



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF AGRICULTURE
PHILIPPINE COCONUT AUTHORITY
Elliptical Road, Diliman, Quezon City 1101 Philippines
Tel. Nos.: (02) 8928-4501 to 09 · Direct Line: (02) 8926-7631
Website: pca.gov.ph

SECRETARY'S CERTIFICATE

I, **ATTY. LUZ J. PEREZ**, of legal age, Filipino, and with office address at the Philippine Coconut Authority Building, Elliptical Road, Quezon City, hereby certify that:

1. That I am the duly designated Corporate Secretary for the Board Meeting held last **14 OCTOBER 2024**, of the PHILIPPINE COCONUT AUTHORITY ("PCA"), a public corporation duly organized and existing under and by virtue of Presidential Decree No. 1468, as amended, with office address at Elliptical Road, Diliman, Quezon City;
2. At a **REGULAR** meeting of the Board of Directors held on **14 OCTOBER 2024**, *via* blended face-to-face conference and ZOOM video conference, at which meeting, a quorum was present, the following resolution, among others, was approved by the Board, thus:

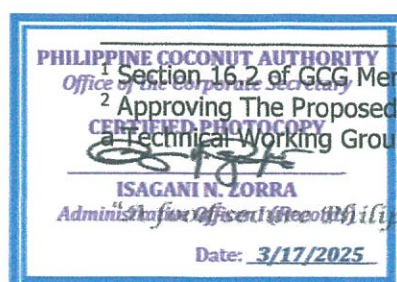
"BOARD RESOLUTION NO. 033-2024

APPROVING THE PROPOSED RECONSTITUTION OF THE PHILIPPINE COCONUT BOARD COMMITTEES, AMENDMENT OF FUNCTIONS, AND COMPOSITION

WHEREAS, the Code of Corporate Governance for GOCCS¹ mandates that as a minimum, the Board shall be supported by the following specialized committees: (1) Executive Committee, (2) Audit Committee, (3) Governance Committee, (4) Nomination and Remunerations Committee, AND (5) Risk Management Committee;

WHEREAS, the Philippine Coconut Authority (PCA) Board, through Board Resolution No. 006-2023², merged the five (5) mandatory committees into:

- (1) Executive and Governance Committee
 - a. Executive Committee;
 - b. Governance Committee; and
 - c. Nomination and Remunerations Committee.
- (2) Audit and Risk Management Committee
 - a. Audit Committee; and
 - b. Risk Management Committee.



¹ Section 16.2 of GCC Memorandum Circular No. 2012-07

² Approving The Proposed Reorganization and Reconstitution of Board Committees and the Creation of a Technical Working Group for Each Committee

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Administrative Officer (Legal)

Date: 3/17/2025

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WHEREAS, both committees are handling a wide range of issues, which can reduce their effectiveness and impede prompt decision-making;

WHEREAS, a reconstitution was proposed to ensure more specialized attention to essential areas while also managing priorities;

WHEREAS, the creation of a Coconut Farmers and Industry Development Plan (CFIDP) Committee is also proposed to serve as an oversight committee to ensure that CFIDP Programs are properly implemented;

WHEREAS, after several discussions among the members of the PCA Board, the proposed reconstitution, amendment of functions, and composition of the PCA Board Committees are as follows:

BOARD COMMITTEE, COMPOSITION, and FUNCTIONS

A. EXECUTIVE COMMITTEE

Chairperson: Department of Agriculture Secretary

Vice-Chairperson: Department of Budget and Management Secretary

Members:

**Philippine Coconut Authority Administrator
Luzon Coconut Farmers Representative
Visayas Coconut Farmers Representative
Mindanao Coconut Farmers Representative**

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's Charter, except with respect to:

- a. Approval of any action that requires Board approval but does not fall under the responsibility of the other committees;
- b. Filling of vacancies on the Board or in the Executive Committee;
- c. Amendment, repeal, or the adoption of a new PCA Manual of Corporate Governance;
- d. Amendment or repeal of any resolution of the Board which by its express terms cannot be amended or subject to repeal;
- e. Approval, amendment, or repeal of any issuances requiring the approval of the Board such as, but not limited to Implementing Rules and Regulations of Laws, Corporate Policy Guidelines/Issuances, Imposition and Revision of Fees, and Amendment of MOAs with IAs under the CFIDP; and
- f. Exercise of powers delegated by the Board exclusively to other committees.



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B. AUDIT COMMITTEE

Chairperson: Department of Budget and Management Secretary

Vice-Chairperson: Department of Science and Technology Secretary

Members:

**Department of Trade and Industry Secretary
Luzon Coconut Farmers Representative
Visayas Coconut Farmers Representative
Mindanao Coconut Farmers Representative**

Functions:

- a. Oversee, monitor, and evaluate the adequacy and effectiveness of the Authority's internal control system; engage and provide oversight of PCA's internal and external auditors; and coordinate with the Commission on Audit (COA).
- b. Review and approve 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;
- c. Receive and review reports of internal and external auditors and regulatory agencies, and ensure that Management is taking appropriate corrective actions in a timely manner in addressing control and compliance functions with regulatory agencies.
- d. Ensure 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;
- e. Develop 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.

C. GOVERNANCE COMMITTEE

Chairperson: Department of Agriculture Secretary

Vice-Chairperson: Department of Finance Secretary

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Members:

**Philippine Coconut Authority Administrator
Luzon Coconut Farmers Representative
Visayas Coconut Farmers Representative
Mindanao Coconut Farmers Representative**

Functions:

- a. Oversee the periodic performance evaluation of the Board and its Committees and that of Management, and conduct an annual self-evaluation of performance;
- b. Decide 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 serving on multiple boards;
- c. Recommend 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;
- d. Recommend the manner by which the Board's performance may be evaluated and propose objective performance criteria approved by the Board. Such indicators shall address how the Board will enhance long-term shareholder value;
- e. Oversee the proper and systematic use of the budget of the entire agency; and
- f. Recommend approval of any financial action requiring the approval of the PCA Board, such as those falling under Corporate Order, Annual Procurement Plan, and Corporate Operating Budget.

D. NOMINATION & REMUNERATIONS COMMITTEE

Chairperson: Department of Trade and Industry

Vice-Chairperson: Department of Science and Technology

Members:

**Department of Budget and Management
Luzon Coconut Farmers Representative
Visayas Coconut Farmers Representative
Mindanao Coconut Farmers Representative**

Functions:

- a. Install and maintain a process to ensure that Officers to be nominated or appointed shall have the qualifications and none of the disqualifications mandated under the law, rules, and regulations;

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- b. Review and evaluate the qualifications of all persons nominated to positions which require appointment by the Board;
- c. Recommend to the GCG nominees for the shortlist in line with the Governing Board's composition succession plan; and
- d. Develop recommendations to the GCG in updating the Compensation and Position Classification System in accordance with pertinent laws, rules, and regulations.

E. RISK MANAGEMENT COMMITTEE

Chairperson: Department of Finance Secretary
Vice-Chairperson: Department of Science and Technology Secretary
Members:

Department of Agriculture Secretary
Department of Trade and Industry Secretary
Luzon Coconut Farmers Representative
Visayas Coconut Farmers Representative
Mindanao Coconut Farmers Representative

Functions:

- a. Perform 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;
- b. Develop the Risk Management Policy of the Authority, ensuring compliance with the same and ensuring that the risk management process and compliance are embedded throughout the operations of the Authority, especially at the Board and Management level; and
- c. Provide quarterly reporting and update the Board on key risk management issues as well as ad hoc reporting and evaluation on investment proposals.

F. SPECIAL COMMITTEE ON COCONUT FARMERS & INDUSTRY DEVELOPMENT PLAN (CFIDP)

Chairperson: Department of Finance Secretary
Vice-Chairperson: Department of Science and Technology Secretary
Members:

Department of Agriculture Secretary
Philippine Coconut Authority Administrator
Luzon Coconut Farmers Representative
Visayas Coconut Farmers Representative
Mindanao Coconut Farmers Representative

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NOW, THEREFORE, BE IT RESOLVED THAT, the PCA Board **APPROVE**, as it hereby **APPROVES** the **PROPOSED RECONSTITUTION OF THE PHILIPPINE COCONUT BOARD COMMITTEES, AMENDMENT OF FUNCTIONS, AND COMPOSITION**;

RESOLVED FURTHER THAT, the functions of the CFIDP Committee shall be discussed with the Management and referred back to the PCA Board for approval."

3. The above-quoted resolution has not been repealed nor amended and the same remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my signature on the **14th** day of **March 2025** at the **Philippine Coconut Authority Building, Quezon City**.

ATTY. LUZ J. PEREZ
Board Secretary V

SUBSCRIBED AND SWORN TO BEFORE ME, this **14th** day of **MARCH 2025** in **QUEZON CITY**; affiant exhibiting to me her government-issued ID No. **PCA ID No. 09** as proof of her competent identity.

Doc. No. JI7;
Page No. 41;
Book No. VII;
Series of 2025.

ATTY. ARTURO L. SIOSON, JR.

Appointment No. 62
until December 31, 2026
ROA No. 69039
IBP No. 498606, 01/06/25, QC
PTR No. 3092493, 01/03/25, Bul.
MCLE Compliance No. VIII-0004885
Unit 903, AIC-Burgundy Empire Tower
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