

AGENDA



2018 MENA-OECD WORKING GROUP ON CORPORATE GOVERNANCE

**Policy options to achieve sound corporate
governance for competitiveness**

**4-5 July 2018
Hotel Iberostar Lisboa
Lisbon, Portugal**

Context

The MENA-OECD Initiative on Governance and Competitiveness for Development facilitates co-operation between the OECD and the MENA region to promote policies for sustainable and inclusive growth. Since 2005, the Initiative addresses regional needs and development priorities, and takes into account the region's diversity by providing targeted support to participating countries, building on the OECD's work methods of analysis, policy dialogue, exchange of good practices and capacity building for the implementation of reforms.

The Initiative's strategic orientations and policy priorities for the period 2016-2020 were endorsed at the MENA-OECD Ministerial Conference held on 3-4 October 2016 in Tunisia, where Ministers and senior government officials endorsed the Tunis Declaration.

Under the MENA-OECD Competitiveness Programme, the MENA-OECD Working Group on Corporate Governance aims to foster a policy dialogue around sound corporate governance of listed and state-owned enterprises in the MENA region. The Working Group brings together representatives from Securities Regulators, Central Banks, Ministries, Stock Exchanges, Corporate Governance Centres and other public and private sector actors committed to improving corporate governance policies and practices in the region.

The new phase of the MENA-OECD Working Group on Corporate Governance was launched in Rabat Morocco in December 2017 with an overall understanding that corporate governance is an essential building block for MENA countries to boost competitiveness, attract capital, develop the private sector and promote investment. The objective of this second meeting to be held in Portugal is to strengthen the commitments of MENA economies, discuss the thematic priorities policy recommendations and advance in policy reforms support decision-makers in their efforts to improve corporate governance, using as reference the G20/OECD Principles of Corporate Governance and the OECD Guidelines on Corporate Governance of State-Owned Enterprises.

Participants of the MENA-OECD Working Group are encouraged to engage in an open dialogue about major developments and challenges in their countries, including implementation and enforcement efforts as well as discuss and analyse policy options to support viable and effective corporate governance reforms. Informal peer review of corporate governance policy frameworks and practices in the region, benefitting from international experience, peer dialogue and mutual learning. The 2017 activities of the Working Group established four strategic issues for corporate governance in the region: access to capital; transparency and disclosure; gender balance in corporate leadership, and; governance of SOEs. In 2018, the Working Group will identify and discuss policy options in these four areas.

Therefore, topics addressed in this meeting are:

- Recent corporate governance developments in the MENA Region
- Policies to improve access to capital and equity market use in MENA countries
- Policy options for greater transparency and disclosure in MENA countries
- Opportunities to improve gender balance in corporate leadership
- Policies to boost the corporate governance of State-Owned Enterprises (SOEs) in MENA

In 2019, the Working Group will assess implementation of reforms in these four areas.

Guidance for moderators, introductory speakers, panellists and participants

Moderators are invited to provide a brief introduction outlining the key issues for their session, to maintain the focus on the theme of their session, manage time strictly and encourage open discussion among participants to draw out specific country experiences and conclude with agreed points.

Introductory speakers are invited to present the key findings from their background reports in less than 10 minutes, to leave ample time for the debate sessions that follow.

Panellists will be invited by the moderator of each session to make a 5 minute introduction with their key messages. The moderator will then kick off the discussion with questions. There will be no presentations, so that we can facilitate an interactive discussion. The sessions will primarily be organised as debates.

Participants are invited to react, express their views and discuss the issues raised by speakers that are related to the issues provided in the agenda. They are encouraged to actively and openly participate in discussions to share their country experience.

Acknowledgement

The MENA-OECD Working Group on Corporate Governance is co-chaired by the Government of the United Arab Emirates and Portugal.

The organisers are most grateful for the support of the Swedish International Co-operation Agency (SIDA) to the MENA-OECD Competitiveness Programme and this regional event, which seeks to increase policy dialogue in order to discuss better policies towards economic integration and inclusive growth.

Programme

DAY ONE: 4 July 2018

9:00-9:30 Registration

9:30 – 10:15 Welcoming Remarks

Special address	<ul style="list-style-type: none">• Mr. Augusto Santos Silva, Minister of Foreign Affairs, Portugal• Ms. Gabriela Figueiredo Dias, Chair, Portuguese Securities Market Commission (CMVM) and Vice Chair of the OECD Corporate Governance Committee• H.E. Obaid Al Zaabi, CEO, Securities and Commodities Authority (SCA), U.A.E. and co-Chair of the MENA-OECD Working Group on Corporate Governance• Mr. Mats Isaksson, Head of Corporate Affairs Division, OECD
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10:15 – 11:25 Session 1: Recent corporate governance developments in MENA

Moderator	Mr. João de Sousa Gvão, Board Member, Portuguese Securities Commission (CMVM), Management Board
Presentation	Ms. Rasha El Hassan Chamut, Director, Rami Makhzoumi Corporate Governance Initiative, Lebanon
Panel discussion	<ul style="list-style-type: none">• Mr. Nick Nadal, Vice President and Board Secretary, Hawkamah, the Institute of Corporate Governance, U.A.E.• Mr. Atila Yanpar, Head of Department, Capital Markets Board of Turkey• Ms. Sanaa Abouzaid, Regional Corporate Governance Lead for the Middle East and North Africa (MENA) region, International Finance Corporation (IFC)• Ms. Nicola Ehlermann, Head of the MENA-OECD Competitiveness Programme, OECD
Background	<p>In the past few years, MENA countries have widely recognised that good corporate governance helps companies improve their performance and gain access to capital. This is due to the determined efforts of various institutes, regulators, and other market participants that have been actively promoting corporate governance in the region.</p> <p>Increased public enforcement activity has been seen in the larger markets in the region with corporate governance frameworks increasing transparency and disclosure requirements as well as reinforcing board responsibilities and evaluation procedures. A number of countries have established national Institutes of Directors (IoD) to provide training and support for policy makers. For example, the Egyptian Institute of Directors had trained more than 859 board members and 2,892 non board members by January 2018. Despite progress in many countries, challenges remain.</p> <p>This session will review recent corporate governance developments in MENA countries and provide an opportunity to reflect on the challenges and opportunities to further improve in corporate governance frameworks in MENA countries. The G20/OECD Principles of Corporate Governance will provide the context for the discussions.</p> <p>Open discussion</p>

11:25-12:00 Coffee/tea break

12:00 –13:00 **Session 2: Policies to improve access to capital in MENA**

Moderator	Mr. Mats Isaksson, Head of Corporate Affairs Division, OECD
Presentation	Ms. Aysegül Eksit, former Executive Vice-Chair, Capital Market Board of Turkey
Panel discussion	<ul style="list-style-type: none">• Mr. Fadi Khalaf, Secretary General, Arab Federation of Exchanges, Lebanon• Ms. Isabel Ucha, Member of the Board of Euronext Lisbon• Mr. Mohammed Khelifaoui, General Manager of Tell Markets, Algeria
Background	<p>Corporations play a critical role in economic development and sustainable growth. They contribute to innovation, productivity and net job creation. Yet sound growth requires long-term investment and access to patient capital. It is therefore essential that corporations have access to equity capital that is long-term.</p> <p>In order to access public equity markets, corporations need to meet investor expectations with respect to corporate governance practices. They need to establish a formal structure for procedures, rights and responsibilities to attract sustainable investment. MENA countries need to further support corporates by providing corporate governance and capital market frameworks that adequately back them. The Working Group has established a Focus Group on MENA equity markets to finalise a report on capital market development in the region. The report outlines the use of public equity financing and bond markets, as well as initial public offerings by MENA companies. Global good practises are also provided.</p> <p>This session will build on the findings of the study and provide a setting for participants to discuss policies to improve access to capital for companies in MENA countries.</p> <p>Open discussion</p>

13:00 – 14:30 *Lunch*

14:30 – 15:45 **Session 3: Policy options for greater transparency and disclosure in MENA**

Moderator	H.E. Obaid Al Zaabi, CEO, Securities and Commodities Authority (SCA), U.A.E. and co-Chair of the MENA-OECD Working Group on Corporate Governance
Presentation	Mr. Rainer Geiger, Board Member, Finance Watch, France
Panel discussion	<ul style="list-style-type: none"> • Mr. Jalil Tarif, Secretary General of Union of Arab Securities Authorities • Ms. Bouchra Elfalaki, Head of Disclosure, Moroccan Capital Market Authority, Morocco • Mr. Mohamed Farid Saleh, Executive Chairman, The Egyptian Exchange (EGX), Chairman of the Federation of Euro-Asian Stock Exchanges (FEAS) and Chairman of the EMWG at the WFE • Ms. Najla Mohammad Al-Ajmi, Head, Corporate Governance Standards, Capital Market Authority (CMA), Saudi Arabia
Background	<p>Transparency and disclosure is the basis for efficient capital allocation and a sound capital market. By creating an environment of trust, transparency and accountability, enhanced disclosure is critical for developing sound capital markets that serve the real economy, boosting economic growth. The G20/OECD Principles of Corporate Governance emphasise that a sound corporate governance framework should promote transparent and fair markets.</p> <p>Providing accurate and up-to-date lowers the cost of capital, reduces monitoring costs, heightens investor confidence and strengthens market competitiveness. In contrast, weak disclosure promotes informational asymmetries and encourages behavioural misconduct, which in turn increases monitoring costs and weakens investor confidence which is detrimental to capital market development. As in OECD countries, the legal and regulatory framework for transparency and disclosure in MENA countries can be improved. Therefore, the Working Group established a Focus Group on transparency and disclosure in MENA to finalise a study into the practices of MENA's largest listed companies in order to identify policy options to improve transparency and disclosure practises.</p> <p>This session will build on the findings of the study and provide a setting for participants to discuss options for effective transparency and disclosure in MENA countries.</p> <p>Open discussion</p>

15:45-16:15 Coffee/tea break

16:15 – 17:40 **Session 4: Opportunities to improve gender balance in corporate leadership**

Special address	Ms. Rosa Monteiro, Secretary of State for Citizenship and Equality, Portugal
Moderator	Ms. Fianna Jurdant, Manager, MENA-OECD Corporate Governance Working Group
Presentation	Ms. Catriona Marshall, Policy Analyst, OECD
Panel discussion	<ul style="list-style-type: none"> • Ms. Lamia EL Bouanani, Executive Director, Moroccan Institute of Directors, Morocco • Ms. Iman Al Damen, Member, Higher Council of the Jordan National Forum for Women, and Board member, Jordan Commercial Bank • Mr. Yehia El Hussein, Corporate Governance, International Finance Corporation, Egypt • Ms. Floriane de Saint Pierre, Présidente, Ethics & Boards, France
Background	<p>As recognised in the G20/OECD Principles on Corporate Governance, diversity in the boardroom is integral to sound corporate governance. Gender diversity is a main component of this and in many countries has been seen as an area for improvement. Increasing gender balance in decision-making roles is a cornerstone for building competitive companies – and by extension, inclusive economies.</p> <p>While increasing gender balance in corporate leadership is a priority in many MENA countries, barriers remain and much needs to be done. Barriers to women's access to leadership vary widely across MENA countries and tend to be more entrenched in countries where women's workforce participation rates are low. The Working Group has established a Focus Group on gender and corporate leadership in MENA to finalise a report that identifies opportunities to improve gender balance in corporate leadership. The report highlights key barriers faced by women in MENA countries and identifies good practises and policy options for MENA countries.</p> <p>This session will build on the findings of the report and provide a setting for participants to discuss policies to improve gender balance in corporate leadership.</p> <p>Open discussion</p> <p>Related OECD publications: <i>Women's Economic Empowerment in Selected MENA Countries, OECD 2017</i></p>

18:00-22:00 Cultural visit / Dinner

DAY TWO: 5 July 2018

9:00 – 10:15 Session 5: Policies to boost the corporate governance of state-owned enterprises

Moderator	Mr. Ziad Hayek, Secretary General, High Council for Privatization and PPP, Lebanon
Presentation	Ms. Korin Kane, Policy Analyst, OECD
Panel discussion	<ul style="list-style-type: none"> • Ms. Laila Boufous, Deputy Director in Charge of Control, Directorate of Public Enterprises and Privatisation, Ministry of Economy and Finance, Morocco • Mr. Shahzad Khan, Head of Ethics & Compliance, Mubadala, United Arab Emirates • Mr. Salih Sevim, Vice-Director General, General Directorate of State-Owned Enterprises, Undersecretariat of Treasury, Turkey • Ms. Manal Mohammed, Advisor, Legal Governance & Compliance, Abu Dhabi National Oil Company (ADNOC), United Arab Emirates
Background	<p>State-owned-enterprises (SOEs) are significant actors that support economic development. Ensuring that SOEs operate transparently, efficiently and on a level playing field with private enterprises is crucial for economic development and sound fiscal management. SOEs' operations are important not only for the well-being of individual citizens, but also for private sector companies that need secure access to transportation, energy and communication, which are often provided by SOEs. SOEs' growing participation in public private partnerships (PPP) makes their governance and efficiency paramount to successful project delivery.</p> <p>In 2017-18, the MENA-OECD Working Group on Corporate Governance established a Focus Group on State Ownership in the MENA Region to finalise a report on <i>State ownership in the MENA region: International comparison and policy options for reform</i> and to act as a regional resource hub for information and experience sharing on state ownership. The report seeks to contribute to ongoing policy reflections in MENA by: (1) shedding light on state ownership arrangements and landscapes and comparing with international trends; (2) identifying limitations in available information; and (3) proposing policy options to support MENA governments in implementing related reforms.</p> <p>This session will discuss the findings of the report, including its policy options for better governance of SOEs in MENA countries, and will feature an exchange of experiences among state ownership practitioners for improving the corporate governance of SOEs.</p> <p>Open discussion</p>

10:15-10:45 Coffee/tea break

10:45 – 12:00 Session 6: Corporate Governance in Portugal

Special address	Mr. Miguel Athayde Marques, Professor at Católica Lisbon School of Business & Economics and vice-chairman of GALP Energia
Policy panel	“Corporate governance in practice - the portuguese case”
Moderator	Mr. Pedro Santos Guerreiro, Editor-in-Chief, newspaper Expresso
Panel discussion	<ul style="list-style-type: none">• Ms. Gabriela Figueiredo Dias, Chair, Portuguese Securities Market Commission (CMVM) and Vice Chair of the OECD Corporate Governance Committee• Mr. António Gomes Mota, President, Portuguese Corporate Governance Institute, Professor at ISCTE and Chairman of CTT• Mr. António Rios de Amorim, Chairman of the Board, Corticeira Amorim• Mr. José Maria Rego, CEO, Raize
Background	<p>Corporate governance has been an important topic for companies, regulators and governments in Portugal. In the last years many regulatory changes have taken place, the last being a move into a self-regulatory framework that has become effective in 2018.</p> <p>This session reviews the main developments and actual governance practices in Portugal with the help of regulators, CEO, and academics, looking at costs and difficulties of implementation versus benefits of sound CG practices, while checking for lessons learned that can be shared with MENA and OECD countries.</p> <p>Open discussion</p>

12.00 – 12.45 Closing session, future steps for policy formation and implementation

- Ms. Fianna Jurdant, Manager, MENA-OECD Corporate Governance Working Group
- Ms. Gabriela Figueiredo Dias, Chair, Portuguese Securities Market Commission (CMVM) and Vice Chair of the OECD Corporate Governance Committee
- H.E. Obaid Al Zaabi, CEO, Securities and Commodities Authority (SCA), U.A.E. and co-Chair of the MENA-OECD Working Group on Corporate Governance

Tour de table, inputs from participants

■ Date, time and venue

4 - 5 July 2018, Lisbon, Portugal



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