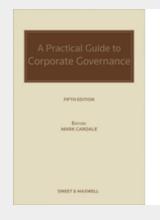
A Practical Guide to Corporate Governance

This book presents a practical guide to corporate governance best practice as it applies to publicly quoted and some private companies, as well as the public and not-for-profit sectors. With contributions from a number of leading experts in their fields, the fifth edition gives a straightforward account of governance law, regulations and practice, and the background to this, for in-house counsel and corporate lawyers, as well as company secretaries, accountants, and others working or interested in the world of governance in all its aspects. It is introduced by a preface from Lord Harrison of Chester, Vice Chairman of the All Party Parliamentary Corporate Governance Group. Explains the law relating to corporate governance, what it entails, what the requirements are for compliance, and what constitutes best practice Sets out the framework of the EU agenda on corporate governance Looks at how the board operates and goes through the rules governing board meetings, the legal and regulatory issues concerning directors' remuneration and the topic of diversity at board level Looks at the issues for governance in small and medium-size companies Details public companies' financial reporting and the internal and external audit process and the role of the audit committee Examines the current UK regime for directors' remuneration and explains the remuneration package Explains the legal and regulatory framework in the UK and discusses the roles of the new UK regulatory authorities under the Financial Services Act 2012 Considers practical issues concerning risk management and internal control Reviews the world of D&O insurance in the context of governance Covers shareholder relations as a major driver of corporate governance Clarifies the rules affecting reporting to and communicating with shareholders, their rights and conduct of the AGM Tackles institutional shareholder activism Addresses corporate social responsibilities Identifies the special cases of the public and voluntary sectors, and of pension funds Includes coverage of US law and regulation affecting UK businesses with US interests Takes into account the development of the UK Corporate Governance Code and the establishment of the separate UK Stewardship Code, the Walker review on corporate governance in the banking sector, the amendment of the Companies Act 2006 by the Shareholders' Rights Regulations Examines in detail key guidelines and legislation and contains references and links to a full range of sources and materials giving depth to its coverage Looks at the duties and personal liabilities of directors, including the role of the chairman and non-executive directors, and their remuneration Provides a reference and a day-to-day practical guide to the challenges and hurdles around modern corporate governance Offers a source of primary interest when advising clients or participating in corporate affairs themselves



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