



## Draft Agenda

# The 2010 Meeting of the Latin American Corporate Governance Roundtable

21st-22nd October 2010

Bolsa do Rio Convention Center

Praça XV de Novembro, 20 Térreo - Centro  
Rio de Janeiro / RJ - CEP: 20010-010

*Co-hosted by:*

Comissão de Valores Mobiliários  
Instituto Brasileiro de Governança Corporativa  
BM&FBOVESPA

*With the support of:*



## **Background and Objectives of the Latin American Roundtable on Corporate Governance**

The Latin American Corporate Governance Roundtable was established in April 2000, and aims to facilitate policy dialogue by providing a forum for the structured exchange of experience between senior policy-makers, regulators and market participants in the area of corporate governance. Roundtable participants have come from Argentina, Bolivia, Brazil, Canada, Chile, Costa Rica, Colombia, Dominican Republic, Ecuador, Mexico, Panama, Peru, Spain, Sweden, Turkey, the United Kingdom, the United States and Venezuela. By convening the leading institutions and personalities that are involved in corporate governance reform in Latin America, including regulators, stock exchanges, institutional investors and businesses, the Roundtable serves as an important opportunity to take stock of recent developments.

The aim of the 2010 Roundtable meeting is to help policy-makers, regulators, investors, businesses and other corporate governance advocates advance in relation to four main themes:

1) Overcoming obstacles to corporate governance-related enforcement: The Roundtable has embarked on a joint initiative with COSRA/IARC to review and exchange experience on key issues for corporate governance-related enforcement, starting with a survey of how regulators deal with enforcement related to abuse of privileged information/insider trading. The Roundtable-COSRA/IARC task force will report on the initial conclusions of its work and invite wider discussion of these and other priority issues, such as abuse of related party transactions.

2) Enhancing board effectiveness: The Roundtable will issue a report as a basis for discussion, aimed at supporting improvements to the functioning of boards. The report will feature a mapping of laws, regulations, voluntary codes, listing requirements and current practices relevant to selected recommendations to enhance board effectiveness.

3) Impact of stock exchanges on corporate governance: This session will explore ways in which stock exchanges have had an impact on or can contribute to the enhancement of corporate governance in the region.

4) Launching of the White Paper on institutional investors and corporate governance: This session at which the final version of the White Paper on Strengthening the Role of Institutional Investors in Latin American Corporate Governance will be disseminated will be devoted to discussing recent developments in the region regarding impact of the recommendations of the White Paper as agreed last year. It will also allow the Roundtable to learn about current progress and challenges ahead in the region.

In addition to these four core themes, the Roundtable will explore an additional three topics in a break-out group format. In these small group discussions, which will allow the opportunity for more active discussion and broader participation, the Roundtable will debate selected issues related to corporate governance of non-listed companies, the link between corporate governance and corporate responsibility, and finally board evaluations from company and investor perspectives.

### **Guidance for chairs, moderators, speakers and Roundtable participants**

**Moderators** are invited to encourage open discussion among all participants, to maintain the focus on the theme of their session and to be strict in managing time. The objective is to stimulate reflection and encourage an active exchange of views and experience on the discussed issues among all participants. **Speakers** are reminded that their presentations should be no longer than 10 minutes and should be designed to help frame the discussion. Please limit the use of slides to a maximum of 5 slides, which should be provided to the OECD in advance, so they can be made available on-line. **Commentators/panellists** are invited to highlight the main challenges related to the specific theme.

For the break-out sessions, **lead speakers** are invited to provide a brief presentation, which should be no longer than 10 minutes, based on the discussion papers distributed prior to the meeting. **Chairs/rapporteurs** in these break-out sessions are invited to encourage open and inclusive discussions during these sessions based on the discussion papers. They are expected to present the conclusions of the discussion at the plenary. **Roundtable participants** are encouraged to actively and openly participate in discussions to provide the Roundtable with their country experience, as well as react, expose their views and discuss the issues raised by speakers.

Simultaneous interpretation will be provided between Spanish, and English.

[www.oecd.org/daf/corporateaffairs/roundtables/latinamerica/](http://www.oecd.org/daf/corporateaffairs/roundtables/latinamerica/)

**Thursday, 21 October 2010**

8:30-8:55

**Registration**

9:00-9:40

**Welcoming Words**

**Speakers:**

*Ms. Maria Helena Santana*, Chair, Brazilian Securities Regulator (CVM), Brazil

*Mr. Gilberto Mifano*, Chair, Brazilian Institute of Corporate Governance (IBGC), Brazil

*Mr. Carlos Kawall*, International Business Development Officer, BM&FBOVESPA, Brazil

*Mr. Marcello Bianchi*, Chair, OECD Corporate Governance Committee

*Introduction and welcoming remarks from the Brazilian Regulator (CVM), the Brazilian Institute of Corporate Governance, the Stock Exchange BM&FBOVESPA, and the OECD.*

9:40 - 11:15

**Session 1: Enforcement Priorities in Latin America: Combating Abuse of Privileged Information**

**Co-moderators** (will introduce the report):

*Mr. Mike Lubrano*, Managing Director, Corporate Governance, Cartica Capital, United States

**Lead speaker:**

*Ms. Rosario Patron*, President, Council of Securities Regulators of the Americas (COSRA), Central Bank, Uruguay

Commentators

Securities regulators from jurisdictions participating in the survey will be invited to comment on issues and challenges to address. Market participants will also be expected to react to the summary conclusions from the survey.

**Summary:**

*Based on a 2009 Roundtable survey of enforcement practices in Argentina, Brazil, Chile, Colombia, Panama and Peru, and Roundtable sessions involving these countries as well as Mexico and Uruguay, enforcement issues related to the abuse of privileged information and insider trading, as well as oversight of related party transactions were identified as key initial priorities for the Task Force. The joint COSRA (Council of Securities Regulators of the Americas)/IARC (Inter-American Regional Committee of IOSCO) Roundtable Task Force decided to address initially the first priority with a survey on how to address the abuse of privileged information. The Task Force's aim will be to exchange information and experience to improve understanding of how participating jurisdictions address this problem, in order to identify ways to strengthen the effectiveness of their enforcement policies and practices in this key area. The results will be reviewed in a closed session to be held prior to the Roundtable and the summary of discussions presented at the Roundtable.*

**Key questions:**

What are the main areas of concern identified in the survey?

What are the main commonalities between jurisdictions?

What are the main differences in legal and regulatory frameworks to tackle abuse of privileged information?

What are the main actions needed by the regulator to make enforcement more effective?

What are the actions that other institutions and market actors should take to prevent abuse of privileged information?

What follow-up work should be considered by the Task Force?

11:15 – 11:45	<i>Tea &amp; coffee break</i>
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11:45-13:00	<b>Session 2: Implementing the White Paper on Institutional Investor and Corporate Governance: Progress and Challenges Ahead</b>
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**Moderator:**

*Mr. Davit Karapetyan, Corporate Governance Officer, IFC*

**Speakers:**

*Ms. Maria Helena Santana, Chair, Brazilian Securities Regulator (CVM), Brazil*

*Mr. Simon Wong, Partner, Governance for Owners, United States*

*Mr. Luis Mario Hernández, Financial Vice-President, Pension Fund Regulator (CONSAR), Mexico*

*Mr. Juan Munguira, Bureau member of the OECD Corporate Governance Committee, National Stock Market Commission (CNMV), Spain*

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**Summary:** *This session at which the final version of the White Paper (on institutional investors and corporate governance) will be disseminated, will be devoted to discussing recent developments in the region regarding impact of the recommendations of the White Paper agreed last year. It will also allow the Roundtable to learn about current progress and challenges ahead in Mexico and Brazil and other perspectives on the relevance of the White Paper.*

**Key questions:**

What have been the major developments in the region in the area of CG and Institutional Investors?

Would countries be prepared to report on progress on the recommendations of the White Paper in a year's time?

13:00-14:30	<i>Lunch</i>
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14:30-16:00	<b>Session 3: Improving Board Effectiveness</b>
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**Moderator:**

*Mr. Marcello Bianchi, Chair, OECD Corporate Governance Committee, Italy*

**Lead Speaker:**

*Mr. Andreas Grimminger and Ms. Carolina Azar, Co-head of Research, eStandards Forum, United States*

**Survey Respondants** Representatives from the participating corporate governance institutes will be invited to comment on the report's conclusions as well as other market supervisors and participants.

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**Summary:** *At the 2009 Roundtable, participants expressed interest in the Roundtable producing a more focused and systematic study on boards and how to improve their effectiveness. The document prepared for the Roundtable has been produced in conjunction with eStandardsForum (ESF) and in collaboration with Corporate Governance Institutes (CGIs) in the region, with GCGF support. It aims at advancing recommendations to improve the functioning of boards, focusing on listed companies. This is done through a mapping of laws, regulations, voluntary codes, listing requirements and current practices in selected board-related issues aimed at achieving better outcomes.*

**Key questions:**

What are the major gaps identified in the mapping exercise?

What is the evidence for practices going beyond the legal and regulatory baseline?

What causes this positive gap?

To what extent do voluntary codes and or listing requirements help support improved effectiveness?

What concrete, realistic and implementable actions can Corporate Governance Institutes (CGIs) take to improve board effectiveness in their jurisdictions?

What legal and regulatory actions can be taken to improve the effectiveness of boards?

16:00-16:15 **Session 4. Introduction to Break-out Sessions**

**Lead Speaker:**

*Mr. Pedro Mäder Meloni*, Principal Advisor - Global Financial Markets Latin America & Caribbean, IFC

**Summary:** M. Mäder Meloni will introduce the three different topics of the break-out sessions, describing the work IFC has been doing in these areas.

16:15 – 16:30 ***Tea & coffee break(provided at the foyer)***

16:30-18:00 **Break-out Discussions:**

**Parallel discussion groups**

***GROUP 1: Influencing Corporate Governance of Non-Listed Companies: Regulatory vs Non-Regulatory Approaches***

Chair/ Rapporteur: *Mr. Andrés Oneto*, Competition Executive, Andean Development Corporation (CAF)

Lead Speakers:

*Ms. Maria Isabel Cañón*, Deputy Superintendent, Supersociedades, Colombia

*Mr. Jose Luiz Osorio*, Partner, Jardim Botânico Partners, Brazil

***GROUP 2: Corporate Governance: Achieving a Balanced Approach to Corporate Responsibility***

Chair/ Rapporteur: *Mr. Santiago Chaher*, Consultant Global Corporate Governance Forum.

Lead Speakers:

*Mr. Manuel Isaza*, Hermes Equity Ownership Services-Americas, United Kingdom

*Mr. Carlos Eduardo Lessa Brandaõ*, IBGC board member, Brazil

***GROUP 3: Board Performance: The Role of Board Evaluations***

Chair/ Rapporteur: *Ms. Sandra Guerra*, Companies Circle Co-ordinator, Brazil

Lead Speakers:

*Ms. Patricia Gastelumendi*, Administration and Finance Manager, Ferreyros, Peru

*Mr. Alberto Mauricio Bernal*, Acting Secretary General, ISA, Colombia

*Mr. Mauro Rodrigues da Cunha*, CFA, CIO, Equities, Opus Gestão de Recursos, Brazil

**Summary:** *This will set the scene for break-out groups which will be divided in three main themes. In each of the break-out groups short presentations will be made by the lead speakers to kick-start the discussion. The Rapporteur/chair will moderate his assigned group. Break-out sessions will seek agreement on a set of “statements” which will be shared and discussed at the plenary the following day.*

19:30- 22:00 ***Cocktail reception sponsored by IFC at Caesar Park Hotel, Avenida Vieira Souto 460 Ipanema***  
***Buses will be leaving the Windsor Guanabara hotel between 19:00 and 19:30.***

9:00-10:30	<b>Session 5: How Have Stock Exchanges in the Region Impacted Corporate Governance?</b>
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**Moderator:**

*Mr. Pasquale Di Benedetta*, Corporate Governance Specialist, World Bank

**Speakers:**

*Ms. Elvira Schamann*, Secretary General, Ibero-American Federation of Stock Exchanges (FIAB)

*Mr. Arminio Fraga*, Chair, BM&FBOVESPA, Brazil

*Mr. Patricio Peña*, Chair, Quito Stock Exchange, Ecuador

*Ms. Liliana Casafranca*, Deputy Director of Project Development and Planning, Lima Stock-Exchange, Peru

**Summary:** *This session will explore ways in which stock exchanges in the region have had an impact on corporate governance. The discussion will center on BM&FBOVESPA's efforts to raise corporate governance standards in Brazil through its three corporate governance-differentiated segments; Lima's stock-exchange Index of Good Corporate Governance (IBGC for its initials in Spanish) which currently includes 10 companies; corporate governance education initiatives from other stock exchanges; and other recent developments such as the imminent merger of the Santiago, Lima and Colombian stock exchanges and its impact on CG standards (in the medium to long-term).*

**Key questions:**

What are the main challenges and obstacles to raising listing standards?

What other ways can stock exchanges support better corporate governance besides listing standards?

How do stock exchanges' own governance arrangements impact on listed companies' practices?

10:30 – 11:00	<i>Tea &amp; coffee break</i>
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11:00-12:00	<b>Session 6: Break-out Group Reports</b>
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**Moderator:**

*Mr. John Zemko*, Regional Director for Latin America and the Caribbean, Center for International Private Enterprise

**Group Chairs/Rapporteurs:****GROUP 1: Influencing Corporate Governance of Non-Listed Companies: Regulatory vs Non-Regulatory Approaches**

Chair/ Rapporteur: *Mr. Andrés Oneto*, Competition Executive, Andean Development Corporation (CAF)

**GROUP 2: Corporate Governance: Achieving a Balanced Approach to Corporate Responsibility**

Chair/ Rapporteur: *Mr. Santiago Chaher*, Consultant, GCGF

**GROUP 3: Board Performance: A Discussion at Board Evaluations**

Chair/ Rapporteur: *Ms. Sandra Guerra*, Co-ordinator, Companies Circle, Brazil

**Summary:** *In this session the Chair/Rapporteur of each group will present the main findings from each of the three break-out groups (from session 4). The discussion which will follow will be directed at identifying discrete areas for further action by the Roundtable.*

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12:00-13:15

**Closing session: Reflections on the 10<sup>th</sup> Anniversary of the Roundtable: Impacts and Next Steps.**

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**Moderator:**

*Mr. Daniel Blume, Senior Policy Analyst, OECD*

**Speakers:**

*Mr. Miguel Mora, Senior Advisor, Ministry of Economy and Finance, Spain*

*Open discussion*

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**Summary:** *This session will be devoted to summarising the key conclusions from the meeting, and will give participants the opportunity to briefly discuss any recent corporate governance initiatives and developments in Latin America. This session will also seek to identify next steps and issues for the Roundtable going forward.*

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