



**CHARTER OF THE GOVERNANCE, NOMINATION & REMUNERATION COMMITTEE**  
*of the*  
**MANILA INTERNATIONAL AIRPORT AUTHORITY**

**MEMBERSHIP**

The Committee shall be composed of at least three (3) members of the Board and shall be chaired by the Chairman or, in his absence, the Vice-Chairman of the Board.

The Committee's Chair (the "Chair") shall be appointed by the Board

Chairman : Usec. Jim Sydiongco/Asec. Donaldo A. Mendoza

Vice-Chairman : GM Eric Jose C. Ines

Members : Usec. Shahlimar Hofer Tamano  
DDG Danjun G. Lucas

**PURPOSE**

The purpose of the Governance, Nomination & Remuneration Committee of the Board of MIAA is:

- To develop, review periodically and recommend amendments to the corporate governance practices, processes and structures of MIAA, governance guidelines, committee charters, delegations of authority, job descriptions who serve on the Board, and other relevant policies, practices and procedures;
- To advise the Chair of the Board of MIAA (the "Board Chair") as to Board committee leadership and composition;
- To evaluate the performance of the Board Chair and provide feedback to the Board Chair as to his or her performance; and
- To provide oversight of the governance policies relating to its engagement with members.
- To support the leadership position of MIAA in the investment profession by recognizing individuals whose achievements, examples, or contributions have helped raise the standards of education, integrity and professional excellence.

## **MEETINGS**

Meetings of the Committee may be held in-person and/or via telephonic or electronic conference, and at such times and places as the Committee determines. A majority of the members shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any matter brought before the Committee.

The Chair may call a meeting of the Committee upon due notice to all other members at least three (3) weeks prior to the meeting as standard practice and at least 48 hours prior to the meeting for more urgent matters.

Notice by electronic mail shall be sufficient notice. The Committee may also act by written consent signed by all of its members.

## **DUTIES AND RESPONSIBILITIES**

- Filling of vacancies in the Board or in the Executive Committee;
- Overseeing the periodic performance evaluating of the Board and its committees and Management, and also conducting an annual self-evaluation of their performance;
- Deciding whether or not a Director is able to and has been adequately carrying out his/her duties as director bearing in mind the director's contribution and performance;
- Recommending to the Board regarding the continuing education of Directors, assignment to Board Committees, succession plan for the Executive Officers, and their remuneration commensurate with corporate and individual performance; and
- Recommending the manner by which the Board's performance may be evaluated and proposing objective performance criteria to be approved by the Board.
- Installing and maintaining a process to ensure that Officers to be nominated or appointed shall have the qualifications and none of the disqualifications mandated under the law, rules and regulations;
- Reviewing and evaluating the qualifications of all persons nominated to positions in the Authority which require appointment by the Board;
- Recommending to the GCG nominees for the shortlist in line with the Authority's Board composition and succession plan; and
- Developing recommendations to the GCG for updating the Compensation and Position Classification System (CPCS) and ensuring that the same continues to be consistent with the Authority's culture, strategy, control, environment, as well as the pertinent laws, rules and regulations.

- Installing and maintaining a process to ensure that Officers to be nominated or appointed shall have the qualifications and none of the disqualifications mandated under the law, rules and regulations;
- Reviewing and evaluating the qualifications of all persons nominated to positions in the Authority which require appointment by the Board;
- Recommending to the GCG nominees for the shortlist in line with the Authority's Board composition and succession plan; and
- Developing recommendations to the GCG for updating the CPCS and ensuring that the same continues to be consistent with the Authority's culture, strategy, control, environment, as well as the pertinent laws, rules and regulations

### **REPORT**

Report to the Board on Committee findings and recommendations, and maintain minutes or other records of Committee meetings and activities; and

Be responsible to the Board for its activities.

### **CHARTER AMENDMENT**

This Charter shall be reviewed every two years and recommendations for changes, if any, shall be submitted to the Board for approval.

### **EFFECTIVITY**

This Charter shall take effect immediately upon approval by the Board of Directors.

**CAPT. JIM C. SYDIONGCO**

Alternate member/Undersecretary for Aviation and Airports

Department of Transportation

Assumed on 26 February 2025

Age: 75

Nationality: Filipino

**EDUCATIONAL BACKGROUND**

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Jan 2022 – July 2023	Advance Master’s in Air Transport Management Hong Kong International Aviation Academy (HKIAA) Hong Kong
1966 – 1970	Bachelor of Arts in Philosophy University of Santo Tomas Manila, Philippines

**RELEVANT WORK EXPERIENCE (GOVERNMENT)**

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<b>Position</b>	<b>Department/Agency/Office</b>
Director General <i>Oct 10, 2016 – Jun 30, 2022</i>	Civil Aviation Authority of the Philippines
Acting Director General <i>Sep 09, 2016 – Oct 09, 2016</i>	Civil Aviation Authority of the Philippines
Officer-in-Charge, Office of the Director General <i>Aug 15, 2016 – Sep 12, 2016</i>	Civil Aviation Authority of the Philippines
Deputy Director General for Operation <i>Jul 01, 2016 – Aug 14, 2016</i>	Civil Aviation Authority of the Philippines

Consultant  
*May 01, 2010 – Dec 30, 2010*

Civil Aviation Authority of the  
Philippines

Consultant  
Jul 15, 2009 – Apr 30, 2010

Civil Aviation Authority of the  
Philippines

## RELEVANT WORK EXPERIENCE (PRIVATE)

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### Position

### Department/Agency/Office

Vice President, Flight Operations  
Department  
*Jun 01, 2013 – Jun 30, 2016*

Cebu Air, Inc.

Aviation Safety Consultant, Flight  
Operations  
*Jan 15, 2011 – May 31, 2013*

Cebu Air, Inc.

Captain  
Standards Check Airmen (B7 47-400)  
Instructor Pilot, Flight Training  
Division  
Senior Safety Supervisor, Safety and  
Security Division  
*1993-2009*

EVA Airways Corporation

Managing Director  
*1999-2001*

AERO Pilipinas

Captain, Chief Pilot, Safety Officer,  
Administrative Check Pilot – Flight  
Operations  
*1972-1993*

Philippine Airlines

College Professor  
*1970 - 1972*

Divine Word University and Holy Infant  
College

**CAPT. DONALDO A. MENDOZA**

Alternate Member/ Assistant Secretary for Aviation and Airports

Department of Transportation

Assumed on: February 2025

Age: 62

Nationality: Filipino

**EDUCATIONAL BACKGROUND**

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1983 – 1985

Aviation Cadetship Program  
Philippine Airforce Flying School  
Lipa City, Batangas

1979 – 1983

Bachelor of Arts in Philosophy  
St. Pius X Seminary,  
Roxas City, Capiz

**RELEVANT WORK EXPERIENCE (GOVERNMENT)**

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**Position**

**Department/Agency/Office**

Acting Director General II, Flight  
Standards Inspectorate Service  
*Nov 14, 2022 – Sep 30, 2023*

Civil Aviation Authority of the  
Philippines

Deputy Director General for  
Operations  
*Oct 23, 2017 – Jun 30, 2022*

Civil Aviation Authority of the  
Philippines

Asst. Director General II, Flight  
Standards Inspectorate Service  
*Jul 01, 2016 – Oct 23, 2017*

Civil Aviation Authority of the  
Philippines

Military Officer / Pilot  
*Dec 15, 1985 – Feb 01, 1996*

Philippine Airforce

## RELEVANT WORK EXPERIENCE (PRIVATE)

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Position	Department/Agency/Office
Consultant, Corporate Affairs <i>Jan 03, 2024 – April 2025</i>	1Aviation Groundhandling Services, Corp.
Director, Quality Assurance Flight Operations <i>Aug 01, 2013 – Aug 30, 2016</i>	Cebu Pacific Air, Inc.
Flight Safety Manager <i>May 01, 2011 – Jul 31, 2013</i>	Cebu Pacific Air, Inc.
Typet Rating Instructor <i>Jan 04, 2006 – Jun 30, 2016</i>	Airbus, Toulouse France
Type Rating Examiner <i>Apr 16, 2006 – Jun 30, 2016</i>	Airbus, Toulouse France
Captain – B757 <i>Jan 08, 2003 – Apr 15, 2006</i>	Boeing, Minneapolis
Captain – DC9 <i>Jun 30, 1997 – Jul 31, 2003</i>	Flight Safety, Miami Florida

**INES, ERIC JOSE C.**  
Vice-Chairman/General Manager  
Manila International Airport Authority  
Assumed on 27 December 2023  
Age: 74 years  
Nationality: Filipino

## **EDUCATIONAL BACKGROUND**

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University of the Philippines	Bachelor of Arts Major in Social Sciences
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## **RELEVANT WORK EXPERIENCE (GOVERNMENT)**

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<b>Position</b>	<b>Department/Agency/Office</b>
General Manager <i>(December 2023-Present)</i>	Manila International Airport Authority
Sr. Executive Assistant to the Secretary <i>(1973 to 1986)</i>	Dept of Local Govt & Community Development
Project Director <i>(1974 to 1976)</i>	DLGCD Operations Control Center
National Training Director <i>(1975 to 1976)</i>	Kabataang Barangay National Office, DLGD
National Executive Director <i>(1976 to 1980)</i>	Kabataang Barangay National Secretariat, Office of the President
Asst Director for Operations & Monitoring Office <i>(1980 to 1983)</i>	Dept of Local Government & Community Development
Special Assistant to the Governor <i>(1983 to 1986)</i>	Ilocos Norte LGU

## RELEVANT WORK EXPERIENCE (PRIVATE)

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Position	Department/Agency/Office
Airport Station Manager - Manila (2006-2017)	Etihad Airways
Airport Station Manager (1997-2006)	Gulf Air
Senior Station Security Officer (1988-1997)	Gulf Air

**TAMANO, SHAHLIMAR HOFER**

Alternate Member/Undersecretary

Department of Tourism

Assume on 26 July 2022

Age: 52

Nationality: Filipino

**EDUCATIONAL BACKGROUND**

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1996-1997	Bachelor of Laws San Beda College
1995	Bachelor of Laws Ateneo De Manila University
1991-1995	Bachelor of Science in Business Management Mindanao State University

**RELEVANT WORK EXPERIENCE (GOVERNMENT)**

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<b>Position</b>	<b>Department/Agency/Office</b>
Regional Director of DOT	Region VII
Regional Director of DOT	Region XII (SOCCSKSARGEN)
Department's Liaison	Bangsamoro Autonomous Region in Muslim Mindanao (BARMM)
Department's Legislative Liaison Officer	DOT under the Legislative Liaison Unit (LLU)
Director IV	Internal Audit Service (IAS) – DOT
Chairperson	Economic Cluster of the Legislative Liaison System under the Presidential Legislative Liaison Office.

**LUCAS, DANJUN G.**

Alternate Member/Deputy Director General

Civil Aviation Authority of the Philippines

Assume on 17 August 2022

Age: 36

Nationality: Filipino

**EDUCATIONAL BACKGROUND**

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2019	Degree of Advance Master of Air Transportation Management Hong Kong International Aviation Academy and Ecole Nationale de l'Aviation Civile
2008-2012	Juris Doctor University of the Philippines
2004-2008	B.A. Political Science (Cum Laude) University of the Philippines

**RELEVANT WORK EXPERIENCE (GOVERNMENT)**

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<b>Position</b>	<b>Department/Agency/Office</b>
Chief of Staff / Department Manager III	Corporate Planning Division of the Civil Aviation Authority of the Philippines

**RELEVANT WORK EXPERIENCE (PRIVATE)**

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<b>Position</b>	<b>Department/Agency/Office</b>
Legal Counsel (2014-2016)	Labor Litigation and Special Projects at the Philippine Airlines, Inc. f
Associate Labor Litigation (May 2013 - February 2014)	Pandinan Philippines, Inc.
Associate (2013-2014)	Esguerra & Blanco Law Offices