

REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF AGRICULTURE
PHILIPPINE COCOONUT AUTHORITY
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BOARD RESOLUTION NO. 006-2023

APPROVING THE PROPOSED REORGANIZATION AND RECONSTITUTION OF BOARD COMMITTEES AND THE CREATION OF A TECHNICAL WORKING GROUP FOR EACH COMMITTEE

WHEREAS, the Code of Corporate Governance for GOCCs¹ (CCGG) 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, Section 16.3 of the CCGG provides that the PCA Board may combine the mandatory committees, to wit:

"xxx"

16.3. Combining the Mandatory Committees. - Nothing herein shall preclude the Governing Board from formally combining the functions of the committees into such combinations that will best serve the interest of the GOCC.

xxx";

WHEREAS, it is hereby proposed by the Management that the mandatory committees be combined into two committees to streamline the system and provide effective and efficient delivery of public service;

WHEREAS, the proposed combination of the committees will allow the PCA to employ faster and simpler mechanisms needed for the PCA to pursue its mandate in developing the industry to its full potential in line with the new vision of a united, globally competitive, and efficient coconut industry. Furthermore, it will also result in the conduct of fewer Board Committee meetings and yet still take into consideration the standards provided in the Performance Evaluation for Directors in the GOCC Sector²;

WHEREAS, the five (5) mandatory committees are hereby proposed to be merged as follows:

(1ST COMMITTEE)

Executive and Governance Committee

The Executive and Governance Committee shall be composed of the following mandatory committees, and shall function as provided by the CCGG, *viz.* -

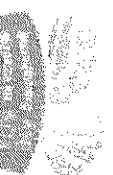
1. Executive Committee;
2. Governance Committee; and
3. Nomination and Remunerations Committee;

(2ND COMMITTEE)

Audit and Risk Management Committee

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

² GCG Memorandum Circular No. 2014-03 (4th Issue)



The Audit and Risk Management Committee shall be a combination of the two remaining mandatory committees under the CCGG, and shall function accordingly pursuant to the same, thus -

1. Audit Committee; and
2. Risk Management Committee

WHEREAS, the Management also proposes the creation of a Technical Working Group (TWG) for each Board Committee, which shall be known as:

1. Technical Working Group-Executive and Governance Committee (TWG-EG)
2. Technical Working Group Audit and Risk Management Committee (TWG-ARM)

WHEREAS, the primary function of the TWG-EG and TWG-ARM will be to study and review all documents, attachments, and compliances on all the matters submitted before the specialized Board Committee meeting, and to submit their recommendations on such matters to be taken during the committee meetings;

WHEREAS, both TWGs shall be composed of, and headed, by the alternates of the PCA Board Member under their respective Committees;

WHEREAS, in addition to the Board alternate members composing the TWG-ARM, the PCA Deputy Administrator for the Administrative and Finance Branch and the head of the PCA-Internal Audit Department are likewise proposed to be included as members.

NOW, THEREFORE, BE IT RESOLVED THAT, the PCA Board APPROVE, as it hereby APPROVES the MERGING OF THE FIVE (5) MANDATORY COMMITTEES INTO: (1) EXECUTIVE AND GOVERNANCE COMMITTEE and (2) AUDIT AND RISK MANAGEMENT COMMITTEE.

RESOLVED FURTHER THAT, the PCA Board APPROVE, as it hereby APPROVES the CREATION of the TECHNICAL WORKING GROUP-EXECUTIVE AND GOVERNANCE COMMITTEE and TECHNICAL WORKING GROUP-AUDIT AND RISK MANAGEMENT COMMITTEE.

RESOLVED FINALLY THAT, the PCA DEPUTY ADMINISTRATOR FOR THE ADMINISTRATIVE AND FINANCE BRANCH and THE HEAD OF THE PCA-INTERNAL AUDIT DEPARTMENT are included as members in the TECHNICAL WORKING GROUP-AUDIT AND RISK MANAGEMENT COMMITTEE.

Done this 20th day of February 2023 in Dilliman, Quezon City via blended face-to-face conference and ZOOM video conference.

H.E. FERDINAND R. MARCOS, JR.

*Secretary, Department of Agriculture
Chairperson, PCA Board*

By:

DOMINGO F. PANGANIBAN

Senior Undersecretary, Department of Agriculture



BENJAMIN E. DIONNO
Secretary, Department of Finance
Vice Chairperson

By:


ASEC. GLENDA R. RUMOH
Alternate


AMENAH PANGANDAMAN
Secretary, Department of Budget and
Management, Member

RENATO U. SOLIDUM, JR.
Secretary, Dept. of Science and Technology
Member

By:


DR. REYNALDO V. EBORA
Alternate

ALFREDO E. PASCUAL
Secretary, Dept. of Trade and Industry
Member

By:


USEC. BLESILA A. LANTAYONA
Alternate


BERNIE F. CRUZ
Administrator and CEO, Philippine Coconut
Authority, Member


FLOR L. OLIVAR
Farmer Representative, Luzon Coconut
Farmer Sector, Member


FRANK ROY M. RIBO
Farmer Representative, Visayas Coconut
Farmer Sector, Member


PEPITO MACAPANGANGAN
Farmer Representative, Mindanao Coconut
Farmer Sector, Member