



**Meeting of the Corporate Governance Expert Group**

To be held on: Tuesday 24 September 2013 at 4.00pm  
 Venue: Wedlake Bell LLP, 52 Bedford Row, London, WC1R 4LR  
 (with Mark Jackson, BIS, in attendance)

**AGENDA**

**1. Welcome to Mark Jackson, BIS, to update on Narrative Reporting Regulations**

- The Companies Act 2006 (Strategic Report and Directors’ Report) Regulations 2013  
 ([http://www.legislation.gov.uk/uksi/2013/1970/pdfs/uksi\\_20131970\\_en.pdf](http://www.legislation.gov.uk/uksi/2013/1970/pdfs/uksi_20131970_en.pdf))

**2. Apologies**

**3. Minutes of the last meeting (16 July 2013)**

**4. Current Issues**

- a) Corporate Governance Reporting Review (Colin Jones)
  - Discussion of draft report
- b) Progress on revision of the Audit Committee Guide for Smaller Quoted Companies (working group being led by Colin Jones)
- c) Work Streams and involvement of the group in these

**5. Consultations**

	<b>Consultation</b>	<b>Action</b>	<b>Lead</b>
a)	BIS - Corporate Responsibility: A Call for Views (Response Date: 27 September 2013) <a href="https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/209219/bis-13-964-corporate-responsibility-call.pdf">https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/209219/bis-13-964-corporate-responsibility-call.pdf</a>  Practical Law update <a href="http://uk.practicallaw.com/8-532-5330">http://uk.practicallaw.com/8-532-5330</a>	A draft response has been circulated for comment.	NEC
b)	FCA: Consequential Changes to the Listing Rules resulting from the BIS Directors Remuneration Reporting Regulations and Narrative Reporting Regulations (Response Date: 9 October 2013) <a href="http://www.fca.org.uk/your-fca/documents/consultation-papers/cp13-07">http://www.fca.org.uk/your-fca/documents/consultation-papers/cp13-07</a>  Practical Law update <a href="http://uk.practicallaw.com/0-539-4365">http://uk.practicallaw.com/0-539-4365</a>	We need a volunteer from the Group to support [Name: TBA] from the Legal Expert Group who is leading this.	
c)	ICAS: Balanced and Reasonable: A discussion paper on the provision of positive assurance on management commentary (RD: 31 October 2013)	James Barbour, ICAS, attending Financial Reporting Expert Group on 15 October. Please	DI (working with someone from the Financial

	<a href="http://icas.org.uk/News/BalancedandReasonable2May2013/">http://icas.org.uk/News/BalancedandReasonable2May2013/</a>	let Chris Stapeley know if you wish to attend.	Reporting Expert Group)
d)	FRC: Exposure Draft: Guidance on the Strategic Report (Response Date: 15 November 2013) <a href="http://www.frc.org.uk/News-and-Events/FRC-Press/Press/2013/August/FRC-consults-on-strategic-report-guidance.aspx">http://www.frc.org.uk/News-and-Events/FRC-Press/Press/2013/August/FRC-consults-on-strategic-report-guidance.aspx</a>  <a href="http://uk.practicallaw.com/0-537-8186">Practical Law update http://uk.practicallaw.com/0-537-8186</a>	We need a volunteer to produce a response on this.	

## 6. Communications and Future Meetings

	Document	Action/comments by CGEG
d)	GC100 and Investor Group – Directors’ Remuneration Reporting Guidance  <a href="http://uk.practicallaw.com/groups/uk-gc100-investor-group">Webpage and guidance http://uk.practicallaw.com/groups/uk-gc100-investor-group</a>	
f)	DEFRA – Environmental Reporting Guidelines <a href="https://www.gov.uk/government/publications/environmental-reporting-guidelines-including-mandatory-greenhouse-gas-emissions-reporting-guidance">https://www.gov.uk/government/publications/environmental-reporting-guidelines-including-mandatory-greenhouse-gas-emissions-reporting-guidance</a>  <a href="http://uk.practicallaw.com/1-531-9865">Practical Law update http://uk.practicallaw.com/1-531-9865</a>	Covers both mandatory GHG reporting and other voluntary reporting (CO2e, waste, water etc.)
i)	Guest invitations to future meetings	Nick Land, FRC, to be invited to a future meeting – joint between Corporate Governance and the Financial Reporting Expert Group.
j)	Policy Update (August 2013)	For information only – quarterly update on expert group work which is circulated to the QCA Board.

## 7. AOB

### Information for noting

Consultation Update – Responses submitted:

- IIRC: Consultation draft of the International Integrated Reporting framework (Response Date: 19 July 2013)

Date for next meeting:

Tuesday 12 November 2013 (4pm) (Venue: Wedlake Bell LLP, 52 Bedford Row, London WC1R 4LR)