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PPA BOARD ADMINISTRATIVE ORDER

No. BOD-03-2016

Subject: Guidelines on Policy and Procedure in the Conduct of Board and Board Committee Meetings

Pursuant to Governance Committee Resolution No. 2016-03, as confirmed by Board Resolution No. 2549, adopted on 04 June 2016, and in order to ensure the adequate flow and access of information, proposals and recommendations to the Board prior to, during and after meetings pursuant to the PPA Revised Manual of Corporate Governance and GCG Memorandum Circular No. 2015-07, as well as to provide guidance to Management and the Board in the conduct of Board and Board Committee Meetings, the following Guidelines are hereby prescribed.

I. Coverage

These Guidelines shall apply to all documents, attendance and quorum relating to the Board and Board Committee Meetings.

II. Definition of Terms

For purposes of this Guidelines, the following terms shall have the following meanings:

"Board of Directors" (Board) – shall refer to the collegial body that exercises the corporate powers, conducts all business and controls or holds all properties of PPA¹.

"Board Officer" – refers of Officer whose primary task is to serve the Board or to pursue the immediate functions of the Board, such as the Chairman, Vice-Chairman, Members or Alternate Members, and Corporate Board Secretary and the Compliance Officer.

"Board Meeting" – shall refer to the conduct of both regular and special board meeting.

"Board Committee" (Committee) – shall refer to the collegial body that assist the PPA Board in the performance of its duties and responsibilities and whose actions undertaken during its meetings shall become final after confirmation by the Board.

¹ PPA Manual of Corporate Governance.

VISION

By 2030, customers doing business in our ports shall experience full and sustained productivity, efficiency comfort, connectivity, safety and security.

MISSION

We commit to provide reliable and responsive services in our ports, sustain development of our port communities and environment and be a model corporate agency of the government.

"Board Technical Working Group" (TWG) – a collegial body composed of the Technical Assistants of the Members of the Board.

"Committee Meeting" – shall refer to the meeting conducted by the Board Committees.

"Management" – shall refer to the body headed by the General Manager and given the authority to implement the policies determined by the Board in directing the course and business activities of the PPA.

"Regular Board Meeting" – shall refer to those held at a fixed time, such as a specified day of each month as approved by the Board every first meeting of the year but not later than the first quarter of the year.²

"Resolution" – shall refer to the written statement made by the Board detailing the action/s on matters.

"Special Board Meeting" – shall refer to those held in addition to the schedule regular meetings due to unanticipated event/s or urgent matters.

"Teleconferencing or videoconferencing" – shall refer to the conference or meeting through electronic medium or telecommunications where the participants who are not physically present are located at a different local or international place.³

"Quorum" – shall refer to the minimum number of directors whose presence is required to transact business at a meeting.

III. PRE-MEETING

Regular Board Meetings for the calendar year must be scheduled every first meeting of the year but not later than the first quarter of the year.⁴

1. Notices and Agenda of the Meeting – Consistent with the Board-approved monthly schedule of Board Meetings for the year, the Corporate Board Secretary shall send out notices of the meeting within fourteen (14) days prior to the date of the meeting.

The contents of the notice of meeting shall include but shall not be limited to the following:

- a) Date;
- b) Time;
- c) Location of Meeting;
- d) If required, the purpose of the meeting and/or agenda; and

² GCG Memorandum Circular No. 2015-07.

³ SEC Memorandum Circular No. 15, series of 2015.

⁴ GCG Memorandum Circular No. 2015-07.



- e) Request for confirmation of attendance which should include an inquiry whether the Board Officer will attend physically, through tele/videoconferencing, on official travel or business for PPA or for the National Government, or on medical leave.

The Chairman or the General Manager may initiate the calling of a Special Board Meeting subject to the approval of at least five (5) Members of the Board.

Notices will be sent to Board Officer as soon as practicable.

- 2. **Confirmation of Attendance** – After the receipt of the Notice of Meeting, the Members of the Board, Committee and Board TWG shall confirm his/her attendance thru telefax, or e-mail or other electronic means to determine a quorum.

For Board meetings, quorum shall constitute a simple majority while for Board Committee meetings, quorum shall be absolute majority.

Attendance by teleconferencing or videoconferencing shall be allowed subject to the guidelines herein prescribed.

- 3. **Attendance/Participation through Teleconferencing or Videoconferencing (Tele/Video Conferencing)** – If the Board Officer chooses tele/videoconferencing, he/she shall give notice of at least three (3) days prior to the scheduled meeting to the Corporate Board Secretary including his contact details. In the same way, the Corporate Board Secretary shall inform the director concerned of the contact details he will call to join and participate in the meeting. The Corporate Board Secretary shall keep the records of the details and on the date of the scheduled meeting, confirm and note such details as part of the minutes of the meeting.

In the absence of an arrangement, the Board Officer shall be marked as absent except in other causes allowed herein.

During the conduct of teleconferencing or videoconferencing, the Corporate Board Secretary shall assume the following responsibilities:

- a) to safeguard the integrity of the meeting via tele/videoconferencing;
- b) to find good tele/videoconference equipment/facilities;
- c) to record the proceedings and prepare the minutes of the meeting; and
- d) to store for safekeeping and mark the tape recording/s and/or other electronic recording mechanism as part of the records of the corporation.

- 4. **Board Officers on Official Business or Official Travel** – A Board Officer on official business or official travel for PPA or for the National Government shall not be marked absent. However, a corresponding document (i.e. Official Business Form, Invitations, Notice of Meeting, Attendance Sheet, Certificate of Appearance, Authority to Travel) should be submitted to OCBS.

5. **Board Officer on Medical Leave** – A Board Officer on medical leave shall not be marked absent provided a medical abstract or medical certificate stating under oath that said Board Officer is not allowed to participate in the meeting physically or thru tele/videoconference.

6. **Preparation of Provisional Agenda** – All matters for the consideration of the Board must be submitted to the appropriate Committee. Any action made by the Committee shall become final after confirmation by the Board.

The provisional agenda shall be subject to prior approval of the General Manager and the Chairman of the Board.

The Executive Offices and other Responsibility Centers (RCs) must submit to OCBS the duly signed Board write-ups and its attachments if any, as well as any presentation relating thereto following the prescribe format hereto attached as Annex "A", at least five (5) working days prior to the scheduled Board and Board Committee meetings. Any item submitted beyond the five (5) working days period shall form part of the agenda for the next meeting except upon approval of the Chairman of the Board and shall be considered as other matters.

The contents of the provisional agenda shall include but shall not be limited to the following:

- a) Confirmation of Board Resolutions adopted thru referendum;
- b) Matters Arising;
- c) Confirmation of Board Committee Resolutions;
- d) Matters for Consideration of the Board;
- e) Matters for Information of the Board;
- f) Monthly Management Report;
- g) GCG Matters; and
- h) Other Matters

7. **Posting at the PPA SharePoint of the Meeting Materials** – The OCBS shall post the agenda documents for both the Board and Board Committee meetings at least three (3) days prior to the date of the meeting at the PPA Board SharePoint and upload the same to an electronic device to be provided to the Members of the Board during the meeting (details shall be provided by OCBS). The Corporate Board Secretary shall have full administrative control over the PPA Board SharePoint and electronic device.

IV. **BOARD MEETING PROPER**

1. **Determination of Quorum** – At the start of the scheduled meeting, a roll call shall be made by the Corporate Board Secretary. Every Board Officer and participant shall state, for the record, the following:

- a) Full Name;
- b) Location; and



c) For those attending through tele/videoconferencing, he/she shall confirm that:

- i. he/she can completely and clearly hear the others who can clearly hear him at the end of the line;
- ii. state whether he has received the agenda and all the materials for the meeting; and
- iii. specify type of device used.

Thereafter, the Corporate Board Secretary shall confirm and note the contact details being used by the Directors and participants not physically present. After the roll call and before the commencement of the meeting, the Corporate Board Secretary shall confirm the existence of a quorum.

The Chairman of the PPA Board or Board Committees shall be the presiding officer of the Meeting. In his absence, the Vice-Chairman shall preside.

The meetings' attendance with corresponding signature of its attendees shall be properly documented by the Office of the Corporate Board Secretary (OCBS).

2. Amendment to the Sequence of Agenda Items – In case of amendment to the sequence of the agenda items to be discussed, a motion shall be raised after the confirmation of the quorum. A motion duly seconded and confirmed shall be deemed as an act of the Directors present.

3. During Discussions – All participants shall identify themselves for the record, before speaking and must clearly hear and/or see each other in the course of the meeting. If a person fails to identify himself, the Secretary shall quickly state the identity of the last speaker. If the person speaking is not physically present and the Secretary is not certain of the identity of the speaker, the Secretary must inquire to elicit a confirmation or correction.

If a motion is objected to and there is a need to vote and divide the Board, the Secretary should call the roll and note the vote of each director who should identify himself.

If a statement of a director/participant in the meeting via tele/videoconferencing is interrupted or garbled, the Secretary shall request for a repeat or reiteration, and if need be, the Secretary shall repeat what he heard the director/participant was saying for confirmation or correction.

4. Resolutions and Directives – During discussions and/or deliberations, it is the duty of the Corporate Board Secretary to write and take note attentively of the details of Board actions or resolutions and directives.

The Board of Directors' or Board Committee actions on items and/or matters presented before shall be embodied in a resolution. Actions of the Board or Committee must be through a motion duly made and seconded. If a motion is objected to and there is a need to vote and divide the Board or Committee, the Corporate Board



Secretary should call the roll and note the vote of each director who should identify himself or herself. Except for the Executive Committee that shall act by a vote of at least two-thirds (2/3) of its members, an action shall be considered carried by a vote of majority of the members present.

At its discretion, the Board or Committee may refer any item requiring technical review and evaluation to the Board Technical Working Group. The TWG shall thereafter submit its recommendation to the Board or Committee.

Board directives need not be incorporated in a resolution. However, these should be properly noted for guidance and compliance. After confirmation of the minutes of the meeting, the Corporate Board Secretary shall notify or communicate the instruction/directive to the Management for information and appropriate action.

V. POST-MEETING

- 1. *Minutes of the Meeting*** – The Board and Board Committee Meetings shall be recorded thru their respective Minutes of the Meeting.

The Minutes should contain the following items:

- a) Date, time and place of the meeting;
- b) Nature of the Meeting (Regular or Special);
- c) Names of all present and the existence of a quorum;
- d) Name of the Presiding Officer and the Minutes Officer;
- e) Statement as to whether the Minutes of the last meeting were approved or amended;
- f) Discussion and deliberations of the Board;
- g) The actions and resolutions after the discussion/deliberation; and
- h) Adjournment of the meeting

The Corporate Board Secretary shall prepare and submit to the Board or Committee Members the draft of the Minutes of the Meeting within three (3) working days after the Meeting. The Members of the Board or the Committee shall submit their comments or corrections within three (3) working days after receipt of the draft minutes of the meeting. After the lapse of the said period, the Corporate Board Secretary shall finalize the minutes of the meeting incorporating all the comments and corrections, if any and shall be submitted to the Board/Committee for approval and confirmation thru referendum.

All the Directors who attended the meeting, whether personally or through tele/videoconferencing are requested to sign the Minutes of the Meeting to confirm on matters taken up during said meeting.

- 2. *Issuance of Resolutions*** – The Corporate Board Secretary shall issue the corresponding Secretary's Certificate attesting to the Board Resolutions for any Board or Board Committee actions.



In order to maintain the orderliness and accuracy of approved and adopted Resolutions, no Resolution shall be issued before its confirmation by the Board.

3. **Notification to Management of Board Actions** – After the confirmation of the Minutes of the Meeting, the Corporate Board Secretary shall advise the Management within five (5) working days of the board directives, decisions or adopted resolutions for implementation and appropriate action.

VI. Resolutions Adopted Thru Referendum – When time is of the essence and action on an urgent matter requires the approval of the Board before the next scheduled regular board meeting, or when a special board meeting cannot convene or could not muster a quorum the Board may act on the urgent matter by passing a proposed resolution thru referendum.


1. A draft Board Certificate containing the resolution shall be submitted thru referendum to the Board with a corresponding covering Memorandum for the Board briefly and concisely explaining the requested action.
2. For purposes of considering a matter as approved by the Board by referendum, at least five Directors including the Chairman must have signed the Resolution. A Director may signify his/her approval by signing the original resolution, send thru email his electronic signature, or send thru facsimile the signed copy of the resolution. A Director may affix his signature to the original copy of the resolution thereafter.
3. In order that a Board Resolution adopted thru referendum be part of the complete records of the Board, the same shall be confirmed in the Board Meeting immediately following its adoption.

VII. Responsibilities of Other Offices – The Information and Communications Technology Department (ICTD) shall ensure availability of suitable Internet connection or effective audio-visual connection and the offsite venue/s. On the other hand, the Administrative Services Department or the Port Management Office/s, in case of offsite venue/s, shall ensure the availability of other logistical requirements for the meeting.

This Order takes effect immediately.


JULIANITO G. BUCAYAN, JR.
Chairman


MAXIMO Q. MEJIA, JR.
Vice-Chairman, MARINA
Representative


APOLLO S. ENRIQUEZ
Member, Private Sector





ROMEO S. MOMO
Alternate Member, DPWH



ERNESTO D. ADOBO, JR.
Alternate Member, DENR



ALBERTO D. LINA
Alternate Member, BOC/DOF



VICTORIO MARIO A. DIMAGIBA
Alternate Member, DTI



KENNETH V. TANATE
Alternate Member, NEDA



1) Board Write-Up Format:

Margin: 1 inch

1.25 inches

1 inch

1 inch

TITLE
(Arial, Uppercase, Bold, 11)

Background: _____

Discussion: _____

Recommendation(s): _____

(Signature)

Authorized Signatory
No. of Board/Board Com. Mtg.
Date

Arial 11,
Single
space,
Character
Spacing:
Expanded
by 1

2) Printed Copies of Power Point Presentation (must be colored and 2 slides per page).

(Title of the Presentation)

Slide 1

Slide 2