



2023 BOARD APPRAISAL/ PERFORMANCE REPORT

In accordance with the mandate of the Board of Directors and in line with corporate governance best practices, Asia Pacific Medical Center-Aklan Inc. (formerly known as Allied Care Experts Medical Center- Aklan Inc.) formulated a Board Performance Assessment. This evaluation entails each Board of Director to periodically identify the strengths of the Board and its other working committee and recognize specific areas that need improvement based on the results of the assessment. The evaluation report will also impart important feedback and views from the members of the Board and in turn will serve as one of the basis for the Company’s overall strategy, performance for future directions and endeavors.

The Board of Directors for the year 2023-2024 were asked to evaluate the performance of the Board for each category namely, structure, efficiency and effectiveness, participation and engagement of each member of the Board, contribution of each member director to their respective Committee, and performance of the Management. The assessment also reflects specific responsibilities and accountabilities of each party evaluated as provided in the Company By-Laws, Manuals, Charters and governing policies.

The Board of Directors used a rating scale of 1 to 5, and the values are as follows: 1- Needs Improvement, 2- Satisfactory, 3- Very Satisfactory, 4- Good, 5- Excellent. Below is the result of the Self- Assessment conducted by the 2023 Board of Directors based on the aforementioned criteria.

ANNEX A (Board Self-Assessment)	RATINGS
STRUCTURE	
1. The Board has a proper mix of directors with the appropriate skills, knowledge and experience to enable them to effectively participate in Board deliberations.	3.8
2. The Board has a process of selection that ensures an appropriate mix of directors and officers who can perform competently and professionally and add value to the Company.	4.1
3. The powers, roles, responsibilities and accountabilities between the Board and management are clearly defined, segregated and understood.	3.1
4. The Board has the necessary committees in place to assist the Board in the performance of its duties and responsibilities.	3.4
5.The roles of the Chairman and the CEO are separate or, if not there are adequate checks and balances to help ensure that independent , outside views, perspective, and judgments are given proper hearing in the Board.	3.1
LEADERSHIP, ROLES, RESPONSIBILITIES	
6. The Board, together with the Management determines and periodically reviews the Company’s purpose, vision, mission and strategic objectives and	3.4



business plans and policies that guide and direct activities of the Company, and the means to attain the same.	
7. The Board oversees management's implementation of sound strategic policies and guidelines on major capital expenditures, business strategies, operational budgets, plans and policies.	3.8
8. The Board regularly and periodically monitors the Company's corporate performance against such strategic objectives and business plans.	3.4
9. The Board provides oversight with regard to enterprise risk management and Identifies key risk areas and key performance indicators and monitor these factors with due diligence.	3.4
10. The Board adopts and decides on Company's governance principles, model/framework, guideline and practices and oversees the implementation thereof.	3.8
11. The Board ensures that the Company complies with all relevant laws and regulations and endeavors to adopt accepted best business practices.	4.1
12. The Board approves objectives and policies for the Company's social, community and environmental performance.	3.9
13. The Board exercises corporate powers in accordance with the principles of sound corporate governance, and secures the Company's long-term viability and success.	3.4
INTERNAL CONTROL	
14. The Board has a good understanding of Management's responsibilities in relation to internal control.	3.4
15. The Board ensures the continuing soundness, effectiveness and adequacy of the Company's internal control environment.	3.8
16. The Board ensures that the Company has an internal audit system that can reasonably assure that the Company's key organizational and operational controls are complied with.	3.8
17. The Board ensures that the Company has an independent audit mechanism for the proper audit and review of financial statements by independent auditors.	3.8
18. The Board adopts a system of check and balance within the Board and regularly reviews its system of checks and balances for effectiveness.	3.4
CODE OF CONDUCT AND OTHER CORPORATE GOVERNANCE POLICIES	
19. The Board understands and actively promotes the Company's principles and values.	4.1
20. There is a written Code of Business Conduct and Ethics (the "Code of Conduct") to be followed by the Board, CEO, officers and employees.	4.1
22. The Code of Conduct is communicated, understood and followed by the Board, CEO, officers and employees.	3.1



23. The Code of Conduct provides that there shall be no waiver of any provision of the Code of Conduct in favor of directors or officers, except when expressly granted by the Board and any such waiver must be promptly disclosed to the stockholders.	3.4
24. There is a formal channel established to allow employees to report unethical conduct.	3.8
25. The Board ensures it has and is communicating and implementing a formal conflict of interest policy and it contains guidelines and provisions prohibiting the Company whether directly or indirectly from granting loans to directors and officers.	3.4
26. There are appropriate policies and procedures governing related party transactions.	3.8
27. The Board ensures that the directors are, as required or necessary or upon request of such directors, trained on corporate governance leading practices and principles by competent and recognized experts in the field, which may include institutional training providers accredited or recognized by the Philippine SEC.	3.8
INDEPENDENCE	
28. The Board thinks and acts independently of, and is not unduly influenced by, the CEO and Management.	4.1
29. The Board has a balance of executive and non-executive directors, including independent directors such that no individual or small group of individuals can dominate the Board's decision making.	4.1
STEWARDSHIP	
30. The Board ensures that the company has a delegation of authorities document(s) and system(s) governing approval and reporting limits and levels, including its own delegated authority levels to the Board Committees and the CEO.	3.4
31. The Board maintains close oversight and operations and financial aspects of the Company.	4.1
32. The Board approves strategic financial and non-financial objectives and policies and monitors the achievement thereof against approved targets/performance to ensure the efficiency and effectiveness of the Company.	3.8
33. The Board ensures the recruitment and retention of high potential and high performance key employees (through the CEO and Management)	3.4
34. The Board ensures that there is a professional development programs for employees and officers and provides for a succession plan for senior management that the Board reviews.	3.1
RESOURCES	
35. The Board members have access to Management and independent professional advice to enable them to discharge their duties.	3.4



36. The Corporate Secretary has the primary role of supporting the Board and chairperson.	3.8
MONITORING	
a.) Meetings	
37. The Board schedules and holds regular meetings and convenes special meetings when required by business exigencies.	4.4
38. At least one independent director is always in attendance in all Board meetings.	4.1
39. The Board holds sessions with the non-management/non-executive and independent directors (excluding management/executive directors) at least once a year and as such other times as the Board may deem necessary or appropriate.	4.4
40. There is active solicitation of views and opinions of the members of the Board in the process of arriving at a decision.	4.1
41. The Board uses an annual calendar to plan meetings, address issues and align with planning and reporting cycles.	4.1
42. The Board meetings are duly minuted.	4.4
43. The minutes of Board meetings are clear and useful.	4.7
44. The Board receives in a timely manner the right information it needs to fulfill its responsibilities.	4.1
MONITORING	
b.) Performance Assessments	
45. The Board ensures that there are mechanisms to monitor its performance and that of its Committees and individual members.	3.8
46. The Board really knows how well it and its Committees are fulfilling their responsibilities and achieving their objectives.	3.4
47. The Board operates smoothly and effectively as a team.	3.4
48. The Board has its own succession and development plans which reflect the results of performance evaluations.	3.4
49. The Board has an effective ongoing development programs for directors and Board Committee members.	3.8
50. Overall, the Board and the Board Committee are contributing to the success of the Company.	3.4



51. Overall, the Board and Board Committees are contributing to the success of the Company.	3.8
REPORTING AND DISCLOSURES	
52. The Company has a clear policy on communicating or relating with its various shareholders.	4.1
53. The Board regularly and timely reviews, approves and communicates the financial reports, key corporate activities and other material disclosures and statements of the Company to its stakeholders.	4.1
54. The Board asks probing and informed questions of management about the Company's results of operations and disclosures.	3.8
55. The Board promotes and ensures a culture of openness and transparency in the Company.	3.8
SHAREHOLDERS' BENEFITS	
56. The Board Ensures that the Company has an existing mechanism which promotes stockholders' rights.	4.1
57. The Company has in place an investor relations program that will keep stockholders and investors informed of important developments in the Company.	3.8
58. The Board ensures that the Company implements steps to facilitate stockholders' participation in annual or special meetings of stockholders.	3.8
59. The Board ensures that the Company timely provides stockholders with relevant and timely information prior to such meetings.	3.8
60. The Board ensures transparency and fairness in the conduct of stockholders meetings.	3.8
61. The Chairman of the meeting of stockholders gives stockholders an opportunity to raise their concerns or questions relating to the items in the agenda of the meeting.	3.8



**ASIA PACIFIC
MEDICAL CENTER
(APMC)-AKLAN INC.**

(Formerly: Allied Care Experts (ACE) Medical Center-Aklan Inc.)

ANNEX B (Directors Self Assessment)	RATINGS
1. I understand the mission, vision and values of the Company.	5
2. I act in a manner characterized by transparency, accountability, integrity and fairness fully aware that the office of a director is one of trust and confidence.	4.1
3. I devote sufficient time and attention necessary to properly discharge and effectively perform my duties and responsibilities as a member of the Board.	4.1
4. I keep myself updated on developments in the Company, including its financial and operational performance.	3.8
5. I ensure that my personal interest does not conflict with the interest of the Company.	4.4
6. I exercise independent judgment.	4.4
7. I have a working knowledge of the statutory and regulatory requirements affecting the Company, including the contents of its Articles of Incorporation and By-Laws, the requirements of the SEC, and where applicable, the requirements of other regulatory agencies.	3.5
8. I observe confidentiality of non-public information acquired by reason of my position as a director.	4.4
9. I attend all board meetings except when prevented by justifiable cause.	4.4
10. I actively participate in board discussions and deliberations.	3.8
11. I take steps, such as attendance in seminars, reading journals and other materials, to enhance and update my knowledge on corporate governance and enable me to discharge my duties and responsibilities as a director.	3.5
12. I am aware of key issues and challenges facing the Company today and in the future.	4.7



ANNEX C.1 (Audit Committee Self-Assessment)	RATINGS
SETTING OF COMMITTEE STRUCTURE AND OPERATION	
1. Committee size. Is this part of the Audit Committee?	5
2. Independence requirement. Is this part of the Audit Committee?	5
3. Qualifications, skills and attributes of members and Chair. Is this part of the Audit Committee?	5
4. Financial knowledge of members. Is this part of the Audit Committee?	5
5. Succession plan for members and Chair. Is this part of the Audit Committee?	5
6. Meetings (frequency, etc.). Is this part of the Audit Committee?	5
7. Reporting to the Board and issuance of certifications on critical compliance issues. Is this part of the Audit Committee?	5
8. Evaluations. Is this part of the Audit Committee?	5
9. Resources including access to outside advisors. Is this part of the Audit Committee?	5
10. Training and education. Is this part of the Audit Committee?	5
II. OVERSIGHT ON FINANCIAL REPORTING AND DISCLOSURES	
1. Extent of understanding of the Company's business and industry in which it operates. Is this part of the Audit Committee?	5
2. Compliance with financial reporting regulations. Is this part of the Audit Committee?	5
3. Recognition of management's responsibility over the financial statements. Is this part of the Audit Committee?	5
4. Appropriateness of accounting policies adopted by management. Is this part of the Audit Committee?	5
5. Reasonableness of estimates, assumptions, and judgments used in the preparation of financial statements. Is this part of the Audit Committee?	5
6. Identification of material errors and fraud and sufficiency of risk controls. Is this part of the Audit Committee?	5
7. Actions or measures in case of finding of error or fraud in financial reporting. Is this part of the Audit Committee?	5
8. Review of unusual or complex transactions including all related party transactions. Is this part of the Audit Committee?	5



9. Determination of impact of new accounting standards and interpretations. Is this part of the Audit Committee?	5
10. Assessment of financial annual and interim reports as to completeness, clarity, consistency and accuracy of disclosures of material information including on subsequent events and related party transactions. Is this part of the Audit Committee?	5
11. Review and approval of management representation letter before submission to external auditor. Is this part of the Audit Committee?	5
12. Communication of the AudCom with legal counsel covering litigation, claims, contingencies or other significant legal issues that impact financial statements. Is this part of the Audit Committee?	5
13. Fair and balance review of financial reports. Is this part of the Audit Committee?	5
14. Assessment of correspondence between the Company and regulators regarding financial statement filings and disclosures. Is this part of the Audit Committee's Charter?.	5
III. OVERSIGHT ON INTERNAL CONTROLS	
1. Obtaining management's assurance on the state of internal controls. Is this part of the Audit Committee?	5
2. Review of internal auditor's evaluation of internal controls. Is this part of the Audit Committee?	3.8
3. Evaluation of internal control issues raised by external auditors. Is this part of the Audit Committee?	5
4. Assessment of control environment including IT systems and functions. Is this part of the Audit Committee?	5
5. Setting a framework for fraud prevention and detection including whistle-blower program. Is this part of the Audit Committee?	2.5
6. Deliberation on findings of weaknesses in controls and reporting process. Is this part of the Audit Committee?	2.5
IV. OVERSIGHT ON MANAGEMENT AND INTERNAL AUDIT	
1. Evaluation of compliance with the Code of Conduct for management. Is this part of the Audit Committee's Charter?	3.75
2. Communication with management and internal auditor. Is this part of the Audit Committee?	5
3. Review and approval of scope of work and fees of external auditor. Is this part of the Audit Committee?	5
4. Assessment of non-audit services. Is this part of the Audit Committee?	5
5. Understanding disagreements between the auditor and management. Is this part of the Audit Committee?	5



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6. Actions on the findings of an external auditor. Is this part of the Audit Committee?	5
7. Management's competence regarding financial reporting responsibilities including aggressiveness and reasonableness of decisions. Is this part of the Audit Committee?	5
8. Evaluation of performance of external audit-reappointment and resignation. Is this part of the Audit Committee?	5
9. Compliance of external auditor with auditing standards. Is this part of the Audit Committee?	5
10. Completeness and timeliness of communication with external auditor as to critical policies, alternative treatments, observations on internal controls, audit adjustments, independence, limitations on the audit work set by the management, and other material issues that affect the audit and financial reporting. Is this part of the Audit Committee?	5



ANNEX C.2 (Nominations Committee Self-Assessment)	RATINGS
I. SETTING OF COMMITTEE STRUCTURE AND OPERATION	
1) The nomination committee has at least three (3) voting Directors. Is this part of the Audit Committee's Charter?	3.75
2) At least one of the Committee members is an Independent Director. Is this part of the Audit Committee's Charter?*	1.25
3) Meetings (frequency, etc.). Is this part of the Audit Committee's Charter?	5
4) Evaluations. Is this part of the Audit Committee's Charter?	5
II. COMMITTEE RESPONSIBILITIES	
1.) It recommends to the Board qualified nominees for election as Directors and Committee members. Is this part of the Audit Committee's Charter?	3.75
2.) It prepares the final list of candidates for the Board of Directors to be elected by the stockholders during the annual membership meeting. Is this part of the Audit Committee's Charter?	5
3.) There is a schedule of all planned meetings for the year, which maps how the committee's responsibilities are addressed over the year. Is this part of the Audit Committee's Charter?	5



Annex C.3 (Remuneration/ Compensation Committee Self-Assessment)	RATINGS
I. Setting of Committee Structure and Operation	
1) The Compensation committee has at least three (3) voting Directors. Is this part of the Audit Committee Charter?	5
2) At least one of the Committee members is an Independent Director. Is this part of the Audit Committee Charter?	5
3) Meetings (frequency, etc.). Is this part of the Audit Committee Charter?	5
4) Evaluations. Is this part of the Audit Committee Charter?	5
II. Committee Responsibilities	
1.) It oversees the development and administration of Remuneration Programs aligned with overall philosophy and strategy. Is this part of the Audit Committee Charter?	5
2.) It evaluates the appropriate compensation for the Board of Directors. Is this part of the Audit Committee Charter?	5
3.) There is a schedule of all planned meetings for the year, which maps how the committee's responsibilities are addressed over the year. Is this part of the Audit Committee Charter?	5



ANNEX C.4 (Corporate Governance Committee)	RATINGS
I. SETTING OF COMMITTEE STRUCTURE AND OPERATION	
1) The Corporate Governance committee has at least three (3) voting Directors. Is this part of the Audit Committee Charter?	5
2) Majority of the Committee members are Independent Directors. Is this part of the Audit Committee Charter?	5
3) Meetings (frequency, etc.). Is this part of the Audit Committee Charter?	5
4) Evaluations. Is this part of the Audit Committee Charter?	5
II. COMMITTEE RESPONSIBILITIES	
1.) It reviews and recommends, for Board approval, recommendations to improve the company's compliance to the Revised Corporate Governance Code, the company's Revised Manual of Corporate Governance and other corporate governance rules and applicable laws. Is this part of the Audit Committee's Charter?	5
2.) It reviews annually the Charters of all Board Committees and recommends appropriate changes or improvements to the Board. Is this part of the Audit Committee's Charter?	5
3.) It oversees the development of corporate governance principles, structure, best practices and rules for adoption by the Company, and assists the Board in the implementation thereof. Is this part of the Audit Committee's Charter?	5



ANNEX D (Board of Directors' Performance Evaluation of the President/CEO)	RATINGS
I. Leadership	
1) Leads in the formulation of the rules and procedures on financial reporting and internal control.	4.6
2) Supervises, directs, controls and manages the business operations, affairs and properties of the Company in a sound and prudent manner.	3.8
3) Consistently makes decisions that enable the Company achieve its goals better.	4.2
4) Commits to the fundamental principles of good corporate governance and supports the Board in its governance duties.	4.6
II. Working with the Board	
1.) Helps the Board establish the Company vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of Management performance.	4.6
2.) Maintains an effective working relationship with the Chairman and members of the Board of Directors.	4.2
3) Provides the Board complete, adequate and timely information on plans, performance, issues, developments and opportunities which would enable it to make appropriate decisions or directions.	4.6
4) Ensures that all resolutions and directions of the Board are carried into effect.	4.6
III. Management	
1.) Participates in the formulation and implementation of sound strategic policies and guidelines on major capital expenditures, business strategies, plans and policies.	4.6
2.) Effectively monitors the key risks areas and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.	4.2
3.) Regularly monitors the adequacy and effectiveness of the Company's financial reporting, governance, operations, and information systems, including the reliability and integrity of the financial and operational information.	4.2
4.) Ensures the implementation of the compensation and succession plans and professional development programs for employees.	4.2
5.) Ensures that the Company is supported by effective process for planning, communicating, measuring, governing, delivering quality, and providing for a safe work environment.	4.2
6.) Delegates effectively to members of the senior management team and other officers	4.6



IV. Communication/Relationship	
1.) Maintains good interpersonal relationships with the chairman, other board members, executives, other employees, and key stakeholders.	3.8
2.) Communicates effectively with the stakeholders the Company's goals, objectives, strategies, standards, policies, rules and procedures.	4.2
3.) Ensures open communication links with its customers, suppliers, contractors, regulators and other agencies of the government and solicits feedback from the Company's stakeholders including employees at all levels as input to the direction and operation of the Company.	4.2
4.) Exercises oversight responsibility over the investor relations program that keep the stakeholders informed of the important developments in the Company.	4.2