

**Present:**

Nicholas Stretch (Chairman)	NS
Fiona Bell (Deputy Chairman)	FB
Barbara Allen	BA
Simon Allum	SA
Martin Benson	MB
Danny Blum	DB
Christopher Connors	CC
Karen Cooper	KC
Amanda Flint	AF
Stephen Goldstraw	SG
Andy Goodman	AG
Robert Postlethwaite	RP
Kate Jalbert	KJ
Jacques Sultan (Minutes)	JS

**In attendance:**

Chris Prout	CP
Isabel Pooley	IP

**ACTIONS**

**1. Apologies**

Apologies were received from Jared Cranney, Michael Deeks, David Firth, Phillip Fisher, David Fuller, Michael Landon, Nigel Mills, Nick Wallis and Tim Ward.

**2. Minutes of last meeting (24 May 2012)**

The minutes of the last meeting were approved. NS discussed the last meeting and whether there had been follow up from the HMRC regarding the questions submitted. JS to follow up. JS

**3. Current Issues**

**• BIS Consultation on revised remuneration reporting regulations (RD - 26 September 2012)**

NS noted that the IP had drafted a response for the BIS consultation. NS asked that if any members of the group had any comments, please feed them back to IP.

KJ queried whether anyone had any ideas of the cut-off point for small listed companies. Expert group members discussed suggestions on how to differentiate and exclude smaller listed companies.

KJ queried how companies would feel the impact of a binding vote every three years. DB noted that there would be an extra compliance burden. NS noted that what is important to gauge is institutions' views. AIM companies mostly have good relations, but this new burden may be factor that companies consider closely when thinking of moving from AIM to the Main List.

**• HMRC's Consultation on the Office of Tax Simplification's report on tax-advantaged employee share schemes (RD – 18 September 2012)**

FB noted that the key points with this consultation were self-certification, what further guidance is necessary and what problems would arise. FB noted that there are some areas of uncertainty. The facility to contact HMRC about EMI schemes would suffice for most issues. FB noted that the proposals suggest allowing companies to get on with the proposed share schemes themselves. FB noted that if there are good guidelines and checklists, then companies can

implement plans themselves. FB noted that companies should still be speaking to their advisers on tax issues and general legal uncertainties.

There was a general discussion on the model rules points, where members felt that the potential introduction of new model rules may not be beneficial. AF noted that had HMRC tried model rules before and they had not worked. FB will work on the points mentioned and incorporate into the response. **FB**

FB noted that SIP's points were not her speciality and that any input from the group members would be grateful. FB asked for any practical examples too. NS noted that John Daughtry and Michael Landon would be good contacts for the SIP points. JS to send through FB's draft. FB looked to the group for more details regarding SAYE 7 year options. FB noted that the EMI plan no longer requiring exercise within forty days for full tax relief would be a change for the better. **FB/ALL**

KJ noted that the Quoted Companies Alliance had just undertaken a survey regarding CSOPs. Once it has been published the response from the corporate membership will be passed around for FB to include in the QCA response. KJ noted that this was a big topic for the corporate members and for the tax benefit to be taken away would be a big loss. KJ will end the survey in four days' time and will send out the results of survey. **KJ**

- **Nuttall Review of Employee Ownership (RD: 7 September 2012)**

The group noted that they did not feel that a response was necessary.

- **Office of Tax Simplification's Review of unapproved share schemes: Interim Report (RD: 28 September 2012)**

AG noted that there is a feeling from the consultation that real company practical examples are what the OTS is looking for. AG noted that any evidence from clients will be very useful. There were further discussions on the consultation response. AG will incorporate all points highlighted in the meeting and include examples submitted by group members. **AG/ALL**

- **Budget Representations 2012/13 – Examples of Practical Difficulties with Entrepreneurs' Relief and Disguised Remuneration for Budget Representations**

KJ will circulate the newly drafted Budget Representations. The key points for this year's submissions are Entrepreneurs' Relief and the 5% ownership requirement. KC noted there has been some issue with the ICAEW and HMRC guidelines and that two contradicting proposals seem to be circulating on EMI. KC agreed to draft a paragraph to put into the Budget Representations.

#### 4. **Communications/Future Meetings**

- **Invitations to Future Meeting**

There was a general discussion on who should be invited to the expert group meetings. The group felt that a member of AIM should be invited to a meeting at same point and Graeme Nuttall to come to the December meeting. **JS/KJ/Chris Stapeley**

#### 5. **Date of next meeting:** Thursday 6 December 2012 (venue: CMS Cameron McKenna)

#### 6. **Actions**

Re-invite Graeme Nuttall for the December meeting.	JS/KJ/CS	ASAP
HMRC's Consultation on the Office of Tax Simplification's report on tax-advantaged employee share schemes – include all further input from the expert group.	FB/ALL	ASAP

Send FB draft to John Daughtry and Michael Landon for points on SIPs.	JS	ASAP
Send the results of the CSOP survey through to FB.	KJ/FB	ASAP
Send through thoughts on the SAYE scheme to FB.	FB/ALL	
Invitation to the AIM team to talk to the committee	JS/CS	ASAP
Office of Tax Simplification's Review of unapproved share schemes: Interim Report – AG to include all further points and group members to send through practical examples	AG/ALL	ASAP
Follow up with HMRC regarding the outstanding questions submitted following the last meeting	JS	ASAP