110122017003242

SECURITIES AND EXCHANGE COMMISSION

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Company Information

SEC Registration No.	0000007199
Company Name	ACESITE (PHILS.) HOTEL CORP.
Industry Classification	
Company Type	Stock Corporation

Document Information

Document ID	110122017003242
Document Type	CORPORATE GOVERNANCE SCORECARD
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COVER SHEET

7199

SEC Registration Number

ACESITE (PHILS.) HOTEL CORPORATION

(Company's Full Name)

7th Floor Manila Pavilion Hotel
UN Avenue corner M. Orosa Street
Ermita, Manila

(Business Address : No. Street City / Town / Province)

ARTHUR R. PONSARAN

Contact Person

526-1212 extension 2403

Company Telephone Number

12	31	CGS CORE CARD	09	19
Month	*Day*	FORM TYPE	*Month*	*Day*
			Annual Meeting	

Not Applicable

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

196		US$1,595,900
Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Must Have Information

Question	Answer
1.Name of the Company	ACESITE (PHILS.) HOTEL CORPORATION
2.Year Listed	1986
3.Number of Directors in 2016	11
4.Number of Independent Directors in 2016	THREE (3)
5.Number of Board Meetings in 2016	THIRTEEN (13)
6 Number of Board Committees in 2016	FOUR (4)
7.Number of Board committee meetings in 2016	THIRTEEN (13)
8.Total Board Compensation in 2016	0
9 Net Sales in 2016	PHP 589,237,597
10 Net Profit in 2016	PHP 70,470,443
11 Total Assets in 2016	PHP 2,316,168,881
12.Total Liabilities in 2016	PHP 699,021,668
14.Return on Equity (ROE) in 2016	4.36%
15.Outstanding Stocks in 2016	344,747,520
16.Free Float level at the end of 2016	152,692,017
17.Market Capitalization in 2016	1.2 BILLION
18.Please describe the impact of the CG Scorecard Project made on your Board and ...	CLOSE MONITORING RE REGULATORY COMPLIANCE
19.Name and email address of the person who accomplished the self assessment	RICHARD RICARDO/rickyrics2005@yahoo.com
13. Total Equity in 2016	PHP 1,617,147,213

Acesite (Phils.) Hotel Corporation

PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

Form/Report Type	CORPORATE GOVERNANCE SCORECARD 2017
Report Period/Report Date	Oct 12, 2017

Description of the Disclosure

CORPORATE GOVERNANCE SCORECARD

Filed on behalf by:

Signature Over Printed Name	**Mr. Richard Ricardo**
Designation	**Compliance Officer**

Questionnaire

Question	Description	Score	Remarks
Part I. The Rights of Shareholders 20% **Rights Defined** 1.Does the company offer other ownership rights beyond voting?	DESCRIPTION: Examples of additional rights are equitable shares of the profits and/or dividends, equal treatment for share repurchases and the right to mortgage and sell , etc. SUGGESTION INFO SOURCE: Company Website, Annual Report, Articles of Incorporation, Information Statement ADEQUATE:None BETTER:Either one of the nghts BEST:All	Better	Articles of Incorporation Information Statement (20-IS) Page 2, Item 2
2.Is the policy on the directors' remuneration disclosed to the shareholders?	DESCRIPTION: Policy and criteria for director remuneration should be presented to shareholders. Remuneration is defined as the total emoluments other than per diems. SUGGESTION ON INFO SOURCE: AGM Minutes, Agenda, Information Statement, Annual Report or SEC Form 17-A and Company Website ADEQUATE: No BETTER: - BEST : Yes	Best	Information Statements (20-IS) Page 11, Item 6
3.How is the directors remuneration disclosed to the shareholders?	DESCRIPTION: Directors compensation should be determined according to the company stated criteria and policy, with approval by the shareholders SUGGESTION INFO SOURCE: AGM Minutes, Agenda, Information Statement, Annual Report ADEQUATE: Directors remuneration available only as total or summation BETTER: - BEST: Details of remuneration policy available	Adequate	Information Statements (20-IS) Page 11, Item 6
4.Does the company allow shareholders to elect board members individually?	DESCRIPTION: Shareholders should have an opportunity to consider and elect each board member individually. SUGGESTION ON INFO: AGM Minutes, Agenda, Information Statement, Annual Report ADEQUATE: No BETTER: - BEST: Yes	Best	Information Statements (20-IS) Page 3, Par. 3
Rights Disclosed 5. Quality of Notice to call Shareholders' Meeting in the past year. 5. 1Nomination of directors providing their names and background.	DESCRIPTION: Background refers to individual profile of new directors and returning directors. For returning directors, must include board meeting attendance and performance.Notice should include: Information source: Information Statement; by-laws. SUGGESTION ON INFO SOURCE:Notice to call Shareholders Meeting, Information Statement, AGM Minutes, Agenda ADEQUATE:None BETTER:Includes individual profile of new directors and returning directors BEST:Includes individual profile of new directors and returning directors and board meeting attendance and performance	Better	Information Statement (20-IS), Page 5, Item 5
5.2 Is there adequate information on the external auditor? Are their name(s), profile, detail of fees and other engagements with the company (tax, consulting, etc.) provided	SUGGESTION ON INFO SOURCE:Information Statement, AGM Minutes, Agenda ADEQUATE: None BETTER:Inadequate information mentioned BEST:All information presented	Best	Information Statement (20-IS), Page 12, Item 7
5.3 Dividend policy, in providing the amount and explanation.	SUGGESTION ON INFO SOURCE: Notice to call Shareholders; Meeting, ;Information Statement, AGM Minutes, Agenda ADEQUATE: Both items missing BETTER:Includes only one item BEST:Includes both items	Best	Information Statement (20-IS) Page 13, Item 9 Information Statement (20-IS) Page 29, Section 3

5.4 Does the information statement have an executive summary?	DECRIPTION: There should be a summary and/or a simple presentation of the companys financial, operational and legal highlights. This is to allow the ordinary shareholder or stakeholder to be fully aware of the companys status. SUGGESTION ON INFO SOURCE:AGM Minutes, Agenda, Information Statement ADEQUATE: No BETTER: - BEST: Yes	Best	Management Report (20-IS), Pages 19-31
6. Quality of Minutes of Shareholders' Meeting 6.1 Voting method and vote counting system	DESCRIPTION: Voting method and vote counting system should be declared before the meeting begins. SUGGESTION ON INFO SOURCE:AGM Minutes, SEC Form 17-C, Notice to call Shareholders Meeting, By-Laws, Information Statement Company ADEQUATE:Not included BETTER:- BEST:Included	Best	Information Statement (20-IS), Page 3, Paragraph 3 Information Statement (20-IS), Page 17, Item 19
6.2 Issues and Motions	DESCRIPTION: The minutes should indicate the issues and motions raised during the meeting. SUGGESTION ON INFO SOURCE:Minutes of Shareholders Meeting ADEQUATE:Not included BETTER:- BEST: Included	Best	Minutes of Meeting
6.3 Agreements arrived at during the meeting;	DESCRIPTION: The minutes should indicate the agreements arrived at during the meeting; SUGGESTION ON INFO SOURCE:Minutes of Shareholders Meeting ADEQUATE:Not included BETTER: - BEST: Included	Best	Minutes of Meeting
6.4 Corporate acts which were approved or disapproved by the stockholders.	DESCRIPTION: The minutes should indicate Corporate acts which were approved or disapproved by the stockholders. SUGGESTION ON INFO SOURCE:Minutes of Shareholders Meeting ADEQUATE:Not included BETTER:- BEST:Included	Better	Minutes of Meeting Information Statement (20-IS), Page 16, Item 15 (c)
Participation in AGM 7.Did the Chairman of the Board attend the last two AGMs?	DESCRIPTION: Shareholders should have an opportunity to address the Chairman of the Board. SUGGESTION ON INFO SOURCE: AGM Minutes, Reports to PSE/SEC/BSP, Certification of Attendance ADEQUATE:Failure to attend both AGMs due to justifiable reasons BETTER:One absent due to justifiable reasons BEST:Two; attended both of the last two AGMs	Best	Minutes of Meeting
8. Did the CEO/Managing Director attend at least one of the last two AGMs?	DESCRIPTION: Shareholders should have an opportunity to address the CEO and MD. SUGGESTION ON INFO SOURCE:Zero; did not attend either of the two AGMs ADEQUATE:Zero; did not attend either of the two AGMs BETTER:One; attended one AGM BEST:Two; attended both of the last two AGMs	Best	Minutes of Meeting
9. Is a name list of board members attending the AGM available?	DESCRIPTION: Name list of board and committee members in attendance should be recorded in the minutes. SUGGESTION ON INFO SOURCE: AGM Minutes, Reports to PSE/BSP ADEQUATE: No BETTER: - BEST: Yes	Adequate	
10. Do AGM minutes record that there was an opportunity allowing shareholders to ask questions/raise issues in the past year? 10.1 Is there a record of answers and questions?	DESCRIPTION: Shareholder participation is guaranteed if the logistics of meetings allow this. Agenda time should be allocated for questions. Firms which record shareholder questions and the corresponding answers from directors/managers earn a "good" score, while firms with no record are judged "poor" SUGGESTION ON INFO SOURCE: AGM Minutes, Reports to PSE/BSP ;AGM Minutes ADEQUATE: No BETTER: - BEST: Yes	Adequate	

10.2 Is there a record of resolutions in the minutes?	DESCRIPTION Firms which note any resolution earned a "good" score, while firms with no record are judged as "poor". SUGGESTION ON INFO SOURCE:AGM Minutes, Information Statement, Agenda ADEQUATE: No BETTER: - BEST:Yes	Best	Minutes of Meeting
11 Attendance of the Board Committee Chairs Shareholders should have an opportunity to address the Chairs of each Sub-Committee. 11.1 Did the Chairman of the Audit Committee attend the last two AGMs?	DESCRIPTION: Shareholders should have an opportunity to address the Chairman of the Audit Committee. SUGGESTION ON INFO SOURCE:AGM Minutes, Annual Report, Reports to PSE/SEC/BSP ADEQUATE:Zero; did not attend either of the two AGMs BETTER: One; attended one AGM- BEST:Two; attended both of the last two AGMs	Better	Minutes of Meeting
11.2 Did the Chairman of the Compensation / Remuneration / Governance Committee attend the last two AGMs?	DESCRIPTION: Shareholders should have an opportunity to address the Chairman of the Compensation / Remuneration / Governance Committee. SUGGESTION ON INFO SOURCE: AGM Minutes, Reports to PSE/BSP ADEQUATE : Zero; did not attend either of the two AGMs BETTER:One; attended one AGM BEST: Two; attended both of the last two AGMs	Best	Minutes of Meeting
11.3 Did the Chairman of the Nomination Committee attend the last two AGMs?	DESCRIPTION: Shareholders should have an opportunity to address the Chairman of the Nomination Committee. Suggested Info Source:AGM Minutes, Reports to PSE/BSP ADEQUATE:Zero; did not attend either of the two AGMs BETTER: One; attended one AGM BEST: Two; attended both of the last two AGMs	Best	Minutes of Meeting
<u>Take over Rules</u> 12. Does the company have anti-takeover defenses? 12.1 Do Board members collectively own more than 25% of outstanding shares?	DESCRIPTION: A commonly observed takeover defense is the significant size of the board members shareholdings in the company. Other observed defenses are cross-shareholding and pyramid holdings. The fewer defenses, the better. SUGGESTION ON INFO SOURCE: Information Statement, Company Website, SEC Forms 17-A, 18-A, 23-A, 23-B ADEQUATE: Yes BETTER: - BEST: No	Best	Information Statement (20-IS), Page 3, Item 4
12.2 What is the proportion of outstanding shares that are considered "free float"?	DESCRIPTION: The bigger the float, the better. SUGGESTION ON INFO SOURCE:Annual Report, Information Statement, company website, Quarterly Disclosures to PSE/BSP (re: computation) ADEQUATE: 0 - 20% BETTER:20 - 30% BEST: over 30%	Better	20-IS Page 29
<u>**Part II. EQUITABLE TREATMENT OF**</u> **SHAREHOLDERS 20%** **Voting Rights for Shareholders** 13. For the same class of shares, does the principle of one share one vote apply?	SUGGESTION ON INFORMATION SOURCE: Annual Report, Information Statement, Articles of Incorporation ADEQUATE: No BETTER: - BEST:Yes	Best	20-IS Page 2, Item 3
14. Does the company have any mechanism that allows minority shareholders to influence board composition?	DESCRIPTION: The company should describe the process in its annual report. Some examples are 1) cumulative voting, and 2) explicitly allowing minority shareholders to influence the nomination of independent directors. Suggested Info Source:Annual Report, AGM Notice to Shareholders, Company Governance Guidelines and/or Articles of Incorporation, Information Statement ADEQUATE: No BETTER: - BEST:Has mechanism to allow minority shareholder to influence board composition	Best	20-IS, Page 3, #3
Shareholders Conflict	DESCRIPTION: Directors and management should act in the best interest of shareholders and thus should not be involved in any case of insider trading. SUGGESTION ON	Best	

15. Has there been any case of insider trading involving company directors and management in the past two years?	INFO SOURCE:Annual Report, Information Statement, SEC and/or PSE records ADEQUATE: Yes BETTER: - BEST: No		
16. Has the company established a system to prevent the use of material inside information and inform all employees, management, and board members of this system?	DESCRIPTION: The company should establish a policy regarding the use of material inside information and make sure that all parties concerned are aware of the policy. SUGGESTION ON INFO SOURCE: Information Statement, Annual Report, CG Policy, Company Website ADEQUATE:No Better: - Best: Yes	Best	Code of Business Ethics Policy Manual on Business Conduct
17. Has there been any complaint/dispute/problem regarding related party transaction in the past two years?	DESCRIPTION: Existence of complaints may be an evidence of conflict of interest. SUGGESTION ON INFO SOURCE: SEC and/or PSE Records, SEC Form 17-A, Information Statement ADEQUATE:Yes BETTER: - BEST: No	Best	PSE Records
18. Does the company have a policy that requires management to disclose related-party transaction?	DESCRIPTION: Applicable when the company is involved in related-party transactions that require shareholders approval SUGGESTION ON INFO SOURCE: Annual Report, CG Manual, Code of Ethics, Company Website, Information Statement ADEQUATE: No BETTER: - BEST: Yes	Best	Manual of Corporate Governance 20-IS Code of Business Ethics Notes to Financial Statements
19. Are the nature and extent of transactions with affiliated and related parties communicated to shareholders annually?	DESCRIPTION: There might be cases where company may be involved in related party transactions, but it should adequately articulate the rationale for such transactions. SUGGESTED INFO SOURCE: Annual Report, Financial Statement, Details of related-party transactions, Articles of Incorporation, Information Statement ADEQUATE: No	Yes	Notes to Financial Statements

Questionnaire

Question	Description	Score	Remarks
20. Is the company a part of an economic group where the parent / controlling shareholder also controls key suppliers, customers, and/or similar businesses?	DESCRIPTION: Key customer/ supplier defined as sales/ purchases exceeding 20%, transfer pricing at non-market levels could lead to value being eroded. SUGGESTED INFO SOURCE: Related customers, suppliers are published in the Annual Report in related-party transactions section. Notes to the Audited Financial Statements, Information Statement ADEQUATE: Yes BETTER: - BEST: No	Adequate	
Proxy Voting 21. Does the company facilitate voting by proxy?	DESCRIPTION: Facilitate means sending out proxy voting forms. SUGGESTED INFO: Notice to call Shareholders Meeting, Information Statement ADEQUATE: No BETTER: - BEST: Yes	Best	By-Laws Notice of Annual General Meeting
22. Does the notice to shareholders specify the documents required to give proxy?	DESCRIPTION: This is to provide sufficient information for shareholders, in order to facilitate the use of proxy voting. Firms earning top marks clearly spelled out the documents required SUGGESTED INFO SOURCE: Notice to call Shareholders Meeting, Information Statement ADEQUATE: No BETTER: - BEST: Yes	Best	Notice of Annual General Meeting
23. Is there any requirement for a proxy appointment to be notarized?	DESCRIPTION: There is no requirement according to Corporation Code but existence makes it harder for shareholders to vote SUGGESTED INFO SOURCE: Notice to call Shareholders Meeting By-laws, Information Statement ADEQUATE: Yes BETTER: Notice is silent BEST: Notarization not required	Best	Notice of Annual General Meeting

AGM Procedures 24.How many days in advance does the company send out notice of general shareholder meetings? 24.1 Date of Notice (dd/mm/yy) ___________ 24.2 Date of Actual Meeting (dd/mm/yy) ___________	DESCRIPTION:Corporate Law: 2 weeks SUGGESTED INFO SOURCE: Notice to call Shareholders Meeting, AGM minutes, post-mail dates, Company Website, Information Statement, By-laws and Articles of Incorporation ADEQUATE: Less than 2 week BETTER: 2 weeks BEST: More than 2 weeks	Best	Notice of Annual General Meeting Date of Notice: June 1 , 2017 Date of Actual Meeting: September 15, 2017
Part III. THE ROLE OF STAKEHOLDERS IN CORPORATE GOVERNANCE **10%** **Rights Recognition** 25. Does the company explicitly mention the safety and welfare of its employees?	DESCRIPTION: The company has specific policies and programs implemented to address the safety and welfare of its employees consistent with its obligations to its employees. For holding companies, this should apply to the companies they hold. SUGGESTED INFO SOURCE: Annual Report, CG Manual, Code of Ethics ADEQUATE: No coverage BETTER: Only superficial coverage BEST: Yes, comprehensive coverage.	Best	Manual of Corporate Governance Code of Ethics
26. Does the company provide an ESOP (Employee Share Option Program), or other long-term employee incentive plan linked to shareholder value creation to employees?	DESCRIPTION:The company has specific policies and programs on ESOP or other long-term employee incentive plan consistent to its obligation to its employees. For holding companies, this should apply to the companies they hold. SUGGESTED INFO SOURCE :Search Annual Report, filings, website for indication, AGM Minutes, EGM, Information Statement ADEQUATE: No BETTER: -- BEST: Yes	Adequate	
27.Does the company provide a retirement plan/fund or its equivalent for its employees?	DESCRIPTION: The company should provide a provident fund or an equivalent fund for its employees. For holding companies, this should apply to the companies they hold. SUGGESTED INFO SOURCE: Annual Report, CG Framework or Policy, Code of Ethics, Information Statement ADEQUATE:No BETTER:- BEST:Yes	Best	Notes to Financial Statements
28. Does the company provide a continuing training program for its employees?	DESCRIPTION: The company has specific policies and programs on training and development consistent with its obligations to its employees. For holding companies, this should apply to the companies they hold. SUGGESTED INFO SOURCE: Annual Report, CG Manual, Code of Ethics ADEQUATE: No coverage BETTER: Only superficial coverage BEST: Yes, comprehensive coverage	Best	20-IS, Page 22, Section (n)
29. Does the company explicitly mention its obligations to customers?	DESCRIPTION: The companys obligations to customers (providing useful products that are valued by customers, etc.) should be mentioned in the companys public communications. SUGGESTED INFO SOURCE: Annual Report, CG Manual, Code of Ethics, Sustainable Development Report (or any other report on CSR) ADEQUATE: No coverage BETTER: Only superficial	Best	Manual of Corporate Governance Mission-Vision Statement
30. Does the company explicitly mention the role of suppliers/business partners?	DESCRIPTION:The role of suppliers (providing raw materials; honor of business agreements; timely payment; cooperative efforts) should be mentioned in the companys public communications. SUGGESTION ON INFO SOURCE: Annual Report, CG Manual, Code of Ethics, Sustainable Development Report (or any other report on CSR) ADEQUATE: No coverage BETTER: Only superficial coverage BEST: Yes, comprehensive coverage	Adequate	

31. Does the company explicitly mention its obligations to shareholders?	DESCRIPTION: The companys obligations to shareholders (creation and growth in value; stability and long term competitiveness) should be outlined in the companys public communications. SUGGESTED INFO SOURCE: Annual Report, CG Manual, Code of Ethics, Information Statement ADEQUATE: No coverage BETTER: Only superficial coverage BEST: Yes, comprehensive coverage	Better	Mission Vision Statement
32. Does the company explicitly mention its obligations to creditors?	DESCRIPTION: The companys obligations to creditors including honoring debt agreement(s) and timely payment of debt obligations. SUGGESTED INFO SOURCE: Annual Report, CG Manual, Code of Ethics, Information Statement ADEQUATE: No coverage BETTER: Only superficial coverage BEST: Yes, comprehensive coverage	Adequate	Financial Statements
33. Does the company explicitly mention environmental issues in its public communication?	DESCRIPTION: Companies earning the top score thoroughly describe their environmental activities and the standard to which they measure their performance (such as international standards like ISO 14000). SUGGESTED INFO SOURCE: Annual Report, CG Manual, Code of Ethics, Sustainable Development Report (or any other report on CSR) ADEQUATE:No BETTER: Mentioned only as required by law BEST: Comprehensive mention of environmental issues & provides standards adhered to with explanations. (E.g. ISO 14000) or company discloses its policy/practices or projects which reflect the companys concerns for the environment.	Better	20-IS, Page 22, Section (m)
34. Does the company explicitly mention its broader obligations to society and / or the community?	DESCRIPTION: Community activities, awareness, and involvement should be in addition to other stakeholder activities described in separate sections SUGGESTED INFO SOURCE: Annual Report, CG Manual, Code of Ethics, Sustainable Development Report (or any other report on CSR) ADEQUATE: No coverage BETTER: Only superficial coverage BEST: Yes, comprehensive coverage	Adequate	
35. Does the company disclose pending legal and tax proceedings, tax assessment notices and voluntary assessment program availments that it considers to be potentially material to its business?	DESCRIPTION: Part of full disclosure. SUGGESTED INFO SOURCE: Annual Report, Information Statement, SEC Form 17-C ADEQUATE: No BETTER: - BEST: Yes	Yes	20-IS, Page 15 Notes to Financial Statements
Part IV. DISCLOSURE AND TRANSPARENCY 25% **Material Information** 36. Does the company have a transparent ownership structure? 36.1 Breakdown of shareholdings	DESCRIPTION: There should be adequate public info on the companys ownership structure. The following items evaluate specific items surrounding ownership: Check for most updated information SUGGESTED INFO SOURCE: Annual Report, Information Statement, Company Website, SEC Forms 23-A / 23-B / 18-A ADEQUATE: No BETTER: - BEST: Yes	Best	20-IS, Page 3, Section 4 20-IS, page 29 Section 2

36.2 Is it easy to identify beneficial ownership?	SUGGESTED INFO SOURCe: Annual Report, Company Website. (Check for most updated information.) SEC Form 18-A / 18-AS. SEC Form 23A/B ADEQUATE: Shares owned by nominees, holding companies, PDTC, PSE total more than 15% BETTER: Shares owned by nominees, holding companies, PDTC, PSE less than or equal to 15% BEST: Yes	Best	20-IS, Page 3, Section 4
36.3 Are directors' shareholdings disclosed?	SUGGESTED INFO SOURCE: Annual Report, Company Website, Information Statement, SEC Form 18-A /18-AS. SEC Form 23A/B ADEQUATE: No BETTER: - BEST: Yes	Best	20-IS, Page 4, Section (b)
36.4 Are management's shareholdings disclosed?	SUGGESTED INFO SOURCE:Annual Report, company website, Information Statement, SEC Form 18-A /18-AS. SEC Form 23A/B ADEQUATE: No BETTER: - BEST: Yes	Best	20-IS, Page 4, Section (b) GIS
37. Does the company have a dispersed ownership structure	DESCRIPTION:Normally the more dispersed ownership structure, the better protection minority shareholders get. It is also important to understand the affiliation amongst core shareholders, and any possible commercial arrangement between the company and affiliates/ third parties that may act against the interest of minority shareholders and creditors. SUGGESTED INFO SOURCE: Annual Report, Company Website, Information Statement, SEC Forms 18-A / 18-AS.SEC Form 23A/B ADEQUATE:Less than 40% Better: 10% -40% Best: 10%	Better	20-IS, Page 3, Section (4) 20-IS, Page 29, Section (2)
38. Assess the quality of the Annual Report, in particular, the following: 38.1 Financial performance	DESCRIPTION:The reports on each topic should be clear, comprehensive, and informative. SUGGESTED INFO SOURCE:Annual Report (including the annual report prepared for the media/ general dissemination) ADEQUATE: Not available BETTER: Only superficial BEST:Reports are clear, comprehensive, and informative.	Best	20-IS, Page 23
38.2 Business operations, competitive position, and other non-financial matters	SUGGESTED INFO SOURCE:Annual Report (including the annual report prepared for the media/ general dissemination) ADEQUATE: Not available BETTER: Only superficial BEST: Reports are clear, comprehensive, and informative.	Best	20-IS, page 23
38.3 Board member background	SUGGESTED INFO SOURCE:Annual Report (including the annual report prepared for the media/ general dissemination) ADEQUATE: Not available BETTER: Only superficial BEST: Reports are clear, comprehensive, and informative.	Best	20-IS, Page 4, Section (b); 20-IS, Page 4, Item 5
38.4 Basis of the Board remuneration	DESCRIPTION:It is best practice to disclose in the annual report the basis of the boards remuneration. SUGGESTED INFO SOURCe: Annual Report (including the annual report prepared for the media/ general dissemination) ADEQUATE: Not available or reference made to other source BETTER: Only superficial disclosure or only aggregate amount shown BEST: Show compensation by type, by positions, by duties performed.	Better	20-IS, Page 11, Item 6

38.5 Operating risks	SUGGESTION ON INFO SOURCE: Annual Report (including the annual report prepared for the media/ general dissemination) ADEQUATE: Not available BETTER:Only superficial BEST: Reports are clear & comprehensive and include mention of market share(s).	Best	Notes to Financial Statements
38.6 Identification of Independent Directors	SUGGESTION ON INFO SOURCE:Annual Report (including the annual report prepared for the media/ general dissemination) ADEQUATE: No BETTER: - BEST: Yes	Best	20-IS, Page 4 and 8
38.7 Board meeting attendance of individual directors	DESCRIPTION: Individual director attendance should be disclosed. SUGGESTION ON INFO SOURCE: Annual Report (including the annual report prepared for the media/ general dissemination) ADEQUATE: Not available BETTER: - BEST: Available	Best	Minutes of Board Meetings
38.8 Does the company have a policy requiring full disclosure of details of related-party transactions in public communications	DESCRIPTION: As required by the SEC SUGGESTION ON INFO SOURCE: Annual Report (including the annual report prepared for the media/ general dissemination) ADEQUATE: No BETTER: Only superficial disclosure BEST : No related-party transaction(s) observed, or, if observed, company provides (1) name, (2) relationship, (3) policy, and	Best	Notes to Financial Statements 20-IS, Page 10
39. Is there any statements requesting directors to report their transactions of the company shares?	DESCRIPTION: This is to monitor and ensure a proper relationship between directors and the company. SUGGESTION ON INFO SOURCE: Full Business Interest Disclosure Statement, SEC Forms 18A/ 18AS. SEC Form 23A/B ADEQUATE: No BETTER: - BEST : Yes	Best	SEC form 18A, 22A and 22B

Questionnaire

Question	Description	Score	Remarks
Audit Process 40. Does the company have an internal audit operation established as a separate unit in the company?	DESCRIPTION: Best practice requires internal audit operation to be established as a separate unit in the company SUGGESTION ON INFO SOURCE: CG Manual, Annual Report ADEQUATE: No BETTER: -	Best	Manual of Corporate Governance
41. Does the internal auditor report to the board audit committee?	SUGGESTION ON INFO SOURCE: Audit Committee Charter ADEQUATE: No BETTER: - Best: Yes	Best	Manual of Corporate Governance
42. Does the internal audit function provide an independent evaluation of the internal control processes of the company?	DESCRIPTION: Independent evaluation of the internal control processes of the company should be included in the functions of the Audit Committee SUGGESTION ON INFO SOURCE: Annual report, CG Manual, Code of Ethics, company website, Board Committee Charters (only if publicly available) ADEQUATE :No BETTER: - BEST: Yes	Best	Manual of Corporate Governance
43. Does the company perform an annual audit using SEC accredited external auditors?	DESCRIPTION: The external auditors should be accredited by SEC. SUGGESTED INFO SOURCE: Check publicly available info on audit contract, audit committee process, and audit reports, Information Statement, Annual Report ADEQUATE: No BETTER: - Best: Yes	Best	Audited Financial Statements by KPMG
44. Is the financial report disclosed in a timely manner during the past year?	DESCRIPTION: Common practice: 105 days after end of fiscal year, and 45 days after end of quarter SUGGESTION ON INFO SOURCE: Check publicly available info on audit contract, audit committee process, and audit reports, Information Statement, Annual Report ADEQUATE: No BETTER: - BEST: Yes	Best	SEC/PSE records

45. Are there any accounting qualifications in the audited financial statements apart from the Qualification on Uncertainty of Situation?	DESCRIPTION: Qualifications will be determined based on material disagreements in accounting between auditor and management SUGGESTION INFO SOURCE: Auditor Report (financial statements section), Information Statement ADEQUATE : Yes BETTER: Some reservations drawing attention to certain items BEST: No	Best	Audited Financial Statements
46. Does the company website disclose up-to-date information on: 46.1 Business operation	DESCRIPTION: Website must contain up-to-date corporate information for each of these items. e.g., financial statements and annual reports must be the most recent ones. Record the date the website was examined: ____/____/____ or write the date on the front of this questionnaire. Print out the evidence with website dates. SUGGESTION ON INFO SOURCE: Company Website ADEQUATE:No BETTER: - BEST: Yes	Best	www.waterfronthotels.com.ph
46.2 Financial statements	DESCRIPTION : Website must contain up-to-date corporate information for each of these items. e.g., financial statements and annual reports must be the most recent ones. Record the date the website was examined: ____/____/____ or write the date on the front of this questionnaire. Print out the evidence with website dates. SUGGESTION ON INFO SOURCE: Company Website ADEQUATE:No BETTER: - BEST: Yes	Best	www.waterfronthotels.com.ph
46.3 Press release	DESCRIPTION : Website must contain up-to-date corporate information for each of these items. e.g., financial statements and annual reports must be the most recent ones. Record the date the website was examined: ____/____/____ or write the date on the front of this questionnaire. Print out the evidence with website dates. SUGGESTION ON INFO SOURCE: Company Website ADEQUATE:No BETTER: - BEST: Yes	Best	www.waterfronthotels.com.ph
46.4 Shareholding structure	DESCRIPTION : Website must contain up-to-date corporate information for each of these items. e.g., financial statements and annual reports must be the most recent ones. Record the date the website was examined: ____/____/____ or write the date on the front of this questionnaire. Print out the evidence with website dates. SUGGESTION ON INFO SOURCE: Company Website ADEQUATE:No BETTER: - BEST: Yes	Adequate	www.waterfronthotels.com.ph
46.5 Organization structure	DESCRIPTION : Website must contain up-to-date corporate information for each of these items. e.g., financial statements and annual reports must be the most recent ones. Record the date the website was examined: ____/____/____ or write the date on the front of this questionnaire. Print out the evidence with website dates. SUGGESTION ON INFO SOURCE: Company Website ADEQUATE:No BETTER: - BEST: Yes	Adequate	Best

46.6 Corporate group structure (N/A for a company that does not belong to corporate grouping)	DESCRIPTION : Website must contain up-to-date corporate information for each of these items. e.g., financial statements and annual reports must be the most recent ones. Record the date the website was examined: ____/____/____ or write the date on the front of this questionnaire. Print out the evidence with website dates. SUGGESTION ON INFO SOURCE: Company Website ADEQUATE:No BETTER: - BEST: Yes	Best	www.waterfronthotels.com.ph
46.7 Downloadable annual report	DESCRIPTION : Website must contain up-to-date corporate information for each of these items. e.g., financial statements and annual reports must be the most recent ones. Record the date the website was examined: ____/____/____ or write the date on the front of this questionnaire. Print out the evidence with website dates. SUGGESTION ON INFO SOURCE: Company Website ADEQUATE:No BETTER: - BEST: Yes	Best	www.waterfronthotels.com.ph
46.8 Notice to call shareholders' meeting	DESCRIPTION : Website must contain up-to-date corporate information for each of these items. e.g., financial statements and annual reports must be the most recent ones. Record the date the website was examined: ____/____/____ or write the date on the front of this questionnaire. Print out the evidence with website dates. SUGGESTION ON INFO SOURCE: Company Website ADEQUATE:No BETTER: - BEST: Yes	Adequate	www.waterfronthotels.com.ph
47. Does the company provide contact details for a specific Investor Relations person or unit that is easily accessible to outside investors?	DESCRIPTION: Best Practice recommends that the board should consider establishing an IR function to communicate with shareholders / potential investors. SUGGESTION ON INFO SOURCE: CG Manual, Annual Report, Company Website ADEQUATE: Not available BETTER:IR person/unit designated but not considered a distinct official IR unit BEST : IR person specified with contact information made known to public	Better	Manual of Corporate Governance
48. Does the company offer multiple channels of access to information? Multiple channels include: 48.1 Annual report	DESCRIPTION: ;The company should establish effective channels to communicate with shareholders / investors to ensure that material information is disclosed to interested parties equally. SUGGESTION ON INFO SOURCE: Company Website, Annual Report, Disclosures to PSE/SEC/BSP ADEQUATE: No BETTER: BEST Yes	Best	
48.2 Company website	DESCRIPTION: Must contain relevant & up-to-date corporate information SUGGESTION INFO SOURCE: Company Website, Annual Report, Disclosures to PSE/SEC/BSP ADEQUATE: No BETTER: BEST Yes	Best	www.waterfronthotels.com.ph
48.3 Analyst briefing(s)	SUGGESTION ON INFO SOURCE: Company Website, Annual Report, Disclosures to PSE/SEC/BSP ADEQUATE: No BETTER: BEST Yes	Adequate	
48.4 Press conference(s) / press briefing(s)	DESCRIPTION: Public information disseminated about the company's financial performance SUGGESTION ON INFO SOURCE: Company Website, Annual Report, Disclosures to PSE/SEC/BSP ADEQUATE: No BETTER: BEST Yes	Best	Disclosures to PSE / SEC / BSP 20-IS

Part V. BOARD RESPONSIBILITY 25% **Monitoring and Control** 49. Does the company have its own written Corporate Governance Manual that clearly describes its value system and board responsibilities?	DESCRIPTION: The corporate governance rules should reflect a value-oriented management of the company which takes the interest of the shareholders into account. The corporate governance rules should also reflect the vision and responsibilities of the board. This question is evaluated with two criteria: firstly, board responsibilities are clearly stated and secondly, the corporate governance policy is clearly disclosed, meaning the policy is written by the firm itself, distributed to employees, or approved by the board. SUGGESTION ON INFO SOURCE:CG Manual, Company Website, Annual Report, CG Policy ADEQUATE:No company-specific written rules mentioned. BETTER:	Best	Manual of Corporate Governance 20-IS
50. Does the Board of Directors provide code of ethics or statement of business conduct for all directors and employees?	DESCRIPTION: The company should set up a policy on the business code of ethics and encourage the directors, management, and employees to adhere to. SUGGESTION ON INFO SOURCE: Annual Report, CG Manual, Code of Ethics, Company Website ADEQUATE: No BETTER: Yes BEST:Yes and effectively communicated	Best	Manual of Corporate Governance Code of Business Ethics
51. Does the company have corporate vision/mission/values?	DESCRIPTION: SUGGESTION ON INFO SOURCE: Annual Report, Company Website ADEQUATE:No BETTER: - BEST: Yes	Best	Vision-mission Statement
52. Does the PSE have any evidence of non compliance of the company with PSE rules and regulations in the last year?	DESCRIPTION: Examples of non-compliance may include delay in publishing financial reports, retroactive approval by shareholders non-compliance with rules regarding related-party transactions, directors owning shares without reporting. SUGGESTION ON INFO SOURCE: PSE records. Note if records show whether the firm had any "suspended" trading. ADEQUATE: Two cases or more BETTER: One case BEST: None	Best	
53. Assess the quality of the Audit Committee Report in the Annual Report: A full and complete audit committee report will contain information described in the six topics listed in 53.1 to 53.6. 53.1 Attendance	DESCRIPTION:A full and complete audit committee report will contain information described in the six topics listed in 53.1 to 53.5. SUGGESTION ON INFO SOURCE: Audit Committee Report ADEQUATE: No BETTER: - BEST: Yes	Adequate	
53.2 Internal control	SUGGESTION ON INFO SOURCE: Audit Committee Report ADEQUATE: No BETTER: - BEST: Yes	Adequate	
53.3 Proposed auditors	SUGGESTION ON INFO SOURCE: Audit Committee Report ADEQUATE: No BETTER: - BEST: Yes	Best	
53.4 Financial report review	SUGGESTION INFO SOURCE: Audit Committee Report ADEQUATE: No BETTER: - BEST: Yes	Best	Minutes of Special Meeting of Board
53.5 Legal compliance	SUGGESTION ON INFO SOURCE: Audit Committee Report ADEQUATE: No BETTER: - BEST: Yes	Best	
54. Have board members participated in the training on Corporate Governance.	DESCRIPTION: For an effective CG system, directors are encouraged to participate in director training to fully understand their duties and responsibilities. SUGGESTION ON INFO SOURCE: Directors profile section in Annual Report, Information Statement ADEQUATE: Less than 25% BETTER: Between 25%-75% BEST: More than 75%	Best	

55. Have senior management executives attended training on Corporate Governance	DESCRIPTION: It is best that senior executives also undergo training on corporate governance as they too, play a very important role in implementing CG in the company. SUGGESTION INFO SOURCE: Disclosures to SEC and/or PSE, Annual Report, Information Statement ADEQUATE: Less than 25% BETTER: Between 25%-75% BEST: More than 75%	Best	

Questionnaire

Question	Description	Score	Remarks
56. What is the attendance performance of the board members during the past 12 months?	DESCRIPTION: Board members have a responsibility to attend board meetings. SUGGESTION ON INFO SOURCE: Annual Report, SEC Form 17-A, Information Statement, Certificate of Attendance ADEQUATE: 70% Average attendance BETTER: 70 - 80% BEST: 80% Average attendance	Best	
57. Does the company provide a risk management policy?	DESCRIPTION: The board has the duty to ensure that effective risk management system(s) are in place. SUGGESTION ON INFO SOURCE: Annual Report, CG Policy, Company Website, Audited Financial Statement, CG Manual ADEQUATE: No BETTER: BEST: Yes	Best	
58. Does the company clearly distinguish the roles and responsibilities of the board and management?	DESCRIPTION: There should be a clear separation of roles, duties, and responsibilities between the board and management SUGGESTION ON INFO SOURCE: Annual Report, CG Policy, Company Website, CG Manual, By-laws ADEQUATE: No BETTER: - BEST: Yes	Best	
59. Does the board conduct an annual self assessment?	DESCRIPTION: The board should set up formal criteria to assess its performance. SUGGESTION INFO SOURCE: Annual Report, CG Policy, Company Website, CG Manual ADEQUATE: No (Or just have a description of the Boards duties written without evidence of actual activity) BETTER: - BEST: Yes (Must have evidence showing actual implementation)	Best	
60. Does the company conduct an annual performance assessment of the CEO/President?	DESCRIPTION: It is a duty of the board to assess the performance of the CEO/MD/President. SUGGESTED INFO SOURCE: Annual Report, CG Policy, Company Website ADEQUATE: No (Or just have a description of the Boards duties written without evidence of actual activity) BETTER: BEST: Yes (Must have evidence showing actual implementation)	Best	
61. How many board meetings are held per year? 61.1 Does the firm report board meeting attendance of individual directors?	DESCRIPTION: Please provide the number . If the firm provides a listing in the annual report of each board member and his or her board meeting attendance record, the company receives a goods Companies that provide a list of board meeting attendance but no individual breakdown are scored fair ;If no attendance record is supplied, the firm scores SUGGESTED INFO SOURCE: By-laws, Annual Report Form 17C . Certificate of Attendance ADEQUATE: No attendance record was supplied BETTER: Includes a list of board meeting attendance but no individual breakdown were scored	Adequate	
Conflict of Interests	DESCRIPTION: Chairman of the board should be a non-executive director to avoid conflicts of interest. SUGGESTED INFO SOURCE:	Best	

62. Is the Chairman a non-executive director?	Annual Report, CG Manual, Information Statement, SEC Form 17-		
63. Does the board appoint committees with independent members to carry out various critical responsibilities such as: 63.1 Audit. If yes, are the following items disclosed?	DESCRIPTION: Duties, responsibilities, and policies relating to this committee should be clearly stated. Best Practice suggests creating an audit committee that consists of a majority of independent directors SUGGESTED INFO SOURCE: Annual Report, CG Policy, Company Website, Board Committee Charters (only if publicly available).	Best	Manual of Corporate Governance By-Laws
63.1.1 Charter/ Role and responsibilities	DESCRIPTION:Best Practice suggests creating an audit committee that consists of a majority of independent directors Duties, responsibilities, and policies relating to this committee should be clearly stated. SUGGESTED INFO SOURCE: Annual Report, CG Policy, Company Website, Board Committee Charters (only if publicly available).	Best	Manual of Corporate Governance by-Laws
63.1.2 Profile / Qualifications	Description: Suggested Info Source:Annual Report, CG Policy, Company Website, Board Committee Charters (only if publicly available), CG Manual Adequate:No Better: - Best: Yes	Best	20-IS, Page 5
63.1.3 Independence	SUGGESTED INFO SOURCE: Annual Report, CG Policy, Company Website, Board Committee Charters (only if publicly available), CG Manual ADEQUATE: No BETTER: - BEST: Yes	Best	CG Manual
63.1.4 Is the Chairman of the Committee an independent director?	DESCRIPTION: Best Practice recommends that the Chairman of the Committee should be an independent director. SUGGESTED INFO SOURCE: Board Committee Charters (only if publicly available), Annual Report, SEC Form 17-C, Information Statement, CG Manual ADEQUATE:No BETTER: - BEST: Yes	Best	
63.1.5 Performance / Meeting Attendance	SUGGESTED INFO SOURCE: Annual Report, CG Manual, CG Policy, Company Website, Board Committee Charters (only if publicly available), Information Statement, Certification of Corporate Secretary ADEQUATE:No BETTER: - BEST: Yes	Adequate	Adequate
63.2 Compensation / Remuneration. (Compensation/ Remuneration Committee) If yes, are the following items disclosed? 63.2. 1 Charter/Role and Responsibilities	DESCRIPTION: Best Practice recommends establishing a compensation / remuneration committee to ensure that compensation is determined according to company criteria and policy. SUGGESTED INFO SOURCE: Annual Report, CG Manual, CG Policy, Company Website, Board Committee Charters	Best	CG Manual
63.2.2 Is the Committee composed of a majority of independent directors?	DESCRIPTION: Best Practice recommends that a majority of the committee members should be independent directors. SUGGESTED INFO SOURCE: Annual Report, CG Manual, CG Policy, Company Website, Board Committee Charters (only if publicly available), Information Statement, SEC Form 17-C ADEQUATE:No BETTER: - BEST: Yes	Best	SEC / PSE Disclosures
63.2.3 Performance / Meeting Attendance	SUGGESTED INFO SOURCE: Annual Report, CG Policy, Company Website, SEC Form 17-A, Certification of Attendance ADEQUATE:No BETTER: - BEST: Yes	Best	

63.3 Nomination Committee. If yes, are the following items disclosed? 63.3.1 Charter/Role and Responsibilities	DESCRIPTION: For transparency and equitable treatment of shareholders, there should be a nomination committee. SUGGESTED INFO SOURCE: Annual Report, CG Manual, CG Policy, Company Website, Board Committee Charters (only if publicly available), Information Statement, SEC Form 17-C	Best	CG Manual
63.3.2 Is the Committee composed of a majority of independent directors?	DESCRIPTION: Best Practice recommends that a majority of the committee members should be independent directors. SUGGESTED INFO SOURCE: Annual Report, CG Manual, CG Policy, SEC Form 17-C, Information Statement, Company Website ADEQUATE:No BETTER: - BEST: Yes	Adequate	PSE Disclosures
63.3.3 Performance / Meeting Attendance	SUGGESTED INFO SOURCE: Annual Report, CG Policy, Company Website, SEC Form 17-A, Certificate of Attendance ADEQUATE:No BETTER: - BEST: Yes	Adequate	
Board Composition 64. How many board members are independent directors?	DESCRIPTION: The more non-executive directors on the board, the higher the level of board independence in decision-making and to conduct effective monitoring. SUGGESTED INFO SOURCE: Company Website, Annual Report, Information Statement, SEC Form 17-C, CG Manual ADEQUATE:at least 2 or 20% whichever is lesser BETTER:	Better	Annual General Meeting Minutes SEC / PSE Disclosures
65. Does company state in its Annual Report the definition of "independence" for identifying independent directors in public communications?	DESCRIPTION: The Board should clearly define the meaning of independence SUGGESTED INFO SOURCE: Annual Report, CG Manual, CG Policy, Information Statement, Company Website ADEQUATE: Provide it according to the SEC definition BETTER: - BEST: Provide its own definition that is more stringent than SEC definition	Adequate	
66. Does the board conduct assessment of what skills and training the directors need?	DESCRIPTION:The Board should conduct assessment of what skills and training the directors need. SUGGESTED INFO SOURCE: Corporate Governance Manual ADEQUATE:No BETTER: - BEST: Yes	Adequate	
67. Does the Company have a separate statement by the Board of Directors describing their responsibilities in reviewing the firm's financial statement?	DESCRIPTION:The Board of Directors should have a separate report that essentially outlines the activities of the board which include approval of financial statements of the previous year. These items may be included in the Chairman report if there is no separate board report. SUGGESTED INFO SOURCE: Chairman report, Audit Committee report, other public documents ADEQUATE:No BETTER: - BEST: Yes	Best	Minutes of Special Meeting of Board