



Agenda

The 2011 Meeting of the Latin American Corporate Governance Roundtable

29th-30th November 2011

Lima, Peru

www.oecd.org/daf/corporateaffairs/roundtables/latinamerica/

Co-hosted by:

Superintendencia del Mercado de Valores (SMV)

Bolsa de Valores de Lima (BVL)

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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 corporate governance improvements by providing a forum for the structured exchange of experience between senior policy-makers, regulators and market participants. Roundtable participants have come from Argentina, Bolivia, Brazil, Canada, Chile, Costa Rica, Colombia, Dominican Republic, Ecuador, Mexico, Panama, Peru, Spain, Sweden, Turkey, Uruguay, 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 both to take stock and help set the agenda for further corporate governance improvements in the region.

The aim of the 2011 Roundtable meeting is to help policy-makers, regulators, investors, businesses and other corporate governance advocates to advance in relation to five main themes:

- 1) **Improving Board effectiveness: Board selection/nomination.** Building on work started last year and the revised and updated report “Achieving Effective Boards”, the Roundtable will pursue in greater depth how Latin American countries select and elect effective board members. The role of board evaluation, including new work developed by the Companies Circle, will also be addressed. The discussion will make use of a follow-up study which also addresses the issue of how board members deal with conflicts of interest, to be circulated prior to the meeting.
- 2) **Corporate governance enforcement: Preventing abuse of related party transactions.** Based on continuing work with COSRA and the report from last year’s Roundtable, a revised version of the report, providing new recommendations on preventing misuse of privileged information, has been completed. In addition, a new survey on preventing abuse of related party transactions in six Roundtable countries has been launched – focusing not only on enforcement but also the role of the board and shareholders, to be circulated prior to the meeting.
- 3) **Peruvian corporate governance progress.** A session will be held to review recent corporate governance developments and proposals under consideration in Peru, with opportunities for exchange with peers from the region. A Peruvian task force has been established to review and recommend how Peru may move to implement the recommendations of the Roundtable’s new White Paper, “Strengthening Latin American Corporate Governance: the Role of Institutional Investors.”
- 4) **Stock exchanges as an engine for corporate governance improvements.** The Roundtable will explore the impact that stock exchanges are having on improving corporate governance, particularly among non-listed and smaller enterprises.
- 5) **Emerging trends in corporate governance for state-owned enterprises.** Building on the conclusions of the 1st meeting of the Latin American Network on Corporate Governance of State-Owned Enterprises held in Bogota, Colombia on 8-9 September, 2011, this session will highlight trends within the region to strengthen corporate governance of SOEs, particularly in the context of initiatives to list SOEs on public stock exchanges.

In addition to these five core themes, the Roundtable will explore an additional three topics in break-out group format. In these small group discussions, which will allow the opportunity for more active discussion and broader participation on selected new issues of emerging interest, the Roundtable will discuss emerging best practices for the conduct of annual general meetings, corporate governance challenges for company groups, and corporate governance as a tool for preventing corruption.

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. They will be asked to summarize key points and follow-up steps at the conclusion of the session. **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** are invited to highlight the main challenges and key questions for further discussion.

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** 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.

DAY 1	TUESDAY 29 th NOVEMBER 2011
13:30-14:15	Registration
14:15-14:45	<p>Welcoming words by:</p> <p>Juan Manuel Ecchavarria, Cabinet Chief, Peru Ministry of Finance and Economics; Lilian del Carmen Rocca Carbajal, Chair, Superintendencia del Mercado de Valores; Roberto Hoyle, Chairman, Lima Stock Exchange; Grant Kirkpatrick, Deputy Head, OECD Corporate Affairs</p>
14:45-16:15	<p>Session 1: Peru Institutional Investors' Task Force: Pursuing Progress against the Roundtable's Recommendations</p> <p><i>Moderator:</i> Carlos Eyzaguirre, Peru Institutional Investor Task Force co-ordinator</p> <ul style="list-style-type: none"> • Annelie Beaumont, Legal Counsel, Peru Pension Fund Association • Fernando Osorio, Legal Counsel, Mutual Fund Association – ASBANC • Lilian del Carmen Rocca Carbajal, Chair, SMV • Michel Canta, Deputy Superintendent, SBS (pension fund regulator) <p><i>Commentators:</i></p> <ul style="list-style-type: none"> • Mariela Garcia de Fabbri, General Manager, Ferreyros and Chairwoman, Companies Circle • Clara Eugenia Castillo Lopez, Superfinanciera, Colombia <p>Summary</p> <p>The main focus of this session is to discuss and review the results of the Peruvian task force initiative to consider progress and proposals to implement the recommendations of the Roundtable's 2010 White Paper, <i>Strengthening Latin American Corporate Governance: the Role of Institutional Investors</i> (background paper to be circulated in advance). Lead speakers will discuss key proposals for improving corporate governance in Peru, and policy-makers and experts from other countries as well as Peru will be invited to review and comment on these proposals. Other countries will also be invited to form task forces and consider presenting their proposals at future meetings of the Roundtable.</p>
16:15-16:30	<p>Introduction to break-out session groups</p> <p>Darrin Hartzler, Manager, Corporate Governance Unit, IFC</p>
16:30-17:00	Coffee/Tea
17:00-18:30	<p>Session 2: Break-out group discussions on corporate governance challenges for Annual General Meetings, company groups, and prevention of corruption:</p> <ul style="list-style-type: none"> • Practices for Annual General Meetings <ul style="list-style-type: none"> ○ Chair, Marcello de Simone, Ultrapar (Chair of the Companies Circle Working Group on AGMs) • Corporate governance challenges for company groups <ul style="list-style-type: none"> ○ Chair, Grant Kirkpatrick, Deputy Head of OECD Corporate Affairs ○ <i>Commentators:</i> <ul style="list-style-type: none"> ▪ Silvina Vatnick, Center for Financial Stability, Argentina ▪ Maria Uriza, Argos, Colombia • The Role of Corporate Governance in Preventing Corruption <ul style="list-style-type: none"> ○ Chair, Santiago Chaher, GCGF

	<ul style="list-style-type: none"> ○ <i>Lead Commentators:</i> <ul style="list-style-type: none"> ▪ Leah Ambler, OECD Anti-Corruption Analyst ▪ John Zemko, Center for International Private Enterprise ▪ Marcos Bertin, GCGF Private Sector Advisory Group, Argentina <p><i>Rapporteur: Magdalena Rego Rodriguez, GCGF</i></p> <p>Short discussion papers on each breakout group topic will be circulated in advance of the meeting.</p>
20:00	Cocktail sponsored by IFC, Los Delfines Hotel

DAY 2	WEDNESDAY 30th NOVEMBER 2011
9:00-10:30	<p>Day 2 Opening Remarks: Richard Boucher, OECD Deputy Secretary-General</p> <p>Session 3: Corporate Governance enforcement: Preventing Abuse of Related Party Transactions <i>Moderator: Daniel Blume, OECD</i></p> <ul style="list-style-type: none"> • Mike Lubrano, Cartica Capital, consultant to the OECD, on Latin America RPT Survey • Carlos Pavez, Head of Market Compliance, Chilean Securities Regulator SVS • Ottavio Yazbek, Director, Brazil Securities Regulator CMV • Alba Avila Quintana, CNV International Affairs, Argentina <p><i>Summary</i></p> <p>The Roundtable Survey Report on Related Party Transactions will provide the basis for this session, including proposed issues for discussion shown on pages 15-16. Discussion will also invite private sector perspectives.</p>
10:40-11:00	Coffee/Tea
11:00-12:30	<p>Session 4: Stock exchanges as an engine for corporate governance improvements: Reaching out to non-listed companies <i>Moderator: Elvira Schamann, Secretary General, Iberoamerican Federation of Exchanges (FIAB)</i></p> <ul style="list-style-type: none"> • Francis Stenning De Lavalle, CEO, Lima Stock Exchange • Maria Jose Ramirez, Vice President, Bolsa de Valores de Colombia • Patricia Pellini, Issuer Regulation & Guidance Manager, BM&F BOVESPA, Brazil • Juan Munguira, OECD CG Committee Bureau and Legal Adviser, CNMV, Spain <p><i>Summary</i></p> <p>This session will focus particularly on the issue of motivating family-owned and other non-listed companies to improve corporate governance, and the role that some stock exchanges in the region are playing to try to influence this. The session will also reference experience in Europe with listing segments for small and medium-sized enterprises.</p>
12:30-13:00	<p>Session 5: Report on conclusions and key emerging messages from Breakout Session deliberations <i>Moderator: Davit Karapetyan, IFC</i></p> <p>Breakout session chairs or rapporteurs will report on results of discussions on practices for the conduct of annual general meetings, corporate governance challenges for company groups, and corporate governance as a tool for preventing corruption.</p>
13:00-14:30	Lunch sponsored by the Lima Stock Exchange

<p>14:30-16:00</p> <p>Summary</p>	<p>Session 6: Enhancing board effectiveness: Board nomination/selection and evaluation Moderator: Phil Armstrong, Head, GCGF</p> <ul style="list-style-type: none"> • <i>Introduction:</i> Andreas Grimminger, consultant to the OECD • Gerardo Herrera, Chairman, Procapitales Corporate Governance Committee, Peru • Giselia da Silva, CPFL, Co-Chair of Companies Circle Working Group on board evaluation <p><i>Discussion</i></p> <p>This session will focus on the key challenge of how Latin American companies work to install good board members, and what may be done to improve this. The survey of Corporate Governance Institutes and other experts in the region on how board members are nominated and elected will provide background for this session and proposed issues for discussion (see pages 7-8). The report raises questions of how to positively influence board composition in environments dominated by controlling shareholders? Board evaluation, a practice that appears to be increasing in the region and has been reviewed by the Companies Circle, will also be discussed, including its potential to enhance board effectiveness.</p>
<p>16:00-16:30</p>	<p style="text-align: center;">Coffee/Tea</p>
<p>16:30-17:30</p>	<p>Corporate Governance of State-Owned Enterprises: Emerging Trends Moderator: Andrés Oneto, CAF</p> <p><i>Commentators</i></p> <ul style="list-style-type: none"> • Miguel Mora, Ministry of Economy, Spain • Mario Gonzales, CEO, FONAFE, Peru • Angela Caceres Duarte, Ministry of Finance, Colombia • Alberto Bernal Torres, ISA, Colombia <p><i>Discussion</i></p> <p>This session will report on the conclusions from the 1st meeting in Bogota of the Latin American Network on Corporate Governance of State-Owned Enterprises, jointly organized by the OECD and CAF; key issues for SOE governance improvement; and next steps for this Network.</p>
<p>17:30-18:00</p>	<p>Conclusions: Looking Ahead Moderator: Daniel Blume, OECD</p>
<p>18:00</p>	<p style="text-align: center;">Cocktail sponsored by Banco de Comercio, Los Delfines Hotel</p>