

**Minutes of the Regular Board Meeting  
Cebu City, Philippines  
March 3, 2023  
7:00 PM**

**Summary of Attendance**

**Present were:**

Franco Baricuatro	- Chairman of the Board
Gabrielle Marcelo B. Cerna	- Director/President
Catherine B. Cerna	- Director/Treasurer
Gillian Joy H. Dico-Cerna	- Director
Ma. Bebeth N. Bernales	- Director
Cheryl C. Medalla	- Director
Robert Quindoza	- Independent Director
Nazelle M. Vallespin	- Independent Director
Jed Justin Narvios	- Independent Director
Lea Katrina B. Cerna	- Corporate Secretary

**Guest attendees:**

Julie B. Jabagat	- AVP/Manager, Operations
Atty. Perla G. Centino-Gullaksen	- Adviser/Consultant
Atty. Cynthia A. Cañete	- Adviser/Consultant

**AGENDA:**

1. Resignation of Mr. Baricuatro as Member of the Board of Directors.
2. Review and Approval of the Minutes of the Jan. 19 BOD Meeting
3. Consultancy engagement review
  - a. B. Marcos' team
  - b. BizProtek
4. Organizational changes
  - a. Replacement for Chairmanship
  - b. Replacement for Committee Members
5. Other Matters

**I. Opening**

The Corporate Secretary, Ms. Lea Katrina B. Cerna called the roll at around 6:58 and informed the body that the Chairman, Mr. Baricuatro has tendered a letter of resignation dated Feb 28, 2023 which was presented to the body. Mr. Franco Baricuatro is in attendance only to confirm his resignation and manifested that he will no longer sit as part of the board of directors nor to chair today's meeting.

**II. Election of the Chairman of the Board of Directors**

Upon motion by Ms. Bebeth Bernales and seconded unanimously, Mr. Gabrielle Marcelo B. Cerna, as President was appointed as the presiding officer for purposes of electing the new COB. **(Resolution No. 2023-231)**

Mr. Cerna opened the table for nomination for the Chairman of the BOD. Ms. Cheryl Medalla nominated that Mr. Jed Narvios be named as the new Chairman to serve the



unexpired tenure vacated by Mr. Franco Baricuatro. This was unanimously agreed upon by everyone present.

Atty. Perla Centino-Gullaksen formally presented the question to Mr. Narvios if he was willing to accept the chairmanship, and accordingly resign his position as an Independent Director. To which he graciously tendered his resignation as an Independent Director and transitioned as a regular director and accepted the Chairmanship.

In view thereof, Mr. Narvios has been elected and chosen as the new Chairman of the Board of Directors, to serve the unexpired term of this Board's tenure. **(Resolution No. 2023-232)**

As the new Chairman, Mr. Narvios conducted the proceedings pursuant to the Agenda for today's meeting.

### III. **Approval of the Minutes of the previous BOD meeting**

The corporate secretary presented the minutes of the previous meeting and copies thereof distributed to the sitting board.

As an offshoot to the previous meeting, the following Resolutions are hereby formulated:

1. The corporation shall implement policies for the bidding procedure, under the helm of the GM, to be presented to the board not later than 3 months herefrom. **(Resolution No. 2023-233)**
2. The corporation shall adopt an esignatute system, and authorized Mr. Gab Cerna to come up with the policy and mechanics, for submission to the board not later than 3 months herefrom. **(Resolution No. 2023-234)**
3. Ms. Lea Katrina Cerna and Mr. Leslie Bukiron are hereby authorized to transact and negotiate with vendors with the end of identifying the appropriate system and IT Security Systems, with updates to be presented to the board on the next meeting. **(Resolution No. 2023-235)**

Minutes of the previous meeting was approved.

### IV. **Consultancy Engagement Review**

The Independent Directors inquired about the 2018 Consultancy Agreement with the DMD, for the Report on the Identified Gaps, and the actions taken thereto. For clarification, the matter would be best addressed to the DMD.

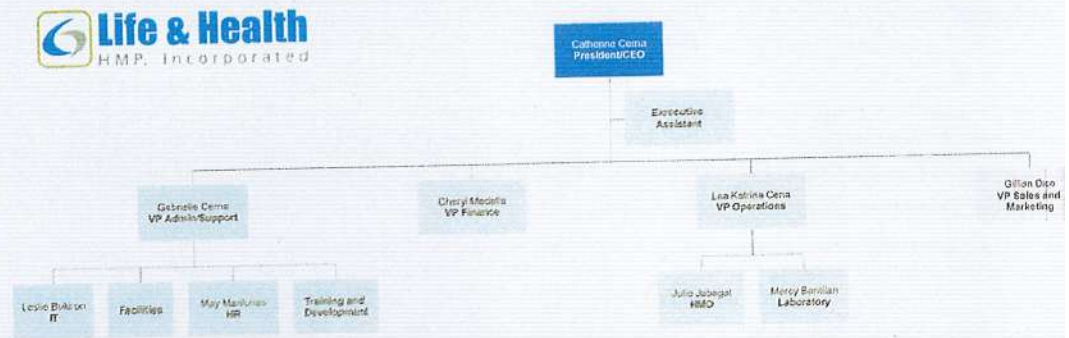
Towards this end, the board and the management shall get the Certificate of Completion or the Status Report pertaining to the deliverables under the said contract. **(Resolution No. 2023-236)**



## V. Organizational Changes

With the transition of Mr. Narvios from independent to regular director, the Nomination Committee is directed to come up with the selection of the nominees for Independent Director to serve the unexpired portion of the slot vacated by Mr. Narvios. **(Resolution No. 2023-237)**

Mr. Gab Cerna, presented the management's proposal for the corporate restructuring, as follows:



Upon advice by Atty. Perla Centino, with the sliding down of Mr. Gab Cerna from President to Vice-President, with the majority of the board of directors being present, the body can vote for the replacement duly ratified by the stockholders. Furthermore, the President should not be the Treasurer nor Secretary at the same time. Ms. Gillian Dico-Cerna moved that the nomination be opened for the position of President. **(Resolution No. 2023-238)**

The Chairman opened the floor for the nomination. Ms. Cheryl Medalla highly recommended that Ms. Catherine B. Cerna be elected as the President, which was unanimously approved. **(Resolution No. 2023-239)**

With the appointment of Ms. Catherine Cerna as the President, her incumbency as the Corporate Treasurer is vacated. Upon deliberation and vote by the body, Ms. Maria Bebeth Bernales is appointed as the New Corporate Treasurer to serve the unexpired portion ending on June 2023. **(Resolution No. 2023-2310)**

## VI. Other Matters

### 1. Update on the IC Registration Certificate

Via a phone, Ms. Claire of the IC Licensing Division informed L&H that the renewed registration certificate is ready for pick up at the IC Commissioner's Office in Manila. She said this was also relayed via email sent to [manila@lifeandhealth.com](mailto:manila@lifeandhealth.com). She has further informed that if the Company President is unable to personally claim the certificate, a representative must bring with him/her an authorization letter.

Ms. Melanie Gundran shall be authorized to receive or claim the renewed Registration Certificate **(Resolution No. 2023-2311)**

## 2. BIR Online Registration and Update System

As part of the Bureau of Internal Revenue's effort to give effect to and administer the supervisory and police powers by the National Revenue Code, the bureau has required all entities to register and update its information on with the BIR Online Registration and Update System (ORUS). In compliance with the mandate, the board authorized Ms. Roselle G. Racaza to be the company's representative to register and update its information with the bureau's online system. **(Resolution No. 2023-2312)**

## VII. Adjournment


"VOTE OF THANKS:

There being no other business, the meeting concluded with a vote of thanks to the chair.

It was agreed that the next meeting shall be on Monday, March 27, 2023 at the same time and for the venue to be announced.

The meeting was adjourned at 8:50 pm.

Certified Correct:

  
LEA KATRINA B. CERNA  
Secretary

Attested by:

  
JED JUSTIN NARVIOS  
Chairman