



GETWELL HEALTH SYSTEMS, INC.

ANNUAL ASSESSMENT OF PERFORMANCE GUIDELINES

I. Introduction

The Board of Directors of Getwell Health Systems Inc. (the "Corporation") must periodically assess its effectiveness by identifying strengths and specific areas for improvement. Feedback will be gathered from the members of the Board of Directors, thereby facilitating development aligned with the Corporation's overall strategy, performance and targets. These Annual Assessment of Performance Guidelines (the "Guidelines") sets forth the key components of performance assessments for the Board of Directors (the "Board"), the Chairman, the members of the Board, and for each Committee.

II. Assessment Procedure

1. Each member of the Board will be requested to complete a standard self-assessment, as follows:

Performance to be Evaluated	Evaluated By	Forms and Criteria
Board of Directors	Individual Directors	Annex A
Director/Member	Individual Directors	Annex B
Board Committee	Individual Directors	Annex C
Chairman	Independent Directors	Annex D

2. The Corporate Secretary will administer and facilitate the completion of the self-assessment, and shall keep all the accomplished forms and related documents as part of the corporate records.
3. The performance evaluation shall be completed annually.
4. Each Member of the Board and the Board Committees shall accomplish their respective Self- Assessment Questionnaires attached as Annexes A, B and C.
5. The performance evaluation of the Chairman of the Board of Directors (the "Chairman") shall be done by each individual Director following the form attached as Annex "D".
6. The accomplished forms shall be signed and forwarded to the Corporate Secretary within seven (7) working days from date of receipt.
7. The annual results of the assessment process shall be reported by the Corporate Secretary to the Board of Directors and the shareholders at the annual meeting. The shareholders shall be given the opportunity to provide feedback on the results of the annual assessment process.

III. Amendments

These Guidelines and all attached Annexes are subject to amendments, alterations or modifications provided that any such amendment, alteration or modification shall be approved by a resolution of the Board of Directors prior to implementation.

Annex A Board Self-Assessment

Name of Assessor : _____
 Date Completed: _____
 Period Covered: _____

Dear Board of Directors:

Please evaluate how well the Board of Directors has performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Remarks
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

Kindly indicate your score in the "RATING" column below. A REMARKS column is also provided if you have further comments to the one initially stated.

For Items rated 1-2, please indicate reasons and suggested improvements.

Thank you.

Leading Practices and Principles on Good Corporate Governance	Rating (1-5)	Reason and Suggested Improvements
<i>Structure</i>		
1. The Board has a proper mix of directors with the appropriate skills, knowledge and experience to enable them to effectively participate in Board deliberations.		
2. The Board has a process of selection that ensures an appropriate mix of directors and officers who can perform competently and professionally and add value to the Company.		
3. The powers, roles, responsibilities and accountabilities between the Board and management are clearly defined, segregated and understood.		
4. The Board has the necessary committees in place to assist the		

Leading Practices and Principles on Good Corporate Governance	Rating (1-5)	Reason and Suggested Improvements
Board in the performance of its duties and responsibilities.		
5.The roles of the Chairman and the CEO are separate or, if not there are adequate checks and balances to help ensure that independent, outside views, perspective, and judgments are given proper hearing in the Board.		
<i>Leadership, Roles and Responsibilities</i>		
6. The Board, together with the Management determines and periodically reviews the Company's purpose, vision, mission and strategic objectives and business plans and policies that guide and direct activities of the Company, and the means to attain the same.		
7. The Board oversees management's implementation of sound strategic policies and guidelines on major capital expenditures, business strategies, operational budgets, plans and policies.		
8. The Board regularly and periodically monitors the Company's corporate performance against such strategic objectives and business plans.		
9. The Board provides oversight with regard to enterprise risk management and identifies key risk areas and key performance indicators and monitor these factors with due diligence.		
10. The Board adopts and decides on Company's governance principles, model/framework, guideline and practices and oversees the implementation thereof.		
11. The Board ensures that the Company complies with all relevant laws and regulations and endeavors to adopt accepted best business practices.		
12. The Board approves objectives and policies for Company's social, community and environmental performance.		
13. The Board exercises corporate powers in accordance with the principles of sound corporate governance, and secures the Company's long-term viability and success.		
<i>Internal Control</i>		
14. The Board has a good understanding of Management's responsibilities in relation to internal control.		

Leading Practices and Principles on Good Corporate Governance	Rating (1-5)	Reason and Suggested Improvements
15. The Board ensures the continuing soundness, effectiveness and adequacy of the Company's internal control environment.		
16. The Board ensures that the Company has an internal audit system that can reasonably assure that the Company's key organizational and operational controls are complied with.		
17. The Board ensures that the Company has an independent audit mechanism for the proper audit and review of financial statements by independent auditors.		
18. The Board adopts a system of check and balance within the Board and regularly reviews its system of checks and balances for effectiveness.		
<i>Code of Conduct and other Corporate Governance Policies</i>		
18. The Board understands and actively promotes the Company's principles and values.		
19. There is a written Code of Business Conduct and Ethics (the "Code of Conduct") to be followed by the Board, CEO, officers and employees.		
20. There is a formal system to monitor compliance with the Code of Conduct.		
21. The Code of Conduct is communicated, understood and followed by the Board, CEO, officers and employees.		
22. The Code of Conduct provides that there shall be no waiver of any provision of the Code of Conduct in favor of directors or officers, except when expressly granted by the Board and any such waiver must be promptly disclosed to the stockholders.		
23. There is a formal channel established to allow employees to report unethical conduct.		
24. The Board ensures has and is communicating and implementing a formal conflict of interest policy and it contains guidelines and provisions prohibiting the Company whether directly or indirectly from granting loans to directors and officers.		
25. There are appropriate policies and procedures governing related party transactions.		
26. The Board ensures that the directors are, as required or necessary or upon request of such directors,		

Leading Practices and Principles on Good Corporate Governance	Rating (1-5)	Reason and Suggested Improvements
<p>trained on corporate governance leading practices and principles by competent and recognized experts in the field, which may include institutional training providers accredited or recognized by the Philippine SEC.</p>		
<i>Independence</i>		
<p>27. The Board thinks and acts independently of, and is not unduly influenced by, the CEO and Management.</p>		
<p>28. The Board has a balance of executive and non-executive directors, including independent directors such that no individual or small group of individuals can dominate the Board's decision making.</p>		
<i>Stewardship</i>		
<p>29. The Board ensures that the company has a delegation of authorities document(s) and system(s) governing approval and reporting limits and levels, including its own delegated authority levels to the Board Committees and the CEO.</p>		
<p>30. The Board maintains close oversight and operations and financial aspects of the Company.</p>		
<p>31. The Board approves strategic financial and non-financial objectives and policies and monitors the achievement thereof against approved targets/performance to ensure the efficiency and effectiveness of the Company.</p>		
<p>32. The Board ensures the recruitment and retention of high potential and high performance key employees (through the CEO and Management)</p>		
<p>33. The Board ensures that there is a professional development programs for employees and officers and provides for a succession plan for senior management that the Board reviews.</p>		
<i>Resources</i>		
<p>34. The Board members have access to Management and independent professional advice to enable them to discharge their duties</p>		
<p>35. The Corporate Secretary has the primary role of supporting the Board and chairperson.</p>		
<i>Monitoring - Meetings</i>		

Leading Practices and Principles on Good Corporate Governance	Rating (1-5)	Reason and Suggested Improvements
36. The Board schedules and holds regular meetings and convenes special meetings when required by business exigencies.		
37. At least one independent director is always in attendance in all Board meetings.		
38. The Board holds sessions with the non-management/non-executive and independent directors (excluding management/executive directors) at least once a year and as such other times as the Board may deem necessary or appropriate.		
39. There is active solicitation of views and opinions of the members of the Board in the process of arriving at a decision.		
40. The Board uses an annual calendar to plan meetings, address issues and align with planning and reporting cycles.		
41. The Board meetings are duly minuted.		
42. The minutes of Board meetings are clear and useful.		
43. The Board receives in a timely manner the right information it needs to fulfill its responsibilities.		
<i>Monitoring – Performance Assessment</i>		
43. The Board ensures that there are mechanisms to monitor its performance and that of its Committees and individual members.		
44. The Board really knows how well it and its Committees are fulfilling their responsibilities and achieving their objectives.		
45. The Board operates smoothly and effectively as a team.		
46. The Board has its own succession and development plans which reflect the results of performance evaluations.		
47. The Board has an effective ongoing development programs for directors and Board Committee members.		
48. Overall, the Board and the Board Committee are contributing to the success of the Company.		
49. Overall, the Board and Board Committees are contributing to the success of the Company.		
<i>Reporting and Disclosures</i>		
50. The Company has a clear policy on communicating or relating with its various shareholders.		

Leading Practices and Principles on Good Corporate Governance	Rating (1-5)	Reason and Suggested Improvements
51. The Board regularly and timely reviews, approves and communicates the financial reports, key corporate activities and other material disclosures and statements of the Company to its stakeholders.		
52. The Board asks probing and informed questions of management about the Company's results of operations and disclosures.		
53. The Board promotes and ensures a culture of openness and transparency in the Company.		
<i>Shareholders' Benefits</i>		
54. The Board Ensures that the Company has an existing mechanism which promotes stockholders' rights		
55. The Company has in place an investor relations program that will keep stockholders and investors informed of important developments in the Company.		
56. The Board ensures that the Company implements steps to facilitate stockholders' participation in annual or special meetings of stockholders.		
57. The Board ensures that the Company timely provides stockholders with relevant and timely information prior to such meetings.		
58. The Board ensures transparency and fairness in the conduct of stockholders meetings.		
59. The Chairman of the meeting of stockholders gives stockholders an opportunity to raise their concerns or questions in relating in the items in the agenda of the meeting.		

Annex B
Directors Self-Assessment

Name of Assessor : _____
 Date Completed: _____
 Period Covered: _____

Dear Director:

Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Remarks
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

Kindly indicate your score in the "RATING" column below. A REMARKS column is also provided if you have further comments to the one initially stated.

For Items rated 1-2, please indicate reasons and suggested improvements.

Thank you.

Leading Practices and Principles on Good Corporate Governance	Rating (1-5)	Reason and Suggested Improvements
1. I understand the mission, vision and values of the Company.		
2. I act in a manner characterized by transparency, accountability, integrity and fairness fully aware that the office of a director is one of trust and confidence.		
3. I devote sufficient time and attention necessary to properly discharge and effectively perform my duties and responsibilities as a member of the Board.		
4. I keep myself updated on developments in the Company, including its financial and operational performance.		
5. I ensure that my personal interest do not conflict with the interest of the Company.		
6. I exercise independent judgment. 7. I have a working knowledge of the statutory and regulatory requirements affecting the Company, including the contents of its Articles of Incorporation and By-Laws, the requirements of the SEC, and where applicable, the requirements of other regulatory agencies		

Leading Practices and Principles on Good Corporate Governance	Rating (1-5)	Reason and Suggested Improvements
8. I observe confidentiality of non-public information acquired by reason of my position as a director.		
9. I attend all board meetings except when prevented by justifiable cause.		
10. I actively participate in board discussions and deliberations.		
11. I take steps, such as attendance in seminars, reading journals and other materials, to enhance and update my knowledge on corporate governance and enable me to discharge my duties and responsibilities as a director.		
12. I am aware of key issues and challenges facing the Company today and in the future.		

Getwell Health Systems, Inc.

Annex C
Audit Committee Self-Assessment

Name of Assessor : _____
 Date Completed: _____
 Period Covered: _____

Dear Audit Committee Member:

Please evaluate the Audit Committee for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Remarks
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

Kindly indicate your score in the "RATING" column below. A REMARKS column is also provided if you have further comments to the one initially stated.

For Items rated 1-2, please indicate reasons and suggested improvements.

Thank you.

Specific Areas/ Dimensions (Non- Exclusive list)	Assessment			
	Is this part of the Audit Committee's Charter? (Yes or No)	Has this been implemented? (If yes, cite reference document)	Rating (1- 5)	Follow-up Actions Needed / REMARKS
Setting of Committee Structure and Operation				
1. Committee size				
2. Independence requirement				
3. Qualifications, skills and attributes of members and Chair				
4. Financial knowledge of members				
5. Succession plan for members and Chair				
6. Meetings (frequency, etc.)				
7. Reporting to the Board and issuance of certifications on critical compliance issues				
8. Evaluations				
9. Resources including access to outside advisors				

Specific Areas/ Dimensions (Non- Exclusive list)	Assessment			
	Is this part of the Audit Committee's Charter? (Yes or No)	Has this been implemented? (If yes, cite reference document)	Rating (1- 5)	Follow-up Actions Needed / REMARKS
10. Training and education				
II. Oversight on Financial Reporting and Disclosures				
1. Extent of understanding of the Company's business and industry in which it operates				
2. Compliance with financial reporting regulations				
3. Recognition of management's responsibility over the financial statements				
4. Appropriateness of accounting policies adopted by management				
5. Reasonableness of estimates, assumptions, and judgments used in the preparation of financial statements				
6. Identification of material errors and fraud and sufficiency of risk controls				
7. Actions or measures in case of finding of error or fraud in financial reporting				
8. Review of unusual or complex transactions including all related party transactions				
9. Determination of impact of new accounting standards and interpretations				
10. Assessment of financial annual and interim reports as to completeness, clarity, consistency and accuracy of disclosures of material information including on subsequent events and related party transactions				
11. Review and approval of				

Specific Areas/ Dimensions (Non- Exclusive list)	Assessment			
	Is this part of the Audit Committee's Charter? (Yes or No)	Has this been implemented? (If yes, cite reference document)	Rating (1- 5)	Follow-up Actions Needed / REMARKS
management representation letter before submission to external auditor				
12. Communication of the Audit Committee with legal counsel covering litigation, claims, contingencies or other significant legal issues that impact financial statements				
13. Fair and balance review of financial reports				
14. Assessment of correspondence between the Company and regulators regarding financial statement filings and disclosures				
III. Oversight on Internal Controls				
1. Obtaining management's assurance on the state of internal controls				
2. Review of internal auditor's evaluation of internal controls				
3. Evaluation of internal control issues raised by external auditors				
4. Assessment of control environment including IT systems and functions				
5. Setting a framework for fraud prevention and detection including whistle-blower program				
6. Deliberation on findings of weaknesses in controls and reporting process				
Oversight on Management and Internal Audit				
1. Evaluation of compliance with the Code of Conduct for management				

Specific Areas/ Dimensions (Non- Exclusive list)	Assessment			
	Is this part of the Audit Committee's Charter? (Yes or No)	Has this been implemented? (If yes, cite reference document)	Rating (1- 5)	Follow-up Actions Needed / REMARKS
2. Communication with management and internal auditor				
3. Assessment of adequacy of resources and independence of Internal Auditor				
4. Qualifications of an Internal Auditor				
5. In-house or outsource internal audit function				
6. Compliance with International Standards on the Professional Practice of Internal Auditing				
7. Review and approval of internal audit annual plan				
8. Extent and scope of internal audit work				
9. Reporting process				
Oversight on External Audit				
1. Assessment of independence and professional qualifications and competence of external auditor				
2. Engagement and rotation process of external auditor or firm				
3. Review and approval of scope of work and fees of external auditor 4. Assessment of non- audit services				
5. Understanding disagreements between the auditor and management				
6. Actions on the findings of external auditor				
7. Management's competence regarding financial reporting responsibilities including aggressiveness and				

Specific Areas/ Dimensions (Non- Exclusive list)	Assessment			
	Is this part of the Audit Committee's Charter? (Yes or No)	Has this been implemented? (If yes, cite reference document)	Rating (1- 5)	Follow-up Actions Needed / REMARKS
reasonableness of decisions				
8. Evaluation of performance of external audit- reappointment and resignation				
9. Compliance of external auditor with auditing standards				
10. Completeness and timeliness of communication with external auditor as to critical policies, alternative treatments, observations on internal controls, audit adjustments, independence, limitations on the audit work set by the management, and other material issues that affect the audit and financial reporting.				
11. It reviews and makes appropriate recommendations to the Board regarding the financial operations of the company and matters regarding acquisitions of or investments in companies, business or projects.				
12. It reviews and recommends all major financing transactions of the company.				
13. It reviews and recommends the establishment of and changes to financial and treasury policies consistent with the Company's corporate plans and budgets.				
14. It reviews financial aspects of major contracts and variations, as well as				

Specific Areas/ Dimensions (Non- Exclusive list)	Assessment			
	Is this part of the Audit Committee's Charter? (Yes or No)	Has this been implemented? (If yes, cite reference document)	Rating (1- 5)	Follow-up Actions Needed / REMARKS
any actual, potential, major exception or occurrence and makes action recommendations to the Board.				

Getwell Health Systems, Inc.

Annex C-2
Risk Committee Self-Assessment

Name of Assessor : _____
 Date Completed: _____
 Period Covered: _____

Dear Risk Committee Member:

Please evaluate the Risk Committee for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Remarks
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

Kindly indicate your score in the "RATING" column below. A REMARKS column is also provided if you have further comments to the one initially stated.

For Items rated 1-2, please indicate reasons and suggested improvements.

Thank you.

Specific Areas/ Dimensions (Non- Exclusive list)	Assessment			
	Is this part of the Risk Committee's Charter? (Yes or No)	Has this been implemented? (If yes, cite reference document)	Rating (1- 5)	Follow-up Actions Needed / REMARKS
<i>Setting of Committee Structure and Operation</i>				
1. Committee size				
2. Independence requirement				
3. Qualifications, skills and attributes of members and Chair				
4. Succession plan for members and Chair				
5. Meetings (frequency, etc.)				
6. Evaluations				
7. Resources including access to outside advisors				
<i>Oversight Risk Management</i>				
1. Understanding and assessment of identified risks				
2. Evaluation of sufficiency and effectiveness of risk				

Specific Areas/ Dimensions (Non- Exclusive list)	Assessment			
	Is this part of the Risk Committee's Charter? (Yes or No)	Has this been implemented? (If yes, cite reference document)	Rating (1- 5)	Follow-up Actions Needed / REMARKS
management processes and policies				
3. Preparation and implementation of a Business Continuity Plan				
4. Promotion of risk awareness in the organization				

Getwell Health Systems, Inc.

Annex C-3
Corporate Governance Committee Self-Assessment

Name of Assessor : _____
Date Completed: _____
Period Covered: _____

Dear Corporate Governance Committee Member:

Please evaluate the Corporate Governance Committee for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Remarks
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

Kindly indicate your score in the "RATING" column below. A REMARKS column is also provided if you have further comments to the one initially stated.

For Items rated 1-2, please indicate reasons and suggested improvements.

Thank you.

Specific Areas/ Dimensions (Non- Exclusive list)	Assessment			
	Is this part of the Corporate Governance Committee's Charter? (Yes or No)	Has this been implemented? (If yes, cite reference document)	Rating (1-5)	Follow-up Actions Needed / REMARKS
I. Setting of Committee Structure and Operation				
1) The Corporate Governance committee has at least three(3) voting Directors.				
2) At least one of the Committee members is an Independent Director.				
3) Meetings (frequency, etc.)				
4) Evaluations				
II. Committee Responsibilities				
1.) It recommends to the Board qualified nominees for election as Directors and Committee members.				
2.) It prepares the final list of candidates for the Board of Directors to be elected by the stockholders during the				

Specific Areas/ Dimensions (Non- Exclusive list)	Assessment			
	Is this part of the Corporate Governance Committee's Charter? (Yes or No)	Has this been implemented? (If yes, cite reference document)	Rating (1-5)	Follow-up Actions Needed / REMARKS
annual membership meeting.				
3.) It oversees the development and administration of compensation programs aligned with over-all philosophy and strategy.				
4.) It evaluates the appropriate compensation for the Board of Directors.				
5.) It reviews and recommends, for Board approval, recommendations to improve the company's compliance to the Revised Corporate Governance Code, the company's Revised Manual of Corporate Governance and other corporate governance rules and applicable laws.				
6.) It reviews annually the Charters of all Board Committees and recommends appropriate changes or improvements to the Board.				
7.) It oversees the development of corporate governance principles, structure, best practices and rules for adoption by the Company, and assists the Board in the implementation thereof.				
8.) There is a schedule of all planned meetings for the year, which maps how the committee's responsibilities are addressed over the year.				

Annex D
Board of Directors' Performance Assessment
of the Chairman of the Board of Directors

Name of Assessor : _____
 Date Completed: _____
 Period Covered: _____

Dear Director:

Please evaluate the performance of the President and/or Chief Executive Officer during the immediately preceding year, for each criterion provided below. Please indicate the rating at the appropriate box using the following rating scale:

Rating	Remarks
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

Kindly indicate your score in the "RATING" column below. A REMARKS column is also provided if you have further comments to the one initially stated.

Thank you.

Specific Areas/Dimensions (Non-Exclusive List)	Assessment	
	Rating (1-5)	Action Needed/Remarks
I. Leadership and Communication		
1) The Chairman is an effective leader of the Board, ably demonstrating the skills and experience necessary for the role.		
2) Ensures that appropriate strategic issues are brought to the Board.		
3) Allows and encourages members to participate in discussions.		
4) Maintains good interpersonal relationships with the other Board members and key stakeholders.		
5) Has an effective and productive relationship with the Corporate Secretary, ensuring that corporate records are accurate and up to date.		
6) Ensures the regular conduct of performance assessments in accordance with the Corporate Governance Manual		
7) Discusses matters of attendance, performance or conduct with the relevant member of the Board		
II. Working with the Board		
1.) Helps the Board establish the Company's vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of Management's performance		

2.) Maintains an effective working relationship with the Chairman and members of the Board of Directors.		
3.)		
4) Ensures that all resolutions and directions of the Board are carried into effect.		
III. Management		
1.) Has an effective and productive relationship with the Corporation, where appropriate offering general and specific support		
2.) Ensures that the Corporation retains its focus on major strategic issues .		
3.) Ensures that the Corporation sets strategic and corporate objectives that reflect its mission, vision and values.		
4.) Ensures the implementation of the compensation and succession plans and professional development programs for employees		
5.) Ensures that the Corporation monitors the performance of the Corporation against the objectives and key performance indicators.		
6.) Ensures that the Code of Business Conduct and Ethics and the Corporate Governance Manual is observed.		
7) Ensures the establishment and implementation of a succession plan that is effective and appropriate for the needs of the Corporation.		

Getwell Health Systems, Inc.