

which it said had improved how the company operates, would allow it to serve customers better and

outroom for the business earnings downgrades," as well as what it described as a "stretched" position with regards to its debt.



ALAMY
HSS Hire saw a tumultuous 2016, with its stock diving

- ◆ some analysts regard its debt position as stretched
- ◆ Analyst ratings on the stock are neutral
- ◆ The company is exposed to the home improvement market
- ◆ A focus on costs, as the CEO was its CFO
- ◆ Capital expenditure falling, so could generate more cash
- ◆ Profits growing at Hero Acquisitions wing

Prepare for a new era of restraint in executive pay

BEN MARLOW



It would be tempting to view the looming climbdown on pay at BP as something of a victory for shareholders, as well as common sense. Certainly both lost out last year.

Despite posting a thumping \$5.2bn (£4.2bn) loss in 2015, the BP board, led by invisible chairman Carl Henric vanberg, felt that chief executive Bob Dudley deserved a 20pc pay rise for his efforts. If only every employer was understanding.

Dudley took home nearly \$20m, an eye-watering sum by anyone's standards, but given that BP had just reported its worst-ever results, it's hard to escape the feeling that something has gone badly awry in Britain's boardrooms.

No wonder then that the 61-year old American became something of a household name for runaway executive pay and the revolt that followed. We are constantly being reminded that Britain has one of the strongest corporate regimes in the world, and while that is undoubtedly true, there is no doubt that there are still some serious flaws when it comes to executive remuneration.

The furor around Dudley's pay was demonstrated, shareholders essentially powerless to prevent a

company from paying their executives whatever they want to. Yes, they can register their disapproval with a no vote, but companies are free to ignore their opposition and plough ahead with the proposal.

To the man of the street it is weaknesses such as these that reinforce the view of unaccountability at the top of business, and have prompted the Government's threats to reform the system if it fails to reform itself.

And it's not just out-of-touch boardrooms that are in the firing line. The Prime Minister's statement that scrutiny of big business was "not good enough", was a clear warning shot to investors to get tougher.

The promise of intervention has clearly helped to focus minds, even if some of the more subtle aspects of the corporate governance debate have clearly been lost on Theresa May - the collapse of BHS for example had nothing to do with executive pay, nor is it clear how any of the current crop of proposals would have prevented it from happening.

Not only has there been a spike in pay protests, boardrooms suddenly seem to be taking them more seriously, reining back on the proposals that have been heavily rejected, rather than ignoring them.

Part of that, of course, is that investors are voting on pay policy this time around - the terms that will dictate what companies can pay out over the next three years, a result that is binding, unlike the bulk of those last

year. In the case of BP, Dudley's maximum annual pay over the forthcoming three-year period will be around £12.2m, including his salary. While still an astronomical figure to most mere mortals, a £5m cut from his last package represents a sizeable drop for someone in the mega-league of pay like Dudley, and a sign that BP hasn't been deaf to the widespread criticism that followed last year's bumper payout.

Still, not everyone is convinced that the carrot approach will be effective. The Commons Business, Energy and Industrial Strategy Committee, led by Sir Philip Green's nemesis Iain Wright, has published a grant report calling for a series of big changes.

As with the Government's own Green Paper, some of the proposals merit consideration, such as forcing remuneration committee chairmen to resign if their proposals aren't backed by 75pc of shareholders. For too long Remco bosses have got away with wildly misjudging the mood among shareholders, or ignoring it altogether, only for a pay proposal to receive an almighty backlash, further inflaming relations with investors.

A call to scrap so-called Long-Term Incentive Plans, which today account for the biggest share of remuneration at Britain's blue-chip companies, sounds radical but may well have legs. Critics say they have helped to exacerbate the pay gap, and too often reward bosses for routine performance based on a narrow set of criteria. Judging performance against

customer services, safety, employment, and environmental issues, rather than a company's share price performance, seems like common sense rather than some huge affront to free markets. Indeed, it is a move that some of the biggest fund managers in the City are privately pushing for.

Other recommendations such as a "traffic light" system by which the FRC judges businesses on corporate governance, feel poorly thought-through, and are unlikely to strike fear into many boardrooms. The report claims that a red, amber, green rating set-up would encourage investors, suppliers and employees to pressure boards into being more accountable.

However, there are fears that rather than boosting accountability, an FRC "green light" could be used as an easy excuse to reduce shareholder dialogue. The Government is right that trust in business has sunk to a new low but it is important not to confuse the collapse of BHS and poor employment practices at Sports Direct, with continued high executive pay.

However, there is no doubt that the issue that really inflames public opinion is reward for failure. Although it is yet to be decided which of the many proposals will eventually be introduced, it seems certain that a new era of restraint upon us. After more than three decades of unchecked growth in gap between boardroom pay and average worker pay, a reversal is long overdue.

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