



European Union Corporate Governance Standards Working Group Meeting

December 17, 2013

**Venue: European Economic and Social Committee
7th floor, room TRE 7701, 74 rue de Trèves 1040, Brussels**

In co-operation with



European Economic and Social Committee

Background

IFC Global Corporate Governance Forum and the European Confederation of Directors' Associations (ecoDa) will be holding a working group meeting on European Union Corporate Governance Standards in Brussels, Belgium on Tuesday, December 17, 2013.

This meeting is part of the IFC's strategy to develop state-of-art and innovative knowledge tools. Jointly with ecoDa, the IFC is organizing a working group meeting focusing on the current EU corporate governance issues.

The discussions and short presentations will serve as a basis for developing a publication which highlights the EU corporate governance framework and priorities that EU candidate and potential candidate countries, as well as countries seeking to increase trade with EU members or attract investors, should take into account.

Each session at the meeting will be structured around a specific topic accompanied by a short 10 minute presentation to frame the discussion and issues for consideration.

The resulting publication will be an update of "The EU Approach to Corporate Governance" which was published by the IFC Global Corporate Governance Forum in 2008 and will serve as a capacity building knowledge tool and reference for good corporate governance practices for distribution worldwide.

Participant List (in alphabetical order):

1. **Philip Armstrong**, Head, IFC Global Corporate Governance Forum
2. **Roger Barker**, Director of Corporate Governance and Professional Standards at the Institute of Directors, UK
3. **Alexander Berg**, Senior Private Sector Development Specialist, World Bank (TBC)
4. **prof. Bistra Boeva**, University of National and World Economy, Bulgaria and member of the IFC Global Corporate Governance Forum Private Sector Advisory Group
5. **Merima Zupcevic-Buzadzic**, ECA CG Program Operations Officer, IFC Europe and Central Asia
6. **Leda Condoyanni**, General Manager, Hellenic Corporate Governance Council, Greece
7. **Andrea Engel**, Representative, Brussels, IFC - World Bank Group
8. **Ralitza Germanova**, Associate Operations Officer, IFC Global Corporate Governance Forum
9. **Jeroen Hooijer**, Head of Unit, Corporate Governance, Social Responsibility, European Commission
10. **Chris Hodge**, Executive Director of Strategy, Financial Reporting Council, UK
11. **Susannah Haan**, Secretary General, European Issuers
12. **Guray Karacar**, Coordinator of Corporate Governance Association of Turkey
13. **Branko Kecman**, Board member, Bosnian Institute of Directors
14. **Per Lekvall**, Board member of the Swedish Corporate Governance Board
15. **Verica Hadji Vasileva Markovska**, Board Member, Institute of Directors, FYR Macedonia
16. **Rezarta Cenaj Melo**, Executive Director, Corporate Governance Institute of Albania
17. **Ward Möhlmann**, European Commission
18. **Peter Montagnon**, Associate Director, Institute of Business Ethics, and member of the IFC Global Corporate Governance Forum Private Sector Advisory Group
19. **Jan Hendrik Ockels**, Vice President, NCD, Institute of Directors, The Netherlands
20. **Oliver Orton**, ECA CG Program Manager, IFC Europe and Central Asia
21. **Cristina Pacella**, European Commission
22. **Chris Pierce**, CEO, Global Governance Services, UK
23. **Irena Prijovic**, Secretary General, Slovenian Directors' Association
24. **Béatrice Richez-Baum**, Secretary General, European Confederation of Directors Associations (ecoDa)
25. **Lidija Šeškar**, Corporate Communication Adviser, Belgrade Stock Exchange
26. **Lutgart Van den Berghe**, Executive Director of the Belgian Governance Institute and Extra-Ordinary Professor at the University of Ghent
27. **Patrick Zurstrassen**, Chairman, European Confederation of Directors' Associations and member of the IFC Global Corporate Governance Forum Private Sector Advisory Group
28. Zagreb Stock Exchange, Croatia (TBC)
29. Organisation for Economic Co-operation and Development (TBC)

European Union Corporate Governance Standards

Working Group Meeting

December 17, 2013

08:30 – 09:00

Registration and Coffee

09:00 – 09:30

Welcoming remarks

Jeroen Hooijer, Head of Unit, Corporate Governance, Social Responsibility,
European Commission

Patrick Zurstrassen, Chairman, European Confederation of Directors'
Associations

Philip Armstrong, Head, IFC Global Corporate Governance Forum

09:30 – 11:00

The Board

The session will be introduced by the moderator and each speaker will make a 10 minute (maximum) presentation followed by group discussion and exchange of experience among participants.

Panel discussion moderated by Patrick Zurstrassen

Presentations:

- The diversity of board structures and composition in Europe – **Roger Barker**
- The appropriate balance of regulation/soft code relating to boards in Europe – **Leda Condoyanni**
- The distinctive characteristics of effective boards in Scandinavia – **Per Lekvall**
- The distinctive characteristics of effective boards in SOEs – **Prof. Bistra Boeva**
- Case Study: Women on Boards - **Merima Zupcevic-Buzadzic**

Issues for discussion:

- *How diverse are boards in terms of their board structure and composition?*
- *Which components of board structure and composition impact upon the effectiveness of boards?*
- *Is the current balance of regulation/soft code relating to board activity in Europe appropriate?*
- *What are the distinctive characteristics of boards in Scandinavia and how do these impact upon board effectiveness?*
- *What are the distinctive characteristics of effective boards in SOEs?*
- *How common are board evaluations and what lessons can be taken from their practical application?*
- *Is there an Europeanisation of boardrooms in terms of people and in terms of structure/organisation?*

11:00 – 11:20	COFFEE BREAK
11:20 – 11:40	<p>Corporate governance and social responsibility in Europe: A European Commission perspective</p> <p>Jeroen Hooijer, Head of Unit, Corporate Governance, Social Responsibility, European Commission</p>
11:40 – 13:00	<p>Shareholder Rights</p> <p><i>The session will be introduced by the moderator and each speaker will make a 10 minute (maximum) presentation followed by group discussion and exchange of experience among participants.</i></p> <p>Panel discussion moderated by Peter Montagnon</p> <p>Presentations:</p> <ul style="list-style-type: none"> • Stewardship: Improving the relationship between directors and shareholders – Dr. Roger Barker and Chris Hodge • Minority shareholder protection – Verica Hadji Vasileva Markovska • Long term shareholders' engagement- Lutgart Van den Berghe • Say on pay: Per Lekvall • Multiple voting rights - Jan Hendrik Ockels <p>Issues for discussion:</p> <ul style="list-style-type: none"> • <i>What are the characteristics of effective shareholder engagement?</i> • <i>Do the current stewardship duties in Europe need to be further developed?</i> • <i>What are the best ways for EU to facilitate shareholder cooperation?</i> • <i>Are the current rights of minority shareholders in Europe sufficiently rigorous or do they need strengthening?</i> • <i>How to have better shareholder oversight of remuneration policy?</i> • <i>The role of institutional investors</i>
13:00 – 14:00	LUNCH
14:00 – 15:30	<p>Transparency and Disclosure</p> <p><i>The session will be introduced by the moderator and each speaker will make a 10 minute (maximum) presentation followed by group discussion and exchange of experience among participants.</i></p> <p>Panel discussion moderated by Chris Hodge</p> <ul style="list-style-type: none"> • Quality of explanations in reporting on corporate governance codes - Lutgart Van den Berghe and Lidija Šeškar • The impact of recent changes in corporate financial reporting – Branko Kecman • The impact of recent changes in corporate narrative non financial reporting – Guray Karacar • The role of audit committees - Rezarta Cenaj Melo • Case Study: Reporting of executive remuneration – Peter Montagnon

Issues for discussion:

- *Has IFRS created more problems than it has solved?*
- *Is the introduction of integrated reporting going to lead to dramatic changes in corporate reporting?*
- *Have corporate narrative non financial reporting changes led to significant improvements in transparency and disclosure?*
- *How to improve the quality of the explanations in corporate governance statements and should the monitoring bodies be authorized to check the information quality of the explanations?*
- *Is there a coherence among the different reports (CSR report, non-financial report, Integrated report, CG report)*

15:30 – 16:00

COFFEE BREAK

16:00 – 16:45

Discussion and key take-aways

Panel discussion moderated by Philip Armstrong and Patrick Zurstrassen

Issues for discussion:

- *What have been the surprises/learning points that need further research and discussion?*
- *Which are the most important issues?*
- *Are there any other issues that have not been discussed?*

16:45 – 17:00

Wrap-up and Next Steps

17:30 - 19:30

Cocktail

**Venue: Radisson Blu EU Hotel
Rue d'Idalie, Brussels**