

Word Count: 2004

Introduction

In United Kingdom, excessive pay for executive directors has been under the spotlight of the public and media since early 1990s for having no direct relation with the performance of the company. Executive remuneration in publicly listed companies has no statutory limit or a defined structure. Instead, companies with a Premium Listing on the London Stock Exchange are required by the Financial Conduct Authority's Listing Rules to observe the UK Corporate Governance Code.¹ It operates on a 'comply or explain' basis requiring companies to comply with the guidelines and principles provided by the Code on the level and elements of executives' remuneration, or providing a public explanation for their non-compliance. Corporate governance is the system by which companies are directed and controlled to enhance transparency and accountability in the company's dealing.² The Code is further reinforced and supplemented by best practice guidance provided by investor groups to recommend shareholders on voting for resolutions put forward by companies. Moreover, all companies must abide by the primary corporate legislation found in the **Companies Act 2006** (CA 2006).³ Likewise, companies should also abide by their articles of association, which is known as their company's constitution. It prescribes regulations for the company which may also cover executives' remuneration and where conflict arises, the CA 2006 prevails, unless quoted otherwise. This essay will examine all existing regulations on executive pay for publicly listed companies and the recommendations of the Green Paper on Corporate Governance in relation to shareholders' binding annual votes and long term performance with respect to executive pay.

Best Practice Guidelines

The UK Corporate Governance Code (formerly the Combined Code) sets out standards of good practice for listed companies on various aspects, including remuneration. The Cadbury Report 1992 was the first corporate governance mechanism that sought to address the continuous excessive rise of directors' remuneration and the lack of connection between executives' pay and company performance. One of its key recommendations was to appoint a remuneration committee consisting of wholly or mainly non-executive directors (NEDs)⁴ and executives should not be permitted from taking part in decisions relating to their own pay to avoid issues of conflict of interest⁵. Three years later, the Greenbury Report went a step further from Cadbury Report and recommended that all remuneration committees should be made up of wholly NEDs⁶ and should adopt long-term performance schemes to encourage the long-term success of the company and also as a means of aligning the interest of the executives with that of the company and its shareholders.⁷ As a response to the suggestions provided by the two previously mentioned reports, without elaborating further on executive

¹ Department for Business, Energy & Industrial Strategy, *Corporate Governance Reform* (2016 Green Paper), 45.

² Committee on the Financial Aspects of Corporate Governance, 1992, para 2.5 <<http://www.ecgi.org/codes/documents/cadbury.pdf>> accessed 18/02/17.

³ The Companies Act 2006, referred as the CA 2006 therein.

⁴ Ibid, para 4.42.

⁵ Ibid, para 4.42.

⁶ Greenbury Committee, 1995, para 4.8 < <http://www.ecgi.org/codes/documents/greenbury.pdf>> accessed 18/02/17.

⁷ Ibid, para 6.38.

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Table of Contents Names Essay First Grade

1. Understanding the eBook Names Essay First Grade
 - The Rise of Digital Reading Names Essay First Grade
 - Advantages of eBooks Over Traditional Books
2. Identifying Names Essay First Grade
 - Exploring Different Genres
 - Considering Fiction vs. Non-Fiction
 - Determining Your Reading Goals
3. Choosing the Right eBook Platform
 - Popular eBook Platforms
 - Features to Look for in an Names Essay First Grade
 - User-Friendly Interface
4. Exploring eBook Recommendations from Names Essay First Grade
 - Personalized Recommendations
 - Names Essay First Grade User Reviews and Ratings
 - Names Essay First Grade and Bestseller Lists
5. Accessing Names Essay First Grade Free and Paid eBooks
 - Names Essay First Grade Public Domain eBooks
 - Names Essay First Grade eBook Subscription Services
 - Names Essay First Grade Budget-Friendly Options
6. Navigating Names Essay First Grade eBook Formats

- ePub, PDF, MOBI, and More
- Names Essay First Grade Compatibility with Devices
- Names Essay First Grade Enhanced eBook Features
- 7. Enhancing Your Reading Experience
 - Adjustable Fonts and Text Sizes of Names Essay First Grade
 - Highlighting and Note-Taking Names Essay First Grade
 - Interactive Elements Names Essay First Grade
- 8. Staying Engaged with Names Essay First Grade
 - Joining Online Reading Communities
 - Participating in Virtual Book Clubs
 - Following Authors and Publishers Names Essay First Grade
- 9. Balancing eBooks and Physical Books Names Essay First Grade
 - Benefits of a Digital Library
 - Creating a Diverse Reading Collection Names Essay First Grade
- 10. Overcoming Reading Challenges
 - Dealing with Digital Eye Strain
 - Minimizing Distractions
 - Managing Screen Time
- 11. Cultivating a Reading Routine Names Essay First Grade
 - Setting Reading Goals Names Essay First Grade
 - Carving Out Dedicated Reading Time
- 12. Sourcing Reliable Information of Names Essay First Grade
 - Fact-Checking eBook Content of Names Essay First Grade
 - Distinguishing Credible Sources
- 13. Promoting Lifelong Learning
 - Utilizing eBooks for Skill Development
 - Exploring Educational eBooks
- 14. Embracing eBook Trends
 - Integration of Multimedia Elements
 - Interactive and Gamified eBooks

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