

6th International Conference on Corporate Governance

London 12-13 May 2005

Making Corporate Governance Decisions That Work

Organised by



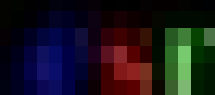
WORLD COUNCIL
FOR CORPORATE
GOVERNANCE



*Centre For
Corporate
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In Association with

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Centre for Social Responsibility

Invitation



Dear All,

I am happy to invite you to take part in the 6th International Conference on Corporate Governance organised by the World Council For Corporate Governance, on 12th–13th May 2005 in London, so that together we can move corporate governance thinking and practice a major step forward. The theme of the conference is 'Making Corporate Governance Decisions that Work'.

In keeping with this strongly solution-oriented focus, this year's conference follows a radically different format to allow, indeed to encourage, participants to contribute in a choice of different ways.

There are a number of ways you could contribute, according to your needs and preference. These include:

- Submitting a paper or case study
- Taking part in a working group on your topic of choice
- Writing up the proceedings of a working group
- Submitting ideas that occur at the conference – or in advance
- Supporting the conference as a sponsor
- Even if you cannot attend, sending us a brief contribution on a conference topic to provide discussion material.

WCFCG's International Conference on Corporate Governance is not just an opportunity for sharing knowledge and networking, it is also an occasion for bringing together diverse minds, perspectives and practices from every continent - including business leaders, government ministers and other policy makers, eminent jurists, top academics and consultants – in order to cross-fertilise and enrich governance thinking and practice at the highest levels. This year's conference, with its revised format, aims to tap this rich vein of expertise, wisdom and experience to put forward real, workable guidelines for others to follow.

I look forward to welcoming you at the conference in May.

Yours Sincerely

A handwritten signature in blue ink that reads "Lynn McGregor".

Lynn McGregor
Chairperson Organising Committee



“WCFCG’s focus is to promote stakeholder issues in corporate governance, including improving the quality of life for local communities, and with an emphasis on emerging economies. That’s the kind of holistic approach to development that the world needs today.”

Ola Ullsten
Former Prime Minister of Sweden
at the 5th ICCG



“The principal purpose of the company is not to make profit. It is to make a profit to continue to do things... even better and more abundantly”.

Charles Handy
Former Chairman
Royal Society of Arts speaking
at the 5th ICCG

THEME

Making Corporate Governance Decisions that Work

CONFERENCE OBJECTIVES

- Improve the quality of corporate decision making processes by making them more participate, transparent, equitable, accountable, ethical, socially responsible and sustainable
- Make decisions that create value for all stakeholders, enhance the human resource, conserve natural capital and focus on the long term profitability of the enterprise
- Develop a framework for corporate decision-making that capitalises diversity, dissent, difference and dialogue to create value for all stakeholders

SUB THEMES

- Role of regulation in ensuring good corporate governance
- Role of ethics in corporate governance
- Transparency – the heart of corporate decision-making
- Legal and statutory frameworks for corporate governance
- Reputation and risk management
- Corporate social responsibility for building competitive advantage
- Global reporting system, triple bottom line achievements and the new responsibility statement
- Culture change for corporate governance
- Using diversity to improve the quality of corporate decisions
- Independent directors: can they be truly independent?
- Excessive remunerations: do they really motivate?
- Building an accounting system to tell the real truth
- Customers as drivers of corporations
- Stakeholder issues in corporate decision-making
- The dynamics of corporate decision-making



George Dallas, MD and Global Practice Leader, Standard & Poor’s,
UK addressing 5th ICCG.

WHO WOULD BENEFIT

- Company chairmen, directors, presidents, CEOs, CFOs, bankers, fund managers, company secretaries, NGOs, investors, brokers, chartered accountants, management analysts, management students, financial consultants, academicians
- Policy makers, political leaders, government officials and decision makers in emerging and developed economies
- Lawyers, jurists and legislators concerned with efficient and ethical conduct of corporates
- All stakeholders interested in the well-being of corporations and improving the quality of life and society at large.

CONFERENCE STRUCTURE

In keeping with this strongly solution-oriented focus, this year’s conference follows a radically different format to allow, indeed to encourage, participants to contribute in a choice of different ways. As you would see from the draft programme, working groups are being established to address key questions such as:

- What frameworks are most useful for corporate decision-making?
- How best to improve the quality of decision processes?
- Can the role of the regulator further good governance?
- How far can social & environmental responsibility be exercised in today’s market economy?
- What steps can be taken for alleviating hunger and poverty to uplift the marginalized sections of society?
- How can corporates take initiatives that create value for all stakeholders while transforming local Communities?
- How best to balance the interest of all stakeholders when making decisions?

The findings of each group will be presented and distilled into a volume of conference proceedings to be distributed among relevant institutions and marketed as the definitive text – with recommendations and guidelines – at the leading edge of global corporate governance thinking. All contributors will receive due acknowledgement in this prestigious volume which goes alongside the published papers. In this way participants will take away from the conference new perspectives and practical guidelines on their proposed issues, as well as being able to share their own valuable work with a global audience.

6th International Conference on Corporate Governance

Nuffield Hall, 27 Sussex Place, Regents Park, London, 12th -13th May 2005

“Making Corporate Governance Decisions That Work”



Hon'ble Prem Chand Gupta
Minister, Company Affairs,
Govt. Of India



Matthew Cadbury



Prof Laura D Tyson



James McRitchie



Prof. Roman Tomasic

PROGRAMME*

Thursday, 12 May 2005

- 0900 - 1000** **Registration**
- 1000 - 1115** **Plenary – 1**
Opening Session
Dr Ola Ullsten, Former Prime Minister of Sweden
Hon'ble Prem Chand Gupta, Minister Company Affairs, Govt. Of India
Justice A.M. Ahmadi, Former Chief Justice of India & Chancellor Aligarh Muslim University
Prof Laura D Tyson, Dean London Business School
Dr Madhav Mehra, President World Council for Corporate Governance
- 1115 - 1130** **Tea**
- 1130 - 1300** **Plenary – 2**
Keynote Session: “Making Corporate Governance Decisions That Work”
Prof Roman Tomasic PhD, Acting Pro Vice-Chancellor Victoria University of Technology, Melbourne, Australia
George Dallas, Managing Director & Global Leader Governance Services, Standard & Poors, UK
M Damodaran IAS, Chairman Stock Exchange Board of India
James McRitchie, Publisher Corporate Governance, USA
Peter Whitehead, Research Director Corporate Executive Board, UK
- 1300 - 1400** **Lunch and networking**
- 1400 - 1545** **Plenary – 3**
Corporate Governance – Global Issues, International Developments & Country Experiences
Matthew Cadbury, Former Managing Director, Cadbury Schweppes
Prof Takashi Aihara, Kwansei Gakuin University, Japan
Ken Peattie, Director ESRC Centre for BRASS, UK
Ms Bridget Rosewell, Chief Economist, Office of the Mayor of London, UK
Dr Caspar Rose, Associate Professor Copenhagen Business School, Denmark
Dr RK Jadhav, Director Jamna Lal Bajaj Institute of Management, India
John Reynolds, Managing Director, Houlihan, Lokey, Howard & Zukin, UK
- 1545 - 1600** **Tea**
- 1600 - 1745** **Plenary – 4**
Panel Discussion: Making Corporate Governance Decisions That Work for All Stakeholders
Prof Victor Ayeni, Director GIDD, Commonwealth Secretariat, UK
Mr Grant Kirkpatrick, Senior Economist, OECD, France
Paul Moxey, Head of Risk Management & Corporate Governance, UK
Prof VK Bhalla, Head & Dean Faculty of Management Studies, Delhi University, India
Ms Komal Anand IAS, Secretary Company Affairs, Government of India
Prof Ian Lee, Assistant Professor Faculty of Law, University of Toronto, Canada
Prof Alyson Warhurst, Director Corporate Citizenship Unit, Warwick Business School, UK
- 1745 onward** **Networking break**
- 1900 - 2100** **Welcome Dinner**

Friday, 13 May 2005

- 0830 - 1000** **Working Session One - Decision-Making Perspectives**
1A **Towards an effective framework for decision making -inclusiveness, transparency & equity**
Anwar Hassan, Managing Director Tata, UK (Chair)
Rene Banez, Corporate Governance Advisor, Long Distance Telephone Company, Philippines
Dr Giovanni D'Orio, University of Calabria, Italy
Dr. Julien Le Maux, Assistant Professor of Finance, University Paris I Sorbonne
Prof VK Bhalla, Head & Dean Faculty of Management Studies, Delhi University, India

| | |
|--------------------|---|
| 1B | <p>How can the quality of the decision-making process be improved? Dr Ola Ullsten, Former Prime Minister of Sweden (Chair) Prof. Rajat K Baisya, Head of Department of Management Studies, IIT, New Delhi Prof Michael Kaye, Emeritus Professor Portsmouth Business School, UK Rosetta Lombardo, University of Calabria, Italy Peter Blackie, Advisor on EU Affairs, Bruxelles, Belgium Dr Oumar Barou Makalou, President and Director CERDES, West Africa</p> |
| 1C | <p>Examples of best decision-making practice Prof Roman Tomasic PhD, Pro Vice-Chancellor Victoria University of Technology, Australia (Chair) Dr Tatyana Boikova, Professor RIGA International of Eco. & Business Administration, Latvia Fernando Lefort, Pontificia Universidad Catolica de Chile Dr Sunita Sharma, Faculty of Management, M S University of Baroda, Vadodara, India Rev Dr Graham Wilson, Oxford, UK</p> |
| 1000 - 1015 | Tea |
| 1015 - 1145 | <p>Working Session Two - Addressing Opportunities & Constraints</p> |
| 2A | <p>Addressing national/global opportunities & constraints Prof Laura D Tyson, Dean London Business School (Chair) Mr Grant Kirkpatrick, Senior Economist, OECD, France Dr Bryane Michael, Linacre College, Oxford University, UK Dr RK Jadhav, Director Jamna Lal Bajaj Institute of Management, India Dr Mehmet Ugur Dean Political & Economy, University of Greenwich, UK Gregory Larkin, Corporate Partnerships Executive, Mercy Corporation Scotland, UK</p> |
| 2B | <p>Addressing market opportunities & constraints James McRitchie, Publisher Corporate Governance, USA (Chair) Ms Bridget Rosewell, Chief Economist Office of the Mayor of London, UK Dr Caspar Rose, Associate Professor Copenhagen Business School, Denmark Dr Melsa Ararat, Executive Director of Corporate Governance Forum, Sabanchi University, Turkey Prof Poonam Kumar, Chairperson Mega Ace Consultancy, India Prof PK Banerjee, ICFAI Business School, UK</p> |
| 2C | <p>Addressing legal & statutory opportunities & constraints Justice A.M. Ahmadi, Former Chief Justice of India (Chair) Prof Takashi Aihara, Kwansei Gakuin University, Japan Ms Komal Anand IAS, Secretary, Department of Company Affairs, Government of India Dr Marilyn Dyason, Justices' Chief Executive, Bedfordshire Magistrates' Courts, UK John Reynolds, Managing Director, Houlihan, Lokey, Howard & Zukin, UK</p> |
| 1145 - 1315 | <p>Working Session Three - Decision-Making in Practice</p> |
| 3A | <p>Improving the effectiveness of corporate boards George Dallas, Managing Director & Global Leader Governance Services, Standard & Poors, UK (Chair) Prof James E. Post JD, Boston University, USA Ms Lynn McGregor, Managing Director Convivium & Author "Human Face of Corporate Governance" Peter Walker, Pielle Consulting Group, UK Vindel Kerr, President GovStrat & Author "Effective Corporate Governance", Jamaica Dr Darlene Andert, President Andert Governance Corporation, Florida USA</p> |
| 3B | <p>Corporate social responsibility - the heart of corporate governance Matthew Cadbury, Former Managing Director, Cadbury Schweppes Prof Ian Lee, Assistant Professor Faculty of Law, University of Toronto Dr Uddesh Kohli, Chairman, Consultancy Development Centre and Representative UN Global Compact VC Agarwal, Executive Director, Indian Oil Corporation, India Biswajit Roy, Indian Oil Corporation, India Professor Lucian Gill, Chairman and Managing Director Ocean-ESU</p> |
| 3C | <p>Achieving the right balance - triple bottom line, ethics and risk management M B Lal, Chairman, Hindustan Petroleum Corporation Ltd. (Chair) Simon Abrams, Jupiter Asset Management, UK Craig Bennett, Head of Corporate Accountability, Friends of the Earth, UK Paul Moxey, Head of Risk Management & Corporate Governance, UK Jeremy Roche, Chief Executive CODA Group & Author "Beyond Governance", UK Onder Yucer, UNDP Representative, Pakistan</p> |
| 1315 - 1415 | Networking Lunch |
| 1415 - 1505 | Presentations from 5 working groups (10 minutes each) |
| 1505 - 1530 | Tea |
| 1530 - 1610 | Presentations by Group Leaders from balance 4 groups (10 minutes each) |
| 1610 - 1700 | <p>Panel discussion to crystallize a summary of solutions, conclusions and recommendations Presentations from working groups</p> |
| 1700 - 1730 | Closing Remarks |

* Programme is subject to change without notice

GOLDEN PEACOCK GLOBAL AWARD FOR CORPORATE GOVERNANCE

The Golden Peacock Global Award for Corporate Governance was instituted by the World Council for Corporate Governance in January 2001 to foster competitiveness among businesses to improve the quality of corporate governance. The selection process involves a two tier evaluation. The first evaluation is done by a team of independent assessors on the basis of the point count of the criteria given below. The final decision is taken by a jury comprising eminent people and headed by Dr Ola Ullsten, former Prime Minister of Sweden. Previous winners include Pfizer, Coca-Cola of USA and Infosys Technologies of India.

Awards will be presented at the opening session of 6th International Conference on Corporate Governance 12 - 13 May 2005, Nuffield Hall, 27 Sussex Place, Regents Park London NW1.



Presentation of Golden Peacock Global Award to Infosys Technologies

LAST DATE FOR COMPLETED APPLICATION 11 APRIL 2005



Alex Von Behr, President and CEO, Coca-Cola India receiving Golden Peacock Global Award for Excellence in Corporate Governance on behalf of Douglas Daft, Chairman of Coca-Cola

WHAT PREVIOUS PARTICIPANTS SAID

"Never before have so many countries got together on the same platform to debate the issue of Corporate Governance. The 5th International Conference on Corporate Governance has been an outstanding conference not only for the topics covered but also for the relationships founded"

Eser Gungor of Capital Markets Board
Turkey,

AWARD CRITERIA

- Board Structure - separation of CEO and Chairman
- Board Independence - the ratio of independent directors
- Board composition - degree of diversity and qualifications
- Composition, effectiveness and independence of audit committee, nomination and remuneration committee
- Board oversight - competitiveness and conformance
- Executive compensation
- Market performance
- Decision making process - inclusiveness, transparency, equity, accountability, social responsibility
- Corporate disclosure - accuracy and reliability
- Financial and operating results
- Company objectives
- Protection of Minority Shareholders Rights
- Remuneration policy
- Related party transactions
- Foreseeable risk factors
- Issues regarding employees and other stakeholders
- Corporate Governance Code
- Code of Ethics
- Non financial reporting
- Environmental reporting
- Auditor independence and their accountability to shareholders
- Accounting standards, principles and oversight
- Exercise of shareholders' rights, shareholder democracy and protection of minority shareholders
- Degree of internal control, procedures and responsibility for disclosures
- Corporate Social Responsibility
- Whistleblower protection



Julia Cleverdon CBE, Chief Executive, Business in the Community at 5th International Conference on Corporate Governance

GENERAL INFORMATION

Venue : Nuffield Hall,
27 Sussex Place, Regent's Park, London NW1

Date : 12-13 May, 2005

Timings : 0900 to 1800 hrs

Language : English

Hotel Accommodation: Limited accommodation has been reserved in 4 star Ramada Plaza Regent's Park to be booked on first come first served basis.

REGISTRATION FEE

Non Residential

Delegate registration fee £ 375.00 upto 31st March 2005.

Residential Delegates

Registration Fee – £635.00 upto 31 March 2005(Includes 2 nights Hotel Accommodation with transfer from/to the airport).

Surcharge

A surcharge of 10% applies after 31 March 2005 and further 10% after 30 April 2005, both for non-residential and residential delegates.

Discount

10% discount available for WCFCG/CFCG members and 10% discount for group participation (3 or more delegates from the same organisation).

Speaker Registration :

50% discount for Paper Presenters. All paper presenters are required to send their paper via e-mail to info@wcfcg.net or via courier on CD or diskette along with a printed copy. A brief CV of 50 to 75 words and passport size photograph should be also sent. Speaker guidelines are available on our website www.wcfcg.net.



"Disclosure is the heart of corporate governance"
Dr Madhav Mehra, President, World Council For Corporate Governance

"World Council for Corporate Governance's International Conference is particularly important because market and public confidence is still so fragile after a series of high profile corporate failures in which the absence of effective governance was a major factor"

Patricia Hewitt, MP
Secretary of State for Department of Trade and Industry



Registration Fee includes :

- Welcome Cocktail & Dinner on 12th May 2005
- Conference kit with a comprehensive set of Conference Proceedings
- All meals and refreshments during the conference
- Certificate of Participation

Last date for submission of abstracts is 31 March 2005 and for completed papers 10 April 2005

Terms and Conditions

- Reservations are deemed confirmed only upon receipt of payment.
- VAT at the rate of 17.5% will be charged where applicable.
- No refund will be made for cancellation after the booking. Should you be unable to attend you are welcome to send a representative.
- WCFCG reserves the right to postpone the event or amend the programme if necessary and accepts no liability arising out of such changes.

MARKETING OPTIONS

Marketing options in the International Conference offer a unique opportunity to project your company's commitment to Corporate Governance. The event will be attended/visited by eminent corporate heads, environmentalists and opinion leaders from across the world. Here is your chance to advertise your products and services for environment protection and create awareness about commitment to environment and social causes and build your company's brand image.

ADVERTISING IN SOUVENIR BOOK

A Conference Souvenir book will be released on the Inaugural Day (12th May 2005) of the Conference along with the Conference Proceedings. These will be distributed to all congress delegates, our members and associates, industry leaders, concerned govt. departments, decision makers, eminent persons, NGOs, quality organisations, standards institutions etc. worldwide.

The advertisement tariffs are as under:

| Size + Place | Colour | B/W |
|-------------------------|--------|-----|
| | £ | £ |
| Back Cover | 1000 | - |
| Inside Front/Back Cover | 800 | - |
| Full Page | 700 | 500 |
| Half Page | 500 | 300 |

REGISTRATION FORM

To register, by post or fax, please complete this registration form in BLOCK CAPITALS and return it to the Conference Administrator at the address below, together with payment of all fees. Registration will not be effective until these payments have been received.

Only one delegate should register with this form. Further forms are available from WCFCG, London or CFCG, New Delhi or photocopies of this one may be used.

To register by e-mail, please provide the same contact and details as shown below and send to : info@wcfcg.net. To book online, visit www.wcfcg.net

Family Name _____ Mr/ Mrs/ Miss/ Ms/ Dr/ Other _____
Forename (s) _____ Name to be used on Badge _____
Job title or present position _____ Company / Organisation _____
Mailing address for invoice _____ Post Code _____
Country _____
Tel No _____ Fax No _____ E-mail _____ website _____
Mailing address for joining instructions (if different to invoice address above) _____

Please indicate if you have any particular dietary requirements: _____

I confirm that I have read and agree to the conditions of registration as specified in the General Information section.

Signature _____ Date _____ (This booking is invalid without a signature)

Please tick if you do not wish your details to be included in future mailing lists.

Please tick appropriate box : I am / my employer is a Member of the WCFCG Membership No :and entitled to the WCFCG Member's rate.
 I am currently not a Member of the WCFCG but wish to take advantage of the Member's rate by becoming an Individual Member at a price of £ 100, which I enclose with my registration fee. I am therefore paying the WCFCG Member's rate for the Conference.
 I am not a Member, do not wish to join the WCFCG and I am therefore paying the Non-Member's rate for the Conference.

Full payment must be received before a place can be guaranteed.

Non-Residential: Non Member : £ 375 Member : £ 337.50 Residential : Non Member : £ 655 Member : £ 617.50

TOTAL PAYMENT

The total amount may be paid by (please tick appropriate payment box):

Sterling Cheque or Draft payable on a bank in the UK, I enclose my remittance, made payable to World Council for Corporate Governance, for £.....

Credit/ Charge card (Visa, Mastercard, Euro, Amex ONLY)

Bank transfer of £..... to HSBC Bank, 186, Baker Street, London NW1 5RU, SWIFT CODE: MIDLGB22

Account Name : World Council for Corporate Governance

Account Number: 1133 8447

Sort Code: 40 04 26

Visa  Mastercard  Euro  Amex 

Card Number

Card Holder Name : _____

Start Date Expiry Date Security No :

Full Address : _____

Postal Code : _____

Please note that all payments made by Credit/ Charge card will be subject to the following surcharge : American Express: 3% of the total amount charged.

All other cards : 2% of the total amount charged.

Credit/ Charge card holder's name and address _____

Signature _____

Date _____

Registration form can be downloaded from website www.wcfcg.net

HOW TO GET THERE

Marylebone mainline rail station is only a ten minute walk away and Paddington, Euston, King's Cross and St Pancras are also easily reached. The nearest Underground station is Baker Street (served by the Bakerloo, Circle, Hammersmith & City, Jubilee and Metropolitan Lines).



Nuffield Hall, Regents Park

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