



National Power Corporation

NAPOCOR RECORDS

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Circular No. 2018-023
01 August 2018

Re: NPC REVISED WHISTLEBLOWING POLICY

I. STATEMENT OF POLICY

It is the policy of the National Power Corporation (NPC) to carry out its management based on transparency, responsibility and accountability with utmost degree of professionalism and effectiveness through prevention and control of serious misconduct and unethical work habits by providing a confidential reporting channel.

II. PURPOSE

The purpose of this Whistleblowing Policy (the Policy) is to enable any concerned individual to report and provide information, anonymously if he/she wishes and to testify on matters involving the actions or omissions of the Directors, Officials and Employees of NPC, that are illegal, unethical, violative of good governance principles, contrary to public policy and morals and those acts or omissions that promote unsound and unhealthy business practices that are grossly disadvantageous to the Corporation and the State.

All persons, stakeholders and institutions concerned are encouraged and empowered, through this Policy, to report to NPC using the modes and procedures stated herein, any or all issues and concerns involving the aforementioned actions or omissions.

III. LEGAL BASIS

This revised policy is pursuant to the Governance Commission on GOCCs(GCG) Memorandum Circular No. 2016-02 (Revised Whistleblowing Policy for the GOCC Sector) issued on 22 April 2016.

IV. DEFINITION OF TERMS

- A. NPC Investigation Committee – refers to the Committee responsible in the determination of the veracity of a report through the conduct of an investigation on the matter reported. The Committee shall be headed by the Vice President – Legal Counsel of NPC and composed of the Department Manager of the Legal Services Department, Department Manager of the Human Resource Department, one (1) Corporate Attorney and one (1)

Corporate Staff Officer C from the Office of the Legal Counsel as Members. The NPC Investigation Committee shall not be precluded to appoint additional members as they deem necessary to assist in the investigation. Representatives from other government agencies such as but not limited to the following may be invited to assist the NPC Investigation Committee as the Chair may deem fit:

- i. Office of the Solicitor General
 - ii. National Bureau of Investigation
 - iii. Philippine National Police
- B. Management Committee – refers to the Committee responsible for the operations of NPC composed of the President & CEO, Senior Vice President, Vice Presidents and Senior Department Managers directly reporting to the President & CEO.
- C. National Power Board – refers to the governing body of NPC.
- D. Reportable Conditions – matters that may be brought to the attention of NPC through this Policy as enumerated in Section V hereof.
- E. Reporting Channels – can be any of the following: (1) e-mail; (2) mail; (3) telephone; and (4) Face-to-face meetings.
- F. Respondent – the person who is the subject of a report filed with NPC pursuant to this Policy.
- G. Retaliatory Actions – actions carried out by a Respondent in retaliation against a Whistleblower such as but not limited to discrimination or harassment in the workplace carried out by a respondent officer against a whistleblowing employee.
- H. Whistleblower – a person who reports a reportable condition to NPC through this Policy.
- I. Complaint – any document that sets forth a basis for investigation by the NPC Investigation Committee alleging causes of action against concerned NPC officers and employees.
- J. Report – refers to a complaint filed by a Whistleblower about a Reportable Condition.

V. SCOPE

1. Coverage

This Policy shall apply to all NPC officers and employees regardless of the status of employment. It shall be implemented in connection with the acts or omissions that are of a serious and sensitive character with considerable negative impact to NPC warranting special attention and action such as but not limited to the violations of the provision provided for in the following:

- a. Article XI, Section 1 of the 1987 Philippine Constitution
- b. Executive Order No. 292, Series of 1987 or the Administrative Code of the Philippines
- c. Book II, Title VII, Act 3815, The Revised Penal Code of the Philippines
- d. Revised Rules on Administrative Cases in the Civil Service;
- e. Republic Act No. 6713 or the Code of Conduct and Ethical Standards for Public Officials and Employees
- f. Republic Act No. 3019 or the Anti-Graft and Corrupt Practices Act;
- g. Republic Act No. 7080, as amended or the Plunder Law;
- h. Republic Act No. 10149 or the GOCC Governance Act of 2011;
- i. GCG Memorandum Circular No. 2012-05 or the Fit and Proper Rule;
- j. GCG Memorandum Circular No. 2012-06 or the Ownership and Operations Manual Governing the GOCC Sector;
- k. GCG Memorandum Circular No. 2012-07 or the Code of Corporate Governance for GOCCs;
- l. GCG Memorandum Circular No. 2014-04 of the Whistleblowing Policy for the GOCC Sector
- m. NPC Code of Conduct and Discipline
- n. Other NPC policies as well as applicable laws, rules and regulations.

Whistleblowers may report to NPC such acts or omissions that are illegal, unethical violate good governance principles, are against public policy and morals, promote unsound and unhealthy business practices, are

grossly disadvantageous to NPC and/or the Government, such as, but not limited to:

- a. Abuse of Authority;*
- b. Bribery;*
- c. Conflict of Interest;*
- d. Destruction/Manipulation of Records;*
- e. Fixing;*
- f. Inefficiency;*
- g. Making false statements;*
- h. Malversation;*
- i. Misappropriation of assets;*
- j. Misconduct;*
- k. Money Laundering;*
- l. Negligence of duty;*
- m. Nepotism;*
- n. Plunder;*
- o. Receiving a Commission;*
- p. Solicitation of Gifts;*
- q. Taking Advantage of Corporate Opportunities;*
- r. Undue delay in Rendition of Service;*
- s. Undue Influence;*
- t. Violation of Procurement Laws;*

Whistleblowers may also report such other acts or omission that otherwise involve violations of the following laws, rules and regulations:

- a. R.A. No. 6713, "Code of Conduct and Ethical Standards for Public Officials and Employees"; R.A. 3019, "Anti-Graft and Corrupt Practices Act",*

- b. *R.A. No. 3019, "Anti-Graft and Corrupt Practices Law"*
- c. *R.A. No. 7080, as amended, "The Plunder Law",*
- d. *Book II, Title VII, Crimes Committed by Public Officers, The Revised Penal Code;*
- e. *Executive Order (E.O.) No. 292, s. 1987, "Administrative Code of 2987",*
- f. *R.A. No. 10149, the "GOCC Governance Act of 2011",*
- g. *GCG M.C. No. 2012-05, "Fit and Proper Rule",*
- h. *GCG M.C. No. 2012-06, "Ownership and Operations Manual Governing the GOCC Sector;*
- i. *GCG M.C. No. 2012-07, "Code of Corporate Governance for GOCC;,"*
- j. *Violations of the Charter of the GOCC; and*
- k. *Other GCG Circulars and Orders, and applicable laws and regulations;*

Complaints or reports submitted must contain the following:

- a. Specific condition/s, action/s, and/or omission/s being complained about;
- b. Corresponding laws, rules or regulations allegedly violated;
- c. If any, documentary and other evidence in support of the allegation and facilitate the evaluation process.

2. Reporting Channels

- a. E-mail : *whistleblower@napocor.gov.ph*
- b. Mail : National Power Corporation Investigation Committee through the Office of the Legal Counsel
- c. Telephone : (02) 921-3518
- d. Face to Face : Chair or any of the members of the Investigation Committee

3. Anonymous Reporting

NPC shall accept reports made anonymously in any manner provided in the reporting channels. The Whistleblower who files a complaint or report anonymously may choose to provide a manner by which he or she may be contacted without jeopardizing his anonymity. Such means shall include but is not limited to using an email, a prepaid mobile number and the like.

It must be noted that anonymous reporting is limited to the identity of the Whistleblower. However, once the report or complaint is taken cognizance by the Investigation Committee, the identity of the Whistleblower must be made known to the Investigation Committee in order to receive the benefits under this Policy and/or to impose sanction under Item VII hereof. Reports or complaints must clearly identify all Respondent/s by their full names and positions. Furthermore, the alleged violation/s, action/s, and/or omission/s being complained must be clearly identified together with the corresponding laws, rules or regulations allegedly violated and if any, documentary and other evidence in support of the allegation.

Subject to the provisions of Item V hereof and should the circumstances so warrant, the Investigation Committee may invite the Whistleblower to a confidential meeting. The Investigation Committee may take such measure, such as but not limited to, issuance of official Travel Orders, to insure the safety and confidentiality of the identify of the Whistleblower. The same action may be taken by the Investigation Committee if and when it is necessary to invite the Respondent/s.

4. Withdrawal of Report by the Whistleblower or Resignation of the Person Complained of Pending Investigation

The withdrawal of the complaint does not result in its outright dismissal nor discharge the person complained from any administrative liability. Where there is obvious truth or merit to the allegation in the complaint or where there is documentary evidence that would tend to prove the guilt of the person/s complained of, the same should be given due course.

VI. CONFIDENTIALITY OF THE INFORMATION

NPC shall ensure the confidentiality of all information arising from the report of the Whistleblower. It shall treat all reports or complaints including the identity of the Whistleblower and Respondent in a confidential and sensitive manner. The identity of the Whistleblower will be kept confidential unless

compelled by law or by the Courts to be revealed or unless the Whistleblower authorized the disclosure of his/her identity.

VII. PROTECTION OF A WHISTLEBLOWER AGAINST RETALIATION

Retaliation acts against whistleblowers who submit whistleblowing reports in good faith shall not be tolerated by NPC which shall extend all possible assistance to the whistleblower under the law and given the circumstances. Such retaliatory acts may include:

- a. Discrimination or harassment in the workplace;*
- b. Demotion;*
- c. Reduction in salary benefits;*
- d. Termination of contracts;*
- e. Evident bias in performance evaluation; or*
- f. Any acts or threats that adversely affect the rights and interest of the whistleblower.*

VIII. UNTRUE ALLEGATIONS

If a Whistleblower makes allegations that are unfounded, fabricated or malicious falsehoods as determined by the Investigation Committee, NPC may take legal action/s against him/her.

False and misleading disclosure shall be sanctioned under applicable criminal, civil and/or administrative laws, rules and regulations without prejudice to the aggrieved party's right to file a separate action/s as he/she may deem fit arising from the said disclosure.

IX. PROCEDURE ON HANDLING WHISTLEBLOWING REPORTS OR COMPLAINTS

1. Filing of Reports

All reports must be submitted to NPC through any of the Reporting Channels enumerated in Section V (2).

While a report may be filed anonymously, the Whistleblower must state his/her connection to NPC, as well as his/her general relationship to the Respondent, if any. The revelation of the identity of the Whistleblower shall be subject to Section V (3).

It is incumbent upon the Whistleblower to include all relevant documents, files, photographs, videos, records, recordings, news clippings and articles, among others, to support his/her reports and complaints.

2. Handling Initial Receipt of Whistleblowing Reports

The following NPC personnel will handle initial receipt of reports from the different reporting channels:

	Reporting Channels	Concerned NPC Official
a. E-mail	: <i>whistleblower@napocor.gov.ph</i>	Office of the Legal Counsel
b. Mail	: National Power Corporation Investigation Committee	Office of the Legal Counsel
c. Telephone	: (02) 921-3518	Office of the Legal Counsel
d. Face to Face:	National Power Corporation Investigation Committee	Chair or any member of Investigation Committee

3. Preliminary Evaluation

The information in a report, whether anonymously filed or not, may be considered sufficient in form, if:

- a. The NPC official or employee complained of is sufficiently identified by his full name and position;
- b. Action/s and/or omission/s committed, violation/s and/or charges are specified and are supported by material facts such as but not limited to:
 - Nature of the complaint;
 - Time and place of the incident;
 - Persons involved;
 - Evidence, if any; and
 - Other matters necessary to establish a case.
- c. Provisions of the laws, rules and regulations purportedly violated;
- d. Documents in support of the allegations submitted.

Thereafter, the Chair-Investigation Committee will make a determination of whether or not the information provided may be considered as a reportable condition under Section V hereof and, if in the affirmative, shall refer the same to the IC for proper disposition.

Upon proper determination of the Chair-Investigation Committee that a report does not fall within the ambit of a reportable condition under this Policy, the same may be treated as an ordinary complaint which will be acted upon in accordance with applicable laws, rules and regulations.

The Chair-Investigation Committee reserves the right to disregard a report or complaint that are vague, ambiguous, patently without merit, or are clearly harassment complaints against the Respondent/s subject to the approval of the Management Committee upon prior recommendation of the Investigation Committee. In case of anonymous report, the Chair-Investigation Committee shall communicate the initial findings to the Whistleblower who shall be afforded the opportunity to substantiate the report within fifteen (15) days upon receipt of the same. In case the matters which were raised in the initial findings were not substantiated within the given period, the report shall be disregarded and considered closed and terminated subject to the approval of the Management Committee upon prior recommendation of the Investigation Committee.

For purposes of conducting Preliminary Evaluation, the Chair-Investigation Committee may task any lawyer from OLC to assist in such activity.

4. Full Investigation

If the Investigation Committee finds the report or complaint sufficient in form and substance, it shall recommend the conduct of full investigation in accordance with the Revised Rules on Administrative Cases in the Civil Service and NPC's Code of Conduct and Discipline.

5. Progress Monitoring

The Investigation Committee shall submit a progress report to the Management Committee, which shall transmit the same to the Board of Directors, of all pending whistleblowing cases with the corresponding action/s taken thereon by the Management Committee.

X. FINAL ACTIONS ON THE REPORTS OF THE INVESTIGATION COMMITTEE

1. The Management Committee shall:
 - 1.1 Submit to the National Power Board a report or the action taken by NPC in accordance with the Revised Rules on Administrative Cases in the Civil Service. In the event that the Investigation Committee determines that the case is more appropriate for the filing of criminal charges before the Ombudsman/National Bureau of Investigation/Prosecutor, it shall submit a recommendation therefor to be approved by the NP Board.
 - 1.2 Consider the report closed and terminated as provided under Section IX (3), fourth paragraph;
 - 1.3 Recommend to take legal action against Whistleblower for untrue/fabricated allegations;
 - 1.4 Recommend any corrective action/policy to address issues/concerns raised in the complaint, if needed.
2. Report against NPC Officials and Employees – The NPC Board shall issue a formal directive to the NPC Management Committee to enforce the action required.
3. Report against Members of the NPC Board of Directors – The Management Committee may dismiss the report for want of merit or submit their recommendations on the proposed sanction against the Respondent/s to the Governance Commission for GOCC (GCG) for proper disposition.

XI. EFFECTIVITY

This revised policy shall be effective within thirty (30) days upon approval of the NPC Board, dissemination to all NPC employees and publication in the NPC website.


PIO J. BENAVIDEZ
President and CEO



GCG MEMORANDUM CIRCULAR NO. 2016 – 02

SUBJECT : REVISED WHISTLEBLOWING POLICY FOR THE GOCC SECTOR

DATE : 22 APRIL 2016

1. **STATEMENT OF POLICY.** – It is the State's policy that the governance of GOCCs shall be carried out in a transparent, responsible and accountable manner and with the utmost degree of professionalism and effectiveness.¹ Furthermore, the Governing Boards of every GOCC and its subsidiaries must be competent to carry out the GOCCs functions, be fully accountable to the State as its fiduciaries, and act in the best interest of the GOCC and the State.²

GOCCs, acting through their Governing Boards and duly authorized Officers and Employees, shall conduct the affairs, operations and business of the GOCC in full compliance with applicable laws, rules, regulations. As public officers, all GOCC Directors/Trustees, Officers and Employees, as well as Officers and Employees of the Governance Commission, must exemplify the behavior and professional demeanor consistent with such laws, rules, regulations, policies and procedures of the highest standard.
2. **BACKGROUND AND PURPOSE.** – The purpose of this Whistleblowing Policy (Policy) is to enable any concerned individual to report and provide information, anonymously if he/she wishes, and even testify on matters involving the actions or omissions of the Directors/Trustees, Officers and Employees of GOCCs, as well as the Chairman, Commissioners, Officers and Employees of the Governance Commission, that are illegal, unethical, violate good governance principles, are against public policy and morals, promote unsound and unhealthy business practices, are grossly disadvantageous to the GOCC and/or the Government.
3. **COVERAGE.** – This Policy shall be applicable to all GOCCs, GFIs, GICPs/GCEs, including their Subsidiaries and Affiliates, which are covered by the provisions of Republic Act (R.A.) No. 10149 and are subject to the regulatory jurisdiction of the Governance Commission.
4. **REPORTABLE CONDITIONS.** – Whistleblowers may report to the Governance Commission such acts or omissions that are illegal, unethical, violate good governance principles, are against public policy and morals, promote unsound and unhealthy business practices, are grossly disadvantageous to the GOCC and/or the Government, such as, but not limited to:

¹ R.A. No. 10149, Sec. 2(c).

² R.A. No. 10149, Sec. 2(e).

- (a) Abuse of Authority;
- (b) Bribery;
- (c) Conflict of Interest;
- (d) Destruction/Manipulation of Records;
- (e) Fixing;
- (f) Inefficiency;
- (g) Making False Statements;
- (h) Malversation;
- (i) Misappropriation of Assets;
- (j) Misconduct;
- (k) Money Laundering;
- (l) Negligence of Duty;
- (m) Nepotism;
- (n) Plunder;
- (o) Receiving a Commission;
- (p) Solicitation of Gifts;
- (q) Taking Advantage of Corporate Opportunities;
- (r) Undue Delay in Rendition of Service;
- (s) Undue Influence;
- (t) Violation of Procurement Laws;

Whistleblowers may also report such other acts or omissions that otherwise involve violations of the following laws, rules and regulations:

- (a) R.A. No. 6713, "Code of Conduct and Ethical Standards for Public Officials and Employees";
- (b) R.A. No. 3019, "Anti-Graft and Corrupt Practices Act";
- (c) R.A. No. 7080, as amended, "The Plunder Law";
- (d) Book II, Title VII, Crimes Committed By Public Officers, The Revised Penal Code;
- (e) Executive Order (E.O.) No. 292, s. 1987, "Administrative Code of 1987";
- (f) R.A. No. 10149, the "GOCC Governance Act of 2011";

- (g) GCG M.C. No. 2012-05, "Fit and Proper Rule";
- (h) GCG M.C. No. 2012-06, "Ownership and Operations Manual Governing the GOCC Sector;
- (i) GCG M.C. No. 2012-07, "Code of Corporate Governance for GOCCs";
- (j) Violations of the Charter of the GOCC; and
- (k) Other GCG Circulars and Orders, and applicable laws and regulations;

5. GCG WHISTLEBLOWING WEB PORTAL. – The Governance Commission has established the website www.whistleblowing.gcg.gov.ph as its primary reporting channel for whistleblowers under this memorandum circular.

This reporting channel is an online-based platform by which whistleblowers may securely submit reports electronically while at the same time ensuring their anonymity and the confidentiality of their reports.

Whistleblowers are encouraged to utilize this online reporting channel.

6. ALTERNATIVE REPORTING CHANNELS. – Whistleblowers may also submit whistleblowing reports to the Governance Commission through the following alternative reporting channels:

- (a) Face-to-Face Meetings : with GCG Officers and Employees;
- (b) E-Mail : feedback@gcg.gov.ph;
- (c) Mail : 3/F Citibank Center 8741 Paseo De Roxas, Makati City Philippines 1226;
- (d) Telephone : (632) 328-2030 to 33; and
- (e) Fax : (632) 328-2030 to 33;

7. CONFIDENTIALITY. – Except when the whistleblower does not invoke anonymity and/or confidentiality when invoking the Policy under this Memorandum Circular, the Governance Commission shall ensure confidentiality of all information arising from whistleblowing reports submitted pursuant to this memorandum circular. It shall treat all reports, including the identity of the whistleblower and the person/s complained of, in a confidential and sensitive manner. The identity of the whistleblower will be kept confidential, unless compelled by law or the Courts to be revealed, or unless the whistleblower authorized the release of his/her identity.

8. PROTECTION OF A WHISTLEBLOWER AGAINST RETALIATION. – Retaliatory acts against whistleblowers who submit whistleblowing reports in good faith shall not be tolerated by the Governance Commission which shall extend all possible assistance to the whistleblower under the law and given the circumstances. Such retaliatory acts may include:

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- (a) Discrimination or harassment in the workplace;
- (b) Demotion;
- (c) Reduction in salary or benefits;
- (d) Termination of contract;
- (e) Evident bias in performance evaluation; or
- (f) Any acts or threats that adversely affect the rights and interests of the whistleblower.

9. UNTRUE ALLEGATIONS. – If a Whistleblower makes allegations that are determined to be fabricated or malicious falsehoods, and/or he/she persists in making them, legal action may be taken against him by the Governance Commission.

10. HANDLING OF WHISTLEBLOWING REPORTS. –

10.1. Filing of Whistleblowing Reports – All whistleblowing reports must be submitted to the Governance Commission through the website www.whistleblowing.gcg.gov.ph or through any of the Alternative Reporting Channels identified in paragraph 6 of this memorandum circular.

10.2. Investigation by the Office of the General Counsel - All whistleblowing reports will be evaluated and investigated by the Office of the General Counsel which reserves the right to disregard reports that are vague, ambiguous, patently without merit, or are simply made with malicious intent to tarnish the name and reputation of the person/s complained of.

Subject to the approval of the Department of Budget and Management, the Office of the General Counsel shall establish a division to be called the Integrity Division with the primary task of implementing the provisions of this memorandum circular and investigating all whistleblowing reports submitted pursuant thereto, as well as recommending policy issuances on whistleblowing to the Governance Commission.

The Office of the General Counsel is hereby authorized to promulgate such regulations and protocols that will facilitate the full implementation of this memorandum circular.

11. GCG ACTION ON WHISTLEBLOWING REPORTS. –

11.1. In cases of whistleblowing reports against GOCCs, their Directors/Trustees, officers, and employees, the Governance Commission may pursue any of the following actions:

- (i) Dismiss the whistleblowing report for want of palpable merit;

- (ii) Forward the whistleblowing report to the concerned GOCC for corresponding official action;
- (iii) Submit a formal recommendation to the Governing Board of the concerned GOCC for the discipline of respondent Officer;
- (iv) Submit a formal recommendation to the Governing Board of the concerned GOCC for the suspension of the respondent Appointive Director;
- (v) Submit a formal recommendation to the President for the removal of the respondent Appointive Director;
- (vi) Indorse to the proper Government Agency, such as the Office of the Ombudsman, the pursuit of the criminal and/or administrative processes against the respondents;
- (vii) Enjoin the GOCC Governing Board and Management to comply with applicable laws or jurisprudence and/or to undertake corrective measures to address the matters raised in the complaint; and
- (viii) Consider the whistleblowing report closed and terminated if the response of the respondent is found to be adequate.

11.2. In cases of whistleblowing reports against the Chairman, the Commissioners, or Directors of the Governance Commission, the Office of the General Counsel may dismiss the whistleblowing report for want of merit, or submit their recommendations on proposed sanctions against the respondents to the Office of the President.

11.3. In cases of whistleblowing reports against other officers and employees of the Governance Commission, the Office of the General Counsel may dismiss the whistleblowing reports for want of merit or submit their recommendations on proposed sanctions against the respondents to the Governance Commission.

12. DUTY OF GOCCs. – Within a period of six (6) months from effectivity of this memorandum circular, all GOCCs under the regulatory jurisdiction of the Governance Commission under R.A. No. 10149 are required to establish an online link in their official websites to GCG's whistleblowing web portal at www.whistleblowing.gcg.gov.ph

Within a period of one (1) year from the effectivity of this memorandum circular, said GOCCs are likewise enjoined to establish their own whistleblowing systems, duly approved by their Governing Boards, which adhere to the policy and purpose enunciated in this memorandum circular.

GOCCs must further provide a working environment that promotes whistleblowing and establish such regulations that provide protection to

whistleblowers against retaliation actions mentioned in paragraph 8 of this memorandum circular.

Full compliance with this paragraph shall be a Good Governance Condition for the grant of Performance-Based Bonus and Performance-Based Incentives starting 2017.

13. REPEALING CLAUSE. – All other GCG orders, circulars, issuances, and decisions, or parts of the foregoing, which are inconsistent with this Memorandum Circular are hereby repealed or modified accordingly.
14. EFFECTIVITY CLAUSE. – This Circular shall take effect immediately upon publication in a newspaper of general circulation and in the Commission's website www.gcg.gov.ph.

BY AUTHORITY OF THE COMMISSION:


CESAR L. VILLANUEVA
Chairman


MA. ANGELA E. IGNACIO
Commissioner


RAINIER B. BUTALID
Commissioner