

JAL 0'49

DRAFT TERMS OF REFERENCE FOR CORPORATE GOVERNANCE EXERCISE

To consider the following issues and to produce a code of recommended practice which would command widespread support:-

- (i) the communication between boards, shareholders (including shareholders' committees) and other stakeholders;
- (ii) the case for audit committees, including their composition and role, with special reference to the audit and auditors and the internal audit;
- (iii) the auditors' responsibilities, including the extent and value of the audit report - the appointment, remuneration, resignation and dismissal of auditors and their relationship with audit committees;
- (iv) the frequency, clarity and nature of corporate reporting; and
- (v) the responsibilities of executive and non-executive directors and other layers of management for planning, reviewing and reporting on performance, and in relation to illegal acts.

25th April, 1991

DRAFT (13.5.91)

THE FINANCIAL ASPECTS OF CORPORATE GOVERNANCE

The purpose of this briefing is to launch a high level review of the way in which the boards of directors of listed companies interact with their shareholders and with their professional advisers. I am flanked by Sir Ron Dearing, Chairman of the Financial Reporting Council, Michael Lickiss, President of the ICAEW, and Andrew Hugh Smith, Chairman of the International Stock Exchange.

They represent the financial sponsors for the review. Behind us, but unseen today, are an impressive list of other organisations and individuals who have agreed to take part. The full list is attached to your press release. I am sure that you will agree that a review which commands such senior people from the CBI, the accountancy profession, the Law Society, the Institutional Shareholders Committee, the IOD, the Hundred Group, the DTI and the Bank is at the very least comprehensive in its coverage of the business and financial community. Equally important, it reflects a common perception among influential organisations that there are serious issues to address, particularly with regard to the financial aspects of corporate governance.

I believe that there is a gap between the theoretical control, which shareholders exercise over the running of the companies in which they hold shares and their ability and willingness to exercise this control in practice. The constitutional position is that the shareholders elect the directors and the directors appoint the managers, who then manage the business from day-to-day. Thus, the chain of responsibility runs direct from shareholders to managers, with professional advisers having a key role to play in enabling those responsibilities to be properly discharged.

But we all know that there is a wide gap between that model of shareholder control and the reality; between, if you like, principle and practice. So what should be done to narrow that gap and, incidentally, to put together the various initiatives already in hand for clarifying the responsibilities of shareholders, boards and professional advisers?

The proposed terms of reference which we will be putting to the Working Party raise a number of issues, which we intend to examine.

One concerns the communication links between boards, shareholders (including shareholders' committee) and other stakeholders.

What information do all those with a direct interest in the performance and conduct of companies require? What are their legitimate expectations in this regard? How does the general level of companies' external communications compare with best practice and what guidance can the Working Party usefully give as to the form and content of board communications?

A second issue is the case of audit committees. An effective audit committee sharpens the accountability of boards to shareholders. It not only strengthens the hand of the auditors, on the shareholders' behalf, it also provides a framework within which a constructive dialogue between auditors and board members can take place. There is now a good deal of experience of audit committees on both sides of the Atlantic; how can we build on that experience?

A third issue concerns the responsibilities of auditors, including the extent and value of the audit report, and their relationship with audit committees. When companies collapse financially, the cry goes up "Where were the auditors?" Auditors are at times in an anomalous position, where outside expectations of what they could and should be doing are at variance with their real powers and duties. If the Working Party can help to bring about a greater degree of certainty as to the proper role of auditors in the chain of responsibility from boards to shareholders, it will have performed a useful service.

As part of our concern with communications, we will want to review the nature, clarity and frequency of corporate reporting. A company's Annual Report and Accounts are its main channel of communication with its shareholders, but too often they have become so encrusted with legal and financial barnacles as to be both unreadable and unread by the average shareholder. There is an expectations gap between the information which the Report and Accounts provide and what shareholders and analysts are looking for. How can that gap be narrowed? Once again, when companies fail, how is it that their earlier reports often appeared to give no indication of the true state of their finances?

Finally, there are issues concerning the responsibilities of directors for planning and for reviewing and reporting on performance which we intend to examine.

The aim of our enquiries will be to put forward a code of best practice, which will carry weight because of the authority of the institutions which are putting it in hand and will therefore be adopted by all forward-looking companies. We will draw on the other initiatives which have been taken in this field and will be glad to receive evidence from any interested bodies or individuals. What is different about this particular project is that it will aim to bring together the fruits of work and study undertaken by a number of groups, and it will do so in a form which will lead to action. None of us wish to be involved in compiling more paper; we have better things to do. Our aim is to contribute to the effectiveness with which companies are run.

The main driving force behind the need for this review has been the pace of change. Businesses have become more complex, more international and more competitive. Ownership is now largely divorced from management. At the same time, we have seen the rise of institutional investors, who have the resources to take on responsibilities towards their companies which the individual shareholder cannot.

Deregulation has added to the short-term pressures and relationships between companies and those who provide them with services have tended to become more transactional and less long-term. Professional firms have grown rapidly in size and in the range of services which they offer; also the boundaries between professions and between them and the institutions which they advise are continually shifting.

Given this state of flux, there is an urgent need to define the responsibilities of directors, shareholders and of those who advise them more clearly and to obtain general agreement to those definitions. In a moving situation, best practice has to give the lead. Regulation may or may not follow in its wake, but it cannot make the pace.

The distinctive features of this particular review are first the standing of the people involved and secondly that we will be examining the issues relating to the financial aspects of corporate governance, including the information which boards make available to their shareholders and therefore how boards, shareholders and auditors should best interact. This is essential if we are to maintain confidence in the corporate sector, and confidence is crucial.

Sent by FAX -
confirming copy.

To:

Sir Adrian

From:

NIGEL PEACE

FIRST MEETING OF THE COMMITTEE

Thank you for sending me your draft Chairman's Note, which arrived in legible form. I attach in return a first shot at an outline work programme; a first shot at the framework for a code of recommended practice; a draft agenda for the first meeting; and a revised version of the first of my two background papers, on recent publications and studies in progress.

Framework for a code of practice

2 I prepared this without having the Australian code in front of me, but having now looked again at the Australian code it covers very much the same ground - the main difference is that the Australian code has more emphasis on ethics and conduct, whereas the framework I have suggested would have relatively more to say on information flows and the responsibilities of shareholders.

3 If the framework in broad principle strikes you favourably, one possibility would be to table it at the September meeting of the Committee and then fill it out as the Committee's work progresses, tabling it at each Committee meeting. This might be a useful means of focussing discussion in that it would concentrate the Committee's mind on reaching conclusions that could be reflected in the code.

Outline work programme

4 The thought which struck me rather forcefully as I drew up the outline was that we shall need to share the work around a bit! I have suggested against many of the items where we might ask others for help, or I might prepare a paper myself, but one or two remain unallocated.

5 You might like to consider whether we should have copies of the outline - shorn of some of my comments and subject to any changes you want to suggest - available for circulation at the meeting. Whether or not we do circulate it then, we shall need to sign up those from whom we want contributions (in particular Sir Ron Dearing and Messrs Macdonald, Sandland and Charkham) as soon as possible.

Chairman's Note

6 I think this covers the ground very fully and diplomatically. My main comment is to wonder whether it might trail a little more specifically the idea of a code, and also whether it might trail the thought that we may be looking for the help of Committee members in preparing some of the items.

7 This could be done by expanding your ninth paragraph ("In addition to agreeing....") as follows:

'In addition to agreeing our terms of reference, we will need to consider the workplan, what our report might look like, and the timetable. So far as the workplan is concerned, we can draw up proposals as soon as the terms of reference are settled. I hope it will be possible to draw on the help and expertise of members of the Committee in preparing items for discussion.

As for our report, the Committee may agree that a major element should be a code which pulls together the work which is being done in our field and clarifies the relationships between the various interests. If it would be helpful we could ask the Secretary to prepare a draft framework for a code for the next meeting of the Committee and as it were to fill in the framework as we go along, presenting to each of our meetings a fuller draft which reflects discussion at our last meeting.

We also need to answer the question, to whom do we report. This begs the question, who set us up. The membership (and as eleventh paragraph).

As for the timetable, the proposal which was put to me..... (and as ninth paragraph)."

8 My other substantive comment concerns the last sentence of your tenth paragraph ("Since we will"). I have taken a number of calls from bodies and individuals who would like to submit views whilst our thinking is still at a formative stage (eg Institute of Internal Audit, Institutional Fund Managers Association, British Bankers Association, Lord Alexander of Weedon). I think we should make our terms of reference known when they are finalised and give those who are keen to give us their views the opportunity to do so. I suggest the sentence concerned is amended as follows:

"It has been my assumption that we should consult mainly by asking for reactions to our draft report, but the Committee may feel that we should make public our terms of reference

when they are finalised and give those who want to influence our thinking at the formative stage the opportunity to do so by submitting their ideas in writing."

9 If you agree changes on the above lines, some small consequential changes will be needed to the beginning of the tenth paragraph and to the last clause of the final paragraph (which might be recast to read "...it may be sensible to draw their attention to selected journalists".)

10 Finally, I am not sure if you meant the word 'accounting' towards the end of your eighth paragraph.

11 I hope all this is helpful!

A handwritten signature, possibly 'NDP', written in dark ink.

NDP
28th June 1991

COMMITTEE ON THE FINANCIAL ASPECTS OF CORPORATE GOVERNANCE

Outline Work Programme

11 September 1991

(i) Framework for a Code of Practice. (Secretary to produce first draft. Updates to be presented to each subsequent meeting of the Committee.)

(ii) Audit Committees. (Nigel Macdonald has asked Secretary to produce a discussion paper. He would like a steer from the Committee as to the direction which the ICAS's proposed examination of the subject this autumn should take.)

(iii) Role and Responsibilities of Shareholders. (Invite Mr Sandland to present the ABI/ISC's paper. Ensure IFMA's paper on Voting by Shareholders is on the table and that someone - ? Mr Sandland - is able to present it. Have preliminary discussion on disclosure of forward-looking information to shareholders in advance of main discussion at November meeting.)

17 October 1991

(i) Non-Executive Directors. (Secretary to produce short discussion paper. Pick up Sir Ron Dearing's suggestion that Non-executives might be expected to make an annual report to the Board on the performance of the Board.)

(ii) Directors' remuneration (follows from (i)).

(iii) Appointment, remuneration, resignation and dismissal of auditors. (Take paper by ICAEW working party and invite working party chairman - Graham Ward - to attend meeting to present it.)

(iv) Strengthening the independence of auditors. (Follows from (iii), and overlaps with Audit Committees, but there may be other aspects to consider.)

(v) Expanded audit reports. (Invite Nigel Macdonald, who is chairman of the Auditing Practices Board's Working Party on this subject, to report the APB's conclusions.)

(vi) Responsibility of directors and auditors in relation to illegal acts.

13 November 1991

(i) Corporate reporting and information flows. (Suggest we delay this key item until November so that Mr Charkham can be present and Sir Ron Dearing can feed in views of the FRC. It would be welcome if Mr Charkham and Sir Ron could be persuaded to submit papers. We should also seek an input from the ICAEW and ICAS researchers on the Making Corporate Reports Valuable front. Other aspects I have logged as needing debate are the question of what information is to be subject to auditors' verification, and in what terms (Mr Macdonald's concern); and 'the conflict between sensible commercial confidentiality and disclosure' (as Mr Hugh Smith puts it) and 'the smoothing of information between companies and analysts' (Mr Ian Butler's words). The IFMA paper on Communication of Business Plans and Insider Dealing may be helpful here.)

(ii) Directors' responsibility for maintaining adequate systems of internal control. (Invite Nigel Macdonald and Paul Rutteman - Chairman of the relevant ICAEW working party - to present the results of the work by the Scottish and English Institutes.)

(iii) Audit Committees. (Invite Nigel Macdonald to report back on the work by the Scottish Institutes.)

workpl. Draft at 28 June 1991

CORPORATE GOVERNANCE

A Code of Best Practice defining the respective Roles and Responsibilities of Boards of Directors, Shareholders and Auditors in publicly quoted companies

Introduction

A general statement along the lines (i) that all parties involved in running companies have a common interest - that the system should function effectively for the benefit of everyone concerned and the good of the economy; and (ii) that this code of practice seeks to clarify the network of responsibilities linking directors, shareholders, and auditors in order to foster constructive relations between them.

Chapter 1: the Role and Responsibilities of Boards

To include the following:

- the statutory position: directors' responsibility for preparing annual accounts which give a true and fair view of the state of affairs of the company, and for preparing a report which gives a fair view of the development of the business of the company during the year.
- directors' responsibility for maintaining adequate systems of internal control (drawing on results of the current work by the accountancy bodies).
- Audit Committees: their role (to help the Board exercise its responsibilities regarding the accounts), membership, and relations with the auditors. (ICAS have audit committees on their research programme for this autumn and would like to contribute helpfully.)
- Non-executive directors: best practice on appointment, numbers, functions, etc.
- Remuneration of directors: best practice on Remuneration Committees. Possibly draw on ISC's statement on the Role and Duties of Directors, which states inter alia that executive directors should not play any part in deciding

their own remuneration packages and that a summary of the details of any performance-linked remuneration schemes and of all types of share option and other incentive and profit sharing and bonus schemes should be disclosed in the Annual Report. Possibly also work in recommendation (reflecting Mr Charkham's concern) that directors' remuneration should be placed formally on the agenda of full board meetings, and formally recorded in the minutes.

Chapter 2: Annual Reports and Disclosure of Information

To include the following:

- the statutory position: refer to the requirement that the Directors' report shall contain particulars of any important events since the end of the financial year, an indication of likely future developments in the business of the company, and an indication of the activities of the company in the field of research and development.
- a firm statement that directors' aim should be to provide a clear, informative and unambiguous set of accounts which supply a basis for narrative within the Annual Report which adequately highlights all matters of significance, good and bad, affecting a company's performance and financial position, in terms shareholders can understand [wording taken from FRC press release]. Possibly go on (i) to state that the accounts should be preceded by a single narrative report, and suggest what ground it should cover; (ii) to pick up more technical points arising from the work on Making Corporate Reports Valuable, or recommendations by the Financial Reporting Council; and (iii) to say something about the PR perspective of reports.
- guidance on passage of information to analysts.

Chapter 3: Role and Responsibilities of Shareholders

- the formal position: shareholders' responsibility for electing the directors, appointing the auditors, and approving dividends.

- wider responsibilities: [draw on the current work by the ABI/ Institutional Shareholders Committee]

Chapter 4: the Role and Responsibilities of auditors

This Chapter should state clearly the present position as it derives from statute and auditing standards.

It should also define the independence of auditors, and incorporate any proposals by the Committee for reinforcing their independence.

cbpl - draft at 28 June 1991

COMMITTEE ON THE FINANCIAL ASPECTS
OF CORPORATE GOVERNANCE

The first meeting of the Committee will be held at 4pm on Monday, 15th July in Committee Room 3, Chartered Accountants' Hall, Moorgate Place, London, EC2.

AGENDA

1. Apologies for absence
2. The Committee's Aims, and Terms of Reference
 - Note by the Chairman CFACG (91) 1
 - Draft Terms of Reference CFACG (92) 2
 - Background Briefing: Recent Publications and Studies in Progress (Note by the Secretary) CFACG (91) 3
 - Background Note on the Roles and Responsibilities of Shareholders, Directors, and Auditors (Note by the Secretary) CFACG (91) 4
3. Dates of future Meetings (to be held in Conference Room "C" at the Bank of England)

4pm	Wednesday	11th September 1991
4pm	Thursday	17th October 1991
4pm	Wednesday	13th November 1991
3pm	Wednesday	18th December 1991

Nigel Peace
Secretary
4th July, 1991

COMMITTEE ON THE FINANCIAL ASPECTS
OF CORPORATE GOVERNANCE

BACKGROUND BRIEFING: RECENT PUBLICATIONS
AND STUDIES IN PROGRESS

Note by the Secretary

The purpose of this note is to provide members of the Committee with a short resume of recent and current work on Corporate Governance issues.

Recent Publications

2 The following publications are attached to this note:

Role and Responsibilities of Directors

i) 'Code of Recommended Practice on Non-Executive Directors' published by PRO NED in April 1987;

ii) 'The Changing Role of the Non-Executive Director', a report issued in May 1991 by the Institute of Chartered Accountants in England and Wales and prepared in co-operation with PRO NED and the Institute of Directors;

iii) 'The Role and Duties of Directors - A Statement of Best Practice' issued by the Institutional Shareholders Committee on 18 April 1991;

iv) 'Good Boardroom Practice: a Code for Directors and Company Secretaries' issued by the Institute of Chartered Secretaries and Administrators on 6 March 1991;

Role and Responsibilities of Shareholders

v) 'The Responsibilities of Institutional Shareholders', a discussion paper issued by the Association of British Insurers on 14 March 1991;

Role and Responsibilities of Auditors

(No recent publications have been identified but the following lecture gives some indication of the perspective of the auditing profession)

vi) 'Responsibilities of the Auditor' - Founders' Lecture to the Society of Company and Commercial Accountants by Brian G Jenkins (Head of Audit Practice at Coopers & Lybrand Deloitte) on 31 May 1990;

Corporate Reporting

vii) 'The Future Shape of Financial Reports' published jointly by the Research Board of the Institute of Chartered Accountants in England and Wales and the Research Committee of the Institute of Chartered Accountants in Scotland, in May 1991. (This follows up the report 'Making Corporate Reports Valuable', published by the ICAS in 1988, and Professor Solomon's report on 'Guidelines for Financial Reporting Standards', published by the ICAEW in 1989.)

General

viii) 'Corporate Practices and Conduct', published jointly by eight Australian organisations in 1991.

Current Studies

a) Within the accountancy profession

3 The Institute of Chartered Accountants of Scotland has set up a corporate governance working party to consider

- * management's responsibilities for financial statements;
- * the need to require companies to maintain adequate internal control systems;
- * the implications of these issues for the role of audit committees.

A copy of the working party's terms of reference is attached.

4 The Auditing Practices Board (APB) is to consider at its first meeting on 3 July a report by a working party set up by its predecessor, the Auditing Practices Committee, which recommends that the standard audit report should be expanded to spell out the respective responsibilities of directors and auditors. The APB is also monitoring work in the United States and Canada on developing an integrated framework for internal control.

5 The Financial Reporting and Auditing Group of the Institute of Chartered Accountants in England and Wales (FRAG/ICAEW) will be examining the following topics:

- * the statutory definition of auditors' responsibilities;
- * a statutory requirement for listed companies to have adequate internal controls;
- * the appointment and remuneration of auditors;
- * the implications of the Caparo judgement.

6 The Research Board of the Institute of Chartered Accountants in England and Wales currently has in hand the following projects:

- * a survey of the 'expectation gap' (being conducted by the Manchester University; available in the autumn);
- * a survey of 200 companies on audit committees (being conducted by Exeter University and also available in the autumn);

- * work on an expanded audit report, in conjunction with the the Auditing Practices Boards (being undertaken by David Hatherly of Edinburgh University).

b) Elsewhere

7 The Confederation of British Industry has set up a Steering Group on Long-Termism and Corporate Governance. Its terms of reference are "To monitor and co-ordinate the work of representative bodies aiming to improve the links between the owners and managers of UK companies with the intention of helping to maximise its effectiveness." The Committee meets every six months and has a primarily monitoring role.

8 The Financial Reporting Council is required by its constitution to produce an annual report which makes known the Council's views on matters of accounting standards and practice. The Council intends to publish its first such report in the autumn, and has written to a wide range of interested parties inviting them to suggest topics or make observations, in advance of discussion at the Council's meeting on 10 July on the form which the report might take.

9 The Institutional Fund Managers Association is currently preparing papers on the Communication of Business Plans (between companies and analysts) and Insider Dealing, and on Voting by Institutional Shareholders.

10 The 100 Group of Finance Directors

11 Other work which is being monitored by the CBI Steering Group includes (a) the development of a training programme for directors of plcs (under a group chaired by Mr Hugh Parker); and (b) the initiatives of the DTI's Innovation Advisory Board in arranging the publication of a UK R & D Scoreboard, and a booklet on improving communication on innovation between companies and investors.

12 It should also be noted that the CBI, and others, are currently involved in responding to the ABI's paper on the Responsibilities of Institutional Shareholders referred to at paragraph 2 (v) above.

COMMENTARY

COMPANY BOUNDARIES

I hope that Charles Handy's Michael Shanks Memorial Lecture, published in this issue of the *Journal*, will stir up a wide-ranging debate not only on company purpose, but on the purposes of those who invest in companies and of those who regulate them as well. We need that debate at a time of rapid change which affects all our institutions. From the end of next year Britain will become part of the Single European Market. That fact alone will force us to review, in a European light, the ways in which our companies are run and controlled.

In so doing, we need to appreciate the depth of the divide between the British/American view of the nature of a company and the Continental view. We see companies as being based on the capital invested in them by their shareholders. The key relationship in a capitalistic enterprise is between owners and managers; our regulatory framework is, therefore, primarily concerned with defining this relationship. On the Continent, companies are seen essentially as partnerships between capital and labour. Thus that is the coalition of interests which, in their eyes, needs to be represented at the main decision-making levels, up to and including the board. A good deal of misunderstanding has arisen from the failure to appreciate these differences of outlook on the nature of companies.

I found Charles Handy's concept of companies working within boundaries particularly helpful and I would like to build on it. As I see it, the boundaries are set by all the constituencies which companies serve, such as shareholders, employees, lenders, customers, suppliers, regulators and society. The demands made by these constituencies conflict and the weight which a company gives to each of them determines the company's position within its boundaries.

Where companies stand, within what they see as their boundaries, goes a long way towards defining what they consider to be their particular aims. It might reduce some of the confusion about purpose, if companies were prepared to map their positions in this way. Boards could then set out with some precision what their companies' aims were and what constituencies they saw themselves as serving. Such statements would provide the base from which to argue where regulatory changes could most usefully be made in order to re-align the boundaries.

The investing institutions might be encouraged to follow the same example, for investors act within boundaries just as companies do. The members of pension funds, for example, are likely to have some concern for their quality of life on retirement, as well as for the level of their pensions. They therefore have an interest in which companies their fund managers are investing in and in the behaviour of those companies. They have no means of knowing whether the aims of their funds are the same as their own, unless the institutions state where they stand in relation to their boundaries.

The boundary concept also serves to remind companies and institutions that society, which licenses them to go about their business, alters the terms of their licences from time to time. If public concern over pollution grows, companies have to respond by altering the weight which they assign to environmental as against economic benefits. Such a shift will affect the aims of institutional investors as well, to the extent that their decisions reflect the priorities of those whom they serve.

This leads to the final point, which is the role of regulation. The legal framework within which companies carry on their business is critically important because the boundaries which it sets are both fixed and mandatory. But we should not expect too much from the law in terms of shaping the purpose of companies. By and large, regulation consolidates what best practice has already established, so it provides little more than a floor to company behaviour. As the Watkinson Report put it, 'One cannot look to the Companies Acts to provide a "moral imperative". This must be one of the duties of companies and their boards'.

Boards and companies are shorthand for the people who make them up. People decide a company's purpose and the behaviour of a company is the sum of the behaviour of the people who make it up. Regulation of the right kind is essential, but it is on standards of individual conduct that the reputation of business ultimately depends.

SIR ADRIAN CADBURY

*Sir Adrian Cadbury is chairing an RSA seminar,
sponsored by Nomura International,
on the purpose of companies*

MEMORANDUM

TO: ALAN DAVIS

c.c. Sir Adrian Cadbury
Mr. A. J. Colquhoun
Mr. M. Phizacklea
Mrs. J. Doughty

FROM: NIGEL PEACE
(Ext. 2565)

CORPORATE GOVERNANCE COMMITTEE

1. I spoke to Mr. Rider at the National Westminster Bank yesterday and he confirmed that an account for the Committee was now in operation. I am writing to set out the arrangements that I propose should be followed for authorising payments from the account, and for signing cheques.
2. You will recall that there are four signatories to the account (Sir Adrian Cadbury, Mr. Colquhoun, Mr. Phizacklea and myself). Cheques need to be signed by any two signatories.
3. Unless you or copy recipients advise to the contrary, I will arrange for cheques to be signed (and supporting documents initialled) as follows:

	<u>Type of payment</u>	<u>Signatories</u>
(i)	reimbursement of my salary to DTI	Sir Adrian Mr. Colquhoun
(ii)	reimbursement of Sir Adrian's travel and subsistence expenses	Mr. Colquhoun NDP
(iii)	reimbursement of my own travel and subsistence expenses	Sir Adrian Mr. Colquhoun
(iv)	expenditure on goods and services, including printing costs, stationery, postage, and the services of McAvoy Bayley (PR consultants).	Sir Adrian NDP

I would be grateful if Mr. Phizacklea would act as a reserve if any of the other three signatories is unavailable for an extended period.

4. You kindly agreed to call in and ensure that I had installed an appropriate system for recording receipts and payments, and filing supporting documents.

NDP

NDP/PJS

28th June, 1991

COMMITTEE

ON

PO Box 433
Moorgate Place
London EC2P 2BJ

12th June, 1991

Tel: 071-628 7060
(ext. 2565)

PERSONAL

To: all members of the
Committee on the Financial
Aspects of Corporate Governance

FUTURE MEETING DATES

I wrote recently to inform you that the first meeting of the Committee will be held on Monday, 15th July, 1991 in Committee Room 3, Chartered Accountants' Hall, Moorgate Place, London EC2, starting at 16.00.

I can now let you have dates for subsequent meetings of the Committee:

4pm, Wednesday, 11th September, 1991
4pm, Thursday, 17th October, 1991
4pm, Wednesday, 13th November, 1991
3pm, Wednesday, 18th December, 1991.

Subject to discussion at the first meeting of the Committee, the intention will be to produce an interim report for public consultation by the end of December. I have, therefore, provided for an earlier start on 18th December to allow adequate time for consideration of a draft.

The venue for meetings from September onwards has not yet been fixed, but will be in central London.

I would be grateful if you would let Pat Snoad (extension 2407) know whether you expect to attend. If there are any dates you cannot manage I must apologise, but it is impossible to find dates that suit everyone.

James Snoad

Nigel Peace

Nigel Peace
Committee Secretary

June 1991.

First Meeting July.

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