



## **CORPORATE GOVERNANCE ENHANCEMENT SESSIONS FOR DIRECTORS AND OFFICERS**

### **Governance Imperatives, Opportunities, and Challenges in the Age of AI (For Directors and Officers)**

November 9, 2023

Dr. Max Erik Tegmark

President & Co-founder, Future of Life Institute

New York Times best-selling author of “Life 3.0: Being Human in the Age of Artificial Intelligence”

Artificial Intelligence (AI) professor and Physics researcher, Massachusetts Institute of Technology Institute for Artificial Intelligence & Fundamental Interactions and the Center for Brains, Minds and Machines



Dr. Tegmark’s discussion emphasized the impact of AI on businesses, its potential benefits and ethical considerations in development, adoption and use. Dr. Tegmark explored scenarios where AI systems may impact society, discussing both its promises and perils. He highlighted the need for responsible AI development and a collaborative approach among the private and public sectors to ensure a positive future for humanity. He discussed the role of policy and regulation in guiding the development of AI technologies to prevent misuse and unintended consequences. His presentation focused on the importance of ethical guidelines and thoughtful integration of AI technologies into various businesses, including telecommunication, healthcare, utilities, and fintech. His discussion included strategies for organizations to adapt and thrive in a rapidly changing AI landscape, including investing in AI education and research, fostering collaboration, and implementing flexible policies to accommodate technological developments and responsible AI practices.

### **Global Developments in AI Standards and Regulations (For Directors and Officers)**

November 9, 2023

Atty. Anthony Edsel F. Tupaz

Data Privacy, Cybersecurity, Artificial Intelligence (AI) Initiatives

and Special Projects (Infrastructure) Head, Gorrisceta Africa Cauton & Saavedra



Atty. Tupaz’s discussion focused on developments in AI regulatory frameworks, laws, policies, and standards on the international level, and in the Philippine context, he discussed existing regulations and policies related to AI, emphasizing the need for a comprehensive framework to address the challenges and opportunities posed by the adoption of AI technologies. Atty. Tupaz noted that a common goal across jurisdictions is to maximize AI’s benefits to society, citing private sector stakeholders’ and companies’ initiatives in the field. An advocate of principle-based, flexible and technology-neutral regulations, he advised companies of the benefits of establishing AI Governance Frameworks and leveraging on mature Privacy Management Programs. He also cautioned against the risk of AI powered disinformation and



underscored the importance of Media Information Literacy. Atty. Tupaz emphasized the importance of a proactive and adaptive approach to AI regulation and implementation for both the government and private sector to navigate the challenges and harness the benefits of AI technology.

### **The Metaverse and How it will Transform Business and Human Interaction (For Directors and Officers)**

Mr. Matthew Ball

Author of “The Metaverse and How it will Revolutionize Everything”

Co-founder of Ball Metaverse Research Partners, which creates and maintains the index behind the Roundhill Ball Metaverse ETF

Former Head of Strategy for Amazon Studios (2016-2018)

September 22, 2022



Mr. Matthew Ball’s discussion on the Metaverse included what the Metaverse is: a synchronous, real-time 3D internet; and what differentiates it from today’s internet, what are prerequisites for its development, generational behavior shifts, outstanding problems- including technological and societal such as data rights, privacy, security, literacy, misinformation and disinformation, and platform power and regulation. He likewise discussed challenges to infrastructure, real-time delivery, sustained server connection, shared experiences, and interoperability. Mr. Ball additionally discussed new technologies such as the Blockchain, Non-Fungible Token (NFT), Smart Contract and Decentralized Autonomous Organization (DAO) that may support a new platform.

### **Proof of Learn: A Philippine Perspective to the Metaverse (For Directors and Officers)**

Ms. Sheila Lirio Marcelo

Co-founder and CEO of Proof of Learn, a Web3 education platform with a mission to unlock accessible, high-quality education across the world through blockchain and a learn-to-earn protocol

September 2022

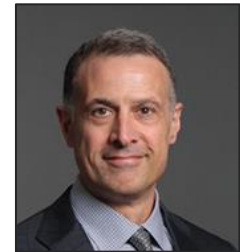


Ms. Sheila Marcelo provided a view of the early beginnings of Proof of Learn with the goal of becoming the leading educational platform of the Metaverse. Included in her discussion was the development of Metacrafters, its premiere project that was built to educate and onboard the next generation of web3 developers in the Philippines; and how inclusivity and diversity in uptake has become a strength of the project.



**Becoming Obsessed with the Customer  
(For Directors and Officers)**

Mr. John Rossman  
Former Amazon Executive; Digital Disruption, Innovation & IoT Expert  
Author of “The Amazon Way” book series  
September 2021



In this governance session, Mr. John Rossman focused on “Customer Obsession,” one of the 14 leadership principles enumerated in his book: “The Amazon Way”. Mr. Rossman explained how leaders start with the customer and work backwards, how leaders work vigorously to keep customer trust and pay attention to competitors while obsessing about customers. Mr. Rossman expounded on strategies, beliefs and mechanisms that help the organization become customer-centric, including deeply understanding customers and their goals, putting the customer at the center of connecting business units and operations, exploring and integrating across the broad customer experience, using metrics to build a culture of accountability and customer obsession, and using company principles to define culture and strategy, among others.

**Agile Leadership: A Conversation with Ms. Anna Wintour  
(For Directors and Officers)**

Ms. Anna Wintour  
Vogue’s Global Editorial Director and Chief Content Officer of Condé Nast  
November 2021



Ms. Anna Wintour shared strategies of an agile leader, including the importance of breaking down silos, aligned with the ongoing global transformation at Condé Nast. Ms. Wintour emphasized the importance of fostering a company culture that is based on community and respect, creativity, and quality. She underscored the importance of listening while being able to follow one’s own instinct in making decisions and using one’s “authentic voice”. She emphasized the value of mentoring, empowering and learning from one’s team without micromanaging, and shared habits that make her a highly productive leader, such as starting early and keeping abreast with the world by reading. Importantly, Ms. Wintour stressed the power of clear communication, alignment of goals among team members, and moving fast when things are challenging.

**Lessons from a Pandemic: The MPIC Hospital Group Covid-19 Experience  
and Best Practices  
(For Directors and Officers)**

Dr. Saturnino P. Javier  
Medical Director, Makati Medical Center  
September 2020





Dr. Javier presented the collective experiences and best practices of the MPIC Hospital Group in coping with the Covid-19 pandemic. He took the audience through six (6) months of the pandemic, starting from March to September 2020, citing the positive and negative highlights, the leadership decision points and impact on operational capabilities and services of the MPIC Hospital Group. He emphasized the enforcement of strict infection prevention and control protocols and provided a summary that starts with: A- awareness and adherence to safety protocols through communication of factual advisories and averting false news; B- barriers, i.e. use of face masks and face shield; C- cleanliness and hygiene; D- distancing; and E- enforcement and emphasis of the safety guidelines.

### **How to Lead Courageously During a Crisis (For Directors and Officers)**

Dr. Nancy F. Koehn  
Business Historian, Professor, Author, Leadership Expert  
Harvard Business School  
September 2020



Dr. Koehn shared her knowledge and expertise on leadership gained over 20 years of research and study of ordinary people who rose to the occasion of leading during a crisis. As a historian, she provided a large-scale picture of a defining moment when leaders are called to step up to the challenge, stressing that leaders are made, not born. Dr. Koehn talked about a series of rules for leading courageously during a crisis, which she called “Rules of the Road”: 1. Decide that you need to get better. Have a pact with yourself about the steps you need to attain to get better; 2. Get comfortable with ambiguity; 3. Navigate from point to point; 4. Learn quickly and pivot forward; 5. Communicate regularly and relentlessly; 6. Be conscious about how you show up for your mission and manage your and your team’s energy; 7. Frame the stakes of the crisis by presenting brutal honesty and providing credible hope, addressing people’s fears with empathy, and painting a picture of the future; 8. Most importantly, take good care of yourself and your team, and do something that brings you absolute joy; and 9. Be resilient.

### **5G Technology Strategy and Governance: Market Trends and New Business Applications, Risks and Challenges (For Directors and Officers)**

Ms. Claudia Hyunah Park  
Vice President/Head, Product Planning Group, Network Business Division  
Samsung Electronics Co., Ltd.  
December 2019



Ms. Park discussed the basics of 5G Technology, its features and impact on business, 5G use cases, and market trends and new business applications, including mobile cloud gaming, immersive sports and entertainment, education, AR navigation, autonomous driving, and AR/VR guided training, among others. Ms. Park likewise discussed how 5G may be useful to existing and new businesses by improving customer experience, bridging social gaps and driving productivity and economic growth.



Dr. Byungsuk Kim  
Vice President of Next Generation Technology  
KT Network Group  
December 2019



Dr. Kim shared with directors and officers of the ACGES KT's 5G rollout experience in the 2018 Olympic Winter Games held in PyeongChang, South Korea and the status of 5G deployment and commercialization in Asia. Dr. Kim likewise expounded on 5G governance, risks and risks management, challenges, and learnings culled from experience. He likewise discussed the use of 5G as a platform to provide end-to-end vertical services, create new use cases and opportunities for open collaboration with third parties to develop and commercialize various business models.

**Cyber Security: Protecting Critical Business Infrastructure  
(For Directors and Officers)**

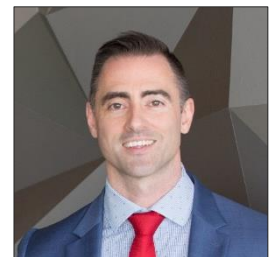
Mr. Rob Partridge/Mr. Craig A. Gonzales  
Head of Commercial Development for Offensive Security  
and Head of Outreach/Head of Ethical Hacking Operations  
BT Security  
December 2019



The speakers talked about security and privacy implications of emerging technologies, defensive cyber security, including prevention, crisis response and management; as well as offensive cyber security, including penetration testing. They imparted knowledge on best practices in protecting critical business infrastructure from cyber-attacks by building a strong cyber security program; penetration and security testing; analyzing business areas and responsibilities; and creating a strong culture of cyber security governance.

**Sustainability Strategy in a Disruptive Business Environment:  
ESG Best Practices and Compliance Issues  
(For Directors and Officers)**

Dr. Matthew Bell  
Asia Pacific and Oceania Managing Partner, Climate Change  
and Sustainability Services, Ernst & Young  
September 2018



Dr. Bell discussed global megatrends and business disruptions and how companies may cope with the changing environment. His presentation highlighted responsible regional and global business practices that shape a sustainable future, as well as climate risks and opportunities, and investor demand and sustainability reporting. Dr. Bell noted the increasing focus on ESG in the Philippines and suggested materiality objectives that will maximize company ESG initiatives.



### **Blockchain Technology Use Cases and Strategic Benefits, Risks and Governance Issues**

Mr. Paul Brody  
Principal, Ernst & Young, Global Innovation Leader, Blockchain Technology  
September 2018



Mr. Brody presented key concepts of blockchain technology (BCT) and BCT use cases in business enterprise. He discussed how compliance and governance may be engineered into the use of BCT and what major transitions are likely to result from the adoption of BCT as a standard tool for enterprise interaction. Mr. Brody likewise discussed how a company interested in BCT may explore BCT's business application and viability by identifying a strategic plan starting with manageable pieces to implement, and addressing real problems.

### **Charting the Digital Age, its Risks and Strategies, through Governance, and a Responsive Corporate Culture (For Directors and Officers)**

Mr. Aaron Dignan  
Founder, The Ready  
September 2017



Mr. Dignan discussed the complexities of doing business in the digital age and how organizations can transform to adapt and address the challenges while maximizing opportunities. He provided examples of different kinds of organizational operating systems and how they solve problems of control, alignment, culture and governance. Mr. Dignan also related the purpose and role of governance in the transformation of an organization.

### **People and Culture Transformation Strategies in the Digital Age (For Directors and Officers)**

Ms. Maria Elizabeth S. Sichon  
Chief People & Culture Officer, PLDT Inc. & SMART Communications, Inc.  
September 2017



Ms. Sichon shared her knowledge and experience on people, culture, and organizational transformation strategies, including how a mature company can adapt and transform into a digital company. She discussed the important role of people and culture in the transformation of an organization.



**Governance & Customer Experience:  
A Survey of Global Customer Experience Strategies  
(For Directors and Officers)**

Mr. Ralph W. Brunner  
Chief Customer Experience and Data Analytics Advisor, PLDT Inc.  
& SMART Communications, Inc.  
September 2017



Mr. Brunner presented 15 best practices and strategies on Customer Experience adopted by various global companies from different industries including retail, telecommunications, e-commerce and other digital services. He shared strategies on how organizations are managing and improving customer experience to meet complex and changing customer demands, and issues between personalization and privacy.

**Digital Transformation, Risk Management and Governance in the 21st Century  
(For Directors and Officers)**

Mr. Mike Walsh  
CEO, Tomorrow  
November 2016



Mr. Walsh shared his views on risks arising from fast, disruptive and constantly shifting digital technologies in the 21<sup>st</sup> century and management's responsibility to respond strategically, highlighting key governance and strategic priorities in digital transformation.

**Digital Governance: Issues in Emerging Technologies  
(For Directors and Officers)**

Mr. Chia Ling Koh  
Director, Singapore Law Practice of Queen Street Legal LLC  
November 2016



Mr. Koh gave his insights on emerging technologies and the governance and ethical issues surrounding the use of these technologies, such as Bit Coin, FinTech, Cyber Security, Ethical Hacking, and Data Analytics.





### **The Philippine Competition Act and Philippine Competition Commission (For PLDT Directors)**

Atty. Emmanuel M. Lombos / Atty. Arlene M. Maneja  
Partner, SyCip Salazar Hernandez & Gatmaitan  
May 2016



The speakers discussed the salient provisions of the Philippine Competition Act, including the structure, powers and functions of Philippine Competition Commission.

### **Cyber Security in the 21st Century: The Threat Landscape (For Directors and Officers)**

Christopher C. Camejo  
Director -Threat and Vulnerability Analysis, NTT Com Security  
February 2016



Mr. Camejo discussed cyber security issues in the 21st century. He discussed risk-based security with an emphasis on the need to understand the particular environments in which companies operate. Mr. Camejo ended the discussion with a live hacking demonstration. Complementing Mr. Camejo's discussion, Mr. Scott Spaven, head of client and broker engagement of AIG, talked about the risk management process which entails risk identification, assessment, selection of risk handling method and monitoring and evaluation.

### **Data and Information Rules: What the Board and Management Should Know (For Directors and Officers)**

Atty. Jose Jesus M. Disini, Jr.  
Managing Partner, Disini and Disini Law Office  
October and December 2015



Atty. Disini emphasized that "Privacy" is a business issue, is a matter for compliance and is also principally a governance issue. He also discussed the differing approaches to and rules on privacy, particularly those of the European Union and Asia Pacific Economic Cooperation. He then talked about the Philippine Data Privacy Act and its implications particularly with respect to its compliance and risk dimensions and the necessary and appropriate governance responses thereto.





**Corporate Governance Requirements Under US Laws and Regulations  
and Foreign Corrupt Practices Act (FCPA) of 1977  
(For PLDT Directors)**

Mr. Garth W. Bray,  
Partner, Sullivan and Cromwell  
April 2014



Mr. Bray talked about the corporate governance requirements mandated in U.S. laws and regulations, such as Board Independence, Board Committees membership and functions, the adoption of a Code of Ethics, exemptions granted to foreign-private issuers, disclosure controls and procedures, insider trading, and whistleblowing procedures and processes. The speaker also talked about the FCPA's anti-bribery provisions and its accounting and transparency requirements, otherwise known as its books & records and internal control provisions. He also touched on recent trends and developments of enforcement action taken by U.S. authorities regarding the FCPA.

**What to Expect From the SEC  
(For PLDT Directors)**

Atty. Teresita J. Herbosa  
Chairperson, Securities and Exchange Commission  
December 2014



Chairperson Herbosa spoke about the history of corporate governance globally and in the Philippines and then discussed recent initiatives of the SEC in corporate governance in terms of policy and regulation and in relation to the ASEAN Corporate Governance Scorecard. She ended by explaining the changes and amendments that the SEC would like to introduce to the Revised Code of Corporate Governance and the Corporation Code.

**Corporate Governance Trends and Current Topics  
in Developed Economies and Their Application in the Philippines  
and Other ASEAN Countries  
(For PLDT Directors)**

Mr. Graham Winter and Ms. Kelly Austin  
Gibson Dunn and Crutcher  
December 2014



The speakers discussed key corporate governance policies, standards and practices in advanced economies in Asia, Europe and the United States, and areas of convergence and differences in relation to the ASEAN Corporate Governance Scorecard.



**21<sup>st</sup> Century Leadership and Governance:  
Thriving Amid Change, Complexity, and Lots of Choices  
(For Officers and Executives)**

Mr. Chris Lowney  
Chairman, Catholic Health Initiatives  
December 2014



Mr. Lowney talked about ethics and personal governance as necessary aspects of leadership. He emphasized that each person has a leadership opportunity and responsibility. He also discussed the important attributes or values of successful leaders in today's environments: purpose greater than self (heroism), self-awareness, ingenuity and freedom, and courage.

**Ensuring Effective Board Oversight of Ethics and Compliance:  
Emerging Trends and Lessons Learned  
(For PLDT Directors)**

Mr. Winthrop Swenson  
Compliance Systems Legal Group  
December 2013



Mr. Swenson talked about the role of the Board of Directors in corporate ethics and compliance. He emphasized the following points: boards need to know how to make a difference (what positions, actions, and processes can actually be effective); boards should set a clear and strong expectation for management (with protection of reputation as a paramount concern); boards set the tone for reputation; legal developments are raising the stakes for corporate compliance/ethics and the board's role in supporting them. The session also discussed how ethics and compliance programs impact corporate liability and the board's role in assessing compliance/ethics risks, and explored how the Board can make a difference in influencing behavior or corporate culture in the company versus triggering corporate liability.

**Handling Ethical Dilemmas: Tools and Techniques  
(For PLDT Senior and Middle Management)**

Ms. Gretchen Winter  
Executive Director, Center for Professional Responsibility in Business and Society  
University of Illinois at Urbana-Champaign  
November 2013



Ms. Winter introduced practical tools that executives can employ to handle ethical dilemmas as a way of building professional responsibility. The participants were made to practise the skill of decision making through caselets or "two minute challenges". She also invited the participants' attention to various roles



of an executive as a leader, a peer and a manager. The discussion ended with ways to enhance the power of individuals in organizations and to harmonize the influence of organizational and individual values.

**Navigating the New World of Business  
(For Directors and Officers)**

Dr. Thomas Donaldson  
Professor of Business Ethics  
The Wharton School, University of Pennsylvania, USA  
November 2012



Dr. Donaldson discussed how companies operate in these turbulent times and navigate issues of reputational risk, governance and integrity. He discussed major failures in the areas of governance and risk management and the dangerous patterns of rewards and cultural weakness. He stressed that while compliance with rules and regulations is important, it should be augmented by right leadership, proper systems and a culture guided by the right values, such as integrity, responsibility, and fairness.

**Performance, Principles and People: A Discussion with the PLDT Leadership  
(For PLDT Directors and Officers)**

Mr. Steven John Priest  
Senior Advisor  
Global Compliance Services, Inc., Charlotte, USA  
December 2011



For PLDT Directors:

Mr. Priest presided over a very interactive discussion on Board Governance and Responsibilities. He provided input on the role of the board and senior management particularly in the areas of governance and compliance risks, corporate culture, and leadership. Importance was also given to recent developments in global legislation and regulations, as well as emerging best practices on governance, ethics and compliance, focusing on directors' qualifications and independence, executive compensation, and succession planning.

For PLDT Officers:

Mr. Priest emphasized the basic values such as honesty, fairness, etc. and how these apply to the complicated world of business. The session also outlined the kind of environment business finds itself in, the risks that business organization faces, with emphasis not just on Compliance risks but also on Ethical risks, the culture that needs to be established, and the kind of leadership demanded from people in positions of responsibility.



**Board of Directors' Fiduciary Duties and Role in Relation to Enterprise Risk Management: Best Practices in Dealing with the Agency Dilemma and Setting a Company's Risk Appetite (For PLDT Directors)**

Mr. Marc Ronez  
Asia Risk Management Institute, Singapore  
December 2010



Mr. Ronez provided an understanding of the fundamental paradigm of corporate governance (the agency dilemma and institutional pressures) and also discussed roles and responsibilities of the Board of Directors in ensuring risk governance in the organization (Risk oversight role). It ended with a discussion on steps taken to set a company's risk appetite in line with its business model and organizational capabilities.

**Enterprise Risk Management in Relation to Transformation and Change Efforts of an Organization (For PLDT Group Officers)**

Mr. Marc Ronez  
Asia Risk Management Institute, Singapore  
December 2010



Mr. Ronez discussed the challenges of corporate transformation and why most organizations find it difficult to change. He talked about how Enterprise Risk Management, when properly implemented, can effectively support corporate transformation. He stressed the need to develop an ERM Roadmap for nurturing and leading continuous change in organizations.

**Governing in a Global Crisis: Lessons from the Great Recession (For PLDT Group Directors)**

**A Crisis is a Terrible Thing to Waste: Lessons from the Great Depression (For PLDT Group Officers)**

Mr. Keith T. Darcy  
Executive Director  
Ethics and Compliance Officer Association, Massachusetts, USA  
December 2009



Mr. Darcy spoke about corporate misdeeds in the new millennium and the causes of the global financial crisis. More importantly, he outlined lessons that may be learned and applied by corporate directors or executives in the performance of their duties. Mr. Darcy narrated how the global financial crisis sparked a loss of trust on a massive scale and a lesson from this is to align a company's culture with its particular brand promise. He also stated that there are many levels of tone at the top and stressed the need for



consistency of leadership from the boardroom to the shop level. He emphasized that aspiring to merely be compliant with rules and regulations is not enough and that the best companies are those that have a strong self-regulating culture.

**Current Governance Environment in the United States and Ethics  
and Tone at the Top  
(For PLDT Directors)**

Ms. Suzanne Hopgood  
National Association of Corporate Directors  
December 2008



The seminar covered the governance environment in the United States focusing on Strategy and Metrics, Risk Management and Succession Planning; the respective roles and responsibilities of the board, its committees and management and their obligations to each other. Ms. Hopgood also presented ideas on how ethics and corporate social responsibility have now become more relevant and essential components of any corporate governance agenda.

**The Global Financial Crisis and Corporate Governance  
(For PLDT Group Officers)**

Dr. Jesus P. Estanislao  
Chairman  
Institute of Corporate Directors  
October 2008



Dr. Estanislao reviewed the four pillars of business ethics which are: good board practices, appropriate control mechanisms and processes, strong regime of disclosure and transparency and protection of (minority) shareholder rights. These pillars were discussed in relation to the recent financial crisis. Also discussed was the CG improvement pathway which includes: initiation, compliance, proficiency and institutionalization. In closing, Dr. Estanislao highlighted the importance of culture to complete the environment for an ethical organization.

**Stages of Corporate Moral Development  
(For PLDT Group Officers)**

Dr. Antonette Palma-Angeles  
Director, JB Fernandez Center for Ethics  
Ateneo de Manila University  
October 2008





Dr. Palma-Angeles introduced the participants to the idea of corporate moral development and also talked about its various stages. Illustrative cases for each stage were presented. A practical exercise of assessing the stage of the companies in the PLDT group was undertaken, followed by a discussion of what needs to be done to move the company up the stages of corporate moral development.

**Corporate Governance Trends in Asia  
(For PLDT Directors)**

Prof. Low Chee Keong  
Chinese University of Hong Kong  
Member - Listing Committee, Hong Kong Stock Exchange  
May 2007



*Photo from Chinese University of  
Hong Kong*

Prof. Low presented lessons learned in corporate governance from the Asian Financial Crisis. Also discussed were issues pertaining to codes of corporate governance, reporting requirements, shareholder protection and board appointments. The relationship of corporate governance to public governance was also touched upon. The seminar emphasized that corporate governance is, ultimately, about the need to promote integrity and an ethical culture in a company.

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