

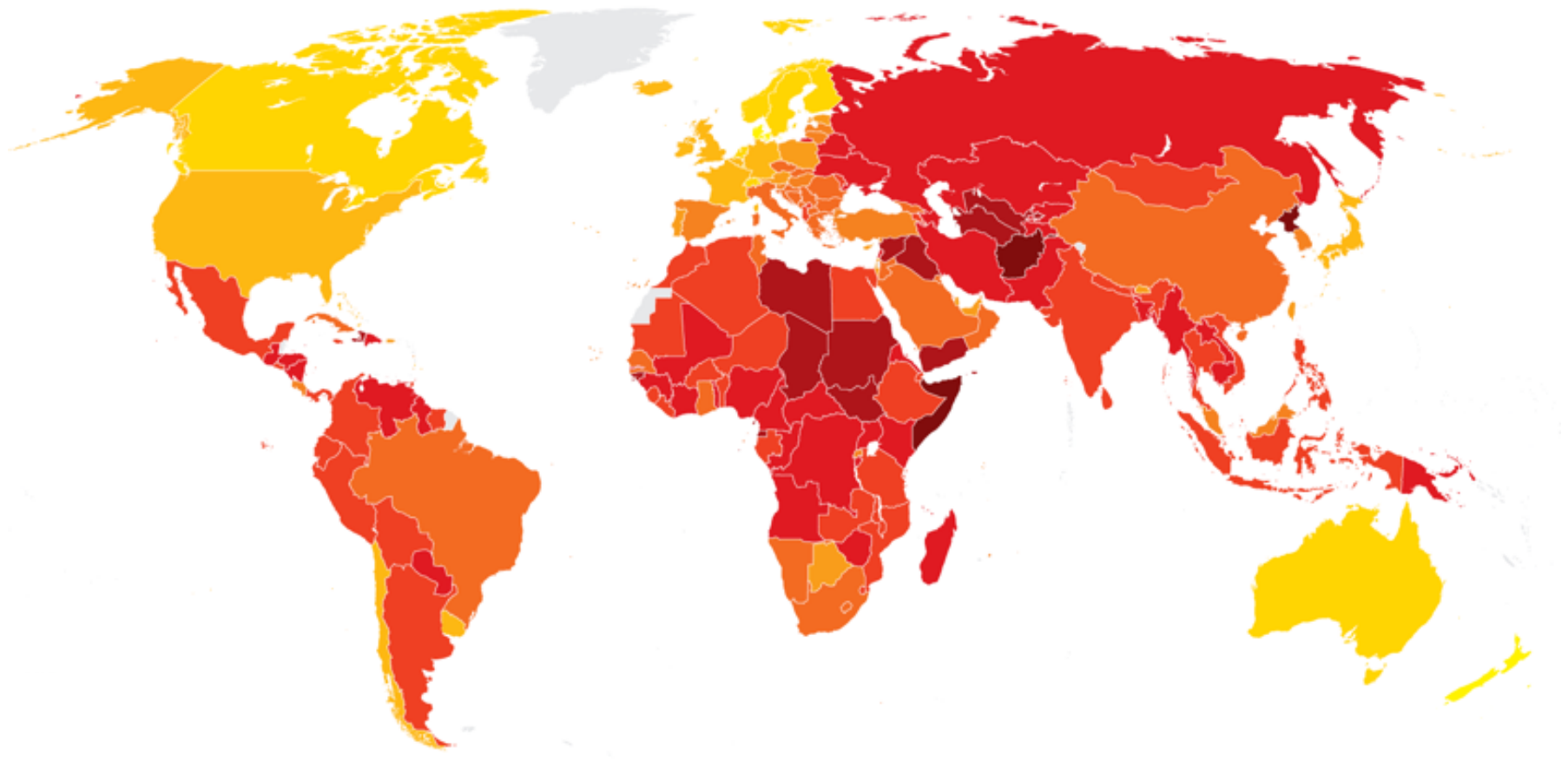
Out of control? Corporate Governance in the Dutch Caribbean

September 24, 2015

Prof. dr. Frank B.M. Kunneman

VanEps Kunneman VanDoorne 







RESPECT

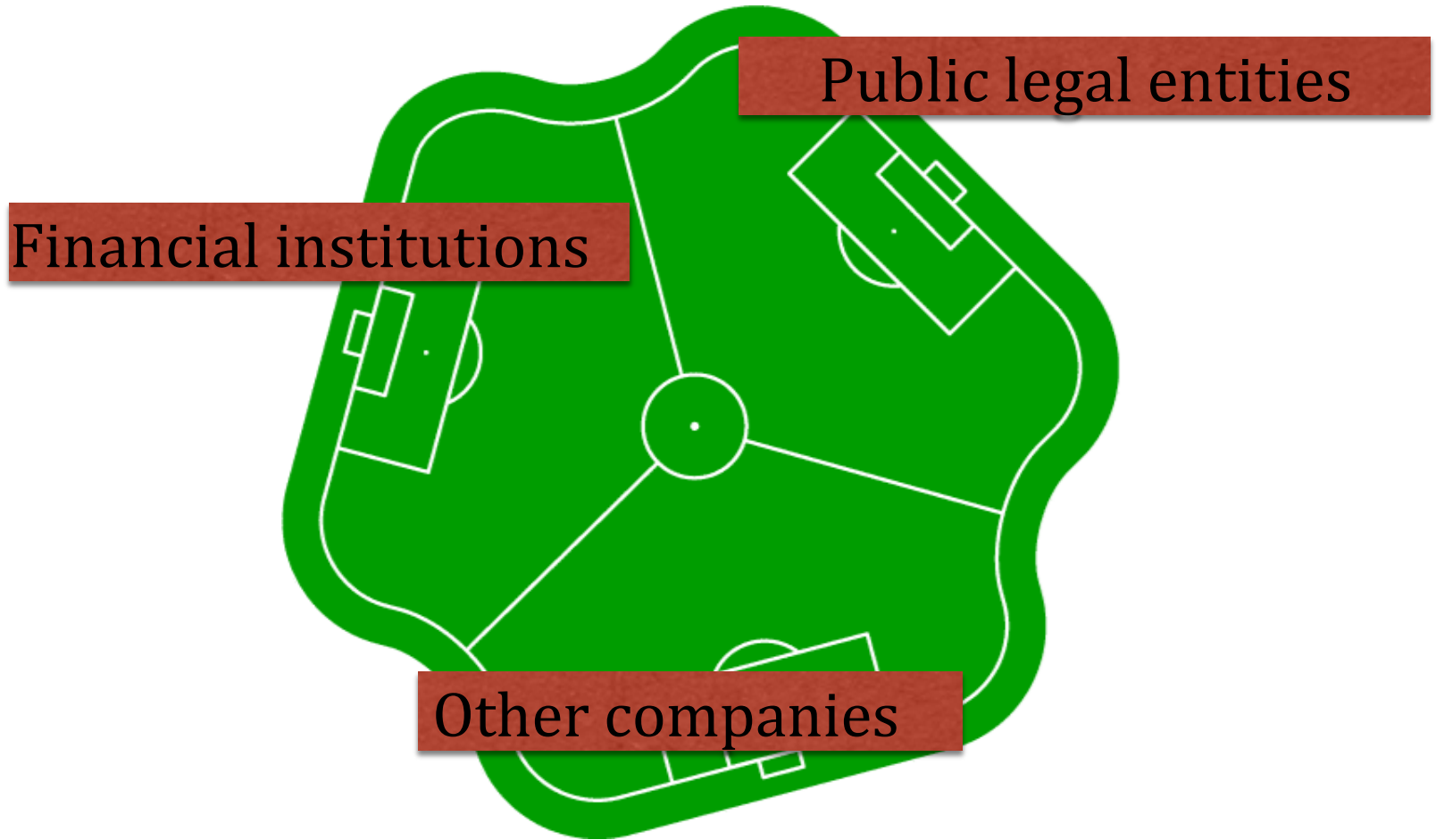
ETHICS

INTEGRITY

HONESTY

OECD 2014/2015:

“Overall, corruption reduces efficiency and increases inequality. Estimates show that the cost of corruption equals more than 5% of global GDP (US\$ 2.6 trillion, World Economic Forum) with over US\$ 1 trillion paid in bribes each year (World Bank). It is not only a question of ethics; we simply cannot afford such waste.”



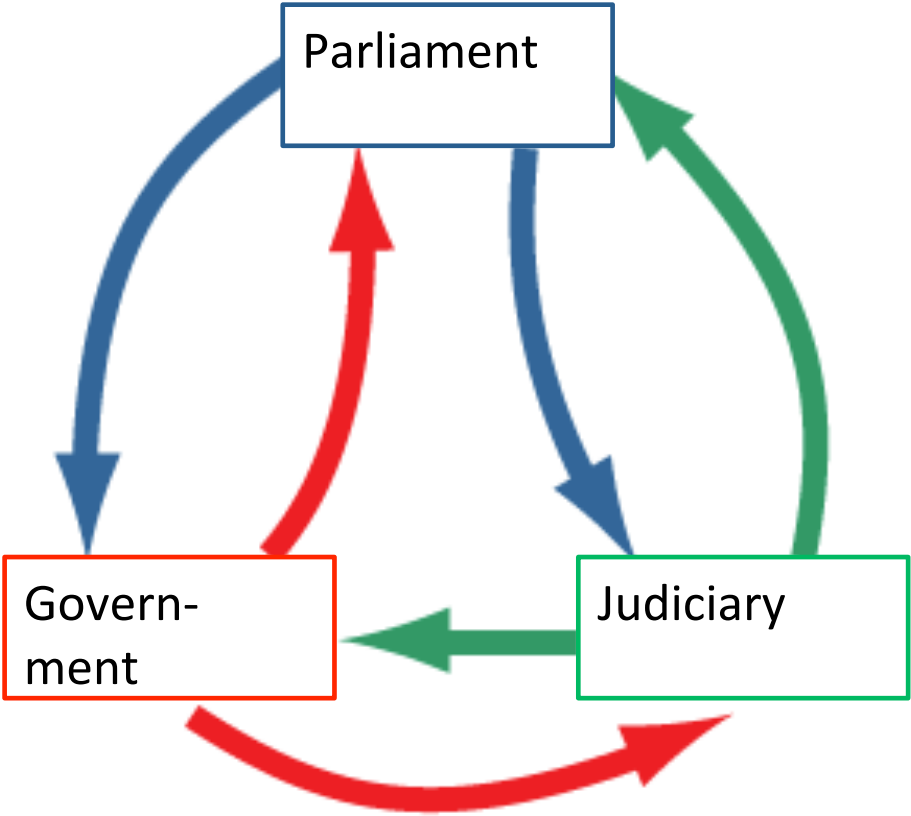
A top-down view of a green soccer field with white boundary lines. A horizontal red banner is centered across the field, containing the text "Public legal entities" in a black serif font. The banner is positioned over the center circle and the two penalty areas.

Public legal entities

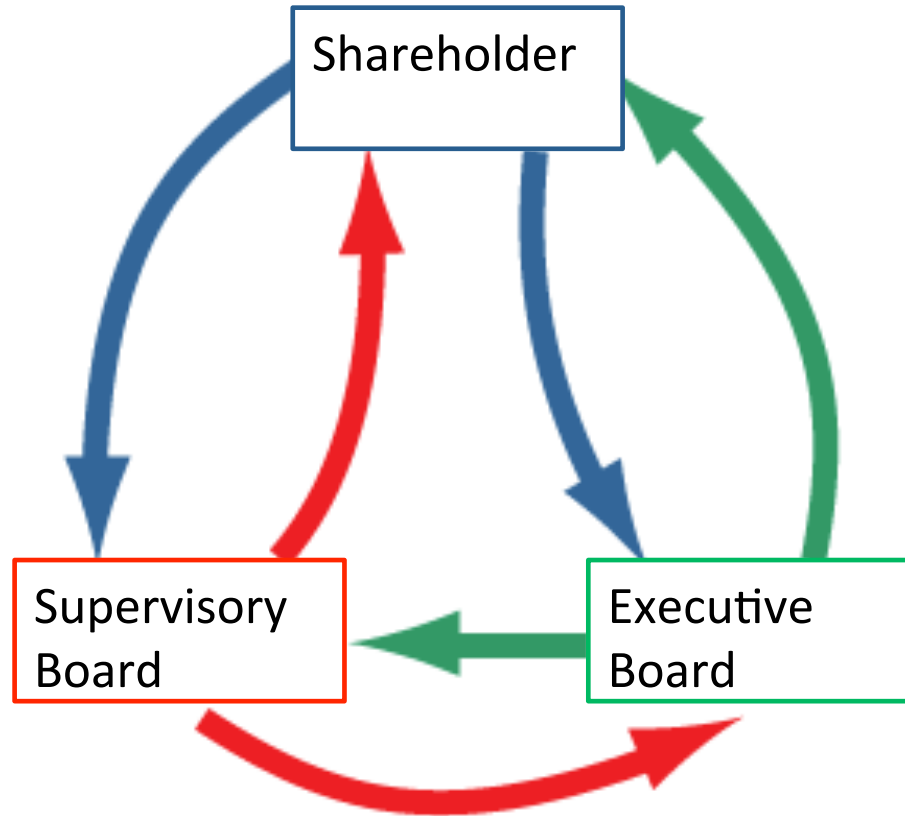
Public legal entities: a balancing act in corporate governance

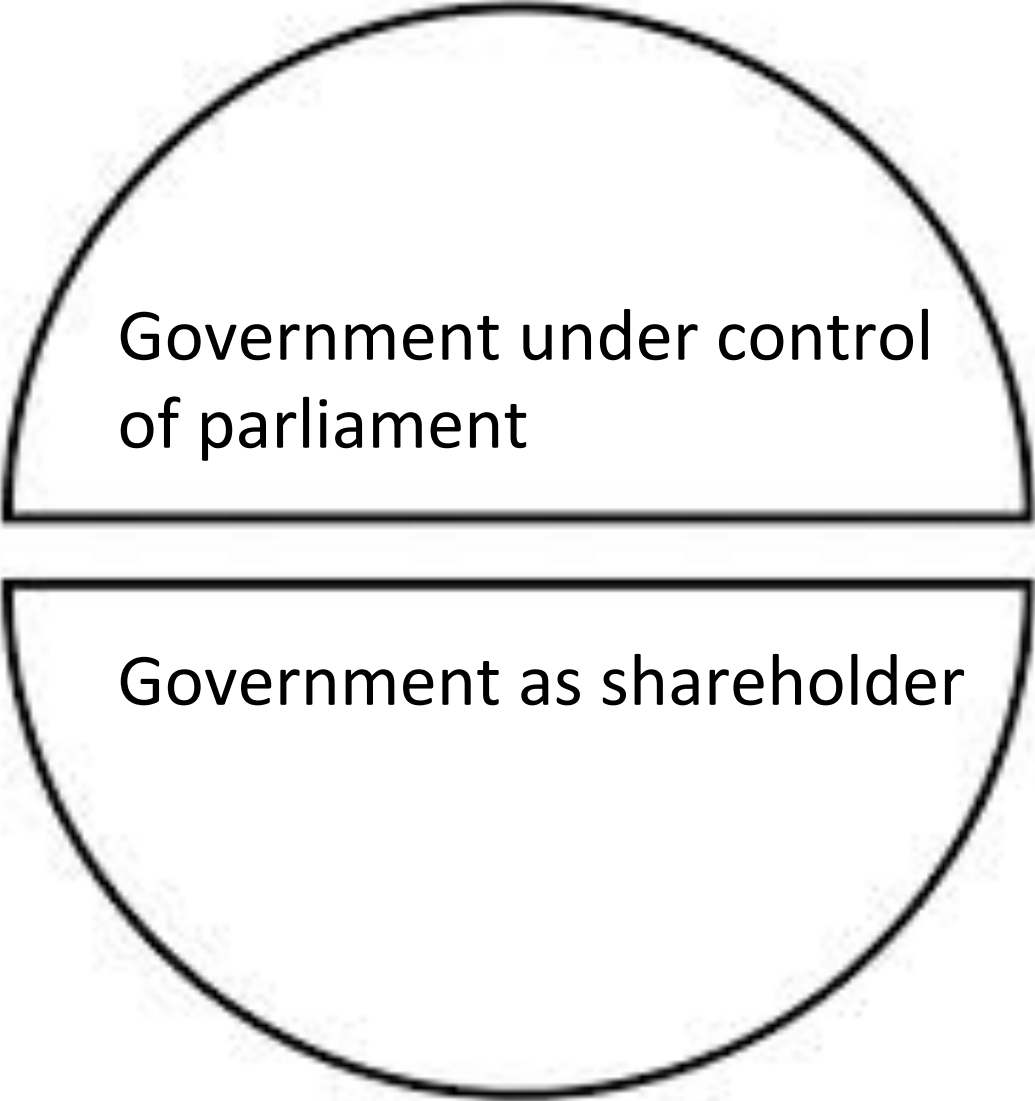


Checks and balances public domain



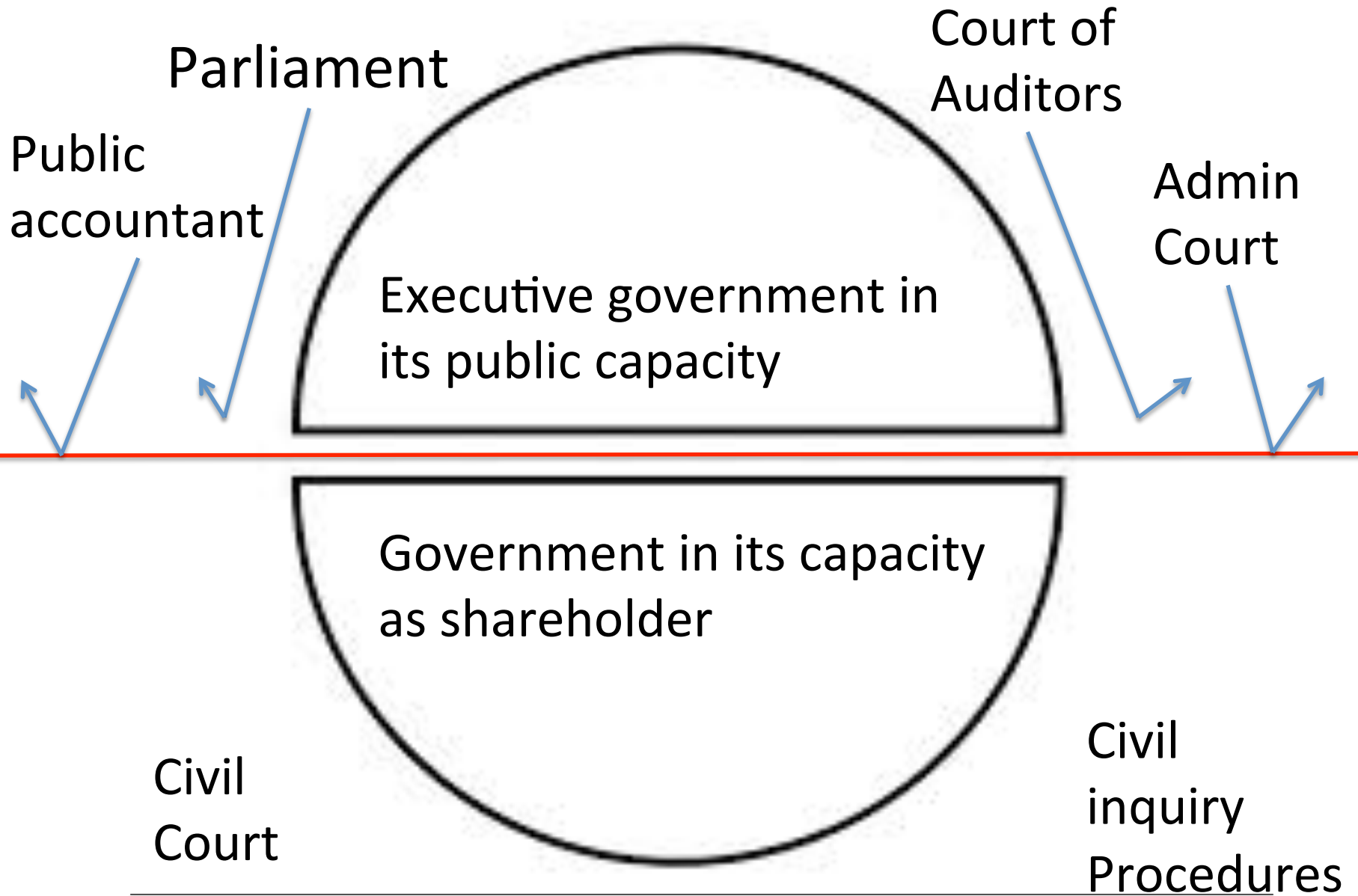
Checks and balances private domain





Government under control
of parliament

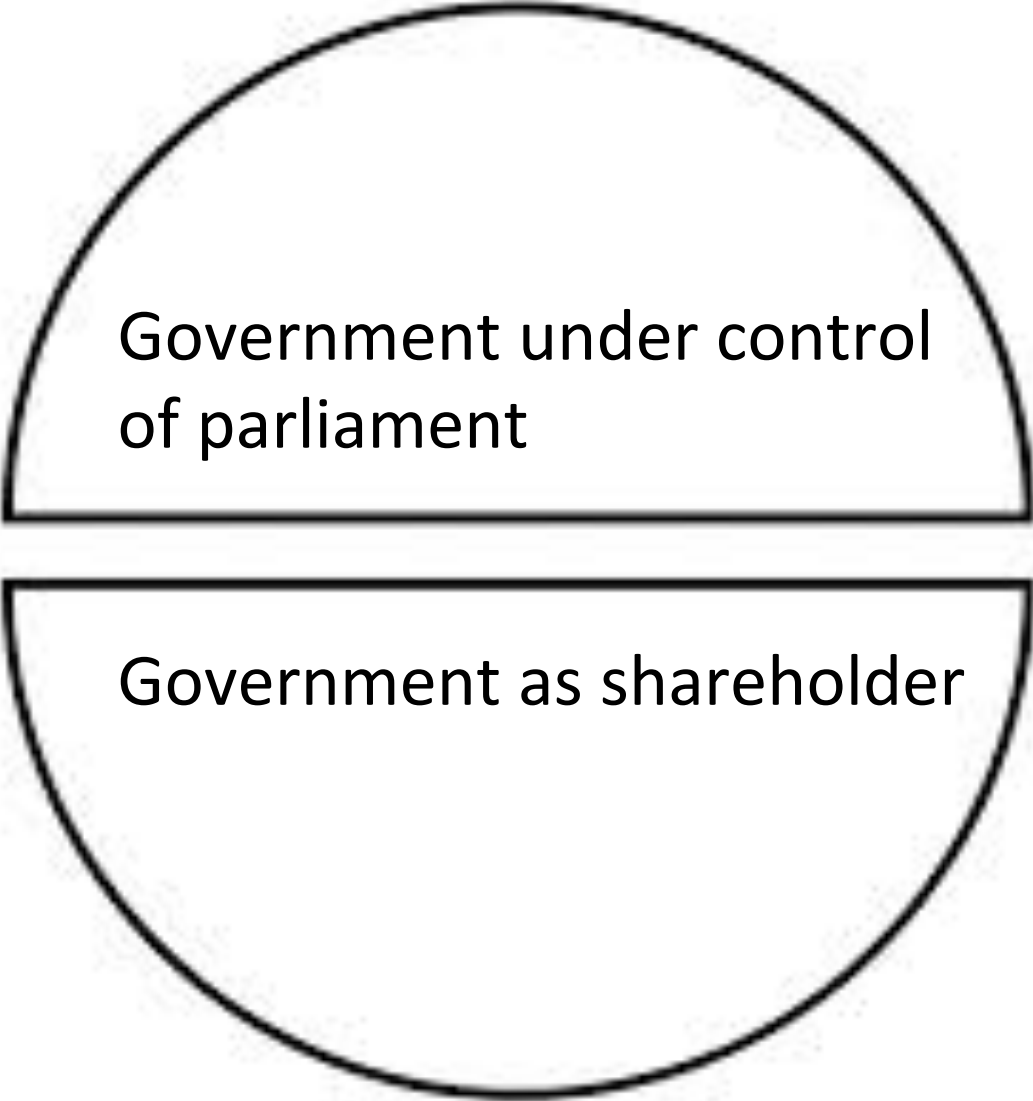
Government as shareholder



How to to keep in control?

Corporate Governance Act

Corporate Governance Code



Government under control
of parliament

Government as shareholder

Advisor
Corporate
Governance

Advisor Corporate Governance

- Curacao: SBTNO (“Adviseur Corporate Governance”)
- Sint Maarten: Corporate Governance Council
- Aruba, Bonaire, Statia en Saba: no Advisory Council

Advisor Corporate Governance Curacao 2010-2015

	%
Serious objections	25%
No serious objections	73%
Advice not possible	2%
Total	100%

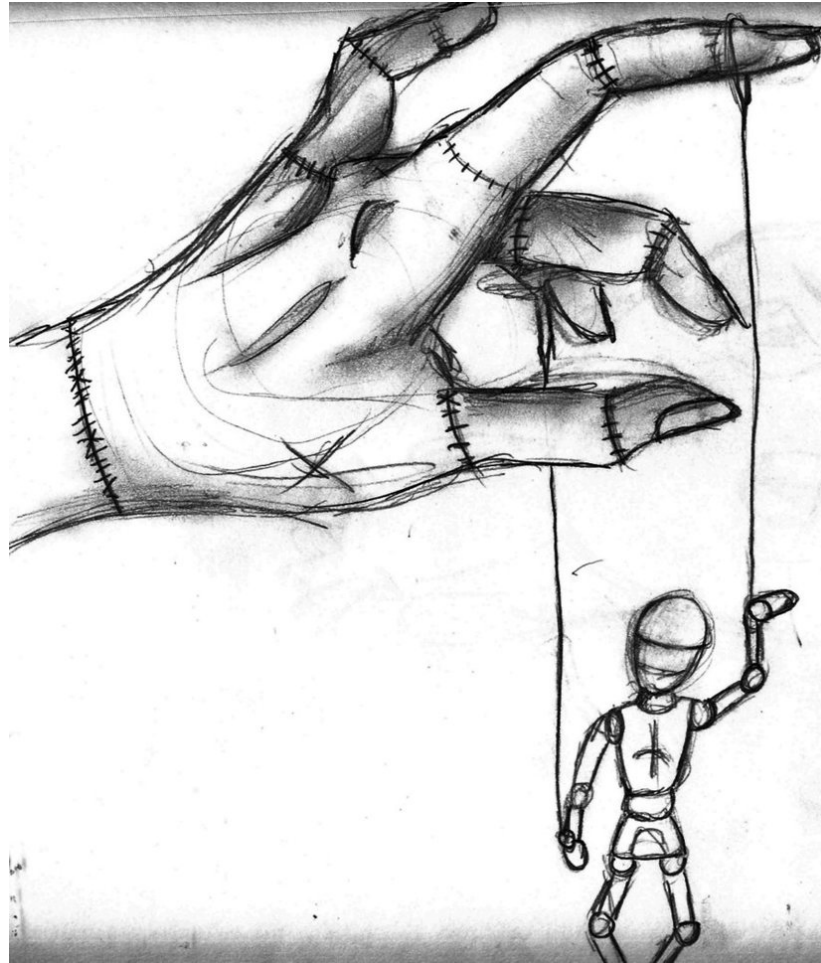
Challenges and seductions



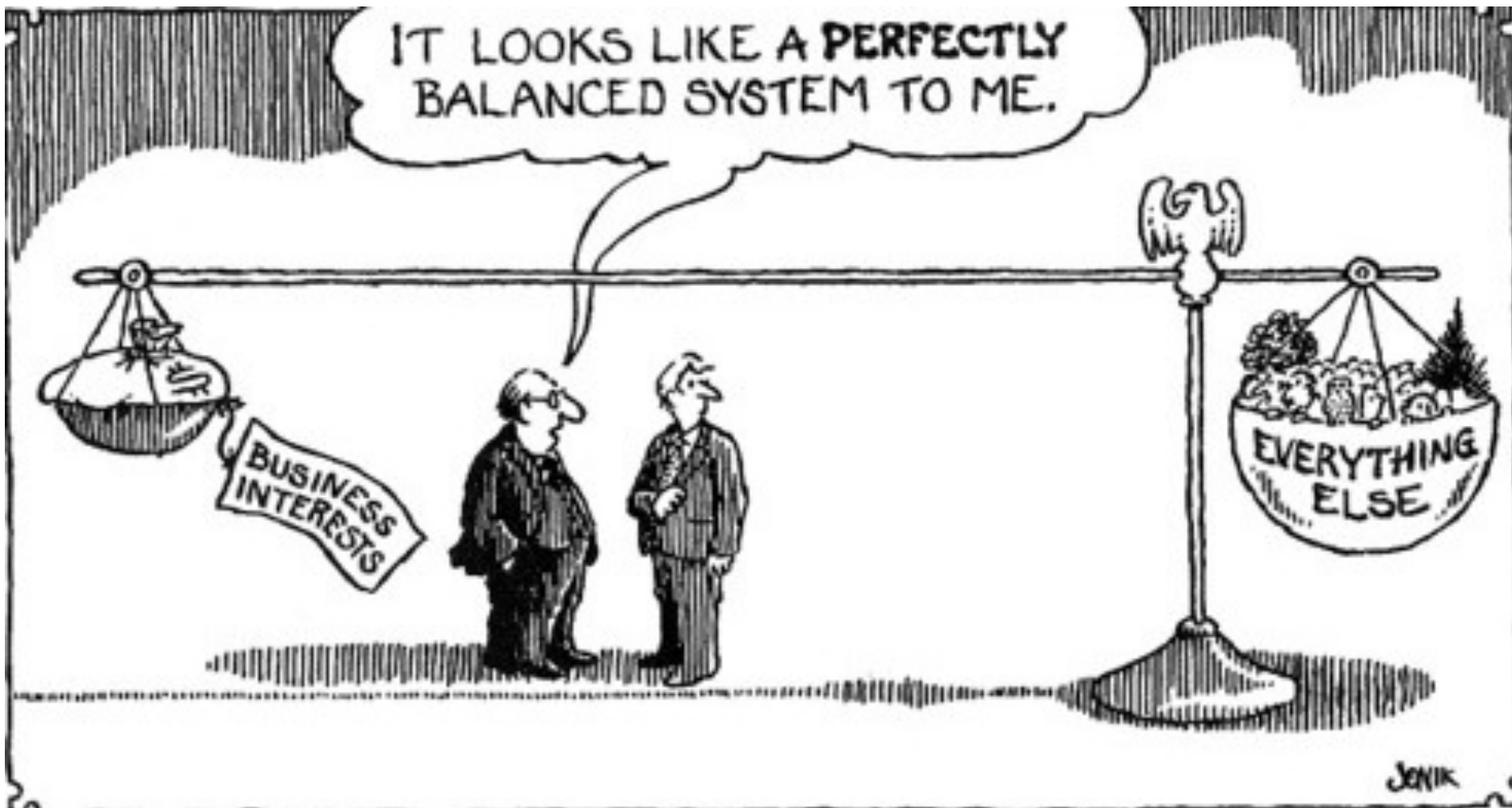
Merry-go-round of political appointments



Shareholder tries to control executive management



Conflicts of interests



Small countries, limited expertise



Lack of vision on behalf of government as shareholder



Solutions?

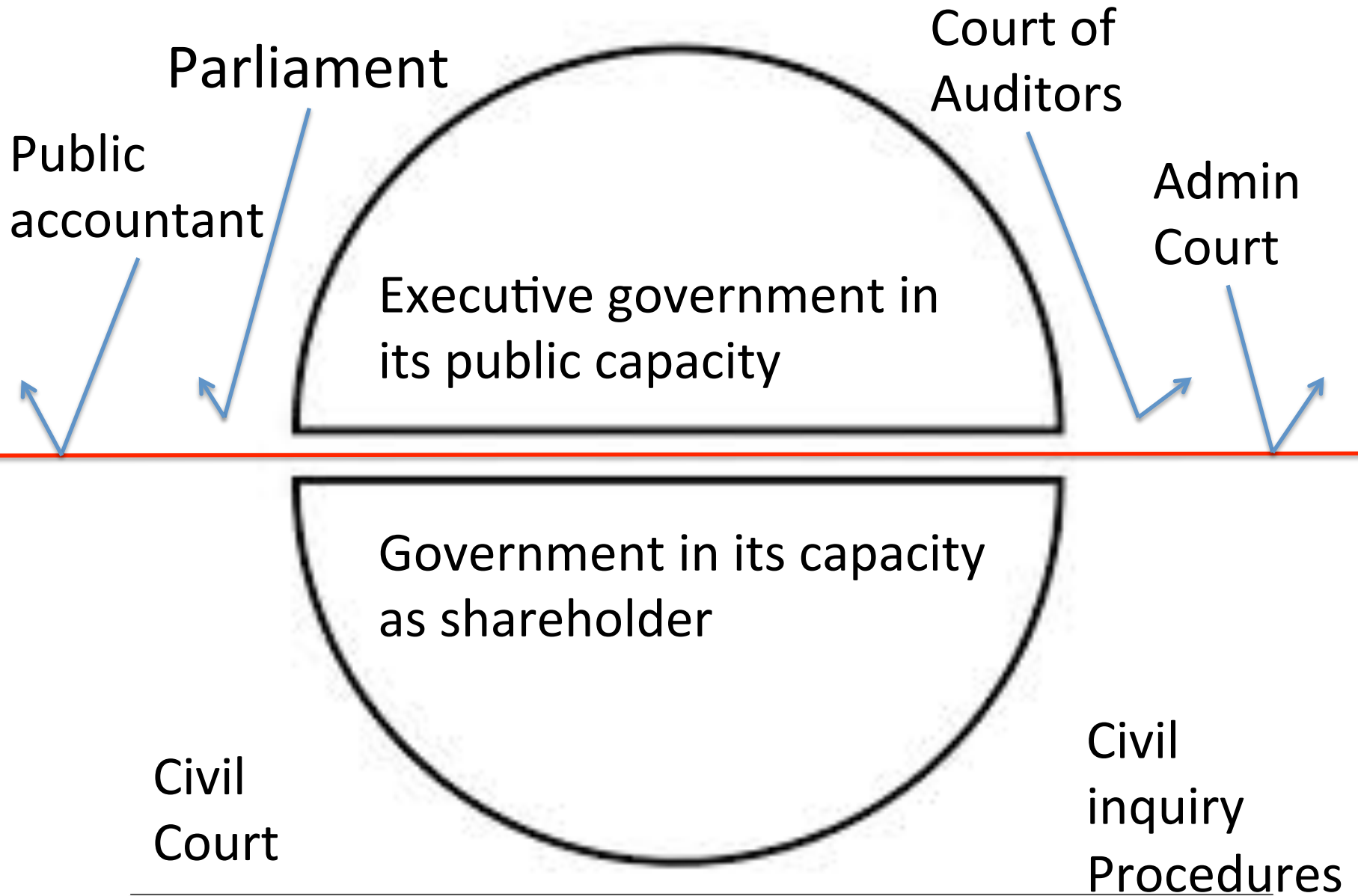


No solutions

Some suggestions

Suggestions with respect to public legal entities:

- Better checks and balances between public en private sector;
- Distinction between small public legal entities and larger public legal entities;
- Development of a “Governance Code light”;
- Professionalising Supervisory Board members;
- Introduction “fit and proper”-test (“personal questionnaire”).



Integrated system of checks and balances in governance for public legal entities



QUESTIONS

&

ANSWERS

