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6J. GORVERNING BOARD PERFORMANCE SCORECARD COOPERATIVE

6.10 The Board then reviewed and discussed the proposed Performance Scorecard of the SB Corp Governing Board as endorsed by the Corporate Governance Committee, a copy of which was included in the materials folio. As proposed, the performance of the Board shall be measured using three Key Performance Indicators, namely; Meetings and Participation, Transparency, and Quality of Governance. Under each KPI are measures with corresponding weights. Meetings and Participation shall have a weight of 25%, 25% for Transparency and 50% for Quality of Governance. A rating scale of 1-5 shall be used where 5 shall mean "Yes for all members" and 1 shall mean "No for all members". Finding the proposal to be in order, the Board agreed to approve it. Thus, upon motion made and seconded, the Board passed, approved and confirmed the following resolution:

BOARD RESOLUTION NO. 2018-12-2681

PERFORMANCE SCORECARD OF SB CORP GOVERNING BOARD

"RESOLVED: That in compliance with the requirements of BSP and GCG, the Performance Scorecard of SB Corp Governing Board, a copy of which is attached as Annex "A" and made an integral part hereof be, as it is hereby approved and confirmed."

APPROVED.



**SMALL
BUSINESS
CORPORATION**



SECRETARY'S CERTIFICATE

I, **JESSIE R. REOTUTAR**, acting in my capacity as Corporate Board Secretary of the Small Business Corporation, a government-owned and controlled corporation created by virtue of R.A. 6977, as amended by R.A. 8289 and further amended by R.A. 9501, after being duly sworn to in accordance with law, hereby certify that in the 307th meeting of the Board of Directors of the Corporation held on 17 December 2018 at the SB Corporation Board Room, 18/F 139 Corporate Center, 139 Valero St., Salcedo Village, Makati City and at which a quorum was present, the following Resolution was duly passed, approved and confirmed:

BOARD RESOLUTION NO. 2018-12-2681

PERFORMANCE SCORECARD OF SB CORP GOVERNING BOARD

"RESOLVED: That in compliance with the requirements of BSP and GCG, the Performance Scorecard of SB Corp Governing Board, a copy of which is attached as Annex "A" and made an integral part hereof be, as it is hereby approved and confirmed."

APPROVED.

Makati City, 17 December 2018.

Jessie R. Reotutar
JESSIE R. REOTUTAR
Corporate Board Secretary

OATH

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SUBSCRIBED AND SWORN to before me this DEC 19 2018 at Makati City, affiant exhibited to me his UMID No. CRN-006-0083-3539-9.

Doc. No. 339
Page No. 69
Book No. 155
Series of 2018.

~~**BUENAVENTURA S. BENSOSA**~~
Notary Public
Until December 31, 2018
PTR No. 6607798 Makati City-1/3/18
IBP No. 1050787 10-28-16 Roll No. 31206
500-A Madrigal Bldg. Ayala Ave. Makati City

Jessie
12-2018
RS

PERFORMANCE SCORECARD OF SBCORP GOVERNING BOARD (Proposed)

Rating Period: 2018

Rating Guide:

Rating	Description
5	Yes for all members
4	Yes for more than majority of members
3	Yes for simple majority of members
2	Yes for a minority of members
1	No for all members

Scorecard:

Item No.	Key Performance Indicator	Weight (%)	Rating (%)	Weighted Score (%)
A	MEETING AND PARTICIPATION			
1	Is the Board able to conduct regular meetings as required by its charter?	5		
2	Is the Board able to maintain high level of attendance in meetings among its appointed/designated members?	5		
3	Is the Board able to observe adequate level of study of the board folio materials for its consideration?	5		
4	Is the Board able to achieve high level of participation among its members during meetings?	5		
5	Is the Board able to observe regular meetings of each of its Committees as required by the committee charters?	5		
	Sub-total	25		
B	TRANSPARENCY			
1	Does the Board ensure that there is no conflict of interest among its members and as a body in coming up with its decisions?	15 (5 x 3)		
2	Does the Board ensure compliance among its members to the GCG's annual appointive Director's Data Form?	5		
3	Does the Board ensure that all information required by regulation for disclosure to the different stakeholders are timely and regularly made available?	5		
	Sub-total	25		
C	QUALITY OF GOVERNANCE			
1	Does the Board ensure that the agency is able to perform its mandate and to accomplish its program commitments and targets?	20 (5 x 4)		
2	Does the Board have working knowledge of the statutory and regulatory requirements affecting the agency's operations?	5		
3	Does the Board ensure that the agency is compliant with regulatory policy and requirements?	5		
4	Does the Board ensure timely measurement of risk profile of the agency?	5		
5	Does the Board ensure that the Financial Statements of the agency are timely, transparent and compliant with regulatory standards?	5		
6	Does the Board ensure that corrective measures are adopted as guided by audit findings?	5		
7	Does the Board ensure that the Information and Technology systems of the agency are adequate and transparent?	5		
	Sub-total	50		
	Total	100		



SECRETARY'S CERTIFICATE

I, JESSIE R. REOTUTAR, acting in my capacity as Corporate Board Secretary of the Small Business Corporation, a government-owned and controlled corporation created by virtue of R.A. 6977, as amended by R.A. 8289 and further amended by R.A. 9501, after being duly sworn to in accordance with law, hereby certify that in a referendum among the members of the Board of Directors of the Corporation held on 02 May 2019 and at which majority of the members participated, the following Resolution was duly passed, approved and confirmed:

BOARD RESOLUTION NO. 2019-05-2751

PERFORMANCE SCORECARDS OF BOARD-LEVEL COMMITTEES

"RESOLVED: That as favorably endorsed by the Management, the Performance Scorecards of the Board-level Committees, namely, Corporate Governance Committee, Board Audit and Compliance Committee, Risk Oversight Committee, and Board Oversight Committee on Technology and Information Management which shall be used to measure the performance of said Committees starting CY 2018 and onwards, copies of which are attached as Annexes "A", "A-1", "A-2" and "A-3", respectively, be, as it is hereby approved and confirmed."

APPROVED.

Makati City, 06 May 2019.

JESSIE R. REOTUTAR
Corporate Board Secretary

OATH

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SUBSCRIBED AND SWORN to before me on MAY 06 2019 Makati City, affiant exhibited to me his UMID No. CRN-006-0000-3539-9.

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Series of 2019.

ATTY. GERVACIO B. BRIZ, JR
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31 2020
PTR NO. 7335104 / 03-2019 MAKATI
IBF NO. 656150 / 03-2019 MEMBER
APPT. NO. M10 / 03-2019 REG. NO. 4009
MCLE COMPLIANCE NO. V-0006934
UNIT 102 PERINGULA COURT BLDG
8735 MAKATI AVE., MAKATI CITY

gnw 5.7.2019

PERFORMANCE SCORECARD OF CORPORATE GOVERNANCE COMMITTEE
Rating Period: 2018

Rating Guide:

Rating	Description
5	Yes for all members
4	Yes for more than majority of members
3	Yes for simple majority of members
2	Yes for a minority of members
1	No for all members

Scorecard:

Item No.	Key Performance Indicator	Weight (%)	Rating (%)	Weighted Score (%)
A	MEETING AND PARTICIPATION			
1	Is the Committee able to conduct regular meetings as required by its charter?	10 (5x2)		
2	Is the Committee able to maintain high level of attendance in meetings among its appointed/designated members?	5		
3	Is the Committee able to observe adequate level of study of the Committee folio materials for its consideration?	10 (5x2)		
4	Is the Committee able to achieve high level of participation among its members during meetings?	10 (5x2)		
	Sub-total	35		
B	TRANSPARENCY			
1	Does the Committee ensure that there is no conflict of interest among its members and as a body in coming up with decisions?	15 (5x3)		
	Sub-total	15		
C	PERFORMANCE OF MANDATE			
1	Does the Committee review from time to time the Manual of Corporate Governance, the Code of Ethics and the CGC Charter, and recommend any change to the Board?	10 (5x2)		
2	Does the Committee ensure the attendance of Board members to corporate governance seminars conducted by BSP/GCG-accredited governance program seminar/training providers?	5		
3	Does the Committee oversee the annual performance evaluation of the Board and its Committees, including self-evaluation of its performance?	10 (5x2)		
4	Does the Committee review regularly the organization plan and structure including proposed organizational changes/enhancements, as well as manpower plan to ensure adequacy in meeting the growth need of the agency?	15 (5x3)		
5	Does the Committee oversee the agency's compliance efforts with respect to the Manual of Corporate Governance, Code of Ethics, and related laws, rules and regulations as well as company policies and procedures where the compliance functions of the Committee shall cover non-financial matters?	10 (5x2)		
	Sub-total	50		
	TOTAL	100		

Accomplished by: _____
Name and Signature of Director

PERFORMANCE SCORECARD OF BOARD AUDIT AND COMPLIANCE COMMITTEE

Rating Period: 2018

Rating Guide:

Rating	Description
5	Yes for all members
4	Yes for more than majority of members
3	Yes for simple majority of members
2	Yes for a minority of members
1	No for all members

Scorecard:

Item No.	Key Performance Indicator	Weight (%)	Rating (%)	Weighted Score (%)
A	MEETING AND PARTICIPATION			
1	Is the Committee able to conduct regular meetings as required by its charter?	10 (5x2)		
2	Is the Committee able to maintain high level of attendance in meetings among its appointed/designated members?	5		
3	Is the Committee able to observe adequate level of study of the Committee folio materials for its consideration?	10 (5x2)		
4	Is the Committee able to achieve high level of participation among its members during meetings?	10 (5x2)		
	Sub-total	35		
B	TRANSPARENCY			
1	Does the Committee ensure that there is no conflict of interest among its members and as a body in coming up with decisions?	15 (5x3)		
	Sub-total	15		
C	PERFORMANCE OF MANDATE			
C.1	Financial Statements			
1	Does the Committee ensure an adequate review of the quarterly, half-year and annual FS focusing on any change in accounting policies and practices, major judgment areas, significant adjustments resulting from the audit, going concern assumption, and compliance with PFRS, tax, legal, COA and BSP requirements?	5		
2	Does the Committee review reports of internal auditor and regulatory agencies on the FS, and ensure that management is taking appropriate corrective actions in timely manner in addressing control and compliance functions with regulatory agencies?	10 (5x2)		
C.2	Internal Audit			
3	Does the Committee review from time to time the charter, plans, activities, staffing and organizational structure of the internal audit function?	5		
5	Does the Committee establish and identify the reporting line of the chief audit officer and ensure that the internal auditors shall have free and full access to all agency records, properties and personnel relevant to the internal audit activity and that the audit activity shall be free from interference in determining the scope of the audit examinations and shall provide a venue for the Committee to review and approve the annual internal audit plan?	10 (5x2)		
C.3	Corporate Compliance			
6	Does the Committee review and provide guidance on the corporate compliance program, including policies and practices designed to ensure the agency's compliance with all applicable legal, regulatory and ethical requirements?	10 (5x2)		
7	Does the Committee review and evaluate findings and recommendations from completed compliance activities and audits, including management responses and action plans?	10 (5x2)		
	Sub-total	50		
	TOTAL	100		

Accomplished by: _____
Name and Signature of Director

PERFORMANCE SCORECARD OF RISK OVERSIGHT COMMITTEE
Rating Period: 2018

Rating Guide:

Rating	Description
5	Yes for all members
4	Yes for more than majority of members
3	Yes for simple majority of members
2	Yes for a minority of members
1	No for all members

Scorecard:

Item No.	Key Performance Indicator	Weight (%)	Rating (%)	Weighted Score (%)
A	MEETING AND PARTICIPATION			
1	Is the Committee able to conduct regular meetings as required by its charter?	10 (5x2)		
2	Is the Committee able to maintain high level of attendance in meetings among its appointed/designated members?	5		
3	Is the Committee able to observe adequate level of study of the Committee folio materials for its consideration?	10 (5x2)		
4	Is the Committee able to achieve high level of participation among its members during meetings?	10 (5x2)		
	Sub-total	35		
B	TRANSPARENCY			
1	Does the Committee ensure that there is no conflict of interest among its members and as a body in coming up with decisions?	15 (5x3)		
	Sub-total	15		
C	PERFORMANCE OF MANDATE			
1	Does the Committee ensure timely identification and evaluation of exposures and assess the probability of each risk becoming reality and estimate its possible effect and cost?	15 (5x3)		
2	Does the Committee ensure adequate internal communication of the risk management plan and loss control procedures and conduct regular discussions on the agency's current risk exposure based on regular management reports and provide guidance to Management on how to reduce these risks?	10 (5x2)		
3	Does the Committee evaluate the risk management plan and strategy to ensure its continued relevance, comprehensiveness and effectiveness?	10 (5x2)		
4	Does the Committee ensure adequate information from Management and evaluate these, covering credit risk, operational risk, compliance risk, market risk and liquidity and solvency risks among others?	15 (5x3)		
	Sub-total	50		
	TOTAL	100		

Accomplished by: _____
Name and Signature of Director

PERFORMANCE SCORECARD OF BOARD OVERSIGHT COMMITTEE ON TECHNOLOGY AND INFORMATION MANAGEMENT

Rating Period: 2018

Rating Guide:

Rating	Description
5	Yes for all members
4	Yes for more than majority of members
3	Yes for simple majority of members
2	Yes for a minority of members
1	No for all members

Scorecard:

Item No.	Key Performance Indicator	Weight (%)	Rating (%)	Weighted Score (%)
A	MEETING AND PARTICIPATION			
1	Is the Committee able to conduct regular meetings as required by its charter?	10 (5x2)		
2	Is the Committee able to maintain high level of attendance in meetings among its appointed/designated members?	5		
3	Is the Committee able to observe adequate level of study of the Committee folio materials for its consideration?	10 (5x2)		
4	Is the Committee able to achieve high level of participation among its members during meetings?	10 (5x2)		
	Sub-total	35		
B	TRANSPARENCY			
1	Does the Committee ensure that there is no conflict of interest among its members and as a body in coming up with decisions?	15 (5x3)		
	Sub-total	15		
C	PERFORMANCE OF MANDATE			
1	Does the Committee evaluate the effectiveness of IT governance structure to ensure adequate Board control over decisions, directions and performance of technology and information management?	10 (5x2)		
2	Does the Committee set the strategic directions for technology and information management and ensure that these are aligned with and will sustain the corporate vision and mission?	10 (5x2)		
3	Does the Committee review and monitor the implementation of Information Security program to ensure the confidentiality, integrity and availability of the agency's information resources?	5		
4	Does the Committee evaluate Information Management and IT organizational structure, investment, use and allocation practices and commitment of resources in terms of time, personnel and equipment to ensure that they support the agency's strategies and objectives?	5		
5	Does the Committee evaluate risk management practices to ensure that the agency's IT-related risks are properly managed?	10 (5x2)		
6	Does the Committee review from time to time the Technology and Information Management policies, standards, procedures and processes for their development, approval, implementation and maintenance to ensure that they support the IT strategy and comply with regulatory and legal requirements?	10 (5x2)		
	Sub-total	50		
	TOTAL	100		

Accomplished by: _____

Name and Signature of Director