



**SUBJECT : INTERIM GUIDELINES ON THE CONDUCT OF BOARD MEETING
BY REMOTE COMMUNICATION**

DATE : 06 August 2020

1. These Guidelines shall be applicable to the conduct of meetings of the Board of Directors.

2. Definition of Terms

- a. *Remote Communication* means the transfer of data between two or more devices not located at the same site.
 - b. *Teleconferencing* is the holding of conference among people remote from one another (three or more people in two or more locations) by means of telecommunication devices such as telephone or computer terminals.
 - c. *Videoconferencing* is the holding of a conference among people in remote locations by means of transmitted audio and video signals.
3. Directors who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing or teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. No attendance or voting by proxy at board meetings is allowed.

If a director intends to participate in a meeting through remote communication, he/she shall notify in advance the Corporate Secretary of his/her intention, which shall be noted in the Minutes of the meeting.

4. A director who participates through remote communication shall be deemed present for the purpose of attaining quorum.
5. The Corporate Secretary shall send the notice of the meeting to all directors at least two (2) days prior to the scheduled meeting. The director may waive this requirement either expressly or impliedly.
6. At the start of the meeting, the Presiding Officer shall instruct the Corporate Secretary to make a roll call, where every attendee shall state for the record the following:
 - a. Full name
 - b. Location
 - c. That he/she can clearly hear and/or see the other attendees
 - d. That he/she received the notice of the meeting including the agenda and materials



- e. Specify the device being used (i.e., smartphone, tablet, laptop, desktop, television, etc.)

Thereafter, the Corporate Secretary shall confirm and note the participants and certify the existence of a quorum.

7. In case of a need to vote in any item or matter in the agenda, the Presiding Officer shall direct the Corporate Secretary to note the vote of each director.

The vote cast by a director participating in the meeting via remote communication shall be noted by the Presiding Officer and noted by the Corporate Secretary.

8. It shall be the responsibility of each director who participates in the meeting through remote communication to ensure the reliability of his/her own device and stability of internet connection at his/her end.
9. Meetings conducted via any mode of remote communication shall be recorded.

(original signed)

CHARLES B. ESCOLIN
Corporate Secretary