



Republic of the Philippines  
Department of Finance  
**Securities and Exchange Commission**  
Metro Manila

**SEC INTERNAL GUIDELINES ON THE ATTENDANCE AND PARTICIPATION OF COMMISSIONERS, DIRECTORS, HEADS OF SPECIAL OFFICES, AND OTHER RESOURCE PERSONS, IN COMMISSION AND EXECUTIVE SESSION MEETINGS THROUGH TELECONFERENCING, WEB CONFERENCING, VIDEOCONFERENCING AND OTHER REMOTE OR ELECTRONIC MEANS**

Pursuant to Section 4.5 of the Securities Regulation Code and Section 27 of Electronic Commerce Act, the Commission *En Banc*, in its meeting on February 17, 2016, resolved, under SEC Resolution No. 116, series of 2016, to adopt the following internal guidelines on the attendance and participation of Commissioners, Directors, Heads of Special Offices, and Other Resource Persons, in Commission and Executive Session Meetings through teleconferencing, web conferencing and video conferencing and other remote or electronic means.

**Section 1. Definitions.** – Teleconferencing is the holding of a conference among people remote from one another by means of telecommunication devices such as telephones or computer terminals.<sup>1</sup>

**Web conferencing** is a form of real-time communication in which multiple computer users, all connected to the Internet, see the same screen at the same time in their web browsers.<sup>2</sup>

**Videoconferencing** is the holding of a conference among people at remote locations by means of transmitted audio and video signals.<sup>3</sup>

<sup>1</sup> <http://beta.merriam-webster.com/dictionary/teleconferencing>

<sup>2</sup> <http://searchunifiedcommunications.techtarget.com>

<sup>3</sup> <http://beta.merriam-webster.com/dictionary/videoconferencing>

**Section 2. Application.** – The participation of a Commissioner in Commission and Executive Session Meetings through teleconferencing, web conferencing, videoconferencing and other remote or electronic means may be allowed in case the Commissioner is not physically present at the venue at the time of the scheduled meeting and his participation in the meeting is necessary for the resolution of extremely urgent matter that requires the swift response of the Commission.

The Commissioner who is unable to physically attend Commission and Executive Session Meetings may, upon his/her request or the Chairperson's or Presiding Officer's, participate in the meeting through teleconferencing, web conferencing, videoconferencing and other remote or electronic means.

Directors (Head Office and Extension Offices), Heads of Special Offices, representatives of Directors and Heads, and other SEC resource persons shall participate in Commission and Executive Session Meetings through teleconferencing, web conferencing, videoconferencing and other remote or electronic means when the matter on the Agenda pertains to their office and their participation is necessary. After a resolution or an instruction is made, further participation by the afore-mentioned SEC personnel may be dispensed with by the Commission.

**Section 3. Quorum.** –The presence of at least three (3) Commissioners shall constitute a quorum, and the Commissioner who is participating in the meeting through teleconferencing, web conferencing, videoconferencing and other remote or electronic means shall be considered present for the purpose of determining the quorum. In the absence of the Chairperson at the venue of the meeting, the most senior Commissioner shall act as the presiding officer of the meeting. The quorum is deemed maintained until the meeting is adjourned.

**Section 4. Anchor of the Meeting.** – At all times, the anchor/ host of the meeting shall be the Commission Room of the SEC Head Office or such other place designated by the Commission.

**Section 5. Responsibilities of the OCS.** – The Office of the Commission Secretary (OCS) shall assume the following responsibilities:

(a) To coordinate with the appropriate offices to ensure availability of suitable Internet connection or effective audio-visual connection and other logistical requirements within the SEC Commission Room and the offsite venue/s.

(b) To ensure that only the concerned SEC personnel shall attend the meetings through teleconferencing, web conferencing, videoconferencing and other remote or electronic means, in order to keep the integrity of said meeting. Also, only the concerned SEC personnel shall have access to the proceedings through other audio-visual modes.

(c) To ensure that attendees are able to hear and see the other participants clearly during the course of the meeting. Attendees should be able to communicate and be understood by the other party.

(d) To ensure that it is the only entity to record the proceedings and that its recording is the official recording of that particular meeting.

(e) To prepare the Minutes of the Meeting.

(f) To write the Resolutions on the matters for Agenda.

**Section 6. Notice of the Meeting.** - The OCS shall send out notices of the meetings via e-mail to all concerned SEC personnel, at least one (1) day prior to the scheduled meeting. In extremely urgent matter, this one (1)-day prior notice may be dispensed with subject to the written waiver from all concerned SEC personnel.

The notice shall include the following:

1. That the meeting shall be via teleconferencing, web conferencing, video conferencing and other remote or electronic means.
2. The proper links and instructions on how to participate.
3. The scheduled meeting date and time which shall be as much as possible within Philippine business days and hours.
4. That the reason for the resort to teleconferencing, web conferencing, video conferencing and other remote or electronic means is that the participants will be unable to attend physically the scheduled meeting as they are in different locations.
5. That the participants in the offsite venue/s have suitable Internet connection or effective audio-visual connection.

6. Agenda of the meeting.
7. All documents to be discussed in the meeting, including attachments duly numbered and marked in such a way that all attendees can easily follow and participate in the meeting.

**Section 7. Immediate Reply To The Notice.** – Upon receipt of the e-mailed notice of the meeting, the SEC personnel concerned shall give an immediate reply. In the absence of said reply, it shall be presumed that the SEC personnel will attend the meeting via teleconferencing, web conferencing, video conferencing and other remote or electronic means.

**Section 8. Roll Call.** – At the start of the meeting, the Presiding Officer shall direct the Commission Secretary to make a roll call. Every attendee shall state, for the record, the following:

1. Full name and position;
2. Location;
3. Confirmation that he/she can clearly hear and see the other attendees;
4. Confirmation that he/she received the agenda and all the materials; and
5. Specify the device being used (i.e., smartphone, tablet, laptop, desktop, television, etc.)

Thereafter, the Commission Secretary shall confirm and note the participants, and certify the existence of a quorum.

**Section 9. Voting.** – In case of a need to vote, the Presiding Officer shall direct the Commission Secretary to note the vote of each Commissioner.

The “AYE” vote for a particular matter, of all Commissioners shall be deemed a unanimous vote (100%).

In a Quorum of four (4) out of five (5), a vote of three (3) “AYES” shall prevail.

In a Quorum of three (3) out of five (5), a vote of two (2) “AYES” shall prevail.

**Section 10. Minutes of the Meeting.** – The Commission Secretary shall prepare the Minutes of the meetings and all other concerned participants shall review said Minutes to confirm the correctness of the same.

**Section 11. Responsibilities of Other Offices.** – The Information and Communications Technology Department (ICTD) shall ensure availability of suitable Internet connection or effective audio-visual connection within the SEC Commission Room and the offsite venue/s. On the other hand, the HRAD General Services Division shall ensure the availability of other logistical requirements for the meeting.

Mandaluyong City, Philippines.

February 17, 2016.

For the Commission:

  
**TERESITA J. HERBOSA**  
Chairperson