



The Quoted  
Companies Alliance

## QCA Corporate Governance Committee

Minutes of the meeting held on: Thursday 16 September 2010 at 4.30pm

Wedlake Bell LLP, 52 Bedford Row, London WC1R 4LR

Present:	Edward Beale (Chair)	City Group plc	(EB)
	Mirza Baig	F&C Asset Management PLC	(MB)
	Edward Craft	Wedlake Bell LLP	(EC)
	Derek Marsh	China Food Company	(DM)
	Tim Ward	QCA	(TW)
	Chris Stapeley (Minutes)	QCA	(CS)
In attendance:	Nicholas Narraway	Chair, QCA Legal Committee	(NN)
	Seamus Gillen	ICSA	(SG)

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### Actions

#### 1. Apologies

Apologies were received from Nigel Burton, Anthony Carey, Louis Cooper, Clive Garston, Tim Goodman, Andrew Viner, Melanie Wadsworth, Michael Landon, Dalia Joseph, James Parkes and Nick Graves. Chris Stapeley attended in place of Kate Jalbert.

TW thanked Edward Craft for hosting the meeting.

Tim Ward thanked Edward Beale for his tenure as chairman for the past three years and who now hands over to Tim Goodman. Edward will still be a member of the Committee.

#### 2. Minutes of last meeting (20 July 2010)

The minutes of the last meeting were approved.

#### 3. Corporate Governance Code/Combined Code Amendments:

- Report of QCA Corporate Governance Guide Launch - 2 September 2010:

It was felt that this launch had gone particularly well and with Baroness Hogg there to endorse it, showed the importance of the QCA work.

- Feedback to FRC on UK Stewardship Code:

It was agreed to keep a watching brief on this. F&C have submitted their response and can send a copy around the Committee if required. It was agreed to survey the membership in about 12 months time to see how this was progressing.

#### 4. Forthcoming issues and developments in Corporate Governance and projects for the Committee

- BIS Consultation Paper: Corporate Law & Governance – The Future of Narrative Reporting (RD: 19 October 2010): BIS Roundtables are taking place and both KJ & EB are attending. There were 19 questions to respond to but it was felt that there were only 4 that mattered. Suggestion was made to SurveyMonkey members for their views. It was agreed that this should also be referred to the Financial Reporting Committee (AC subsequently producing a response).
- FRC-APB – The Provisions of Non-Audit Services (RD: 23 October 2010): It was believed that Hermes had interest in this and to contact TG to see if responding.

- Remuneration Guidance: In the light of the recently launched CG Guide, there was potential (in conjunction with the Share Schemes Committee) to produce some Remuneration Guidance. TW advised that he has asked AIM VCT Industry Group for a volunteer to work on this. EB expressed an interest in getting involved.
- ICAEW Audit Quality Forum (AC): Taken off agenda.
- ICSA Review of Higgs Guidance (RD: 14 October 2010)/Seamus Gillen, ICSA: Seamus Gillen arrived to explain the background to the ICSA Review. SG explained that he was asked by the FRC to instigate this review as it was felt that the current Higgs Guidance was dysfunctional. In this review, there is more emphasis on the company secretary. Feedback received so far indicates that the guidance is on track. Leadership is one of the key issues for boards in the UK. Diversity is going to be a hot political topic. SG advised that the final guidance is expected to be issued by the end of 2010.

## 5. Communications and Future Meetings

- QCA Voice – Corporate Governance issue:

The next issue of Voice will be on Corporate Governance, but has been postponed. Please send through any topic ideas to KJ. **ALL**

- Guest invitations to future meetings:

Guests suggested for future meetings include:

1. Someone from the 100 Club to discuss what the corporate governance issues are for the largest companies (September meeting).
  2. Someone from BIS to discuss the Government's review of narrative reporting (Jane Leavens) for November meeting.
  3. Send an open invitation for Phillippe Pelle and/or Claire Bury to attend a committee meeting at some point in the future.
  4. Someone from the CBI.
  5. Peter Montagnon at the Financial Reporting Council.
- Venue for next meeting: CS to send an email out requesting a volunteer to host.

6. **AOB** – Nothing to report.

7. **Date for Next Meeting – Tuesday 16 November at 4:30pm (Venue: Hermes, Lloyds Chambers, 1 Portsoken Street, London E1 8HZ)**

## 8. Action Points:

Action	Person	Timing
Keep list of any issues that people note with the application of the new UK Corporate Governance Code	DJ (to compile) and ALL (to contribute)	Ongoing
Discuss the possibility of surveying QCA members on engagement with investors	AV and TW	ASAP
Circulate F & C's response to the publication of the Stewardship Code	MB	ASAP
Discuss possibility of a Remuneration Committee Guide with the Share Schemes Committee	KJ and TW	ASAP
Send through any topics for articles for inclusion in Voice to KJ	ALL	ASAP
Jane Leavens of BIS to be approached to attend the November meeting	CS	Progressing