



# La Governance della sostenibilità: linee guida ed esperienze OCSE

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*ACEPI | Certificate day 2023*

*21 November 2023*



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# The G20/OECD Principles of Corporate Governance

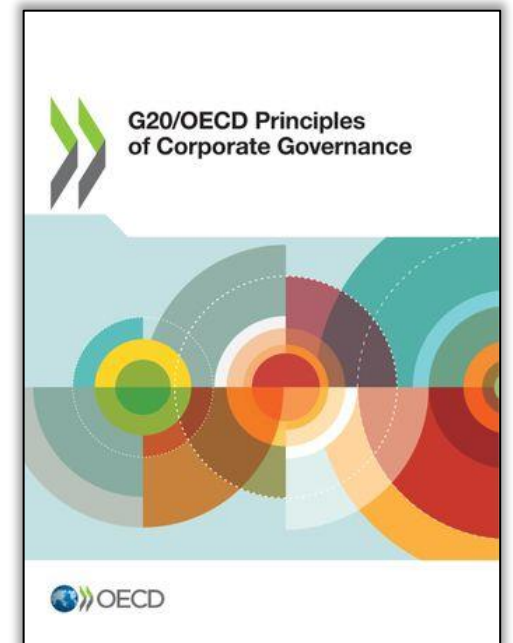
**International standard for corporate governance.** Endorsed by G20 and FSB.

Help policy makers **evaluate and improve the legal, regulatory and institutional framework** for corporate governance.

**53 adherents:** OECD, G20 and FSB members and OECD membership candidates.

## 6 pillars:

- I. The basis for an effective corporate governance framework
- II. The rights and equitable treatment of shareholders and key ownership functions
- III. Institutional investors, stock markets and other intermediaries
- IV. Disclosure and transparency
- V. The responsibilities of the board
- VI. Sustainability and resilience



# OECD Corporate Governance Factbook

**Complements the Principles** with information on how they are implemented.

Comprehensive coverage of **49 jurisdictions'** corporate governance frameworks (**Italy** included) through the end of 2022.

**2023 edition** covers **new issues** including expanded analysis of the capital market landscape.

**New issues** in the Factbook:

- Corporate sustainability
- Remote shareholder meetings
- Company groups



## Key objectives of the G20/OECD Principles

- I. To promote access to finance, innovation and entrepreneurship;
- II. To provide a framework to protect investors; and
- III. To **support corporate sector sustainability and resilience.**

# Sustainability and resilience – new chapter

Support the *sustainability and resilience of corporations* which, in turn, contributes to the sustainability and resilience of the broader economy.

## Disclosure

- Concept of **materiality**.
- **Internationally recognised standards** that facilitate comparability.
- **Reliable metrics** if a company publicly sets a sustainability-related goal or target.
- **External assurance** of sustainability-related disclosure.

## Board responsibilities

- **Consideration of sustainability** risks and opportunities.

## Shareholders & stakeholders

- **Dialogue** on companies' important decisions on sustainability.

## Sustainability-related disclosure

*Disclosure: Promote sustainability-related disclosure and the use of internationally recognised standards that facilitate comparability. Guidance on the concept of materiality.*

### New recommendations

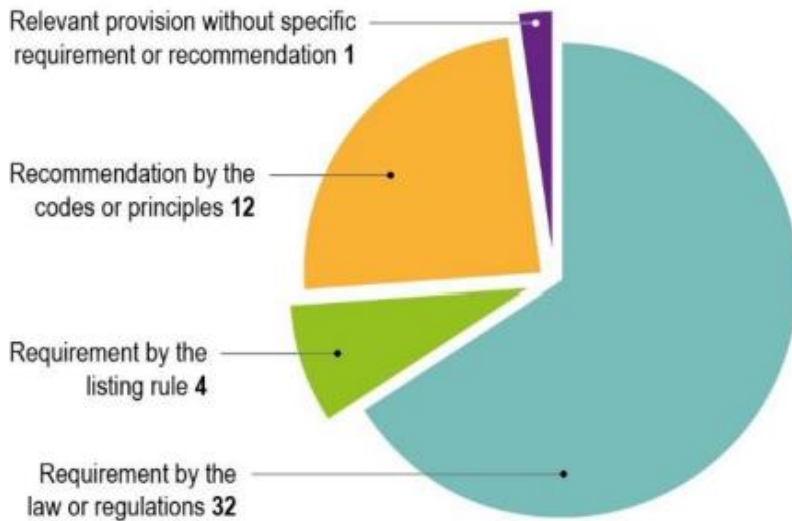
- Disclosure should be **consistent, comparable and reliable**.
- Information could be considered **material if it can reasonably be expected to influence an investor's assessment of a company's value, investment or voting decisions**.
- Disclosure frameworks should be consistent with high quality, understandable, enforceable and **internationally recognised standards**.
- Disclosure frameworks should ensure that **reliable metrics** are regularly disclosed in an easily accessible form to allow investors to assess the credibility and progress toward meeting the announced **sustainability-related goal or target**.
- Recommendation of **external assurance** of sustainability-related disclosure in the long-term.
- Disclosure of conflicts of interest by **proxy advisors, ESG rating and data providers, and index providers** and **transparency of their methodologies**.



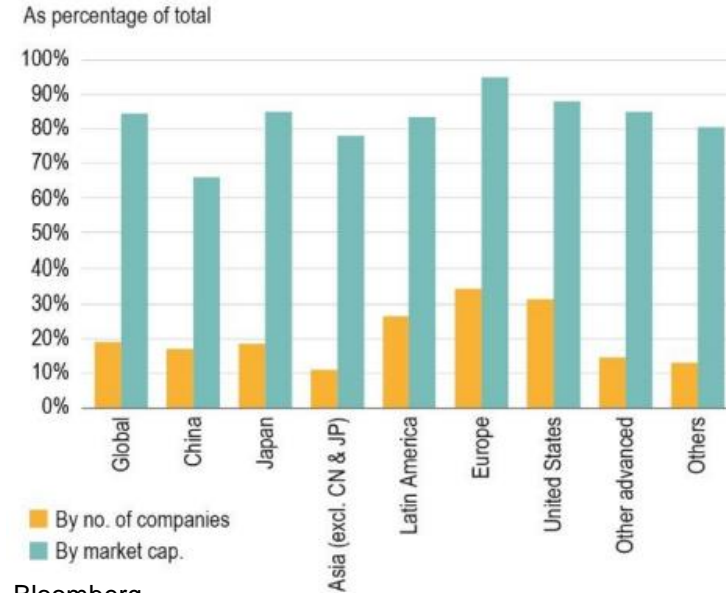
# Disclosure of sustainability information in the 2023 Factbook

**All 49 Factbook jurisdictions have established relevant provisions, specific requirements or recommendations with respect to sustainability-related disclosure that apply to at least large listed companies.**

Sustainability disclosure provisions (no. of jurisdictions)



Disclosure of sustainability information by listed companies



Source: OECD Corporate Governance Factbook 2023 and OECD Corporate Sustainability dataset, Refinitiv, Bloomberg.

- In **Italy**, as reported by the Factbook, sustainability disclosure is regulated by the Decree on non-financial reporting (No. 254/2016) and applies to **both listed and non-listed companies**, with flexibility for listed smaller companies.
- Almost **8 000 companies listed in 73 markets globally disclosed sustainability information in 2021**, representing 84% of global market capitalization but representing only 19% of all listed companies globally.



## New recommendations on board responsibilities and stakeholders

**Board responsibilities:** Clarify that material sustainability risks and opportunities must be considered by the board, and highlight the importance of the “business judgement rule” for long-term investments.

- Consideration of **stakeholder interests** when making business decisions.
- Use of **board committees** and flexibility in their establishment.
- **Risk management**, including crisis management.
- **Diversity** considerations in board composition and senior management.
- Use of **safe harbours** for management and board member actions, such as the **business judgement rule**.
- **Executive remuneration**, including use of sustainability indicators.

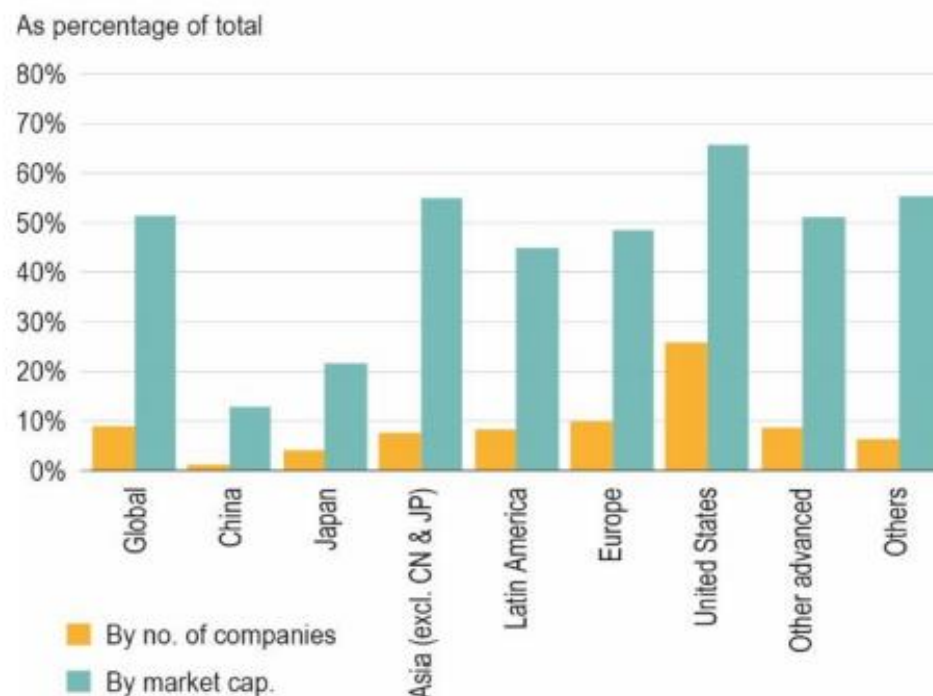
**Shareholders and stakeholders:** Promote dialogue in companies’ important decisions on sustainability.

- Corporate governance frameworks should allow for **dialogue between a company, its shareholders and stakeholders** to exchange views on sustainability matters as relevant for the company’s business strategy and its assessment of what matters ought to be considered material.

## Boards' role in managing sustainability risks in the 2023 Factbook

*In half of the Factbook jurisdictions, boards are explicitly required or recommended to approve policies on sustainability-related matters such as sustainability plans and targets, as well as internal control policies and management of sustainability risks.*

Board committees responsible for sustainability



Source: OECD Corporate Governance Factbook 2023 based on OECD Corporate Sustainability dataset, Refinitiv, Bloomberg.

- Globally, companies representing half of total market capitalisation have a board committee responsible for sustainability, regardless of the specific name attributed to such committee.



# Conclusions

New chapter on sustainability and resilience

Breakthrough G20/OECD consensus on corporate sustainability

Using the Principles to promote access to finance is critical for future economic resilience

ESG: the governance factor is what enables to achieve the E and the S

More information:  
[www.oecd.org/corporate](http://www.oecd.org/corporate)



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