

COMMENTS ON THE HIGGS REVIEW OF NON-EXECUTIVE DIRECTORS By Victoria Younghusband

(The views stated above are the views of the author alone and do not represent the views of Lawrence Graham, of which she is a partner.)

A: Role

What role should non-executive directors perform, and how does this compare to the present position ?

Possible issues for comment:

1. *What is the role of the board?*

The Cadbury Committee stated at 6.1 ".....thus the shareholders and owners of the company let the directors run the business on their behalf and hold them accountable for its progress". That is correct as a matter of Company Law – for example Regulation 70 of the 1985 Table A state that "subject to the provisions of the Companies Act, the Memorandum and the Articles and any directions given by Special Resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company". (Listed companies disapply Table A but adopt an equivalent provision in their Articles) Regulation 70 or its equivalent is also subject in the case of a listed company to matters requiring approval by shareholders under the UK Listing Authority's Listing Rules. It will be noted that saying the Board's role is to manage (or run) the Company does not in any way distinguish the role as between executive and non-executive directors.

What is the role of the Chairman and how does it relate to the non-executive directors?

Table A provides for the appointment of Chairman of the Board of Directors to preside over meetings of directors and, on questions to be decided at meetings, for the Chairman to have a second or casting vote in the case of an equality of votes (Regulations 91 and 88 of the 1985, Table A). Although listed companies will adopt their own Articles of Association, they invariably adopt provisions similar to those of Regulations 70, 88 and 91 of the 1985 Table A. The Chairman is responsible for the conduct of meetings both at board and company level. The framework under company law is therefore that the Chairman is the public face of the company and the ultimate arbiter (by virtue of his or her casting vote) in the case of a dispute. I endorse the Cadbury Committee's comments on the Chairman's role in paragraphs 4.7 and 4.8 of their Report. In particular they stated in 4.7 "Chairmen should be able to stand sufficiently back from the day-to-day running of the business to ensure that their boards are in full control of the company's affairs and alert to their obligations to their shareholders;" and in 4.8, effectively that it is the Chairman's responsibility to ensure that both non-executive directors and executive directors make an effective contribution and accept their full share of the responsibility of governance.

Whilst it is the Company Secretary who is directly responsible for the supply of information to non-executive directors, it is ultimately the Chairman who is responsible for ensuring that the non-executive directors are properly briefed and this is emphasised in Code Provision A.4.1. Interestingly, the wording of this question appear to suggest that there cannot be a non-executive Chairman although a number of companies do describe their Chairman as being exactly that. Whilst it is true that, very often where the posts of Chairman and Chief Executive are held by different people, the Chairman is not working

full time for the company, the Chairman's powers are such that he or she necessarily has something of an executive role as he or she is the final arbiter.

As a general comment, it is common practice amongst UK listed companies for a Chief Executive Officer, when he or she retires, to be appointed Chairman. This fact was not commented on by either Cadbury or Hampel, although they both addressed the problem of the considerable concentration of power which occurs when the roles of Chairman and Chief Executive are combined. Given the importance of the role of the Chairman, I would suggest that, at least as best practice, boards should not be appointing a former Chief Executive Officer as their Chairman because of the perceived if not actual risk that executive directors may be overawed by such a Chairman and feel constrained in the day-to-day running of the Company without frequent reference to the Chairman. It is also likely to be more difficult for such a Chairman to be able to stand "sufficiently back from the day-to-day running of the business". This is not to say that the experience of a former Chief Executive might not usefully be brought to bear as a non-executive director, albeit not an independent one.

2. *What should be the key roles of non-executive directors on the board and what should be the balance between the different components?*

As you point out, both Cadbury and Hampel state that the role of non-executive directors is primarily for their contribution to the development of the Company's strategy and that they also have a control function or monitoring role. The recent criticism of the role of the non-executive directors in the cases, for example, of Enron and Marconi has focused on perceived failures in the monitoring function and it may be that expectations of the roles have changed so that the role is now seen more as that of a supervisory board, rather than one which genuinely contributes to strategy.

Clearly the roles of non-executive directors as members of the audit committee and the remuneration committee (both of which are essentially monitoring and control functions) are very important as, perhaps to a lesser extent, on the nominations committee, particularly with regard to identifying and promoting executive staff both from within the company and externally. Because of the need to be able to demonstrate that the audit and remuneration committees are independent of management this usually rules out non-independent non-executive directors from these roles. This does not mean that there is not a place for the non-executive director who can, through relevant industry experience, make significant contributions to strategy which may be of particular relevance to a non-executive director who was formerly a company employee.

Within a board, should all non-executive directors be expected to fulfil each of the different roles?

Unless there is a small Board, it is not realistic to expect all non-executive directors to be expected to fulfil each of the different roles. In addition, if it is accepted that there is a place for non-independent non-executive directors, they necessary cannot fulfil every role.

3. *How does this compare to the present position?*

No comment.

4. *How independent do non-executive directors need to be for the different roles?*

Non-executive directors need to be and to be seen to be independent in any roles where there are or might reasonably be likely to be conflicts of interest. This would suggest that members of all three of the key committees (audit, remuneration and nomination) should comprise independent non-executive directors. This should not necessarily be prescriptive, however, because a former company employee might in fact have useful

insight in relation to the remuneration committee; and also in relation to corporate strategy generally.

5. *What are the main potential conflicts of interest which may arise within a company where non-executive directors can play a role in protecting the interests of the company?*

A major conflict which has become very apparent in the various US corporate failures is in relation to directors' remuneration and other benefits, including in particular matters such as loans to directors, share options and other long term incentive plans. The downside to an emphasis on performance related pay (including options) is that there is a natural desire to ensure that the figures are as favourable as possible. Other more subtle conflicts might be where director wishes to use the company's influence to assist the boards of other companies (because he or she, or a family member, is on the board of that company). The same point can apply to the appointment of corporate finance, legal or other advisers and to such matters as political and charitable donations (i.e. is there a personal connection? or will benefits arising from the donation, such as in the case of the arts, seats for performances, be used purely for corporate entertaining?).

What can be done to help non-executive directors to be effective in relation to these conflicts?

Training non-executive directors to recognise such conflicts may assist, as may the use of outside consultants; ultimately, however, this is a matter of "high standards of business conduct" (see note (2)(c) to paragraph 2 of schedule 2 to the draft clauses to the Companies Bill in the White Paper of July 2002). The adoption of codes of company conduct might also assist.

Perhaps the chairman should not have a casting vote in cases of conflict, and they should be reserved in terms of decisions, but not discussion and debate, solely to independent non-executive directors.

6. *What time commitment is needed for the role of Chairman and for non-executive director roles, and how far does this vary between different companies?*

There is no sensible answer to this question since companies vary greatly in complexity (for example an international financial services group) and in type of business (for example investment trusts where the day to day investment decisions are delegated to a fund manager, subject to board oversight). It must also be recognised that some individuals through their experience and indeed their way of working can perform their role satisfactorily in considerably less time than others; some periods of time will of course be fixed (for example the monthly or quarterly board meetings and audit, remuneration and nomination committee meetings), but in terms of mastering board papers and reports outside of meeting time, some directors through their particular skills and experience will be able to devote significantly less time than others.

Are there any implications for the number of non-executive posts that one person can sensibly take on?

Again is it difficult to be prescriptive though clearly the more directorships in different groups of companies a person takes on the less time they will have to devote to them and there may be times when they are simply unable to devote sufficient time if, for example, two or more of the companies of which they are non-executive directors are involved in substantial corporate actions. Looking at the number of non-executive posts, it is only sensible to look at those at the listed company level and not down through the subsidiaries (always accepting that if a non-executive director is also on the board of a large number of subsidiaries, he or she may be unlikely to be effective). If a non-executive director is also an executive director of another listed company, it may be

sensible to prescribe a maximum number of outside directorships, although it could be said that should be left to the employing company. It is interesting to note that the French Vienot 1 report (1995) stated that if a person is chairman or executive director of a company, they should in principle not accept more than five directorships with French or foreign listed companies outside their group. That might now seem a little excessive.

In assessing the number of non-executive posts that one person can sensibly take on, regard should also be had to other commitments such as trusteeships, membership of executive Councils of professional bodies, non-governmental organisations etc. I am inclined to think that rather than making any express prescription, companies should be obliged to list all the other directorships of listed companies (but not subsidiaries) and other significant outside positions held by each non-executive director and it should then be for shareholders to signify by their votes when that non-executive stands for re-election whether or not they think he or she is performing satisfactorily.

It would assist shareholders in assessing how well individual non-executive directors are performing (at least in terms of how much time they are devoting to the meetings aspect of their role) if listed companies were required to publish in their annual report details of attendance at each regular board and committee meeting and whether that attendance was in person or by telephone. Currently some but not all companies state the frequency of the regular board and committee meetings but it is rare to find details of individual attendance.

7. *Should there be a special role for a "senior independent" non-executive director?*

When Hampel recommended this position, I was inclined to think that this role should not be necessary except where the chairman and the chief executive was the same person or, possibly, where the chairman had formerly been chief executive. I am not convinced that the special role is justified for a smaller listed company. For a larger one, the identification of such an individual might be useful in cases where there has been a breakdown of communication between the chairman and shareholders. However, to have a meaningful special role, the senior independent non-executive director would have to be involved in institutional briefings (see Question 23 below). Possibly he or she might also be the person who gives permission for share dealings under the Model Code, as being less closely involved with the day to day operations of the Company.

8. *Do you have comments on the proposed statutory statement of directors' duties, which does not seek to distinguish between the legal duties of executive and non-executive directors?*

The proposed statutory statement of directors' duties, to the extent that it is inclusive of company law duties should be helpful for directors. There is no distinction between the legal duties of the executive and non-executive directors, save that in paragraph 4 the objective test for care, skill and diligence is that "which may reasonably expected of a director in his position", that is a non-executive director. As both types of director has a vote in the case of matters reserved for the Board, that must be correct.

B: Attracting and appointing non-executives

What knowledge, skills and attributes are needed, and what can be done to attract, recruit and appoint the best people to non-executive roles?

Possible issues for comment:

9. ***What are the key skills, knowledge and experience which are needed by non-executive directors to perform the role effectively, and how is this likely to change over the next, say, 10 years? Are some skills essential and, if so, what are they?***

No comment.

10. ***What personal qualities and attributes are needed?***

A high sense of moral and business ethics and standards and the ability to see conflicts of interest, together with a real personal interest in the company concerned and an ability to deal with executive management, employees and shareholders.

11. ***What sort of mix of experience and attributes is desirable on a Board? Specific examples of cases where non-executive directors have contributed with particular effect to company performance, or to corporate governance, would be helpful.***

No comment.

12. ***How easy is it to recruit non-executive directors with the right skills and attributes? Could recruitment and appointment mechanisms, including Nomination Committees, be improved?***

One of the current difficulties (and one which adds fuel to some of the charges of "cronyism") is that the job specifications for non-executive directors very often require "a minimum of 3 to 5 years non-executive experience within a quoted company, ideally with [a similar background]". Boards need to have the confidence to appoint persons without previous non-executive directorship experience and should be able to have that confidence if adequate training is provided and the persons selected have relevant skills and attributes which could include legal, accounting, corporate finance experience as well as industry experience.

13. ***What could be done to widen the pool of potential non-executive directors and introduce greater diversity into appointments? What are the constraints on this? Is there scope for greater international representation on UK boards?***

There is already scope for international representation on UK Boards and some Board do indeed have foreign directors. The greater the demand in terms of time and in particular presence at Board meetings and the greater the responsibilities is likely to mean that, unless responsibilities are clearly spelled out, rewards are sufficient and adequate insurance is available, it is unlikely to be unattractive for foreign director to sit on a UK Board.

14. ***Are the rewards for non-executive directors appropriate, both in terms of levels of pay and the form that remuneration takes – e.g. cash/shares/share options?***

There is a conflict here. Remuneration for non-executive directors should be sufficient to reward them for the time spent. A reasonable starting point would be remuneration on an

hourly/day rate for attending at board and other corporate meetings and for dealing with board papers etc. There is a real danger that the independence of a director may be compromised if the amount of pay he or she is receiving from a company is significant to him or her. There may be a case for making part of a pay package payable in shares although unless the radical suggestion rule that no directors (executive or non-executive) should be able to sell shares so long as they remain a director is adopted, the possibility of conflict arises. Share options should not be allowed because of the severe possibilities of conflict/manipulations.

Are current pay levels a significant factor in whether good non-executive directors can be attracted?

I am not aware of this as being a significant factor for major listed companies. However, there is clearly a problem with smaller companies; on the one hand the company may not feel able to pay what would be regarded as a reasonable level of remuneration to non-executive directors and on the other there is likely to be a greater reputational risk for a prospective director (because inevitably a smaller company will not have the same systems and controls as a larger one) if things go wrong.

15. *Do you have comments on the issue of risks or insurance provision for non-executive directors?*

One must start with the premise that it should not be acceptable in principle that a non-executive director should be expected to put all his or her assets at risk in the event of a successful claim against him or her for negligence or other breach of duty save in the case of deliberate concealment or fraud. It follows that companies should be taking out adequate directors' and officers' insurance to cover non-executive directors and indeed many non-executive directors make it a condition of their appointment that such cover is in place.

There are problems with insurance, however. The first is that the level of cover is often not adequate; £5 million or £10 million is a common level of cover and, in a complicated case, might not even be enough to cover directors' legal costs, let alone damages. If a non-executive director is also a member of a professional body, for example a chartered accountant or an actuary, he or she is likely to be investigated by that body, often before or at the same time as other investigations. The proceedings are adversarial and a director is considerably disadvantaged if he or she is not legally represented, though the costs of representation can be very high. It is not uncommon for Directors and Officers Liability policies to have wide exclusions covering both actual and alleged wrongful acts relating to the handling of the business of the company concerned and excluding liability for legal costs of defending claims and investigations arising directly or indirectly from an alleged wrongful act of a director. This means that when a wrongful act is alleged, however unmeritorious that allegation, the director himself will have to bear the costs of legal advice of defending his position in any litigation or regulatory investigations relating to those allegations until the time when he is exonerated (and on some of the widest wording, perhaps not even then). For practical purposes, this rather drives a coach and horses through the benefit that such policies are intended to provide. Wrongful act can be wide enough to cover management misjudgment. It is certainly much wider than allegations of fraud. Even in cases of fraud it seems inequitable that directors and officers who are caught up in an investigation but will likely be shown at the end of the day not to have been fraudulent, are similarly disadvantaged by having no legal costs cover available to fund advice ." In this context I note the comment in the Daily Telegraph of 20 August 2002 that "the chairman of two companies in the renationalised railways industry (namely the Wheel Rail Interface Systems Authority and the Train Protection and Warning Systems Authority) are threatening to resign because they cannot get professional indemnity insurance".

I suspect that the position with insurance cover can never be resolved in a wholly satisfactory manner and there will always be a residual risk left with directors. A radical solution might be to allow non-executive directors to limit their liability to, say, a multiple of their annual remuneration, 5 years for example, in the case of deliberate concealment or fraud. In principle, any penalty against a non-executive director (absent fraud or deliberate concealment) should be assessed on the principles set out in chapter 8.8 of the UK Listing Authority's Guidance Manual which states in 8.8.3(4)(c) "the purpose of the penalty is not to render... a director or former director insolvent or threaten their insolvency provided that a director or former director does not reduce their net worth for the purpose of reducing their ability to pay a financial penalty".

C. Structures and accountability

Do existing structures and procedures facilitate effective performance by non-executive directors?

Possible issues for Comment:

16. *How is the Combined Code working in practice?*

As a legal adviser, my impression is that most listed companies are complying with the Combined Code and giving at least adequate explanations of how they comply.

In particular, how are the provisions on the balance between executive and non-executive directors and the role of independent non-executive directors working?

It may be that the Code provisions are a little too woolly to be effective. Best practice globally would tend to suggest that non-executive directors should comprise at least one half of the Board and not one third. As for independence, there are significant differences between what a Board might consider to qualify as independent (and the Combined Code does not require them to state the criteria on which they judge independence) and what institutional shareholders would consider as independent according to their own guidelines.

Is further definition needed of independence in the Combined Code and, if so, what would a sensible definition be?

Given the frequent contradiction between what the Board considers as independent and what leading institutional shareholders consider independent, it would on balance be useful to have a definition with the Boards having the option to categorise someone who did not fall within the independent definition as independent but justifying their position. (In practice, it may well be that they would not be able to justify the categorisation). Factors which would render someone non-independent might include the following:-

- A former employee of the Company, any company in the group and possibly any associate company and a partner or employee of a former auditor or other professional adviser, possibly subject to a time limit (five years in the case of the new NYSE guidelines).
- After a fixed length of time on the Board on the grounds that the director would by then have got too close to the management (so this argument depends on there having been no significant changes in management during the period); say ten years.
- A person who holds (or family members or trusts hold) a shareholding of, say, 10% or more – on the other hand an argument could be made that such a person is likely to be more independent of management.
- A major customer, supplier or lender or other material service provider to the Company.

Age (i.e. over 70) is suggested as a factor indicating non-independence by a number of institutional shareholders; I do not think that this necessarily follows although the number of years on the Board could (see above).

It might be sensible to follow the NYSE guidelines and require the Board to "affirmatively determine that the director has no material relationship with the listed company".

17. *Do the recommended structures for board committees facilitate governance and an effective contribution by non-executive directors?*

In principal, the recommended structures for audit committees and remuneration committees facilitate an effective contribution by non-executive directors in what Hampel would call their ancillary role of supervision. Particularly if the procedures recommended by Turnbull have been implemented, if there are proper reporting systems and controls and the right information is getting to the committee, the structures should be facilitating good governance.

Are board meeting procedures working effectively?

There is a difficult balance in overloading the Board with information and picking out those items which are essential for the Board to know, guidance to which should be possible if sensible reporting lines and authorisation limits and items reserved to the Board are observed. Again it is not practicable to be prescriptive.

Do you have comments on board size?

It is not practicable to be prescriptive but there appears to have been evidence that large Boards (over 15 members) are ineffective. The starting point should be that every Board member, whether executive or non-executive, should justify his or her contribution. In particular, there should not be a concept that a person should be on the Board quasi *ex-officio*, for example because he or she has just retired as an executive director.

18. *Do you have comments on the composition and duties of Audit Committees?*

Because of the perceived importance of audit committees, the recommendation should now be for all members of the audit committee and not merely of the majority, to be independent. It would follow that the chairman of the Board should not be a member. It is undesirable, particularly for a small listed company which may not be able to count three non-executive directors in total for the minimum number to be specified as three. The Interim Report of the Co-ordinating Group on Audit and Accounting Issues (URN 02/1092) published in July 2002 comes firmly to the view that the role in membership of audit committees need to be strengthened (1.6 and Section 4). The recommendation that it should be the audit committee that is responsible for recommending to shareholders the firm of auditors and the approval of the purchase of non-auditor services from the auditors seems sensible within limits. In a large group it should not be necessary for the audit committee to have to consider every purchase of non-audit services, for example due diligence and tax planning services in respect of a minor acquisition, but rather services over a certain threshold, with reports on the use of the auditors for smaller non-audit assignments.

The interim report at 4.14 proposes that the Government considers underpinning the role and responsibilities of audit committees in company law. It is not clear what they have in mind and whether they would be looking for particular qualifications for members of an audit committee, but this may be a retrograde step which would discourage otherwise appropriately qualified persons from serving on an audit committee.

How effectively are Audit Committees working in practice? Do you see a need to strengthen the existing Combined Code provisions on Audit Committees?

See above.

19. Similarly, do you have comments on the composition, duties or operation in practice of Nomination and Remuneration Committees?

The role and responsibilities of remuneration committees have been strengthened by the Directors' Remuneration Report Regulations 2002 and it might be sensible to wait until there has been at least one year of reporting under these Regulations before imposing additional requirements on remuneration committees. One point of particular concern is in relation to the remuneration of non-executive directors, particularly if it is concluded that significantly higher pay is required to attract and retain non-executive directors of sufficient independence and calibre. Who is to determine this?

20. What processes are in place for setting objectives and reviewing performance against those objectives, for the board as a whole and for individual directors?

No comment.

21. Could more be done to review performance? Should more information on board performance be reported to shareholders? Should companies provide more information on the performance of non-executive directors?

No comment, save as under 6.

22. Are non-executive directors able successfully to challenge executive decisions or expose serious problems? Should it be made easier for them to do so and, if so, how?

I am aware that non-executive directors are able to act successfully to ensure the removal from the Board of an executive where there has been a major loss of market confidence in that executive. As for challenging executive decisions, it is crucial that those matters reserved to the Board as opposed to delegated to the executives are set at a level where all major decisions are made by the Board, or by a committee of the Board on which a majority are non-executive directors, so that non-executive directors are able to challenge executive decisions. Clearly the list of matters reserved needs to be reviewed at least annually to ensure that it stays relevant for the company/group as it evolves. Code provision A.1.2 could be usefully expanded. It cannot be practicable for non-executive directors to get involved in all executive decisions; it might be sensible, however, for reports (and justifications where appropriate) to be made to the Board on all minor decisions with the opportunity to question them afterwards and, possibly as a result to amend the terms of the delegated authority.

D: Relationships with shareholders and others

Do existing relationships with shareholders or others need to be strengthened?

Possible issues for comment:

23. *How well do relationships between non-executive directors and shareholders and stakeholders work, and could they be improved? For example, we would be interested to hear views on what the relationship might be between non-executive directors and institutional shareholders. How could this relationship be strengthened?*

No comment.

24. *To what extent are Chairmen creating the conditions for non-executive directors to be effective? Is there more that they could do, by promoting constructive relationships, managing the discussion processes, encouraging challenging and effective contributions in board meetings and ensuring appropriate information flows, or otherwise?*

It is common, we believe, for relations between non-executive directors and institutional shareholders to be channelled wholly through the chairman, who is the public face of the Board. We would say that this should be a positive obligation on non-executive directors to attend shareholders' meetings; and not just the chairmen of the three corporate governance committees.

Clearly the answer to this will vary from company to company. Code provision A.4.1 already puts an obligation on the chairman to ensure that all directors are properly briefed on issues arising at Board meetings. It might be useful to expand this to include the matters referred to in the second part of this question.

25. *What should be the relationship between non-executive directors and executive directors, and with senior management? What should their relationship be with the Chairman and the Chief Executive? What should their relationship be with key advisers to the company?*

Clearly non-executive directors should meet with senior management (not being executive directors) at regular intervals with the relationship being such that a non-executive director could be a sounding board from the senior manager who may have concerns about the way the company is being managed. The need for independence from the executive directors, chairman, chief executive has been referred to above. Non-executive directors (and indeed executive directors in addition to the chief executive) should, for the same reason, be introduced to the key advisers and feel free to approach them direct, although it has to be said that this could be embarrassing (and create a conflict) for the adviser concerned.

26. *How can Company Secretaries support effective performance by non-executive directors?*

The main ways in which company secretaries can support effective performance by non-executive directors and:-

- (i) by ensuring that they receive regular and adequate information at a reasonable time in order to be able to contribute effectively to Board and Committee meetings;
- (ii) circulating full agendas and keeping and circulating full minutes of meetings;

- (iii) advising the Board on the procedure, ensuring that meetings are properly convened and held and that all filing and disclosure requirements under the Listing Rules and Companies Act are complied with.

It may also be the Company Secretary who is in a position to assess and sift the information provided.

E: Support

How can non-executive directors best be supported to perform their role?

Possible issues for comment:

27. *How much access to information from management do non-executive directors need to be effective? In practice, are information flows and communication channels sufficiently open and unrestricted?*

No comment.

28. *What training and development opportunities are available? Could they be improved and, if so, how?*

No comment.

29. *Can induction for non-executive directors be improved?*

No comment.

30. *Do non-executive directors get clear guidance on what is expected of them and do they get feedback on whether they are meeting expectations?*

No comment.

F: Smaller listed companies

In what ways is the position different for smaller listed companies?

Possible issues for comment:

31. *To what extent do different factors apply in the case of smaller listed companies? Is different provision necessary?*

It is often difficult for small listed companies to attract non-executive directors of sufficient calibre or number partly because they may feel constraint in the amount of consideration they offer, but more importantly because there is a perceived increased risk for non-executive director on the board of a smaller listed company. So long as provisions in relation to non-executive directors remain largely Combined Code based with the approach being "comply or explain", different provisions should not be necessary because smaller companies can always explain why they have not adopted certain of the code provisions. If there was to be more statutory provisions, it is likely that different provisions may become necessary.

G: International context:

What can we learn from international experience?

Possible issues for comment:

32. *What lessons can be learnt from international experience, either in terms of structures or behaviours?*

The UK must look internationally to be aware of best practice elsewhere and adopt those practices most appropriate to the UK. I have referred to some instances above.

33. *Do other models of corporate governance or different boardroom roles or dynamics contribute more to company performance?*

No comment.

34. *Would it be beneficial to bring UK practice more in line with that in any other countries? If so, why and how?*

No comment.

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