



ATENEO DE MANILA UNIVERSITY  
GRADUATE SCHOOL OF BUSINESS  
CENTER FOR CONTINUING EDUCATION



Leadership and Management

ONLINE PROGRAM

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# BASICS OF CORPORATE GOVERNANCE

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May 24-25, 2022 | via ZOOM

Accredited Institutional Training Provider of Corporate Governance  
of the Securities and Exchange Commission (SEC)

in partnership with  
Gov. Jose B. Fernandez, Jr. Ethics Center



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# ABOUT AGSB-CCE

The Ateneo Graduate School of Business - Center for Continuing Education (AGSB-CCE) was established to complement the existing Ateneo-BAP Institute of Banking, a consortium between the Ateneo de Manila University and the Bankers Association of the Philippines. It was initially known as the Basic Leadership Program (BLP) until the name was changed to Continuing Professional Education (CPE) and then finally, to Center for Continuing Education (CCE).

Under AGBS, CCE takes an active role in addressing specific industry concerns that require immediate, purposeful, and focused response. As an industry resource and partner, CCE offers continuing professional development programs that are workplace-based with immediate take-away value. Methodologies are based on business simulation, practical exercises and applications, case analyses, and focused discussions. Courses are designed, developed and delivered by industry practitioners who are noted experts in their respective fields. Together, AGBS and CCE support the Ateneo mission to promote excellence, integrity and service.



# WHO SHOULD ATTEND?

- Corporate Directors (whether in a publicly listed or privately-held corporation)
- Key officers and executives

## OBJECTIVES

Successful completion of this module enables the participant to:

- ➔ Explain the concepts behind good corporate governance, particularly with respect to:
  - A. Fiduciary duties and responsibilities as a response to the agency problem;
  - B. Stakeholder approach to corporate governance;
  - C. Rights and obligations of the corporate entity and its directors and officers;
  - D. Link between values, ethics and good governance.
- ➔ Apply these concepts to their respective organizations.

# BASICS OF CORPORATE GOVERNANCE

The course is a basic orientation on the concepts and applications of Corporate Governance (CG) as particularly defined under pertinent legislation and administrative issuances in the Philippines. Directors and key officers of companies established and/or operating in the Philippines corporations will benefit from the course. First-time directors and key officers, or persons who are about to be appointed as such in a publicly-listed corporation, in particular will meet the required training and basic orientation on CG.

Beyond mere compliance, participants will benefit from a practical frameworks and tools that can be employed inside their companies to employ CG as a means of promoting adherence to internal controls, preventing fraud, and developing a culture of good governance.

*This is a partnership between the Ateneo Graduate School of Business-Center for Continuing Education and the Gov. Jose B. Fernandez, Jr. Ethics Center.*

## PROGRAM OUTLINE

### I. History, definitions and basic concepts of corporate governance (CG)

- A. Quick history of CG
- B. Definitions of CG
- C. Key ideas: balance, responsibility, systems
- D. Utility of CG: compliance, internal controls, reputation management, corporate responsibility, professionalization, achievement of corporate objectives
- E. Principal and agent relationship and the separation of ownership from management
- F. Fiduciary duties in CG

- G. Governance distinguished from management
- H. The 4 governance functions: accountability, oversight, strategy formulation, policy making

### II. Director and officer responsibilities under the Revised Corporation Code (RCC)

- A. Corporations vested with public interest
- B. General provisions on director and officer responsibilities and liabilities
- C. The three-fold duty of directors and officers
- D. The business judgment rule
- E. Conflicts of interest and its different forms
- F. New offenses (and their penalties) in the RCC (Secs. 159-169)
- G. Beyond the legalities: The leader as an example, enforcer and enabler

### III. Code of corporate governance for publicly-listed companies (SEC MC No. 19, Series of 2016)

- A. Nature and concept of the code of corporate governance for publicly-listed corporations (the “code”)
- B. Principle 1: A working, competent board
- C. Principle 2: Roles and responsibilities of the board
- D. Principle 3: Board committees
- E. Principle 4: Director commitment
- F. Principle 5: Board independence
- G. Principle 6: Board assessment process
- H. Principle 7: Strengthening board ethics

### IV. Code of corporate governance for publicly-listed companies (second part)

- A. Principle 8: Disclosures and transparency
- B. Principle 9: Auditor independence and quality
- C. Principle 10: Reporting on non-financial and sustainability issues
- D. Principle 11: Comprehensive and cost-efficient communication channels
- E. Principle 12: Internal controls and enterprise risk management
- F. Principle 13: Promoting shareholder rights
- G. Principle 14: Stakeholder rights
- H. Principle 15: Employee’s participation
- I. Principle 16: Social responsibility

# RESOURCE PERSON



**ATTY. VINCENT  
EDWARD R. FESTIN**

Atty. Vincent Edward R. Festin is currently an assistant professor at the Ateneo de Manila Graduate School of Business (AGSB) where he teaches Business Ethics, Corporate Governance, Law in the Business Environment and Business Communications. He started teaching in the said school in 2009 and is now one of its 10 full-time professors.

He is also the Chairman of the Board of the Good Governance Advocates and Practitioners of the Philippines (GGAPP), an association of professionals involved or working in the Ethics, Corporate Governance and Compliance space. He was the organization's founding president.

Prior to joining the AGSB full-time, he was the head of the Corporate Governance – Education of the Philippine Long Distance Telephone Company (PLDT).

He obtained his Bachelor's Degree (1989) and Juris Doctor (1995) from the Ateneo de Manila University. He was admitted to the Philippine bar in 1996.

# BASICS OF CORPORATE GOVERNANCE

## PROGRAM DETAILS

### Schedule via ZOOM:

May 24-25, 2022  
Tuesday & Wednesday  
1:00 pm – 5:00 pm

## PROGRAM FEE

Php 5,600.00 (Early Eagle Rate Until May 10)  
Php 6,600.00 (Regular Rate)

*\*Schedules and prices may change without prior notice.*

## INCLUSIONS

- Digital copies of the materials can be accessed through AteneoBlueCloud (Canvas LMS)
- Digital Certificate of Course Completion

## REGISTER NOW!

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**EXCELLENCE**