






## ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>THE BOARD'S GOVERNANCE RESPONSIBILITIES</b>			
<b>Principle 1. ESTABLISHING A COMPETENT BOARD</b>			
The company should be headed by a competent, working Board to foster the long-term success of the corporation, and to sustain its competitiveness and growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.			
<b>Recommendation 1.1</b>			
1	Compliant	<i>Provide information or link/reference to a document containing information on the following:                      1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors.                      2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance.</i>	Director's CV attached and was included also in the Information Statement (IS) and Annual Report.
2	Compliant		Qualification of the directors were stated in the IS and Annual Report.
3	Compliant		 2022 Information Statement Managen
<b>Recommendation 1.2</b>			
1	Compliant	<i>Provide information or reference to a document containing information of the Chairperson, including his/her name, qualifications, and expertise.</i>	Chairman's CV attached, qualifications were also listed in Information Statement and Annual Report.   CABRAL, BRIAN MICHAEL I..pdf
<b>Recommendation 1.3</b>			
1	Compliant	<i>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</i>	New directors has to attend Corporate Governance seminar within 120 days after election as provided for in the MCG.

				<a href="https://acci.com.ph/wp-content/uploads/2023/06/ACCI_Manual-of-Corporate-Governance_Revised_26August2020-1.pdf">https://acci.com.ph/wp-content/uploads/2023/06/ACCI_Manual-of-Corporate-Governance_Revised_26August2020-1.pdf</a>
2	The company has an orientation program for first-time directors.	Compliant		The first time directors have a briefing after election pertaining to the Club operation and pertaining to the committee they will chair and, a packet is handed to them with the copy of budget and other matters.
3	The company has relevant annual continuing training for all directors.	Non Compliant	<i>Provide information or link/reference to a document containing information of the orientation program and trainings of directors for the covered year, including the number of hours attended and topics covered.</i>	Training Policy for Directors was approved June 27, 2023.  A_Training Policy 2023.pdf
<b>Recommendation 1.4</b>				
1	The Board has a policy on board diversity.	Non Compliant	<i>Provide information or link/reference to a document containing the company's board diversity policy.</i>  <i>Indicate gender, age and competence composition of the board.</i>	Board Diversity Policy was approved June 27, 2023.   B_Board Diversity Policy 2023.pdf
<b>Recommendation 1.5</b>				
1	The Board is assisted by a Corporate Secretary.	Compliant		Corporate Secretary and Assistant Corporate Secretary were appointed during the Board of Directors (BOD) regular meeting on April 26, 2022.
2	The Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	<i>Provide information or link/reference to a document containing information of the Corporate Secretary, including his/her name, qualifications, duties and functions.</i>	The Corporate Secretary is not the Compliance Officer.
3	The Corporate Secretary is not a member of the Board of Directors.	Compliant		The Corporate Secretary is not a member of the BOD.



4	The Corporate Secretary attends annual training/s on corporate governance.	Compliant	<i>Provide information or link/reference to a document containing information of the corporate governance training/s attended, including the date of training, number of hours and topics covered.</i>	The Corporate Secretary has attended a training on Corporate Governance, certificate attached.  Cert of Attendance Aristotle Batuhan.pc
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**Recommendation 1.6**

1	The Board is assisted by a Compliance Officer.	Compliant	<i>Provide information or link/reference to a document containing information of the Compliance Officer, including his/her name, position, qualifications, duties and functions.</i>	The Compliance Officer was appointed on July 26, 2022.
2	The Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation.	Non Compliant		Due to the limitation of qualified personnel, the Compliance Officer is an Independent Director. To appoint a senior manager in 2023.
3	The Compliance Officer is not a member of the board.	Non Compliant		The Compliance Officer is an Independent Director.
4	The Compliance Officer attends annual training/s on corporate governance.	Compliant		The Compliance Officer has attended a training on Corporate Governance.




**Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD**

The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company's articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders.




**Recommendation 2.1**



1	The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company, shareholders and stakeholders.	Compliant	<i>Provide information or reference to a document containing information on how the directors performed their duties (this can include board resolutions and minutes of meetings).</i>	All plans and proposals for the Club operation are presented to the BOD for approval. The acts of the Board through resolutions are listed in the IS and for approval during the General Membership Meeting.  12 ACCI minutes Sept. 27, 2022.pdf
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**Recommendation 2.2**





1	The Board oversees the development and approval of the company's business objectives and strategy.	Compliant	<i>Provide information or link/reference to a document containing information on how the directors performed this function (this can include board resolutions and minutes of meetings).</i>	The Club's plans, budget and projections are approved by the Board. IS contains the list of resolutions approved by the Board.
2	The Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<i>Indicate frequency of development of business objectives and strategy.</i>	The Board in its regular monthly meeting is updated on all Club activities and financials.
<b>Recommendation 2.3</b>				
1	The Board ensures and adopts an effective succession planning program for directors, key officers and management.	Non compliant		To develop a succession plan for management. Succession Plan policy approved June 27, 2023  C_Succession Plan Policy 2023.pdf
2	The Board adopts a policy for the retirement of directors and key officers.	Compliant	<i>Disclose and provide information or link/reference to a document containing the company's succession planning policies and programs and its implementation.</i>	The Club has a retirement policy for established in 1981 for employees. Directors have limited term of 3 years as per by laws.  Employees' Retirement Plan_01J
<b>Recommendation 2.4</b>				
1	The Board aligns the remuneration of key officers and board members with the long-term interests of the company.	Compliant		The BOD do not receive compensation as per by laws. The Club has a salary structure which controls the pay of the employees.
2	The Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<i>Provide information or link/reference to a document containing the company's remuneration policy and its implementation, including the relationship between remuneration and performance.</i>	The Club has a Merit Increase policy where the employees performance are evaluation and is the basis of any change in remuneration.  I_Policy on Performance Evaluat



3	The Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		Not applicable. The directors do not receive remuneration.
<b>Recommendation 2.5</b>				
1	The Board has a formal and transparent board nomination and election policy.	Compliant		The 2022 Revised NOMELEC Rules of Procedure attached.  2022 REVISED NOMELEC RULES OF
2	The Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	<p><i>Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the candidates are shortlisted and how it encourages nominations from shareholders.</i></p> <p><i>Provide proof if minority shareholders have a right to nominate candidates to the board.</i></p> <p><i>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</i></p>	MCG: Article 4. Section K. No 3. Nomination and Election Committee.
3	The Board nomination and election policy includes how the company accepted nominations from shareholders/members.	Compliant		The 2022 Revised NOMELEC Rules of Procedure.
4	The Board nomination and election policy includes how the board reviews the qualifications of nominated candidates.	Compliant		The 2022 Revised NOMELEC Rules of Procedure.
5	The Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement/removal of a director.	Compliant		The 2022 Revised NOMELEC Rules of Procedure.
6	The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company.	Compliant		The 2022 Revised NOMELEC Rules of Procedure.
<b>Recommendation 2.6</b>				
1	The Board has overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Non Compliant	<p><i>Provide information or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs.</i></p> <p><i>Identify transactions that were approved pursuant to the policy.</i></p>	RPT Policy approved on June 27, 2023.   D_Related Party Transaction Policy 2 Interests Disclosure D1_Conflict of
2	The RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Non Compliant		RPT Policy approved on June 27, 2023.
<b>Recommendation 2.7</b>				


1	The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	<p><i>Provide information or reference to a document containing the Board's policy on approving the selection of management.</i></p> <p><i>Identify the Management team appointed.</i></p>	The Board approved the appointment of the General Manager under Board resolution No. 005; 04-26-2022.
2	The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	<p><i>Provide information or reference to a document containing the Board's policy on assessing the performance of management.</i></p> <p><i>Provide information on the assessment process and indicate frequency of assessment of performance.</i></p>	<p>Performance evaluation assessed by the President and discussed with the Board. This is done annually.</p> <p> INDIVIDUAL PERFORMANCE &amp; D</p>
<b>Recommendation 2.8</b>				
1	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that Management's performance is on par with the standards set by the Board and Senior Management.	Compliant	<p><i>Provide information or link/reference to a document containing the Board's performance evaluation framework for management and personnel.</i></p>	The Club has a Merit Increase policy which states the standard and criteria of the performance evaluation process.
2	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel's performance is on par with the standards set by the Board and Senior Management.	Compliant		
<b>Recommendation 2.9</b>				
1	The Board ensures that an appropriate internal control system is in place.	Compliant	<p><i>Provide information or link/reference to a document showing the Board's responsibility in ensuring that an appropriate internal control system is in place, and what comprises the internal control system.</i></p>	<p>The Club has established SOPs to ensure control is in place. In addition the Club has defined the Matrix of Authority on various transactions.</p> <p> Revised Matrix of Authority_25Aug2022</p>
2	The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members/trustees, management and shareholders/members.	Compliant		<p>New committees will be created like the BORC and Corporate Governance committee and policies like RPT and the like. Approved June 27, 2023.</p>



3	The Board adopts an Internal Audit Charter.	Compliant	<i>Provide reference or link to the company's Internal Audit Charter.</i>	 ACCI INTERNAL AUDIT CHARTER.pdf
<b>Recommendation 2.10</b>				
1	The Board ensures that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<i>Provide information or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</i>	 RISK MANAGEMENT POLICY_APPROVED_
2	The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	<i>Provide proof of effectiveness of risk management strategies, if any.</i>	Will be updated to ERM framework. Approved June 27, 2023 To update to ERM, approved June 27, 2023.  F_Enterprise Risk Management Policy
<b>Recommendation 2.11</b>				
1	The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	Compliant	<i>Provide link to the company's website where the Board Charter is disclosed and/or other proof that it is publicly available.</i>	 1_Board Charter.pdf
2	The Board Charter serves as a guide to the directors/trustees in the performance of their functions.	Compliant		Board Charter
3	The Board Charter is publicly available.	Compliant		
<b>Principle 3. ESTABLISHING BOARD COMMITTEES</b>				
The board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters.				
<b>Recommendation 3.1</b>				
1	The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<i>Provide information or link/reference to a document containing information of all board committees established by the company.</i>	Defined in the By Laws: Article X-Standing Committees.

<https://acci.com.ph/wp-content/uploads/2023/06/Amended-By-Laws.pdf>

**Recommendation 3.2**

1	The Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p><i>Provide information or link/reference to a document containing information of the Audit Committee, including its functions.</i></p> <p><i>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</i></p>	<p>This is provided for in the MCG and in the Audit Committee Charter.</p> <p><a href="https://acci.com.ph/wp-content/uploads/2023/06/ACCI Manual-of-Corporate-Governance Revised 26August2020-1.pdf">https://acci.com.ph/wp-content/uploads/2023/06/ACCI Manual-of-Corporate-Governance Revised 26August2020-1.pdf</a></p>
2	The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom, including the Chairperson, are independent directors.	Non Compliant	<p><i>Provide information or link/reference to a document containing information of the members of the Audit Committee, including their qualifications and type of directorship.</i></p>	<p>To be implemented in 2023. Additional NED as members of the committed were appointed June 27, 2023.</p>
3	All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p><i>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</i></p>	 Paulino Cortez Resume.pdf
4	The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committee.	Compliant	<p><i>Provide information or link/reference to a document containing information of the Chairperson of the Audit Committee.</i></p>	<p>He is Chairperson only of Audit Committee</p>

**Recommendation 3.3**

1	The Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Non Compliant	<p><i>Provide information or reference to a document containing information of the Corporate Governance Committee, including its functions.</i></p> <p><i>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</i></p>	<p>Will be implemented in 2023. Approved by the Board June 27, 2023 including the charter.</p>
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2	The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors.	Non Compliant	<i>Provide information or link/reference to a document containing information of the members of the Corporate Governance Committee, including their qualifications and type of directorship.</i>	Will be implemented in 2023. Approved by the Board June 27, 2023
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**Recommendation 3.4**

1	The Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Non Compliant	<i>Provide information or link/reference to a document containing information of the Board Risk Oversight Committee (BROC), including its functions</i>	Will be implemented in 2023. Approved by the Board June 27, 2023 including the charter.
2	The BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairperson.	Non Compliant	<i>Provide information or link/reference to a document containing information of the members of the BROC, including their qualifications and type of directorship.</i>	Will be implemented in 2023. Approved by the Board June 27, 2023
3	At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non Compliant	<i>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</i>	Internal Audit will be a member of the BROC as well as the Risk Manager which is in the process of hiring.


**Recommendation 3.5**

1	All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	<i>Provide information or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</i>	 2_Membership Committee Charter 2
2	The Committee Charters provide standards for evaluating the performance of a committee and its members.	Compliant		


**Principle 4. FOSTERING COMMITMENT**

To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

**Recommendation 4.1**


1	The Directors attend and actively participate in all meetings of the Board, Committees and shareholders/members in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<i>Provide information or link/reference to a document containing the process and procedure for tele/videoconferencing board and/or committee meetings.</i>  <i>Provide information or link/reference to a document containing the attendance and</i>	 2022 BOD Meeting Attendance.pdf
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2	The Directors review meeting materials for all Board and Committee meetings.	Compliant	<i>participation of directors to Board, Committee and shareholders' meetings.</i>	
3	The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<i>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</i>	
<b>Recommendation 4.2</b>				
1	Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers.	Compliant	<i>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</i>  <i>Provide information or reference to a document containing information on the directorships of the company's directors in listed companies, registered issuers and public companies.</i>	 2022 Information Statement Manager
<b>Recommendation 4.3</b>				
1	The Directors notify the company's board before accepting a directorship in another company.	Compliant	<i>Provide copy of/reference to the written notification to the board or minutes of board meeting wherein the matter was discussed.</i>	This has not happened yet but, there is a provision for this in the in the Board Charter.
<b>Principle 5. REINFORCING BOARD INDEPENDENCE</b>				
The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.				
<b>Recommendation 5.1</b>				
1	The Board is composed of a majority of non-executive directors who possess the necessary qualifications.	Compliant	<i>Identify or provide link/reference to a document identifying the directors, the type of their directorships and their qualifications.</i>	Attach Board composition as approved during the Organization meeting./ CV
<b>Recommendation 5.2</b>				
1	The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher.	Non Compliant	<i>Provide information or link/reference to a document containing the number of independent directors in the board.</i>	The Board will elect an additional ID to comply. Approved June 27, 2023.
<b>Recommendation 5.3</b>				



1	The independent directors possess all the qualifications and none of the disqualifications to hold the position.	Compliant	<i>Provide information or link/reference to a document containing the qualifications of independent directors.</i>	The qualifications of the Independent directors are contained in the Information Statement.
<b>Recommendation 5.4</b>				
1	The company perpetually bars an independent director from serving in such capacity after the term limit of nine (9) years.	Compliant	<i>Provide information or link/reference to a document containing the company's policy on term limits for its independent director.</i>	The Club has no experience of any director serving for 9 years, at most will be 3 years.
2	In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders'/members' approval during the annual regular meeting.	Compliant	<i>Provide reference to the meritorious justification and proof of shareholders'/members' approval during the annual regular meeting.</i>	The Directors have 3 year term as provided for in the By Laws. <a href="https://acci.com.ph/wp-content/uploads/2023/06/Amended-By-Laws.pdf">https://acci.com.ph/wp-content/uploads/2023/06/Amended-By-Laws.pdf</a>
<b>Recommendation 5.5</b>				
1	The positions of Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals.	Compliant	<i>Identify the company's Chairperson of the Board and Chief Executive Officer (or its equivalent).</i>	The Chairperson and President were elected separately during the organization meeting.
2	The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities.	Compliant	<i>Provide information or link/reference to a document containing the roles and responsibilities of the Chairperson of the Board and Chief Executive Officer (or its equivalent). Identify the relationship of the Chairperson and CEO.</i>	The responsibilities of the Chairperson and the President are clearly defined in the MCG. <a href="https://acci.com.ph/wp-content/uploads/2023/06/ACCI_Manual-of-Corporate-Governance_Revised_26August2020-1.pdf">https://acci.com.ph/wp-content/uploads/2023/06/ACCI_Manual-of-Corporate-Governance Revised 26August2020-1.pdf</a>
<b>Recommendation 5.6</b>				
1	The Board designates a lead director among the independent directors if the Chairperson of the Board is not an independent director.	Non-Compliant	<i>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</i>	The Board will designate/elect the lead director among IDs . Approved June 27, 2023.

			Indicate if Chairperson is an independent director.	
<b>Recommendation 5.7</b>				
1	The Directors/Trustees with material interest in a transaction affecting the corporation fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same, and recuse from voting on the approval of transaction.	Compliant	Provide proof of full disclosure and abstention, if any, of the interested director/trustee.	The director discloses his material interest in a company and the Board approves the transaction  Attached disclosure.
<b>Recommendation 5.8</b>				
1	The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present.	Non-Compliant	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	For implementation in 2023
For	The meetings are chaired by the lead independent director, if applicable.	Non-compliant		For implementation in 2023
<b>Principle 6. ASSESSING BOARD PERFORMANCE</b>				
The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.				
<b>Recommendation 6.1</b>				
1	The Board conducts an annual self-assessment of its performance as a whole.	Non-Compliant	Provide proof of self-assessments conducted by the whole board, the individual members, the Chairperson and the Committees.	For implementation 2023 Self assessment form approved June 27, 2023  E2_Self Assessment Form - Individual.pd
2	The Chairperson conducts an annual self-assessment of his performance.	Non-Compliant		For implementation 2023
3	The individual members conduct a self-assessment of their performance.	Non-Compliant		For implementation 2023
4	Each committee conducts a self-assessment of its performance.	Non-Compliant		For implementation 2023
<b>Recommendation 6.2</b>				



1	The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees.	Non Compliant	<i>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders/members.</i>	For implementation in 2023. Self assessment for approved June 27, 2023.
2	The system allows for a feedback mechanism from the shareholders/members.	Compliant		<a href="https://acci.com.ph/">https://acci.com.ph/</a>

### Principle 7. STRENGTHENING BOARD ETHICS

The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

#### Recommendation 7.1

1	The Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of board members.	Compliant	<i>Provide information or link/reference to the company's Code of Business Conduct and Ethics.</i>	Member's Handbook <a href="https://acci.com.ph/wp-content/uploads/2023/06/Members-Handbook.pdf">https://acci.com.ph/wp-content/uploads/2023/06/Members-Handbook.pdf</a>
2	The Code is properly disseminated to the members of Board.	Compliant	<i>Provide information or discuss how the company disseminated the Code to the members of the Board.</i>	Each member is provided with the handbook.
3	The Code is disclosed and made available to the public through the company website.	Compliant	<i>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</i>	

#### Recommendation 7.2

1	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<i>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</i>  <i>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</i>	All members are required to comply with the Code of Conduct and any violation of such will be referred to the Ethics Committee proper handling.
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### DISCLOSURE AND TRANSPARENCY

#### Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES



The Board should establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations.

#### Recommendation 8.1




1	The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders/members and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<i>Provide information or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders/members and other stockholders.</i>	The Information Statement is distributed to the Members before the Stockholder Meeting.  Upload to website
<b>Recommendation 8.2</b>				
1	The company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within five (5) business days.		<i>Provide information or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's shares.</i>	Not applicable
2	The company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within five (5) business days.		<i>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</i>	Not applicable
<b>Recommendation 8.3</b>				
1	The company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant		MCG of the Club attached.  Upload to website
2	The company's MCG is submitted to the SEC.	Compliant	<i>Provide link to the company's website where the Manual on Corporate Governance is posted.</i>	The MCG was submitted to SEC on September 2020
3	The company's MCG is posted on the company website.			<a href="https://acci.com.ph/wp-content/uploads/2023/06/ACCI_Manual-of-Corporate-Governance_Revised_26August2020-1.pdf">https://acci.com.ph/wp-content/uploads/2023/06/ACCI_Manual-of-Corporate-Governance_Revised_26August2020-1.pdf</a>
<b>Recommendation 8.4</b>				
1	The company's corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR).	Non Compliant	<i>Provide link to the company's website where the Annual Corporate Governance Report is posted.</i>	Yes, and for non compliant items, the Club will comply in 2023.
2	The company's ACGR is submitted to the SEC.	Non Compliant		For submission
3	The company's ACGR is posted on the company website.	Non compliant		For uploading to website
<b>Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY</b>				
The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.				
<b>Recommendation 9.1</b>				



1	The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors.	Compliant	<i>Provide information or link/reference to a document containing the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.</i>	The external auditor is being evaluated for reappointment, initiated by the Audit Committee.  SGV PERFORMANCE EVA
2	The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members.	Compliant	<i>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</i>	The Audit committee recommends the reappointment of the external auditor.
3	For the removal of external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures.	Compliant	<i>Provide information or link/reference to a document containing the company's reason for removal or change of external auditor.</i>	There was no instance of removal yet.
<b>Recommendation 9.2</b>				
1	The Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	<i>Provide link/reference to the company's Audit Committee Charter.</i>	 ACCI INTERNAL AUDIT CHARTER.pdf
2	The Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant		
<b>Recommendation 9.3</b>				
1	The company discloses the nature of non-audit services performed by its external auditor in the Annual Report to manage potential conflict of interest cases.	Compliant	<i>Disclose the nature of non-audit services performed by the external auditor, if any.</i>	This is disclosed in the Information Statement as well as in the Annual Report.



2	The Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<i>Provide link or reference to guidelines or policies on non-audit services.</i>	 2022 Information Statement Managen
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### Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING

The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.

#### Recommendation 10.1

1	The Board has a clear and focused strategy on the disclosure of non-financial information.	Compliant	<i>Disclose or provide link to the company's policies and practices on the disclosure of non-financial information, including EESG issues.</i>	The Club discloses all information in the Management discussion in the Information Statement and Annual Report
2	The company discloses to all shareholders/members and other stakeholders the company's strategic and operational objectives with emphasis on the management of environmental, economic, social and governance (EESG) issues of its business which underpin sustainability.	Compliant	<i>Provide link or reference to the company's disclosure of strategic and operational objectives, with emphasis on EESG matters.</i>	Information Statement/Annual Report

### Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION

The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, stakeholders and other interested users.

#### Recommendation 11.1

1	The company has a website to ensure a comprehensive, cost-efficient, transparent and timely manner of disseminating relevant information to the public.	Compliant	<i>Provide link to the company's website.</i>	The Club's website is acci.com.ph
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### INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS


### Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management system.

#### Recommendation 12.1

1	The company has an adequate and effective internal control system in the conduct of its business.	Compliant	<i>List quality service programs for the internal audit functions.</i>  <i>Indicate frequency of review of the internal control system.</i>	The Club has existing SOPs as framework of internal control.
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2	The company has an adequate and effective enterprise risk management framework in the conduct of its business.	Non Compliant	<p>Identify international framework used for Enterprise Risk Management.</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> <li>1. Company's risk management procedures and processes.</li> <li>2. Key risks the company is currently facing.</li> <li>3. How the company manages the key risks.</li> </ol> <p>Indicate frequency of review of the enterprise risk management framework.</p>	The Club has an existing Risk Management Policy and will be upgraded to ERM in 2023. Approved June 27, 2023
<b>Recommendation 12.2</b>				
1	The company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm hired.</p>	The Internal Audit function is outsourced with Machica, Tan-Cruz & Company since 2015.
<b>CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS</b>				
<b>Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS</b>				
The company should treat all shareholders/members fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.				
<b>Recommendation 13.1</b>				
1	The Board ensures that basic shareholder/member rights are disclosed in the Manual on Corporate Governance.	Compliant	<p>Provide link or reference to the company's Manual on Corporate Governance where shareholders'/members' rights are disclosed.</p>	These are provided for in the MCG.
<b>Recommendation 13.2</b>				
1	The Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders'/Members' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting.	Compliant	<p>Indicate the number of days before the annual or special stockholders'/members' meeting when the notice and agenda were sent out.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS).</p>	<p>The Club complies with the notification requirement for the General Membership meeting.</p> <p></p> <p>2023 Information Statement_Manage</p>
<b>Recommendation 13.3</b>				
1	The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day.	Compliant	<p>Provide information or reference to a document containing all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p>	<p><a href="https://acci.com.ph/wp-content/uploads/2023/06/17-ACCI-Stockholder-Minutes-April-8-2022-1.pdf">https://acci.com.ph/wp-content/uploads/2023/06/17-ACCI-Stockholder-Minutes-April-8-2022-1.pdf</a></p>

2	The minutes of the Annual and Special Shareholders'/Members' Meetings were made available on the company website within five (5) business days from the date of the meeting.	Non compliant	<p><i>Provide link to minutes of meeting in the company website.</i></p> <p><i>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</i></p> <p><i>Indicate also if the voting on resolutions was by poll.</i></p> <p><i>Include whether there was opportunity to ask question and the answers given, if any.</i></p>	<p>The minutes of the meeting shall be uploaded in the website.Upload to website</p> <p><a href="https://acci.com.ph/wp-content/uploads/2023/06/17-ACCI-Stockholder-Minutes-April-8-2022-1.pdf">https://acci.com.ph/wp-content/uploads/2023/06/17-ACCI-Stockholder-Minutes-April-8-2022-1.pdf</a></p>
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**Recommendation 13.4**

1	The Board makes available, at the option of a shareholder/member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	<p><i>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.</i></p> <p><i>Provide link/reference to where it is found in the Manual on Corporate Governance.</i></p>	The Club established Ethics Committee to address disputes of members.
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**Recommendation 13.5**

1	The Board establishes an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent to ensure constant engagement with its shareholders/members.	Compliant	<p><i>Disclose the contact details of the officer/office responsible for investor relations, such as:</i></p> <p><i>1.Name of the person</i>  <i>2Telephone number</i>  <i>3Fax number</i>  <i>4. E-mail address</i></p>	Member Relations Manager is the CRO Daisy Raquel 09175685766 Daisy.raquel@acci.com.ph Details
2	The IRO or CRO or its equivalent is present at every shareholders'/members' meeting.	Compliant	<p><i>Indicate if the IRO or CRO or its equivalent was present during the ASM.</i></p>	The Member Relations Manager is always present at the General Membership meeting.

**DUTIES TO STAKEHOLDERS**

**Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS**



The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

**Recommendation 14.1**

1	The Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<i>Identify the company's stakeholders and provide information or reference to a document containing the company's policies and programs for its stakeholders.</i>	The list of the members are contained in the Annual Report.
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**Recommendation 14.2**

1	The Board establishes clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of stakeholders.	Compliant	<i>Identify policies and programs for the protection, fair treatment and enforcement of the rights of the company's stakeholders.</i>	The policy on fair treatment and enforcement of the rights of the stockholders are contained in the MCG.
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**Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION**

A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the company's objectives and good corporate governance goals.


**Recommendation 15.1**

1	The Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<i>Provide information or link/reference to company policies, programs and procedures that encourage employee participation.</i>	Employee Handbook
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**Recommendation 15.2**

1	The Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics.	Compliant	<i>Identify or provide link/reference to the company's policies, programs and practices against corruption.</i>	Anti corruption statement is incorporated in the Code of Conduct for employees. An Anti Corruption policy shall be developed in 2023. Approved June 27, 2023.
2	The Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<i>Identify how the board disseminated the policy and program to the employees across the organization.</i>	The employees are given a copy of the employee handbook.

**Recommendation 15.3**

1	The Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	Compliant	<i>Disclose or provide link/reference to the company whistleblowing policy and procedure for employees.</i>  <i>Indicate if the framework includes procedures to protect the employees from retaliation.</i>	The Club has a Whistleblowing policy.  H_Whistleblowing Policy.pdf
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2	The Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Provide contact details to report any illegal or unethical behavior.	Whistleblowing policy
3	The Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	Whistleblowing policy


**Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY**


The company should be socially responsible in all its dealings with the communities in which it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

**Recommendation 16.1**


1	The company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Provide information or reference to a document containing the company's community involvement and environment-related programs.	The Club's CSR is more focused on the non-organic staff working inside the Club premises.  <a href="https://acci.com.ph/wp-content/uploads/2023/06/Online-Super-Raffle-for-a-Cause-2021.pdf">https://acci.com.ph/wp-content/uploads/2023/06/Online-Super-Raffle-for-a-Cause-2021.pdf</a>
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**ALABANG COUNTRY CLUB, INC.**

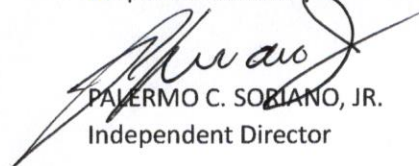
  
GEORGE S. CHUA  
Chairman of the Board

  
BRIAN MICHAEL I. CABRAL  
President

  
ARISTOTLE B. BATUHAN  
Corporate Secretary

  
PAULINO A. CORTEZ  
Independent Director

  
RAFAEL N. MAPUA  
Lead Independent Director

  
PALERMO C. SORIANO, JR.  
Independent Director


  
PAZ B. REQUEJO  
AGM/Compliance Officer

June 27, 2023

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Series 2023

SUBSCRIBED AND SWORN to before me this 29 day of JUN 2023  
by, affiant exhibited to me Gov't ID No. \_\_\_\_\_

**JUN 29 2023**

  
**ATTY. GERVACIO B. ORTIZ JR.**  
Notary Public, City of Makati  
Until December 31, 2024  
TBP No. 05729-Lifetime Member  
MCLE Compliance No. VII-0022734  
valid until April 14, 2025  
Appointment No. M-39 (2023-2024)  
PTR No. 9563522 Jan. 3, 2023/ Makati  
Makati City Roll No. 40091  
101 Urban Ave. Campos Rueda Bldg.  
Brgy. Pio Del Pilar, Makati City