



FAR EASTERN UNIVERSITY



CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The primary responsibility of the Corporate Governance Committee (or the Committee) is to assist the Board of Trustees (the Board) in fulfilling its oversight responsibilities for the good governance of the corporation, setting of policies for the accomplishment of the corporate objectives and to provide an independent check on Management.

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II. AUTHORITY & RESPONSIBILITIES

The committee shall carry out the following responsibilities:

1. Formulate policies to enhance an environment of good governance within the organization.
 - a. Institutionalize the principles of good corporate governance in all levels of the business organization.
 - b. Enforce compliance with good corporate governance practices. Ensure board effective and due observance of corporate governance principles and guidelines.
 - c. Oversee the periodic performance evaluation of the Board and its committees and executive management.
2. Identify, evaluate and address all possible risks areas that could befall the University.
 - a. Assess and evaluate the significance of the any risk, the likelihood of occurrence and possible effects to University
 - b. Adopt measures to eliminate adverse effects of the possible risks
3. Investigate and resolve governance issues and violations to the Code of Corporate Governance and Code of Ethics by the trustees and officers.
4. Conduct an annual review of the Company's Corporate Governance Charter, Manual on Corporate Governance, Corporate Strategy Map as well as a review of the governance and any related scorecards.
5. Report at least once a year an annual performance report to the Board.

III. COMPOSITION

The FEU Corporate Governance Committee shall be composed of at least three (3) Board Members, all of whom have the necessary qualifications. At least one (1) member shall be an independent director, who may be the chairperson. Members of the Committee should have an adequate understanding, familiarity and competence in the Company's corporate governance policies and strategies. The Committee is provided with adequate resources and trainings to undertake its duties.

The Committee should ensure that a succession plan is in place. Any vacancy in the Corporate Governance Committee at any time shall be replaced through the action of the members of the Board.

IV. MEETINGS

The Corporate Governance Committee has meetings at least once a year, special meetings as needed and reports to the Board of Trustees at least once a year. All committee members are expected to attend each meeting. The committee will invite members of management, or other involved parties to attend meetings and provide pertinent information, as necessary. It will hold private meetings with management and involved parties in executive sessions when necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

V. AMMENDMENTS OF THE CHARTER

The Committee shall review and assess the adequacy of the charter on a periodic basis. Any revision will require approval from the Board of Trustees.