Current Model of Korean SOE G overnance Structure

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Outline of Presentation

- Corporate Governance in Theories
- Past SOE Reform in Korea
- Corporate Governance in Korean SOEs
- IV Policy Implications

- I. Corporate Governance and SOEs
- II. Past SOE Reform in Korea
- III. Corporate Governance in Korean SOEs
- IV. Policy Implications

- Corporate Governance: the entire set of institutions through which the objectives of the firm is set and executed and the performance of the firm monitored
- Public provision: "public interest" set through political (administrative)process → non-quantifiable + multiple objectives
- Private provision: "profit" set by (private) shareholders -> often sin gle objective
- Monitoring system in each sector different
 - Private sector by capital market
 - Public sector by other public institutions + citizens
- The most effective incentive mechanism is to link managerial rewards to firm objective for both public and private

- Problems of Corporate Governance when ownership and control are separated
- Problematic for both public and private institutions due to in complete contract & asymmetric information
- The degree of 'Agency Problem' differs between Public and Private Provision
- The superiority of private provision depends on capital mark et efficiency and product market competition → privatization alone does not guarantee improved SOE performance

- The degree of SOE governance problem = f(administrative traditions, the recent history of reforms, the degree of liber alization)
- SOE Governance problems arise with no clear owner but c ompeting owners and stakeholders with different objective s → multi-principal problem
- A complex agency chain with multiple and sometimes remote principals involving various ministries, the Parliament or interest groups, and the SOE itself.
- Structuring this complex chain of agency problem a key to SOE reform
- Accounting and management information disclosure also problematic

The essence of SOE (corporate governance) reform is to estable ish effective incentive mechanism

1 minimize political and administrative interference

Effective incentive mechanism

- 2 clarify the firm's objectives (performance indicators)
- 3 increase managerial autonomy to meet these objectives
- 4 evaluate managerial performance and link reward
- Clarify ownership rights and structure

- Improvements in the governance of state-owned enterprises p romote growth through better performance and increased prod uctivity
- Better SOE governance lead to a more transparent allocation of f resources and a more effective supervision and management of enterprise
- Better Corporate governance facilitate access to capital and le ad to the allocation of internal resources to their most producti ve use
- Better corporate governance of state-owned enterprises improve the competitive process in those sectors open to entry by the private sector and where price controls have been lifted or reformed

- The structure of the exercise of ownership rights within the stat e administration varies and is very much dependent on the trad itional administrative organization
- The most traditional is the decentralized model where SOEs ar e under the responsibility of relevant sector ministries
- The dual model is the most prevalent one, where the responsi bility is shared between the sector ministry and a central Minist ry or entity, usually the Finance Ministry or the Treasury
- A centralized model, in which the ownership responsibility is centralized under one main ministry, also popular

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1. Government-Invested Enterprise (GIE) Act of 1984

- Introduced a German-type dual board at each GIE, establishing a supervisory board made up of non-standing directors (except CEO) who were essentially representatives from ministries and a executive board composed of internally promoted executives
- Streamlined government control to increase managerial autonomy
- Established an inter-ministrial committee to evaluate SOE performance and link reward to performance
- Performance evaluation system was introduced in 1984 which p rovided management with clearer managerial objectives + soug ht to formalize the relationship between state and SOEs

2. Privatization Program (1983–97)

- With liberalization and economic growth + maturation of marke t, the "public interest" argument for SOEs began to weaken an d privatization began to emerge as realistic policy options in the e 1980's
- The Government took measures to improve corporate governance of SOEs and partially sold its share in SOEs while retaining control(KT, POSCO, KT&G, KEPCO)
- Due to bureaucratic resistance as well as public concern over turning 'public' monopolies to 'private' monopolies, the government exercised caution in pushing ahead with the privatization program → limited success + increasing pressure to reform the SOE sector through governance reform

3. The Act on the Managerial Structure Improvement and Privatization of SOEs(1997)

- Sought to improve managerial efficiency while pushing ahead with full and partial privatization
- A Shareholding cap of 7% to prevent the chaebols from acquiring controlling interests
- Introduced an Anglo-Saxon style corporate governance structure, involving active participation of institutional investors with significant but non-controlling interests + removed directors from government ministries
- Introduced Management Contracts for CEOs to align their objectives to long term profits
- Sought to protect the rights of minority shareholders in SOEs that we re partially privatized

4. Privatization Program (1997–2002)

- The Economic Crisis in 1997 provided a new sense of urgency to privatization policy
- The implementation of institutional reforms to reduce moral ha zard, improve corporate governance, and enhance competitio n supported privatization drive
- Most large-sized privatization plans were drafted with a view to ward establishing Anglo-Saxon style corporate governance (K T, POSCO, Korea Heavy Industry, and KT&G)
- Increased awareness of the importance of competition and regulation in the process of privatization
- Of 11 SOEs targeted for privatization in 1997, only 3 (power, g as, and district heating) remain as SOEs

5. Public Entity Management Act (2007)

- Devised an integrated old PES by combining two different type s of PESs – but three separate evaluation were set: Institutiona I Evaluation, CEO Evaluation, and Board/Auditor Evaluation
- A new SOE typology: three different categories depending on their size, functions, and commercial income
- A clear line of responsibilities among relevant government stak eholders were set to strengthen ownership function
- Internal corporate governance system introduced
- New transparency and disclosure rules were set up

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1. What is a public Entity(PEs)?

- Institutions which are established or financially supported or contracted by the government to provide public services + 50% income derived from government businesses
- A new framework for public institutions introduced in 2007 clarified their operational practices by creating taxonomy for determining what entities shall be considered as SOEs and whether or not SOEs are considered as "commercial"
- With an own-revenue share of more than 85%, SOE would be further categorized as a "commercial SOE", otherwise it would be a "semi-commercial SOE"

2. Public Entity Classification

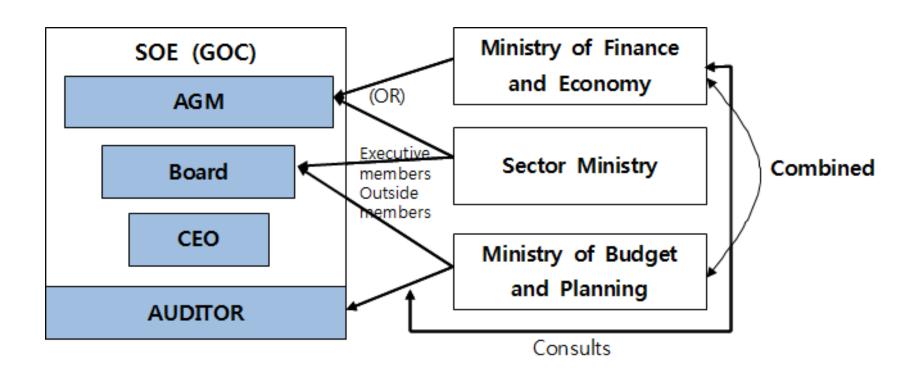
- 286 PEs under the Act on the Management of Public entities in 2011
- Classified into 3 types based various financial and non-financial standard

	Public Corporations	Quasi-governmental or- ganizations	Other public entities
Number (Total 286)	27	83	176
Require- ments	Own revenue exceed a half of total rev- enue with more than 50 employees	Own revenue less than a half of total revenue with more than 50 employ-ees	Designated as neither public corporation nor Quasi-governmental organization
Examples	Korea Electrical Power Corporation Korea Highway Cor- poration	National Pension Ser- vice, KOTRA	Government think tanks, hospitals affiliated with national universities

3. Public Entities' status (2010)

	Workforce ('000)	Budget (Bn. won)	Asset (Bn. won)	Debts (Bn. won)	Net profits (Bn. Won)
Public corpora- tions	93	181.5	444.6	271.8	5.0
Quasi-govt en- tities	67	173.9	183.7	104.5	1.1
Other public entities	88	108.9	25.7	10.3	1.1
Total	247	464.3	654.0	386.6	7.2

- The Korean SOE governance model is a dual organization one where the Ministry of Strategy and Finance and the sector mini stries share the ownership rights in SOEs
- An independent Committee(CMPE) set up to strengthen owner ship rights of the government
- Relevant players = (the Ministry of Strategy and Finance, the C MPE, the sector ministries, the Board of Audit and Inspection, the National Assembly)



4. Current Management Control System (MOSF, 2012)

Management Control by Ministries by Types			
Management Areas		Public corporations + quasi-gov- ernmental entities	Other PEs
Government	Budget formulation and enforcement (MOSF)	0	Δ
	Performance evaluation(CMPE)	0	Δ
	Recommendation for dismissal of PE executives(CMPE, MOSF)	0	Δ
	Guideline on executive remuneration(CMPE, MOSF)	0	Δ
	Restructuring and reorganization of Pes(MOSF)	0	0
Internal corporate governance	Board of directors	0	х
	Executive appointment process	0	х
Disclosure	Management information disclosure, customers satisfaction survey Junki Kim GSPA, S	0	0 22

5. External Governance Reform: The Committee for Management of Public entities (CMPE)

• The CMPE, which integrated two similar committees set up for different types of PEs, put in charge of setting policy directions, especially over PES and executive appointments

Area	Committee for the Management of Public Entities		
Composition	Appointed private members + ministries (chaired by the Minister of Strategy and Finance)		
	Executive appointments and evaluation	Institutional Performance Evalu- ation	
Functions	Setting Management/Pay Guidelines	Setting PES Guidelines	
	Public disclosure of PE Per- formance	Restructuring and reorganization of PEs	

- 5. External Governance Reform: Clarifying responsibilities of sector ministries vis-a-vis the MOSF and the CMPE
- MOSF provides general budget/pay guidelines + require approval by y the CMPE on major business and budgeting issues while (daily) operational issues were continued to be monitored by sector minis tries

Reference	Before	After	
Business and Budget Issues	-Sector ministries (Annual and LT Plans) -Ministry of Budget & Planning (Budget/pay guidelines)	The Committee for Manage- ment of Public Entities	
Operational Issues	Sector ministries (monitoring operational aspects)	Sector ministries (monitoring operational aspects)	

5. External Governance Reform: Establishing the Executive Nominating Committee

- •Candidates for CEOs, executives, auditors are now nominated by the Nominating Co mmittees which mainly consist non-standing directors and outside experts from the private sector
- •Based upon the recommendation, the CMPE or sector ministries make relevant personnel decisions

	Public co	prporation	Quasi-governmental Entities	
	Before	After	Before	After
Recommendation for CEOs	Sector ministers	After being delivered by the CMPE → Sector ministers	Sector ministers	Sector ministers
Appointing and dis- missing standing dir- ectors	Sector ministers	CEOs		
Appointing and dis- missing non-standing directors	Minister of MOSF	CMPE		CMPE
Recommendation for auditors				

6. Internal Governance Reform: The role of the board of directors and Internal Audit Office

- Sought to enhance the responsibilities and authorities of the board of f (non-standing) directors by clarifying the functions of the board
- The 2007 reform mandates that the Chair of the board in a commer cial PI must be designated from among the external Directors
- Major management decisions including annual plans, LT plans, bud geting decisions were subject to approval from the board
- The board determines the extension of tenure for CEOs
- Internal management monitoring function works effectively
- Internal monitoring system was enhanced as 1) market-based public corporations are obligated to establish the audit committees, and 2) audit office were given more power over institutional personnel and remuneration policies

6. Internal Governance Reform: Transparency and Disclosure

- Management disclosure: Established an internet-based "open information system for public entities" (Korean acronym ALIO) which works as an integrated service provider for the information of PEs
- PEs are mandated to disclose operational data according to 33 stan dardized categories of financial and non-financial information on we b-sites, made accessible to the general public
- Annual monitoring of the validity of management information disclos ed by PEs
- Performance Evaluation System: TBC

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IV . Policy Implications

- SOEs in developing nations have room to adopt market-based ref orms without resorting to full or partial privatization
- Another policy option is corporate governance reform and introduction of performance evaluation system (PES)
- Aligning external and internal corporate governance structure very hard
- Preventing opportunistic intervention by the state and political institutions
- Balancing external and internal governance structure: More emph asis on internal while performance monitored and rewarded
- Need to develop a consistent & coherent strategy of SOE reform
 + country-specific corporate governance program

IV . Policy Implications

- The role of lead SOE ministry to strive for efficiency-increasing reform measures + constant monitoring
- Need to simplify PES: commercial objective over quasi-public objectives
- Apply market rules including anti-competition and other regulatory issues
- Align various government policies including competition, regulatory, and industrial policies to provide SOE managements with clear + consistent goal
- Privatization as a policy option

IV . Policy Implications

- Formalization of relationship between government and SOEs
- Performance management +control system
- Constant Monitoring and Review → Incentive to intervene
- Prerequisite: Infrastructure in place including accounting and other managerial information system + parallel reform to inc rease managerial autonomy + adequate skills to supervise a nd evaluate + political will to sustain
- Empowerment a key to success

Thank You!

A Critique of the Hybrid Model of Governance

K. R. S. Murthy

Governance

Governance is a legal framework for legitimization of an individual's power to take decisions and to hold them accountable

Public and private governance models approach governance differently

Combining the two in a hybrid model creates incompatibilities for decision making in the SOE

Differences in the Basic Models

Design Characteristic	Public Governance	Private Corporate
Objectives	Prevent Abuse of Power	Provide Enterprise Autonomy
Structure	Autonomous Statutory Institutions	Regulatory Bodies
Methodology	Enforce Roles, Rules and Procedures	Monitor Competition and Compliance
Safeguards	Checks & Balances	Penalties for violations
Outcomes	Socio Political Context	Corporate Capabilities

Hybrid Model

Combines two basic governance models one developed for public governance, and the other for private sector corporations

Objective

SOE to be fully accountable to Government SOEs to perform efficiently in private corporate governance model

SOE

a public limited liability company with a Board of Directors, owned and managed by the government

Experience with Hybrid Model

Experience with implementation in different countries shows that the hybrid model for SOEs has fallen short of expectations

Today the hybrid model is not seen as an efficient alternative to private enterprise, which is subject to competition and well-enforced regulation.

Questions

Why has the experience with the hybrid model been poor?

Does the hybrid model combine incompatible features?

If so, what are the implications?

Attributes of Good Governance

Attributes of good governance--autonomy, transparency, prompt and complete disclosure of conflicts of interest and accountability--are common to both the basic models

However, the attributes operate differently in each model

Combining the two leads to Incompatibilities in the working of the SOE under the hybrid governance model

Working of the Hybrid Model in SOEs

Subordination of Objectives

Instrument for the objectives and interests of the government in power and the decision making authority

Arbitrariness and lack of consistency

SOE enmeshed in Socio-Political Environment

Incompatibilities in the working of the Hybrid Model

Arising Out of

Culture

Operations (Example: Purchase)

Transparency

Rigidity in governance

Statecraft determines the outcomes of governance models

Requirement for SOE success

quality leadership that respects and supports the mission,

enduring non-controversial political support for the mission, and

effective coordination of technical, financial and administrative functions.

Conclusion

The assumption that the hybrid model for SOEs would comfortably combine the good features of the two basic models--accountability and objectives and interests pursued in the public governance model and the autonomy, efficiency and initiative of the private corporate governance model--appears unrealistic Public governance and statecraft dominate and determine the functioning of the hybrid model

Implications

Separate non-commercial objectives, if any, from SOEs

Implement non-commercial objectives through other alternatives

Supervise profit making SOEs through the Board of Directors

Wind up and not revive loss making SOEs

Governance Structure of Indian State Owned Enterprises

International Workshop on Performance Evaluation and Management of State Owned Enterprises, New Delhi 14th January 2015

SOEs in India

- Historical Context
- Set up for Public Purpose
- Strong & Diversified Industrial Base
- SOEs Both Government of India & State Governments
- Central SOEs
 - *Coordinating Department DPE &
 - *Administrative Subject Ministries/ Departments

SOEs & DHI

- Experience of DHI
 - *Core Manufacturing Industries
- * Range of SOEs
 - *Size, Turnover, Profitability
 - *Ownership pattern, Status

Government as Owner

- Intend to achieve public purpose with commercial orientation & financial autonomy
- Guidelines for Good Governance DPE
- Governance Mechanisms: Managerial
 - *Board Representation
 - *Government & Independent Directors
 - *Senior Appointments Role of PESB
 - *Vigilance set up Anti Corruption

Governance Mechanisms

- ❖ Governance Mechanisms: Commercial & Financial
- Approval of Major Investments
 - Degrees of financial autonomy based on track record Maharatna, Navratna, Miniratna system
- Negotiated MoUs Deptt. Of Public Enterprises
 - Improve Performance
 - Enable Autonomy in Functioning
 - Foster Accountability
- Compliances with Legal & Regulatory Framework
 - Laws of the Land
 - Companies Act Corporate Governance
 - * SEBI, Sector Regulators
- For Listed Companies Stock Market signals

Parliamentary Oversight

- SOEs responsible to Parliament & its Committees
- Subject to Government Audit
- Committees on
 - *Public Accounts
 - *Public Undertakings
 - *Industry
 - * Affirmative Action
- Public Money

Future Directions

- Trend Over the Years Towards Greater Autonomy, Financial Independence, Profitability
- Development of Private Sector Capacities
- Likely Future Scenario
 - Hard budget constraints
 - Competing Domestic Market Alternatives
 - Make in India
 - * Fittest to Survive, with High Degree of Freedom in Decision Making
 - * Some will become Global Champions

Thank You

Rajan Katoch Secretary Government of India Department of Heavy Industry

Existing Models of SOE Governance Lessons from the Bangladesh Experience

Rehman Sobhan

Dhaka: January 2015



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 - The scope of the paper
- Section B.
 - O SOE's in Bangladesh: A historic contextualization
- Section C.
 - SOE's in Bangladesh: An agenda without a policy



Section A. The Scope of the Paper

- My presentation is premised on the proposition that SOE governance is heavily influenced by the underlying political economy in a country within which SOE's have to operate.
- SOE governance as distinct from SOE management thus needs to move beyond evaluating the small print of management manuals designed to improve SOE performance.
- The discussion needs to be broadened to take account of the political and societal context which influence the policy regime governing SOEs, their mission and management practices.



Section A. The Scope of the Paper

- The Bangladesh experience suggests that the fate of its SOEs has been influenced by the changing political economy which has governed the approach and role of SOEs.
- These changes have, however, failed to provide any clear guidance for the governance of SOEs.
- What remains in place is an agenda for marginalizing SOEs without a policy which clearly operationalizes this agenda, a recipe for endemic malgovernance.
- If SOE governance is at all to be improved then some serious re-thinking about the role of the state needs to be explored.



- SOE's in Bangladesh originated largely in response to market failure across much of the economy.
- Market failure originated in the incapacity of private entrepreneurs to respond to a genuine need by people for particular goods and services.
- This failure owed in most cases to a perception of deficiency in effective demand where insufficiency of income or purchasing power among prospective customers provided inadequate market incentives for profitmaking private investments.





1. Critical areas of market failure

- Physical infrastructure
 - Power
 - Communications
 - Telecommunications
 - Ports
- Social infrastructure provision for low income households
 - Education
 - Healthcare
 - Quality deficiencies in public service delivery
 - Private sector services for elites
 - Inequitable impact of investments in human development



1. Critical areas of market failure (cont.)

- Financial services for low income households
 - Credit
 - Insurance
 - Financial intermediation
- Large scale manufacturing
 - Capital intensive projects
 - Non-traditional industries



2. Public intervention as a compensation for market failure

- Physical infrastructure
- Education
- Healthcare
- Manufacturing
 - Responding to entrepreneurial failure (PIDC)
 - Responding to ethnic dimensions of entrepreneurial failure (EPIDC)
- Term financing for private sector



2. Public intervention as a compensation for market failure (cont.)

Modes of ownership

- Government departments (social infrastructure)
- Public Corporations (physical infrastructure)
- Profit seeking SOEs (PIDC/EPIDC)

Management issues

- Bureaucrats vs Corporations
- Incentive structures
- Political control
- Issues of pricing policy and cost recovery





3. Financing public intervention

- Public financing of public investment
 - Public financing of infrastructure
 - Issues of allocative priority in public expenditure
 - ODA financing for public investment
- Issues of pricing and profit seeking for SOEs





4. The legacy at Bangladesh's independence

- Inherited role of state from Pakistan period
 - The intellectual tradition
 - The over developed state
 - The colonial legacy
- Exit of Pakistani entrepreneurs and fate of abandoned enterprises
 - Manufacturing
 - Banking and insurance
 - Foreign trade
 - O Domestic trade





5. Policy responses in an independent Bangladesh

- Filling the entrepreneurial vacuum
 - Managing abandoned enterprises
 - Issues of retention and disinvestment of abandoned enterprises
- Extending the public sector
 - Political compulsions
 - Social assumptions
 - Policy framework





6. Managing the SOEs

Ownership structure

- Sector corporations the corporate model
- Relations with Ministry (NID)

Issues of managerial autonomy

- Prioritizing corporate leadership
- The rules of business debate
- Corporation-enterprise relationships
- Regime change and the ascendency of the bureaucrats



6. Managing the SOEs (cont.)

Mission for SOEs

- Political importance of SOE success
- Enhancing output and investment
- Modernization
- Profit maximization vs public service
- Labour force participation

Political economy of pricing policy

- Subsidizing public service at cost of SOE profitability
- SOE profits versus profits for trading intermediaries





7. Issues of SOE profitability

- Policy failures
 - Bureaucratization
 - Incentive failures
- Management failures
 - Inappropriate management choices
 - Failure to explicitly set targets
 - Lack of accountability for performance failure
- Issues of political economy
 - SOEs as patronage instruments
 - SOE failure as self fulfilling prophecies
 - The road to privatization of SOEs





8. Role of Bretton Woods Institutions

Policy agenda

- Attempts to reduce SOE presence in economy
- Use of policy conditionality
- Improving SOE management
- Restructuring SOEs
- Getting prices right
- Financing private entrepreneurship

Getting bureaucrats out of business

- The ideological agenda
- Ending support for ODA financing for manufacturing sector
- Using policy conditionality to promote privatization
 - **▼** banking sector:
 - **▼** irrigation assets:
- Divesting shares in SOEs
- Financing private entrepreneurship





8. Role of Bretton Woods Institutions (cont.)

- Privatization of infrastructure sector
 - No more ODA for power generation
 - Corporatization of service delivery in public utilities sector
- Promoting Public-Private Partnership (PPP)
 - IFC financing
 - Use of public financing institutions for underwriting PPP
- Privatization of social sector
 - Education
 - Healthcare
- Service delivery through NGOs





9. Where do we stand today

Conceptual issues

- Principal-agent problems
- Diminishing the state
- Political economy underwriting policy change

SOEs are a dying institution

- No agenda defining role of SOEs
- Indiscriminate privatization
- Minimizing public investment in the manufacturing sector
- SOE withdrawal and structural atrophy
- Liquidating SOE assets
- Disinvestment of SOE to workers without financial support
- Performance of privatized SOEs



9. Where do we stand today (cont.)

Demotivation of SOE management

- Privatization of profitable SOEs
- Withholding of new investments in SOEs
- Using SOE financial institutions as instruments of state patronage
- Corruption within the SOEs

The ascendency of the private sector

- Private sector active in every area of economy where state was once active
- Private bank consortiums now resourced to underwrite large scale capital intensive private investments
- Private sector major player in power generation
- PPPs used to invest in communications sector
- Private sector active in tertiary health care and education at all levels
- Supportive role of state policies and financing for private sector





9. Where do we stand today (cont.)

The endgame

- Get the state out of all economic activity including physical and social infrastructure
- Today there is no SOE model in place because there is no certainty whether SOEs will remain as transient institutions or are to be retained at all.
- Within such a policy vacuum the scope for improving SOE performance is negligible.





10. Visualizing a more optimistic future for SOEs

- Redefining the role of the state
 - Restoring pragmatism in the policy discourse
 - Democratizing governance
 - Reaching out to missing markets
 - Broadening asset ownership
 - Re-defining SOE mission to serve a re-defined state
- Broadening SOE ownership
 - Worker ownership
 - Community ownership
 - Broadening PPP



10. Visualizing a more optimistic future for SOEs (cont.)

Redefining SOE management

- Clarifying the mission
- Calibrating targets to the redefined mission
- Accountability to owners, consumers and citizens
- Incentivizing the new management





