



**Minutes of the 344<sup>th</sup> Meeting of the Board of Directors  
Held at the Board Room, 12<sup>th</sup> Floor, Insular Life Building  
Ayala Avenue cor. Paseo de Roxas Ave., Makati City (via Hybrid Setup)**

**Date:** 16 May 2025  
**Time:** 2:30 p.m.

**Directors Present:** Nina Perpetua D. Aguas, *Chairperson*  
Dr. Michael Tan, *Vice Chairperson*  
Geronimo V. Francisco  
Raymond N. Davis, Jr.  
Dr. Lim Cheok Peng\*  
Louis Kym C. Pioco  
Andrew Taylor\*  
Luis Y. Benitez  
Maria Carolina V. Dominguez\*  
Luis C. Ia Ó  
Stephen L. Ong

\*via Zoom

**Also in Attendance:**

Atty. Gideon V. Peña, *Corporate Secretary*  
Atty. Maria Rowena M. Rodriguez, *Asst. Corporate Secretary*  
Dr. Mark Roland F. Malanay  
Chriselle S. Ines  
Janice Jenerlex T. Biscocho  
Welhelm Teodoro S. Castroverde

**Call to Order**

With the Corporate Secretary certifying the presence of a quorum, Chairperson Nina Aguas, who presided, called the meeting to order at 2:30 p.m.

**BR-1227-344-051625**

**Appointment of the President and Other Principal Officers; Approval Of**

Upon nomination and motion duly made, seconded, and carried, the Board appointed the following individuals as Officers and Attorneys-in-Fact of the Corporation:

Name	Designation
Geronimo V. Francisco	President and Chief Executive Officer
Dr. Mark Roland F. Malanay	Chief Operating Officer
Atty. Gideon V. Peña	Chief Commercial Officer
Louis Kym C. Pioco	Chief Financial Officer
Janice Jenerlex T. Biscocho	Chief People Officer
Chriselle S. Ines	Chief Customer Officer
Welhelm Teodoro S. Castroverde	Senior Head of Sales



After discussion and due consideration, and there being no objections, the Board unanimously:

RESOLVED, that the above-named individuals be, as they are hereby, appointed as Officers and Attorneys-in-Fact of Insular Health Care, Inc., with authority to act for and on behalf of the Corporation in accordance with their respective mandates.

RESOLVED FURTHER, that the above-named Officers and Attorneys-in-Fact are authorized to act for and on behalf of the Corporation, including but not limited to participation in bidding and procurement processes for HMO services, whether public or private; execution, signing, and delivery of contracts, agreements, and other instruments; submission of documents; and the performance of such acts necessary or incidental to the exercise of their respective functions.

RESOLVED FURTHER, that the foregoing authority includes the power to sign and submit bids, negotiate commercial and contractual terms, execute service agreements, and represent the Corporation in all matters relating to its ordinary and necessary operations.

RESOLVED STILL FURTHER, that the authority granted herein shall be valid and effective only while the abovenamed individuals remain employed by the Corporation in their respective capacities, and that such authority shall be deemed automatically revoked upon their resignation, separation, retirement, termination, or other cessation of employment for any reason, without need of further action or notice from the Corporation.

RESOLVED FINALLY, that these Board Resolutions are in accordance with, and do not in any way contravene, the Articles of Incorporation or By-Laws of the Corporation, and shall remain in full force and effect unless amended, revoked, or superseded by subsequent resolutions of the Board of Directors.

#### **Other Matters**

There being no additional matters raised, the Board proceeded to adjournment.

#### **Adjournment**

There being no further business to transact, the meeting was, upon motion duly made and seconded, adjourned at 3:00 p.m.

**[Original Signed]**

**Atty. Gideon V. Pena**  
Corporate Secretary

**Approved:**

**Nina Perpetua D. Aguas**  
Chairperson

**Dr. Michael Tan**  
Vice Chairperson

**Geronimo V. Francisco**

**Raymond N. Davis, Jr.**

**Dr. Lim Cheok Peng**

**Louis Kym C. Pioco**

**Andrew Taylor**

**Luis Y. Benitez**

**Maria Carolina V. Dominguez**

**Luis C. la Ó**