

Section 6. President and CEO. The SSS President and Chief Executive Officer shall serve as the Vice Chairman of the Commission.⁷ He shall assume the duties and powers of the Chairman in cases of absence or temporary incapacity of the Chairman or temporary vacancy in the position of the Chairman.

However, a member of the SSS Management who has been appointed OIC-President and CEO shall not serve as Vice Chairman of the Commission.

Section 7. Chairman Pro Tempore. In case of simultaneous absences, incapacities or vacancies in the offices of the Chairman and the Vice Chairman, the remaining members of the Commission, provided that they constitute a quorum, may elect a Chairman *pro tempore* from among themselves every meeting, who shall then preside over the said meeting.

Section 8. Commission Secretary. The Commission Secretary shall have the following functions⁸:

- a. prepare the agenda of every Commission meeting, subject to the approval of the Chairman;
- b. attend to the preparation and service of notices of meetings of the Commission;
- c. prepare and keep the minutes of meetings of the Commission and all other committees in books kept for that purpose, and furnish copies of said minutes of meetings to the Chairman, the PCEO and other members of the Commission, as appropriate;
- d. receive and comply with instructions from the Chairman in preparing an annual schedule, calling of the Commission meetings, preparing the regular agenda for meetings, and notifying the Commission of such agenda at every meeting;
- e. oversee the adequate flow of information to the Commission prior to meetings;
- f. serve as custodian of the records of the Commission and its committees;
- g. certify as true and accurate the directives, orders, resolutions and other actions of the Commission and to transmit the same to the concerned offices for observance, implementation, and enforcement;
- h. prepare reports on attendance, board actions and other matters relating to the meetings of the Commission as may be required by law, by regulation, or by the Commission;
- i. serve as an adviser to the members of the Commission on their responsibilities and obligations; and
- j. perform such other responsibilities or acts as the Commission may impose upon him/her from time to time.

Section 9. Commission Secretary as the Executive Clerk of the Commission. The Commission Secretary as the Executive Clerk of the Commission shall present for approval by

⁷ Sec. 15.2, GCG-MC No. 2012-07 and Sec. 15.2, Manual of Corporate Governance for SSS.

⁸ Derived from Section 15.3, GCG-MC No. 2012-07 and Sec. 18, Rules of the House of Representatives, 16th Congress.

and among the members of the Commission. He shall ensure a sound decision-making process and, encourage and promote critical discussions and ensure that dissenting views are expressed and discussed within the decision-making process.³ The Chairman's duties and responsibilities include the following⁴:

- a. approve the agenda for meetings of the Commission in consultation with the President and CEO and the Commission Secretary;
- b. call to order and adjourn meetings of the Commission;
- c. control the attendance and participation of the members of the Commission, resource persons, guests, SSS employees in meetings of the Commission;
- d. preside over the meeting;
- e. exercise control over quality, quantity and timeliness of the flow of information between SSS Management and the Commission; and
- f. exercise general supervision over all board committees and in furtherance thereof, to meet regularly the Chairpersons of the Committees.

Section 3. Chairman in Presiding a Meeting. When presiding over a meeting, the Chairman shall⁵:

- a. keep order by applying the SSC Rules of Order and prevent abuse of the rules;
- b. ensure that a quorum is maintained;
- c. decide all questions of order subject to appeal by any member of the Commission;
- d. maintain impartiality and respect the rights of all members of the Commission;
- e. make sure that every member understands the motion and every subject matter under discussion, and encourage all members to participate freely in the deliberations; and
- f. limit the deliberation to merits of the motion or subject matter.

Section 4. Comprehensive List of Chairman's Duties and Responsibilities. The duties and responsibilities set out in Sections 2 and 3 of this Rule pertain only to the Chairman's role in respect to the Commission meetings and the proceedings therein, and shall not be taken as delimiting all the duties and responsibilities of the Chairman.⁶

Section 5. Chairman as the Official Spokesperson of the SSS/Commission. As a general rule, the Chairman shall be the spokesperson of the Commission. The Commission may however designate another spokesperson to speak on its behalf re special concerns or issues affecting the SSS/Commission.

³ Adopted from BSP Circular No. 749, series of 2012 (Subsection X141.3e.).

⁴ Derived from 21st Century Robert's Rules of Order, pp.105-107.

⁵ Derived from 21st Century Robert's Rules of Order, pp. 105-107.

⁶ Sec. 15, GCG-MC No. 2012-07.