ON THE FINANCIAL ASPECTS OF CORPORATE GOVERNANCE

COMMITTEE

hi Adrian Spare for retention CAD-0224)

PO Box 433 Moorgate Place London EC2P 2BJ Tel: 071-628 7060 ext 2565 Fax: 071-628 1874

30th December, 1991

Terry Arthur Esq., 23, St. Mary's Street, STAMFORD. Lincs. PE9 2DG.

Dien Derry,

Many thanks for your letter of 9th December and the article from Pensions Management, which I read with interest.

I promised that I would let you have a copy of an American paper (by Gilson and Kraakman) which urges the creation of a market for professional outside directors. The paper is strong on setting out the arguments against non-executive directors of the traditional type, but less strong on identifying where the new professionals are to be found, and how they are to be recruited.

With best wishes,

your nicerely,

Nigel Peace Secretary

Terry Arthur BSC FIR FIS FEMI

Institutional Investment Strategy

23 St Mary's Street **STAMFORD** Lincs PE9 2DG Telephone 0780-53525 Fax 0780-65610

Nigel Peace Committee on Financial Aspects of Corporate Governance P.O. Box 433 **Moorgate Place** London, EC2P 2BJ

9th December 1991

Strictly personal

Dear Nigel

Corporate Governance

I very much enjoyed our brief chat at the Economist's conference last week.

As promised I enclose a little bumph about my own position - essentially that of an ex-consulting actuary on investment issues, now an independent non-executive in the financial sector. I also enclose a copy of a short article I wrote on Corporate Governance for Pensions Management (in which I quote your brother). Another article, on dividend policy, is due to be published in the next issue of Benefits International. This was the article I mentioned in which I quote Sir Adrian, and in which I also make a point about professional or full time non-executives. I would be very interested in your reaction to this.

I would be very grateful for any general ideas and suggestions you may have concerning the scope for independent non-executives.

With best wishes for the festive season

Terry Arthur

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