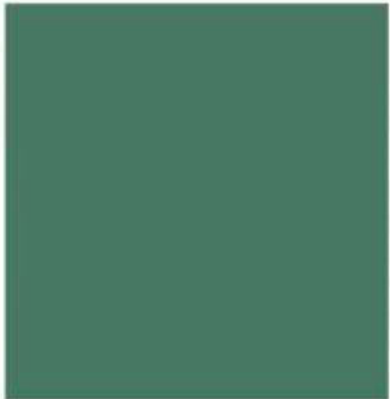


MINUTES OF THE REGULAR BOARD OF DIRECTORS' MEETING

31 January 2024 | via ZOOM Application



MINUTES OF THE TPB REGULAR BOARD OF DIRECTORS' MEETING

31 January 2024 / 1:30 – 4:30 p.m.

via Zoom Application

<u>ATTENDEES</u>	
TOURISM BOARD:	
<u>Present:</u>	
1. Atty. Shereen Gail C. Yu-Pamintuan	Alternate Chairperson of the Board of Directors and Undersecretary, Department of Tourism
2. Ms. Maria Margarita Montemayor Nograles	Vice-Chairperson of the Board of Directors and Chief Operating Officer, Tourism Promotions Board
3. Mr. Jetro Nicolas F. Lozada	Alternate Member of the Board of Directors and Assistant Chief Operating Officer, Tourism Infrastructure and Enterprise Zone Authority
4. Ms. Andrea Christina Q. Caymo-Kauhanen	Alternate Member of the Board of Directors and Director, Department of Foreign Affairs
5. Ms. Marievic M. Bonoan	Alternate Member of the Board of Directors and Director, Department of Trade and Industry
6. Atty. Enrique Antonio J. Esquivel III	Alternate Member of the Board of Directors and Assistant Secretary, Department of Transportation
7. Ms. Vanessa L. Suatengco	Appointive Director (Accommodation Enterprises) and Former General Manager, Diamond Hotel Philippines
8. Mr. Eduardo F. Pelaez	Appointive Director (Other Tourism Enterprises) and President, Mapawa Nature Park
<u>Absent:</u> N/A	

TPB KEY OFFICIALS:	
1. Atty. Venancio C. Manuel III	Deputy Chief Operating Officer for Corporate Affairs and Acting Head, Corporate Planning and Business Development Department
2. Mr. Jerson C. Tomoling	Acting Head, Internal Audit Office

3. Atty. Gregory A. Nuega, LL.M.	Acting Head, Legal Department
4. Atty. Charles Aames M. Bautista	Deputy Chief Operating Officer for Marketing and Promotions and Acting Head, Marketing Communications Department
5. Ms. Marivic M. Sevilla	Acting Head, International Promotions Department
6. Ms. Teresita D.L. Landan	Manager, Domestic Promotions Department and Acting Head, Management Information Systems Department
7. Mr. Arnold T. Gonzales	Manager, M.I.C.E. Department
8. Mr. Jomar D. Tagao	Acting Manager, Finance Department
9. Ms. Irene U. Francisco	Acting Chief, Budget Division

TPB OFFICE OF THE CORPORATE BOARD SECRETARY (SECRETARIAT):

10. Atty. Jemimah Nissi M. Tiambeng	Board Secretary V
11. Benjamin Jose G. Gutierrez	Board Secretary II
12. Precious Anne G. Terceño	Administrative Assistant
13. Lyka A. Bactong	Agenda/Minutes Officer

TPB PERSONNEL:

14. Melanie Joy Y. Chua	Executive Assistant IV, Office of the Chief Operating Officer
15. Raquel Ruth A. Tria-Joya	Supervising Convention Services Officer, MICE Department

1 **I. CALL TO ORDER**

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3 The Alternate Chairperson, Usec. Shereen Gail C. Yu-Pamintuan (Usec. Yu-
4 Pamintuan), called the meeting to order at 1:48 pm.

5
6
7 **II. INVOCATION**

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9 ACOO Jetro Nicolas F. Lozada (ACOO Lozada) led the opening prayer.

10
11
12 **III. DETERMINATION OF QUORUM**

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14 The Board Secretary V, Atty. Jemimah Nissi M. Tiambeng (Atty.
15 Tiambeng), certified the existence of a quorum for the purpose of transacting
16 business; and confirmed that the Notice of Meeting, Agenda, and other pertinent
17 board materials were timely sent to the Board.

18
19
20 **IV. APPROVAL OF THE AGENDA**

21
22 Atty. Tiambeng manifested the request of Dir. Eduardo F. Pelaez (Dir.
23 Pelaez) to include TPB's Sponsorship of the October 2024 UNIAPAC Conference
24 in Manila in Other Matters.

25
26 Upon the motion of Dir. Pelaez, which was duly seconded by Dir. Marievic
27 M. Bonoan (Dir. Bonoan) the Board approved the agenda, thus:

28
29 **BOARD RESOLUTION NO. 426**
30 **SERIES OF 2024**

31
32 **RESOLVED**, that the Board of Directors hereby duly **APPROVES**
33 the agenda of the 31 January 2024 Regular Meeting, to wit:
34

	<u>AGENDA</u>	BOARD'S ACTION
I	Call to Order	
II	Invocation	
III	Determination of Quorum	
IV	Approval of the Agenda	
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VII	For Approval/Discussion	
	A. Calendar of 2024 Regular Board of Directors' Meeting	For approval
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X	Schedule of Next Meeting	
XI	Adjournment	

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204 **VII. FOR APPROVAL/DISCUSSION**

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206 **VII. A. CALENDAR OF 2024 REGULAR BOARD OF DIRECTORS'**
207 **MEETINGS**

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209 Atty. Tiambeng presented TPB's request for approval of the Calendar of
210 2024 Regular Board of Directors' Meetings, to wit:
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VII. FOR APPROVAL
Background

The Code of Corporate Governance for GOCCs, as adopted in TPB's Revised Code of Corporate Governance, states that the Board of Directors shall meet regularly, ideally at least once every month to properly discharge its responsibilities.

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VII. FOR APPROVAL
Legal Basis

1. **Section 8 (a), TPB Revised Code of Corporate Governance**
2. **GCG Corporate Governance Scorecard Report A**

Board Responsibility - Item 24(a): "Are the Board of Directors meetings scheduled at the beginning of the year? (end of Q1)"

Board Responsibility – Item 25(a): "Does the GOCC have a policy that stipulates board papers for Board of Directors/Commissioners meetings be provided to the Board at least three (3) working days in advance of the board meeting?"

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VII. FOR APPROVAL

Issues/Concerns

1. There is a proposal to schedule the regular Board of Directors' Meetings on the last Wednesday of every month to avoid conflicts with the Directors' other commitments.
2. Submission of board materials to the Directors has not been consistent based on current practices, as prescribed by records.



VII. FOR APPROVAL

Discussion

The board is suggested to convene on a set date and time monthly to avoid conflicts in their schedules given their considerable obligations, and subsequently, to successfully establish a quorum to transact business.

It is vital that the Board be timely apprised of the TPB's business operations and current affairs, through updates on important matters requiring the board's approval.



VII. FOR APPROVAL

Discussion

The regular meetings are proposed to be held on the last Wednesday of each month of 2024, except for December, which will be held on the second Wednesday of the month.



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VII. FOR APPROVAL
Discussion


The proposed Calendar of Board Meetings is as follows:

1. January 31, 2024	7. July 31, 2024
2. February 28, 2024	8. August 28, 2024
3. March 27, 2024	9. September 25, 2024
4. April 24, 2024	10. October 30, 2024
5. May 29, 2024	11. November 27, 2024
6. June 26, 2024	12. December 11, 2024




VII. FOR APPROVAL
Discussion

It is also recommended that the Board of Directors be sent the pertinent materials at least (4) working days prior to the regular meetings.



VII. FOR APPROVAL
Requested Action from the Board

In light of the foregoing, it is respectfully recommended to approve the 2024 Calendar of Tourism Board Regular Meetings, with meetings to be scheduled from 1:30 pm to 4:30 pm.



Usec. Yu-Pamintuan inquired as to whether the proposed dates would not conflict with any of the institutional events, which Atty. Tiambeng affirmed except for the one scheduled in September. She added that there should be no concerns as there is an item in the Corporate Governance Scorecard which requires one meeting without the COO to avoid conflict of interest.

Upon the motion of ACOO Lozada, which was duly seconded by Dir. Pelaez, the Board approved the proposed 2024 Calendar of Regular Board of Directors' Meetings, thus:

**BOARD RESOLUTION NO. 429
SERIES OF 2024**

**“APPROVAL OF THE CALENDAR OF 2024 REGULAR BOARD OF
DIRECTORS' MEETINGS”**

WHEREAS, the Code of Corporate Governance for GOCCs, as adopted in TPB's Revised Code of Corporate Governance, states that the Board of Directors shall meet regularly, ideally at least once every month to properly discharge its responsibilities;

RESOLVED, that the Board of Directors hereby duly **APPROVES** the Calendar of 2024 Regular Board of Directors' Meetings, with meetings to be scheduled from 1:30 pm to 4:30 pm:

1. January 31, 2024
2. February 28, 2024
3. March 27, 2024
4. April 24, 2024
5. May 29, 2024
6. June 26, 2024
7. July 31, 2024
8. August 28, 2024
9. September 25, 2024
10. October 30, 2024
11. November 27, 2024
12. December 11, 2024

Adopted this 31st day of January 2024 during the Regular Board of Directors' Meeting.

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455 **XI. ADJOURNMENT**
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457 There being no other matters for discussion, the meeting was adjourned at 3:21
458 pm.
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461 Prepared by:

462
463 
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465
466 **ATTY. JEMIMAH NISSI M. TIAMBENG**
467 Board Secretary V
468


469
470 Approved by:

471
472
473
474
475 **MA. ESPERANZA CHRISTINA GARCIA FRASCO**
476 *Chairperson of the TPB Board of Directors and*
477 *Secretary of Tourism*
478

479
480 By the Authority of the Secretary:

481
482
483 
484

485 **SHEREEN GAIL C. YU-PAMINTUAN**
486 *Alternate Chairperson of the Board of Directors and*
487 *Undersecretary, Department of Tourism*
488

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490
491 
492 **MARIA MARGARITA MONTE MAYOR NOGRALES**
493 *Vice-Chairperson of the Board of Directors and*
494 *Chief Operating Officer, Tourism Promotions Board*

Minutes of the TPB Regular Board of Directors' Meeting
31 January 2024 / 1:30 - 4:30 p.m.
via Zoom


JETRON NICOLAS F. LOZADA

*Alternate Member of the Board of Directors and
Assistant Chief Operating Officer, Tourism Infrastructure and Enterprise Zone Authority*


ANDREA CHRISTINA Q. CAYMO-KAUHANEN
*Alternate Member of the Board of Directors and
Director, Department of Foreign Affairs*

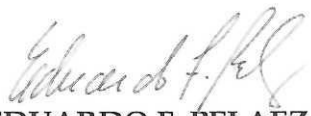

MARIEVIC M. BONOAN
*Alternate Member of the Board of Directors and
Director, Department of Trade and Industry*

Esquivel Enrique
Antonio Javelosa
III

Digitally signed by Esquivel
Enrique Antonio Javelosa III
Date: 2024.06.04 15:15:42
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ENRIQUE ANTONIO J. ESQUIVEL III
*Alternate Member of the Board of Directors and
Assistant Secretary, Department of Transportation*


VANESSA L. SUATENGCO
*Appointive Director (Accommodation Enterprises) and
Former General Manager, Diamond Hotel Philippines*


EDUARDO F. PELAEZ
*Appointive Director (Other Tourism Enterprises) and
President, Mapawa Nature Park*