

To be held on: Tuesday 14 May 2013 at 4.00pm
Venue: Wedlake Bell LLP, 52 Bedford Row, London, WC1R 4LR
(with Seamus Gillen, Director of Policy, ICSA, in attendance)

AGENDA

1. **Welcome to Seamus Gillen, Director of Policy, ICSA to talk about the ICSA 'Enhancing Stewardship' paper**
<https://www.icsaglobal.com/about-icsa/latest-from-icsa/article/new-stewardship-guidance-launched>
2. **Apologies**
3. **Minutes of the last meeting (19 March 2013)**
4. **QCA Corporate Governance Code for Small and Mid-Size Quoted Companies**
5. **Consultations and Current Issues**
 - a) Audit Committee Guide for Smaller Quoted Companies – volunteers needed to join working group
 - b) Proxy Advisors and company engagement
 - c) European Commission – Internal Market – Disclosure of non-financial and diversity information by certain large companies and groups
http://ec.europa.eu/internal_market/accounting/docs/non-financial-reporting/com_2013_207_en.pdf
 - d) Law Commission – Fiduciary Duties of Investment Intermediaries (to be published in October 2013)
http://lawcommission.justice.gov.uk/areas/fiduciary_duties.htm
<https://www.gov.uk/government/news/cable-announces-law-commission-review-of-investors-fiduciary-duties>
 - e) Women on Boards Report – April 2013 (for information only)
https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/182602/bis-13-p135-women-on-boards-2013.pdf
 - f) LAPFF – Expectations for Executive Pay (for information only)
<http://www.lapfforum.org/TTx2/news/files/2013MarchExpectationsonPayFINAL.pdf>
6. **Communications and Future Meetings**
 - a) Guest invitations to future meetings
 - b) Policy Update (Apr 13) – for information only

7. AOB

Information for noting

Consultation Update – Responses submitted:

- a) Directors' Pay: Revised Remuneration Reporting Regulations – Second Draft of Statutory Instrument (RD: 25 March 2013) (in conjunction with the Share Schemes Expert Group)
- b) Financial Reporting Council - Implementing the Recommendations of the Sharman Panel (Response Date: 28 April 2013) (in conjunction with the Financial Reporting Expert Group)

Date for next meeting:

Tuesday 16 July 2013 (4pm) (Venue: Wedlake Bell LLP, 52 Bedford Row, London WC1R 4LR)