

**SECRETARY'S CERTIFICATE**

This is to certify that during the 2nd Regular Board Meeting of the Philippine Postal Corporation held on February 12, 2015, the Board of Directors adopted the following resolution, to wit:

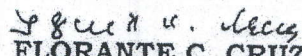
**Board Resolution No. 2015 - 23**

**"ADOPTING THE POLICIES AND PROCEDURES ON THE DEVELOPMENT OF THE AGENDA FOR THE MEETINGS OF THE BOARD OF DIRECTORS OF THE PHILIPPINE POSTAL CORPORATION."**

**RESOLVED**, as it hereby resolves to adopt the Policies and Procedures on the Development of the Agenda for the Meetings of the Board of Directors of the Philippine Postal Corporation as stated in the Memorandum of Director Renato R. Santico to the Chairman of the Board of Directors dated February 2, 2015, copy of which is hereto attached and made integral part hereof as Annex "A".

**RESOLVED FINALLY**, that a copy of this resolution be furnished the Postmaster General and the latter is hereby requested to initiate immediate and proper dissemination of the same for information and guidance of all concerned.

Issued this 24th day of February 2015 at Manila, Philippines.

  
**FLORANTE C. CRUZ**  
Corporate Secretary

cc: Office of the Postmaster General



February 2, 2015

**MEMORANDUM FOR:**

**THE CHARMAN  
BOARD OF DIRECTORS  
Thru: THE CORPORATE SECRETARY  
OFFICE**

**Subject: POLICY AND PROCEDURAL GUIDELINES IN DEVELOPING THE AGENDA FOR BOARD OF DIRECTORS  
SCHEDULED MEETINGS**

May I submit this memo for inclusion in the Agenda of the Board Meeting on Feb. 12, 2014 re: Policies and Procedures on the Development of the Agenda for Regularly Scheduled Board Meetings:

**Background/Rationale:**

Items included in the Agenda for Board of Directors meetings are basically a mix of regular matters such as items for Board notation or information, items reporting on operating, administrative, and financial accomplishments, matters arising from the minutes of a previous meeting, policy setting items, and approvals of contracts, memorandums of agreement, and other approvals that have major financial, administrative, and legal implications.

While items which are determinedly of no sensitive and serious administrative, financial, and legal implications and consequences can be cognitively discussed by the Board without information by way of documents provided the members well in advance of the scheduled Board meeting, the same cannot be said of sensitive items which have serious administrative, financial, and legal implications and consequences.

The members of the Board of Directors need time to study, evaluate, and consult with management officials concerned to be able to fully appreciate and have a complete analysis on the administrative, financial, and legal implications and consequences of sensitive matters such as subjects of proposed contracts, memorandums of agreement, new policies, and other items of the same genre- despite the submission of the required certifications from the Manager, Legal Department and/or the Chairman of the Bids and Awards Committee.

Thru consultative meetings with the proper management officials, all concerns regarding specific sensitive items can be threshed out, clarified, agreed upon, or, be the subject of disagreement between management and a member or members of the Board which could result in the permanent exclusion of the sensitive item from the Board Agenda or which could be the subject of Board consideration should the sensitive item be endorsed for Board consideration despite a polarization of views and positions between management on the one hand and a member or some members of the Board on the other.

Verily, this arrangement will promote complete understanding of issues involved in sensitive items and will therefore help avoid irrelevant, uninformed, and even unintelligible discussions but instead ensure cognitive and intelligent exchanges in the Board specially on items which are the subject of disagreement between management officials on the one hand and a member or some members of the Board on the other.

**Policies:**

1. The Corporate Secretary/Deputy Corporate Secretary shall review matters submitted for inclusion in the Agenda and classify these into **REGULAR** and **SENSITIVE**.



REGULAR ITEMS are those which are in the nature of reports on accomplishments, items for information or notation of the Board, items for approval which have no serious administrative, financial, and legal consequences, etc.

SENSITIVE ITEMS are those which have serious administrative, financial, and legal implications/consequences.

2. The Office of the Corporate Secretary shall furnish members of the Board with advance information by way of official documents pertaining to a SENSITIVE ITEM at least THREE (3) DAYS before the scheduled meeting where the SENSITIVE ITEM is calendared or to be calendared for consideration.

The Corporate Secretary shall include his comments/observations regarding a particular SENSITIVE ITEM attaching thereto existing laws, rules, regulations, Executive Orders, IRRs, legal opinion, Jurisprudence, Board Resolutions, and other official issuances as basis/bases for his comments/observations.


**Procedure:**

1. The Office of the Corporate Secretary/Deputy Corporate Secretary shall receive from the proper corporate Officials matters/items for inclusion in the Agenda of Board Meetings.
2. The Corporate Secretary/Deputy Corporate Secretary shall classify matters/items submitted into REGULAR and SENSITIVE items.
3. The Corporate Secretary/Deputy Corporate Secretary shall forward, as soon as possible, to the respective Offices of the Members of the Board of Directors their observations, comments, and recommendations pertaining to SENSITIVE ITEMS so forwarded pursuant to Policy No. 2, above.
4. The Corporate Secretary/Deputy Corporate Secretary SHALL NOT INCLUDE A SENSITIVE ITEM in the Agenda of a Board Meeting IF the THREE (3) DAY advance information to the members of the Board of Directors cannot be complied with.

Instead, the Corporate Secretary/Deputy Corporate Secretary shall calendar the SENSITIVE ITEM for the next scheduled regular board meeting and only after the THREE (3) DAY advance information to the members of the Board shall have been complied with.

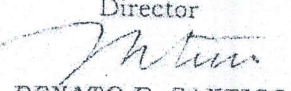
5. During the THREE (3) DAY review period members of the Board shall co-ordinate, consult with management officials for purposes of clarifying issues relevant to specific SENSITIVE ITEMS thus preparing them for a better appreciation of and ensuring cognitive and relevant discussion on the SENSITIVE ITEMS.

**Recommending approval.**

  
RONALDO S. TUAZON  
Director

  
FELIPE A. HIDALGO, JR.  
Director

JOEL L. OTARRA  
Director

  
RENATO R. SANTICO  
Director