

EDC CSR Board Committee Charter

POLICY STATEMENT

The Company is committed to promote social prosperity and environmental stewardship through the implementation of a comprehensive, responsive and sustained program on corporate social responsibility (CSR), in partnership with its internal and external stakeholders and in keeping with its energy objectives.

OBJECTIVES

To create and maintain hospitable social climates and sustainable project activities to ensure unhampered operations for all energy projects of the Company.

To ensure transparent and ethical behavior in addressing the welfare of the Company and its internal and external stakeholders.

COMPOSITION/ MEMBERSHIP

1. The CSR Board Committee shall have as members:
 - i. At least three (3) Directors as members, one of whom shall be elected as Chairman. The members shall be appointed by the Board.
 - ii. A Vice-President shall be designated by the President to act as Management Representative/ Committee Resource Person. He/She shall have no voting rights on matters deliberated by the committee.

The Committee Secretariat shall be the CSR Department Manager of the Company, or such other person designated by the President

DUTIES AND RESPONSIBILITIES

The CSR Board Committee shall have the following as its duties and responsibilities.

1. To formulate and update the vision, strategy and execution of Corporate Social Responsibility (CSR) programs for the Company
2. To oversee, coordinate and integrate the management of the Company's CSR programs for
 - a. Employees
 - b. Environment
 - c. Communities and Interest Groups
 - d. Government Instrumentalities (LGU, GAs, legislative bodies)
 - e. Business Partners (shareholders, suppliers, clients, contractors, GFIs, ODA, international organizations, energy family, program partners, etc.)

3. To oversee the Company's integrated CSR program.
4. To conduct an annual review of the integrated CSR programs to ensure that these:
 - a. comply with applicable laws
 - b. conform with international standards and global trends, and
 - c. are consistent with Company policies, guidelines and objectives on CSR
5. To ensure that the CSR program is integrated and applied consistently throughout the organization
6. To identify and recommend program enhancements that will increase effectiveness and overall improvement in company performance and image.
7. To apprise the Board/President regularly of the accomplishments and issues/concerns related to the integrated CSR program.
8. To redefine, in consultation with the Board, the roles, duties and responsibilities of the Committee in order to integrate the dynamic requirements of business and the future plans of the Company, subject at all times to the principles of sound corporate governance.
9. To undertake special projects or activities which the Board/President or the Committee considers necessary, and perform other tasks or duties as may be requested or delegated by the Board or the President/CEO.

CONDUCT OF MEETINGS

1. Meetings shall be held every quarter, unless the exigencies of the business require the conduct of frequent meetings. Whenever possible, the schedule of meetings shall be synchronized with the Board Meetings.
2. The presence of the Chairman and one (1) other Director constitutes a quorum for the conduct of business. Any director who cannot be physically present in the meeting can take part via teleconferencing, and be marked "present".
3. The Secretariat shall issue the agenda three (3) days before the meeting, except for urgent cases where an immediate decision is required by operations.
4. Minutes of the Committee meeting shall be recorded and duly signed by the Committee Chairman and reported to the Board as needed.

PROCEDURE FOR ESCALATION OF DECISIONS TO THE BOARD

The Committee shall report or submit to the Board a summary of the actions taken by such Committee pursuant to the terms of their respective charters.