



GUIDELINES ON BOARD PERFORMANCE ASSESSMENT



COCOGEN INSURANCE, INC.
22F One Corporate Centre, Ortigas Center, Pasig City

GUIDELINES ON BOARD PERFORMANCE ASSESSMENT

The Board of Directors (“Board”) of COCOGEN Insurance, Inc. has adopted the following guidelines with regard to the assessment of its performance, including the performance of its Chairman, individual members and committees:

1. The best measure of the Board’s effectiveness is through an assessment process. In this regard, the Board shall regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.
2. The Board should conduct an annual assessment of its performance, including the performance of the Chairman, individual members and committees. In this regard, the performance assessment of the Board shall be undertaken during the first (1st) quarter of every year following the relevant year under review.
3. Every three (3) years, the performance assessment may be supported by an external facilitator. The use of an external facilitator in the assessment process increases the objectivity of the same. The external facilitator can be any independent third party such as, but not limited to, a consulting firm, academic institution, or professional organization.
4. The Board shall have in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, its Chairman, the individual directors and committees. The criteria and procedure for performance assessment shall be indicated in the following forms attached herewith:
 - a. Annex “A” – Board Performance Assessment Form
 - b. Annex “B” – Director Performance Assessment Form
 - c. Annex “C” – Committee Performance Assessment Form
 - d. Annex “D” – Chairman Performance Assessment Form
5. The Corporate Governance and Related Party Transactions Committee shall oversee the assessment process and ensure that it is being conducted annually pursuant to these Guidelines.
6. The Office of the Corporate Secretary (“OCS”) shall be responsible in facilitating the conduct of the assessment process. In this regard, the OCS shall send out the relevant performance assessment forms to the members of the Board, which shall be accomplished no later than 31 March of each year. The OCS shall ensure that the members of the Board will have sufficient time to accomplish the performance assessment forms.

7. Only members of the Board who have served as such for at least six (6) months shall be entitled to give an evaluation and be the subject of an evaluation under these Guidelines.
8. The accomplished performance assessment forms shall be submitted to the OCS for tallying, compilation and record keeping. The OCS shall always exercise reasonable diligence in maintaining the confidentiality of the accomplished performance assessment forms.
9. In order to encourage candid input and feedback from the members of the Board, the OCS shall ensure that the identity of a director in relation to his/her accomplished performance assessment form shall remain confidential from the other members of the Board.
10. Unless otherwise authorized by the Board, only the OCS shall have access to the accomplished performance assessment forms. However, the Chairman and the individual directors are authorized to request for a summary of the results of their respective performance evaluation from the OCS.
11. The overall result of the performance assessment will be reported to the Board in an executive session. The Board, pursuant to the outcome of the performance assessment, has the power and discretion to take significant steps towards rectifying and improving the factors that contribute to Board dysfunctionality.
12. The conduct of annual performance assessments of the Board, its Chairman, directors and committees shall be certified and attested to by the Corporate Secretary.

-nothing follows-



BOARD ASSESSMENT FORM	Version	
	Assessment Period	

A. INSTRUCTIONS

- 1 Each member of the Board of Directors shall assess the performance of the Board as a whole.

- 2 Encircle a numerical rating (5, 4, 3, 2, 1) for each of the items under a Category (Board Composition and Structure, Board Meetings, Board Leadership, Governance, Board Transparency, and Board Independence), with **5 as the highest** and **1 as the lowest**.

- 3 Submit the accomplished form to the Office of the Corporate Secretary (OCS) for consolidation.

- 4 The numerical rating will be averaged per category (OCS will do this for you).

- 5 The overall result of the assessment will be compiled by the OCS and will be reported to the Board in an executive session.

Description	Equivalent Value
Outstanding	100 Points
Exceptional 1	94 to 99
Exceptional 2	88 to 93
Exceeds Expectations 1	82 to 87
Exceeds Expectations 2	76 to 81
Meets Expectations 1	70 to 75
Meets Expectations 2	64 to 69
Meets Some Expectations 1	58 to 63
Meets Some Expectations 2	52 to 57
Minimally Meets Expectations	46 to 51
Does Not Meet Expectations	45 and Below

B. PERFORMANCE CRITERIA

Kindly encircle the appropriate numerical rating.

PERFORMANCE CRITERIA	NUMERICAL RATING
I. Board Composition and Structure	
1. The Board has the right composition to bring the required knowledge, experience, expertise, diversity and skills to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction.	5 4 3 2 1
2. As a whole, the Board possesses the right background and skills to effectively participate and help secure objective, independent judgment on company affairs and to substantiate proper checks and balances.	5 4 3 2 1
3. The number of Independent Directors is sufficient.	5 4 3 2 1
4. The powers, roles, responsibilities and accountabilities between the Board, the Chief Executive Officer and management are clearly defined.	5 4 3 2 1
Sub-total Score	

II. Board Meetings	
1. The frequency, duration and scheduling of Board meetings per year were adequate to ensure proper coverage of the Board's responsibilities.	5 4 3 2 1
2. Directors review the materials before the Board meeting.	5 4 3 2 1
3. Meetings are effective with sufficient materials, limited presentation and an atmosphere that encourages open dialogue.	5 4 3 2 1
4. The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering Management's proposed plan/strategy.	5 4 3 2 1
5. The Board constructively discusses the proposed action plan before granting approval based on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company and all shareholders.	5 4 3 2 1
6. The Board thoroughly reviews major capital expenditures before approval and evaluates ultimate outcomes.	5 4 3 2 1
Sub-total Score	

III. Board Leadership					
1. The Board monitors the continued viability of the action plan ensuring that it is adjusted as needed to respond to the evolving environment.	5 4 3 2 1				
2. The Board has appointed competent, professional, honest, and highly motivated key officers of strategic business units to ensure that appropriate processes are effectively adopted.	5 4 3 2 1				
Sub-total Score					

IV. Governance					
1. The Board demonstrates commitment to good corporate governance practices and provides oversight to ensure that the Company is operated in a moral, legal, and ethical manner.	5 4 3 2 1				
2. The Board receives ongoing education, allowing directors to stay up to date with developments and to understand their impact.	5 4 3 2 1				
3. The Board establishes the corporation's strategic objectives, policies and procedures that guide and direct the activities of the Company and the means to attain the same, as well as mechanisms for monitoring management's performance.	5 4 3 2 1				
4. The Board regularly reviews and ensures the proper and effective implementation and compliance monitoring of the Company's Code of Ethics, governance principles, and other related policies.	5 4 3 2 1				
Sub-total Score					

V. Board Transparency					
1. The Board, in the conduct of its functions, ensures that potential conflicts of interest are identified, monitored, and adequately managed.	5 4 3 2 1				
2. The Board ensures that related party transactions (RPT) of the Company are conducted in a manner that complies with the RPT Policy that ensures fairness and transparency.	5 4 3 2 1				
Sub-total Score					

VI. Board Independence	
1. The Board has sufficient diversity and independence among its directors, allowing it to constructively challenge one another and management in carrying out their respective functions and duties aligned with the company's strategic directions.	5 4 3 2 1
2. The majority of the Board is independent of the Chief Executive Officer, management team and commercial dealings with the organization.	5 4 3 2 1
Sub-total Score	

GRAND TOTAL/ OVERALL ASSESSMENT	
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C. OTHER COMMENTS/ REMARKS

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Name of the Director

Signature and Date



DIRECTOR ASSESSMENT FORM	Version	
	Assessment Period	

A. INSTRUCTIONS

- 1 Each member of the Board of Directors shall assess the performance of his/her co-director.
- 2 Encircle a numerical rating (4, 3, 2, 1) for each of the items under a Category (Competence, Integrity/ Independence, Preparedness, Practice, Committee Activity, and Development Process), with **4 as the highest** and **1 as the lowest**.
- 3 Submit the accomplished form to the Office of the Corporate Secretary (OCS) for consolidation.
- 4 The numerical rating will be averaged per category (OCS will do this for you).
- 5 The overall result of the assessment will be compiled by the OCS and will be reported to the Board in an executive session.

Description	Equivalent Value
Outstanding	100 Points
Exceptional 1	94 to 99
Exceptional 2	88 to 93
Exceeds Expectations 1	82 to 87
Exceeds Expectations 2	76 to 81
Meets Expectations 1	70 to 75
Meets Expectations 2	64 to 69
Meets Some Expectations 1	58 to 63
Meets Some Expectations 2	52 to 57
Minimally Meets Expectations	46 to 51
Does Not Meet Expectations	45 and Below

B. PERFORMANCE CRITERIA

Kindly encircle the appropriate numerical rating.

PERFORMANCE CRITERIA	NUMERICAL RATING				
	Name of Director	Name of Director	Name of Director		

I. Competence					
1. Shows knowledge and ability to assess the Company's strategy, business plans, management and other key issues.	4 2	3 1	4 2	3 1	4 2
2. Shows understanding of the long-term economic mission of the Company and its social accountability.	4 2	3 1	4 2	3 1	4 2
3. Ability to communicate thoughts, ideas and opinions on issues being discussed.	4 2	3 1	4 2	3 1	4 2
4. Ability to draw from relevant experience to address issues faced by the Company.	4 2	3 1	4 2	3 1	4 2
Sub-total Score					

II. Integrity/ Independence					
1. Demonstrates no conflict of interest on issues confronting the Company.	4 2	3 1	4 2	3 1	4 2
2. Ability to speak up on critical matters requiring objective opinion even if his/her views differ from others.	4 2	3 1	4 2	3 1	4 2
3. Works well with other members while not necessarily always agreeing.	4 2	3 1	4 2	3 1	4 2
4. Ability to listen with an open mind and be sensitive to other opinions without compromising independent position.	4 2	3 1	4 2	3 1	4 2
5. Demonstrates integrity and high ethical standards.	4 2	3 1	4 2	3 1	4 2
Sub-total Score					

PERFORMANCE CRITERIA	NUMERICAL RATING				
	Name of Director	Name of Director	Name of Director		

III. Preparedness as a Director						
1. Understands his role as director and functions of the Board vs. Management.	4 2	3 1	4 2	3 1	4 2	3 1
2. Manifests full knowledge of facts and issues on matters being deliberated during Board and Committee meetings.	4 2	3 1	4 2	3 1	4 2	3 1
3. Willing to spend extra time with the Chairman and CEO on relevant issues pertaining to the Company.	4 2	3 1	4 2	3 1	4 2	3 1
4. Familiarity with the key Officers of the Company.	4 2	3 1	4 2	3 1	4 2	3 1
5. Manifests knowledge of the Company's history, philosophy, style and strategic plans.	4 2	3 1	4 2	3 1	4 2	3 1
Sub-total Score						

IV. Practice as a Director						
1. Ability to ask appropriate questions so as to add value and encourage discussions of key issues and actively participate in decision making.	4 2	3 1	4 2	3 1	4 2	3 1
2. Understands the difference between governance responsibilities and day-to-day management.	4 2	3 1	4 2	3 1	4 2	3 1
3. Ability to work effectively and constructively with Board colleagues and Management, and to work as a team player.	4 2	3 1	4 2	3 1	4 2	3 1
4. Confidence and willingness to express ideas and engage in constructive discussion.	4 2	3 1	4 2	3 1	4 2	3 1
Sub-total Score						

PERFORMANCE CRITERIA	NUMERICAL RATING				
	Name of Director				

V. Committee Activity						
1. Manifests interest to participate as a member of the committee when nominated/appointed.	4 2	3 1	4 2	3 1	4 2	3 1
2. Understands the process of committee work, particularly its relations with executive management.	4 2	3 1	4 2	3 1	4 2	3 1
3. Diligent and faithful in attending committee meetings of which he/she is a member.	4 2	3 1	4 2	3 1	4 2	3 1
Sub-total Score						

VI. Development Process of the Corporate Enterprise						
1. Keeps himself/herself knowledgeable about trends and external factors affecting the company operations and strategic plans.	4 2	3 1	4 2	3 1	4 2	3 1
2. Cooperative and supportive of the Company's plans/programs.	4 2	3 1	4 2	3 1	4 2	3 1
3. Actively assists in the growth of the Company.	4 2	3 1	4 2	3 1	4 2	3 1
4. Aware of the value of governance mechanisms in enhancing shareholder value.	4 2	3 1	4 2	3 1	4 2	3 1
Sub-total Score						
GRAND TOTAL/ OVERALL ASSESSMENT						

C. OTHER COMMENTS/REMARKS

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Name of Director

Signature and Date



BOARD COMMITTEE ASSESSMENT FORM	Version	
	Assessment Period	

A. INSTRUCTIONS

- 1 The Chairman of each Board Committee shall assess the performance of his/her Committee.

- 2 Encircle a numerical rating (5, 4, 3, 2, 1) for each of the items under a Category (Structure and Effectiveness, Committee Membership, Committee Materials, and Committee Responsibilities), with **5 as the highest and 1 as the lowest**.

- 3 Submit the accomplished form to the Office of the Corporate Secretary (OCS) for consolidation.

- 4 The numerical rating will be averaged per category (OCS will do this for you).

- 5 The overall result of the assessment will be compiled by the OCS and will be reported to the Board in an executive session.

Description	Equivalent Value
Outstanding	100 Points
Exceptional 1	94 to 99
Exceptional 2	88 to 93
Exceeds Expectations 1	82 to 87
Exceeds Expectations 2	76 to 81
Meets Expectations 1	70 to 75
Meets Expectations 2	64 to 69
Meets Some Expectations 1	58 to 63
Meets Some Expectations 2	52 to 57
Minimally Meets Expectations	46 to 51
Does Not Meet Expectations	45 and Below

B. PERFORMANCE CRITERIA

Kindly encircle the appropriate numerical rating.

Board Committee Being Rated: _____

PERFORMANCE CRITERIA	NUMERICAL RATING
I. Structure and Effectiveness of Committee Meetings	
1. Appropriate timing and length of Committee meetings.	5 4 3 2 1
2. Committee's input and review of meeting agenda.	5 4 3 2 1
3. Use of time and coverage of subjects at meetings.	5 4 3 2 1
4. Timely resolution of important issues.	5 4 3 2 1
5. Candid and constructive executive sessions.	5 4 3 2 1
6. Structure and membership of the Committee.	5 4 3 2 1
7. Effectiveness and reports of the Committee.	5 4 3 2 1
Sub-total Score	

II. Committee Membership	
1. Appropriate skills, experience and diversity reflected in the Committee's membership.	5 4 3 2 1
2. Qualifications to meet governance needs of the Company reflected in committee membership.	5 4 3 2 1
Sub-total Score	

III. Committee Materials and Communications	
1. Quality, adequacy and timeliness of materials provided for review in advance of meetings.	5 4 3 2 1
2. Quality and adequacy of management presentations and other materials to ensure that all relevant factors are considered in resolving the issues at hand.	5 4 3 2 1
3. Access to senior management inside and outside of Committee meetings for relevant information.	5 4 3 2 1
4. Communications and access to external and internal advisers such as auditors, legal counsel, investment, and compensation and benefits specialists as needed.	5 4 3 2 1
Sub-total Score	

IV. Other Committee Duties and Responsibilities					
1. Committee's attention to strategic issues.	5 4 3 2 1				
2. Committee's awareness of their mandate and faithful execution of their duties and responsibilities.	5 4 3 2 1				
3. Committee discussion and directions of the company's strategic goals and challenges as they relate to the Committee's mandates.	5 4 3 2 1				
4. Committee monitoring of performance and results compared to budgets and plans of Units under its oversight.	5 4 3 2 1				
5. Effectiveness of internal controls and risk management and of systems for monitoring compliance with applicable laws, regulations, and policies as they relate to the Committee's Mandates.	5 4 3 2 1				
6. Director disclosure of actual or potential conflicts of interest	5 4 3 2 1				
7. Overall effectiveness of Committee in meeting its responsibilities under its Charter.	5 4 3 2 1				
Sub-total Score					

GRAND TOTAL/ OVERALL ASSESSMENT	
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C. OTHER COMMENTS/ REMARKS

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Name of the Chairman of the Committee

Signature and Date



CHAIRMAN'S ASSESSMENT FORM	Version	
	Assessment Period	

A. INSTRUCTIONS

- 1 The members of the Board of Directors shall assess the performance of the Chairman.
- 2 Encircle a numerical rating (5, 4, 3, 2, 1) for each performance criteria, with **5 as the highest** and **1 as the lowest**.
- 3 Submit the accomplished form to the Office of the Corporate Secretary (OCS) for consolidation.
- 4 The total numerical rating will be computed (OCS will do this for you).
- 5 The overall result of the assessment will be compiled by the OCS and will be reported to the Board in an executive session.

Description	Equivalent Value
Outstanding	30 Points
Exceptional	25 to 29
Exceeds Expectations	20 to 24
Meets Expectations	15 to 19
Meets Some Expectations	10 to 14
Minimally Meets Expectations	5 to 9
Does Not Meet Expectations	4 and Below

B. PERFORMANCE CRITERIA

Kindly encircle the appropriate numerical rating.

PERFORMANCE CRITERIA	NUMERICAL RATING
1. The Chairman effectively oversees the conduct of the Board meeting.	5 4 3 2 1
2. The Chairman manages the agenda of the Board meetings by taking into consideration the strategic matters, including the overall risk appetite of the corporation, the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations.	5 4 3 2 1
3. The Chairman guarantees that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions.	5 4 3 2 1
4. The Chairman facilitates discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors.	5 4 3 2 1
5. The Chairman ensures that each member of the Board has full opportunity to express relevant views and contribute effectively to the discussion.	5 4 3 2 1
6. The Chairman ensures that appropriate record of Board deliberations and conclusions are maintained.	5 4 3 2 1
GRAND TOTAL/ OVERALL ASSESSMENT	

C. OTHER COMMENTS/ REMARKS

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Name of Director

Signature and Date