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**ATTY. FLORENCIO P. GABRIEL JR.**  
*Executive Vice President*  
**PHILIPPINE EXPORT-IMPORT  
CREDIT AGENCY (PHILEXIM)**  
17<sup>TH</sup> Flr., Citibank Tower, Valero Street  
Salcedo Village, Makati City

**RE: OIC PRESIDENT AND CEO OF PHILEXIM**

Dear Atty. Gabriel,

This refers to your letters to the Governance Commission dated 23 June and 01 July 2014<sup>1</sup> requesting for clarifications on the “designation by the Board of Directors of an Officer-Next-In-Rank as the temporary/acting OIC of a GOCC upon the resignation of its President & CEO, in accordance with GCG Memorandum Circular No. 2012-09.” Specifically, you raised the following:

1. Can the Board designated OIC, an Officer-Next-In-Rank to the CEO, be considered for purposes of determining a quorum in any Board or Board Level Committee meeting;
2. Can he be a member of the Board-level Committees previously occupied by the former President & CEO;
3. Can his vote be counted in coming up with a decision or resolution; and
4. Clarification on the meaning of clause in GCG MC No. 2012-09, stating that “The Officer-Next-in-Rank designated as the Temporary/Acting OIC may only serve for the unexpired term of the CEO he/she replaced.

We write to inform you about the Governance Commission’s position on the issues raised in your letter.

**OIC’S ATTENDANCE IN MEETINGS FOR PURPOSES OF QUORUM  
AND MEMBERSHIP IN BOARD-LEVEL COMMITTEES**

An OIC “enjoys limited powers which are confined to functions of administration and ensuring that the office continues its usual activities.”<sup>2</sup> Accordingly, GCG Memorandum Circular No. 2012-09<sup>3</sup> stressed that an Officer-Next-In-Rank who is designated as the OIC of a corporation “shall not be considered part of the GOCC Board, as he/she was never appointed by the President of the Philippines under the authority of R.A. No. 10149.”

<sup>1</sup> Officially received by the Governance Commission on 25 June and 01 July 2014, respectively.

<sup>2</sup> CSC Resolution No. 000778, 24 March 2000.

<sup>3</sup> *The Chief Executive Officer.*

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