



The Association of Investment Companies

The AIC Code of Corporate Governance

A framework of best practice for Member companies

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Introduction

The original Code of Corporate Governance© produced by the Association of Investment Trust Companies (“AITC”) (now called the Association of Investment Companies (“AIC”)) (“AIC Code”) was published in July 2003 with the aim of providing boards of our Member companies with a framework of best practice in respect of the governance of investment companies. As the final shape of the revised Combined Code on Corporate Governance (“Combined Code”) was unveiled, the AIC published certain amendments to the AIC Code in January 2004. In April 2005 the Financial Reporting Council, the body responsible for the Combined Code, welcomed the AIC Code as a source of guidance on how to interpret the Combined Code in the context of investment companies. In February 2006, the Financial Reporting Council confirmed that AIC Member companies who report against the AIC Code and who follow the AIC’s Corporate Governance Guide for Investment Companies (see below) will be meeting their obligations in relation to the Combined Code and associated disclosure requirements of the Listing Rules.

The main purpose of this document is to bring together the 2003 AIC Code, its 2004 updates and some minor subsequent amendments into a single document. The preamble to the Combined Code recognises that investment companies have some characteristics which mean that not all of its provisions are appropriate. The intention behind the AIC Code is to provide directors of Member companies with a one-stop approach to corporate governance which deals with all the issues relevant to investment companies and enables boards to satisfy their responsibilities under the Combined Code.

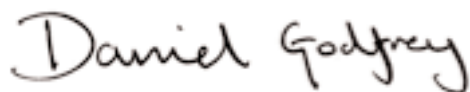
In conjunction with this document, the AIC has also produced a comprehensive guide on corporate governance which describes the relevance and applicability of each requirement of the Combined Code to investment companies and explains how the AIC Code translates each Combined Code requirement into a suitable framework. This separate guide also highlights specific corporate governance requirements contained in the Listing Rules which are relevant to Member companies. It also discusses the AIC Code in the wider corporate governance framework, as well as explaining the disclosure requirements for corporate governance statements.

The special factors faced by an investment company arise principally from two features. Firstly, the customers and shareholders of an investment company are the same, thus simplifying stakeholder considerations while magnifying the importance of this group's concerns. Secondly, an investment company typically has no employees and the roles of CEO (unofficially), portfolio management, administration, accounting and company secretarial tend to be provided by a third party fund manager (or delegated by it to

others) who may have created the company at the outset and have an important voice in the composition of the board. These factors mean that the fund manager is a more important stakeholder than a typical supplier. Equally the fund manager can have a position of influence on board deliberations that can be disproportionate relative to the shareholders, whose combined interests dwarf those of the manager. Accordingly, most of the AIC Code deals with matters such as board independence and review of management and contracts whereas in practice most of the time spent by a board of a well functioning investment company should be spent on matters of general corporate governance (e.g. investment strategy, performance monitoring, etc). Self-managed investment companies may have different arrangements in some aspects. These should be disclosed and explained in the context of their structure.

Corporate governance does not exist in a vacuum and the AIC encourages shareholders to engage with boards where and when appropriate and to give careful consideration to boards' proposals.

The AIC Code is "principles" rather than "rules" based and the detailed recommendations recognise that most issues boards will face may have different "right" approaches depending on the individual circumstances of the company. At the same time, to give greater transparency to investors, it should be best practice for AIC Members to state in their annual report and accounts whether they are adhering to the principles and following the recommendations contained in the AIC Code and if not, to explain why and/or to detail the steps they intend to take to bring themselves into line in future. AIC Member companies may also make a statement that, by reporting against the AIC Code and by following the AIC's Corporate Governance Guide for Investment Companies, they are meeting their obligations under the Combined Code (and associated disclosure requirements under paragraph 9.8.6 of the Listing Rules) and as such do not need to report further on issues contained in the Combined Code which are irrelevant to them as explained in the AIC's Corporate Governance Guide for Investment Companies. The AIC Code is copyrighted and only Members of the AIC may state that they are following the Code.



Daniel Godfrey

Director General on behalf of the AIC Board

FRC Endorsement of the AIC Code of Corporate Governance and the AIC Corporate Governance Guide for Investment Companies

On 3rd February 2006, the Financial Reporting Council confirmed that Member companies who report against the AIC Code of Corporate Governance produced by the Association of Investment Trust Companies (“AITC”) (now called the Association of Investment Companies (“AIC”)) (“AIC Code”) and who follow the AIC’s Corporate Governance Guide for Investment Companies (“AIC Guide”) will be meeting their obligations in relation to the Combined Code and paragraph 9.8.6 of the Listing Rules.

In our view, this means that Member companies who report against the AIC Code and who confirm that they follow the AIC Guide will be able to cover, in their corporate governance report, all the issues which the AIC Guide describes as being irrelevant for investment companies within one simple sentence. This sentence would explain that all the issues on which they do not report in detail are excluded because they deem them to be irrelevant to their company as explained in the AIC Guide. The particular areas which the AIC Guide identifies as being irrelevant and which therefore can be covered in this way include (with the exception of self-managed investment companies):

- the role of the chief executive
- executive directors’ remuneration
- the need for an internal audit function

In July 2006 the AIC produced a preamble, which Member companies can use in their corporate governance reports when using the AIC Code. This preamble helps investors to recognise that Members reporting against the AIC Code have fulfilled their Listing Rules obligation to confirm that their corporate governance report represents a description of how they have applied the provisions of the Combined Code. This preamble can be found in Appendix 1.



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14th February 2007

Jean Daniel.

Thank you for sending us copies of the updated AIC Code of Corporate Governance and your new Corporate Governance Guide for Investment Companies.

I welcome the changes to the AIC Code that reflect the changes made to the Combined Code last year relating to the composition of the remuneration committee, the publication of voting results and the provision of a 'vote withheld' option on proxy forms. The changes you have made ensure that the two Codes continue to be consistent

I can confirm that it remains the FRC's view that by following the AIC Corporate Governance Guide investment company boards should fully meet their obligations in relation to the Combined Code and Paragraph 9.8.6 of the Listing Rules.

Sincerely,

Chris Hogg

SIR CHRISTOPHER HOGG
Chairman

Background to the AIC Code

The purpose of the AIC Code of Corporate Governance is to provide boards with a framework of best practice for the governance of investment companies. The AIC Code is built around an understanding of the needs of shareholders, that is to say what they want or expect to achieve by holding shares in the company. These expectations are listed below:

What shareholders want

- The best possible share price total return with an acceptable level of risk consistent with the objectives of the company
- Clear objectives and transparent investment policies so that they can understand what they are buying and the risk/reward dynamics that apply
- A low expense ratio consistent with proper incentivisation for outstanding performance and quality service
- Good liquidity so that they can sell (or buy more) shares easily
- Good communication from the board and fund managers

It is the responsibility of the board to manage the company in such a way as to achieve these objectives. The role of the board of an investment company in delivering these objectives is summarised below:

The role boards play in delivering what shareholders want

- To bear the ultimate responsibility to shareholders at all times and over all issues notwithstanding any delegation of responsibilities to third parties
- The provision of an external view to support and add a different perspective to the manager to help optimise performance
- Striking the right balance between cost control and incentivisation to retain as much value as possible for shareholders whilst providing appropriate encouragement to managers to deliver superior returns at acceptable levels of risk

- The provision of an objective view on the benefits and timing of gearing decisions
- Ensuring that marketing, promotion and investor relations are conducted professionally, efficiently and cost effectively
- Objective monitoring of fund manager performance and willingness to press for remedial action if necessary
- Monitoring and responding to shareholder opinion
- Regular review of the structure, objectives, target audiences, fund manager and continued existence of the company
- Maintaining proper internal controls
- Ensuring that effective shareholder communications are established
- Ensuring that the fund manager manages within the agreed parameters set by the board

Taking into account the needs of investment company shareholders and the role played by the board in delivering these objectives, the AIC Code is based on the following fundamental principles:

Fundamentals behind the code

- Directors must put the interests of shareholders above all others
- Directors must treat all shareholders fairly
- Directors should be prepared to resign or take steps that could lead to a loss of office at any time in the interests of long-term shareholder value
- Directors should ensure that they address all issues of relevance and that they disclose the outcomes of those deliberations in a way that shareholders with limited financial knowledge can understand

The Principles

The Board

1. The chairman should be independent.
2. A majority of the board should be independent of the manager.
3. Directors should be elected for a fixed term of no more than three years. Nomination for re-election should not be assumed but be based on disclosed procedures.
4. The board should have a policy on tenure, which is disclosed in the annual report.
5. There should be full disclosure of information about the board.
6. The board should aim to have a balance of skills, experience, ages and length of service.
7. The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.
8. Director remuneration should reflect their duties, responsibilities and the value of their time spent.
9. The independent directors should take the lead in the appointment of new directors and the process should be disclosed in the annual report.
10. Directors should be offered relevant training and induction.
11. The chairman (and the board) should be brought into the process of structuring a new launch at an early stage.

Board meetings and the relationship with the manager

12. Boards and managers should operate in a supportive, co-operative and open environment.
13. The primary focus at regular board meetings should be a review of investment performance and associated matters such as gearing, asset allocation, marketing/investor relations, peer group information and industry issues.

14. Boards should give sufficient attention to overall strategy.
15. The board should regularly review both the performance of, and contractual arrangements with, the manager (or executives of a self-managed company).
16. The board should agree policies with the manager covering key operational issues.
17. Boards should monitor the level of the share price discount or premium (if any) and, if desirable, take action to reduce it.
18. The board should monitor and evaluate other service providers.

Shareholder communications

19. The board should regularly monitor the shareholder profile of the company and put in place a system for canvassing shareholder views and for communicating the board's views to shareholders.
20. The board should normally take responsibility for, and have a direct involvement in, the content of communications regarding major corporate issues even if the manager is asked to act as spokesman.
21. The board should ensure that shareholders are provided with sufficient information for them to understand the risk:reward balance to which they are exposed by holding the shares.

Detailed Recommendations

The Board

1. The Principle – The chairman should be independent.

Recommendations

Independence stems from the ability to make those objective decisions that may be in conflict with the interests of management. This in turn is a function of confidence (born of courage and experience), integrity (personal character) and judgement (born of knowledge and experience).

The chairman should have no relationships that may create a conflict of interest between the chairman's interest and those of shareholders.

No employee of the manager or executive of a self-managed company or ex-employee who has left the employment of the manager or the executive team of a self-managed company within the last five years should serve as chairman. Nor should a professional adviser to the manager or to the board of a company to which he/she provided services within the last three years serve as chairman. The chairman should not serve on any other boards of an investment company managed by the same manager.

The other independent directors should discuss the performance and continuing independence of the chairman on an annual basis and one of them should be deputed to speak to the chairman about their discussion.

There appear to be certain advantages in the concept of investment companies nominating a Deputy Chairman (who would fulfil the role of a senior independent director (SID)) or a SID in common with other companies. Alternatively, it may be appropriate for the chairman of the audit committee to fulfil this role. Firstly the Deputy Chairman or SID can take the lead in the annual evaluation of the chairman. Secondly, he/she can act as a channel of communication where shareholders have a problem with the chairman.

2. The Principle – A majority of the board should be independent of the manager.

Recommendations

An independent majority is required for a UK listing and is best practice for other Member companies. No more than one current or recent* employee of or professional adviser to the manager should serve on a board and any such directors should offer themselves for re-election annually.

In the case of a self-managed company, a majority of the board should be independent of the executive management but there is no restriction to the number of current or recent* employees who may serve as directors.

*'Recent' employee is generally taken to mean having been in the manager's employment within the last five years. However, some individuals, because of long service or their personal identification with the company in question, may never be regarded as 'independent' for the purposes of forming an independent majority on the board.

Directors who have had other commercial relationships within the last three years may also be considered to be 'non-independent' of the manager or the executive team of a self-managed investment company.

Whilst directors who sit on the boards of more than one company managed by the same manager are still perfectly entitled to serve as a director, they will not be regarded as independent either for the purposes of fulfilling the requirement that there must be an independent majority or for serving as chairman.

The board should state its reasons if it determines that a director is independent notwithstanding the existence of relationships or circumstances which may appear relevant to its determination, including if the director:

- has, or has had within the last three years, a material business relationship with the company either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the company;
- has received or receives additional remuneration from the company apart from a director's fee;
- has close family ties with any of the company's advisers or directors;
- holds cross-directorships or has significant links with other directors through involvement in other companies or bodies;
- represents a significant shareholder;

and additionally in respect of self-managed investment companies:

- has been an employee of the company or group within the last five years;
- participates in the company's share option or a performance-related pay scheme, or is a member of the company's pension scheme;
- has close family ties with any of the company's senior employees.

Many shareholders and commentators have a view that lengthy service on a board can compromise independence from the manager or the executive team of a self-managed investment company. The AIC does not believe that there is any evidence that this is the case for investment companies and therefore does not recommend that long-serving directors be prevented from forming part of an independent majority. However, where a director has served for more than nine years, the board should state its reasons for believing that the individual remains independent in the annual report.

Principle 3 on page 16 will ensure that the independent directors formally assess the issue of directors' continuing independence from the manager or executive team of a self-managed investment company and their contribution on a regular basis and that the basis of that assessment is disclosed. Principle 6 on page 19 should ensure that long-serving directors do not control a board.

Taken together, this should provide shareholders with confidence in the independence of their board or, if they disagree, sufficient information on which to make a decision to vote against re-election of a director.

3. The Principle –

Directors should be elected for a fixed term of no more than three years. Nomination for re-election should not be assumed but be based on disclosed procedures.

Recommendations

The chairman and the other independent directors should approve the nomination for re-election of directors and disclose the rationale in the annual report.

The deliberations over any nominee for re-election should take place in the absence of that nominee. After nine years, the term should be reduced to one year.

On resignation, a non-executive director should provide a written statement to the chairman, for circulation to the board, if they have concerns about the running of the company or a proposed action. Short of resignation, where directors have such concerns which cannot be resolved, they should ensure that their concerns are recorded in the board minutes.

4. The Principle –

The board should have a policy on tenure, which is disclosed in the annual report.

Recommendations

As mentioned in AIC principle 2 on page 14, some market participants believe directors should not be considered independent after nine years service, whereas others consider a longer tenure enhances the ability to be independent. Many boards function best when working together for years; others find regular changes to be desirable but awkward to achieve.

Provision A.3.1 of the Combined Code contains a provision that boards should state their reasons if they consider a director to be independent notwithstanding the fact that the director has served for more than nine years from the date of their first election.

Whilst the boards of investment companies, in common with the boards of other companies, are likely to benefit from a regular infusion of new blood, they are perhaps more likely than most to benefit from having at least one director with considerably longer than nine years' experience. Continuity, self-examination and ability to do the job should be the relevant criteria. The report on the annual evaluation of the board should state that each director's independence has been considered.

The key point is that a board should not become ossified with a large number of directors all serving for very long periods together. The achievement of a sensible balance is the most important objective in this regard.

It is the AIC's hope that the preamble to the Combined Code (which recognises that investment companies may find some of the standard provisions of the code inappropriate) and the AIC's recommendations on tenure and balance will give boards confidence in explaining why a director is viewed as independent, notwithstanding service which may be considerably more than nine years.

Each board should determine and disclose a policy on whether its directors should serve for a limited period of time (e.g. nine years). If there is no age limit in the company's Articles of Association, the board should determine whether or not there should be an age limit. Given the particular importance of the chairman, the board should also consider whether his or her tenure should also be finite. If so, he or she could continue as a director thereafter if consistent with the board's policy on tenure.

5. The Principle – There should be full disclosure of information about the board.

Recommendations

Conflicts of interest and remunerated association with any service provider – and particularly the manager – can interfere with a director’s ability to act independently on some issues. All relevant facts about directors should be disclosed. Biographical details published in the Directors’ Report of the annual report should include:

- Current employment and relevant experience
- All other public company directorships and employments with specific attention drawn to any other directorships of investment funds managed by the same manager. There may be occasions (e.g. Huntingdon Life Sciences) where a directorship need not be specifically identified
- Any current or historic employment by the manager and connections to the investment company or the manager
- Length of service and age
- Shared directorships of any commercial company with other board members
- Details of significant shareholdings in companies where:
 - the investment company has a notifiable stake in the same company; or
 - the investment company has a holding which amounts to more than 1% of the investment company’s portfolio.

(In considering what amounts to significant, directors should consider both the absolute amount of the shareholding, as well as the proportion it represents of their total portfolio of investments.)

The board should disclose in the annual report what arrangements it has made for an audit and remuneration committee. If the board has decided that the entire board should fulfil either or both of these roles, it will need to explain why it has done so. For example, a board might say that it considers its size to be such that it would be unnecessarily burdensome to establish a separate audit and/or remuneration committee. Details of the

structure, role and responsibilities of these functions can be found in the 'Detailed Requirements' section of the AIC's "Corporate Governance Guide for Investment Companies" which can be found on the AIC's website at www.theaic.co.uk/technical. Directors should explain in the annual report their responsibility for preparing the accounts and there should be a statement by the auditors about their reporting responsibilities.

If separate audit, remuneration and/nomination committees are established, formal terms of reference reserved for that committee's decision should be made available (this requirement could be met by including the information on a website that is maintained by or on behalf of the company).

The annual report should identify the chairman, the senior independent director (if there is one) and the chairmen and members of any nomination, audit and remuneration committees. It should also set out the number of meetings of the board and those committees and individual attendance by directors.

6. The Principle – The board should aim to have a balance of skills, experience, ages and length of service.

Recommendations

In this way a board can bring to bear appropriate expertise to as many of the issues that it may face as possible. It will also be best placed to refresh itself in an orderly manner over time. Boards should indicate in the annual report any gaps that they have identified and, if so, how they intend to improve their balance over time. As referred to in principle 5, the annual report should spell out in the Directors' Report the relevant skills and experience of each director.

When considering new appointments the board should be seeking to fill gaps in the mix. This could be to add skills in investment management, performance analysis, corporate finance, marketing, legal, accounting and so on. It could also seek to diversify the age range of the board.

7. The Principle –

The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.

Recommendations

To help boards of Member companies with this specific principle, the AIC has produced a “Guide to Performance Appraisals for Non-Executive Directors of Investment Companies” which is available on the AIC’s website at www.theaic.co.uk/technical.

8. The Principle –

Director remuneration should reflect their duties, responsibilities and the value of their time spent.

Recommendations

There should be a formal and transparent procedure for developing policy for fixing the remuneration packages of individual directors. No director should be involved in deciding his or her own remuneration.

Provision should be made for additional remuneration where directors are involved in duties beyond those normally expected as part of the director’s appointment. In such instances, the board should provide details of the events, duties and responsibilities that gave rise to any additional payments in the annual report. The increased responsibilities of directors make the present level of fees look too low in many cases.

Whilst directors owning shares is strongly encouraged, it should not be compulsory. There are advantages for directors of companies that have more than one class of share in holding the shares on a pro rata basis. There is support for directors to be paid or part-paid in shares but not, in the usual case, for them to be awarded stock options.

Director’s potential liability is currently a matter of concern. The first concern of directors in this regard is to ensure that their duties are carried out in such a way that no legal suit can be reasonably brought against them. They should still endeavour to ensure that they have suitable

insurance cover. Cases might be brought by plaintiffs which conjoin directors to other parties and which can take years (and considerable legal fees) to be resolved. Directors need to take all action open to them to ensure that there is no possibility of any insurance cover lapsing before any legal proceedings commence, and that there are no other unforeseen limitations to their cover. Adequacy of insurance cover can be a very real issue in cases of large losses.

9. The Principle –

The independent directors should take the lead in the appointment of new directors and the process should be disclosed in the annual report.

Recommendations

Either the whole board should together nominate candidates for the board, or the board should establish a nomination committee of independent directors. If the whole board nominates candidates, it should explain in the annual report why it has done so rather than establish a separate nomination committee. For example, a board might say that it considers its size to be such that it would be unnecessarily burdensome to establish a separate nomination committee. In either case, only the independent directors should vote on candidates for the appointment of new independent directors.

10. The Principle –

Directors should be offered relevant training and induction.

Recommendations

Investment companies should offer induction training to new directors about the company, its managers, their legal responsibilities and investment company industry matters. Subsequently, ongoing training should be offered as required.

11. The Principle –

The chairman (and the board) should be brought into the process of structuring a new launch at an early stage.

Recommendations

New companies tend to be created by the manager or sponsor. No board exists at the outset for the independent appointment of new directors.

The chairman should be selected at the earliest practicable point in the process of launching a new company, and should be involved in the selection of the rest of the board as soon as possible thereafter.

The new board should assume their responsibilities and be involved in the process at the earliest possible point. The new board should satisfy itself that the proposed new company is fundamentally sound and has a *raison d'être* in the market place.

The new board should be able to seek independent advice paid for by the manager and sponsor, should it feel the need, in the process of its due diligence. Recently, turbulent markets have served as a sharp reminder that directors can be personally liable for any errors, omissions or misleading statements in a prospectus.

New companies applying for admission to membership of the AIC should be able to confirm that they have complied with this principle and disclose any deviation from the recommendations.

Board meetings and the relationship with the manager

12. The Principle –

Boards and managers should operate in a supportive, co-operative and open environment.

Recommendations

The ideal relationship is where the manager effectively acts as the CEO of the Member company, taking the initiative on all aspects of its operations, under the guidance and formal approval of the board.

13. The Principle –

The primary focus at regular board meetings should be a review of investment performance and associated matters such as gearing, asset allocation, marketing/investor relations, peer group information and industry issues.

Recommendations

In some cases a board may wish to set the level of gearing and asset allocation and in others it may wish to set parameters within which the manager can operate in the course of its day-to-day portfolio management.

For its review of investment performance the board might find it useful for the manager to prepare attribution and volatility analyses. Detailed advice on gearing (amount, currency, fixed or floating rate etc) can often be provided best by the fund manager's bond/currency teams rather than its equity portfolio managers. Boards should focus on share price performance as well as net asset value performance.

A review of marketing and shareholder communication strategies should include the establishment of steps to mitigate the potential conflicts that the manager may have in promoting the company alongside any open-ended fund business that it may conduct.

Other items which should be considered include a risk map, share buy-back and treasury share policy, the performance and cost of other service providers (broker, legal advisers, custody, company secretarial etc – see principle 18), director remuneration and liability cover.

The chairman is responsible for ensuring that the directors receive accurate, timely and clear information.

14. The Principle – Boards should give sufficient attention to overall strategy.

Recommendations

Some boards have found it useful to have a specific annual strategy session separate from the normal agenda items. For example, the board could consider matters such as the original prospectus objectives, their continuing relevance and whether the investment policy and style continue to enjoy sufficient support from investors. Issues that could also be discussed include:

- Whether it is in the interests of the shareholders that the company should continue in its present form (or at all).
- Whether the company should have regular continuation votes and, if so, how often?
- The investment mandate and long-term investment strategy and performance of the company and appropriate guidelines within which the manager should operate.

15. The Principle – The board should regularly review both the performance of, and contractual arrangements with, the manager (or executives of a self-managed company).

Recommendations

It should become best practice for a management engagement committee consisting solely of directors independent of the manager (or executives) to make this review annually with its decisions and rationale

described in the annual report. The long-term nature of the advantages of investment companies suggests that frequent changes in management arrangements would be undesirable. Issues include:

- Monitoring and evaluating the fund manager's investment performance and, if necessary, providing appropriate guidance.
- Considering the merit of obtaining, on a regular basis, an independent appraisal of the manager's services.
- Requiring the manager to provide attribution and volatility analyses and whether it should be published at least annually.
- Putting in place procedures by which the board regularly reviews the continued retention of the manager's services.
- Reviewing the level and method of remuneration, the basis of performance fees and the notice period. The board should give due weight to the competitive position of the company against the peer group.
- Considering whether the initial and annual fee should be based on gross assets, net assets or market capitalisation.
- If there is a performance related element, or the introduction of a performance fee is under consideration, the review should seek to ensure that the basis does not encourage excessive risk and that it rewards demonstrably superior performance by the manager in managing the portfolio against the company's stated objectives when compared to a suitable benchmark or peer group. Key factors to be considered include:
 - The views of shareholders
 - Appropriate benchmarks/hurdle rates
 - A reduction in the basic fee when a performance fee is introduced
 - A cap on the performance fee
 - A high water mark
 - A combination of short-term and long-term measurements and incentives

- Ensuring that a sound system of internal control is maintained to safeguard shareholders' investment and the company's assets. A review of the effectiveness of the system of internal control should be made annually. Such a review should be reported to shareholders.

The AIC has produced a paper entitled "Evaluation of the Manager: A Paper for Non-Executive Directors of Investment Companies on meeting the requirements of the Listing Rules". This is available on the AIC's website at www.theaic.co.uk/technical.

16. The Principle –

The board should agree policies with the manager covering key operational issues.

Recommendations

The board should agree matters over which the manager has discretion and the areas of decision-making that are exclusively reserved for the board. Key operational issues could include:

- Agreeing a policy with the manager regarding voting and corporate governance issues in respect of holdings in the company's portfolio. The agreement should take account of the Institutional Shareholders' Committee's recommendations on shareholder engagement (these can be found at www.institutionalshareholderscommittee.org.uk/library.html).
- Defining the scope of the manager's responsibilities, including the principal operating issues (such as the methodology for performance benchmarking, hedging, gearing, share buy-backs) and agreeing the procedure for the manager to report back to the board.
- Identifying any circumstances in which the manager should refer to the board for approval before undertaking transactions. This might include dealing in any other investment funds managed by the fund manager or investing in new issues of other closed-end funds managed by others.

- Agreeing that the manager inform the board of any conflicts surrounding share trades and votes. This can be useful to help individual portfolio managers defend themselves from unwanted pressure from within the management company.
- Agreeing a policy on whether the manager should be permitted to use the commissions paid by the company (soft commissions) to pay for services used by the manager. In this regard the board may wish to review and apply FSA disclosure proposals regarding soft commission arrangements.

**17. The Principle –
Boards should monitor the level of the share price discount or premium (if any) and, if desirable, take action to reduce it.**

Recommendations

Boards should discuss the company's absolute and relative level of discount and its volatility. They should consider the share price and asset performance and ways in which future share price performance might be enhanced – these should include:

- The investment mandate and objective
- The effectiveness of marketing and shareholder communication strategies. In particular, the board should ensure that any potential conflicts that the manager may have in promoting the company because of other interests they may have with open-ended funds are addressed and mitigated.
- Measures of investor sentiment
- Share buy-backs and treasury shares
- The number and position of competitive companies in their peer group.

**18. The Principle –
The board should monitor and evaluate other
service providers.**

Recommendations

The board should determine which services (such as secretarial, custody, settlement, registration) should be sub-contracted and establish the procedures by which the providers, to whom these services are delegated, should report back and the methods by which these providers are monitored and evaluated.

The board should put in place a structure for the regular review of these delegated services to ensure their continued competitiveness and effectiveness.

In practice, boards will be heavily reliant on their manager or company secretary for much of this process.

In particular, boards should satisfy themselves that the auditor is not conflicted by any work for the manager and that any potential conflict has been satisfactorily resolved.

19. The Principle –

The board should regularly monitor the shareholder profile of the company and put in place a system for canvassing shareholder views and for communicating the board's views to shareholders.

Recommendations

This can include the commissioning of regular reports from the company's brokers and manager or appointing a qualified independent industry consultant.

The chairman should ensure that a contact procedure is laid out in the annual report for shareholders who wish to communicate directly with the board. Boards should consider having the chairman or another independent director accompany the manager to some meetings with major investors so that they could contact the board member directly if they subsequently wished to do so.

Boards should make themselves aware of the corporate governance attitudes of their shareholders and give them due consideration so that they are able to hold constructive dialogue where the views of the board and those of shareholders diverge.

The board should state in the annual report the steps they have taken to ensure that the members of the board have an understanding of the views of major shareholders about their company.

The board should use the AGM to communicate with investors and to encourage their participation.

At any general meeting, the company should propose a separate resolution on each substantially separate issue, and should in particular propose a resolution at the AGM relating to the approval of the report and accounts.

For each resolution, proxy appointment forms should provide shareholders with the option to direct their proxy to vote either for or against the resolution or to withhold their vote. The proxy form and any announcement of the results of a vote should make it clear that a “vote withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against the resolution.

The results of votes on resolutions should be published on a website.

20. The Principle –

The board should normally take responsibility for, and have a direct involvement in, the content of communications regarding major corporate issues even if the manager is asked to act as spokesman.

Recommendations

This is not intended to refer to day-to-day operational, investment or marketing communications. The board should be informed (although this should not imply formal approval) of relevant promotional material that is issued by the manager.

21. The Principle –

The board should ensure that shareholders are provided with sufficient information for them to understand the risk:reward balance to which they are exposed by holding the shares.

Recommendations

The following should be disclosed to shareholders in as plain language as possible:

- In the annual report there should be a detailed discussion of those areas of decision-making reserved to the board and those over which the manager has discretion (e.g. is the level of gearing set by the board or does the fund manager operate within pre-set limits?)

- A discussion of the manager's overall performance, e.g. investment performance, portfolio risk (e.g. concentration, gearing, liquidity and any other special factors), operational issues such as compliance etc.
- The board should ensure that a full portfolio listing is made available to shareholders at least once a year, and where it is not contained in the annual report, a reference should be given explaining where it can be found. Shareholders should normally know precisely in what securities their company is investing. There may, however, be circumstances when a board decides that such disclosure would not be in the best interest of shareholders (e.g. Huntingdon Life Sciences or a programme of buying or selling an illiquid portfolio).
- For split capital and quasi split capital companies, a sensitivity analysis should be provided showing the effect on the asset backing of each share class of a matrix of possible returns, on both a short and long-term basis e.g. -5, 0, + 5, and +10% per annum over the long term and -20 and -30% per annum over two years. For split or quasi split capital "barbell" funds (those having more than one type of portfolio) these returns should be assumed for parts of the portfolio as well as the entire portfolio as appropriate.
- The wipe out hurdle rate (the rate of decline in the portfolio that would cause total loss of capital value) for each share class (apart from annuity shares) should be shown in the prospectus and re-calculated for each annual report and accounts.
- Total expense ratios and their impact on capital erosion per share class should be itemised.
- Sufficient disclosure of bank-borrowing covenant details (if any) should be made to allow shareholders to understand the circumstances under which loans might be repayable and the extent of any cancellation costs. If this information is not disclosed, the effect of breaching bank-borrowing covenants is not immediately obvious as has clearly been evident with some highly geared split capital investment companies. Where companies have covenants, shareholders should have sufficient information to understand the consequences of any material breach.

Appendix 1: Preamble to an investment company's corporate governance report

The Board of XXX plc has considered the principles and recommendations of the AIC Code of Corporate Governance ("AIC Code") by reference to the AIC Corporate Governance Guide for Investment Companies ("AIC Guide"). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in Section 1 of the Combined Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to XXX plc.

The Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the Combined Code), will provide better information to shareholders.

The company has complied with the recommendations of the AIC Code and the relevant provisions of Section 1 of the Combined Code, except as set out below.

The Combined Code includes provisions relating to:

- the role of the chief executive
- executive directors' remuneration
- the need for an internal audit function

For the reasons set out in the AIC Guide, and in the preamble to the Combined Code, the Board considers these provisions are not relevant to the position of XXX plc, being an externally managed investment company. The company has therefore not reported further in respect of these provisions.

Main text including:

- *narrative explaining how the investment company has applied the principles of the AIC Code.*
- *areas of non-compliance with the AIC Code and/or non-compliance with Combined Code, reasons for non-compliance, period of non-compliance, etc.*

Note: when disclosing areas of non-compliance, it is not necessary to identify the specific recommendation of the AIC Code, or provision of the Combined

Code (e.g. by the inclusion of paragraph/page numbers), or whether this issue is one that is covered only by the AIC Code, or the Combined Code, or both, providing that the area of non-compliance is clearly explained.

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