

2023 BOARD APPRAISAL/PERFORMANCE REPORT

In line with corporate governance best practices and in accordance with the key mandate of the Board of Directors, Asia Pacific Medical Center – Iloilo, Inc. formulated a Board Performance Evaluation Criteria to enable the Board to periodically identify overall strengths and specific areas for improvements based on results of assessment , and to obtain important feedback and views from the members of the Board which will serve as one of the basis for the Company’s overall strategy , performance and or future directions or endeavors.

The 2022 Board of Directors were asked to evaluate how well the Board has performed for each criterion anchored on its Revised Manual on Corporate Governance such as Structure, Leadership Roles and Responsibilities, Internal Control, Code of Conduct and Other Governance Policies, Independence, Stewardship, Resources, Monitoring, Reporting and Disclosures and Shareholder Benefits and indicate rating using the scale of 1 to 5, (1- Poor, 2- Below Average, 3- Average, 4- Above Average and 5- Excellent). Below is the result of the Self-Assessment conducted by the 2022 BOD based on the aforementioned criteria.

BOARD SELF-ASSESSMENT	Rating
STRUCTURE	
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.	4.16
2. The Board has a process of selection that ensures an appropriate mix of directors and officers who can perform competently and professionally and add value to the Company.	4.42
3. The powers, roles, responsibilities and accountabilities between the Board and Management are clearly defined, segregated and understood.	4.25
4. The Board has the necessary committees in place to assist the Board in the performance of its duties and responsibilities.	4.42
5. The roles of the Chairman and the CEO are separate or, if not there are adequate checks and balances to help ensure that independent, outside views, perspective, and judgments are given proper hearing in the Board.	4.58
LEADERSHIP ROLES AND RESPONSIBILITIES	
6. The Board, together with the Management determines and periodically reviews the Company's purpose, vision, mission and strategic objectives and business plans and policies that guide and direct activities of the Company, and the means to attain the same.	4.17
7. The Board oversees management's implementation of sound strategic policies and guidelines on major capital expenditures, business strategies, operational budgets, plans and policies.	4.50
8. The Board regularly and periodically monitors the Company's corporate performance against such strategic objectives and business plans.	4.17

9. 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.	4.33
10. The Board adopts and decides on Company's governance principles, model/framework, guideline and practices and oversees the implementation thereof.	4.42
11. The Board ensures that the Company complies with all relevant laws and regulations and endeavors to adopt accepted best business practices.	4.50
12. The Board approves objectives and policies for Company's social, community and environmental performance.	4.33
13. The Board exercises corporate powers in accordance with the principles of sound corporate governance, and secures the Company's long-term viability and success.	4.58
INTERNAL CONTROL	
14. The Board has a good understanding of Management's responsibilities in relation to internal control.	4.25
15. The Board ensures the continuing soundness, effectiveness and adequacy of the Company's internal control environment.	4.42
16. The Board ensures that the Company has an internal audit system that can reasonably assure that the Company's key organizational and operational controls are complied with.	4.50
17. The Board ensures that the Company has an independent audit mechanism for the proper audit and review of financial statements by independent auditors.	4.75
CODE OF CONDUCT AND OTHER CORPORATE GOVERNANCE POLICIES	
18. The Board adopts a system of check and balance within the Board and regularly reviews its system of checks and balances for effectiveness.	4.25
19. The Board understands and actively promotes the Company's principles and values.	4.50
20. There is a written Code of Business Conduct and Ethics (the "Code of Conduct") to be followed by the Board, CEO, officers and employees.	4.58
21. There is a formal system to monitor compliance with the Code of Conduct.	4.25
22. The Code of Conduct is communicated, understood and followed by the Board, CEO, officers and employees.	4.58
23. The Code of Conduct provides that there shall be no waiver of any provision of the Code of Conduct in favor of directors or officers, except when expressly granted by the Board and any such waiver must be promptly disclosed to the stockholders.	4.50
24. There is a formal channel established to allow employees to report unethical conduct.	4.42
25. The Board ensures it has and is communicating and implementing a formal conflict of interest policy and it contains guidelines and provisions prohibiting the Company whether directly or indirectly from granting loans to directors and officers.	4.58
26. There are appropriate policies and procedures governing related party transactions.	4.67
27. The Board ensures that the directors are, as required or necessary or upon request of such directors, trained on corporate governance leading practices and principles by competent and recognized experts in the field, which may include institutional training providers accredited or recognized by the Philippine SEC.	4.83
INDEPENDENCE	
28. The Board thinks and acts independently of, and is not unduly influenced by, the CEO and Management.	4.33

29. The Board has a balance of executive and non-executive directors, including independent directors such that no individual or small group of individuals can dominate the Board's decision making.	4.33
STEWARDSHIP	
30. The Board ensures that the company has a delegation of authorities document(s) and system(s) governing approval and reporting limits and levels, including its own delegated authority levels to the Board Committees and the CEO.	4.33
31. The Board maintains close oversight and operations and financial aspects of the Company.	4.58
32. The Board approves strategic financial and non-financial objectives and policies and monitors the achievement thereof against approved targets/performance to ensure the efficiency and effectiveness of the Company.	4.50
33. The Board ensures the recruitment and retention of high potential and high performance key employees (through the CEO and Management).	4.42
34. The Board ensures that there is a professional development programs for employees and officers and provides for a succession plan for senior management that the Board reviews.	4.33
RESOURCES	
35. The Board members have access to Management and independent professional advice to enable them to discharge their duties.	4.42
36. The Corporate Secretary has the primary role of supporting the Board and Chairperson.	4.50
MONITORING - MEETINGS	
37. The Board schedules and holds regular meetings and convenes special meetings when required by business exigencies.	4.92
38. At least one independent director is always in attendance in all Board meetings.	5.00
39. The Board holds sessions with the non-management/non-executive and independent directors (excluding management/executive directors) at least once a year and as such other times as the Board may deem necessary or appropriate.	4.42
40. There is active solicitation of views and opinions of the members of the Board in the process of arriving at a decision.	4.67
41. The Board uses an annual calendar to plan meetings, address issues and align with planning and reporting cycles.	4.50
42. The Board meetings are duly minuted.	4.92
43. The minutes of Board meetings are clear and useful.	5.00
44. The Board receives in a timely manner the right information it needs to fulfill its responsibilities.	4.58
MONITORING - PERFORMANCE ASSESSMENT	
45. The Board ensures that there are mechanisms to monitor its performance and that of its Committees and individual members.	4.50
46. The Board really knows how well it and its Committees are fulfilling their responsibilities and achieving their objectives.	4.50
47. The Board operates smoothly and effectively as a team.	4.58
48. The Board has its own succession and development plans which reflect the results of performance evaluations.	4.17
49. The Board has an effective ongoing development programs for directors and Board Committee members.	4.42
50. Overall, the Board and the Board Committee are contributing to the success of the Company.	4.67
REPORTING AND DISCLOSURES	
51. The Company has a clear policy on communicating or relating with its various shareholders.	4.58
52. The Board regularly and timely reviews, approves and communicates the financial reports, key corporate activities and other material disclosures and statements of the Company to its stakeholders.	4.67
53. The Board asks probing and informed questions of management about the Company's results of operations and disclosures.	4.17
54. The Board promotes and ensures a culture of openness and transparency in the Company.	4.17



SHAREHOLDER BENEFITS	
55. The Board ensures that the Company has an existing mechanism which promotes stockholders' rights.	4.58
56. The Company has in place an investor relations program that will keep stockholders and investors informed of important developments in the Company.	4.83
57. The Board ensures that the Company implements steps to facilitate stockholders' participation in annual or special meetings of stockholders.	4.83
58. The Board ensures that the Company timely provides stockholders with relevant and timely information prior to such meetings.	4.67
59. The Board ensures transparency and fairness in the conduct of stockholders meetings.	4.42
60. The Chairman of the meeting of stockholders gives stockholders an opportunity to raise their concerns or questions in relating in the items in the agenda of the meeting.	4.67

This is to certify that the ratings in this appraisal/performance report are true and correct results of the self-assessment made by 2022 Board of Directors.

(SGD.) MAYLENE B. VILLANUEVA
Corporate Secretary and Compliance Officer

