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GOVERNANCE COMMISSION
FOR GOVERNMENT OWNED OR CONTROLLED CORPORATIONS
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GCG MEMORANDUM CIRCULAR NO. 2014 – 03 (4th ISSUE)

SUBJECT : PERFORMANCE EVALUATION FOR DIRECTORS (PED) IN THE GOCC SECTOR

DATE : November 19, 2020

1. **BACKGROUND AND PURPOSE.** – Section 2 of the “GOCC Governance Act of 2011” (R.A. No. 10149) declares it a policy 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, through Governing Boards who 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.

Section 17 of R.A. No. 10149 states that an Appointive Director “may be nominated by the GCG for reappointment by the President only if one obtains a performance score of above average or its equivalent or higher in the immediately preceding year of tenure as Appointive Director based on the performance criteria for Appointive Directors for the GOCC.” In the exercise of the Governance Commission’s mandate under Section 5(c) of R.A. No. 10149, the Code of Corporate Governance for GOCCs (GCG MC No. 2012-07) was issued providing for the development of an Annual Performance Evaluation of the Board¹ that would further strengthen the competence and character of the Members of the GOCC Governing Boards.

This Circular has been accordingly issued to establish the **PERFORMANCE EVALUATION FOR DIRECTORS (PED)** in the GOCC Sector.

2. **COVERAGE.** – The PED shall cover all Appointive Directors and shall serve as the basis for the determination of whether they shall be recommended for reappointment; *Provided*, that the Appointive Director has served at least three (3) months within the calendar year and has attended at least three (3) duly called for Board and/or Committee meetings subject of performance evaluation (the “PED Period”). It shall also cover a Director who was appointed to a term of less than three (3) months, but has served as Officer-in-Charge (OIC) or Acting Chairman or President/CEO and attended at least three (3) duly called for Board and/or Committee meetings during the PED Period.

¹ See Section 17, GCG MC No. 2012-07.

The PED shall also cover the *Ex Officio* Directors and their Alternates/Authorized Representatives who have attended at least three (3) duly called for Board and/or Committee Meetings² within the calendar year for purposes of being able to report to the President the performance of such *Ex Officio* Directors, and to allow the GCG to develop and evolve a good governance system for *Ex Officio* Directors in the GOCC Sector.

3. **COMPONENTS OF THE PED.** – The PED measures the overall performance of *Ex Officio* and Appointive Directors within the PED Period based on the weighted-average of the following components:

3.1. **GOCC Performance based on the application of the Performance Evaluation System (PES) for GOCCs under GCG Memorandum Circular No. 2013-02: 45%**

3.1.1. Failure to submit the fully accomplished Monitoring Report (PES Form 3) and corresponding support documents for validation on the indicated deadline³ warrants a final PES rating of 60%.

3.2. **Corporate Governance Scorecard (CGS) under GCG Memorandum Circular No. 2015-07: 20%**

3.3. **Director Performance Review (DPR): 20%**

3.3.1. The DPR Rating of a Director shall be measured based on the following:

(a) Peers' Appraisal Rating = 10%

(b) Chairman's Appraisal Rating for each Member = 5%

(c) Subordinates' Appraisal Rating⁴ = 5%

For the Chairman, the following shall be used to measure his/her DPR score:

² Shall only include meetings of Committees that the *Ex Officio* Directors or their Alternates/Authorized Representatives are designated members of.

³ GCG M. C. 2013-02 (Re-Issued) Performance Evaluation System (PES) for the GOCC Sector Section 7.3. – submission is beginning every first working day of February but not later than the last working day of April of the immediately succeeding calendar year.

⁴ Participants of the Subordinates' Appraisal Rating shall include the Corporate Secretary and Senior Executives/Managers. Senior Executive/Managers shall refer to officials at the highest level of the GOCC directly reporting to the President/CEO and who participate in the daily supervision, planning and administrative processes of the organization/ Senior Executives/Managers shall include, among others, the Vice President, Senior Vice President, Deputy Executive Director, and Deputy Administrator.

- (a) Peers' Appraisal Rating = 14%
 - (b) Subordinates' Appraisal Rating = 6%
- 3.3.2. In cases where there is no Chairman's Appraisal Rating, the DPR Rating of a Director shall be measured based on the following:
- (a) Peers' Appraisal Rating = 14%
 - (b) Subordinates' Appraisal Rating = 6%
- 3.3.3. In cases where there is no Peers' Appraisal Rating for a Director, the DPR Rating of a Director shall be measured based on the following:
- (a) Chairman's Appraisal Rating = 14%
 - (b) Subordinates' Appraisal Rating = 6%
- 3.3.4. In cases where there is no Subordinates' Appraisal Rating for a Director, the DPR Rating of a Director shall be measured based on the following:
- (a) Peers' Appraisal Rating = 14%
 - (b) Chairman's Appraisal Rating = 6%
- 3.3.5. If a Director is not rated by any of his fellow Directors and Subordinates, his overall Score shall be measured based on the following:
- (a) PES Score = 60%
 - (b) CGS Rating = 20%
 - (c) Board Attendance = 20%
- 3.3.6. Guidelines on the DPR
- (a) Appraisal Forms
 - (i) Board Member Appraisal Form. – Each Member of the Governing Board shall accomplish a performance evaluation form for each of his/her co-member.
 - (ii) President/CEO Appraisal Form. – Each Member of the Governing Board shall accomplish a performance evaluation form for the GOCC President/CEO.
 - (iii) Chairman Appraisal Form. – Each Member of the Governing Board shall accomplish a performance evaluation form for the GOCC Chairman.
 - (iv) Governing Board Appraisal Form. – Senior Executives/Managers and Corporate Secretary of the GOCC shall accomplish a performance evaluation form for the Governing Board as a collegial body.

All Senior Executive/Managers of the GOCC who have rendered at least four (4) months of service during the calendar year subject of the PED shall be raters.

(b) Online Submission and Assessment of DPR Forms

- (i) To increase the level of confidentiality in the DPR results, Appraisal Forms will be answered and encoded by each GOCC using an internet-based system accessible at <http://iped.gcg.gov.ph>.
- (ii) *Ex Officio* Directors and their Alternates, and Appointive Directors shall provide an email address which shall serve as a default username account for the DPR web-based system. The email address shall also be used by the GCG to communicate directly to the GOCC Director regarding any issues and/or concerns relating to the DPR.
- (iii) The Corporate Secretary/Compliance Officer shall be tasked to identify, collate, and submit to GCG the list of the official email addresses of GOCC *Ex Officio* Members and their duly-designated Alternates, and Appointive Directors. It shall be the responsibility of the Corporate Secretary/Compliance Officer to ensure that the email addresses are accurate and up-to-date.

The Corporate Secretary/Compliance Officer shall also serve as the GOCC liaison to GCG with regard to the compliance status of the GOCC Board Members to the DPR process.

(c) Schedule:

- (i) *Individual Performance Levels.* – The GOCC's Corporate Secretary/Compliance Officer shall be informed of the opening of the DPR schedule starting on the first working day of February of each year.
- (ii) *Submission.* – Within the first twenty (20) working days of February of each year, the GOCC Board Members must submit the complete accomplished forms to the Governance Commission for tabulation and evaluation.

(d) Tabulation:

- (i) The GCG shall tabulate the results from duly submitted DPR forms; *Provided*, however, that non-submission of Appraisal Forms within the prescribed time period shall warrant the GCG to automatically establish a grade for each of the Appraisal Forms, according to the following rules:

- d.i.1. The Chairman's failure to submit complete Appraisal Forms for his/her Directors would warrant final DPR grade of 60% for the Chairman; and
- d.i.2. A Director's failure to rate a fellow Director shall cause the former a default rating of 60% from the fellow Director who was not rated, notwithstanding the rating he received from his fellow Director.
- (ii) In cases where the Director does not have basis for evaluating his fellow Director, he/she must "force submit" the Appraisal Form which is equivalent to submitting a blank form which will not result to a corresponding rating.
- (e) Rules on Assessing *Ex Officio* Members and their duly-designated Alternates.
 - (i) In cases where an *Ex Officio* Board Member did not attend any Board Meetings within the PED Period, the duly-designated Alternate shall be the one subjected to the PED evaluation, provided that the latter has attended at least three (3) duly called for Board and/or Committee meetings for the calendar year.

3.4. **Director Attendance Score: 15%**

3.4.1 **Director Attendance System (DAS).** – An internet-based system, duly prescribed by the GCG and to be accessed at <http://iped.gcg.gov.ph>, shall be used to encode the attendance of the GOCC Governing Board Members.

The Compliance Officer/Corporate Secretary shall certify the accuracy and correctness of the information encoded in the DAS. In encoding the attendance information, the following rules shall apply:

- (a) Attendance of an Appointive, *Ex Officio*, or Alternate/Authorized Representative to a Board or Committee meeting shall be marked as "Present" or "P", while non-attendance shall be marked as "Absent" or "A".
- (b) In cases where an absence is caused by an actual conduct of official business (OB), supporting documents must be uploaded in the DAS as herein prescribed in Section 3.4.5.(b). Non-submission of supporting documents shall cause the GCG to convert said OB to A.
- (c) It is the responsibility of the *Ex Officio* Member to assign another Alternate/Authorized Representative should his primary Alternate not be able to attend a meeting considering that he is allowed to

designate up to a maximum of three (3) Alternates as provided under GCG M.C. No. 2012-08. Absence of an Alternate/Authorized Representative, regardless of the reason for the absence, shall be marked as "A".

3.4.2. **Frequency of Board Meetings.** Based on Section 8(a) of the *Code of Corporate Governance for GOCCs*, Governing Boards shall meet regularly, at least once (1) a month during the PED Period, unless the GOCC's Charter or By-Laws provides otherwise. Compliance with this good governance practice shall be the primary responsibility of the Chairman.

3.4.3. **Board Committees.** – In accordance with Section 16 of GCG Memorandum Circular 2012-07, as a minimum, the Governing Board shall constitute five (5) specialized committees, as follows:

- (a) Executive Committee
- (b) Audit Committee
- (c) Governance Committee
- (d) Nomination and remuneration Committee
- (e) Risk Management Committee

3.4.4. **Committee Memberships.** – All GOCC Directors, both *Ex Officio* and Appointive, and including the Chairman and President/CEO, shall be officially designated to at least one (1) Board Committee where their presence shall be determinative of quorum, and in the case of Appointive Directors, for which they shall be entitled to receive *per diems* for actual attendance. GOCCs shall NOT issue *ex officio* designations in any of its Committees. All Members of the Committees shall be deemed regular Members regardless of designation. The GOCC, through its Corporate Secretary, shall certify in an official document to the Governance Commission such official designation of Committee membership.

Appointive Directors may be authorized to attend Committee meetings to which they have not been officially designated, but such authorization shall be in an observer capacity where their presence is not determinative of quorum, with no right to vote and no entitlement to *per diems*. Receipt of such *per diems* is deemed unlawful.

Attendance at Committee Meetings shall be properly recorded in the DAS. Changes in committee membership will only be recognized upon submission to the GCG of necessary documents certifying such changes.

3.4.5. **Rules on Attendance.** – For purposes of reappointment, an Appointive Director must have attended at least 75% of all authorized and duly called for Board and Committee meetings (to which he/she is officially designated) during the PED period. In determining the total number of authorized and duly called for Board and Committee meetings, the following rules shall be observed:

- (a) Attendance through teleconferencing or video conferencing is allowed.
- (b) Absences arising from the actual conduct of official business for the GOCC, its Subsidiary, Affiliate, or for the National Government, are considered excused absences and thus counted as attendance on the part of the Director. *Provided*, the GOCC or the Director shall provide official documentation⁵ of such official business, such as, but not limited to, a travel authority, certificate of appearance, attendance sheets and invitations.
- (c) Absences arising from serious medical conditions⁶ shall be considered excused only upon submission of official documentation such as medical abstract or certificate.
- (d) Absences arising from filial obligations shall not be considered excused, even if approved by the Governing Board; and
- (e) Vacation leaves shall not be considered as excused, even if approved.

3.3.6. **Individual Attendance Score.** – The GOCC's Corporate Secretary/Compliance Officer shall submit to GCG, on or before the 15th of January of each year, the attendance record and official Committee designation for the previous calendar year of all members of the Governing Board.

4. **GUIDELINES ON THE PED OF DECEASED OR INCAPACITATED GOCC DIRECTORS DURING THE 2019 PED RATING PERIOD AND THE YEARS THEREAFTER.** – The foregoing guidelines covers Appointive Directors of GOCCs who have died or have become incapacitated during the PED Rating Period. A Director shall be considered incapacitated when he is diagnosed with a physical, psychological or mental disability, or other serious medical conditions that will render it impossible for him to review the performance of his co-Directors due to diminished faculties.

⁵ Certificates issued by the Director himself/herself or by the Corporate Secretary are not considered official documentation.

⁶ Sickness or physical condition that prevents a Director from physically attending a Board or Committee Meeting or effectively participating through teleconferencing, as certified by a medical doctor.

4.1. Computation of Overall PED Score. – In computing the PED Score of deceased/incapacitated Director, the similar components shall apply:

4.1.1. Performance Evaluation System (PES) 45%. – The validated PES results for the calendar year shall be used as basis for the computation.

4.1.2. Corporate Governance Scorecard (CGS) under GCG Memorandum Circular No. 2015-07: 20% - The validated CGS results for the calendar year shall be used as basis for the computation.

4.1.3. Director Performance Review (DPR) 20%. – The DPR consists of three (3) subcomponents – a) Chairman's Appraisal Rating (5%), b) Peer Appraisal Rating (10%) and c) Subordinates Appraisal Rating (5%).

(a) In cases where the Director is deceased or incapacitated, the DPR Rating of the Director shall be measured based on the following:

(i) Peer Appraisal Rating (10%) – The Peer Appraisal Rating for the current PED period being evaluated shall be used.

(ii) Chairman's Appraisal Rating (5%) – The Chairman's Appraisal Rating for the current PED period being evaluated shall be used.

(iii) Subordinates' Appraisal Rating (5%) – The Subordinates' Appraisal Rating for the current PED period being evaluated shall be used.

(b) In cases where the deceased or incapacitated Director does not have a Subordinates' Appraisal Rating, the DPR Rating of the Director shall be measured based on the following:

(i) Peer Appraisal Rating – 14%

(ii) Chairman's Appraisal Rating – 6%

(c) In cases where the deceased or incapacitated is the Chairman of the Governing Board, the DPR Rating of the Director shall be measured based on the following:

(i) Peer Appraisal Rating – 14%

(ii) Subordinates' Appraisal Rating – 6%

4.1.3. Director Attendance Score 15%. – The validated Director Attendance Score for the calendar year shall be used as basis for the computation.

4.2. Documents and Information on the condition of the Director. – The Corporate Secretary/Compliance Officer shall notify the Governance

Commission of the death or incapacity of the Director before the start of the DPR Season, and submit corresponding supporting documents.

5. **OVERALL GRADE EQUIVALENT.** –

OVERALL SCORE	EQUIVALENT
100%	EXCELLENT
95% to 99.99%	OUTSTANDING
85% to 94.99%	ABOVE AVERAGE
80% to 84.99%	AVERAGE
70% to 79.99%	BELOW AVERAGE
Above 60% to 69.99%	POOR
60% and Below	VERY POOR

6. **ELIGIBILITY FOR REAPPOINTMENT.** – Appointive Directors who receive an overall rating of less than 85% will not be qualified to be included in the shortlist of nominees for the following term; *Provided*, that when in the GCG's evaluation, the down-rating received by an Appointive Director is not warranted, the particular Appointive Director may still be included in the shortlist for proper consideration of the President with proper explanation thereof.

7. **RESULTS OF THE PED.** – The GCG shall submit to the Supervising Agency and GOCC Chairman the results of the PED. It shall be the responsibility of the GOCC Chairman to disseminate and explain the PED results to the rest of the Members of the Governing Board.

8. **CHECKLIST OF SUBMISSIONS.** –

- (a) Appraisal Forms accomplished by the GOCC Governing Board, Senior Executives/Managers and Corporate Secretary;
- (b) Attendance of the Governing Board;
- (c) Supporting documents such as signed Minutes of the Meetings/Attendance Sheets, Board resolutions constituting the Committee Membership, Office Orders designating the Alternates, proof of conduct of Official Business, and proof of attendance through teleconferencing/video conferencing. This shall be

without prejudice to the request for further documents/records by the GCG from the GOCC concerned

9. **SANCTION.** – Failure of an Appointive Director to comply with the conditions of the PED shall be basis for the Governance Commission not to include his/her name in the shortlist of Appointive Directors for re-appointment by the President and the non-entitlement to PBI.
10. **REPEALING CLAUSE.** – All other GCG orders, circulars, issuances, and decisions, as well as Board resolutions, or parts of the foregoing, which are inconsistent with this Memorandum Circular are hereby repealed or modified accordingly.
11. **EFFECTIVITY CLAUSE.** – This Circular shall take effect immediately after its publication in the Official Gazette or in a newspaper of general circulation in the Philippines and a formal copy is received by the University of the Philippines - Office of the National Administrative Register (UP-ONAR).


SAMUEL G. DAGPIN JR.
Chairman


MICHAEL P. CLORIBEL
Commissioner


MARITES C. DORAL
Commissioner