OECD Secretary-General's Report to G20 Finance Ministers and Central Bank Governors on the Review of the G20/OECD Principles of Corporate Governance

Indonesia, February 2022

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Introduction

At the G20 Finance Ministers and Central Bank Governors (FMCBG) meeting in Venice, Italy on 9-10 July 2021, G20 Finance Ministers and Central Bank Governors expressed support for the decision to review the G20/OECD Principles of Corporate Governance (G20/OECD Principles) and requested that the OECD report back on progress at the First FMCBG meeting in 2022. This Report provides an update on progress since the start of the review in November 2021 and includes the final Terms of Reference and Roadmap for the review. The review will continue throughout 2022 and the revised Principles are expected to be delivered in 2023.

Corporate Governance and the COVID-19 Crisis

Good corporate governance is a key pillar of open and market-based economies, a global level playing field, and a rules-based international order. Combined with well-functioning capital markets, corporate governance will influence the strength, quality and resilience of the economic recovery from the COVID-19 crisis.

The crisis has revealed or exacerbated pre-existing weaknesses in corporate governance and capital markets, such as the management of risks, including supply chain, health, climate change and other environmental, social and governance (ESG) risks, and the insufficient resilience of companies to unanticipated crises. The crisis also shed light on major shifts in capital markets, including the declining number of listed companies, particularly in advanced economies, meaning fewer companies were able to access equity markets to navigate the crisis, and the lower number of growth companies accessing public markets.

Against this background, the G20 and OECD have agreed to review the G20/OECD Principles with the aim of strengthening them, in particular by adapting relevant elements to the post-COVID-19 environment, taking into account any structural effects of the crisis on capital markets and corporate governance practices, and supporting corporate sector resilience.

The review will be guided by the understanding embedded in the current G20/OECD Principles that corporate governance and capital market policies have an important role to play in achieving broader economic objectives with respect to financial stability, investor confidence, capital formation and capital allocation. This is particularly important during times of structural adjustments with possible long-term implications.[1]

A major objective of the review is to ensure that the G20/OECD Principles continue to provide a framework that companies can rely on to manage existing and new challenges and changing expectations for companies. The revised Principles will also support governments in providing a regulatory framework that helps companies to adapt their strategies to the changing environment and in making decisions and investments that enhance enterprise value over the longer term.

Another key objective of the review is to improve the conditions for companies' access to capital from public equity markets. This includes facilitating smaller growth company listings on public markets. Better access to equity markets for sound businesses can help strengthen the balance sheets of viable corporations and help fund the emergence of new and innovative businesses that support the green and digital transitions essential for long-term resilience.

[1] More information on the impact of the COVID-19 crisis on corporate governance and capital markets can be found in the report *The Future of Corporate Governance in Capital Markets Following the COVID-19 Crisis*, OECD (2021). This report informed the decision to review the G20/OECD Principles. The *OECD 2021 Corporate Governance Factbook* will provide another foundation for the review.

The G20/OECD Principles of Corporate Governance

The G20/OECD Principles of Corporate Governance are the international standard for corporate governance. The Principles help policy makers evaluate and improve the legal, regulatory, and institutional framework for corporate governance. They also provide guidance for stock exchanges, investors, corporations and others that have a role in developing good corporate governance. The Principles were first issued in 1999 and were endorsed by the G20 at the 2015 G20 Leaders Summit. The Financial Stability Board has adopted them as one of its Key Standards for Sound Financial Systems.

The current Principles cover six main areas:

- Ensuring the basis for an effective corporate governance framework;
- The rights and equitable treatment of shareholders and key ownership functions;
- Institutional investors, stock markets and other intermediaries;
- The role of stakeholders in corporate governance;
- Disclosure and transparency;
- The responsibilities of the board.

53 jurisdictions have adhered to the Principles, including all G20, OECD and FSB members and four others.[2]

The Review of the G20/OECD Principles of Corporate Governance

Background

At the G20 Summit in Rome on 30-31 October 2021, G20 Leaders supported the decision to review the G20/OECD Principles. In the Summit Declaration, Leaders "recognise(d) the importance of good corporate governance frameworks and well-functioning capital markets to support the recovery, and look(ed) forward to the review of the G20/OECD Principles of Corporate Governance".[3]

Previously, at the Third G20 FMCBG meeting on 9-10 July 2021, G20 Finance Ministers and Central Bank Governors expressed support for the decision to review the G20/OECD Principles and requested that the OECD report back on progress at the First FMCBG meeting in 2022: "We recognise the importance of good corporate governance and well-functioning capital markets to support the recovery. We look forward to the review of the G20/OECD Principles of Corporate Governance and ask the OECD to report back on progress at our first meeting in 2022".[4] G20 Finance Ministers and Central Bank Governors reiterated their support and request at the Fourth FMCBG meeting on 13 October 2021.[5] The decision to review the Principles was also supported by the OECD Council Meeting at Ministerial Level on 5-6 October 2021.[6]

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[2] Bulgaria, Croatia, Peru, Romania

[3] Declaration G20 Leaders Summit, Rome, 30-31 October 2021

[4] Communiqué G20 Third Finance Ministers and Central Bank Governors Meeting, Venice, 9-10 July 2021

[5] Communiqué G20 Fourth Finance Ministers and Central Bank Governors Meeting, Washington DC, 13 October 2021

[6] Statement Meeting of the OECD Council at Ministerial Level, Paris, 5-6 October 2021

The review of the G20/OECD Principles started in November 2021 with the objective of presenting revised G20/OECD Principles to G20 Finance Ministers and Central Bank Governors for endorsement and agreement on transmission to the G20 2023 Leaders Summit.

The review is overseen by the OECD Corporate Governance Committee, in which all G20 and FSB jurisdictions participate since the G20's endorsement of the G20/OECD Principles in 2015. Other jurisdictions will also be invited for consultations through the OECD's Regional Roundtables on Corporate Governance in Asia, Latin America and the Middle East and North Africa.

Terms of Reference and Roadmap

Following the decision to review the G20/OECD Principles, the OECD Corporate Governance Committee prepared draft Terms of Reference (TOR) and a Roadmap for the review. The TOR and Roadmap outline key guiding principles and areas for consideration for the review, participation of G20, OECD and other jurisdictions, the consultation process, and an indicative timeline.

The draft TOR and Roadmap was discussed at a meeting of the Corporate Governance Committee on 23-24 November 2021, in the presence of all G20 and FSB jurisdictions. All G20, OECD and FSB jurisdictions were also given the opportunity to provide written comments by 15 December 2021. They expressed strong support for the draft TOR and Roadmap both at the meeting and in writing. The TOR and Roadmap was subsequently revised to reflect comments received and the final TOR and Roadmap was agreed by the Committee at the beginning of February 2022. The final TOR and Roadmap is presented in the Annex.

Building on national experiences during the COVID-19 crisis and on longer-term developments in corporate governance and capital markets, the TOR and Roadmap identifies 10 priority areas for consideration in the review (see Annex for more information on each area):

- Corporate ownership trends and increased concentration;
- The management of climate change and other environmental, social and governance (ESG) risks;
- The role of institutional investors and stewardship;
- The growth of new digital technologies and emerging opportunities and risks;
- Crisis and risk management;
- Excessive risk taking in the non-financial corporate sector;
- The role and rights of debtholders in corporate governance;
- Executive remuneration;
- The role of board committees;
- Diversity on boards and in senior management.

At its November 2021 meeting, the Corporate Governance Committee discussed a first set of three reports to launch initial discussions on priority areas. The reports address: (i) climate change and corporate governance, (ii) corporate ownership and concentration, and (iii) gender diversity on company boards and in senior management. The report on climate focuses on the main implications of climate change for corporate governance, notably for shareholder rights, corporate disclosure and the responsibilities of company boards. The report on ownership and concentration looks at the implications of corporate ownership by private companies, states and institutional investors in public equity markets. The report on gender diversity takes stock of existing policies and progress achieved in 50 jurisdictions as possible input into the review. The Corporate Governance Committee's next discussions on the review will take place on 24-25 February and will focus on five priority areas: (i) institutional investors and stewardship; (ii) the rights of debtholders; (iii) the role of board committees; (iv) the use of new digital technologies and emerging opportunities and risks; and (v) climate change and corporate governance.

Two more Corporate Governance Committee meetings to further consider the 10 priority areas identified in the TOR in the form of proposed draft revisions to the G20/OECD Principles will take place in 2022 (June and November). All the reports prepared to inform discussions on the review will be released for consultation along with the draft revisions to the Principles. The key stages of the review are outlined in the following indicative timeline:

- **23-24 November 2021, 1st OECD Corporate Governance Committee meeting on the review of the G20/OECD Principles:** initial discussion on the draft Terms of Reference and Roadmap for the review and three priority areas of the review;
- **17-18 February 2022, FMCBG Meeting:** OECD Secretary-General's Report to G20 Finance Ministers and Central Bank Governors on the Review of the G20/OECD Principles, including final Terms of Reference and Roadmap;
- **24-25 February 2022, 2nd Corporate Governance Committee meeting on the review:** initial discussion on five priority areas;
- **June 2022, 3rd Corporate Governance Committee meeting on the review:** discussion on first draft revision of the Principles;
- **November 2022, 4th Committee meeting on the review:** discussion on revised version of Principles;
- **Q1 2023:** Corporate Governance Committee discussion and approval of draft revised version of Principles;
- **Q3 2023:** Adopted revised Principles submitted to G20 Finance Ministers and Central Bank Governors meeting for endorsement and agreement on transmission to the G20 Leaders Summit.

Further details on the substantive areas, planned consultation process and next steps for the G20/OECD review, as agreed by the Corporate Governance Committee, are provided in the enclosed Annex.

Annex - Terms of Reference and Roadmap for the Review of the G20/OECD Principles of Corporate Governance

Background

At its meeting in April 2021, the Corporate Governance Committee (hereinafter the "Committee") reviewed and discussed the draft report "The Future of Corporate Governance in Capital Markets Following the COVID-19 Crisis", including conclusions that were proposed to serve as the basis for a review of the G20/OECD Principles of Corporate Governance ("G20/OECD Principles" or "Principles").[7] Following revisions to the report to take account of the discussions, the report was finalised and its conclusions were approved by the Committee via written procedure in June 2021, confirming the Committee's decision to undertake a review of the G20/OECD Principles "with a view to adapt their key elements to the post-COVID-19 environment".

At their meeting on 9-10 July 2021, G20 Finance Ministers and Central Bank Governors voiced support for the Committee's decision to review the G20/OECD Principles and in their Communiqué called for a report on progress at their first meeting in 2022. The Meeting of the OECD Council at Ministerial Level on 5-6 October 2021 also expressed its support for the planned review of the G20/OECD Principles. This was followed by the G20 Leaders Summit on 30-31 October 2021 in Rome, where the Leaders' Declaration also expressed support for the review of the G20/OECD Principles.

The Committee discussed a draft of the Terms of Reference and Roadmap for the review of the G20/OECD Principles at its November 2021 meeting. Following written comments, this final version has been prepared for the Committee's agreement. The document describes key guiding principles and areas for consideration for the review of the G20/OECD Principles, participation of non-OECD jurisdictions, the consultation process, and an indicative timeline.

Terms of Reference

Key guiding principles

The G20/OECD Principles, first published by the OECD in 1999 and subsequently revised in 2004 and 2015, are recognised as the leading global standard to guide policy makers and regulators in devising effective institutional, legal and regulatory frameworks for the corporate governance of listed companies. Not only adhered to by the 38 Members of the OECD, they have also been endorsed by the G20 and the Financial Stability Board, meaning that more than 50 jurisdictions worldwide now adhere to the G20/OECD Principles.

[7] The Principles of Corporate Governance are appended to and form an integral part of the Recommendation of the Council on Principles of Corporate Governance [OECD/LEGAL/0413]. Subsequent to the Recommendation's adoption, the Principles of Corporate Governance were endorsed by the G20 and subsequently referred to as the G20/OECD Principles of Corporate Governance. The Financial Stability Board (FSB) has also designated the Principles as one of its Key Standards for Sound Financial Systems.

The Corporate Governance Committee's review of the G20/OECD Principles started in November 2021 with the objective of presenting draft revised G20/OECD Principles to the Meeting of the OECD Council at Ministerial Level in 2023 for adoption and to the G20 Leaders' Summit later that year.

The objective of the review will be to strengthen the G20/OECD Principles, in particular by adapting relevant elements to the post-COVID-19 environment, taking into account any structural effects on capital markets and corporate governance practices. The review will aim to ensure the continued high quality, relevance and usefulness of the G20/OECD Principles, with a view to ensuring that they continue to provide a robust reference for policy makers, market participants and other key stakeholders in the development of their own legal and regulatory frameworks for corporate governance. The review will adhere to the OECD's high standards for evidence-based standard-setting and policy advice.

The review will be guided by the understanding embedded in the current G20/OECD Principles that corporate governance policies have an important role to play in achieving broader economic objectives with respect to financial stability, investor confidence, capital formation and capital allocation. Supported by effective corporate governance, equity markets serve the critical function of efficiently allocating capital, which is particularly important during times of structural adjustments with possible long-term implications such as those emerging from the current COVID-19 crisis.

However, the number of listed companies has decreased in recent years and fewer new companies have accessed public equity markets, particularly in advanced economies. Given this situation, one overarching objective of the review will be to support national efforts to improve the conditions for companies' access to capital from public equity markets, while promoting investor protection. This will include encouraging smaller growth companies to go public. Better access to equity markets can help strengthen the balance sheets of viable corporations and help fund the emergence of innovative businesses that support the green and digital transitions. From the perspective of inclusiveness, a well-functioning public equity market can also provide ordinary citizens with the opportunity to directly or indirectly share in the return on capital, giving them additional options for managing savings and planning for retirement.

The COVID-19 crisis has also focused attention on the need for companies to be sufficiently resilient to be able to respond to unanticipated crises. Company boards and management are expected to deal with emerging and complex risks, including environmental, social and governance (ESG) and digital security risks, to adapt companies' strategies to the changing environment in a flexible and agile manner, and make decisions and investments to enhance enterprise value over the longer term. Another important objective of the review is therefore to make sure that the G20/OECD Principles provide a framework to help the corporate sector meet these challenges and changing expectations for companies.

Key areas for consideration in the review

The Committee's report *The Future of Corporate Governance in Capital Markets Following the COVID-19 Crisis* and the 2021 edition of the *OECD Corporate Governance Factbook* will provide key references for the review of the G20/OECD Principles. A number of other Committee and Secretariat reports released in recent years will also support the review. These include two thematic peer reviews on flexibility and proportionality in corporate governance (OECD, 2018) and on the duties and responsibilities of boards in company groups (OECD, 2020), as well as reports on the changing landscape of corporate ownership structures around the world, on different aspects of digitalisation and on developments in the public equity and corporate bond markets. The review will also benefit from the findings of the chapter on corporate governance and the management of ESG risks developed for the 2020 edition of the OECD Business and Finance Outlook on sustainable and resilient finance.

Building on national experiences during the COVID-19 crisis and on longer-term developments in the corporate and capital market landscape, and informed by the Committee's aforementioned work and cross-cutting focus on improving the conditions for companies' access to capital from public equity markets while promoting investor protection, the following key trends and developments have been identified for priority focus during the review without determining in advance whether or to what extent revisions may be required:

- **Corporate ownership trends and increased concentration:** During the past decade, several markets have seen an increase in ownership concentration in publicly listed companies. While this is a global development, there are important country and regional differences with respect to the different categories of shareholders that make up the largest shareholders at the company level. There are three major trends: first, the dominance of company group structures, especially in some emerging-market economies; second, the growing state ownership through various state-controlled investors; and third, the re-concentration of ownership in the hands of large institutional investors, in particular investors that follow passive index investment strategies. These trends have important implications for the design and implementation of corporate governance regulations, including their possible effects on shareholder engagement, protection of shareholder rights, level playing field considerations, and skewed investment towards large listed companies.
- **The management of environmental, social and governance (ESG) risks:** The COVID-19 pandemic has brought increased attention to the importance of identifying emerging risks and unexpected shocks. Importantly, it has led a growing number of investors to consider ESG risks when making their investment and voting decisions. Clear and sound frameworks related to the management and disclosure of climate and other ESG risks - including as appropriate the roles, responsibilities and interests of boards, shareholders and other stakeholders - will help the corporate sector to meet increased expectations concerning ESG matters as they relate to the long-term resilience and success of corporations.
- **The role of institutional investors and stewardship:** Over the last decade, institutional investors have become the largest category of investors globally. The overall result has been a longer and more complex investment chain between the individual household and the listed company. This includes increased intricacy with respect to cross-investments among institutional investors, an increase in advisory services and index providers, and frequent outsourcing of ownership and asset management functions, sometimes to multiple layers of businesses such as proxy advisors and ESG rating providers. In this evolving ownership landscape, it can be difficult to identify and allocate the responsibility for assuming the ownership functions in the best interest of the ultimate beneficiary. In addition, the popularity of index investment management strategies has had a profound effect on corporate governance of listed companies. Although index investing has brought significant benefits to households by reducing the costs of intermediation, further consideration is needed of how to facilitate, encourage or incentivise institutional investors, especially those implementing an index-based passive investment strategy, to engage in their investee companies. An additional consideration is the growing number of codes on shareholder engagement that institutional investors are invited to sign up to on a voluntary basis, and/or in some cases introduction of disclosure requirements for institutional owners and asset managers as well as for service providers.
- **The growth of new digital technologies and emerging opportunities and risks:** The COVID-19 crisis and emerging digital technologies have provided an opportunity for countries to expand the use of digital tools to support strengthened corporate governance practices and related monitoring and enforcement of corporate governance-related requirements. One aspect of this involves expanded reliance on remote participation for shareholder meetings while ensuring the protection of shareholder rights. This includes improving the conditions for all shareholders to follow the meeting – including requirements for the certification of the identity of investors and for the secrecy of their votes – and posing questions to corporate officers, ensuring that their views are properly reflected in resolutions, and protecting the rights of minority shareholders. At the same time, increased reliance on remote working tools can increase digital security risks, since employees'

home computers and networks are typically less protected against cyberattacks, requiring further board oversight of this critical issue. The digital transformation has also opened up new challenges and opportunities not only related to digital reporting tools and disclosure – made through increasingly diverse channels – but also market supervisors' capacities to monitor and analyse the growing complexity of market-relevant information.

- **Crisis and risk management:** The pandemic has revealed that unexpected and manageable risks may quickly turn into reality, and pose major threats to companies' objectives and viability. Additionally, it has raised concerns and triggered shareholder actions with respect to the quality of risk-related disclosures and the need for companies to reassess all aspects of risk management. Experiences from the pandemic call for improvements in some jurisdictional frameworks for risk and crisis management and disclosure, including health, supply chain, environmental and reputational risks.
- **Excessive risk taking in the non-financial corporate sector:** The increase in borrowing by high-risk non-investment grade companies to finance share buyback operations has raised major concerns about excessive risk-taking in the corporate sector, since it increases the leverage ratio by simultaneously reducing the company's equity base and increasing its debt. The management and board are best placed to decide on the optimal capital structure, within existing restrictions established by shareholders and in some cases subject to their approval. However, there have been concerns that proper risk assessment procedures may not be in place to consider different scenarios, the best long-term interest of the company, and its financial soundness.
- **The role and rights of debtholders in corporate governance:** The long-lasting rise in bond financing has highlighted the role of corporate bonds in corporate governance and the conditions that bondholders may stipulate with respect to, for example, dividend payments, capital structure and disclosure. Particularly in markets where the use of corporate bonds has only recently become a significant source of corporate financing, the regulatory framework may not require companies to disclose if they are at material risk of not meeting their covenants. Bondholders and other creditors may also play a particularly active role during periods of financial distress and insolvency, which many corporations have faced as a result of the COVID-19 crisis.
- **Executive remuneration:** Since the start of the COVID-19 crisis, there have been concerns that some companies may have re-arranged the terms for executive remuneration by adapting performance metrics and ignoring missed targets. This has led to calls for renewed scrutiny of the conditions and procedures for deciding and overseeing performance-related pay to ensure the link between executive remuneration and long-term corporate performance. The practices linking executive pay to company performance related to ESG metrics have also come under increased scrutiny.
- **The role of board committees:** Today, as boards of directors face increasingly complex responsibilities[8], some jurisdictions' regulatory frameworks assign some specific responsibilities to board committees in support of the entire board. Nearly all countries require an independent audit committee, while nomination and remuneration committees are typically not mandatory but their establishment is recommended. In most countries, full or majority independent membership is also required or recommended for all three monitoring committees. Important trends relate to assigning risk management oversight to a board-level committee and to delegating advisory powers to committees on emerging trends and specific issues linked to increasing business complexity. More recently, some companies have also created board committees responsible for overseeing the company's sustainability policies and practices. Such developments invite consideration of the

[8] Board responsibilities will be considered across several of the priority issues set out above, including as they relate to risk management and compliance (e.g. with respect to ESG risks, tax compliance, among others).

board committees' mandates, composition, working procedures, liabilities and contribution to the board's effectiveness.

- **Diversity on boards and in senior management:** The ability of the board to ensure strategic guidance of the company, respond to increasing business complexity, and engage with shareholders and a wide range of other stakeholders, depends in part on its composition, which should include directors with the right mix of backgrounds and competencies, including with respect to gender. Over the last decade, a growing number of jurisdictions have adopted measures to promote women's participation on corporate boards and in senior management, often via disclosure requirements, voluntary targets or quotas, and complementary public and private sector measures to support diversification of the leadership pipeline.

Involvement of non-OECD G20 and FSB jurisdictions, other non-Members and stakeholder consultations

In 2013, all non-OECD G20 and Financial Stability Board (FSB) members were invited to become Associates in the 2015 review of the Principles by the OECD Council on the proposal of the Committee. The purpose of these invitations was to help the Committee effectively fulfil its responsibilities as an international standard-setter in corporate governance, especially noting that the Principles in force at that time were an FSB Key Standard for Sound Financial Systems to which all FSB members were committed. Following the endorsement of the Principles by G20 Leaders in 2015, all non-OECD G20 and FSB members were invited to continue to participate in the Committee as Associates in all discussions related to the Principles, and as Participants for other agenda items. Argentina, Brazil, the People's Republic of China, Indonesia and the Russian Federation have accepted the Council's invitation to become Associates in the Committee's discussions on the Principles and will participate in the upcoming review on equal terms with OECD Members.

India, Saudi Arabia and South Africa as well as FSB members Singapore and Hong Kong (China) have not yet responded to the invitations. However, they all participated in the Committee's April 2021 meeting as Invitees, and were invited to join in the discussion on the COVID-19 report and Committee conclusions, and to comment during the written procedure review process where the decision to launch the review of the G20/OECD Principles was taken. In light of the Committee's decision to commence a review of the Principles, all G20 countries' support for the decision, and the importance of the participation of FSB members given the G20/OECD Principles designation as one of the FSB's Key Standards for Sound Financial Systems, letters are being sent to the five remaining jurisdictions inviting them to give renewed consideration to the OECD's outstanding invitation to participate in the Committee as Associates in discussions on the G20/OECD Principles. Having all G20 and FSB jurisdictions participate as Associates in the Committee's discussions on the G20/OECD Principles, would allow those jurisdictions to take part in the review and all Committee decisions with respect to the Principles on an equal footing.

Malaysia and Peru, as non-Members holding Participant status in the Committee, have a right to participate in all non-confidential Committee discussions, and will thus also take part in the review. The three non-OECD/G20/FSB Adherents to the G20/OECD Principles will also be invited to participate in the review, including in discussions where relevant (Bulgaria, Croatia and Romania).

Further detail on the participation of non-Members in the review as Associates, Participants, or Invitees can be found in the Committee's Participation Plan.

Other jurisdictions beyond those participating as Associates or Participants, or invited to participate as Invitees, will be invited to participate in the review through the Committee's regional roundtables in Asia, Latin America and the Middle East and North Africa (MENA) region. Relevant documentation and information will be shared with participants in the roundtables, and the outcomes of those discussions and any input therefrom will be transmitted to the Committee for consideration.

The review will benefit, subject to the Committee's approval where necessary and at appropriate stages in the process, from consultations with stakeholders, including from the business sector, professional groups at national and international levels, including auditors, trade unions, academia, civil society organisations and international standard-setting bodies. Considering the objective to consult widely and to provide an opportunity to consider input from all interested and relevant stakeholder groups and experts, the Secretariat may collect such input through multiple channels, including in-person meetings with Committee delegates, virtual meetings, and written public consultations as specified in the timeline below. Other OECD committees and subsidiary bodies with substantive responsibilities in relation to policy areas covered by the G20/OECD Principles will be consulted in due course. Business at OECD and TUAC will also be consulted.

Indicative timeline

- **23 and 24 November 2021, Committee meeting:** The Committee gave initial consideration to a draft of the Terms of Reference and Roadmap for the review of the G20/OECD Principles on these dates, along with preliminary issues papers prepared by the Secretariat on some of the key trends and developments identified. Delegates were asked to provide written comments by 15 December 2021 on the draft Terms of Reference and Roadmap as well as the issues papers. This final version of the Terms of Reference and Roadmap taking into account delegate comments was circulated for the Committee's agreement in January 2022. Following the Committee's agreement, it is submitted to G20 Finance Ministers and Central Bank Governors meeting in February 2022 to respond to their request to report to them on the progress of the review.
- **24 and 25 February 2022, Committee meeting:** The Committee will discuss additional issues papers with a view to identifying areas and issues that the Committee considers important to address in a revision of the G20/OECD Principles. Advisory bodies Business at OECD and TUAC will be invited to participate in the meeting.
- **Q2 2022:** The Secretariat will organise meetings to discuss the issues papers with relevant stakeholder groups and experts, including in-person and virtual meetings.
- **June/July 2022, Committee meeting:** Based on the discussions in February 2022 and the following consultations with stakeholders, the Secretariat will present a first draft revision of the G20/OECD Principles to the Committee. The Committee will be invited to discuss the annotated draft and suggest revisions to the text, and will also be invited to provide written comments.
- **From 15 September to 15 October 2022:** Subject to progress made, a draft of the revised Principles will be posted online for public consultation together with accompanying issues papers as background.
- **November 2022, Committee meeting:** A revised version of the annotated draft will be presented to the Committee's consultative meeting with stakeholders, partner jurisdictions and the advisory bodies Business at OECD and TUAC. Following the consultative meeting, the Committee will also be invited to discuss the revised annotated draft and agree on the implications for the text.
- **Q1 2023:** The Committee will discuss and approve a draft revised version of the Principles.
- **Q1 2023:** The final version of the draft revised Principles will be submitted to the OECD Council for transmission to the OECD Meeting of the Council at Ministerial Level for adoption.
- **Q2 2023:** The final version of the revised Principles will be transmitted to the OECD Meeting of the Council at Ministerial Level for adoption.
- **Q3 2023:** The adopted revised Principles will be submitted to the G20 Finance Ministers and Central Bank Governors meeting for endorsement and agreement on transmission to the G20 Leaders Summit.

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For more information:

CorporateGovernance&CorporateFinance@oecd.org

https://www.oecd.org/corporate/principles-corporate-governance

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