



NATIONAL POWER CORPORATION

NATIONAL POWER BOARD

EXCERPTS FROM THE MINUTES OF THE SEVENTH REGULAR MEETING OF THE NATIONAL POWER BOARD, HELD ON 9 NOVEMBER 2017.

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RESOLUTION NO. 2017- 46

**AMENDMENT TO NATIONAL POWER BOARD RESOLUTION NO. 2017-042 ON
THE COMPOSITION OF THE BOARD RISK MANAGEMENT COMMITTEE [BRMC]
AND BOARD NOMINATION AND REMUNERATIONS COMMITTEE [BNRC]**

"WHEREAS, by virtue of Resolution No. 2017- 42, the standing committees of the National Power Board were reconstituted;

WHEREAS, the National Power Board acting as the Governance Committee of the Whole, recommended that the Chairmanship of the Board Risk Management Committee (BRMC) be given to the Member-Representative from the Department of Energy (DOE);

WHEREAS, under the 2017 Omnibus Rules on Appointments and Other Human Actions issued by the Civil Service Commission (CSC), National Government Agencies (NGAs), State Universities and Colleges (SUCs) and Government-Owned or Controlled Corporations (GOCCs) are mandated to institutionalize and submit an Agency Merit Selection Plan and establish a Human Resource Merit Promotion and Selection Board (HRMPSB) that is primarily responsible for the judicious and objective selection of candidates for appointment in the agency;

WHEREAS, the composition of the HRMPSB is specified under Rule IX of the CSC Omnibus Rules on Appointments and Other Human Actions;

WHEREAS, as provided under the GCG-approved Manual of Corporate Governance, the Board Nomination and Remunerations Committee (BNRC) serves as a special HRMPSB for executives and senior officials of National Power Corporation and for personnel-staff under the Internal Audit Department (IAD), Office of the Corporate Secretary (OCS) and National Power Board (NPB);

WHEREAS, there is a need to amend the composition of the existing BNRC to fully comply with the CSC requirements;

**NOW, THEREFORE, BE IT RESOLVED, AS IT IS HEREBY
RESOLVED**, that the **AMENDED COMPOSITION OF THE BOARD RISK
MANAGEMENT COMMITTEE (BRMC) AND BOARD NOMINATION AND**

EXCERPTS FROM THE MINUTES

9 NOVEMBER 2017

RESOLUTION NO. 2017-46

RE: AMENDMENT TO NATIONAL POWER BOARD
RESOLUTION No. 2017-042 ON THE COMPOSITION OF
THE BOARD RISK MANAGEMENT COMMITTEE [BRMC] AND
BOARD NOMINATION AND REMUNERATIONS COMMITTEE
[BNRC])

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**REMUNERATIONS COMMITTEE (BNRC), BE AND IS HEREBY
APPROVED BY THE NATIONAL POWER BOARD AS FOLLOWS:**

A. BOARD RISK MANAGEMENT COMMITTEE:

Chairperson : Ex-Officio Member/Representative – DOE
Vice Chairperson : Appointive Member/President and CEO
Members : Ex-Officio Member/Representative – DILG
Ex-Officio Member/Representative – DBM
Ex-Officio Member/Representative – DOF
Ex-Officio Member/Representative – DTI
Ex-Officio Member/Representative – DENR
Ex-Officio Member/Representative – NEDA

B. BOARD NOMINATION AND REMUNERATIONS COMMITTEE¹

Chairperson : Ex-Officio Member/Representative– DENR
Vice Chairperson : Ex-Officio Member/Representative – DA
Members : Ex-Officio Member/Representative – DOF
Ex-Officio Member/Representative – DBM
Ex-Officio Member/Representative – DOE
Appointive Member/President and CEO
VP–Administration and Finance (NPC)²
President–NPC Executives' Association
(EXA) or his/her alternate³
President–NPC Power Generation
Employees' Association (PGEA) or his/
her alternate⁴

¹ The Office of the Corporate Secretary shall serve as Secretariat during the BNRC deliberations while the OPD-HRD shall render the necessary administrative support. Moreover, the participation of the VP-AFG and representatives from PGEA and EXA shall be confined and limited to the performance by the BNRC of its HRMPSB function.

² In response to the letter of NPC dated 20 December 2017, CSC – Human Resource Policies and Standards Office confirmed on 16 January 2019 that the VP – Administration and Finance, “as a member of the BNRC, shall act as adviser on HR strategies to support the Board’s corporate decisions”.

³ The EXA President or his/her representative shall take part of the BNRC/HRMPSB activities when the positions to be deliberated and voted upon are JG 16 and up (i.e. Senior Vice President, Vice President, Senior Department Manager, Corporate Secretary and IAD Managers).

⁴ The PGEA President or his/her representative shall take part of the BNRC/HRMPSB activities when the positions to be deliberated and voted upon are supervisory and rank and file employees of the Internal Audit Department and Office of the Corporate Secretary.

EXCERPTS FROM THE MINUTES

9 NOVEMBER 2017

RESOLUTION NO. 2017-46

RE: AMENDMENT TO NATIONAL POWER BOARD
RESOLUTION No. 2017-042 ON THE COMPOSITION OF
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[BNRC])

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RESOLVED, FURTHER, that 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 of GOCCs, for and in behalf of the
Corporation."

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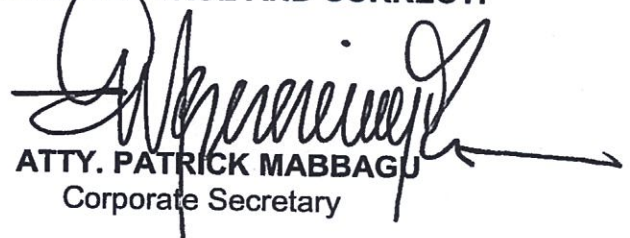
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APPROVED AND CONFIRMED,
09 NOVEMBER 2017



CERTIFIED TRUE AND CORRECT:



ATTY. PATRICK MABBAGU
Corporate Secretary

