



*"Bayani ka, gurong Pilipino. Ang PPSTA, kumakalinga sa iyo."*

## GOVERNANCE COMMITTEE CHARTER

### I. Purpose

Assisting the Board of Trustees in making sure PPSTA follows established and recognized corporate governance concepts and best practices, as well as the Manual of Corporate Governance and relevant Insurance Commission laws, is the Committee's goal.

### II. Principles of Good Governance

The Committee seeks to ensure that PPSTA adheres to the following good governance principles:

**Independence:** As a unique organization, PPSTA has a personality all its own apart from that of its trustees, officers, and members.

**Rights and Duties:** PPSTA has rights and responsibilities that are in line with its mission, which is to promote the welfare and benefits of teachers.

The Board of Trustees will always behave in a collegial and communal manner when making decisions.

**Loyalty:** Trustees will put PPSTA's interests ahead of their own or outside interests.

**Long-Term Sustainability:** Choices will guarantee PPSTA's financial stability and long-term viability for teachers across the country.

**Fairness:** Every member and stakeholder will receive the same treatment.

**Accountability:** Management and trustees are required to follow open reporting and risk control procedures.

**Transparency:** Honesty and integrity must be upheld in all reporting and operations.

**Ethics:** PPSTA's adherence to moral principles and legal and regulatory compliance will be reflected in its policies and actions.

In terms of social responsibility, PPSTA will act as a tool for the benefit of teachers, their families, and Philippine society as a whole.

### **III. Scope**

The Committee will be in charge of overseeing the Board of Trustees' designated PPSTA strategic goals, especially those related to governance, compliance, and organizational sustainability.

### **IV. Authority**

The Committee is given permission by the Board to:

- Ask officers, staff, and outside parties for the information you need.
- Get expert or independent legal counsel.
- When appropriate, mandate that Association officers attend meetings.
- Committee members have the right to trust the veracity of the information provided as well as the honesty and knowledge of those who provide it.

### **V. Resources**

The Committee will have the power and resources to carry out its duties, including hiring outside advisors, whose fees will be covered by PPSTA.

### **VI. Responsibilities**

The Committee will:

1. Supervise the application of PPSTA's corporate governance structure, as outlined in the Manual of Corporate Governance, and suggest revisions as needed.
2. To guarantee consistent application, adopt and evaluate governance policies.
3. Make sure that PPSTA's activities are in line with its Vision, Mission, and Core Values. Review these tenets on a regular basis.
4. Collaborate with management to establish strategic goals and oversee their implementation.
5. Use governance succession planning to guarantee business continuity.

6. Verify that PPSTA complies with laws, regulations, and policies that have been approved by the Board.

7. Monitor adherence to legal reporting obligations.

8. Make recommendations for policies on the makeup, structure, succession planning, continuing education, performance evaluation of the Board, and performance review of the President and CEO.

9. Supervise the Board's and Committees' recurring self-evaluations and guarantee the execution of corrective action plans.

10. Specify the procedures for nominating and electing Trustees and guarantee that the Board has a suitable balance of skills.

11. Suggest an open procedure for deciding on the officials' and trustees' per diems and allowances.

12. Supervise HR-related policies that impact PPSTA's management and staff in order to recommend them to the board.

## **VII. Membership**

- Members officially appointed by the Board of Trustees will make up the Committee.
- The committee's chairman will be an independent trustee.
- Membership on the Committee will be concurrent with Board membership.
- A permanent resource person will be the corporate secretary.

## **VIII. Meetings**

- The Committee will convene before board meetings once a month or as frequently as needed.
- When needed, resource people may be invited.
- The Board Relations Office or designated Secretariat is responsible for accurately recording and maintaining minutes.

## **IX. Technical Working Group (TWG)**

The Governance Committee will get support from the TWG in:

- Creating reports and other documents for committee meetings.
- Making suggestions on governance issues that the Committee will recommend to the Board.
- Organizing the creation of the agenda and making sure that materials are distributed on time.
- Recording management directives.

## **X. Board Assessment**

As authorized by the Board of Trustees, the Committee will be reviewed on a regular basis using PPSTA's Performance Management System.

## **XI. Charter Review**

Subject to board of trustee approval, this charter will be reviewed at least every two years or more frequently as needed.