

Invitation to SEC Conference for Revitalized Long Term Investment

[Jeffrey Gordon](#) of Columbia Law School has invited Forum participants to join this year's "Transatlantic Corporate Governance Dialogue" at the SEC in Washington on Tuesday, December 3, to consider "The Realities of Stewardship for Institutional Owners, Activist Investors and Proxy Advisors." The all-day conference is organized by Columbia Law School and the European Corporate Governance Institute under the auspices of the SEC and the European Commission.

The three panel topics have been of great interest to many Forum participants. The definition of issues concerning both bureaucratized proxy advisory services and Say on Pay has been led by participants in past Forum programs addressing those subjects, and some of those participants will be continuing to guide thinking at the conference. The third panel topic, differences between short term and long term investment, is the current focus of Forum attention in two programs, one addressing activist proposals¹ and the other supporting investments in appraised value rights.² Anyone interested in the Forum's marketplace decision-making applications of these issues should also be interested in the principles and regulations that will be discussed at the December 3 conference.

The conference program is copied [below](#), and you can register online [here](#).

GL – November 21, 2013

Gary Lutin
Chairman, The Shareholder Forum
575 Madison Avenue, New York, New York 10022
Tel: 212-605-0335
Email: gl@shareholderforum.com

¹ See the "[Valuing Long Term Enterprise Success](#)" section of the [October 25, 2012 Forum Report: Addressing Ultimate Investor Objectives](#).

² See the program for "[Appraisal Rights Investments](#)."



The Realities of Stewardship for
Institutional Owners, Activist
Investors and Proxy Advisors
Tuesday, 3 December 2013
Securities and Exchange Commission
Washington DC



A free all-day conference under the auspices of the Securities and Exchange Commission (SEC) and the European Commission, organised by the European Corporate Governance Institute and the Columbia Law School. With Lithuania holding the Presidency of the Council of the European Union, the organisers are most grateful for the support of the Lithuanian Embassy in Washington and for sponsorship of the 2013 conference by PricewaterhouseCoopers (PwC).



[Program](#) | [Online registration](#) | [Directions](#) | [Disclaimer](#) | [Background to the Dialogue](#)

Program

In the U.S. and the U.K., diffuse public ownership has reconcentrated itself into the hands of institutional investors. Despite the controlling owner pattern that is generally associated with Europe, the sheer size of the largest companies has meant that institutional investors are, collectively, the dominant shareholders in many of the most important firms. Does such institutional ownership require a particular engagement with the governance of portfolio companies, what some have called 'stewardship'? What would 'stewardship' entail? How would 'stewardship' change the business model of the institutional investors? This year's Transatlantic Corporate Governance Dialogue asks whether activist shareholders and proxy advisors retard or advance an appropriate conception of stewardship. It then takes up an alternative strategy to governance reform, legislation that empowers shareholders, as exemplified by the spread of 'Say on Pay.'

8.30-9.00am Registration and coffee

9.00-9.15am

Conference Chair

Professor Ronald Gilson

Marc & Eva Stern Professor of Law and Business, Columbia Law School
Charles J. Meyers Professor of Law and Business, Stanford Law School
and ECGI Fellow



Welcome

Jörgen Holmquist

Chairman
European Corporate Governance Institute



Remarks from the EU Presidency
Ambassador Zygimantas Pavilionis

Ambassador of the Republic of Lithuania to the United States



Session 1 - Opening remarks

9.15-9.35am

Mary Jo White

Chair
U.S. Securities and Exchange Commission



Introduced by Jörgen Holmquist

Session 2 - Activist Shareholders and Shareholder Value: Long Term v. Short Term

Activist shareholders aggressively seeking major strategic changes at even the largest firms have become increasingly important corporate governance players. Debate rages over whether such activity creates long-term sustainable value at the targeted firms, or whether the gains are short-lived and the damage perhaps permanent. A related, more difficult question, is the impact of such activity on corporate decision-making by non-targeted firms.

9.35-11.35am

Moderator

Professor Ronald Gilson

Marc & Eva Stern Professor of Law and Business, Columbia Law School
Charles J. Meyers Professor of Law and Business, Stanford Law School
and ECGI Fellow



Briefings

Professor Wei Jiang

Arthur F. Burns Professor of Free and Competitive Enterprise
Columbia Business School



Professor David Larcker

James Irvin Miller Professor of Accounting
Graduate School of Business, Stanford University



Panel

Mats Isaksson

Head of Corporate Affairs
Organisation for Economic Co-operation and Development (OECD)



Justice Jack B. Jacobs

Justice of the Delaware Supreme Court



Session 3 - The European perspective

11.35-12.15pm

Ugo Bassi

Director for Capital and Companies
DG Internal Market and Services
European Commission



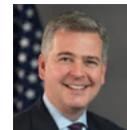
Introduced and Q&A moderated by Professor Jeffrey Gordon

12.15pm

Lunch (Lunch will not be provided)

Session 4 - SEC Commissioner's remarks

1.30-2.00pm

Daniel GallagherCommissioner
U.S. Securities and Exchange Commission**Introduced and Q&A moderated by Professor Jeffrey Gordon****Session 5 - Proxy Advisors: Do they wield too much influence? Whether and how to regulate - the lessons from Europe**

The role of proxy advisors has been hotly contested. In Europe, ESMA has just recommended an EU Code of Conduct for the industry. How much influence do they wield, either through changing vote outcomes on governance-related matters or setting the governance agenda? How much influence do they wield on contested control-related matters, such proxy contests by activist shareholders or acquisition proposals? Does the small number of influential advisors raise particular concerns? Is regulation appropriate and if so, of what type?

2.00-4.00pm

Moderator**Ira M. Millstein**Senior partner, Weil, Gotshal & Manges
Chair, Millstein Center for Global Markets and Corporate Ownership
Columbia Law School**Briefings****Laurent Degabriel**Head of Investment and Reporting Division
European Securities and Markets Authority (ESMA)**Professor Jill Fisch**Perry Golkin Professor of Law, Co-Director, Institute for Law and Economics
University of Pennsylvania Law School
and ECGI Research Associate**Dr Tao Li**Assistant Professor
University of Warwick**Panel****Gary Retelny**President
Institutional Shareholder Services Inc**Michelle Edkins**Managing Director
Global Head of Corporate Governance and Responsible Investment
BlackRock

4.00-4.15pm

Coffee and tea

Session 6 - Say on Pay: Is it working? How far should it go?

Advisory shareholder votes on executive compensation was a UK invention but it has spread throughout the EU and the US. Has it been effective at curbing the level of executive compensation or improving the form in which it is provided? Should shareholders and governments move to give shareholders mandatory approval rights on executive compensation?

4.15-5.45pm

Moderator

Professor Randall Thomas

John S. Beasley Professor of Law and Business
Vanderbilt University Law School and Owen School of Management
and ECGI Research Associate



Briefing

Professor Fabrizio Ferri

Associate Professor
Columbia Business School



Panel

Donna Dabney

Executive Director, Governance Center
The Conference Board



Francesco Chiappetta

General Counsel and Head of General and Institutional Affairs, Pirelli & C. S.p.A.
Member of the Advisory Group on Corporate Governance and Company Law, European
Commission



Katherine Rabin

Chief Executive Officer
Glass Lewis & Co



Session 7 - Summing up, Assessment and the Way Ahead

5.45-6.00pm

Professor Marco Becht

Professor of Finance and Economics, Université Libre de Bruxelles
ECGI Executive Director
and ECGI Fellow



Geoffrey Aronow

Chief Counsel and Senior Policy Advisor, Office of International Affairs
U.S. Securities and Exchange Commission