NOMINATION AND REMUNERATION COMMITTEE CHARTER

I. Purpose

The Committee's goal is to guarantee that the PPSTA Board of Trustees is made up of competent Regular and Independent Trustees who meet specified competency requirements and that there is a strategy for the Board's succession. Implementing the Board Performance Evaluation and Rating System is another duty assigned to the Committee.

II. Principles of Good Governance

As outlined in the Governance Committee Charter, the PPSTA Manual of Corporate Governance, and relevant regulatory rules, the Committee will uphold the fundamentals of sound corporate governance.

III. Scope

The Committee will be in charge of overseeing certain PPSTA strategic goals that the Board of Trustees has assigned to it, including succession planning, trustee qualifications, salary, and nominations.

IV. Authority

The Board gives the Committee permission to:

A. Request any information it needs from
 -Members of the Board of Trustees, Management, line managers, supervisors, and the TWG;
 - Any employee or official instructed to comply with requests;
 - External parties.

B. When necessary, seek professional or legal counsel from outside sources.
C. When appropriate, mandate that Association officers attend meetings.
Each committee member and the chairman may rely on the accuracy of the information provided as well as the honesty and knowledge of the resource people.

V. Resources

The Committee will have sufficient funding and power to carry out its duties, including the ability to hire, retain, and fire independent consultants as needed, with PPSTA covering the associated expenses.

VI. Responsibilities

The Committee will:

- In order to find and designate regular trustees, coordinate with pertinent PPSTA branches and stakeholders, making sure that the necessary competency standards are fulfilled.
- Request referrals and recommendations for Independent Trustees.
- Present nominations to the Board of Trustees, making sure that a succession plan is in place and that qualified applicants are found at least three (3) months prior to the term of an outgoing trustee ending.
- Conduct performance evaluations for the Corporate Secretary, President/CEO, and Trustees.
- Based on the findings of the performance evaluations, suggest professional development courses for trustees.
- Make sure that board allowances and per diems are paid on schedule.
- Payments for special meetings or cases are decided and/or approved (according to board-approved policies and caps).
- Manage PPSTA's human resource policies for management and staff members who need to be elevated to the Board of Trustees for approval.

VII. Membership

- Members chosen by the Board of Trustees will make up the Committee.
- The members of the committee will elect the chairman and vice chairman, who will then be recommended for approval by the Board of Trustees via the Governance Committee.
- The chairman of the committee should, to the greatest extent possible, be an independent trustee.
- Membership on the Committee will be concurrent with Board membership.

VIII. Meetings

- Before board meetings, the Committee will meet once a month or more frequently as needed.
- When needed, resource people may be invited.
- The Secretariat or designated Board Relations Office is responsible for creating and securely maintaining meeting minutes.

IX. Role of the Technical Working Group (TWG)

Representatives from PPSTA's Human Resource Division will make up the TWG, which will:
- Decide on the meeting's agenda in coordination with the committee chairman.
- Work together with committee members to guarantee a quorum.
- Carry out administrative tasks associated with the execution of committee duties.
- Create and disseminate meeting minutes.
- As directed by the Committee, carry out study or studies and report the findings.
- The Board Relations Office will act as the Secretariat, and the Chief Accountant and the head of the Strategic Management Office will act as resource persons.

X. Board Assessment of the Committee

The Board of Trustees-approved Performance Evaluation and Rating System will be used to assess the Committee.

XI. Charter Review

At least every two years, or more frequently as needed, this Charter will be revised. The Board of Trustees will review and approve all changes.