



FAR EASTERN UNIVERSITY



TALENT MANAGEMENT COMMITTEE CHARTER

I. PURPOSE

The primary responsibility of the Talent Management Committee (or the Committee) is to assist the Board of Trustees (or 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.

Ensure that Trustees' and Officers' compensation are consistent with the University's culture, strategy and the business environment in which it operates.

II. AUTHORITY & RESPONSIBILITIES

The committee shall carry out the following authority and responsibilities:

1. Establish a formal and transparent procedure for developing policy on remuneration of trustees and senior management officers
2. Adopt appropriate policies on disclosures of remuneration, as needed, and consistent with its strategies.
3. Develop a policy on Business Interest Disclosure as a requirement prior to appointment for all incoming trustees and senior management officers, to avoid conflicts of interest.
4. Periodically review HRD policies or employee handbook, as needed, to strengthen provisions on salaries and benefits policies.
5. Report at least once a year an annual performance report to the Board.

III. COMPOSITION

The FEU Talent Management 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 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 FEU Remuneration Committee is provided with adequate resources and trainings to undertake its duties.

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

IV. MEETINGS

The Talent Management Committee has meetings at least once a year, special meetings as needed. 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.