whom are independent directors, including the Chairman.

Designation	Member
Chairman	Independent Director
Regular Members	Four (4) Directors, two (2) of whom are Independent Directors
Advisors	Two (2) Advisors

**Support Personnel**

Designation	Designated Officer
Secretariat	Head - Human Resources Management and Development Division

**Composition, Qualifications, and Voting** The members of the NCRC are appointed annually by the Board. It shall be composed of at least five (5) members of the board of directors, majority of whom shall be Independent Directors, including the Chairperson. All decisions or resolutions of the Committee shall have the affirmative vote of at least the majority of the members of the Committee.

**Duties and Responsibilities**

**1. Nomination and Fit-and-Proper Oversight**

**Oversee the nomination and fit and proper process of nominees to the Board of Directors and other Officers of the Bank requiring Board approval by:**

- Ensuring that the policies on selection, nomination, and succession of directors and key officers are properly observed.
- Ensuring that all nominees satisfy the Fit and Proper Rule (integrity, competence, education, and relevant experience).
- Reviewing the Board composition to maintain diversity of skills, independence, and expertise.
- Reviewing and endorsing the election or re-election of the members of the Board of Directors and the appointment of key officers, for the approval of the Board.

**2. Compensation and Remuneration Governance**

Oversee the design and operation of the remuneration and other incentives policy of the Bank to ensure that compensation is aligned with the Bank’s strategic objectives, prudent risk appetite, and long-term interests.

### **3. Bank's Table of Organization and Succession Planning**

Oversee the implementation of the Senior Officers' Promotion Policy, Changes in the Table of Organization and the Succession Planning Program of the Bank.

### **4. Annual Re-Assessment and Continuing Education Program of Board of Directors**

- Oversee the conduct of annual re-assessment of the members of the Board of Directors, Board Advisers, and Management Consultants through the result of annual peer assessments and performance evaluation.
- Oversee the programs for the continuing education for the members of the Board.

#### **Meetings**

At the minimum, the NCRC meets quarterly but meetings may be set more frequently to enable the NCRC to properly discharge its duties and responsibilities.

The Committee meeting may be conducted through modern technologies such as, but not limited to, teleconferencing and video-conferencing as long as the committee members attending the meeting can actively participate in the deliberations on matters taken up. Notwithstanding, every Committee member shall **attend** in at least fifty percent (50%) of all Committee meetings every year.

#### **Evaluation and Reports**

The Committee shall review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for its approval pursuant to this charter and for continued alignment with regulatory updates and best practices.

The Committee shall keep written minutes of meetings, which shall be maintained in the books and records of the Bank and reported to the Board of Directors.

The Committee shall ensure adherence to BSP, SEC, and Corporate Governance guidelines on nomination and compensation practices.