

**LAND BANK OF THE PHILIPPINES**  
**BOARD-LEVEL COMMITTEES**  
*(As of December 31, 2024)*

**A. AUDIT AND COMPLIANCE COMMITTEE (AC Com)**

Chairperson:	Dir. Atty. David D. Erro
Vice Chairperson:	Dir. Virginia N. Orogo
Member:	Sec. Conrado M. Estrella III <i>(Alternate Member: Usec. Atty. Napoleon U. Galit)</i>

The AC Com shall assist the Board of Directors in fulfilling its oversight responsibilities specifically:

1. For Internal Audit and Internal Control (BSP Circular 871 Series of 2015)
  - a. To oversee Senior Management in establishing and maintaining an adequate, effective and efficient internal control framework. It shall ensure that systems and processes are designed to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of operations, and safeguarding of assets
  - b. To oversee the internal audit function
2. For Compliance (BSP Circulars 972 and 950, as amended by 1022, Series of 2018)
  - a. To oversee the implementation of the Bank's Compliance Program
  - b. To ensure that oversight on the Bank's Anti-Money Laundering and Combating the Terrorism and Proliferation Financing (AML/CTPF) compliance management is adequate

The AC Com shall have the following duties and responsibilities:

1. Oversee the financial reporting framework (i.e., financial reporting process, practices and controls). It shall ensure that the reporting framework enables the generation and preparation of accurate and comprehensive information and reports.
2. Provide an open avenue of communication, among the internal auditors, external auditors, Senior Management, the Board of Directors and other supervisory authority.
3. Provide functional supervision over the Internal Audit Group (IAG) and the Compliance Management Group (CMG) to ensure effective performance of their functions.
4. Oversee the performance of internal audit service provider (may it be for an

assurance, consulting or any engagement in which internal audit activity would require resource and competence/expertise from third party).

5. Recommend formulation or amendments to policies, systems and procedures based on results of its evaluation of the reports from internal audit, compliance, external audit and regulatory bodies.
6. Utilize the work conducted by internal audit and compliance functions by undertaking timely and effective actions on issues identified.
7. Assess the reports from external auditors and regulatory agencies, and ensure that management judiciously and appropriately acts on recommendations on significant deficiencies and/or material weaknesses identified.
8. Ensure that a review of the effectiveness of the Bank's internal controls including financial, operational and compliance controls and risk management, is conducted at least annually.
9. Exercise explicit authority to investigate any matter within its terms of reference, full access to and cooperation by management, full discretion to invite any director or officer to attend its meetings, and adequate resources to enable effective discharge of its functions.
10. Establish and maintain mechanisms by which officers and staff may, in confidence, raise concerns about possible improprieties or malpractices in matters of financial reporting, internal control, auditing or other issues to persons or entities that have the power to take corrective action. It shall ensure that arrangements are in place for the independent investigation, appropriate follow-up action, and subsequent resolution of complaints.
11. Assess the organizational structure and staffing of IAG and CMG, subject to the Bank's standard guidelines, for the effective performance of their assigned tasks and endorse the same to management.

### **Meetings**

1. The AC Com shall meet at least once a month with authority to convene for special meetings, as the circumstances require.
2. The Chairperson, shall be the presiding officer during committee meetings. In his absence, the Vice Chairperson may preside.
3. The presence of two members shall constitute a quorum in all committee meetings.
4. The IAG shall serve as the Secretariat of the committee.

**No. of AC Com Meetings for CY 2024: 12**

## B. RISK OVERSIGHT COMMITTEE (Risk Com)

Chairperson:	Director Nancy D. Irlanda
Vice Chairperson:	DOF Sec. Ralph G. Recto <i>(Alternate Member: Treasurer Sharon P. Almanza/ OIC-Deputy Treasurer Maria Nanette C. Diaz )</i>
Members:	Director Atty. David D. Erro Director Virginia N. Orogo DA Sec. Francisco P. Tiu Laurel Jr. <i>(Alternate Member: Usec. Asis G. Perez)</i>

The Risk Oversight Committee (RiskCom) shall be primarily responsible for:

1. Fulfilling statutory, fiduciary and regulatory responsibilities.
2. It shall advise the Board of Directors, of the overall current and future risk appetite, oversee senior management's adherence to the risk appetite statement.
3. Ensure alignment of risk management objectives with overall business strategies and performance goals.
4. Report on the state of the risk culture of the Bank by developing and overseeing the risk management programs of the Bank which include the following:
  - a. Oversee the Bank's **risk management framework**.
    - 1) The Committee shall oversee the enterprise risk management framework and ensure periodic review of the effectiveness of the risk management systems and recovery plans;
    - 2) Ensure that corrective actions are promptly implemented to address risk management concerns.
  - b. Oversee adherence to **risk appetite**.
    - 1) The Committee shall ensure that the current and emerging risk exposures are consistent with the Bank's strategic direction and overall risk appetite;
    - 2) It shall assess the overall status of adherence to the risk appetite based on the quality of compliance with the limit structure, policies and procedures relating to risk management and control, and performance of management among others.
  - c. Oversee the **risk management function** and approval of proposals regarding the Bank's enterprise wide policies, procedures and adoption of best practices relative to asset and liability management, credit, market, interest rate, liquidity and business operations risks, among others, ensuring that:

- 1) Risk Management systems are in place;
  - 2) Limits/tolerance levels are observed;
  - 3) System of limits remain effective; and
  - 4) Immediate corrective actions are taken whenever limits are breached or whenever necessary.
- d. Ensuring compliance to written policies and procedures relating to the management of risks throughout the Bank.

This shall include:

- 1) Comprehensive risk management approach;
  - 2) Detailed structure of limits, guidelines and other parameters used to govern risk-taking units;
  - 3) Clear delineation of lines of responsibilities for managing risk;
  - 4) Adequate system for measuring risk; and
  - 5) Effective internal controls and a comprehensive risk reporting process.
- e. Responsible for the appointment/selection, remuneration, and dismissal of the Chief Risk Officer (CRO). It shall also ensure that the risk management function has adequate resources and effectively oversee the risk taking activities of the Bank; and
- f. Oversee the continuing education program to enhance its members' understanding of relevant regulatory and banking industry issues.

### **Meetings and Procedures**

1. The RiskCom shall establish its own rules of procedures consistent with the Bank's Charter and this Charter.
2. The RiskCom shall meet at least once every month or as often as it considers necessary and appropriate.
3. More than 50% of the RiskCom members shall be present to form a quorum.
4. An annual calendar shall be prepared to plan meetings, address issues and align with planning and reporting cycles.
5. A notice of meeting confirming the date, time and venue shall be forwarded to each member of the RiskCom at least five (5) banking days before the date of its meeting.
6. Information packages (i.e., agenda, minutes of the previous meeting and relevant supporting documents on the items to be discussed) shall be forwarded to each member of the RiskCom at least three (3) calendar days before the date of its meeting.

7. A designated Secretariat under the Risk Management Group (RMG) shall serve as the Secretariat of the RiskCom and shall keep written minutes of its meetings.
8. Participation of the RiskCom members may likewise be in person or through modern technologies (virtual attendance) as deemed necessary under certain situations such as but not limited to teleconferencing and video conferencing as long as the Director who is taking part in said meetings can actively participate in the deliberations on matters taken up.
9. Attendance and participation of the RiskCom members in committee meeting shall be considered in the assessment of continuing fitness and propriety of each director as member of the RiskCom.
10. The RiskCom may request any directors, officers or employees of the Bank, or other persons whose advice and counsel are sought by the latter to attend any meeting in order to provide information as it deemed necessary.

**No. of Risk Com Meetings for CY 2024: 15**

### **C. TRUST COMMITTEE (Trust Com)**

Chairperson:           DOF Sec. Ralph G. Recto  
*(Alternate Member: Treasurer Sharon P. Almanza/  
OIC-Deputy Treasurer Maria Nanette C. Diaz )*

Vice Chairperson:   LBP President and CEO Lynette V. Ortiz

Members:               DOLE Sec. Bienvenido E. Laguesma  
*(Alternate Member: Usec. Benedicto Ernesto R. Bitonio, Jr./  
Asec. Lennard Constantine C. Serrano)*  
The Trust Officer

The Trust Committee, duly constituted and authorized by the Board of Directors, shall perform its responsibility for overseeing the fiduciary activities of the Bank in accordance with its authority. In the discharge of its function, it shall:

- a. Ensure that fiduciary activities are conducted in accordance with applicable laws, rules and regulations, and prudent practices;
- b. Ensure that policies and procedures that translate the Board's objectives and risk tolerance into prudent operating standards are in place and continue to be relevant, comprehensive, and effective;
- c. Monitor the implementation of stringent controls for the prudent management of fiduciary assets and its appropriate administration; maintaining adequate books, records, and files for each account;
- d. Oversee the implementation of the risk management framework and ensure that internal controls are in place relative to the fiduciary activities;
- e. Adopt an appropriate organizational structure/staffing pattern and operating budget that shall enable TBG to efficiently carry out its functions and ensure proper and continuous training for its officers and personnel considering the growing sophistication and complexity in trust business and changes in the financial market environment;
- f. Oversee and evaluate the performance of the Trust Officer and the Trust operations with regard to business objectives and strategies, compliance and risk monitoring and management, requiring periodic reports on the different areas of responsibility;
- g. Require the review of trust and other fiduciary accounts at least once every three (3) years or as needed depending on the nature of the account, to determine the advisability of retaining or disposing of the trust or fiduciary assets; and whether the account is being managed in accordance with the instrument creating the trust or other fiduciary relationship. For this purpose, the Trust Committee shall meet whenever necessary and keep minutes of its actions and make periodic reports thereon to the Board;
- h. Review reports submitted by internal and external auditors and regulatory agencies, and deliberate on major exceptions or non-compliance with existing

laws, rules and regulations, policies and procedures and act on appropriate recommendations;

- i. Ensure that the TBG is taking appropriate measures to address all regulatory requirements under applicable laws, rules and regulations and that plans and actions are taken to correct reported conditions and accomplish satisfactory disposition of findings;
- j. Review and approve the plans and program of activities of the Trust Banking Group; and
- k. Regularly report to BOD on matters arising from fiduciary activities.

Particularly, the Trust Committee shall oversee the performance of the Trust Officer who is vested with the function and responsibility of managing the day-to-day fiduciary activities.

### **Meetings**

The Trust Committee shall meet at least once every quarter or more frequently as the circumstances dictate. All Committee members or their authorized representative are expected to attend the meeting in person or through electronic means allowed by the Bangko Sentral ng Pilipinas (BSP); provided, that the said authorized representatives possess the same qualifications as required by the BSP.

A quorum will comprise of a majority of the existing Trust Committee members.

The Secretariat shall notify the Trust Committee members and may invite members of the management, counsel, or external auditors to attend meetings and provide information or reports on any matter pertinent to the agenda. The agenda and briefing materials will be provided to the Trust Committee members within a reasonable period in advance of each meeting.

**No. of Trust Com Meetings for CY 2024: 4**

#### **D. CORPORATE GOVERNANCE COMMITTEE (CG Com)**

Chairperson:	Dir. Virginia N. Orogo
Vice Chairperson:	Dir. Nancy D. Irlanda
Members:	Dir. David D. Erro

The Corporate Governance Committee (CG Com) shall have the following duties and functions:

- a. To review and recommend the organizational structure of the Bank and its units;
- b. To review and evaluate the qualification standards for all positions in the Bank;
- c. To review and recommend the selection/promotion of the officers as endorsed by the Selection Board II;
- d. To ensure the Board's effectiveness and due observance of corporate governance principles and guidelines;
- e. To oversee the periodic performance evaluation of the Board and its committees and executive management;
- f. To conduct an annual self-evaluation of its performance;
- g. To decide whether or not a director is able to and has been adequately carrying out his/her duties as director bearing in mind the director's contribution and performance (e.g. competence, candor, attendance, preparedness and participation);
- h. To adopt, propose and recommend to the Board such internal guidelines to address the competing time commitments that are faced when directors and other Bank officers serve on multiple boards;
- i. To study and recommend to the Board such policies regarding the continuing education of the Directors, assignment to Board Committees, succession plan for the senior officers and their remuneration commensurate with corporate and individual performance;
- j. To decide the manner by which the Board's performance may be evaluated and propose an objective performance criteria to be approved by the Board;
- k. To study and recommend policies to ensure appropriate and effective management through organizational and procedural controls and independent audit mechanisms;

- l. To promote transparency and operational responsibility and accountability in a manner consistent with the Bank's vision, mission, strategic intent and operating values.
- m. To oversee the continuing education program for the board of directors. The committee shall ensure allocation of sufficient time, budget, and other resources for the continuing education of directors, and draw on external expertise as needed. The committee shall establish and ensure effective implementation of policy for on-boarding/orientation program for first time directors and annual continuing education for all directors.
- n. To oversee the design and operation of the remuneration and other incentives policy. The committee shall ensure that the remuneration and other incentives policy is aligned with the operating and risk culture, as well as with the strategic and financial interest of the OPS. This policy shall preserve the interest of the payment system where the OPS operates. and comply with legal and regulatory requirements.

### **Meetings**

- a. The Chair, or in his absence, the Vice Chair, shall be the presiding officer during Committee meetings. In their absence, the members present shall designate an acting presiding officer from among themselves.
- b. The Committee shall meet quarterly or as often as it is considered necessary and appropriate. The Committee Chair or the majority of its members may call a special meeting when deemed necessary.
- c. The presence of two (2) members will constitute a quorum in all meetings of the Committee. They shall be entitled to the payment of per diems.
- d. The Committee shall invite resource persons including but not limited to the Bank's directors, officers or employees, during its regular or special meetings to render a report or to clarify relevant issues and matters confronting the Committee or whose advice and/or expertise shall be sought to provide relevant information as it may deem necessary and appropriate in the exercise of its functions.
- e. The Committee shall report to the LANDBANK Board of Directors the minutes of each meeting, including the matters discussed and actions taken during said meetings.
- f. The administrative requirements of the Committee shall be provided and handled by the Office of the Corporate Secretary, which shall serve as the Secretariat and shall keep the written minutes of its meetings.

**No. of CG Com Meetings for CY 2024: 7**

## **E. RELATED PARTY TRANSACTIONS COMMITTEE (RPT Com)**

Chairperson: Dir. Virginia N. Orogo

Vice Chairperson: Dir. David D. Erro

Member: Dir. Nancy D. Irlanda

The Related Party Transaction Committee (RPTCom) shall have the following duties and responsibilities:

- a. Evaluate on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties (RPs) are continuously identified, related party transactions (RPTs) are monitored, and subsequent changes in relationships with counterparties (i.e., from non-related to related and vice versa) are captured. RPs, RPTs, and changes in relationships shall be reflected in the relevant reports submitted to the Board of Directors and regulators/supervisors;
- b. Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms to such RPs than similar transactions with non-RPs under similar circumstances and that no Bank resources are misappropriated or misapplied, and to determine any potential risk issues that may arise as a result of or in connection with the transaction;
- c. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Bank's RPT exposures, and policies on conflicts of interest or potential conflicts of interest;
- d. Report to the Board on a regular basis, the status and aggregate exposures to each RP as well as the total amount of exposures to all RPs;
- e. Ensure that RPTs, including write-off of exposures, are subject to periodic independent review or audit process;
- f. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including the periodic review of RPT policies and procedures; and
- g. Perform other activities which the Committee deems appropriate as necessary and desirable for the performance of its duties and functions under this Charter, as well as such other responsibilities which the Board may assign to the Committee from time to time.

### **Meetings**

- a. The RPTCom shall meet at least four (4) times a year, with authority to convene for special meetings, as the circumstances require.

- b. Attendance of at least a majority of all the members of the Committee shall constitute a quorum for the Committee to transact business in a meeting to be convened. No business shall be transacted at any meeting unless a quorum is present.
- c. The Chairperson shall be the presiding officer during committee meetings. In the absence of the Chairperson, the Vice-Chairperson shall preside in the meeting of the Committee.
- d. The Office of the Corporate Secretary shall serve as the Secretariat of the Committee and maintain and safe keep all final decisions of the Board on material RPTs and limit breaches, including important facts about the nature, terms, conditions, original and outstanding individual and aggregate balances, justification and other details that shall allow stakeholders to make informed judgment as to the reasonableness of the transaction, duly reflected in the minutes of the meetings and shall be readily available for audit and monitoring purposes. The minutes of the meetings as well as the resolutions shall be reported to and noted by the LBP Board of Directors.
- e. The respective Heads of Compliance Management Group, Risk Management Group and Internal Audit Group shall sit as resource persons in said Committee.
- f. The Committee, if deemed necessary, may invite members of the Bank's management to attend the Committee meetings to provide relevant information or data necessary for the matters for discussion during the Committee meeting.

**No. of RPT Com Meetings for CY 2024: 6**