



**Organisation for Economic Co-operation and Development**

**In co-operation with the World Bank Group**

## Agenda

### **The 2008 Meeting of the Latin American Corporate Governance Roundtable**

2 -3 December

Camino Real Polanco Hotel,

Mexico City, Mexico

*Co-hosted by:*

Mexican Stock Exchange,  
Mexican Ministry of Finance,  
National Banking and Securities Commission,  
Center for Excellence in Corporate Governance  
Business Co-ordinating Council (CCE)

*With the support of:*

Government of Spain and the Global Corporate Governance Forum

**Tuesday 2nd December 2008**

8:30 - 9:00

**Registration**

9:00 - 9:30

**Introductory Remarks**

**Speakers:**

- Guillermo Babatz Torres, President, Mexican National Banking and Securities Commission (CNBV)
- Guillermo Prieto Treviño, President, Mexican Stock Exchange (BMV)

09:30 - 11:00

**Session 1:**

**White Paper on Institutional Investors and Corporate Governance**

**Chair:**

- Adrian Blundell-Wignall, Deputy Director of Financial and Enterprise Affairs, OECD.

**Introduction to White Paper:**

- Daniel Blume, Senior Policy Analyst, OECD and Davit Karapetyan, Corporate Governance Officer, IFC.

**Commentators:**

- John Wilcox, Chairman, Sodali Ltd. and Consultant on Corporate Governance to TIAA-CREF, United States, will provide lead-off comments. The session Chair will lead an active, open discussion about the White Paper among international and regional investors, pension funds, rating agency and advisory services, and policy and regulatory officials.

***Objective:***

This session will give participants the opportunity to comment on the overall content of the White Paper and discuss the key recommendations. It will also allow participants to discuss specific priority sub-topics addressed by the White Paper. (Please note that there will be an additional drafting session on the 3<sup>rd</sup> of December devoted to reaching agreement on the White Paper text.)

***Details:***

Discussants and participants will be invited to comment on the findings and recommendations such as those highlighted in the question below.

***Key Questions:***

What legal, economic and cultural barriers affect the ability of IIs to contribute to CG improvements in their investees companies?

What steps can regulators, IIs and companies take to improve the influence of IIs?

Do policy and regulatory frameworks in Latin America have sufficient requirements to address conflicts of interest in IIs ownership structures?

How can IIs most effectively co-operate to enhance corporate governance while minimizing risk of market abuse?

Is the market and regulatory framework advanced enough in Latin America for IIs to make effective use of rating agencies in evaluating company governance?

11:00 - 11:30 **Coffee/Tea break**

11:30 - 13:00 **Session 2:**  
**Role of Stock Exchanges in Corporate Governance: the Impacts of Demutualisation and Cross-border Integration**

**Chair:** Silvina Vatnick, President, Center for Financial Stability, Argentina

**Speakers:**

- Thomas Krantz, Secretary General, World Federation of Exchanges (WFE).
- Pedro Zorrilla, General Manager, Mexican Stock Exchange (BMV).
- Matthew Sullivan, Director of Strategy and Markets, Costa Rican Stock Exchange (BNV).
- Cristiana Perreira, Special Projects and Integration Officer, BM&F BOVESPA
- *Open discussion*

***Objectives:***

Give participants an overview of developments in stock exchanges, including demutualisation, regional integration and related issues.

Spark a discussion on emerging trends and implications for corporate governance in this context, such as cross-border share-trading agreements, mergers of stock exchanges, regulatory convergence across borders, etc...

***Details:***

A report prepared by the Center for Financial Stability, providing background on recent developments in Argentina, Brazil, Chile, Colombia, Mexico and Peru, particularly with respect to stock exchange demutualization, cross-border trading, and mergers and regulatory asymmetries. The paper will be introduced by the Chair and speakers will address the implications for the role of stock exchanges from global, regional and individual country perspectives.

***Key Questions:***

Are there conflicts of interest between stock exchanges' commercial objectives, particularly as listed companies, and their regulatory functions, and if so, how are they addressed?

Does competition between stock exchanges create incentives for lower or higher corporate governance standards and levels of enforcement?

What are the implications of regional integration on corporate governance?

What can we learn from cross-border activities from more mature markets?

13:00 - 14:30

**Lunch**

Sponsored by the Center for Excellence in Corporate Governance  
*Details:* Held at the Camino Real Hotel

14:30 - 15:50

**Session 3:**

**Corporate Governance Enforcement Priorities: The Gap Between Standards and Implementation**

**Chair:**

- Darrin Hartzler, Manager, IFC Corporate Governance Unit

**Speakers:**

- María Helena Santana, President, Brazil Securities Commission (CVM).
- Carlos Quevedo, Vice-President of Stock Exchange Supervision, Mexican National Banking and Securities Commission (CNBV).
- Hernán López, Deputy Superintendent, Chilean Superintendence of Securities and Insurance (SVS).
- Juan Munguira, Legal Adviser International Affairs, Spanish National Stock Market Commission (CNMV).
  
- *Open discussion*

***Objectives:***

This session will inform participants about key priorities for enforcement in the region, such as enforcement of insider trading/ market abuse and related party transactions, and ensuring fair treatment during changes of control. As cross-border trading becomes more common, co-ordinating stock market regulation will be high on the agenda in the region.

***Key Questions:***

What are the key enforcement developments in various Latin American countries?  
Is enough being done in key areas to tackle these issues?  
What is needed to close the gap between standards and implementation?

15:50 16:10

**Introduction to Breakout Sessions (Session 4): Threats and Obstacles to Corporate Governance in Latin America.**

**Co-presenters:**

- Adrian Blundell-Wignall, Deputy Director of Financial and Enterprise Affairs, OECD.
- Mike Lubrano, Managing Director, Cartica Capital.

***Objective:***

To explain to participants the purpose of session 4 and some of the key issues to be addressed.

16:10 - 16:30

**Coffee/Tea break**

16:30 - 18:00

**Session 4: Discussion Groups**  
**Threats and Obstacles to Corporate Governance in Latin America.**

- Break-out group 1: focus on the role of the private sector  
Mauro Cunha, president, Brazilian Institute of Corporate Governance
- Break-out group 2: focus on the policy/regulatory framework  
Álvaro Clarke, Consultant, Chile
- Break-out group 3: focus on the global economic and policy environment  
Sam Podolsky, Head and Executive Secretary of the Mexico City Competitive Council

***Objective:***

Identify and discuss what are the emerging threats and obstacles to CG in Latin America. In the wake of the global financial crisis and uncertainty over political, regulatory and market reactions to it, how can Roundtable participants proactively anticipate emerging threats and obstacles and how to adjust course to address them? What can the various stakeholders do to mitigate these threats/obstacles to CG in the region?

*Details: Participants will be asked to choose one of the 3 break-out groups setting out three different perspectives on threats and obstacles (i.e. from the angle of investors and companies, the policy and regulatory framework, and the global economic and policy environment). Each group will be led by a chair (this person will present the topic to the break out group to kick off discussions at individual tables) and one rapporteur who will track the results and report back to plenary session 6.*

20:00 - 21:30

**Cocktail Reception Sponsored by IFC**

*El Lago Restaurant. Lago Mayor 2nda Sección del Bosque de Chapultepec, Mexico City. Transportation will be arranged to/from the Camino Real.*

## Wednesday 3rd December 2008

9:00 - 11:00

### **Session 5:**

#### **White Paper on Institutional Investors and Corporate Governance: Drafting Session**

##### **Co-Chairs:**

- Daniel Blume, OECD and Davit Karapetyan, IFC
- *Open discussion on recommendations and drafting*

##### ***Objective:***

Strengthen and enrich the White Paper on Institutional Investors and CG through discussion of individual recommendations and suggestions from Roundtable participants, to reach preliminary agreement on its recommendations.

11:00: - 11:15

#### **Coffee/Tea break**

11:15 - 12:00

### **Session 6:**

#### **Main Conclusions from Group Discussions on Threats and Obstacles to Corporate Governance in Latin America.**

**Chair:** Bengt Hallqvist, board member, Brazil

##### **Speakers:**

- Break-out group 1: the role of the private sector  
Rapporteur: Jorge Fabr , board member, Center for Excellence in Corporate Governance, Mexico
- Break-out group 2: policy and regulatory environment  
Rapporteur: Miguel Mora, Spanish Ministry of Economy and Finance
- Break-out group 3: the global policy and economic environment:  
Rapporteur: Hector Lehued , Chile Ministry of Finance
- *Open discussion*

##### ***Objective:***

Summarise the main conclusions from the different discussion groups, extract key emerging threats and obstacles identified by the different groups and discuss how this impacts on Roundtable participants' priorities for corporate governance improvements as well as the Roundtable's priorities for future work.

*Details: In this session, break-out group rapporteurs will present to the plenary the key conclusions drawn from their groups (10 minutes each) with opportunity for discussion.*

12:00 - 13:00

**Session 7:**

**Roundtable Concluding Session: New Initiatives and Priorities for the Future:  
New Guidance for Corporate Governance Implementation**

**Chair:**

- Daniel Blume, OECD

**Speakers:**

- Sandra Guerra, Co-ordinator, Latin American Companies Circle
- Cate Ambrose, Executive Director, Latin American Venture Capital Association (LAVCA)
  
- *Open discussion*

***Objective:***

This session will provide an opportunity for RT participants to report on significant new initiatives, including the Companies Circle Practical Guide to CG implementation, the Latin America Venture Capital Association toolkit for family business, etc. The Roundtable will conclude with a summary of the main conclusions, and seek input to prioritise specific areas of work for the coming year.