



GCG MEMORANDUM CIRCULAR NO. 2014 – 03 (4th ISSUE)

**SUBJECT : PERFORMANCE EVALUATION FOR DIRECTORS (PED)
IN THE GOCC SECTOR**

DATE : 02 May 2021

1. **BACKGROUND AND PURPOSE.** – Section 2 of the “*GOCC Governance Act of 2011*” (R.A. No. 10149) declares it a policy of the State to ensure that the governance of GOCCs is carried out in a transparent, responsible and accountable manner and with the utmost degree of professionalism and effectiveness, through Governing Boards who are competent to carry out their functions, fully accountable to the State as its fiduciaries and always acting for the best interests of the State.

Section 17 of R.A. No. 10149 states that an Appointive Director “may be nominated by the GCG for reappointment by the President only if one obtains a performance score of above average or its equivalent or higher in the immediately preceding year of tenure as Appointive Director based on the performance criteria for Appointive Directors for the GOCC.” In the exercise of the Governance Commission’s mandate under Section 5(c) of R.A. No. 10149, the Code of Corporate Governance for GOCCs (GCG M.C. No. 2012-07) was issued providing for the development of an Annual Performance Evaluation of the Board¹ that would further strengthen the competence and character of the Members of the GOCC Governing Boards.

This Circular has been accordingly issued to establish the **PERFORMANCE EVALUATION FOR DIRECTORS (PED)** in the GOCC Sector.

2. **COVERAGE.** – The PED shall cover all Appointive Directors and shall serve as the basis for the determination of whether they shall be recommended for reappointment; *Provided*, that the Appointive Director has served at least three (3) months within the calendar year and has attended at least three (3) duly called for Board and/or Committee meetings subject of performance evaluation (the “PED Period”). It shall also cover a Director who was appointed to a term of less than three (3) months, but has served as Officer-in-Charge (OIC) or Acting Chairman or President/CEO and attended at least three (3) duly called for Board and/or Committee meetings during the PED Period.

¹ See Section 17, GCG M.C. No. 2012-07.

The PED shall also cover the *Ex Officio* Directors and their Alternates/Authorized Representatives who have attended at least three (3) duly called for Board and/or Committee Meetings² within the calendar year for purposes of reporting to the President the performance of such *Ex Officio* Directors, and to allow the GCG to develop and evolve a good governance system for *Ex Officio* Directors in the GOCC Sector.

3. **COMPONENTS OF THE PED.** – The PED measures the overall performance of *Ex Officio* and Appointive Directors within the PED Period based on the weighted-average of the following components:

- 3.1. ***GOCC Performance based on the application of the Performance Evaluation System (PES) for GOCCs under GCG Memorandum Circular No. 2013-02: 50%***

- 3.1.1. Failure to submit the fully accomplished Monitoring Report (PES Form 3) and corresponding support documents for validation on the indicated deadline³ warrants a final PES rating of 60%.

- 3.2. ***Corporate Governance Scorecard (CGS) under GCG Memorandum Circular No. 2015-07: 10%***

- 3.2.1. The GOCC CGS Rating Equivalent shall be subjected to a rating scale to determine its percentage equivalent which shall be used in the PED:

CGS Rating Equivalent	Percentage Equivalent
Outstanding	10.00%
Excellent	8.00%
Above Average	6.00%
Average	4.00%
Below Average	2.00%
Fail	0.00%

² Shall only include meetings of Committees that the *Ex Officio* Directors or their Alternates/Authorized Representatives are designated members of.

³ GCG M.C. No. 2017-02, *Performance Evaluation System (PES) for the GOCC Sector*, Section 5 – The updated monitoring report should be submitted to the GCG within thirty (30) calendar days from the close of the quarter.

3.3. DIRECTOR PERFORMANCE REVIEW (DPR): 20%

3.3.1. The DPR Rating of a Director shall be measured based on the following:

- (a) Peers' Appraisal Rating = 10%
- (b) Chairman's Appraisal Rating for each Member = 5%
- (c) Subordinates' Appraisal Rating⁴ = 5%

For the Chairman, the following shall be used to measure his/her DPR score:

- (a) Peers' Appraisal Rating = 14%
- (b) Subordinates' Appraisal Rating = 6%

3.3.2. In cases where there is no Chairman's Appraisal Rating, the DPR Rating of a Director shall be measured based on the following:

- (a) Peers' Appraisal Rating = 14%
- (b) Subordinates' Appraisal Rating = 6%

3.3.3. In cases where there is no Peers' Appraisal Rating for a Director, the DPR Rating of a Director shall be measured based on the following:

- (a) Chairman's Appraisal Rating = 14%
- (b) Subordinates' Appraisal Rating = 6%

3.3.4. In cases where there is no Subordinates' Appraisal Rating for a Director, the DPR Rating of a Director shall be measured based on the following:

- (a) Peers' Appraisal Rating = 14%
- (b) Chairman's Appraisal Rating = 6%

3.3.5. If a Director is not rated by any of his fellow Directors and Subordinates, his overall Score shall be measured based on the following:

- (a) PES Score = 60%
- (b) CGS Rating = 20%
- (c) Board Attendance = 20%

⁴ Participants of the Subordinates' Appraisal Rating shall include the Corporate Secretary and Senior Executives/Managers. Senior Executive/Managers shall refer to officials at the highest level of the GOCC directly reporting to the President/CEO and who participate in the daily supervision, planning and administrative processes of the organization/ Senior Executives/Managers shall include, among others, the Vice President, Senior Vice President, Deputy Executive Director, and Deputy Administrator.

3.3.6. Guidelines on the DPR

(a) Appraisal Forms

- (i) Board Member Appraisal Form. – Each Member of the Governing Board shall accomplish a performance evaluation form for each of his/her co-member.
- (ii) President/CEO Appraisal Form. – Each Member of the Governing Board shall accomplish a performance evaluation form for the GOCC President/CEO.
- (iii) Chairman Appraisal Form. – Each Member of the Governing Board shall accomplish a performance evaluation form for the GOCC Chairman.
- (iv) Governing Board Appraisal Form. – Senior Executives/Managers and Corporate Secretary of the GOCC shall accomplish a performance evaluation form for the Governing Board as a collegial body.

All Senior Executive/Managers of the GOCC who have rendered at least four (4) months of service during the calendar year subject of the PED shall be raters.

(b) Online Submission and Assessment of DPR Forms

- (i) To increase the level of confidentiality in the DPR results, Appraisal Forms will be answered and encoded by each GOCC using an internet-based system accessible at <http://iped.gcg.gov.ph>.
- (ii) *Ex Officio* Directors and their Alternates, and Appointive Directors shall provide an email address which shall serve as a default username account for the DPR web-based system. The email address shall also be used by the GCG to communicate directly to the GOCC Director regarding any issues and/or concerns relating to the DPR.
- (iii) The Corporate Secretary/Compliance Officer shall be tasked to identify, collate, and submit to GCG the list of the official email addresses of GOCC *Ex Officio* Members and their duly-designated Alternates, and Appointive Directors. It shall be the responsibility of the Corporate Secretary/Compliance Officer to ensure that the email addresses are accurate and up-to-date.

The Corporate Secretary/Compliance Officer shall also serve as the GOCC liaison to GCG with regard to the compliance status of the GOCC Board Members to the DPR process.

(c) Schedule:

- (i) *Individual Performance Levels.* – The GOCC’s Corporate Secretary/Compliance Officer shall be informed of the opening of the DPR schedule starting on the first working day of February of each year.
- (ii) *Submission.* – Within the first twenty (20) working days of February of each year, the GOCC Board Members must submit the complete accomplished forms to the Governance Commission for tabulation and evaluation.

(d) Tabulation:

- (i) The GCG shall tabulate the results from duly submitted DPR forms; *Provided*, however, that non-submission of Appraisal Forms within the prescribed time period shall warrant the GCG to automatically establish a grade for each of the Appraisal Forms, according to the following rules:
 - d.i.1. The Chairman’s failure to submit complete Appraisal Forms for his/her Directors would warrant final DPR grade of 60% for the Chairman; and
 - d.i.2. A Director’s failure to rate a fellow Director shall cause the former a default rating of 60% from the fellow Director who was not rated, notwithstanding the rating he received from his fellow Director.
- (ii) In cases where the Director does not have basis for evaluating his fellow Director, he/she must “force submit” the Appraisal Form which is equivalent to submitting a blank form which will not result to a corresponding rating.

(e) Rules on Assessing *Ex Officio* Members and their duly-designated Alternates.

- (i) In cases where an *Ex Officio* Board Member did not attend any Board Meetings within the PED Period, the duly-designated Alternate shall be the one subjected to the PED evaluation, provided that the later has attended at least three (3) duly called for Board and/or Committee meetings for the calendar year.

3.4. ***DIRECTOR ATTENDANCE SCORE: 20%***

- 3.4.1. ***Director Attendance System (DAS).*** – An internet-based system, duly prescribed by the GCG and to be accessed at <http://iped.gcg.gov.ph>, shall be used to encode the attendance of the GOCC Governing Board Members.

The Compliance Officer/Corporate Secretary shall certify the accuracy and correctness of the information encoded in the DAS. In encoding the attendance information, the following rules shall apply:

- (a) Attendance of an Appointive, *Ex Officio*, or Alternate/Authorized Representative to a Board or Committee meeting shall be marked as "Present" or "P", while non-attendance shall be marked as "Absent" or "A".
- (b) In cases where an absence is caused by an actual conduct of official business (OB), supporting documents must be uploaded in the DAS as herein prescribed in Section 3.4.5.(b). Non-submission of supporting documents shall cause the GCG to convert said OB to A.
- (c) It is the responsibility of the *Ex Officio* Member to assign another Alternate/Authorized Representative should his primary Alternate not be able to attend a meeting considering that he is allowed to designate up to a maximum of three (3) Alternates as provided under GCG M.C. No. 2012-08. Absence of an Alternate/Authorized Representative, regardless of the reason for the absence, shall be marked as "A".

3.4.2. ***Frequency of Board Meetings.*** Based on Section 8(a) of the *Code of Corporate Governance for GOCCs*, Governing Boards shall meet regularly, at least once (1) a month during the PED Period, unless the GOCC's Charter or By-Laws provides otherwise. Compliance with this good governance practice shall be the primary responsibility of the Chairman.⁵

3.4.3. ***Board Committees.*** – In accordance with Section 16 of the *Code of Corporate Governance for GOCCs*, as a minimum, the Governing Board shall constitute five (5) specialized committees, as follows:

- (a) Executive Committee
- (b) Audit Committee
- (c) Governance Committee
- (d) Nomination and remuneration Committee
- (e) Risk Management Committee

⁵ Under Section 15 of GCG M.C. No. 2012-07, the Chairman's responsibilities include calling meetings to enable the Board to perform its duties and responsibilities.

- 3.4.4. **Committee Memberships.** – All GOCC Directors, both *Ex Officio* and Appointive, and including the Chairman and President/CEO, shall be officially designated to at least one (1) Board Committee where their presence shall be determinative of quorum, and in the case of Appointive Directors, for which they shall be entitled to receive *per diems* for actual attendance. GOCCs shall NOT issue *ex officio* designations in any of its Committees. All Members of the Committees shall be deemed regular Members regardless of designation. The GOCC, through its Corporate Secretary, shall certify in an official document to the Governance Commission such official designation of Committee membership.

Appointive Directors may be authorized to attend Committee meetings to which they have not been officially designated, but such authorization shall be in an observer capacity where their presence is not determinative of quorum, with no right to vote and no entitlement to *per diems*. Receipt of such *per diems* is deemed unlawful.

Attendance at Committee Meetings shall be properly recorded in the DAS. Changes in committee membership will only be recognized upon submission to the GCG of necessary documents certifying such changes.

- 3.4.5. **Rules on Attendance.** – For purposes of reappointment, an Appointive Director must have attended at least 75% of all authorized and duly called for Board and Committee meetings (to which he/she is officially designated) during the PED period. In determining the total number of authorized and duly called for Board and Committee meetings, the following rules shall be observed:

- (a) Attendance through teleconferencing or video conferencing is allowed.
- (b) Absences arising from the actual conduct of official business for the GOCC, its Subsidiary, Affiliate, or for the National Government, are considered excused absences and thus counted as attendance on the part of the Director. *Provided*, the GOCC or the Director shall provide official documentation⁶ of such official business, such as, but not limited to, a travel authority, certificate of appearance, attendance sheets and invitations.
- (c) Absences arising from serious medical conditions⁷ shall be considered excused only upon submission of official documentation such as medical abstract or certificate.

⁶ Certificates issued by the Director himself/herself or by the Corporate Secretary are not considered official documentation.

⁷ Sickness or physical condition that prevents a Director from physically attending a Board or Committee Meeting or effectively participating through teleconferencing, as certified by a medical doctor.

- (d) Absences arising from filial obligations shall not be considered excused, even if approved by the Governing Board; and
- (e) Vacation leaves shall not be considered as excused, even if approved.

3.4.6. **Individual Attendance Score.** – The GOCC's Corporate Secretary/Compliance Officer shall submit to GCG, on or before the 15th of January of each year, the attendance record and official Committee designation for the previous calendar year of all members of the Governing Board.

4. **GUIDELINES ON THE PED OF DECEASED OR INCAPACITATED GOCC DIRECTORS DURING THE 2019 PED RATING PERIOD AND THE YEARS THEREAFTER.** – The following guidelines covers Appointive Directors of GOCCs who have died or have become incapacitated during the PED Rating Period. A Director shall be considered incapacitated when he is diagnosed with a physical, psychological or mental disability, or other serious medical conditions that will render it impossible for him to review the performance of his co-Directors due to diminished faculties.

4.1. Computation of Overall PED Score. – In computing the PED Score of deceased/incapacitated Director, the similar components shall apply:

4.1.1. Performance Evaluation System (PES) 50%. – The validated PES results for the calendar year shall be used as basis for the computation.

4.1.2. Corporate Governance Scorecard (CGS) under GCG Memorandum Circular No. 2015-07: 10% - The CGS Percentage Equivalent for the calendar year shall be used as basis for the computation.

4.1.3. Director Performance Review (DPR) 20%. – The DPR consists of three (3) subcomponents – a) Chairman's Appraisal Rating (5%), b) Peer Appraisal Rating (10%) and c) Subordinates Appraisal Rating (5%).

(a) In cases where the Director is deceased or incapacitated, the DPR Rating of the Director shall be measured based on the following:

- (i) Peer Appraisal Rating (10%) – The Peer Appraisal Rating for the current PED period being evaluated shall be used.
- (ii) Chairman's Appraisal Rating (5%) – The Chairman's Appraisal Rating for the current PED period being evaluated shall be used.
- (iii) Subordinates' Appraisal Rating (5%) – The Subordinates' Appraisal Rating for the current PED period being evaluated shall be used.

(b) In cases where the deceased or incapacitated Director does not have a Subordinates' Appraisal Rating, the DPR Rating of the Director shall be measured based on the following:

(i) Peer Appraisal Rating – 14%

(ii) Chairman's Appraisal Rating – 6%

(c) In cases where the deceased or incapacitated is the Chairman of the Governing Board, the DPR Rating of the Director shall be measured based on the following:

(i) Peer Appraisal Rating – 14%

(ii) Subordinates' Appraisal Rating – 6%

4.1.4. Director Attendance Score 20%. – The validated Director Attendance Score for the calendar year shall be used as basis for the computation.


4.2. Documents and Information on the condition of the Director. – The Corporate Secretary/Compliance Officer shall notify the Governance Commission of the death or incapacity of the Director before the start of the DPR Season, and submit corresponding supporting documents.


5. OVERALL GRADE EQUIVALENT. –


OVERALL SCORE	EQUIVALENT
100%	<u>OUTSTANDING</u>
95% to 99.99%	<u>EXCELLENT</u>
85% to 94.99%	ABOVE AVERAGE
80% to 84.99%	AVERAGE
70% to 79.99%	BELOW AVERAGE
Above 60% to 69.99%	POOR
60% and Below	VERY POOR


6. ELIGIBILITY FOR REAPPOINTMENT. – Appointive Directors who receive an overall rating of less than 85% will not be qualified to be included in the shortlist of nominees for the following term; *Provided*, that when in the GCG's evaluation, the down-rating received by an Appointive Director is not warranted, the particular Appointive Director may still be included in the shortlist for proper consideration of the President with proper explanation thereof.

7. **RESULTS OF THE PED.** – The GCG shall submit to the Supervising Agency and GOCC Chairman the results of the PED. It shall be the responsibility of the GOCC Chairman to disseminate and explain the PED results to the rest of the Members of the Governing Board.
8. **CHECKLIST OF SUBMISSIONS.** –
- (a) Appraisal Forms accomplished by the GOCC Governing Board, Senior Executives/Managers and Corporate Secretary;
 - (b) Attendance of the Governing Board;
 - (c) Supporting documents such as signed Minutes of the Meetings/Attendance Sheets, Board resolutions constituting the Committee Membership, Office Orders designating the Alternates, proof of conduct of Official Business, and proof of attendance through teleconferencing/video conferencing. This shall be without prejudice to the request for further documents/records by the GCG from the GOCC concerned
9. **SANCTION.** – Failure of an Appointive Director to comply with the conditions of the PED shall be basis for the Governance Commission not to include his/her name in the shortlist of Appointive Directors for re-appointment by the President and the non-entitlement to PBI.
10. **SEPARABILITY CLAUSE.** - If any provision of this Memorandum Circular is declared invalid or unconstitutional, the other provisions hereof which are not affected thereby shall continue to be in full force and effect.
11. **REPEALING CLAUSE.** – All other GCG orders, circulars, issuances, and decisions, as well as Board resolutions, or parts of the foregoing, which are inconsistent with this Memorandum Circular are hereby repealed or modified accordingly.
12. **EFFECTIVITY CLAUSE.** – This Circular shall take effect immediately after its publication in the Official Gazette or in a newspaper of general circulation in the Philippines and a formal copy is received by the University of the Philippines - Office of the National Administrative Register (UP-ONAR).

 Office of the President of the Philippines GOVERNANCE COMMISSION FOR GOVERNMENT OWNED OR CONTROLLED CORPORATIONS		<u>STRICTLY CONFIDENTIAL</u>															
DIRECTOR PERFORMANCE REVIEW (DPR)																	
BOARD MEMBER APPRAISAL FORM																	
NAME OF GOCC:		EVALUATION PERIOD:															
NAME OF EVALUATEE:		NAME OF EVALUATOR:															
<p>The objective of the evaluation is to assess the Director's strengths and weaknesses. The GCG encourages the rater to be forthright and to freely state the reasons for any ratings made in the Comments section.</p> <p>Please go over the statements carefully and check/mark each sub-criteria using the following scale:</p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td style="text-align: center;"><u>SCALE</u></td> <td style="text-align: center;"><u>CATEGORY</u></td> </tr> <tr> <td style="text-align: center;">5</td> <td style="text-align: center;">Outstanding</td> </tr> <tr> <td style="text-align: center;">4</td> <td style="text-align: center;">Above Average</td> </tr> <tr> <td style="text-align: center;">3</td> <td style="text-align: center;">Average</td> </tr> <tr> <td style="text-align: center;">2</td> <td style="text-align: center;">Below Average</td> </tr> <tr> <td style="text-align: center;">1</td> <td style="text-align: center;">Poor</td> </tr> <tr> <td style="text-align: center;">N/A</td> <td style="text-align: center;">Not Applicable</td> </tr> </table>				<u>SCALE</u>	<u>CATEGORY</u>	5	Outstanding	4	Above Average	3	Average	2	Below Average	1	Poor	N/A	Not Applicable
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		1	2	3	4	5	N/A										
1. Knowledge and Personal Development																	
1.1	Understands the mission, vision, and values of the GOCC.																
1.2	Understands the duties and responsibilities as a director, including the distinction between Board and Management roles.																
1.3	Understands the general economic, social, and business industry issues that affect the GOCC.																
1.4	Willingness to participate in director development activities (e.g. seminars, trainings, etc.).																
1.5	Is open to feedback about his/her performance.																
2. Preparedness and Participation																	
2.1	Devotes sufficient time and attention to properly discharge and effectively perform the duties and responsibilities as a member of the Governing Board.																
2.2	Is updated on developments regarding the GOCC, including its financial and operational performance.																
2.3	Has working knowledge of the statutory and regulatory requirements affecting the GOCC, including the contents of its Charter/Articles of Incorporation and By-Laws, the requirements of the GCG, and where applicable, the requirements of other regulatory agencies.																
2.4	Actively participates in board discussions and deliberations.																
2.5	When absent from meetings, acquires information from what had been discussed to stay informed.																
2.6	Contributes to strategy formulation by proposing policies and suggesting corresponding initiatives.								Please indicate specific policies/initiatives proposed								
2.7	Is involved in the oversight of strategy execution with particular efforts in its monitoring and assessment.								Please indicate concrete efforts/actions in monitoring								

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BOARD MEMBER APPRAISAL FORM			
3. Teamwork and Communication			
3.1	Actively establishes and maintains good personal relations with co-Directors and management.		
3.2	Handles work conflict positively and constructively.		
3.3	Listens attentively to the contribution of others.		
3.4	Explores differences of opinion in a positive way.		
3.5	Maintains objectivity in the face of difficult decisions.		
4. Conduct/Behavior			
4.1	Acts in a manner characterized by transparency, accountability, integrity and fairness fully aware that the office of a director is one of trust and confidence.		
4.2	Ensures the confidentiality of business information acquired by reason of the position as a director and board's deliberations.		
4.3	Ensures that personal interest do not conflict with the interest of the GOCC.		
4.4	Treats others within the GOCC with courtesy and respect.		
<u>OTHER COMMENTS/OBSERVATIONS TO FURTHER IMPROVE PERFORMANCE OF THE CHAIRPERSON/DIRECTOR:</u> <div style="border: 1px solid black; height: 40px; width: 100%;"></div>			
EVALUATOR'S SIGNATURE:			

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4.3	Ensures that personal interest do not conflict with the interest of the GOCC.							
4.4	Treats others within the GOCC with courtesy and respect.							
5. Board Management								
5.1	Manages board meetings effectively and promote/solicit participation among members of the Governing Board.							
5.2	Manages the agenda of the Board meetings taking into consideration the relevant and appropriate issues concerning the GOCC.							
5.3	Establishes harmonious relationship with the members of the Governing Board including the President/CEO.							
5.4	Ensures the quality, quantity, and timeliness of the information being disseminated between the Governing Board and Management.							
5.5	Engages the participation of all members of the Board, particularly in getting them to contribute to strategy formulation and oversight of strategy execution.							
5.6	Ensures that the President/CEO has enough discretion so that Management takes on the responsibility for executing strategy.							
<u>OTHER COMMENTS/OBSERVATIONS TO FURTHER IMPROVE PERFORMANCE OF THE CHAIRPERSON/DIRECTOR:</u> 								
EVALUATOR'S SIGNATURE:								




DIRECTOR PERFORMANCE REVIEW (DPR)


GOVERNING BOARD APPRAISAL FORM


NAME OF GOCC:		EVALUATION PERIOD:																				
NAME OF EVALUATOR (Optional):		POSITION OF EVALUATOR:																				
<p>The objective of the evaluation is to assess the Board of Director's strengths and weaknesses. The GCG encourages the rater to be forthright and to freely state the reasons for any ratings made in the Comments section.</p> <p>Please go over the statements carefully and check/mark each sub-criteria using the following scale:</p> <table border="0"> <tr> <td><u>SCALE</u></td> <td><u>CATEGORY</u></td> </tr> <tr> <td>5</td> <td>Outstanding</td> </tr> <tr> <td>4</td> <td>Above Average</td> </tr> <tr> <td>3</td> <td>Average</td> </tr> <tr> <td>2</td> <td>Below Average</td> </tr> <tr> <td>1</td> <td>Poor</td> </tr> <tr> <td>N/A</td> <td>Not Applicable</td> </tr> </table>									<u>SCALE</u>	<u>CATEGORY</u>	5	Outstanding	4	Above Average	3	Average	2	Below Average	1	Poor	N/A	Not Applicable
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1. Leadership Competency																						
<i>The Governing Board...</i>																						
1.1	Fully understands and communicates the GOCC's mission, vision, and values to its stakeholders.																					
1.2	Translates the GOCC's vision and strategy into feasible business and operational plans to achieve organizational strategic success.																					
1.3	Establishes short-term and long-term goals and business plans.																					
1.4	Understands the general economic, social, and business industry issues that affect the GOCC.																					
1.5	Sets clear roles and responsibilities, and establishes concrete priorities and milestones.																					
1.6	Prioritizes and promotes good corporate governance throughout the organization.																					
2. Board Relationship																						
<i>The Governing Board...</i>																						
2.1	Works closely with Management in developing short and long-term strategic plans of the GOCC.																					
2.2	Actively establishes and maintains good personal relations among Members and with Management.																					
2.3	Acknowledges and explores the differences of opinions of its Members in a positive way.																					
2.4	Has a strong working relationship with Management based on cooperation and collaboration.																					
2.5	Creates an environment where subordinates can constructively challenge and effectively manage dissent.																					

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DIRECTOR PERFORMANCE REVIEW (DPR)												
GOVERNING BOARD APPRAISAL FORM												
3. Financial Management												
<i>The Governing Board...</i>												
3.1	Has a clear, concise, and timely understanding of the GOCC's financial statements and other pertinent information with regard to its business and financial situation.											
3.2	Exercises sound judgment in managing the financial affairs and budget of the GOCC.											
3.3	Lays out plans to effectively monitor and evaluate the financial planning, budget, and administrative operations of the GOCC.											
3.4	Ensures that the financial records of the GOCC are accurate and aboveboard.											
4. Product/Service Competency												
<i>The Governing Board...</i>												
4.1	Has a high understanding and knowledge of the GOCC's main products and services.											
4.2	Has a good understanding of the GOCC's business model as well as its business and industry environment.											
4.3	Regularly encourages and initiates creativeness in delivering their products and/or services.											
5. External Relations												
<i>The Governing Board...</i>												
5.1	Handles public relation issues in a manner that builds good will for the GOCC and lessens issues/concerns from the general public.											
5.2	Encourages corporate social responsibility to promote a positive image of the GOCC as well as create awareness of available products and services to the general public.											
5.3	Seeks the views of members and stakeholders and communicates with openness and transparency.											
6. Conduct/Behavior												
<i>The Governing Board...</i>												
6.1	Discusses and debates at meetings in an open, rigorous, effective and constructive manner.											
6.2	Promotes a positive boardroom culture in which all members know their contribution is valued.											
6.3	Ensures that personal interests of its Members do not conflict with the interest of the GOCC.											
6.4	Treats others within the GOCC with courtesy and respect.											
7. Preparedness and Participation												
7.1	Board meetings are frequent enough to ensure effective governance.											
7.2	The duration, format, timing and related logistics of board meetings are adequate to create an effective working environment.											
7.3	The Board considers inputs from Management regarding meeting agenda.											
7.4	There is sufficient flexibility in the current process allowing adequate coverage of emerging issues.											

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GOVERNING BOARD APPRAISAL FORM												
8. Managerial Competency												
<i>The President/CEO...</i>												
8.1	Provides to the Governing Board timely, accurate, and complete report of the operations of the GOCC.											
8.2	Facilitates access to materials needed for Board decision-making and ensures its quality and completeness.											
8.3	Keeps the Board fully informed of progress and problems arising from strategy execution.											
8.4	Ensures that the Governing Board, senior management and other employees participated in the formulation of strategic plans.											
8.5	Establishes processes on monitoring and ensures the effectiveness of the organizational performance, including risk management.											
8.6	Committed to building and maintaining the GOCC's achievement of its social mandate.											
8.7	Effectively aligns the company's resources and budgets to the implementation of the GOCC's strategic plan.											
8.8	Timely and effectively executes strategies on priorities and measures set by the Board.											
8.9	Actively identifies opportunities in building strategic relationships between one's area and other areas, divisions, departments or organizations to help achieve the GOCC's social mandate.											
8.10	Builds client relationships by making efforts to listen and understand the people being serviced by the GOCC.											
8.11	Cascades the demands of the corporate strategy down to the groups, departments, and support units which are required to formulate their own support strategies fully supportive of the priorities in the corporate											
8.12	Requires all heads of groups, departments and support units to specify measures, targets and initiative through scorecards that are reported regularly, at least on a quarterly basis.											
8.13	Ensures a clear delegation of authority to senior management and regularly reviews management effectiveness.											
8.14	Motivates and encourages high employee morale and loyalty to the organization.											
8.15	Acts in a manner characterized by transparency, accountability, integrity and fairness fully aware that the position of a President/CEO is one of trust and confidence.											
8.16	Possesses sound practices and procedures for accurate accounting and financial planning.											
8.17	Effectively monitors and evaluates financial planning, budget and administrative operations, and reports the results to the Board in a timely manner.											
8.18	Builds strong working relationships with the Board Members and helps strengthen the Board.											
8.19	Presents information to the Board on items requiring board opinions and decisions in a professional manner, with recommendations based on thorough study and sound principles.											
8.20	Ensures the GOCC has good internal communication and treats all personnel fairly, without favoritism or discrimination.											
8.21	Demonstrates a thorough knowledge and understanding of the GOCC management, operations, products and/or services.											
8.22	Demonstrates an image, personality and outlook that reflects positively on the GOCC, as well as wins trust and support from all stakeholders.											
OTHER COMMENTS/OBSERVATIONS TO FURTHER IMPROVE THEIR PERFORMANCE:												

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1.4	Sets clear roles and responsibilities and establish concrete priorities and milestones.																		
1.5	Creates new and imaginative approaches to work-related issues.																		
2. Managerial Competency																			
2.1	Committed to building and maintaining the GOCC's achievement of its social mandate.																		
2.2	Effectively aligns the company's resources and budgets to the implementation of the GOCC's strategic plan.																		
2.3	Timely and effectively executed strategies on priorities and measures set by the Board.																		
2.4	Plans and supports the development of employee's skills and abilities in fulfilling current or future job roles effectively.																		
2.5	Actively identifies opportunities in building strategic relationships between one's area and other areas, divisions, departments or organizations to help achieve the GOCC's social mandate.																		
2.6	Proactively builds client relationships by making efforts to listen and understand the people being serviced by the GOCC.																		
2.7	Cascades the demands of the corporate strategy down to the groups, departments, and support units which are required to formulate their own support strategies fully supportive of the priorities in the corporate strategy.																		
2.8	Requires all heads of groups, departments and support units which are required to specify measures, targets and initiative through scorecards that are reported regularly, at least on a quarterly basis.																		

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PRESIDENT/CEO APPRAISAL FORM											
2.9	Ensures a clear delegation of authority to senior management and regularly reviews management effectiveness.										
3. Board Relationship											
3.1	Works closely with the Governing Board in developing the short, medium, and long-term strategic plans of the GOCC.										
3.2	Ensures the proper delineation of the work between the President/CEO and the Governing Board.										
3.3	Assists the setting and approval of the Governing Board meeting agenda.										
3.4	Provides the Governing Board timely, accurate, and complete report of the operations of the GOCC for the preceding year.										
3.5	Creates a sense of trustworthiness in Governing Board-CEO relations.										
3.6	Keeps the Board fully informed of progress and problems arising from strategy execution.										
4. Financial Management											
4.1	Has a clear, concise, and timely understanding of the GOCC's financial statements and other pertinent information with regard to its business and financial situation.										
4.2	Exercises sound judgment in managing the financial affairs and budget of the GOCC.										
4.3	Lays out plans to effectively monitor and evaluate the financial planning, budget, and administrative operations of the GOCC.										
4.4	Ensures that the financial records of the GOCC are accurate and aboveboard.										
5. Human Resource Management/Relations											
5.1	Maintains a culture that attracts, keeps, and motivates staff to carry out the GOCC's strategic goals and objectives.										
5.2	Fosters support and stewardship for employee initiative and creativity within the organization.										
5.3	Recruits competent management team with skills commensurate with the position.										
6. Product/Service Competency											
6.1	Has a high understanding and knowledge of the GOCC's main products and services.										
6.2	Has a good understanding of the GOCC's business model as well as its business and industry environment.										
6.3	Shown to encourage and initiate creativeness in developing new products and services.										
7. External Relations											
7.1	Handles public relation issues in a manner that builds good will for the GOCC and lessens issues/concerns from the general public.										
7.2	Encourages corporate social responsibility to promote a positive image of the GOCC as well as creates awareness of available products and services to the general public.										
7.3	Serves as an effective GOCC representative in communicating the GOCC's products and services to all stakeholders, including the general public.										

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8. Conduct/Behavior			
8.1	Acts in a manner characterized by transparency, accountability, integrity and fairness fully aware that the position of a President/CEO is one of trust and confidence.		
8.2	Ensures the confidentiality of business information acquired by reason of my position as President/CEO and our board's deliberations.		
8.3	Ensures that personal interest do not conflict with the interest of the GOCC.		
8.4	Treats others within the GOCC with courtesy and respect.		
<i>OTHER COMMENTS/OBSERVATIONS TO FURTHER IMPROVE PERFORMANCE OF THE PRESIDENT/CEO:</i>			
EVALUATOR'S SIGNATURE:			