

FINAL STAKEHOLDER CONSULTATION ON THE REVISION OF THE OECD GUIDELINES ON CORPORATE GOVERNANCE OF STATE-OWNED ENTERPRISES

8 September 2014, OECD Conference Centre, Paris

AGENDA

Context and objectives

The OECD Working Party on State Ownership and Privatisation Practices (WP SOPP) is in 2014 reviewing and revising the OECD Guidelines on Corporate Governance of State-Owned Enterprises (“SOE Guidelines”). The SOE Guidelines were adopted in 2005 as an internationally-agreed standard on how governments should exercise ownership of state-owned enterprises. They are being revised to take into account changes in the corporate governance landscape since their adoption in 2005, and to reflect the experiences of the growing number of countries that have taken steps to implement their recommendations.

The revision process involves extensive consultations beyond OECD membership, including with representatives of the OECD’s partner countries, business and labour representatives, civil society, corporate governance experts and practitioners. A first consultation with stakeholders was held at a meeting in Paris in February 2014, and subsequent discussions have been conducted throughout the OECD’s regional networks active across the globe.

The purpose of the September consultation is to solicit final input from stakeholders on a draft version of the revised SOE Guidelines. Consultation discussions will inform the development of a second draft of the revised SOE Guidelines, for consideration by the Working Party at its next meeting on 22-23 October 2014.

Format

The discussions on 8 September 2014 will be based on a draft text of the revised SOE Guidelines which was approved as a basis for consultations by WP SOPP in April and made available for public comment from May to September 2014 (<http://www.oecd.org/daf/ca/public-consultation-guidelines-for-soes-2014.htm>). Discussions will be structured around the proposed chapters in the draft text. Written comments submitted by stakeholders in advance of the meeting will be made available. To facilitate the revision process, participants are encouraged to provide concrete suggestions on how to fine-tune and improve the draft text.

AGENDA

9:00-9:30 **Registration**

9:30-10:00 **Opening remarks**

- *Anders Berg, Chair of the OECD Working Party on State Ownership and Privatisation Practices*

10:00-10:30 **Applicability and definitions**

The section on “Applicability and definitions” provides some guidance to help readers identify which entities should be governed according to the standards set by the SOE Guidelines. It also offers some definitions of terms used throughout the text. Participants will be invited to comment on the current text and suggest improvements.

10:30-11:15 **Chapter I: Rationales for state ownership**

Chapter I proposes some overarching principles for ensuring that the state as owner adequately identifies and discloses the public policy objectives that motivate state ownership. The proposed text is not prescriptive regarding what would be considered “appropriate” rationales for state ownership, but rather offers some guidance for improving the state’s accountability towards the general public, notably through the development and communication of a clear ownership policy. Participants will be invited to comment on the current text and suggest improvements.

11:15-11:30 **Coffee/tea break**

11:30-12:15 **Chapter II: The state’s role as an owner**

Chapter II outlines the main rights and responsibilities of the state as an active owner and proposes principles for ensuring that the exercise of state ownership is done in an effective and efficient manner. Participants will be invited to comment on the proposed text and suggest improvements.

12:15-13:00 **Chapter III: State-owned enterprises in the marketplace**

Chapter III proposes concrete guidance to maintain a level playing field between SOEs and private companies when they compete in the marketplace, elaborating on the existing guidance on this topic contained in the original text of the SOE Guidelines. Participants will be invited to comment on the proposed text and suggest improvements.

13:00-14:00 **Lunch break**

14:00-14:45 **Chapter IV: Equitable treatment of shareholders and other outside investors**

Chapter IV outlines key principles for recognising and protecting the rights of any non-state shareholders of SOEs. Reference is made to the OECD Principles of Corporate Governance, which are also currently undergoing a revision. Participants will be invited to comment on the proposed text and suggest improvements.

14:45-15:30 **V. Stakeholder relations and sustainable business**

Chapter V puts forward guidance regarding the respect of stakeholder rights by the state as owner and by SOEs. It also addresses the issue of responsible business conduct by SOEs. The proposed text does not establish levels of aspiration in this respect, but rather suggests that any expectations the state has regarding the responsible business conduct of SOEs should be publically disclosed. Participants will be invited to comment on the proposed text and suggest improvements.

15:30-16:15 VI. Transparency and disclosure

Chapter VI provides detailed guidance on adequate transparency and disclosure practices for individual SOEs and at the aggregate level by the state as owner. Participants will be invited to comment on the proposed text and suggest improvements.

16:15-17:00 VII. The responsibilities of the boards of state-owned enterprises

Chapter VII outlines key principles for ensuring the effectiveness and independence of SOE boards. It builds on recent work undertaken by the Working Party on this topic. Participants will be invited to comment on the proposed text and suggest improvements.

17:00-17:30 Concluding session and the road ahead