PHILIPPINE GUARANTEE CORPORATION
IT Steering Committee Charter

PHILGUARANTEE
Philippine Guarantee Corporation

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Section 1 Committee Charter

This Committee Charter sets out the purpose, membership, and duties and responsibilities of the IT Steering Committee, including the guidelines on the conduct of meetings, Charter reviews, and assistance to be provided by the Office of the Corporate Secretary, Management, the Technical Working Group, and consultants if any.

Section 2 Purpose

The IT Steering Committee is established to assist the Board of Directors in performing its corporate governance and oversight responsibilities with respect to the Corporation's operations, strategy, and investment in information technology systems consistent with its guarantee mandate under Executive Order No. 58, series of 2018[1] and relevant government policies.

Section 3 Duties and Responsibilities of the Committee

The IT Steering Committee shall assist the Board by reviewing and recommending to the Board the Information Technology strategy and implementation plan, accompanied by relevant policy. The Management or the Technical Working Group shall provide information to facilitate the oversight function of the Committee. The duties and responsibilities of the Committee are as follows:

1. Review and recommend IT strategies, policies, and plans regarding the following:

    1.1 Overall IT strategy and direction regarding the IT investment plan, value delivery validation, overall IT capital expenditure, tracking of IT performance metrics, project prioritization, and approval of expenditures for major initiatives, including significant plan changes.
    1.2 Process for development of IT policies.
    1.3 Status of major IT initiatives.
    1.4 Process for continuous monitoring of IT-related concerns.
    1.5 Appropriate responses (e.g. policy enhancements) to IT-related developments or feedback (e.g. user reports, audit findings, etc.).
    1.6 Process to identify and evaluate future IT systems requirements.

2. Ensure IT policies and plans are aligned with the Corporation's mandate and business plans, compliant with internal and external auditing standards, compliant with existing government IT policies and thrusts, and compliant with IT industry standards and best practices and enhanced risk management standards.

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[1] Approving the merger of the Home Guaranty Corporation (HGC) and the Philippine Export-Import Credit Agency (PhilEXIM), Transferring the Guarantee Functions, Programs and Funds of the Small Business Corporation, and the Administration of the Agriculture Guarantee Fund Pool and the Industrial Guarantee and Loan Fund to the PhilEXIM, and Renaming the PhilEXIM as the Philippines Guarantee Corporation (PHILGUARANTEE).

3. Review and recommend an internal corporate communication plan to create or increase awareness of the Corporation's IT strategies, policies, significant activities, and changes in IT-related processes and systems.

4. Review the progress of IT projects by comparing the project status reports to plans, evaluating IT project proposals and implementation or completion thereof, analyzing lessons learned based on project successes and failures, and evaluating the impact of revisions or changes in plans on ongoing commitment, support, resources, etc.

5. Review and approve Management-recommended major IT project deliverables by ensuring these meet the acceptance criteria and that user recommendations are taken into consideration.

Section 4 Membership

The IT Steering Committee shall be composed of at least three (3) members of the Board of Directors, majority of whom shall be non-executive directors. The members shall be appointed/designated/elected by the Board of Directors. The Committee members are expected to have sufficient understanding of the business and industry in which the Corporation operates to oversee the development and implementation of the IT strategic plans of the Corporation.

The Head of the IT Department shall participate in the meetings at all times. The following heads shall participate in the meetings in an advisory capacity:

a. Head of the Comptrollership Group or Head of the Budget Management Department
b. Head of the Internal Audit Office
c. Head of the Enterprise Risk Management Office
d. Head of the Compliance Management and Standards Office

Section 5 Technical Working Group

The IT Steering Committee shall be supported by a Technical Working Group (TWG) or sub-committee, which shall provide technical and administrative support to assist the Committee in the effective discharge of its duties and responsibilities.

The TWG shall be composed of one member from each unit of the Corporation, who is knowledgeable and experienced in IT and related fields and/or experienced in using and administering the Corporation's IT systems. The Head of the IT Department shall be the Chairperson of the TWG for all IT-related projects and assignments.

Section 6 Committee Meetings

The IT Steering Committee shall meet on a quarterly basis or as often as required to undertake its duties and responsibilities effectively. A quorum must be present to convene a meeting.

Attendance of a member through teleconferencing or video conferencing shall be allowed in accordance with SEC Memorandum Circular No. 15, series of 2011 and Memorandum Circular No. 6, series of 2020, and as recognized under CGC Memorandum Circular No. 2014-03.

The Chairperson shall preside over the meetings of the Committee. In the event the Chairperson is not present in a duly convened meeting, the Vice-Chairperson shall preside over the meeting.

All Committee meetings shall be recorded through minutes of the meetings, copies of which shall be provided to the members within a reasonable period of time prior to the next scheduled meeting.

All Committee actions shall be made by at least a majority of the members present in a meeting where a quorum is duly constituted. After each meeting, the Chairperson shall report to the Board *en banc*, all significant matters discussed and/or acted upon by the Committee, for the Board's action.

Section 7 Secretariat

The Office of the Corporate Secretary (OCS) shall serve as the Secretariat, which shall assist the Committee in carrying out its duties and responsibilities effectively and efficiently. The OCS shall prepare the minutes of the meeting and other records of the Committee, and provide other administrative support. The OCS shall ensure that the minutes of the meeting, including the materials, are prepared and distributed to the Members prior to the scheduled meeting.

The OCS shall see to it that the instructions/directives of the Committee are communicated to the concerned department/unit through the President and CEO, and will update the Committee on compliance upon receiving the corresponding status of the concerned department/unit.

Section 8 Relationship of the Committee with the Board, Other Board-level Committees and Management

The IT Steering Committee is a Board-level Committee. It is an extension arm of the Board of Directors similar to the other Board-level Committees. It shall not act absolutely independent of the Board. It shall submit an evaluation and appropriate recommendation to the Board, on matters within its authority, for the Board's action.

The Committee, as and when appropriate, may call upon members of Management and staff, or invite other Board members who are not members of the Committee, to attend the meetings and to provide inputs, information and/or advice, and extend such other assistance as it may deem necessary to accomplish their duties and responsibilities.

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Section 9 Assistance of Consultants

The IT Steering Committee, subject to the approval of the Board and availability of funds, may hire or retain consultants or other experts at the expense of the Corporation, following the Philippine Government Procurement law and auditing and accounting standards.

Section 10 Review of the Charter

The IT Steering Committee shall review this Charter every two years to ensure it remains relevant to the current needs of the Corporation and aligned with IT governance principles and guidelines. The Charter may be amended through a resolution of the Board. Any Board-approved amendments shall be recorded in a History Log, which shall form part of this Charter.

Section 11 Effectivity of the Charter

This Charter shall take effect immediately upon the approval of the Board of Directors.

Approved and endorsed to the Board by the IT Steering Committee on: November 29, 2021

Approved by the Board of Directors on: December 21, 2021