

**Office Circular No.: 027**

Series of 2021

**LBP LEASING AND FINANCE CORPORATION (LLFC)  
EXECUTIVE COMMITTEE CHARTER****I. PURPOSE**

Pursuant to Company Registration No. 111115 dated 03 November 2015 or the Amended By-Laws of LLFC, the Executive Committee (Excom) shall possess and may exercise all the powers on specific matters within the competence of the Board of Directors particularly in the management and direction of the affairs of LLFC and as may be delegated by the majority of the Board of Directors subject to the limitations provided by the Corporation Code.

**II. COMPOSITION**

The Excom shall be composed of five members, namely:

Chairperson	:	Chaired by the Chairperson of the Board
		Note: pursuant to Sec. 16.2.1 of GCG's Code of Corporate Governance
Members	:	At least three (3) members of the Board, one of whom shall be the President.
		Note: <ul style="list-style-type: none"><li>▪ Pursuant to Article V, Sec 1.a, By-Laws of LLFC</li><li>▪ The Vice-Chairperson shall be designated by the Board of Directors</li><li>▪ The number of Excom members must not exceed the number that constitute the majority members of the Board</li></ul>
Secretariat	:	Risk Management Officer

The incumbents of the positions composing the Committee shall sit in the Excom as member for the duration of his/her incumbency to the position. In case of vacancy of any of the positions composing the Committee due to resignation, re-appointment, or removal from office of the incumbent, the designate shall sit as member of the Committee until such time that a new director is appointed.

**III. DUTIES AND RESPONSIBILITIES**

The Executive Committee shall act by a vote of at least two-thirds (2/3) of its members on the following:

- Evaluate and approve lease/credit transactions and restructuring proposals in accordance with the Codified Approving and Signing Authorities;
- Evaluate and recommend to the Board for consideration and approval credit proposals coursed through the Executive Committee;

- c. Formulate and recommend credit policies for Board consideration and approval;
- d. Review and monitor the performance of credit facilities previously approved;
- e. Approve procurement and disposal of Corporate Assets and administrative services in accordance with the Codified Approving and Signing Authorities;
- f. Approve sale of Acquired Assets in accordance with the Codified Approving and Signing Authorities; and
- g. Perform such other duties and functions and/or assume such responsibilities as may be delegated by the Board of Directors.

#### **IV. MEETINGS AND PROCEDURES**

The Excom shall hold regular meetings at least once a month and whenever necessary as may be determined by the Chairperson. A majority of the committee members present at a meeting shall constitute a quorum.

The Chairperson shall preside over the meetings of the Executive Committee. In his/her absence, the Vice-Chairperson shall preside as Acting Chairperson during the meeting.

The Risk Management Officer shall act as Secretariat of the Committee, who shall:

- 1. Facilitate scheduling and conduct of Committee meetings.
- 2. Solicit and prepare Agenda, Minutes of the Meeting (MoM), and resolutions.
- 3. Transcribe committee discussions/comments on proposals/reports and ensure that the instructions are relayed to the concerned personnel/presenter.
- 4. Coordinate with units/person responsible on their response/compliance to Committee's instructions/directives.
- 5. Maintain files of Committee's related documents (i.e. attendance sheet, agenda, MoM, and proposal/presentation materials).
- 6. Notify all members and concerned employee/officers of any activities related to the concerned committee, and any changes thereof.
- 7. Submit for confirmation of the Board the action taken by the Credit Committee and the Executive Committee.

#### **V. REVIEW OF THE CHARTER**

The Executive Committee shall conduct a review of this Charter at least annually and submit to the Board of Directors for approval any changes and modifications in the Executive Committee Charter.

#### **VI. EFFECTIVITY**

This Charter shall take effect on 26 August 2021.



**EDWARD JOHN T. REYES**

Officer-in-Charge

