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## **TIEZA Code of Corporate Governance**

**WHEREAS**, pursuant to the State's declared policy of treating Government-Owned-or-Controlled-Corporations (GOCCs) as significant tools for economic development, and the statutory-mandated obligation of the State to ensure that the governance of GOCCs is carried out in a transparent, responsible and accountable manner and with the utmost degree of professionalism and effectiveness, under the governing boards which are competent to carry out their functions, fully accountable to the State as its fiduciaries and always acting for the best interests of the State, the **Tourism Infrastructure and Enterprise Zone Authority (TIEZA)**, a government instrumentality with corporate powers, in the exercise of its mandate under Republic Act No. 9593, otherwise known as the Tourism Act of 2009, approved the **TIEZA Code of Corporate Governance** ("Code") at Traders Hotel, City of Manila held on 31 January 2013 for its formal submission to the Governance Commission for GOCCs (GCG) and to the President of the Philippines for His Excellency's approval of what would constitute as an organic document for TIEZA;

**NOW, THEREFORE**, the Authority hereby formally promulgates and implements the Code as follows:

### **I.**

#### **DEFINITION OF TERMS**

**SECTION 1. Definition of Terms.** – For purposes of this Code, the following terms shall have the following meanings:

"Act" refers to Republic Act No. 10149, and officially named the "GOCC Governance Act of 2011."

"Appointive Directors" refer to all members of its Board of Directors who are not *ex officio* members thereof, and are also called representative directors in Republic Act No. 9593 or "The Tourism Act of 2009".<sup>1</sup>

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<sup>1</sup> Sec. 56 (g), Republic Act No. 9593



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"*Authority*" refers to the Tourism Infrastructure and Enterprise Zone Authority.

"*Board Officers*" refer to Officers whose primary task is to serve the Board or to pursue the immediate functions of the Board, such as the Chairman, Vice-Chairman and the Corporate Secretary.

"*Board of Directors*" or "*Board*" or "*Governing Board*" refers to the collegial body that exercises the corporate powers, conducts all business and controls or holds all properties of the TIEZA.

"*Charter*" refers to Republic Act No. 9593 or the "Tourism Act of 2009", a formal act of Congress creating the Tourism Infrastructure and Enterprise Zone Authority.

"*Charter Statement*" refers to a statement of the TIEZA's vision, mission and core values.

"*Chief Operating Officer*" ("*COO*") refers to the highest ranking corporate officer who heads Management as provided for in the Charter.<sup>2</sup>

"*Code*" refers to this instrument or the TIEZA Code of Corporate Governance.

"*Confidential Information*" refers to all non-public information entrusted to or obtained by a member of the Board or Officer by reason of his/her position as such with the Authority. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Authority or its customers/stakeholders if disclosed, such as: (1) non-public information about the Authority's financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers, acquisitions, divestitures, stock splits and similar transactions; (2) non-public information concerning possible transactions or ventures with other companies, or information about suppliers, joint venture partners, or any information that the Authority is under obligation to keep

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<sup>2</sup> Sec. 66, Republic Act No. 9593





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confidential; and (3) non-public information about internal discussions, deliberations and decisions, between and among Directors and Officers.

"*Director*" refers to any member of the Board of Directors of TIEZA.

"*Ex Officio Board Member*" (*Ex Officio Director*) refers to any individual who sits or acts as a member of the Board of Directors by virtue of one's title to another office, and without further warrant or appointment.<sup>3</sup>

"*Executive Officer*" ("*Officer*") refers to the COO or whoever is the highest-ranking officer in the TIEZA, and such other corporate officer of the GOCC as expressly provided for in its Charter.

"*Extraordinary Diligence*" refers to the measure of care and diligence that must be exercised by Directors and Officers in discharging their functions, in conducting the business and dealing with the properties and monies of the Authority, which is deemed met when Directors and Officers act using the utmost diligence of a very cautious person taking into serious consideration all the prevailing circumstances and Material Facts, giving due regard to the legitimate interests of all affected Stakeholders.<sup>4</sup>

"*Fit and Proper Rule*" refers to a set of standards for determining whether a member of the Board of Directors or the COO is qualified to hold a position in the Authority which shall include, but not be limited to, standards on integrity, experience, education, training and competence' as such standards are set forth under GCG Memorandum Circular No. 2012-05."<sup>5</sup>

"*Government Agency*" refers to any of the various units of the Government of the Republic of the Philippines, including a department, bureau, office, instrumentality or GOCC, or a local government or a distinct unit therein."<sup>6</sup>

"*Government-Owned or -Controlled Corporation*" ("*GOCC*") refers to any agency organized as a stock or non-stock corporation, vested with functions relating to public needs, whether governmental or proprietary in nature and owned by the Government of the Republic of the Philippines, directly or through

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<sup>3</sup> Sec. 65 (a-f), Republic Act No. 9593

<sup>4</sup> Sec. 19, 21, Republic Act No. 10149

<sup>5</sup> Sec. 3(j), Republic Act No. 10149

<sup>6</sup> Sec. 3(k), Republic Act No. 10149





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its instrumentalities, either wholly or, where applicable, as in the case of stock corporations, to the extent of at least a majority of its outstanding capital stock. The term includes Government Instrumentalities with Corporate Powers ("GCP"), Government Corporate Entities ("GCE") and Government Financial Institutions ("GFI"). The term also includes a Subsidiary of a GOCC.<sup>7</sup>

"*Management*" refers to the body given the authority to implement the policies determined by the Board in directing the course and business activities of the GOCC.<sup>8</sup>

"*Material Information*" ("*Material Fact*") refers to information which a reasonable investor, stakeholder or Supervising Agency would consider important in determining whether: (1) to buy, sell, hold or otherwise transact with the securities issued by a GOCC; or (2) to the exercise with reasonable prudence voting rights related to securities held with such GOCC, or relating to corporate acts, contracts and transactions which would adversely affect the operations of the GOCC.<sup>9</sup>

"*Officers*" refer to both Board Officers and Executive Officers.<sup>10</sup>

"*Per Diems*" refer to the compensation granted to members of Board of Directors for actual attendance in meetings.<sup>11</sup>

"*Performance Evaluation System*" ("*PES*") refers to the process of appraising the accomplishments of GOCCS in a given fiscal year based on set performance criteria, targets and weights.<sup>12</sup>

"*Performance Scorecard*" refers to a governance and management tool forming part of the performance evaluation system which consists of a set of measures, targets and initiatives that facilitate the achievement of breakthrough results and performance through the effective and efficient monitoring and coordination of the strategic objectives of the GOCC.<sup>13</sup>

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<sup>7</sup> Sec. 3(o), Republic Act No. 10149

<sup>8</sup> Adopted from Art. 1(d), SEC Revised Code of Corporate Governance (SEC Memorandum Circular 06, s. 2009)

<sup>9</sup> Adopted from SRC Rule 3, Implementing Rules and Regulations to the Securities Regulation Code

<sup>10</sup> Sec. 3(q), Republic Act No. 10149

<sup>11</sup> Sec. 3(s), Republic Act No. 6713

<sup>12</sup> Sec. 3(t), Republic Act No. 10149

<sup>13</sup> Sec. 3(u), Republic Act No. 10149



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"*Public Officials*" or "*Public Officers*" refer to elective and appointive officials and employees, whether permanent or temporary, whether in the career or non-career service, whether or not they receive compensation, regardless of amount," who are in the National Government, and all other instrumentalities, agencies or branches of the Republic of the Philippines, including government-owned-or-controlled corporations, and their subsidiaries.<sup>14</sup>

"*Stakeholder*" refers to any individual or entity for whose benefit the GOCC has been constituted, or whose life, occupation, business or wellbeing is directly affected, whether favorably or adversely, by the regular transactions, operations, or pursuit of the business or social enterprise for which the GOCC has been instituted and which would include a member, or other investor in the GOCC, management, employees, supply creditors, or the community in which the GOCC operates.

"*Strategy Map*" refers to an integrated set of strategic choices or objectives drawn by the governing body, the successful execution of which results in the achievement of the GOCC's vision in relation to its mission or purpose for having been created.<sup>15</sup>

"*Supervising Agency*" refers to a Government Agency to which a GOCC is attached to for purposes of policy and program coordination and for general supervision."<sup>16</sup>

**SEC. 2.** *Singular Term include the Plural.* – Unless otherwise indicated in this Code, any reference to a singular, shall apply as well to the plural, and vice versa.

**SEC. 3.** *Coverage.* – This Code shall be observed by TIEZA and all its attached entities and subdivisions covered by the Charter.

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<sup>14</sup> Sec. 3(b), Republic Act No. 10149

<sup>15</sup> Sec. 3(y), Republic Act No. 10149

<sup>16</sup> Adopted from Sec. 42, Chapter 9, Book IV, Revised Administrative Code of 1987 (E.O. 292)



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**II.**

**ROLE OF TIEZA in NATIONAL DEVELOPMENT**

**SEC. 4.** *The TIEZA as an Economic Tool for the State's Development.* – The State recognizes the potential of tourism as an indispensable element of the national economy, and as a means to promote growth by ensuring that the operations of the TIEZA are consistent with national development policies and programs.<sup>17</sup>

The Authority is, therefore, mandated to ensure that:

- (a) Its operations are rationalized and properly monitored in order that its assets and resources are used efficiently and government exposure to all forms of liabilities and subsidies is warranted and incurred through prudent means;<sup>18</sup>
- (b) Its governance is carried out in a transparent, responsible and accountable manner and with utmost degree of professionalism and effectiveness; and<sup>19</sup>
- (c) The TIEZA Board of Directors are competent to carry out their functions, fully accountable to the State as its fiduciary, and always acting in the best interest of the State and its Stakeholders.<sup>20</sup>

**III.**

**BOARD OF DIRECTORS**

**SEC. 5.** *Board of Directors Vested with Corporate Powers.* – Having been vested directly by law with the legal capacity and authority to exercise all corporate powers, conduct all the business, and to hold all the properties of the Authority, the Board of Directors is primarily responsible for the governance of the agency. Consequently, it is the Board and not the Management that is primarily accountable to the State for the operations and performance of the Authority.

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<sup>17</sup> Adopted from Sec. 2, Republic Act No. 9593

<sup>18</sup> Sec. 2(b), Republic Act No. 10149

<sup>19</sup> Sec. 2(c), Republic Act No. 10149

<sup>20</sup> Sec. 2(e), Republic Act No. 10149





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**SEC. 6. Board Duty to Properly Select and Provide Independent Check on Management.** — Concomitant with the power to elect the Chief Operating Officer (COO) from among their ranks and to appoint other Officers of the Authority, it is the duty of the Board of Directors to ensure that they elect and/or employ only Officers who are fit and proper to hold such offices with due regard to their qualifications, competence, experience and integrity. The Board is therefore obliged to provide an independent check on the Management.<sup>21</sup>

**SEC. 7. Mandate and Responsibility for Authority's Performance.** — Although the day-to-day management of the affairs of the Authority is with the Management, the Board is, however, responsible for providing policy directions, monitoring and overseeing the Management's actions, as articulated in the Charter, and other relevant legislation, rules and regulations. These mandated functions and responsibilities include the following:<sup>22</sup>

- (a) Provide the corporate leadership of the Authority subject to the rule of law, and the objectives set by the National Government through the GCG and other supervising agencies;
- (b) Establish the Authority's vision and mission, strategic objectives, policies and procedures, as well as defining the Authority's values and standards through:
  - Charter Statements;
  - Strategy Maps; and
  - Other control mechanism mandated by best business practices;
- (c) Determine important policies that bear on the character of the Authority to foster its long-term success, ensure its long-term success, ensure its long-term viability and strength, and secure its sustained competitiveness;
- (d) Determine the organizational structure of the Authority, defining the duties and responsibilities of the Officers and employees and adopting a compensation and benefit scheme that is consistent with the GOCC Compensation and Position Classification System (CPCS) developed by GCG and formally approved by the President of the Philippines;

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<sup>21</sup> Adopted from Sec. II(2)(a), SEC Code of Corporate Governance, Memorandum Circular No. 2, s. 2002

<sup>22</sup> Sec. 7, GCG Memorandum Circular 2012-07



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- (e) Ensure that personnel selection and promotion shall be on the basis of merit and fitness and that all personnel action shall be in pursuit of the applicable laws, rules and regulations;
- (f) Provide sound written policies and strategic guidelines on the Authority's operating budget and major capital expenditures, and prepare the annual and supplemental budgets of the TIEZA;
- (g) Comply with all reportorial requirements, as required in the Charter, as well as applicable laws, rules and regulations;
- (h) Formally adopt and conduct annually the mandated Performance Evaluation System (PES) and the Performance Scorecard and timely and accurately report the results to the GCG; and
- (i) Ensure the fair and equitable treatment of all Stakeholders and enhancing the TIEZA's relations with its Stakeholders.

**SEC. 8. *Specific Functions of the Board.*** — In addition to those specified in the Charter, the Board shall perform the following functions:<sup>23</sup>

- (a) Meet regularly, ideally at least once every month, to properly discharge its responsibilities, with independent views expressed during such meetings being given due consideration, and that all such meetings shall be properly documented or minuted;
- (b) Determine the Authority's purpose and value, as well as adopt strategies and policies, including risk management policies and programs, in order to ensure that the Authority survives and thrives despite financial crises and that its assets and reputation are adequately protected;
- (c) Monitor and evaluate on a regular basis the implementation of corporate strategies and policies, business plans and operating budgets, as well as Management's over-all performance to ensure optimum results;
- (d) Adopt a competitive selection and promotion process, a professional development program, as well as a succession plan to ensure that the Officers

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<sup>23</sup> Sec. 8, GCG Memorandum Circular 2012-07



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of the Authority have the necessary motivation, integrity, competence and professionalism;

- (e) Monitor and manage potential conflicts of interest of Directors, Management, and shareholders, including misuse of corporate assets and abuse in related party transactions;
- (f) Implement a system of internal checks and balances, which may be applied in the first instance to the Board; and ensure that such systems are reviewed and updated on a regular basis;
- (g) Ensure the integrity of the Authority's accounting and financial reporting systems, including independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards;
- (h) Identify and monitor, and provide appropriate technology and systems for the identification and monitoring of key risks and performance areas;
- (i) Adopt, implement and oversee the process of disclosure and communications;
- (j) Constitute an Audit Committee and such other specialized committees as may be necessary, or required by applicable regulations, to assist the Board in discharging its functions; and
- (k) Conduct and maintain the affairs of the TIEZA within the scope of its authority, as prescribed in its Charter and applicable laws, rules and regulations.

**SEC. 9. *Composition of the Board of Directors.*** — The composition of the TIEZA's Board of Directors shall be as provided for in the Charter.<sup>24</sup>

**SEC. 10. *Multiple Board Seats.*** — The capacity of the appointive directors to serve with diligence shall not be compromised. As such, no appointive director may hold more than two (2) other Board seats in other GOCCs, subsidiaries and/or affiliates.<sup>25</sup>

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<sup>24</sup> Sec. 65, Republic Act No. 9593

<sup>25</sup> Sec. 11, GCG Memorandum Circular 2012-07





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**SEC. 11. *Ex Officio Alternates.*** — *Ex Officio* Directors may designate their respective alternates, who ideally should be the officials next-in-rank to them, and whose acts shall be considered the acts of their principals.<sup>26</sup>

**SEC. 12. *Appointment of Appointive Directors.*** — The five (5) representative directors under the Charter shall be appointed by the President of the Philippines, from a shortlist prepared by the GCG. Pursuant to the Charter, the Tourism Congress shall recommend to the GCG at least three (3) nominees per group as enumerated in the Charter. The selection and recommendation of prospective representative directors shall be pursued in line with the criteria provided for in the Charter and the GCG rules.

**SEC. 13. *Fit and Proper.*** — All members of the Board, the COO and other Officers of the Authority, shall be qualified by the Fit and Proper Rule adopted by the GCG in consultation and coordination with the relevant government agencies to which the Authority is attached, and approved by the President, and shall include by reference the qualifications expressly provided for in the Charter.<sup>27</sup>

**SEC. 14. *Term of Office of Appointive Directors.*** — Pursuant to Section 17 of the Act, any provision in the Charter to the contrary notwithstanding, the term of office of each Appointive Director shall be for one (1) year, unless sooner removed for cause; Provided, however, that each Appointive Director shall continue to hold office until the successor is appointed and qualified.

Appointment to any vacancy shall only be for the unexpired term of the predecessor. The appointment of a Director to fill such vacancy shall be in accordance with the manner provided for regular appointment of Appointive Directors.<sup>28</sup>

**SEC. 15. *Board Officers.*** — The Board Officers of TIEZA are the Chairman of the Board (who is the highest ranking of the Board Officers), the Vice-Chairman, the Corporate Secretary, and the Compliance Officer, who must all be Filipino citizens.

15.1. ***Chairman of the Board.*** — The Chairman of the Board shall be the Secretary of the Department of Tourism. He shall, when present, preside at all meetings of the Board.

The Chairman's responsibilities shall include:

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<sup>26</sup> Sec. 14, Republic Act No. 10149

<sup>27</sup> Sec. 16, Republic Act No. 10149

<sup>28</sup> Sec. 17, Republic Act No. 10149



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- (a) Calling meetings to enable the Board to perform its duties and responsibilities;
- (b) Approving meeting agenda in consultation with the COO and the Corporate Secretary;
- (c) Exercising control over quality, quantity and timeliness of the flow of information between the Management and the Board; and
- (d) Assisting in ensuring compliance with the Authority's guidelines on corporate governance.

The responsibilities set out above may pertain only to the Chairman's role in respect to the Board proceedings, and shall not be taken as a comprehensive list of all the duties and responsibilities of a Chairman.

15.2. *Vice-Chairman.* — In the absence of the Chairman of the Board, the Vice-Chairman, or the TIEZA COO, shall preside at the meetings of the Board.

15.3. *Corporate Secretary.* — The Corporate Secretary need not be a member of the Governing Board. Ideally, the Corporate Secretary must possess organizational and interpersonal skills, and the legal skills of a Chief Legal Officer. The Corporate Secretary shall have the following functions:

- (a) Serve as an adviser to the Board Members on their responsibilities and obligations;
- (b) Keep the minutes of meetings of the Board, the Executive Committee, and all other committees in a book or books kept for that purpose, and furnish copies thereof to the Chairman, the COO and other members of the Board as appropriate;
- (c) Keep in safe custody the seal of the Authority and affix it to any instrument requiring the same;
- (d) Attend to the giving and serving of notices of Board and shareholder meetings, if possible;





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- (e) Be fully informed and be part of the scheduling process of other activities of the Board;
  - (f) Receive instructions from the Chairman on the preparation of an annual schedule, the calling of Board meetings, the preparation of regular agenda for meetings, and notifying the Board of such agenda at every meeting;
  - (g) Oversee the adequate flow of information to the Board prior to meetings; and
  - (h) Ensure fulfillment of disclosure requirements to regulatory bodies.
- 15.4 *Compliance Officer.* — The Board shall appoint a Compliance Officer who shall report directly to the Chairman. In the absence of such office or appointment, the Corporate Secretary, who is preferably a lawyer, shall act as Compliance Officer.<sup>29</sup> The Compliance Officer shall perform the following duties:<sup>30</sup>
- (a) Monitor compliance by the Authority of the requirements under the Act, this Code, the rules and regulations of the appropriate Government Agencies and, if any violations are found, report the matter to the Board and recommend the imposition of appropriate disciplinary action on the responsible parties and the adoption of measures to prevent a repetition of the violation;
  - (b) Appear before the GCG when summoned in relation to compliance with this Code or other compliance issues; and
  - (c) Issue a certification every 30 May of the year on the extent of the TIEZA'S compliance with the government corporate standards governing GOCCs for the period beginning 01 July of the immediately preceding calendar year and, if there are any deviations, explain the reason for such deviation.

<sup>29</sup> Adopted from Art. 3(F)(m), SEC Revised Code of Corporate Governance (SEC Memorandum Circular No. 6, s. 2009)

<sup>30</sup> Adopted from Art. 3(M), SEC Revised Code of Corporate Governance (SEC Memorandum Circular No. 6, s. 2009)





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The appointment of a Compliance Officer shall not relieve the Governing Board of its primary responsibility vis-a-vis the State, acting through the GCG, to ensure that the GOCC has complied with all its reportorial, monitoring and compliance obligations.

**SEC. 16. Board Committees.** — Board Committees and other such oversight bodies may be created to enable the members of the Board of Directors to efficiently manage their time and ensure the proper understanding and resolution of all issues affecting the Authority and the proper handling of all other concerns, and allows the Board to effectively utilize the expertise of its Directors.

16.1 The Board of Directors 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 of its collective responsibility for all matters that are within the primary responsibility and accountability of the Board.

16.2 As a minimum, the Board shall be supported by the following specialized Committees:

1.1.1. *Executive Committee*<sup>31</sup> - The Board of Directors 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 Charter, except with respect to:

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

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

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<sup>31</sup> Sec. 16.2.1, GCG Memorandum Circular No. 2012-07



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

1.1.2. *Audit Committee*<sup>32</sup> - 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 Authority's internal control system, engage and provide oversight of the Authority'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 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 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; and
- (e) Developing a transparent financial management system that will ensure the integrity of internal control activities throughout the Authority through a procedures and policies handbook that will be used by the entire agency.

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<sup>32</sup> Sec. 16.2.2, GCG Memorandum Circular No. 2012-07



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1.1.3. *Governance Committee*<sup>33</sup> - 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 the Board, and chaired by the Chairman of the Board. The Committee shall be responsible for the following:

- (a) Overseeing the periodic performance evaluating 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 objective performance criteria to be approved by the Board. Such performance indicators shall address how the Board will enhance long-term shareholder value.

1.1.4. *Nomination and Remunerations Committee*<sup>34</sup> - The Nomination and Remunerations Committee shall consist of at least three (3) members of the Board. The Committee shall be responsible for the following:

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<sup>33</sup> Sec. 16.2.3, GCG Memorandum Circular No. 2012-07

<sup>34</sup> Sec. 16.2.4, GCG Memorandum Circular No. 2012-07





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- (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 Authority which require appointment by the Board;
- (c) Recommending to the GCG nominees for the shortlist in line with the Authority's and its subsidiaries' Board composition and succession plan; and
- (d) Developing recommendations the CPCS and ensuring that the same continues to be consistent with the Authority's culture, strategy, control, environment, as well as the pertinent laws, rules and regulations.

1.1.5. *Risk Management Committee*<sup>35</sup> - 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 agency, 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 Authority ensuring compliance with the same and ensure that the risk management process and compliance are embedded throughout the operations of the Authority, especially at the Board and Management level; and

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<sup>35</sup> Sec. 16.2.5, GCG Memorandum Circular No. 2012-07



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

16.3 *Combining the Mandatory Committees.* – Nothing herein shall preclude the Board of Directors from formally combining the functions of the committees into such combinations that will best serve the interest of the Authority.

**SEC. 17. Annual Performance Evaluation.** – The performance of the members of the Board shall be evaluated based on the criteria set forth under GCG Memorandum Circular No. 2014-03 and subsequent amendments thereto, if any. The results of the performance evaluation shall serve as bases for the GCG in determining the Board members' eligibility for reappointment.

#### IV.

#### MANAGEMENT

**SEC. 18. Role of Management.** – The Management of the Authority ensures that all the activities are designed effectively; the production of each individual worker will contribute to the attainment of the organizational goals.

Management shall strive to encourage individual activity that will lead to reaching organizational goals and to discourage individual activity that will hinder the accomplishment of the organization objectives.

**SEC. 19. Management Primarily Accountable to the Board.** – Management is primarily accountable to the Board for the operations of the Authority. As part of its accountability, Management shall provide all members of the Board with a balanced and understandable account of the Authority's performance, position and prospects on a monthly basis. This responsibility shall extend to interim and other price sensitive public reports and reports to regulators.

**SEC. 20. Chief Operating Officer (COO).** – The COO, or the highest-ranking Executive Officer provided for in the Charter, shall be elected annually by the members





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of the Board from among its ranks.<sup>36</sup> The COO shall be subject to the disciplinary powers of the Board and may be removed by the Board for cause.

In addition to those stated in Section 23 of Presidential Decree No. 564 on the powers of the former General Manager of the PTA, which are adopted under R.A. 9593, and the duties imposed upon him by the Board, the Chief Operating Officer shall also:

- (a) Exercise general supervision and authority over the regular course of business, affairs, and property of the GOCC, and over its employees and officers;
- (b) See to it that all orders and resolutions of the Board are carried into effect;
- (c) Submit to the Board as soon as possible after the close of each fiscal year a complete report of the operations of the GOCC for the preceding year, and the state of its affairs;
- (d) Report to the Board from time to time all matters which the interest of the GOCC may require to be brought to its notice; and
- (e) Perform such other duties and responsibilities as the Board may impose upon him.

**SEC. 21. Other Executive Officers.** – Subject to the provisions of the Charter, the Board may also appoint other Executive Officers.

**SEC. 22. Power of the Governing Board to Discipline/Remove Officers.** – Subject to existing civil service laws, rules and regulations, and in ensuring compliance with the requirements of due process, the Board shall have the authority to discipline, or remove from office, the COO, or any other officer, upon a majority vote of the members of the Board who actually took part in the investigation and deliberation.<sup>37</sup>

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<sup>36</sup> Sec. 18, Republic Act No. 10149

<sup>37</sup> Sec. 22, Republic Act No. 10149





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**V.**

**DUTIES AND OBLIGATIONS OF DIRECTORS AND OFFICERS**

**SEC. 23. *Fiduciaries of the State.*** – Directors and Officers are fiduciaries of the State in that: (a) they have the legal obligation and duty to always act in the best interest of the Authority, with utmost good faith in all dealings with the properties, interests and monies of the Authority;<sup>38</sup> and (b) they are constituted as trustees in relation to the properties, interests and monies of the Authority.<sup>39</sup>

**SEC. 24. *Directors and Officers as Public Officials.*** – Directors and Officers are also Public Officials as defined by, and are therefore covered by the provisions of the "Code of Conduct and Ethical Standards for Public Officials and Employees," with its declared policies: (a) to promote a high standard of ethics in public service; and (b) Public Officials and employees shall at all times be accountable to the people and shall discharge their duties with utmost responsibility, integrity, competence, and loyalty, act with patriotism and justice, lead modest lives, and uphold public interest over personal interest.<sup>40</sup>

**SEC. 25. *Respect and Obedience to the Constitution and the Law.*** – As Public Officials, a Director or Officer shall respect and obey the Constitution, and shall comply, and cause the Authority to faithfully and timely comply, with all legal provisions, rules and regulations, and corporate governance standards, applicable to them and to the Authority, and to act within the bounds of the Charter.

**SEC. 26. *Duty of Diligence.*** – The fiduciary duty of diligence of Directors and Officers to always act in the best interest of the Authority, with utmost good faith in all its dealings with the property and monies of the Authority, includes the obligation to:

- (a) Exercise extraordinary diligence, skill and utmost good faith in the conduct of the business and in dealing with the properties of the Authority, using the utmost diligence of a very cautious person with due regard to all the circumstances;<sup>41</sup>

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<sup>38</sup> Sec. 19, Republic Act No. 10149

<sup>39</sup> Sec. 20, Republic Act No. 10149

<sup>40</sup> Sec. 2, Republic Act No. 6713

<sup>41</sup> Sec. 19(b), 21, Republic Act No. 10149



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- (b) Apply sound business principles to ensure the financial soundness of the Authority;<sup>42</sup> and
- (c) Elect and/or employ only Officers who are fit and proper to hold such office with due regard to the qualifications, competence, experience and integrity.<sup>43</sup>

Every Director or Officer, by the act of accepting such position in the Authority, affirms and agrees: (1) to have a working knowledge of the statutory and regulatory requirements affecting the Authority, including the contents of its Charter, the requirements of the GCG, and where applicable, the requirements of other Supervising Agencies; and (2) to always keep himself informed of industry developments and business trends in order to safeguard the Authority's interests and preserve its competitiveness.

**SEC. 27. Duty of Loyalty.** - The fiduciary duty of loyalty of Directors and Officers to always act in the best interest of the Authority, with utmost good faith in all its dealings with the property and monies of the Authority, includes the obligation to:

- (a) Act with utmost and undivided loyalty to the Authority;<sup>44</sup>
- (b) Avoid conflicts of interest and declare any interest they may have in any particular matter before the Board;<sup>45</sup> and
- (c) Avoid (1) taking for themselves opportunities related to the Authority's business; (2) using the Authority's property, information or position for personal gain; or (3) competing with the Authority's business opportunities.

27.1. *Avoid Conflict of Interest.* - Directors and Officers shall at all times avoid any actual or potential conflict of interest with the Authority. Each shall also avoid any conduct, or situation, which could reasonably be construed as creating an appearance of a conflict of interest. Any question about a Director's or Officer's actual or potential conflict of interest with the Authority shall be brought promptly to the attention of the Chairman of the Board, who will review the question and determine an appropriate course of action.

<sup>42</sup> Sec. 19(d), Republic Act No. 10149

<sup>43</sup> Sec. 19(e), Republic Act No. 10149

<sup>44</sup> Sec. 19(a), Republic Act No. 10149

<sup>45</sup> Sec. 19(c), Republic Act No. 10149





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- 27.2. *Trustee Relation to the Authority's Properties, Interests and Monies.* – Except for the *per diem* received for actual attendance in board meetings and the reimbursement for actual and reasonable expenses and incentives as authorized by the GCG, any and all realized and unrealized profits and/or benefits including, but not limited to, the share in the profits, incentives of Directors or Officers in excess of that authorized by the GCG, stock options, dividends and other similar offers or grants from corporations where the Authority is a stockholder or investor, and any benefit from the performance of Directors or Officers acting for and in behalf of the Authority in dealing with its properties, investments in other corporations, management of Subsidiaries and other interest, are to be held in trust by such Director or Officer for the exclusive benefit of the Authority<sup>46</sup>
- 27.3. *Taking of Corporate Opportunities.* - Where a Director or an Officer, by reason of his being a member of the Board or an Officer of the Authority, acquires or receives for himself/herself a benefit or profit of whatever kind or nature, including but not limited to, the acquisition of shares in corporations where the Authority has an interest, the use the properties of the Authority for his/her own benefit, the receipt of commission(s) on contract(s) with the Authority or its assets, or the taking advantage of corporate opportunities of the same, all such profits or benefits shall be subject to restitution pursuant to Section 24 of the Act, without prejudice to any administrative, civil or criminal action against members of the such Director or Officer. The remedy of restitution shall apply notwithstanding the fact that such Director or Officer risked his/her own funds in the venture.<sup>47</sup>
- 27.4. *Restitution.* - Pursuant to Section 24 of the Act, upon the determination and report of the Commission on Audit (COA) pursuant to a Notice of Disallowance which has become final and executory, that properties or monies belonging to the Authority are in the possession of a Director or Officer without authority, or that profits are earned by the Director or Officer in violation of his/her fiduciary duty, or the aggregate per diems, allowances and incentives received in a particular year are in excess of the limits provided under the Act, the Director or Officer receiving such properties or monies shall immediately return the same to the Authority.<sup>48</sup>

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<sup>46</sup> Sec. 20, Republic Act No. 10149

<sup>47</sup> Sec. 19, Republic Act No. 10149

<sup>48</sup> Sec. 24, Republic Act No. 10149





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**SEC. 28. *Limits to Compensation, Per Diems, Allowances and Incentives.*** – Pursuant to Section 23 of the Act:

- (a) The Charter, to the contrary notwithstanding, the compensation, per diems, allowances and incentives of the Appointive Directors shall be determined by the GCG, using as a reference, among others, Executive Order No. 24, dated February 10, 2011;
- (b) Directors shall not be entitled to retirement benefits acting as such directors; and

**SEC. 29. *No Gift Policy.*** – A Director or Officer shall not solicit, nor accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan or anything of monetary value ("Gift") from any person where such Gift:

- (a) Would be illegal or in violation of law;
- (b) Is part of an attempt or agreement to do anything in return;
- (c) Has a value beyond what is normal and customary in the Authority's business;
- (d) Is being made to influence the member of Board's, or Officer's, actions as such; or
- (e) Could create the appearance of a conflict of interest.

The Board of Directors shall formally adopt a "No Gift Policy" within the Authority and ensure its full advertisement to the community and its strict implementation by particular set of rules.

**SEC. 30. *Duty of Confidentiality.*** - Pursuant to their duties of diligence and loyalty, a member of the Board or an Officer shall not use or divulge confidential or classified information officially made known to them by reason of their office and not made available to the public, either: (1) to further their private interests, or give undue advantage to anyone; or (2) which may prejudice the public interest.





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**SEC. 31. *Formal Charter of Expectations.*** – This shall contain the set of expectations set forth for all existing and future Board of Directors. Each Board Director shall sign and be committed to the Charter of Expectations (**Annex A**).

**VI.**

**OBLIGATIONS OF THE TIEZA TO DIRECTORS AND OFFICERS**

**SEC. 32. *Providing for Staff Support to Directors.*** – The Authority shall provide the members of its Board of Directors with reasonable support staff and office facilities to allow them to properly discharge their duties and responsibilities.

**SEC. 33. *Obtaining of Directors and Officers Liability Insurance (DOLI).*** – The Authority shall obtain a "Directors and Officers Liability Insurance" (DOLI) coverage for itself and the members of the Board of Directors and Officers against contingent claims and liabilities that may arise from, as well as the expenses that may be incurred in prosecuting, the actions that may be filed against the Authority arising from the actions of the Board and/or Management that may cause loss or damage to third parties.

Nothing in this section shall be construed as to authorize the reimbursement or the incurring of costs, such as the payment of premiums on DOLI coverage, by the Authority on the litigation expenses incurred and the judgment liability decreed against a Director or Officer for breach of any of his fiduciary duties or for fraud committed in the performance of his or her duties to the Authority and/or its stakeholders.

**VII.**

**CSR AND RELATIONS WITH STAKEHOLDERS**

**SEC. 34. *Duty to Be Responsive to Stakeholders.*** – Every Director and Officer accepts the position fully aware that he assumes certain responsibilities not only to the Authority but also with different constituencies or stakeholders, who have the right to expect that the Authority is being run in a prudent manner and with due regard to the interests of all Stakeholders.<sup>49</sup> Consequently, members of the Board and Officers shall

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<sup>49</sup> Sec. II(2)(a), SEC Code of Corporate Governance, SEC Memorandum Circular No. 2, s. 2002





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deal fairly with the Authority's employees, customers, suppliers and other Stakeholders. No member of the Board or Officer may take unfair advantage of the Authority's employees, customers, suppliers and other Stakeholders through manipulation, concealment, abuse of confidential or privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

**SEC. 35. CSR Principles.** - As an integral part of the National Government, the Authority is mandated to be socially responsible, to act and operate as good corporate citizens. The governing Board shall recognize and perform the obligations the Authority has towards the National Government, together with the employees, supplier, customers and other Stakeholders, and the communities in which it operates.

The Directors, Officers and all its employees are required to abide by ethical policies as mandated by the GCG. The protection of the reputation and goodwill of the Authority is of fundamental importance, and Directors, Officers and employees should be aware of the disciplinary implications of breaches of policy.

The Authority shall have an environment that enables its people to raise genuine and legitimate concerns internally. Every Member of the Authority is encouraged to promptly report any potentially illegal, improper and/or unethical conduct that they become aware of at their workplace or in connection with their work. In the event, however, that the people in TIEZA themselves believe that their reporting to management may result in harassment or undue distress, they may contact the GCG for support to report such matters.

**SEC. 36. Formal Recognition of the Stakeholders.** - The Authority recognizes the rights of Stakeholders established by law or through mutual agreements and encourage active cooperation between the Authority and its Stakeholders in accomplishing the mandate and ensuring the sustainability of the operations of the Corporation. The Authority formally recognizes the following stakeholders in the tourism industry in which it is mandated to cater under its Charter:

- (a) Local and foreign tourists;
- (b) Investors;
- (c) Partner government agencies and other external agencies, such as the Department of Tourism, Local Government Units, and the National Government;







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- (d) Entities or persons with official dealings with the Authority, as supplier or other legitimate capacities; and
- (e) Internal stakeholders, *i.e.*, the Board of Directors, Officers, and Employees.

**SEC. 37. *Relations with Stakeholders.*** The Authority shall establish policies to promote strong relationship, and protect the rights of its Stakeholders. It shall encourage active cooperation with its stakeholders, bearing in mind that the Authority is their partner in aiming for and attaining the continuing growth in the tourism industry. No member of the Board, Officer or Employee shall take unfair advantage of the Authority's stakeholders through manipulation, concealment, abuse of confidential or privileged information, misrepresentation of material facts, or any other unfair dealing practices.

**SEC. 38. *Employees.*** – Every employee in the Authority is encouraged to –

- (a) Remember that the biggest stakeholder is the Government;
- (b) Share the vision of the agency;
- (c) Be accountable to the public;
- (d) Listen and learn from his/her co-employees;
- (e) Think and act as a team;
- (f) Focus on the customers and strive for customer satisfaction;
- (g) Respect others;
- (h) Communicate with stockholders and customers;
- (i) Deliver results and celebrate success; and
- (j) Protect the reputation of the agency.

The Authority shall conduct employee development discussions and structured training programs for continuing personal and professional development for employees.





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**SEC. 39. Customers.** – The Authority shall operate a highly effective and efficient organization, focused on meeting customer objectives with the aim of providing services which give fair value and consistent quality, reliability and safety in return for the price paid for the same. It shall operate policies of continuous improvement, of both processes and the skills of the staff, to take best advantage of advances in all aspect of society in order to ensure that it continues to add value to its customers' businesses.

**SEC. 40. Suppliers.** – The Authority shall aim to develop relationships and improve networking with business partners and suppliers based on mutual trust. GOCCS should aim to offer, through partnership with its suppliers, the best combination of state-of-the art technology and world-class service, strong customer relations and deep industry knowledge and experience, together with the capacity to implement and deliver value-added solutions on time and within budget.

**SEC. 41. Health and Safety.** – The Authority shall aim to ensure a safe and healthy working environment for all its employees, outside contractors and visitors. The Authority should comply with all relevant local legislation or regulations, and best practice guidelines recommended by national health and safety authorities. The staff should be informed regarding the policies and practices of the Authority in order to maintain a healthy, safe and enjoyable environment.

**SEC. 40. Environment.** – It shall be the goal of the Authority to minimize harmful effects and consider the development and implementation of environmental standards to achieve this to be of great importance. As such, the Authority shall strongly encourage 3 R's: "Reduce", "Reuse", and "Recycle".

In the course of the operations, the Authority shall identify opportunities to reduce consumption of energy, water and other natural resources. It shall also strive to re-use and recycle where possible and dispose of non-recyclable items responsibly, thereby minimizing our impact on the environment.

## VIII.

### **DISCLOSURE AND TRANSPARENCY REQUIREMENTS**

**SEC. 41. Transparency.** – To uphold the essence of corporate governance, it shall be imperative for the Board of Directors and the Management to disclose all material





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information to the National Government and the public, its ultimate stakeholder, in a timely and accurate manner at all times.

**SEC. 42. *Disclosure on the Authority's Financial Situation, Performance and Governance.*** - Subject to GCG issuances, the Authority shall disclose information on the following matters:

- (a) Financial and operating results;
- (b) Remuneration policy for the Board and key executives;
- (c) Information about Board Directors, including their selection process;
- (d) Issues regarding employees; and
- (e) Governance structures and policies and the process by which they are implemented.

The Board of Directors shall issue a Statement confirming the truthfulness and fairness of the Authority's financial statements. **(Annex B)**

**SEC. 43. *Website.*** – In accordance with Section 25 of the Act, it shall be mandatory for the TIEZA to maintain a website and post therein for unrestricted access:

- (a) Institutional Matters;
- (b) Information on the Board of Directors and Officers;
- (c) Financial and Operational Matters;
- (d) Governance Matters; and
- (e) Such other information or report that the GCG may require.

**SEC. 44 *TIEZA as an Active Participant in the Integrated Corporate Reporting System.*** – The Authority, acting through its Board and Management, shall ensure that it becomes an active and responsible member and contributor to the Integrated Corporate







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Reporting System (ICRS), which shall be developed by the National Government, through the GCG.

**SEC. 45. *Mandatory Reports.*** – The Authority shall regularly submit, as may be required by the GCG and other Government Agencies, the following:

- (a) Performance Scorecards;
- (b) Implementation of the audit recommendations of COA; and
- (c) Compliance with commitments on servicing loans to, and borrowings guaranteed by, the National Government.

**SEC. 46. *Other Reportorial Requirements.*** – The Authority shall also submit to the GCG periodically in electronic form to the GCG the following:

- (a) Common Form financial statements based on annual audited financial statements within thirty (30) days from receipt of the report;
- (b) Cash and investment balances;
- (c) Capital expenditure program;
- (d) Statement of Financial Operations;
- (g) Acquisition or disposition of assets;
- (h) Off Balance Sheet transactions; and
- (i) Reports for the annual corporate budget call such as, but not limited to, the following:
  - (1) Physical and Financial Performance reports (the immediately preceding three (3) years); and
  - (2) Sources and Uses of Funds (the immediately preceding three (3) years) and the proposal for the coming year.





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**IX.**

**HIGHEST STANDARDS PRINCIPLE**

**SEC. 47.** Public service being a public trust, nothing in this Code shall be construed as:

- 47.1. *Corporate Government Standards:* Relieving or excusing the Authority, its Directors and Officers, from complying with more rigorous standards of corporate governance as those required by regulatory agencies having jurisdiction over their business enterprises or the industry in which they operate.
- 47.2. *Reportorial Requirements:* A waiver of the separate reportorial requirements mandated by the regulatory agencies that have jurisdiction over the TIEZA and its business operations.
- 47.3. *Administrative and Criminal Liabilities:* A waiver of the administrative or criminal liabilities imposed by existing laws, rules and regulations, such as the Anti-Graft and Corrupt Practices Act, and the Code of Conduct and Ethical Standards for Public Officials and Employees for Government Officials, for offenses or breach of ethical standards committed by Directors, Officers and employees of GOCCs.

**X.**

**PENALTIES FOR NON- COMPLIANCE**

**SEC. 48.** *Fines and Other Consequences for Violations and Liabilities.* – To ensure faithful compliance with this Code, the following penalties shall be imposed, with due regard to the principles of due process, on members of the Board, officers, and employees who may be found liable for violation hereof:

- (a) The penalty of reprimand shall be meted out against the offender for the first infraction;





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- (b) The penalty of suspension from office shall be imposed upon the offender for the second infraction. The duration of such suspension, which shall be determined by the Board, shall be for a period depending on the nature and extent of damage caused. And for suspension exceeding the period of thirty (30) days, the offender shall not be entitled to any emoluments;
- (c) For the third and recurring infractions, the Board shall recommend to the GCG, the imposition of the penalty upon the offender, of removal from office.

**SEC. 49.** *Subject to Other Consequences Provided Under Existing Laws.* – The above identified consequences for violations and liabilities shall, however, be without prejudice to the fine and/or penalties imposable under existing laws, rules and regulations including but not limited those provided under:

- (a) Section 24 on Restitution under R.A. 10149 (GOCC Governance Act of 2011);
- (b) Section 11 on Penalties under R.A. 6713 (Code of Conduct and Ethical Standards for Public Officials and Employees);
- (c) Section 3 on Corrupt Practices of Public Officers and Section 9 on Penalties for Violations Under R.A. No. 3019 (Anti-Graft and Corrupt Practices Act); and
- (d) Other rules and regulations that may be prescribed under relevant laws, the GCG or TIEZA.

**XI.**

**MISCELLANEOUS PROVISIONS**

**SEC. 50.** *Suppletory Application.* – The GCG Code of Corporate Governance, as well as other relevant GCG Memorandum Circulars, shall have suppletory application to this Code.

**SEC. 51.** *Amendments.* – This Code may be amended by the Authority, through the issuance of a memorandum circular duly published and approved by the GCG and a copy formally submitted to the UP Law Center.







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**SEC. 52. Effectivity.** – This Code shall be effective fifteen (15) days after it is published in the Authority's website and from the date a formal copy is received by the UP Law Center.

**ADOPTED** this 31<sup>st</sup> day of January, 2013.

**RAMON R. JIMENEZ JR.**  
Chairman of the Board And  
Tourism Secretary

**Hon. MARK T. LAPID**  
Vice-Chairman/COO TIEZA

**Hon. ROGELIO SINGSON**  
DPWH Secretary

**Hon. LUWALHATI ANTONINO**  
Member, Mindanao Development  
Authority

**Hon. ANALIZA R. TEH**  
Member, DENR Alternate  
Representative

**Hon. AUSTERE PANADERO**  
Member, DILG Representative

**Hon. LUCAS M. NUNAG**  
Director, Accommodation and  
Enterprises Sector

**Hon. CARLOS HONORIO ESTEPA Jr.**  
Director, Tourism Estate Development  
And Management Sector

**Hon. VIVIAN D. OTAZA**  
Director, Travel and Tours  
Sector





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**ANNEX A**

**CHARTER OF EXPECTATIONS**

As a member of the Board of Directors of the Tourism Infrastructure and Enterprise Zone Authority, I recognize the important responsibility that I am undertaking. I acknowledge that my role as a Board Director includes:

(a) *Conducting fair business transactions with the Authority and ensuring that personal interest does not compromise Board decisions.* The basic principle to be observed is that a Board Director shall not use his/her position to make profit or to acquire benefit or advantage for himself/herself or his/her related interests. He/she should avoid situations that may compromise his/her impartiality. If an actual or potential conflict of interest arises on the part of Board Director or Senior Executives, it must be fully disclosed and the concerned director should not participate in decision-making. A Board Director who has continuing conflict of interest of a material nature should consider resigning.

(b) *Developing time and attention necessary to properly discharge duties and responsibilities.* A Board Director should devote sufficient time to familiarize himself/herself with the business of the Authority and should be constantly aware of the Authority's condition and be knowledgeable enough to contribute meaningfully to the Board's work. He/she should attend and actively participate in Board meetings, request and review meeting materials, ask questions, and request explanation.

(c) *Acting judiciously.* Before deciding on any matter brought before the Board, a Board Director should thoroughly evaluate the issues, ask questions and seek clarifications when necessary.

(d) *Exercising independent judgment.* A Board Director should view each problem/situation and state his/her position on the said matter. He/she should not be afraid to take a position even though it might be unpopular. Corollary, he/she should support plans and ideas that he/she thinks are beneficial to the Authority.

(e) *Gaining a working knowledge of the statutory and regulatory requirements affecting the Authority, including the contents of its Charter (Presidential Decree*





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564 as amended by Republic Act 9593) and applicable laws, rules and regulations.  
- A Board Director should also keep himself/herself informed of industry developments and business trends in order to safeguard the Authority's interests.

(f) *Observing confidentiality.* A Board Director should observe the confidentiality of non-public information acquired by reason of his/her position as director. He/she should not disclose any information to any other person without the authority of the Board; and

(g) *Ensuring the presence and adequacy of internal control mechanisms and good governance.* The minimum internal control mechanisms for the Board's oversight responsibility include, but shall not be limited to:

(i) Ensuring the presence of organizational and procedural controls, supported by an effective management information system and risk management report system;

(ii) Reviewing conflict-of-interest situation and providing appropriate remedial measures for the same;

(iii) Reviewing proposed key executive appointments;

(iv) Ensuring the selection, appointment and retention of qualified and competent management; and

(v) Reviewing the Authority's personnel and human resources policies, compensation plan and the managerial succession plan.

By signing this document, I am acknowledging the responsibilities, commitment and conduct expected of all Board Directors of the Tourism Infrastructure and Enterprise Zone Authority. Furthermore, I am recognizing that the commitments in this document may be used as part of evaluation of my service as a Board Director.

\_\_\_\_\_  
Board Director's Signature

\_\_\_\_\_  
Date







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**ANNEX B**

**STATEMENT OF BOARD'S RESPONSIBILITY FOR FINANCIAL STATEMENTS**

The Board of Directors of the Tourism Infrastructure and Enterprise Zone Authority is responsible for ensuring the integrity of the Authority's accounting and financial reporting systems, including independent audit. Any information and representations contained in the financial statements are reviewed and approved by the Board. The financial statements have been prepared according to high quality internationally recognized standards as maybe appropriate.

In this regard, the Board takes all measures to attain highest quality accounting and auditing standards. In addition, it ensures the presence and adequacy of internal control mechanisms to ascertain presentation of financial statements that are free from material misstatement.

