



Republic of the Philippines
Department of Agriculture
SUGAR REGULATORY ADMINISTRATION
Sugar Center Bldg., North Ave., Diliman, Quezon City
Philippines 1101
TIN 000-784-336

THE SUGAR REGULATORY ADMINISTRATION (SRA) MANUAL OF CORPORATE GOVERNANCE

The Sugar Regulatory Administration's Manual of Corporate Governance (SRA-MCG, for brevity) is based on the provisions of *Republic Act (RA) No. 10149, "Governance Commission for Government-Owned and/or Controlled Corporation (GCG)"* and *GCG Memorandum Circular No. 2012-07, "Code of Corporate Governance for GOCCs."*

The Manual lays down set of ethical standards, and provides clear-cut policies, rules and procedures that will be observed, followed and implemented by the governing boards, executive officers and employees of SRA. Ethical standards, policies, rules and procedures embodied in this Manual will ensure that SRA's corporate governance in the conduct of its operational affairs, programs and activities are carried out in a transparent, responsible and accountable manner with utmost degree of competency, professionalism, efficiency and effectiveness.

A. DEFINITION OF TERMS AND COVERAGE

Section 1. Definition of Terms. Unless the context otherwise indicates, the following terms shall mean:¹

1. **Act** - refers to Republic Act No. 10149, and officially named the "GOCC Governance Act of 2011."
2. **Appointive Directors** refer to:
 - a. In the case of Chartered GOCCs such as SRA, all members of its Board of Directors/Trustees who are not ex officio members thereof;
 - b. In the case of Subsidiaries and Affiliates, members of its Board of Directors/Trustees whom the GOCC nominates, or is entitled to nominate, to the extent of its percentage shareholdings in such Subsidiary or Affiliate.
3. **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.
4. **Board of Directors/Trustees, 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 a GOCC whether it is formally referred to as the "Board of Directors" or "Board of Trustees" or some other term in its Charter, Articles of Incorporation or By-laws. In the case of SRA, it refers to the Sugar Board.
5. **Charter**- refers to the formal act of Congress creating a Chartered GOCC and defining its franchise. In the case of SRA, it refers to E.O. No. 18, series of 1986.
6. **Charter Statement**- refers to a statement of the SRA'S vision, mission, and core values.
7. **Chief Executive Officer**- refers to the highest ranking corporate executive who heads Management, who could be named as the President or the General Manager, Chairman or the Administrator of a GOCC. In the case of SRA, it refers to the Administrator.
8. **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 GOCC. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the GOCC or its customers/stakeholders if disclosed, such as:
(1) non-public information about the GOCC's financial condition, prospects or plans, its

¹ Section 1, Definition of Terms, GCG Memorandum Circular no. 2012-07, Code of Corporate Governance for GOCCs



