
Minutes of the **Organizational Meeting** of the Board of Directors of
CARITAS HEALTH SHIELD, INC.
Held on 06 March 2019 at the Board Room, 4th Flr., Caritas Corporate Center,
97 E. Rodriguez Sr. Ave., Quezon City

I. CALL TO ORDER

The **Organizational Meeting** of the Board of Directors was called to order by the Chairman of the Board, Dr. Rene V. Reyes at 12:45 p.m., at the Board Room, 4th Floor, Caritas Corporate Center, 97 E. Rodriguez Sr. Ave., Quezon City. The Corporate Secretary recorded the minutes of the meeting.

II - QUORUM

Present	Absent	Also Present
ARCILLA, JUANITO G.	LUCENA, GILDA C.	CRESENCIO R. ABES, <i>Consultant</i>
AVENTURA, AVENILO P.	UMALI, ELIZABETH C.	DOMINGO M. NAVARRO, <i>Consultant</i>
BRILLANTES, SIXTO JR., B.	DIZON-CO, LOURDES ANN	
COLLADO, RONNIE U.		
CRISOSTOMO, JAY D.		
DE ASIS, EDGAR C.		
DIAZ, RAFE M.		
ESCALONA, ANA MARIA K.		
HENSON, RUBEN G.		
KATIPUNAN, MARIANO JR., T.		
REYES, RENE V.		
YULDE, JEFFREY K.		

The Secretary certified the presence of twelve (12) members of the Board of Directors, and the Chairman declared the presence of a quorum.

III – ELECTION OF OFFICERS

On motion made and seconded, the Board elected the following corporate officers to serve for the ensuing year until their successors have been appointed and duly qualified, to wit:

Chairman of the Board	: RENE V. REYES
President & CEO	: MARIANO T. KATIPUNAN, JR.
Treasurer & Chief Finance Officer	: EDGAR C. DE ASIS
Chief Operations Officer	: ANA MARIA K. ESCALONA
Corporate Secretary	: CHARLES B. ESCOLIN
Assistant Corporate Secretary	: ROSALYN D. MARTINEZ
Compliance Officer	: ROSALYN D. MARTINEZ
Alternate Compliance Officer	: MALYNDON B. ASADON
AMLA Compliance Officers	: ROSALYN D. MARTINEZ
Data Protection Officer	: ALWIN P. PALMA
Board Consultants	: CRESENCIO R. ABES DOMINGO M. NAVARRO

On motion made and seconded, the Board bestowed the honorific title of *Chairman Emeritus* on Dr. Avenilo P. Aventura.

IV – STANDING COMMITTEE MEMBERSHIP

On motion made and seconded, the Board unanimously approved the nominations and appointment in the membership of the following standing committees:

1. Executive Committee

Chairman : RENE V. REYES
Members : MARIANO T. KATIPUNAN, JR.
ANA MARIA K. ESCALONA
EDGAR C. DE ASIS
RONNIE U. COLLADO
JAY C. CRISOSTOMO
RAFE M. DIAZ

2. Audit Committee

Chairman : RENE V. REYES
Members : ELIZABETH C. UMALI
GILDA C. LUCENA
RAFE M. DIAZ
EDGAR C. DE ASIS

3. Nomination Committee

Chairman : ANA MARIA K. ESCALONA
Members : JAY D. CRISOSTOMO
RENE V. REYES

4. Remuneration Committee

Chairman : MARIANO T. KATIPUNAN, JR
Members : RENE V. REYES
EDGAR C. DE ASIS

5. Investments Committee

Chairman : MARIANO T. KATIPUNAN, JR.
Members : RAFE M. DIAZ
JAY D. CRISOSTOMO

6. Related Party Transactions Committee

Chairman : RENE V. REYES
Members : ELIZABETH C. UMALI
GILDA C. LUCENA

On motion made and seconded, the Board unanimously named the nominees in the following subsidiaries and/or related companies:

1. **CARITAS LIFE INSURANCE CORPORATION.** (1) Avenilo P. Aventura; (2) Ronnie U. Collado; (3) Jay D. Crisostomo; (4) Rafe M. Diaz; (5) Lydia K. Domingo; (6) Lourdes Ann D. Co; (7) Ana Maria K. Escalona; (8) Ruben G. Henson; (9) Mariano T. Katipunan, Jr.; (10) Charles B. Escolin; (11) Edgar C. De Asis; (12) Edna M. Soriano; (13) Domingo M. Navarro; (14) Amelia O. Visaya; and (15) Jeffrey K. Yulde.

2. **CARITAS FINANCIAL PLANS, INC.** (1) Avenilo P. Aventura; (2) Ronnie U. Collado; (3) Jay D. Crisostomo; (4) Rafe M. Diaz; (5) Lydia K. Domingo; (6) Lourdes Ann D. Co; (7) Ana Maria K. Escalona; (8) Ruben G. Henson; (9) Mariano T. Katipunan, Jr.; (10) Charles B. Escolin; (11) Edgar C. De Asis; (12) Edna M. Soriano; (13) Domingo M. Navarro; (14) Amelia O. Visaya; and (15) Jeffrey K. Yulde.

3. **CARITAS PROPERTIES.** (1) Avenilo P. Aventura; (2) Ronnie U. Collado; (3) Jay D. Crisostomo; (4) Rafe M. Diaz; (5) Lourdes Ann D. Co; (6) Ana Maria K. Escalona; (7) Ruben G. Henson; (8) Mariano T. Katipunan, Jr.; (9) Edgar C. De Asis; (10) Lydia K. Domingo; (11) Amelia O. Visaya; (12) Domingo M. Navarro; (13) Cresencio R. Abes; (14) Charles B. Escolin; (15) Jeffrey K. Yulde.

4. **BOC.** Mariano T. Katipunan, Jr.

5. **BANGKO NG MASA.** (1) Aldrin Prado; (2) Laura Castro; and (3) Agapito Intal.

6. **CARITAS FOUNDATION.** (1) Avenilo P. Aventura; (2) Ronnie U. Collado; (3) Jay D. Crisostomo; (4) Rafe M. Diaz; (5) Lourdes Ann D. Co; (6) Ana Maria K. Escalona; (7) Ruben G. Henson; (8) Mariano T. Katipunan, Jr.; (9) Edgar C. De Asis; (10) Jeffrey K. Yulde; (11) Amelia O. Visaya; (12) Edna M. Soriano; (13) Domingo M. Navarro; (14) Cresencio R. Abes; and (15) Charles B. Escolin.

7. **CLINICA CARITAS.** (1) Avenilo P. Aventura; (2) Ronnie U. Collado; (3) Jay D. Crisostomo; (4) Rafe M. Diaz; (5) Lourdes Ann D. Co; (6) Ana Maria K. Escalona; (7) Ruben G. Henson; (8) Mariano T. Katipunan, Jr.; (9) Edgar C. De Asis; (10) Jeffrey K. Yulde; (11) Amelia O. Visaya; (12) Edna M. Soriano; (13) Domingo M. Navarro; (14) Cresencio R. Abes; and (15) Charles B. Escolin.

8. **TFCI.** (1) Jay D. Crisostomo; (2) Cresencio R. Abes; (3) Mariano T. Katipunan, Jr.; (4) Ana Maria K. Escalona; and (5) Edgar C. De Asis.

9. **NLO.** (1) Jay D. Crisostomo; (2) Ronnie U. Collado; (3) Mariano T. Katipunan, Jr.; (4) Ana Maria K. Escalona; and (5) Domingo M. Navarro.

10. **PTE LTD.** (1) Ana Maria K. Escalona; (2) Mariano T. Katipunan, Jr.; (3) Mohammed Salaudeen; (4) Rene V. Reyes; and (5) Jay D. Crisostomo.

11. **BOTIKA CARITAS.** (1) Avenilo P. Aventura; (2) Ronnie U. Collado; (3) Jay D. Crisostomo; (4) Rafe M. Diaz; (5) Lourdes Ann D. Co; (6) Cresencio R. Abes; (7) Lydia K. Domingo; (8) Ana Maria K. Escalona; (9) Edna M. Soriano; (10) Ruben G. Henson; (11) Mariano T. Katipunan, Jr.; (12) Edgar C. De Asis; (13) Domingo M. Navarro; (14) Amelia O. Visaya; and (15) Jeffrey K. Yulde.

12. **COLEGIO CARITAS.** (1) Avenilo P. Aventura; (2) Ronnie U. Collado; (3) Jay D. Crisostomo; (4) Rafe M. Diaz; (5) Lourdes Ann D. Co; (6) Cresencio R. Abes; (7) Lydia K. Domingo; (8) Ana Maria K. Escalona; (9) Charles B. Escolin; (10) Ruben G. Henson; (11) Mariano T. Katipunan, Jr.; (12) Edgar C. De Asis; (13) Domingo M. Navarro; (14) Amelia O. Visaya; and (15) Jeffrey K. Yulde.

13. **CARITAS RUBRICS.** (1) Jay D. Crisostomo; (2) Mariano T. Katipunan, Jr.; (3) Ana Maria K. Escalona; and (4) Isabel Maria B. Aguada.

V – OTHER MATTERS

1. Approval of the Money Laundering and Terrorist Financing Prevention Plan as submitted by Compliance Officer Rosalyn D. Martinez.
2. **Miscellaneous Resolutions.** The Board, upon motion made and seconded, approved the following resolutions:
 - a. Authorizing Edgar C. De Asis to reactivate the following dormant accounts and subsequently closing the same: Metrobank Camiling, Metrobank Cauayan, BDO Davao, Metrobank Dumaguete, Allied Bank Lagro, Metrobank Legazpi, BPI Lemery, Metrobank Ormoc, and PNB Tagum City
 - b. Authorizing Edgar C. De Asis to sign Deeds of Assignment and Conveyance and Deeds of Transfer of motor vehicles purchased under the company's car plan program in favor of employees who have fully paid and complied with the stipulations of the car plan program
 - c. In the matter of the closure of specific mall marketing units, the following CHSI personnel are authorized to (1) process the application for closure and/or business retirement of the branch; (2) process the application to terminate all related contracts for the closure of the branch, such as but not limited to power and water supply and telephone connection; and (3) process and receive on behalf of the corporation the refund of security deposit from SM Prime Holdings, Inc.:
 - c.1. Authorizing Teodoro Ginete and/or Honey Rorize Angeles and/or Rosalie Castillo for SM City Bacoor, Cavite;
 - c.2. Authorizing Jane Pantaleon and/or Charles Kirby Dula for SM City Baliuag, Bulacan; and
 - c.3. Authorizing John Calo and/or Harold Lim for SM City Consolacion, Cebu;
 - d. Authorizing Cristina Cruz and/or Sir John Gatdula to process amendment of address in BIR registration for the following branches: Burgundy Tower and Robinson's Galleria
 - e. In the matter of the application for and processing of occupancy permit, building permit, mechanical permit, electrical permit, sanitary permit, fire protection permit, architectural permit, electrical plans, architectural plans, mechanical plans, plumbing plans and fire protection plans for the following branches:
 - e.1. Authorizing Sol Hortelano and/or Sadrifar Susulan to apply for and process the permits for CHSI Cagayan de Oro Branch;
 - e.2. Authorizing Reynaldo Calo and/or John Harold Lim to apply for and process the above permits for CHSI - Cebu City and SM City Cebu – Reclamation Area
 - e.3. Authorizing Sadrifar Susulan and/or Kristine Manubag to apply for and process the above permits for CHSI Davao City
 - f. Authorizing Ms. Myralee M. Pacio to receive the company's amended BIR certificate of Registration and business permit for CHSI Tacloban Branch
 - g. Authorizing Ms. Marie Antoinette I. Mandate to receive the Book of Accounts Ledger for CHSI Trece Martires Branch
 - h. Authorizing Rosalie Angeles as additional signatory from the Customer Relations Department to sign policy contracts and endorsements of CHSI products

VI. ADJOURNMENT

The Board scheduled its next regular meeting on 10 May 2019 (Friday) at 10:00 a.m. to be held at the Board Room, 4th Floor, Caritas Corporate Centre, No. 97 E. Rodriguez Sr. Blvd., Quezon City.

The meeting was adjourned at 1:55 p.m.

Certified Correct:



CHARLES B. ESCOLIN
Corporate Secretary