

MINUTES OF THE 16TH BOARD OF DIRECTORS' MEETING

Held on 1 September 2016, 2:00-4:00 PM at the
DOT Penthouse, The New DOT Building,
351 Senator Gil Puyat Avenue, Bel Air, Makati City

PRESENT:

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| 1. Benito C. Bengzon, Jr. | - Alternate Chairperson |
| 2. Maria Lourdes F. Japson | - DOT Assistant Secretary |
| 3. Atty. Guillier B. Asido | - Ex-Officio Member |
| 4. Felicitas A. Reyes | - Ex-Officio Member |
| 5. Cherrie M. Santos | - Ex-Officio Representative |
| 6. Pamela D. Pascual | - Member |
| 7. Edwin Vincent V. Ortiz | - Member |
| 8. Margarita F. Munsayac | - Member |

OTHERS PRESENT:

1. Domingo Ramon C. Enerio III - COO and Vice Chair
2. Venancio C. Manuel III, *Corporate Secretary*, TPB
3. Mermalyn Hannah C. Abalos, *Legal Consultant*, TPB
4. Joselito V. Gregorio, *Finance Department*, TPB
5. Dominique Tablizo, *DTI-BOI*
6. Aissa Hermoso, *DTI-BOI*
7. Susana J. Del Mundo, *Domestic Department*, TPB
8. Michelle Alcantara, *Domestic Department*, TPB
9. Joseph Kerr T. Villar, *Office of the COO*, TPB
10. Rona Jean N. Olaivar, *Office of the COO*, TPB
11. Miguel Clemente, *Office of the COO*, TPB
12. Luzviminda R. Bucsit, *Legal*, TPB
13. Kristine Heizelle Aclan, *Legal*, TPB
14. Trixia D. Medina, *OCBS*, TPB

I. CALL TO ORDER

The Alternate Chair, Usec. Benito C. Bengzon, Jr. called the meeting to Order at 2:00 P.M.

II. INVOCATION

III. CERTIFICATION OF QUORUM

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Corporate Secretary, Atty. Venancio C. Manuel III, certified the existence of a quorum for the transaction of business and briefly discussed the role and functions of the duly designated alternate ex officio members pursuant to the guidelines issued by Governance Commission for Government Owned-and-Controlled Corporation (GCG). He likewise acknowledged the presence of the Board Members and Mr. Domingo Ramon C. Enerio as resource person. Alternate Chair Bengzon also acknowledged the presence of DOT Assistant Secretary Maria Lourdes Japson.

IV. APPROVAL OF THE AGENDA

The Corporate Secretary, upon the request of the Alternate Chair Bengzon presented to the Board the following Agenda:

- I. Call to Order
- II. Invocation
- III. Determination of Quorum
- IV Approval of the Agenda
- V. Reading and Approval of the Minutes of the 15th Board Meeting held on 28 June 2016
- VIII. For the Board's Action
 - A). Resignation and Retirement of Mr. Domingo Ramon C. Enerio III
 - B). Appointment of Officer-in-Charge
1. VII. Other Matters
 - A). Update on the Philippine Travel Exchange
 - B). Update on Philippine Travel Mart
- IX. Next Meeting
- X. Adjournment

Thereafter, the Alternate Chair Bengzon inquired on the "Other Matters" to be tackled by the Board. The Corporate Secretary responded that the "other matters" would delve on updates to the upcoming PHITEX (Philippine Travel Exchange) and Philippine Travel Mart.

The Alternate Chair Bengzon requested the Corporate Secretary to explicitly include the PHITEX (Philippine Travel Exchange) and Philippine Travel Mart in the "Other Matters" of the Agenda.

Alternate Chair Bengzon then moved and asked the Board to approve the Board Agenda. On motion duly seconded by Dir. Munsayac, the Board approved:

"BOARD RESOLUTION NO. 108, Series of 2016

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RESOLVED, that the Agenda of the 16th TPB Board of Directors' Meeting held on 1 September 2016 be **APPROVED**."

V. READING AND APPROVAL OF THE MINUTES

At the outset, Atty. Manuehe remarked that to meeting, the Minutes of the 5th Meeting was already distributed the minutes prior to this meeting and with the indulgence of the Honorable Chairperson if we could defer the reading of the Minutes subject to the submission of comments within 3 days September 2, 2016 otherwise the Minutes will be deemed approved.

Alternate Chair Begzon then inquired as to the duration of the preparation and distribution of the Minutes and the Corporate Secretary replied that in practice, the Minutes is distributed at least three (3) days before the scheduled meeting.

Alternate Chair Bengzon suggested to the board the possibility of reviewing the time frame with respect to the circulation of the Minutes of the Meeting.

Assistant Secretary Felicitas Agoncillo-Reyes, Department of Trade and Industry (DTI)-Ex-Officio Member, supported the suggestion and added that would be easy for the Board to remember/ recall the discussions made during the meeting if the Minutes is circulated immediately after the Board meeting rather than after the lapse of several months. The Corporate Secretary remarked that the delay in the submission of Minutes was due to the termination of employment of the Agenda Minutes Officer, and the Office of the Corporate Board Secretary (OCBS) has to adjust their respective task to prepare the minutes. Alternate Chair Bengzon suggested that the Minutes be circulated to the Board within (2) weeks after the Board meeting.

COO Enerio remarked that there is a recommendation from the Corporate Secretary to defer the reading and approval of the minutes of the 14th Board Meeting to give you more time to review the minutes and to give your comments, three days to give your comments otherwise it shall be considered as approved by the Board.

Assistant Secretary Agoncillo-Reyes likewise observed that since no representative from DTI was present during the last meeting, it may not be necessary to submit the Minutes for their comments.

After discussion, the Board Minutes of the 15th Board Meeting held on 28 June 2016 subject to the submission of comments by the members of the Board within three (3) days, thus:

"BOARD RESOLUTION NO. 109, Series of 2016

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RESOLVED, that the Minutes of the 5TPB Board Meeting held on
28 June 2016 Meeting be, as it is hereby, **APPROVED**."

VI. RETIREMENT AND RESIGNATION OF MR. DOMINGO RAMON ENERIO
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The Corporate Secretary provided the Board a brief background on the resignation of Mr. Enerio and explained that pursuant to MC Circular 4 series of 2016, all presidential appointees were directed to tender their unqualified courtesy resignation to which Mr. Enerio complied on 22 August 2016. Likewise, on 24 August 2016, the Department Secretary issued a Memorandum acknowledging the resignation and retirement of Mr. Enerio as the COO and Vice Chairman of TPB.

Alternate Chair Bengzon together with the Members of the Board expressed their heartfelt gratitude for all the valuable contributions of Mr. Enerio for PCB, PCVC, DOT, and TPB for the last 36 years. Mr. Enerio returned the favor by giving thanks to the TPB most especially to the Board Members.

Afterwards, the Corporate Secretary raised an issue with regard to the reckoning period of the resignation and retirement by Mr. Enerio. It was emphasized that the date of resignation should be 24 August 2016 and not 24 July 2016. The Alternate Chair Bengzon acknowledged that 24 July 2016 is the date of acceptance and not the effectivity date. Thus, he manifested that DOT will issue a letter rectifying the date stated in the Memorandum to be circulated for the Board Member's reference and information.

Director Munsayac then clarified if the private sectors are still considered to be legitimate Members of the Board pursuant to the Memorandum Circular No. 4. Alternate Chair Bengzon sought the opinion of COO Guiller in his capacity as a lawyer to which, the latter replied by stating that despite submitting a courtesy resignation, the appointive officials are still bound to continue their functions and duties until the resignation has been signed and acted upon by the President or the Executive Secretary.

"BOARD RESOLUTION NO. 110, Series of 2016

NOW THEREFORE, RESOLVED AS IT HEREBY RESOLVED,
that the resignation and retirement of Mr. Domingo Ramon C. Enerio from
the government service be **ACCEPTED** and **APPROVED**."

VII. APPOINTEMENT OF OFFICER-IN-CHARGE

Following the acceptance and approval of the resignation and retirement of Mr. Domingo Ramon Enerio, the Board proceeded to discuss the importance of appointing an Officer-in-Charge of Tourism Promotions Board (TPB). The Corporate Secretary explained that by virtue of the resignation of Mr. Enerio, Secretary Teo issued a

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Memorandum confirming the vacancy of the position of the COO, thus, she assumes and acts as temporary/acting Officer-in-Charge/COO of the TPB as provided under GCG Memorandum Circular No. 2012-09. Further, the Board was likewise ordered to convene for the purpose of appointing an OIC until such time that the regular COO of the TPB has been elected.

The Corporate Secretary also stressed that concomitant with the power to elect, it is the duty of the governing Board 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.

Moreover, the primordial considerations in appointing an OIC are the upcoming events of TPB particularly the PHITEX and Philippine Travel Mart, which is slated on September 2016 which entails the signing and execution of contracts, among other operational requirements that needs to be acted upon by the COO. Thus, the Corporate Secretary recommended for the appointment/designation of an OIC and to authorize the OIC to act as Head Of Procuring Entity (HOPE).

Director Munsayac then asked if there is a timeline for the OIC as well as the election of the new COO. Alternate Chair Bengzon answered that the OIC will perform his/her duties until the next successor has been duly appointed and elected.

Director Pascual expressed that in so far as private sector is concerned, filling the vacuum would result into the breaking of the momentum of the marketing and promotions and the same will not go well with the investment of private stakeholders, which could affect the economy of the Philippines. Alternate Chair Bengzon noted the same.

The Members of the Board inquired as to who is the most senior officer of the TPB. At this juncture, Mr. Enerio informed the Board that the most senior personnel in the Tourism Promotions Board are the managers, namely: Joji Gregorio of Finance, Janet Canoy of Administrative Department, Leah Sy of MIS, Maricon Ebron of Marketing Promotions and Atty. Venancio Manuel III for Legal. However, the most senior among the managers are Joji Gregorio and Maricon Ebron for being appointed as OIC for Corporate Affairs and Marketing Promotions, respectively. In addition, he discussed that in terms of length of service, Ms. Ebron is most senior considering that she started working in TPB since 1977 while Mr. Gregorio only started in 1982. However, in terms of length of stay in TPB, Mr. Gregorio is more senior since he devoted his entire career within the bounds of TPB Office while Ms. Ebron stayed in Korea as Tourism Attaché.

Director Ortiz expressed the need to open the nomination and appoint an OIC so as not to hamper the operations of the TPB.

Director Munsayac then ask for clarification of the term "most senior" as stated in the Memorandum Circular so that the action of the Board will be within the legal bounds. She inquired whether it refers to the most senior officer or the most senior in service.

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The Corporate Secretary enlightened the Board by citing section 15.1 of GCG Memorandum Circular No. 2012-09 which provides that "in case of vacancy in the office of the COO, it is within the power of the Governing Board to appoint the **"next highest ranking executive or any other suitable Senior Officer"**-which in the case of TPB are the Deputy Chief Operating Officers and the Department Managers. He emphasized that the highest ranking executive to choose from would be between Mr. Gregorio and Ms. Ebron for having been designated as OIC for the DCOO positions. As such, it is substantially within the powers and discretion of the Board to appoint an OIC as long as it falls within the requirements of the highest ranking executive.

Considering the confidentiality of the discussion on the appointment of OIC, Dir. Munsayac requested for an executive session, to which, the Alternate Chair Bengzon granted. The Corporate Secretary asked the personnel present to leave the premises to give way to the executive session, which will be treated as confidential and privileged.

After discussion in the executive session, and taking into consideration of the Complete Staff Work, unanimously :

"BOARD RESOLUTION NO. 111, Series of 2016

NOW THEREFORE, RESOLVED AS IT HEREBY RESOLVED, to Designate and Appoint Mr. JOSELITO V. GREGORIO as the **Officer-in-Charge (OIC) of the Tourism Promotions Board **and** to act as the **Head of the Procuring Entity (HOPE)** until the Chief Operating Officer has been formally elected by the Board and has taken office in accordance with existing laws, rules, and regulations.**

RESOLVED FURTHER, that the OIC shall perform the duties and responsibilities of the Chief Operating Officer in accordance with existing laws, rules, and regulations; and shall not be considered part of the Governing Board, as he was never appointed by the President of the Republic of the Philippines under the authority of Republic Act 10149."

The Board then announced and congratulated Mr. Joselito Gregorio as the new OIC of TPB.

VIII. OTHER MATTERS

1. UPDATE ON PHITEX AND PHILIPPINE TRAVEL MART

The Corporate Secretary asked Ms. Susan Del Mundo, OIC of the Domestic Promotions Department to provide an update to the Board on the status of the upcoming PHITEX 2016 and Philippine Travel Mart event.

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After the presentation, Ms. Del Mundo invited the DOT Officials and Members of the Board to join and participate in the said events.

3. REGULAR MEETING OF THE BOARD AND CREATION OF COMMITTEE

Alternate Chair Bengzon likewise suggested to the Board the possibility of revisiting the date of the regular meeting of the Board. He suggested that if possible, the Board should convene more regularly than quarterly.

Mr. Enerio remarked that the Board initially wanted to hold meetings more often than quarterly but the schedules of the Board Members forbid them to do so.

Director Munsayac concurred that regular conduct of the Board meeting is more appreciated because the Board will be more updated with the status of the marketing activities of TPB for the rest of the year to adequately prepare the budget for 2017 Marketing Plan as well as TPB Corporate Operating Budget for 2017 and that the Board can monitor its implementation.

In connection therewith, the Board noted the different committees as mandated by the GCG. The Alternate Chair Bengzon then inquired if the Board needs to reconstitute the membership of the duly created Board Committees. The Corporate Secretary informed the Board that based on the resolutions approved and adopted by the Board, there were already several committees created by the Board.

Considering that said resolutions creating the said committees were not available during the meeting, Alternate Chair Bengzon directed the Corporate Secretary to circulate to the Members of the Board the composition of the said committees for the Board's information and consideration. From there, the Board will identify the members in the said committees and will determine in the next meeting if there is a need to reconstitute the membership in those committees.

Also, Director Munsayac requested for a schedule of Calendar of Events and Programs for the remaining months of 2016.

Director Pascual also asked the TPB management to prepare and submit the MICE Programs and Strategies in relation to TPB Marketing Plan for 2017.

IX. NEXT MEETING

The Board agreed to meet on **6 October 2016 (Thursday) at 2:00-4:00 pm** on the same venue.

X. ADJOURNMENT


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There being no other matters to be discussed, the meeting was
adjourned at 5:00 P.M.

Certified True and Correct:

ATTY. VENANCIO C.
MANUEL III
Corporate Secretary

Attested by:


USEC. BENITO C. BENGZON, JR.
Alternate Chairperson


ASEC. FELICITAS AGONCILLO-REYES
Alternate Ex-Officio Member

SEC. ARTHUR P. TUGADE
Ex-Officio Member

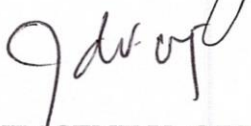

ATTY. GUILLER B. ASIDO
Ex-Officio Member

ATTY. MANUEL A.J. TEEHANKEE
Alternate Ex-Officio Member

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PAMELA D. PASCUAL
Member


MARGARITA F. MUNSAAYAC
Member


EDWIN VINCENT V. ORTIZ
Member


MARIA MARGARITA F. VILLARICA
Member

ISAGANI G. BUENAFLOR
Member