

# AMENDED MANUAL ON CORPORATE GOVERNANCE (August 2016)

## SECTION 5 – THE CORPORATE SECRETARY

### THE CORPORATE SECRETARY

The Corporate Secretary, who should be a Filipino citizen and a resident of the Philippines, is an officer of the corporation. He should —

- (i) Be responsible for the safekeeping and preservation of the integrity of the minutes of the meetings of the Board and its committees, as well as the other official records of the corporation;
- (ii) Be loyal to the mission, vision and objectives of the corporation;
- (iii) Work fairly and objectively with the Board, Management, stockholders and other stakeholders;
- (iv) Have appropriate administrative and interpersonal skills;
- (v) If he is not at the same time the corporation's legal counsel, be aware of the laws, rules and regulations necessary in the performance of his duties and responsibilities;
- (vi) Have a working knowledge of the operations of the corporation;
- (ii) Inform the members of the Board, in accordance with the by-laws, of the agenda of their meetings and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;
- (iii) Attend all Board meetings, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent him from doing so;
- (iv) Ensure that all Board procedures, rules and regulations are strictly followed by the members; and
- (v) If he is also the Compliance Officer; perform all the duties and responsibilities of the said officer as provided for in this Code.
- (vi) Issue certification every January 30<sup>th</sup> of the year on the attendance of directors in meetings of the board of directors, countersigned by the Chairman of the Board, in accordance with SEC Memorandum Circular No. 3, series of 2007.