

## **Meeting of the QCA Share Schemes Expert Group**

**To be held on:** Thursday 7 February 2019, 4.00pm – 5.30pm

**Venue:** RSM, 25 Farringdon Street, London, EC4A 4AB



### **AGENDA**

**1. Welcome to Andrew Ninian of the Investment Association to discuss their Principles of Remuneration.**

**2. Apologies**

**3. Minutes of the last meeting (18 October 2018)**

**4. Issues for discussion and noting**

- a) Potential Brexit-related gap in the Prospectus Regulation
- b) State Aid approvals of EMI options
- c) Further actions from the QCA Share Schemes survey
- d) Potential QCA share schemes/remuneration event - breakfast/lunch covering 'how to design and review remuneration plans using shares'

**5. Communications / future meetings**

- a. QCA review of which corporate governance codes AIM companies follow found that:
  - i. 89% follow the QCA Corporate Governance Code (823 companies)
  - ii. 6% follow the FRC's UK Corporate Governance Code (55 companies)
  - iii. 4% follow the code of another country or territory (34 companies)
- b. The results of the QCA's Small & Mid-Cap Sentiment Index for H2 2018 were released in December. Findings included:
  - i. Small and mid-caps remain optimistic about their own prospects - 74% expect to increase the number of employees in the next 12 months
  - ii. 47% of small and mid-caps plan to raise capital in the next 12 months
  - iii. 67% of companies and 72% of advisors believe the new AIM Rule 26 (requiring companies to adopt a recognised corporate governance code) will improve the integrity of AIM.
- c. In cooperation with UHY Hacker Young, the QCA released the Corporate Governance Behaviour Review 2018/19 in December. It analysed the corporate governance disclosures of 50 AIM companies.

- d. The project for updating the QCA Committee Audit Guide is progressing and is on course for release in the first half of this year.
  
- e. Henley Business School have been commissioned by the QCA and Downing LLP to undertake a research project to understand the role that NEDs play in smaller, growth companies. They are currently in the process of conducting interviews and focus groups and the findings will be released in the first half of this year.

## **6. Any Other Business**

**Next Meeting:** Thursday 2 May 2019, 4pm – 5.30pm (Venue: RSM, 25 Farringdon Street, London, EC4A 4AB)