



# Philippine Coconut Authority Office of the Corporate Secretary

## CY 2021

# PCA BOARD COMMITTEES COMPOSITION & FUNCTIONS

Pursuant to Board Resolution No. 022-2021, dated 15 March 2021, and Board Resolution No. 026-2021, dated 24 May 2021.

- As of 31 December 2021

# EXECUTIVE COMMITTEE

*(This Board Committee was dissolved on 24 May 2021, pursuant to Board Resolution No. 024-2021)*

- ▶ In accordance with the authority granted by the Board or during the absence of the Board, the Committee shall act by a vote of at least two-thirds (2/3) of its members on stipulated matters within the competence of the Board as may from time to time be delegated to the Executive Committee in accordance with the PCA Charter, except with respect to:
  - ▶ Approval of any action for which shareholders' approval is also required;
  - ▶ Filling of vacancies on the Board or in the Executive Committee;
  - ▶ Amendment or repeal of By-Laws or the adoption of new By-Laws; and
  - ▶ Amendment or repeal of any resolution of the Board which by its express terms cannot be amended or subject to repeal.
- ▶ Exercise of powers delegated by the Board exclusively to other committees.

# EC COMPOSITION



**WILLIAM D. DAR, Ph. D.**  
*Chairperson*



**CARLOS G. DOMINGUEZ**  
*Member*



**TINA ROSE MARIE L. CANDA**  
*Member*



**FORTUNATO T. DE LA PEÑA**  
*Member*



**RAMON M. LOPEZ**  
*Member*

# GOVERNANCE COMMITTEE

*(This Board Committee was reconstituted on 15 March 2021, pursuant to Board Resolution No. 022-2021)*

- ▶ Overseeing the periodic performance evaluation of the Board and its Committees and that of Management, and conduct an annual self-evaluation of performance;
- ▶ Deciding whether or not a Director is able to and has been adequately carrying out his/her duties as Director bearing in mind the director's contribution and performance. Internal guidelines shall be adopted that address the directors serve on multiple boards;
- ▶ Recommending to the Board regarding the continuing education of Directors, assignment to Board Committees, succession plan for the Executive Officers, and the remuneration commensurate with corporate and individual performance; and
- ▶ Recommending the manner by which the Board's performance may be evaluated and proposing an objective performance criteria approved by the Board. Such indicators shall address how the Board will enhance long-term shareholder value.

# GC COMPOSITION



**WILLIAM D. DAR, Ph. D.**  
*Chairperson*



**CARLOS G. DOMINGUEZ**  
*Member*



**TINA ROSE MARIE L. CANDA**  
*Member*

# AUDIT COMMITTEE

*(This Board Committee was reconstituted on 15 March 2021, pursuant to Board Resolution No. 022-2021)*

- ▶ Reviewing and approving audit scope and frequency, the annual internal audit plan, quarterly, semi-annual and annual financial statements before submission to the Board, focusing on changes in accounting policies and practices, major judgmental areas, significant adjustments resulting from the audit, going concern assumptions, compliance with accounting standards, and compliance with tax, legal, regulatory and COA requirements;
- ▶ Receiving and reviewing reports of internal and external auditors and regulatory agencies, and ensuring that Management is taking appropriate corrective actions in a timely manner in addressing control and compliance functions with regulatory agencies.
- ▶ Ensuring that internal auditors have free and full access to all the Authority's records, properties and personnel relevant to and required by its function and that the internal audit activity shall be free from interference in determining its scope, performing its work and communicating its results; and
- ▶ Developing a transparent financial management system that will ensure the integrity of internal control activities throughout the Authority through a Handbook on Procedures and Policies which will be used by the entire organization.

# AC COMPOSITION



**FORTUNATO T. DE LA PEÑA**  
*Chairperson*



**CARLOS G. DOMINGUEZ**  
*Member*



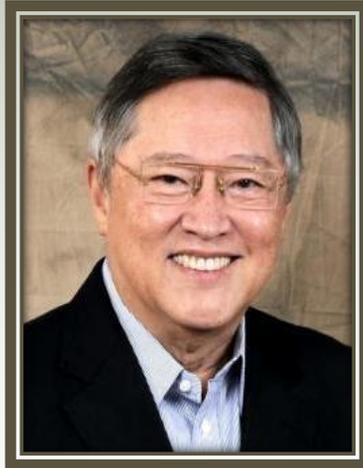
**RAMON M. LOPEZ**  
*Member*

# RISK MANAGEMENT COMMITTEE

*(This Board Committee was reconstituted on 15 March 2021, pursuant to Board Resolution No. 022-2021)*

- ▶ Performing oversight risk management functions specifically in the areas of managing credit, market, liquidity, operational, legal, reputational, natural calamity related activities and other risks of the Authority, and crisis management, which shall include receiving from Senior Management periodic information on risk exposures and risk management activities;
- ▶ Developing the Risk Management Policy of the Authority, ensuring compliance with the same and ensure that the risk management process and compliance are embedded throughout the operations of the Authority, especially at the Board and Management level; and
- ▶ Providing quarterly reporting and updating the Board on key risk management issues as well as ad hoc reporting and evaluation on investment proposals.

# RMC COMPOSITION



**CARLOS G. DOMINGUEZ**  
*Chairperson*



**TINA ROSE MARIE L. CANDA**  
*Member*



**FORTUNATO T. DE LA PEÑA**  
*Member*



# COCONUT ENTERPRISE DEVELOPMENT COMMITTEE

*(This Board Committee was reconstituted on 15 March 2021, pursuant to Board Resolution No. 022-2021)*

- Formulate and review policies for adoption of the Board for policy matters;
- Review contracts with all partner agencies in the implementation of programs and projects under the Coconut Farmers and Industry Trust Fund Act (RA 11524); and
- Oversee and monitor the implementation of all programs and projects and proposed any amendments, if there's any, for the Board approval.

# CEDC COMPOSITION



**RAMON M. LOPEZ**  
*Chairperson*



**WILLIAM D. DAR, Ph. D.**  
*Member*



**FORTUNATO T. DE LA PEÑA**  
*Member*

# BOARD TECHNICAL REVIEW COMMITTEE (BTRC)

*(This Board Committee was reconstituted on 15 March 2021, pursuant to Board Resolution No. 022-2021)*

- To specifically provide oversight function in the design, creation and implementation of the different programs and projects of the Authority; and
- To review and revise proposed policies that are important in the implementation of PCA programs.
- The BTRC shall have the primary function of prior discussion, evaluation, study, and review of all submissions of the PCA Management to the Board.

*(The Board Authorized their respective Alternates to attend in their absence.)*

# BTRC COMPOSITION



**WILLIAM D. DAR, Ph. D.**  
*Chairperson*



**CARLOS G. DOMINGUEZ**  
*Member*



**TINA ROSE MARIE L. CANDA**  
*Member*



**FORTUNATO T. DE LA PEÑA**  
*Member*



**RAMON M. LOPEZ**  
*Member*



**BENJAMIN R. MADRIGAL, JR.**  
*Member*