

Implementing the Approach Statement and DFI Toolkit on Corporate Governance: CAF's Experience

Peter Vonk
Corporate Vice-president
Productive and Financial Sectors

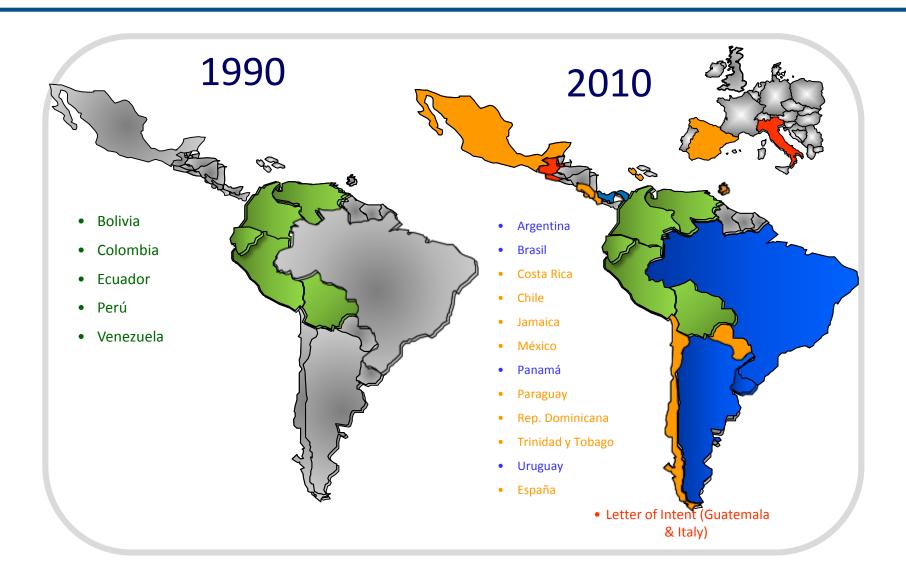


Content

- 1. CAF's approach to Corporate Governance
- 2. E-Learning Platform for Corporate Governance
- 3. Summary and Next Steps



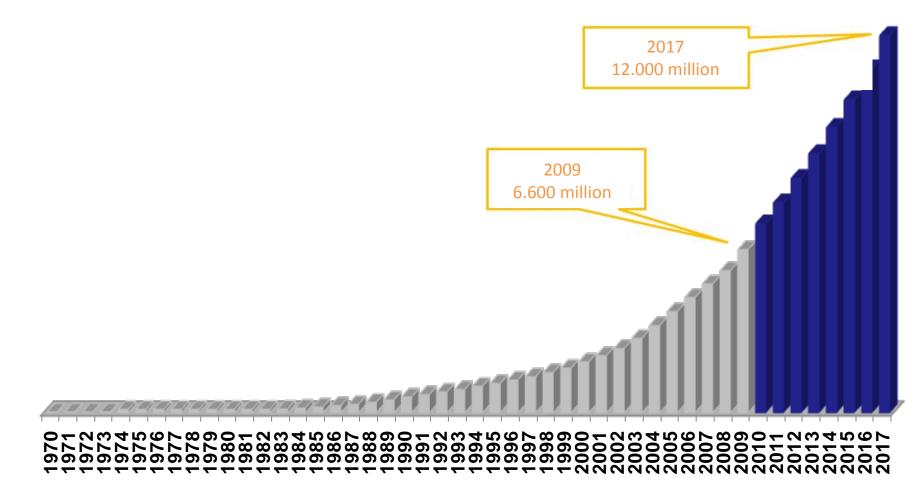
40 years financing Latin America





Shareholders' Equity Evolution

(in USD millions)





CG History in CAF

- Initiated related activities in 2003 with the objective of contributing to strengthen regulatory and supervising units of banks, insurance companies, pension funds and brokerage companies of its shareholder countries.
- Its main activities were oriented to the:
 - Improvement of quality of bank supervision
 - Improvement of quality and quantity of issuers.
 - Improvement in the performance of capital markets.
 - Integration of stock markets.
 - Promotion of the development of new financial instruments
- Formal launch of formal CG Program in 2006
- Initial CG promotion in privately owned enterprises through technical assistance and co-financing driven activities
- CG promotion for State Owned Enterprises (SOEs)
- E-Learning



CAF's Approach to CG

- CAF has a specialized CG department that works closely with the Investment Officers (IOs)
- CAF considers that its IOs are the main instrument to promote sustainable development and CG is an additional tool that can add value to its clients
- CG is an integral part of risk analysis process
- Tools developed up to now assist IO in engaging with borrowers and investment recipients, thus creating awareness of the relevance of CG
- Following CAF's signing of the Approach Statement and the Rio Conference agreement, and using the DFI Toolkit on Corporate Governance framework, it has now:
 - Established a methodology to more formally evaluate GC of its clients
 - Developed an E-Learning Platform to better train its IOs in Corporate Governance issues.



The Corporate Governance Program

- Documents: (i) 'Andean Code'; (ii) Introduction to CG for enterprises; (iii) CG for closed and family enterprises; (iv) CG and Capital Markets; (v) CG Code for SOEs.
- Tools: Auto evaluation software on CG practices for companies.
- Promotion: (i) Sponsorship and participation in over 40 events on the topic of CG in the region; (ii) Sponsoring of the Peruvian and the Colombian Codes.
- Implementation: Co- financing the implementation of good CG practices in more than 25 enterprises of different kinds (family owned, listed, SOEs, financial).
- Training: Organization of workshops for over 90 consultants in the Andean countries on principles and methodologies for the implementation of good CG practices; (ii) E-Learing platform on CG for IO's.















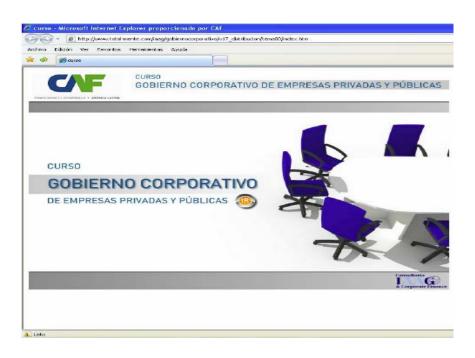


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E-Learning CG: Objectives



 The e-Learing platform is a training tool developed by CAF and IAAG in accordance with the DFI Toolkit for Corporate Governance

- Allows IOs to familiarize with the concepts of CG and the measuring tools, providing a deep knowledge on CG.
- Trains IOs in all key aspects related to CG, and create awareness of its relevance for credit and investment analysis
- Provide international standards in CG for IOs, in order to evaluate CG compliance by investee companies.



E-Learning Platform CG

- 5 hours / week for each topic
- 10 topics divided in 3 Modules:
 - Module I: Basic Concepts on CG
 - Introduction
 - CG and Risk Management
 - CG Conceptual Framework
 - Module II: Concepts on Key CG Areas
 - Minority Shareholders Rights
 - General Assembly of Shareholders
 - Board of Directors Part I & II
 - Transparency and Disclosure of Information
 - ➢ Module III: Practical Guide on CG Analysis
 - Simplified Methodology to Evaluate Corporate Governance Practices Part I & II



E-Learning Module I.- Basic Concepts of CG





- Provide the basic concepts behind CG: Agency Theory, Role of DFIs, etc.
- Identify CG as a tool to improve risk management.
- Analyse the importance to have a conceptual framework in GC



E-Learning Module II.- Concepts on Key CG Areas





- Provide the knowledge related to CG practices in 4 key areas, in order to include these principles during the company analysis and evaluation:
 - Rights of Minority Shareholders
 - General Assembly of Shareholders
 - Board of Directors Part I & II
 - Transparency and Disclosure of Information



E-Learning: Module III.- Practical Guide on CG Analysis

- This Module presents an evaluation tool: A Simplified Methodology to Evaluate Corporate Governance Practices:
 - It is an engagement tool between the OI and the client, which adds value to the company.
 - It is a practical guide to analyze the GC level of compliance of companies during the credit evaluation process.
 - It detects, in a quick way, the main risks regarding the CG level of a company and provides recommendations on improving the company's compliance.
 - These recommendations are not mandatory to implement.
 - It is not supposed to replace a profound due diligence analysis on CG.
- By using this Methodology the IO is in a better situation to understand the client and provide better solutions, turning the IO into a development tool for the client.



E-Learning Module III.- Practical Guide on CG Analysis

 The Risk Matrix developed by CAF is aligned with the DFI Toolkit on CG

Preguntas Observaciones Nivel de Riesgo [Escriba aqui sus observaciones] ¿Se ha encontrado alguna limitación al principio una acción – un voto? Bajo ¿Se requiere un quórum especial para cambiar los [Escriba aquí sus observaciones] Alto derechos derivados de la titularidad de las acciones y/o participaciones? Bajo ¿Existen derechos de tag-along y drag-along? [Escriba aquí sus observaciones] En caso afirmativo, ¿se benefician todos los accionistas/propietarios o sólo una parte de ellos? Bajo ¿Son conocidos por todos los accionistas los [Escriba aquí sus observaciones] Alto beneficiarios reales de las acciones y/o participaciones? Bajo ¿Para la aprobación de operaciones extraordinarias [Escriba aquí sus observaciones] Alto se requiere un quórum especial? Explique qué operaciones se entienden como extraordinarias. Bajo [Escriba aquí sus observaciones] ¿Cuál es el mecanismo de nominación, valoración y Alto elección de candidatos al Directorio?

The 3 Level Risk
 Matrix relates to:

Five Areas of CG:	3 Risk levels:
 Rights of Minority Shareholders 	o High
o General Assembly	o Moderate
 Board of Directors 	o Low
 Transparency and Disclosure of Information 	
o Control Environment	

- For each CG area, specific standards are established. Its compliance will determine the CG Risk Level of the evaluated company.
- Specific questions have been designed for the 4 groups of companies: Family Owned, Financial, SOE, Listed.
- The Matrix is the basic tool used by the IO during the interviews with key agents of the evaluated company and is part of the Internal Report (provides the GC risk level and recommendations).



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Summary

- CAF is fully committed to complying with CG Approach
 Statement on good CG
- CG is an integral part of CAF analysis procedures for equity investments and credit analysis
- CAF has committed and lives up to this commitment to implement CG for all companies it invests in
- CAF makes a strong effort in the education of its IOs in matters of CG



Activities for 2011-2012

Continue with the implementation of the DFI Corporate Governance Approach Statement

- ➤ E-Learning Platform on Corporate Governance for its commercial and supervision staff .
- Promoting good CG practices through guidelines and evaluation methodologies and supporting the implementation of good CG practices among specific clients.

Continue with its technical cooperation program providing in its range of activities, this year concentrating on:

State-owned enterprises.



Leverage CAF's experience and commitment through working with local Development and Commercial Banks to encourage them in the use of the E-Learning Platform and tools contained therein.



Programa de **Gobierno Corporativo**

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Evaluador de prácticas de gobierno corporativo

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Noticias

Medellín fue la sede del Foro "Gobierno Corporativo en Empresas Estatales de Latinoamérica"

02.09.2010 Empresas Públicas de Medellín (EPM), CAF, la OECD, el Banco Mundial y el BID auspiciaron el Foro "Gobierno Corporativo en Empresas Estatales de Latinoamérica'

Ver noticia en detalle

Primer Concurso de casos de estudio "Desde la perspectiva de Gobierno Corporativo"

20.07.2010 La convocatoria va dirigida a docentes universitarios y de institutos de educación superior. Ver noticia en detalle

Más noticias...

Registrese

Aquí para recibir más información sobre Gobierno Corporativo...

Nombre:

Correo Electrónico:

Enviar

Proyectos y Convenios



» Buen Gobierno Corporativo en los Negocios

El proyecto tiene como finalidad analizar los principios de gobierno corporativo en Latinoamérica, evaluando su contribución con el desarrollo de mercados de capitales sólidos.

- » Proyecto de Modernización del Mercado de Valores y Creación de la Unidad Académica de Gobierno Corporativo Noviembre 2008, Ecuador. Área de Acción: Difusión y capacitación
- » Programa Nacional de Gobierno Corporativo Julio 2008, Venezuela. Área de acción: Aportes conceptuales y herramientas, difusión y capacitación

Más proyectos y convenios...

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Otros Programas de la VEDPP

- » Programa de Apoyo a la Investigación
- » Estudios Económicos
- » Programa de Apoyo a la Competitividad (PAC)

Publicaciones y Documentos

Guía Colombiana de Gobierno Corporativo para Sociedades Cerradas y de Familia

Bogotá - Colombia, septiembre de 2009



Manual de Gobierno Corporativo para Empresas de Capital

Cerrado Caracas - Venezuela, agosto 2006



Gobierno Corporativo: Lo que todo empresario debe saber Caracas - Venezuela, abril 2005



Lineamientos para un Código Andino de Gobierno Corporativo Caracas - Venezuela, marzo 2006



Evaluador de Prácticas de Gobierno Corporativo



Con el fin de apoyar a las empresas interesadas en evaluar sus prácticas de Gobierno Corporativo, la CAF pone a su disposición una aplicación de software el cual permite diagnosticar las prácticas de gobierno corporativo en su empresa. ver más...

> For more information http://gc.caf.com





FINANCING DEVELOPMENT . LATIN AMERICA

http://gc.caf.com



Effective Implementation CG in SOEs



- CAF has already funded the implementation of CG principles in 11 SOEs in Latin America.
- CAF is actively working with OECD in the development of a Latin American Network on CG of SOFs.











