

CEBU PORT AUTHORITY

MANUAL OF CORPORATE GOVERNANCE

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Pursuant to its mandate under its Charter and pursuant to the State's policy for Government-Owned and Controlled Corporations (GOCCs), Government Instrumentalities with Corporate Powers (GICP) and Government Corporate Entities (GCE) to actively promote and pursue corporate governance reforms and to consciously observe principles of accountability and transparency, the Cebu Port Commission (CPC), hereby adopts this Manual of Corporate Governance for the Cebu Port Authority as a conscious attempt to significantly enhance its corporate organization to make it a valuable partner of the government in national development and to make it a corporation that is competitive both locally and globally.

ARTICLE I DEFINITION OF TERMS

Section 1. For the purposes of this Manual, the following terms shall have the following meanings:

- a) **Act** – refers to Republic Act 10149, and officially named as “GOCC Governance Act of 2011.”
- b) **Authority** – refers to the Cebu Port Authority or CPA.
- c) **Board Officers (CPC Officers)** – Officers whose primary task is to serve the Cebu Port Commission or to pursue the immediate function of the Board, such as the Chairman, Vice Chairman, the Corporate Board Secretary, and the Compliance Officer.
- d) **Cebu Port Commission or Commission (“CPC”)** - the governing body of the Cebu Port Authority whose members are appointed by the President of the Republic of the Philippines and who is charged with the functions of governing and conducting the business of the Authority, which exercises supervision and control over Management.
- e) **Chief Executive Officer (“CEO”)** – refers to the highest ranking corporate executive who heads Management, who could be named as the President or the General Manager.
- f) **Commissioner** – a member of the Cebu Port Commission.
- g) **Confidential Information** – non-public information entrusted to, or obtained by, a member of the CPC or Officer by reason of his position as such with the CPA. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the CPA or its customers/stakeholders if disclosed, such as: