# OPTIMUM QUALITY HEALTH VENTURES, INC.

Doing business under the name and style of CAMARIN DOCTORS HOSPITAL

# ENTERPRISE RISK OVERSIGHT COMMITTEE CHARTER

Optimum Quality Health Ventures Inc. maintains an **adequate and effective Enterprise Risk Management (ERM) framework** in the conduct of its business, patient care delivery, and operational administration. This Charter establishes the authority, structure, and operational guidelines for board-level risk oversight in guidelines for healthcare institutions.

## 1. PURPOSE & MANDATE

The primary purpose of the Enterprise Risk Oversight Committee (the "Committee") of the Board of Directors of Optimum Quality Health Ventures Inc. is to assist the Board in fulfilling its corporate governance and oversight responsibilities regarding:

1. The design, implementation, and periodic assessment of the hospital's Enterprise Risk Management (ERM) framework.
2. The monitoring of key clinical, operational, financial, regulatory, and strategic risk exposures.
3. Ensuring that management establishes a strong risk-aware culture and enforces internal risk controls across all hospital departments and clinical services.

## 2. MEMBERSHIP

***Composition***

The Committee shall be composed of at least three (3) members of Board of Directors, the majority of whom, including the Chairperson of the committee shall be independent directors. The Chairperson should not be the Chairman of the Board or the chairperson of any other committee.

***Qualification***

Each member of the committee shall have the qualifications and none of the disqualifications of a Director, as set out in the Manual of the Corporate Governance.

Committee members must possess an adequate range of business, financial, executive, or clinical healthcare expertise to understand and evaluate enterprise risk profiles.

***Appointment***

The Chairperson and the members of the Committee shall be appointed by a majority vote of the members of the Board present either during the Organizational Board Meeting of the Corporation, or if there is a vacancy, during any meeting of the Board. Membership shall be reviewed every year after election of the Board by the Company's stockholders at their annual meeting, or earlier if the Board deems necessary.

***Resignation / Removal***

Resignation tendered by any member of the Committee including the Chairperson shall become effective upon the acceptance by the Board.

The Chairperson of the Committee or any of its members may be removed from office by action of the Board.

## 3. STRUCTURE AND OPERATIONS

***Meetings***

The Committee shall meet at least quarterly at such times and places as it considers appropriate and as designated in the notice of meeting. The Chairperson of the Committee, any Committee member, or the Corporate Secretary of the Corporation may call a meeting of the Committee.

***Quorum***

Attendance of at least a majority of all the Committee members shall constitute a quorum for the Committee to transact business in a meeting to be convened. A majority of those present shall be necessary to decide any matter that may come before a meeting. A meeting shall not proceed in the absence of a quorum.

***Presiding Officer***

The Chairperson of the Committee shall preside in all meetings of the Committee. In the absence of the Chairperson, the Committee members present shall elect one of their members as chairperson of the meeting.

***Secretary of the Meeting***

The Corporate Secretary of the Corporation shall be the secretary of the Committee.

***Notice of Meeting***

The notice of each meeting setting out the date, time, venue, and agenda shall be sent to each member of the Committee at least two (2) working days prior to the date of the meeting.

***Record of Meetings***

Minutes of the proceedings and resolutions made during Committee meetings shall be kept by the Corporate secretary. Notices, minutes, agenda and materials presented during meetings will be made available to any Committee member upon request to the Corporate Secretary.

***Other Attendees***

The Committee may invite resource persons to attend Committee meetings to provide relevant information or data necessary for the matters for discussion during Committee meeting.

## 4. ENTERPRISE RISK MANAGEMENT PROCEDURE & PROCESS

The Company enforces a continuous, five-stage ERM process across all clinical, administrative, and ancillary units:

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+--------------------+      +--------------------+      +--------------------+
|  1. Identification| ---> |   2. Assessment    | ---> |   3. Mitigation    |
|   (Risk Register)  |      | (Impact x Likelihood)|    | (Treatment Plan)   |
+--------------------+      +--------------------+      +--------------------+
                                                                  |
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+--------------------+                 |
|    5. Board & SEC  | <---------------+
|   ACGR Reporting   | <--- +--------------------+
+--------------------+      |   4. Monitoring &  |
                            |    Audit Escalation|
                            +--------------------+
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### ***4.1. Risk Identification***

Systematic capture of emerging and existing risks through incident reports, clinical mortality/morbidity audits, patient experience feedback, financial reviews, regulatory inspections, and operational audits.

### ***4.2. Risk Assessment & Measurement***

Evaluating risks based on a standard $5 \times 5$ Risk Severity Matrix assessing two primary dimensions:

- **Likelihood:** Frequency ranging from *Rare (1)* to *Almost Certain (5)*.
- **Impact:** Severity ranging from *Insignificant (1)* to *Catastrophic (5)* across patient outcomes, financial stability, and corporate reputation.

### ***4.3. Risk Treatment & Mitigation Strategies***

Determining appropriate response actions: **Avoid**, **Mitigate/Reduce**, **Transfer** (e.g., insurance coverage), or **Accept**, with defined ownership assigned to Department Heads or Executive Officers.

### ***4.4. Monitoring & Escalation***

Continuous tracking of Key Risk Indicators (KRIs) by the Chief Risk Officer (CRO) or Risk Management Unit, with mandatory escalation of red-flag risks to the Risk Oversight Committee.

### ***4.5. Reporting & SEC Disclosure***

Quarterly synthesis and reporting to the Board of Directors, feeding into the SEC Annual Corporate Governance Report (ACGR) disclosures.

## 5. KEY ENTERPRISE RISKS & MANAGEMENT STRATEGIES

The Company actively tracks and manages five primary risk categories inherent to operating a multi-specialty private hospital:

| Risk Category | Key Current Enterprise Risks | Risk Mitigation & Management Strategy |
|---|---|---|
| **Clinical & Patient Safety** | Clinical care documentation gaps, medical adverse events, hospital-acquired infections (HAIs), and clinical turnaround time (TAT) delays. | Enforcement of strict clinical care audit logs, standardized nursing handovers, continuous medical quality audits, and infection control monitoring programs. |
| **Regulatory & Compliance** | Licensing compliance (DOH-HFSRB, FDA, PNRI), PhilHealth accreditation, Data Privacy Act (NPC) requirements, and environmental safety standards. | Continuous compliance mapping by the Quality & Regulatory Compliance Unit, internal legal and regulatory audits, and prompt submission of mandated disclosures. |
| **Operational & Service Delivery** | Diagnostic process bottlenecks (e.g., laboratory and radiology TAT), supply chain delays for critical medical consumables, and facility maintenance downtime. | Implementation of Lean Six Sigma operational standards (DMAIC framework), preventive equipment maintenance SLAs, and dual-sourcing vendor contracts. |
| **Financial & Liquidity** | PhilHealth claims processing delays, HMO collection lag, capital expenditure overruns, and uncompensated emergency care. | Revenue cycle management optimization, digital claims tracking, stringent HMO credit line monitoring, and rigorous board approval gates for major CAPEX. |
| **Cybersecurity & Health IT** | Unauthorized access to Electronic Health Records (EHR), hospital information system downtime, and cyber threats to diagnostic data networks. | Deployment of role-based access controls, encrypted patient data storage, routine system data backups, and alignment with National Privacy Commission regulations. |

## 6. FREQUENCY OF REVIEW & SELF-EVALUATION

To maintain an **adequate and effective ERM system** aligned with evolving regulatory standards and market dynamics:

***6.1 Annual Charter & Framework Review*:** The Committee and the Board of Directors shall review and assess the adequacy of this Charter and the underlying ERM Framework **at least once every year** (or sooner upon significant regulatory changes or organizational restructuring).

***6.2 Annual Performance Evaluation*:** The Committee shall conduct a yearly self-assessment of its performance against the duties outlined in this Charter. Results shall be documented and reported to the Board of Directors.

***6.3 External / SEC Reporting*:** The outcomes of the annual risk framework review and risk assessment summary shall be formally disclosed in the Company's Annual Corporate Governance Report (ACGR) submitted to the Securities and Exchange Commission.

## 7. ACCESS, AUTHORITY & RESOURCES

The Committee is authorized by the Board of Directors to:

- Investigate any risk-related matter within its scope of responsibility.
- Require full access to and cooperation from management, department heads, clinical personnel, and internal/external auditors.
- Retain independent legal, risk management, or technical expert advisors at the Company's expense whenever necessary to fulfill its oversight mandate.

## 8. FINAL PROVISIONS

***<u>Effectivity</u>***

This Enterprise Risk Oversight Committee Charter is immediately effective once approved by the Board until amended, altered or varied.