Republic of the Philippines
Department of Finance
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila

CORPORATION FINANCE DEPARTMENT

SEC MEMORANDUM CIRCULAR NO. 11
Series of 2012

GUIDELINES FOR ACCREDITATION OF INSTITUTIONAL TRAINING PROVIDERS ON CORPORATE GOVERNANCE

In line with the thrust of the Commission to continuously promote a higher level of corporate governance through quality training on good corporate governance principles and standards for the directors of covered companies, the Commission En Banc adopted in its meeting on 13 December 2012 the following guidelines:

A. Accreditation

1. The Commission, through the Corporate Governance Division of the Corporation Finance Department, shall accredit all private or government institutional training providers (ITP).

2. An ITP may be accredited provided it follows the procedural requirements of these Guidelines and the following minimum standards of the Commission:

    a. That it is formally organized to conduct training activities and that it has an adequate track record of successfully conducting corporate training programs including preferably training in corporate governance;

    b. That it has a sound business plan including reasonable training fees for conducting corporate governance training and adequate financial and organizational resources to execute the same;

    c. That it can guarantee a qualified line-up of trainers who can effectively deliver, as a minimum, the required training in accordance with the Code with special emphasis on the following mandated topics –

    - Illegal activities of corporations/directors/officers;
    - Insider trading;
    - Protection of minority stockholders;
    - Short Swing Transactions;
    - Liabilities of Directors;
    - Confidentiality;
    - Conflict of interest;
    - Related Party Transactions;
    - Case Studies.

That the trainers line-up per course offering should at least have one experienced corporate director/CEO;

d. That it can provide for review its intended course materials and conduct a dry run for the Commission.

3. The authorized officer of the applicant ITP must submit to the Commission, the following:

   a. Written application for accreditation as an institutional training provider;

   b. Certification that it meets the requirements of the Commission as set forth in paragraph 2 above;

   c. Supporting documents i.e. summary of business experience and plan, credentials of resource persons, course program and training materials; and

   d. Processing fee amounting to Five Thousand Pesos (P5,000.00) shall be paid to the Commission by the applicant.

4. The Commission, upon recommendation of the Corporate Governance Division, shall approve the application for accreditation of the ITP, subject to the criteria and requirements enumerated herein.

5. The accreditation of an ITP shall expire or be automatically delisted after three (3) years from the date of approval of the accreditation, unless an application for its renewal is filed not later than thirty (30) business days before its expiration.

   The application for the renewal of the accreditation of the ITP shall be accompanied by an application fee of Five Thousand Pesos (P5,000.00).

B. Training Program

1. An accredited ITP shall submit to the Commission, for clearance, details of any proposed training program on corporate governance. It shall include the proposed line-up of trainers meeting the minimum requirements of this Circular.

2. The Commission may observe the conduct of any training program and undertake an independent evaluation of any aspect of the training program.

C. Reportorial Requirement

The training providers shall submit to the Commission a Completion Report of Training (refer to Annex "A") not later than fifteen (15) days after the training.

D. Sanction

The Commission reserves the right to withdraw its accreditation from any institutional training provider which is not complying with its training guidelines.

E. Transition

1. All existing accredited ITPs are directed to submit an application for the renewal of their accreditation within thirty (30) business days from posting of this Memorandum Circular. Otherwise, their accreditation shall be deemed expired. The application for renewal of accreditation shall be evaluated by the Commission on the basis of the criteria and requirements enumerated herein.

2. SEC Memorandum Circular No. 15, Series of 2002 and all other issuances relative thereto are hereby superseded by this Circular.

This Memorandum Circular shall be effective immediately.

Mandaluyong City, Philippines, 20 December 2012.

For the Commission:

TERESITA J. HERBOSA
Chairperson

ANNEX A

COMPLETION REPORT OF TRAINING PROGRAM

Training Provider:
Accreditation Number:
Address:
Telephone No.: **Fax No.:** **Email Address:**
Program Details: Title of Program: Date of Clearance of Program: Date Started: Date Completed: Venue:
Documents submitted:

Certified Correct:

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Signature over Printed Name

____

Position

____

Date