

196  
197  
198  
199  
200  
201  
202  
203  
204  
205  
206  
207  
208  
209  
210  
211  
212  
213  
214  
215  
216  
217  
218  
219  
220  
221  
222  
223  
224  
225  
226  
227  
228  
229  
230  
231  
232  
233  
234  
235  
236  
237  
238  
239  
240  
241  
242

**Resolution No. 3032, S'2025**

WHEREAS, on July 1, 2024, the Board, upon the recommendation of the former PNOC President and CEO, has consolidated the functions of the Governance Committee and the Nomination and Remuneration (NR) Committee, thereby merging these two committees into one to streamline operations and enhance operational efficiency;

WHEREAS, the new President and Chief Executive Officer deems it fit to demerge the two committees to allow each committee to focus on its core functions with greater efficiency and clearer accountability;

WHEREAS, the appointment of new Board Members necessitates the reconstitution of the committees of the Board to assist the Board in the performance of its duties and responsibilities;

WHEREFORE, BE IT RESOLVED, That the Board of Directors hereby approves to demerge the Governance Committee and the NR Committee;

RESOLVED FURTHER, That the following Board Committees created pursuant to the PNOC Manual of Corporate Governance, be, as they hereby are, reconstituted as follows:

**Risk Management Committee**

*Chairperson:*

VICTOR EMMANUEL S. DATO

*Members:*

JOEL R. CAMINADE

MARIA JASMINE S. OPORTO

ROBERT N. PATRIMONIO

GEMILIANO ABELARDO L. DEL ROSARIO

*Secretariat:*

Head, Treasury Dept.

**Audit Committee**

*Chairperson:*

243 MARIA JASMINE S. OPORTO

244

245 *Members:*

246 JOEL R. CAMINADE

247 VICTOR EMMANUEL S. DATO

248 GEMILIANO ABELARDO L. DEL ROSARIO

249 PATRICK LEO T. CHUA

250

251 *Secretariat:*

252 Head, Internal Audit Office

253

254 **Nomination and Remuneration Committee**

255

256 *Chairperson:*

257 GEMILIANO ABELARDO L. DEL ROSARIO

258

259 *Members:*

260 JOEL R. CAMINADE

261 GONZALO O. GO JR.

262 PATRICK LEO T. CHUA

263

264 *Secretariat:*

265 Head, Administrative Services Department

266

267 **Governance Committee**

268

269 *Chairperson:*

270 SHARON S. GARIN

271 ALESSANDRO O. SALES as Alternate Chairperson

272

273 *Members:*

274 MA. CRISTINA SHEILA C. CABARABAN

275 GONZALO O. GO JR.

276 ROBERT N. PATRIMONIO

277

278 *Secretariat:*

279 Head, Strategy Management Office

280

281 RESOLVED FURTHERMORE, That all  
282 previous resolutions or parts thereof which are  
283 inconsistent with the provisions of this resolution are  
284 hereby revoked or amended accordingly. *MMW*

285

286