

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF  
**DR. VICTOR R. POTENCIANO MEDICAL CENTER, INC.**

Held at the 6<sup>th</sup> Floor, Physicians Center, Mandaluyong City  
by remote communication through an online meeting platform  
On July 27, 2020, at 2:00 P.M.

**1. Call to Order**

The Chairman, Mr. Clinton Andrew C. Hess, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Garney Candelaria, recorded the minutes of the proceedings.

**2. Certification of Quorum**

The Corporate Secretary certified that notices were sent to the stockholders in accordance with the By-laws and that a quorum existed for the transaction of business, there being present in person or represented by proxy, stockholders holding 10,200 shares representing 68% of the issued and outstanding capital stock of the Corporation.

**3. Approval of Minutes of the Previous Meeting**

The Corporate Secretary reported to the Chairman that the minutes of the last Annual Stockholders' Meeting held on May 30, 2019 had been included in the stockholders kit for easy reference.

Upon motion made by Mr. Victor Jose P. Vergel de Dios and duly seconded by Dr. Rosario Gabriel, the minutes of the Stockholders' meeting held on May 30, 2019 was approved.

**4. President's Report**

The President presented to the Stockholders an audio visual presentation of her report which showed the Hospital Statistics: Comparative Report, Actions Taken by the Board of Directors, 46<sup>th</sup> Anniversary Celebration, Clinical Department and Hospital Administration Highlights.

Overall, VRPMC registered a 13% net revenue growth versus 2018 because of good financial management which led to outstanding profitability. 2019 highlights included the opening of the Pedia Development Center, Wellness and Aesthetic Center, Establishment of Pain Management Service, Hemodialysis Rewash facility, Hiring of Consultant for Housekeeping Services and engagement of Occupational Health and Safety Services, Inc.

VRPMC hosted the 1<sup>st</sup> Asia Pacific Breastfeeding Conference and 7<sup>th</sup> Breastfeeding Congress in Edsa Shangrila. VRPMC also successfully secured reaccreditation as Mother Baby Friendly Hospital and accreditation of the Pediatrics Training Program by PPS for 3 years and applied for Surgery Interim Accreditation.

In 2019 VRPMC purchased the new equipment and facilities, to wit: Autoclave, Protoscope, Biosafety Cabinet, UTZ for Women's Health, Portable UTZ for Radiology, High Intensity Laser (PMR), CMAC (Anes), GenExpert. The hospital organized a TB Committee, Reorganized the Patient Safety Committee, Formalized the Rapid Response Team (RRT) and Brain Attach Team (BAT).

The Hospital completed its BLS and ACLS Programs for all employees and residents; Fixed backlogs on chart completion and Philhealth RTH and launched the Masters Degree in Nursing Program in October 2019. It also concluded its CBA negotiations and achieved industrial peace for the next 3 years. CIT migrated to CF4 and commenced the HR information upgrade.

In terms of certifications, VRPMC successfully passed the Customer Care Champion Surveillance Audit by Mt. Grace, recertified its ISO with no non-conformance found and was awarded the outstanding recognition for continuous quality improvement on administrative processes, Account Management Milestone and Quality Award for its "I am VRP Baby".

Finally, the President was pleased to announce that all 30 Post Graduate Interns passed (100%) the Medical Board Examinations conducted last August 2019.

#### **5. Presentation of the Audited Financial Statement**

Upon request of the Treasurer, Ms. Caroline Angeles of Reyes Tacandong and Company presented to the stockholders the highlights of the Audited Financial Statement (AFS) for the year 2019.

Upon motion made by Mr. Vincent Mark Vergel de Dios and duly seconded by Dr. Norma Ona, the Audited Financial Statement for the year 2019 was ratified.

#### **6. Ratification of Actions Taken by the Board of Directors for the preceding year.**

The Chairman informed the Stockholders that a list of resolutions taken by the Board of Directors had been provided in the stockholders' kit.

Upon motion made by Dr. Martin de la Rosa and duly seconded by Mr. Rhais M. Gamboa, the Board of Directors approved, ratified and confirmed all resolutions, acts and contracts taken, adopted or entered into by the Board of Directors and/or officers of the corporation during the preceding fiscal year up to the date of this annual meeting of stockholders.

#### **7. Election of Directors for 2020-2021**

The meeting then proceeded to the election of the members of the Board of Directors of the Corporation.

The following stockholders were nominated to the Board of Directors:

Dr. Norma Ona  
Mr. Buenaventura Vergel de Dios  
Mr. Vincent Mark Vergel de Dios  
Mr. Victor Jose Vergel de Dios

Mr. Mariano John L. Tan, Jr.  
Dr. Rosario Gabriel  
Mrs. Maria Victoria P. Vergel de Dios  
Dr. Martin de la Rosa

Mr. Clinton Andrew C. Hess  
Mr. Carlos Ejercito  
Mr. Rhais Gamboa

Thereafter, Dr. Martin de la Rosa moved that the nomination be closed and that the nominees be deemed elected and to serve as such until the next stockholders' meeting. The motion was seconded by Mr. Victor Jose Vergel de Dios.

Upon motion made and duly seconded the following stockholders were elected as members of the Board of Directors of the Corporation for the year 2020-2021 to serve as such until their successors shall have been elected and qualified:

Clinton Andrew C. Hess  
Mariano John L. Tan, Jr.  
Carlos C. Ejercito  
Rhais M. Gamboa  
Dr. Norma Ona  
Buenaventura Vergel de Dios  
Vincent Mark Vergel de Dios  
Dr. Rosario Gabriel  
Ma. Victoria P. Vergel de Dios  
Dr. Martin de la Rosa  
Victor Jose P. Vergel de Dios

**8. Appointment of External Auditors**

Upon motion made by Mr. Victor Jose Vergel de Dios and duly seconded by Dr. Rosario Gabriel, the accounting firm of Reyes Tacandong & Company was re-appointed as external auditor of the Corporation.

**9. Adjournment**

There being no further business to transact, upon motion by Mr. Buenaventura Vergel de Dios and duly seconded by Mr. Vincent Mark Vergel de Dios, the meeting was adjourned.

ATTESTED:

**CLINTON ANDREW C. HESS**  
*Chairman of the Board*

**Atty. GARNEY CANDELARIA**  
*Corporate Secretary*

**RECORD OF ATTENDANCE**

		<b>%</b>
<b>TOTAL OUTSTANDING SHARES</b>	15,000	100%
<b>TOTAL SHARES PRESENT</b>	10,200	68%