



PEOPLE'S TELEVISION
PARA SA BAYAN

People's Television Network, Inc.
Broadcast Complex, Visayas Avenue, Diliman, Quezon City 1100
Telephone No. 455-1326/455-4386/www.ptv.ph

BOARD RESOLUTION NO. 2020-24

2020 BOARD COMMITTEE ELECTIONS

WHEREAS, on a Memorandum dated 06 February 2020, President Rodrigo "Roa" Duterte approved the appointment of **Ms. Katherine Chloe S. De Castro** as a member of the People's Television Network Inc. (PTNI) Governing Board;

WHEREAS, pursuant to a Memorandum issued by the Office of the President dated 06 February 2020, President Rodrigo "Roa" Duterte formally nominated **Ms. Katherine Chloe S. De Castro** to be the new Network General Manager;

WHEREAS, on a Board of Directors Meeting dated 22 April 2020, the Board heeds the call for an election of a Network General Manager and has also unanimously agreed to vacate all existing positions in both the committee and general post as stated in **Board Resolution No. 2019-002, 2019-007 & 2019-019**;

WHEREAS, pursuant to Section 16 of the Governance Commission for Government Owned and Controlled Corporations (GCG) Memorandum Circular No. 2012-07 or otherwise known as "*Code of Corporate Governance for GOCCs*" requiring the constitution of Board Committees, to wit:

Sec. 16.1 The Governing Boards of GOCCS shall therefore constitute the proper committees to assist them in *performing their duties and responsibilities, providing each of the committees with written terms of reference defining the duties, authorities and the composition of the committees constituted. The committees shall report to the entire Board as a collegial body and the minutes of their meetings shall be circulated to all members of the Board. The existence of the committees shall not excuse the Board of Directors/Trustees of its collective responsibility for all matters that are within the primary responsibility and accountability of the Board.*

WHEREAS, on 13 May 2020, the Governing Boards has selected among themselves the Chairperson and Vice-Chairperson to oversee the mandatory and created committees for specific purposes to tailor with the needs of the Network.

WHEREFORE, RESOLVED, AS IT HEREBY RESOLVED, that the PTNI Board of Directors hereby approves the designation and composition of the Mandated and Created Committees for specific purposes to cater the need of the Network, to wit:

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Committees	Chairperson	Vice-Chairperson
Nomination and Remuneration/ Compensation Committee	Director Ben-Hur B. Baniqued	Director Maria Fe P. Aliño
Audit Committee	Director Julio O. Castillo, Jr.	Director Maria Fe P. Aliño
Risk and Management Committee	Director Julio O. Castillo, Jr.	Director Ben-Hur B. Baniqued
Executive Committee (Policy Development Committee)	Director Maria Fe P. Aliño	Director Katherine Chloe S. De Castro
Programming and Content Development Committee	Director Katherine Chloe S. De Castro	Director Julieta C. Lacza
Revenue Generating Committee	Director Katherine Chloe S. De Castro	Director Maria Fe P. Aliño
Human Resource Committee	Director Ben-Hur B. Baniqued	Director Katherine Chloe S. De Castro
Legislative Agenda Committee	Director Maria Fe P. Aliño	Director Katherine Chloe S. De Castro
Governance Committee	Director Maria Fe P. Aliño	Director Ben-Hur B. Baniqued
Crisis Management Committee	Director Katherine Chloe S. De Castro	Director Julieta C. Lacza
Labor Management Committee	Director Ben-Hur B. Baniqued	Director Maria Fe P. Aliño

RESOLVED FURTHER, that the PTNI Board of Directors hereby approves the specific functions of each created committees attached hereto and made an integral part hereof as *Annex "A"*

RESOLVED FINALLY, that copies of this Board Resolution be furnished the various units and divisions in the Network and other concerned agencies, in order that they will be guided on the approval and authority herein extended.

This resolution shall be in full force and effect until the same has been amended, modified, repealed, or revoked by a subsequent board resolution.

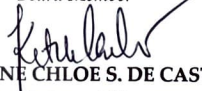
APPROVED AND ADOPTED during the Regular Meeting of the Board of Directors held on 13 May 2020 in Quezon City.

**PEOPLE'S TELEVISION NETWORK, INC.
BOARD OF DIRECTORS**


JULIETA C. LACZA
Board Member


JULIO O. CASTILLO JR.
Board Member


BEN-HUR B. BANIQUED
Vice-Chairperson


KATHERINE CHLOE S. DE CASTRO
Network General Manager


MARIA F. P. ALIÑO
Chairperson

REPUBLIC OF THE PHILIPPINES)

QUEZON CITY

ACKNOWLEDGMENT

SUBSCRIBED AND SWORN TO before me this 12th JUN 2020 at

12th JUN 2020
QUEZON CITY

affiants exhibiting to me competent proofs of their identity:

Name	Government-issued Identification	Date/Place of Issuance
JULIETA C. LACZA	PASSPORT P3516264A	DFA/ Valid Until 28 June 2022
JULIO O. CASTILLO, JR.	PASSPORT P1799070B	DFA/ Valid Until 29 May 2029
MARIA FE P. ALIÑO	L02-71-004693	LTO/ Valid Until 17 April 2023
BEN-HUR B. BANIQUED	N01-91-119071	LTO/Valid Until 03 Nov 2023
KATHERINE CHLOE S. DE CASTRO	N02-00-430094	LTO/Valid Until 18 Oct 2023

known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free and voluntary act and deed

12th JUN 2020 QUEZON CITY

WITNESS MY HAND AND SEAL, this _____ at _____, Philippines.

Doc. No. 147;
Page No. 30
Book No. XIX
Series of 2020.

ATTY. JAY F. BORRAMEO
Notary Public
For and in Quezon City
IBP No. 116056 / 01-18-2020 / IBP, Quezon City
PTR No. 9269383 / 02-2020 / Quezon City
Roll No. 49649 / TIN-166-545-287
Adm Matter No. NP-003 (2019-2020)
MCLE Compliance No. VII-0002196 / 02-26-2020
Valid Until 04-14-2025
Add. : Police Clearance Sec., QCPD
Q.C. Hall, Quezon City

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PEOPLE'S TELEVISION
PARA SA BAYAN

BOARD OF DIRECTORS COMMITTEE CY 2020

Annex A

1. **Nomination and Remuneration/ Compensation Committee** – Mandated under GCG MC No. 2012-07

The Nomination and Remunerations Committee shall consist of at least three (3) members of the Board. The Committee shall be responsible for the following:

- (a) Installing and maintaining 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;
- (b) Reviewing and evaluating the qualifications of all persons nominated to positions in the GOCC which require appointment by the Board;
- (c) Recommending to the GCG nominees for the shortlist in line with the GOCC's and its subsidiaries' Board composition and succession plan; and
- (d) Developing recommendations to the GCG for updating the CPCS and ensuring that consistent with the GOCC'S culture, strategy, control environment, as well as pertinent laws, rules and regulations.

2. **Audit Committee** – Mandated under GCG MC No. 2012-07

The Audit Committee shall consist of at least three (3) Directors, whose Chairman should have audit, accounting or finance background.

The Committee shall be responsible for the following:

- (a) Overseeing, monitoring and evaluating the adequacy and effectiveness of the GOCC'S internal control system, engage and provide oversight of the GOCC'S internal and external auditors. and coordinate with the Commission on Audit (COA);
- (b) 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;
- (c) 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;

(d) Ensuring that internal auditors have free and full access to all the GOCC'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

(e) Developing a transparent financial management system that will ensure the integrity of internal control activities throughout the GOCC through a procedures and policies handbook that will be used by the entire organization.

3. Risk and Management Committee - Mandated under GCG MC No. 2012-07

The Risk Management Committee shall consist of at least three (3) members, with at least one member having a background in finance and investments.

The Risk Management Committee shall be responsible for the following:

(a) Performing oversight risk management functions specifically in the areas of managing credit, market, liquidity, operational, legal, reputational and other risks of the GOCC, and crisis management, which shall include receiving from Senior Management periodic information on risk exposures and risk management activities:

(b) Developing the Risk Management Policy of the GOCC, ensuring compliance with the same and ensuring that the risk management process and compliance are embedded throughout the operations of the GOCC, especially at the Board and Management level: and

(c) Providing quarterly reporting and updating the Board on key risk management issues as well as ad hoc reporting and evaluation on investment proposals

4. Executive Committee (Policy Development Committee) - Mandated under GCG MC No. 2012-07

Depending on the size of the Governing Board, it may constitute an Executive Committee composed of not less than three (3) members of the Board, with the Chairman of the Board being the Committee Chairman.

The Executive Committee, in accordance with the authority granted by the Board, or during the absence of the Board, shall act by a vote of at least two-thirds (2/3) of its members on such specific matters within the competence of the Board as may from time to time be delegated to the Executive Committee in accordance with the GOCC'S Charter or By-Laws, except with respect to

(a) Approval of any action for which shareholders' approval is also required;

(b) Filling of vacancies on the Board or in the Executive Committee;

(c) Amendment or repeal of By-Laws or the adoption of new By-Laws;

(d) Amendment or repeal of any resolution of the Board which by its express terms cannot be amended or subject to repeal;

(e) Distribution of cash dividends; and

(f) Exercise of powers delegated by the Board exclusively to other committees.

5. Governance Committee - Mandated under GCG MC No. 2012-07

The Governance Committee shall assist the Board of Directors in fulfilling its corporate governance responsibilities.

The Committee shall be composed of at least three (3) members of Board, and chaired by the Chairman of the Board. The Committee shall be responsible for the following:

(a) Overseeing the periodic performance evaluation of the Board and its committees and Management; and also conducting an annual self-evaluation of their performance;

(b) 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 (e.g., competence, candor, attendance, preparedness and participation). Internal guidelines shall be adopted that address the competing time commitments that are faced when directors serve on multiple boards;

(c) Recommending to the Board regarding the continuing education of Directors, assignment to Board Committees, succession plan for the Executive Officers, and their remuneration commensurate with corporate and individual performance; and

(d) Recommending the manner by which the Board's performance may be evaluated and proposing an objective performance criteria to be approved by the Board. Such performance indicators shall address how the Board will enhance long-term shareholder value.

6. Programming and Content Development Committee - The Committee shall be responsible for the following:

(a) Issuing guidelines on programming standards and protocols to be practiced by the Network;

(b) Monitoring the general programming of the Network from the proper scheduling of programs to the quality and content of materials to be produced and aired.

(c) Suggesting programs for production and development.

7. Revenue Generating Committee - The Committee shall be responsible for the following:

(a) Approving the partnerships of the Network such as authorizing the Network General Manager to enter into an agreement with an organization or government account;

- (b) Formulating policies that the Network should adhere to in finalizing projects or initiatives to generate or earn income
8. **Human Resource Committee** - The Committee shall be responsible for the following:
- (a) Overseer of personnel movements
 - (b) Provides guidance to the Human Resource Division of the Network on decision makings involving the Network employees and personnel.
 - (c) In charge in overseeing the creation of the Table of Organization of the Network.
9. **Crisis Management Committee** - The Committee shall be responsible for the following:
- (a) Acting on and addressing man-made or natural calamities whereby the Network and its stakeholders is affected;
 - (b) Setting policies on how the Network will handle all calamities with the end in view of protecting the Network's assets and properties and the health, safety and welfare of its employees and their families
10. **Labor Management Committee** - The Committee shall be responsible for the following:
- (a) Setting the parameters in negotiations and discussions with the PTNI Employees Association;
 - (b) Dealing with any and all matters pertaining to the concerns of the PTNI Employees' Association.

