

JORNADA INTERNACIONAL SOBRE DIVERSIDAD EN EUROPA

INTERNATIONAL CONFERENCE ON DIVERSITY IN EUROPE

Foro Profesional de reflexión y debate
Professional discussion and debate Forum

Martes, 27 de mayo de 2014/ Tuesday, 27th of May, 2014
Fundación Lázaro Galdiano

Acto del/An event of the:



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09:15/
09:30

Bienvenida

Welcome

D^a Carmen Plaza Martín

Directora General para la Igualdad de Oportunidades, Ministerio de Sanidad, Servicios Sociales e Igualdad de España

Ms. Carmen Plaza Martín

Director General for Equal Opportunities, Spanish Ministry of Health, Social Services and Equality

D. Lars Andersen

Ministro-Consejero, Embajada de Noruega en España

Mr. Lars Andersen

Minister-Counselor, Norwegian Embassy in Spain

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09:30/
10:30

Mesa Redonda:

Tendencias en Europa: Novedades relevantes sobre diversidad en Consejos de Administración.

Moderador:

D. Juan Alvarez-Vijande García
Director Ejecutivo, Instituto de Consejeros-Administradores, IC-A y Consejero de ecoDa

· *Código UK de Gobierno Corporativo / Selección de consejeros y diversidad.*

D. Chris Hodge

Director Ejecutivo de Estrategia, Financial Reporting Council, FRC

· *La visión europea sobre diversidad.*

D. Álvaro Oliveira

Consejero Jurídico, Dirección General de Justicia, Comisión Europea

· *La opinión sobre diversidad de los Inversores institucionales internacionales.*

D^a. Kerrie Waring

Consejera Delegada, International Corporate Governance Network, ICGN

Round Table:

European Trends: Latest relevant news on diversity in Boards of Directors.

Moderator:

Mr. Juan Alvarez-Vijande García
CEO, Instituto de Consejeros-Administradores, IC-A, and ecoDa Board Director

· *UK Code on Corporate Governance / Board selection and diversity.*

Mr. Chris Hodge

Executive Director of Strategy, Financial Reporting Council, FRC

· *The European vision on diversity.*

Mr. Álvaro Oliveira

Senior Legal Officer, Directorate General of Justice, European Commission

· *International Institutional investors' opinion on diversity.*

Ms. Kerrie Waring

Managing Director, International Corporate Governance Network, ICGN

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BOARD SELECTION AND DIVERSITY

Chris Hodge
UK Financial Reporting Council

Madrid, 27 de Mayo de 2014

Madrid, 27th of May, 2014

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Why Diversity Matters

“The board of directors should have an adequate diversity of knowledge, gender and experience to perform its tasks efficiently, objectively and in an independent manner... The cohesion and unity of the board are decisive factors in the governance of any company.”

(Spanish Corporate Governance Code)

“Directors shall bring their specific expertise to Board discussions and contribute to the adoption of fully informed decisions.”

(Italian Corporate Governance Code)

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Some Aspects Of Diversity

- Expertise and Experience
- Independence
- Gender Balance
- Nationality
- Length of Service on the Board

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Achieving Diversity

- Board Profile
- Board Evaluation
- Succession Planning
 - Identifying/ appointing independent directors
 - Developing executive talent
- Public Reporting on Diversity

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Board Profile

“The board shall prepare a profile of its size and composition, taking account of the nature of the business, its activities and the desired expertise and background... The profile shall deal with the aspects of diversity that are relevant to the company... In so far as the existing situation differs from the intended situation, the supervisory board shall account for this in its report and indicate how and within what period it expects to achieve this aim”

(Dutch Corporate Governance Code)

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Board Evaluation

“Evaluation of the board should consider the balance of skills, experience, independence and knowledge of the company on the board, its diversity, including gender, how the board works together as a unit, and other factors relevant to its effectiveness...The chairman should act on the results of the performance evaluation by recognising the strengths and addressing the weaknesses of the board and, where appropriate, proposing new members be appointed to the board.”

(UK Corporate Governance Code)

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Succession Planning

“The preparation of the composition of the board and the identification of director candidates is an ongoing and long-term process.”

(Finnish Corporate Governance Code)

“The nominations committee should design a plan for replacement of executive directors in order to be able to submit to the board solutions for replacement in particular in the event of an unforeseeable vacancy”.

(French Corporate Governance Code)

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Mujeres en los consejos de administración

Álvaro Oliveira

Comisión Europea - Dirección General de Justicia

Madrid, 27 de Mayo de 2014

Madrid, 27th of May, 2014

El techo de cristal (the "glass ceiling")



Las mujeres están en todas partes ...



Universidad

55

todas partes ...



Fuerza de trabajo

45

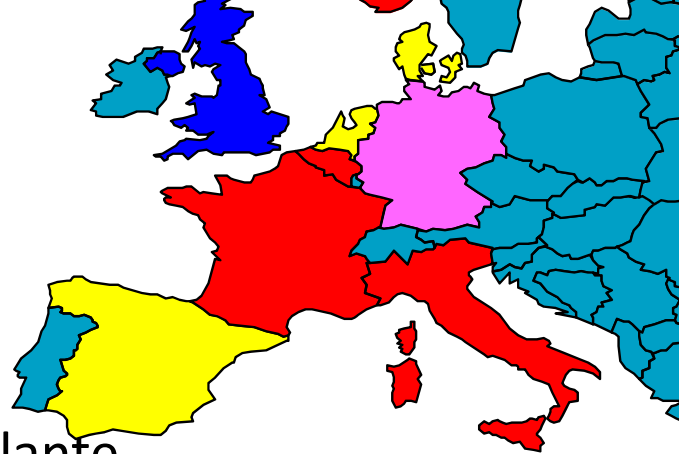
i ... o no del todo!



Consejos de
adm.

17,8

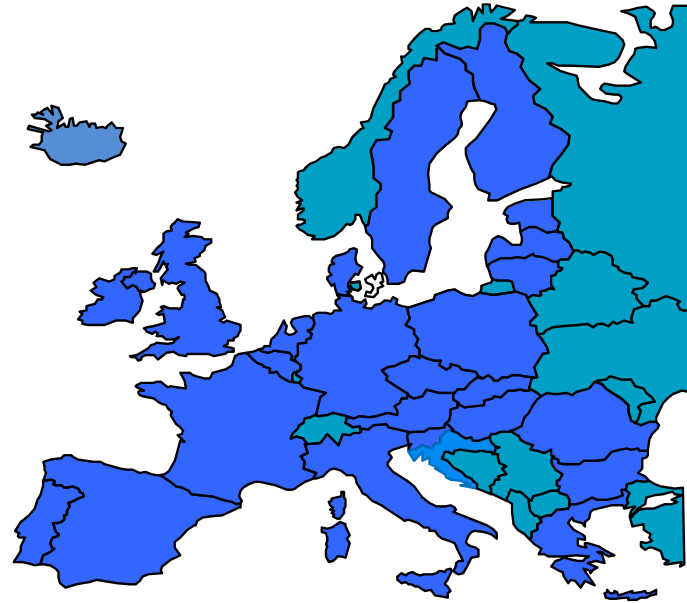
Leyes nacionales

- Noruega - 40% - 2006
 - Islandia - 40% - 2013
 - Francia - 40% - 2017
 - Italia - 1/3 - 2015
 - Bélgica - 1/3 - 2019
- 
- Países Bajos - 30% - no vinculante
 - España 2007- 40% - no vinc. + planes "auto-cuota" = DIN.
 - Alemania – acuerdo p/a – 30% consejo de supervisión
 - RU – informe de Lord Davies – voluntario 25% FTSE100
 - Otros países – voluntarias y para empresas estatales



**“No me gustan las cuotas,
pero me gusta lo que hacen las cuotas..”**

La propuesta de Directiva UE



QUÉ

- 40% en ... 2020 (2018 estatales)
- directores no ejecutivos
- Grandes empresas cotizadas en las bolsas de valores

CÓMO

- Prioridad para las mujeres igualmente calificadas
- No automáticas - examen de las solicitudes individuales
- Un reclutamiento transparente

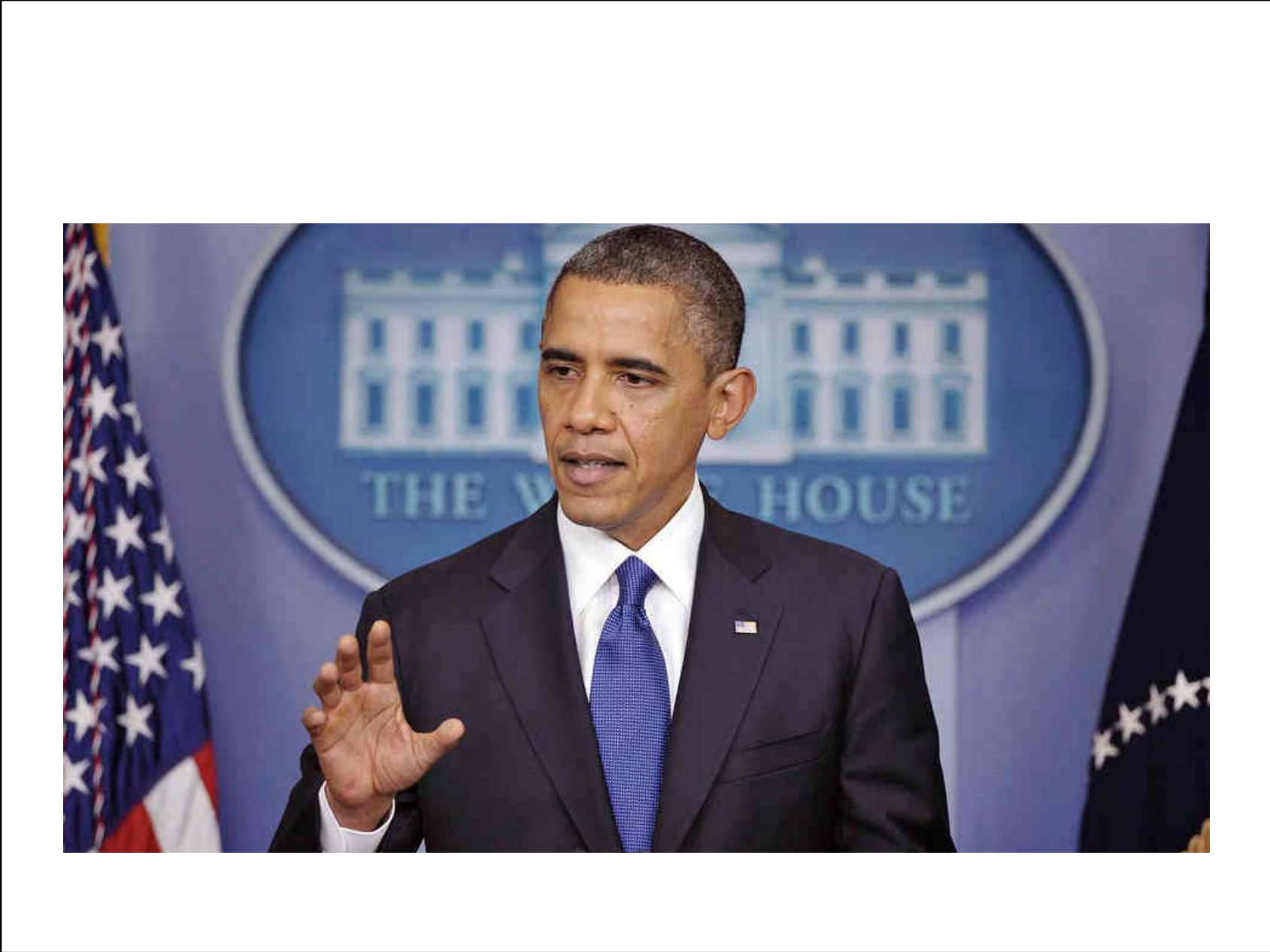
Por qué es importante?

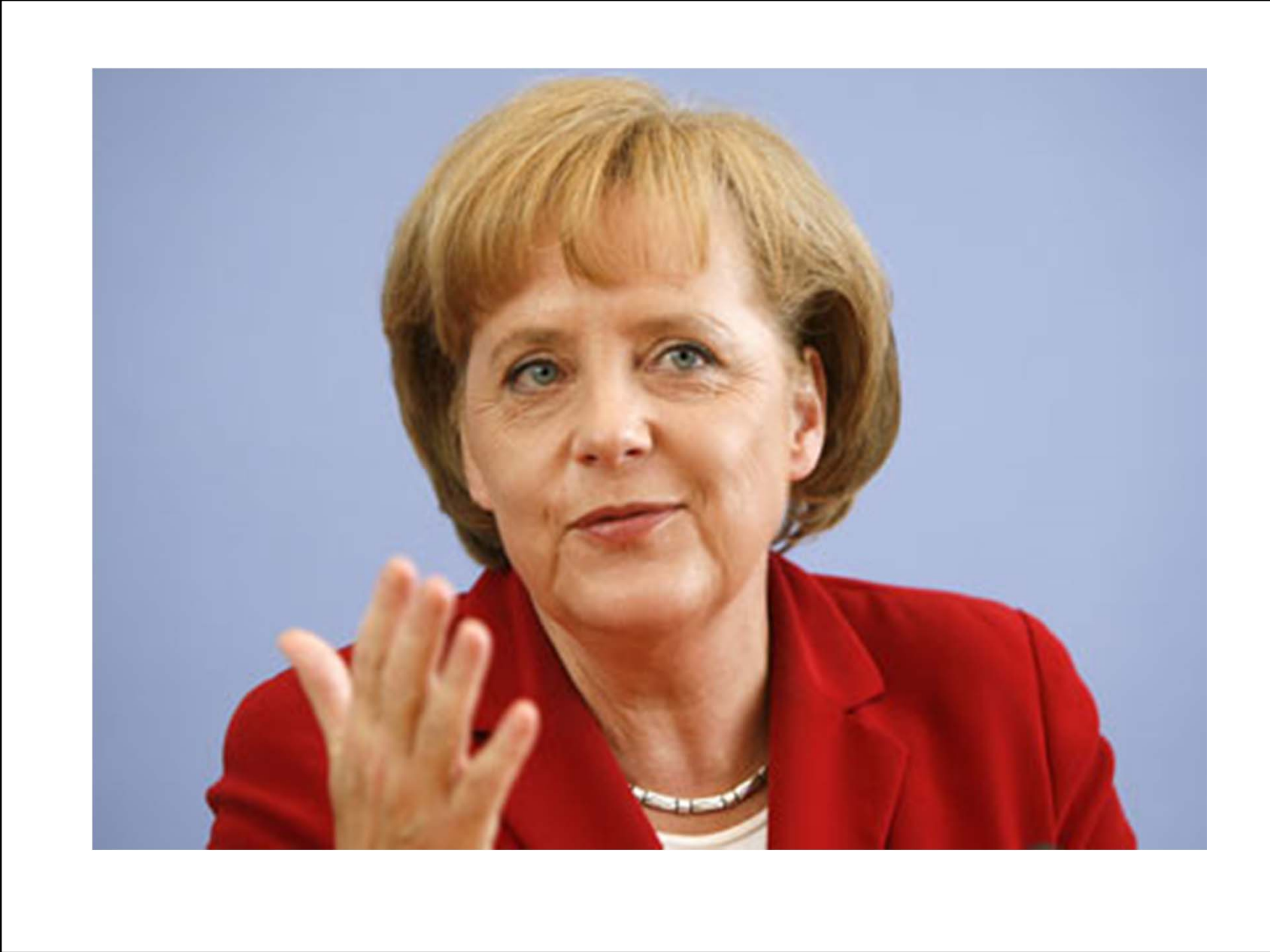


- Igualdad entre los Sexos - estereotipos
- Infratilización de recursos humanos - la inversión social
- El "business case" –beneficios económicos

Diversida en general – docs. recientes

- Propuesta de Directiva de 2013
divulgación de inform. no financiera e diversidad
- Recomendación de abril de 2014
calidad inform. sobre gobernanza empresarial





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La visión de España.

The Spanish vision.

10:45

D. Miguel Temboury Redondo

Mr. Miguel Temboury Redondo

Subsecretario de Economía
y Competitividad, Ministerio
de Economía y Competitividad
de España

*Undersecretary of Economy and
Competitiveness, Spanish Ministry
of Economy and Competitiveness*