



MERALCO

**BOARD SELF ASSESSMENT FORM
(January 1 to December 31, 2015)**

MERALCO is committed to adhering to the highest standards of good governance consistent with international corporate best practices. Part of the process for ensuring that these standards are maintained is a regular self-assessment by MERALCO's Board of Directors of its performance.

This questionnaire is intended to assess the performance of the Board as a whole, during the period 1 January to 31 December 2015 (CY 2015). The questionnaire shall also serve as a self-evaluation of the performance of the individual directors during the covered period.

INSTRUCTIONS

Please go over each statement carefully and answer using the following scale:

Scale	Category
1	Not at all Satisfied; Poor (NS)
2	Slightly Satisfied; Needs improvement (SS)
3	Satisfied; Meets requirements (S)
4	Moderately Satisfied; Exceeds requirements (MS)
5	Very Satisfied; Outstanding (VS)

Note: You may check (✓) the appropriate box to indicate your answer.

I. THE BOARD

Please rate the performance of Board based on the following criteria:

A. BOARD STRUCTURE	1	2	3	4	5
	NS	SS	S	MS	VS
1. The Board has a proper mix of directors with the appropriate skills, knowledge and experience to enable them to effectively participate in Board deliberations. (SCG/MCG)					
2. The Board has a process of selection that ensures an optimum mix of directors and officers who can perform competently and professionally and add value to the Company. (SCG/MCG)					
3. The powers, roles, responsibilities and accountabilities between the Board and management are clearly defined, segregated and understood. (SCG/MCG)					
4. The Board has the necessary committees in place to assist the Board in the performance of its duties and responsibilities. (SCG/MCG)					
5. The Board formulates and reviews, as well as updates, the Company's corporate vision and mission, values and purpose, strategic objectives, policies and procedures that serves as a guide to the Company's activities. (SCG/MCG)					

	1	2	3	4	5
B. BOARD DUTIES AND RESPONSIBILITIES	NS	SS	S	MS	VS
6. The Board sets sound strategic objectives and business plans aimed at sustaining the Company’s long-term viability. (SCG/MCG)					
7. The Board oversees management’s implementation of sound strategic policies and guidelines on major capital expenditures, business strategies, operational budgets, plans and policies. (SCG/MCG)					
8. The Board regularly and periodically monitors the Company’s corporate performance against such strategic objectives and business plans. (SCG/MCG)					
9. The Board regularly and periodically monitors the management’s compliance with policies set by the Board and its performance based on approved targets and objectives. (SCG/MCG)					
10. The Board oversees the implementation of the Company’s human resource and personnel development programs and provides for a succession plan for senior management. (SCG/MCG)					
11. The Board oversees the implementation of policies for the performance evaluation and compensation of the officers of the Company (SCG/MCG)					
12. The Board ensures that the Company complies with all relevant laws and regulations and endeavors to adopt accepted best business practices. (SCG/MCG)					
13. The Board ensures the establishment of appropriate corporate governance policies and procedures. (SCG/MCG)					

	1	2	3	4	5
	NS	SS	S	MS	VS
14. The Board provides oversight with regard to enterprise risk management and identifies key risk areas and key performance indicators and monitor these factors with due diligence. (SCG/MCG)					
15. The Board adopts a system of check and balance within the Board and regularly reviews its system of checks and balances for effectiveness. (SCG/MCG)					
16. The Board has adopted a Code of Ethics which shall govern the conduct of the Board, the officers and employee of the Company. (SCG/MCG)					
17. The Board ensures the continuing soundness, effectiveness and adequacy of the Company's control environment. (SCG/MCG)					
C. MEETINGS					
18. The Board schedules and holds regular meetings and convenes special meetings when required by business exigencies. (SCG/MCG)					
19. The Board meetings are duly minuted. (SCG/MCG)					
20. At least one independent director is always in attendance in all Board meetings. (SCG/MCG)					
21. There is active solicitation of views and opinions of the members of the Board in the process of arriving at a decision. (SCG/MCG)					

II. DUTIES AND RESPONSIBILITIES OF THE INDIVIDUAL DIRECTORS

Please evaluate your performance as an individual director of the Board based on the following criteria:

	1	2	3	4	5
	NS	SS	S	MS	VS
22. I understand the mission, vision and values of the Company. (SCG/MCG)					
23. I act in a manner characterized by transparency, accountability, integrity and fairness fully aware that the office of a director is one of trust and confidence. (SCG/MCG)					
24. I devote sufficient time and attention necessary to properly discharge and effectively perform my duties and responsibilities as a member of the Board. (SCG/MCG)					
25. I keep myself updated on developments in the Company, including its financial and operational performance. (SCG/MCG)					
26. I ensure that my personal interest do not conflict with the interest of the Company. (SCG/MCG)					
27. I exercise independent judgment. (SCG/MCG)					
28. I have a working knowledge of the statutory and regulatory requirements affecting the Company, including the contents of its Articles of Incorporation and By-Laws, the requirements of the SEC, and where applicable, the requirements of other regulatory agencies. (SCG/MCG)					
29. I observe confidentiality of non-public information acquired by reason of my position as a director. (SCG/MCG)					

	1	2	3	4	5
	NS	SS	S	MS	VS
30. I attend all board meetings except when prevented by justifiable cause. (SCG/MCG)					
31. I actively participate in board discussions and deliberations. (SCG/MCG)					

If you rated an item with 1 (Not at all Satisfied; Poor) or 2 (Slightly Satisfied; Needs Improvement), please state your reason on the space provided below for comments and suggestions so it can be addressed.

Accomplished by:

Date Accomplished:

Printed Name and Signature