

**INSTITUTE AND FACULTY OF ACTUARIES  
COUNCIL MEETING  
APPROVED MINUTES**

Thursday 7 March 2024, 09.00-17.30 GMT and Friday 8 March 2024, 08:30-12:30 GMT  
In person at Staple Inn Hall, London and by videoconference

Council Members Present:

Kalpana Shah (President and Chair)			
Nico Aspinall	Simon Jones	Alan Rae	Sandy Trust
Oliver Bettis	Patrick Kelliher	Matt Saker	Peter Tompkins
Cherry Chan	Yan Liu	Hilary Salt	Mark Williams
Kudzai Chigiji	Hannah Long	Hitesh Shah	Cynthia Yuan
Charles Cowling	Janet Moss	Sunil Sharma	Masimba Zata
Matthew Edwards	Mukami Njeru	Malcolm Slee	
Richard Galbraith	Matthew Pearlman	Katie Sokolowski	
Dan Georgescu	Melanie Puri	Kartina Tahir Thomson	

In Attendance:

Grahame Stott	Chair of IFoA's Management Board
Ben Kemp	IFoA, Interim Chief Executive Officer
Sarah Drummond	IFoA, Interim General Counsel (for item 8)
Clifford Friend	IFoA, Director of Learning and Engagement (item 5)
Anne Moore	IFoA, Director of Finance and Operations (item 3)
Kate Shasha	IFoA, Director of Strategy and Chief of Staff (items 8-9)
Peter Walker	IFoA, Director of Marketing and Public Affairs (items 5-6, 8-9)
Serrina Galleymore	IFoA, Head of Risk (from item 5)
Chloe Duncan	IFoA, Diversity, Equity and Inclusion Business Partner (item 15)
Jo Jones	IFoA, Chief of Staff
James Harrigan	IFoA, Corporate Secretary

**Closed Session**

A closed session was held for Council members only.

**1. Introduction, Apologies, Register of Interests**

- 1.1 The Chair welcomed everyone to the meeting. No apologies were received.
- 1.2 Council members noted the Register of Interests. Having noted that some entries in the Register were incomplete or absent, the Chair advised that copies of the relevant form were available in the room for members to complete and submit to the Corporate Secretary, who would then update the Register.
- 1.3 The Chair then gave a brief introduction to some of the key topics and considerations to be discussed and decided upon at this meeting, setting them in the wider context of member engagement/concern and **agreed** transition plans and timeframes.

**2. Council's Action List**

2.1 Council noted its action list and made the following comments:

- a) The Chair requested that all arising actions be identified and agreed in the days after a meeting, and thereafter set agreed due dates for completion, with greater clarity on when those due dates have been missed (and why).

**Action 1**
- b) On the action to produce a regular briefing note for Council members (as agreed at Council's last meeting), it was suggested that this be timed and positioned to ensure (amongst other benefits) a smooth transition for newly elected Council members. The Chair would meet with Ben Kemp and Peter Walker to discuss this further.

**Action 2**

### **3. Chief Executive Officer's Report**

- 3.1 Ben Kemp introduced this item, which provided Council with an overview of recent/key developments, alongside an update on the organisation's progress against its 2023/24 Corporate Plan and details of the Corporate Plan for 2024/25, as approved by the Management Board at its meeting in mid-February.
- 3.2 Council was informed that the key area of focus in recent months had been to stabilise the organisation internally and externally, to allow implementation of the IFoA's governance reforms to proceed smoothly and to being repositioning the organisation such that its (necessary) internal focus during the past year can be turned as much as possible to an external focus in 2024/25. This change of focus was reflected in the overarching themes of the IFoA's Corporate Plan for the coming year, by moving to a more strategic external focus, particularly around supporting members and enabling the executive and volunteers to work together effectively to drive forward the desired member service culture.
- 3.3 Council was advised that the 2024 Annual General Meeting was proposed to be held on 24 July as part of IFoA's Asia Conference in China (with Kartina Tahir Thomson's Presidential address taking place at Staple Inn Hall the following week). Council members were broadly supportive, noting the wider positives of hosting IFoA events in different parts of the world, whilst flagging points for consideration as part of making the arrangements (such as ensuring operational capability and contingency plans were in place in both China and the UK, including on the technology front, and being mindful of member disquiet about holding the AGM outside the UK).
- 3.4 Two suggestions made in relation to the AGM were to invite members to attend Staple Inn to view a live stream of the AGM, and to consider arranging a Leadership Team 'Q&A' event the week after the AGM, in case there is insufficient opportunity at the AGM to challenge/question them

#### **Actions 3 and 4**

- 3.5 Ben Kemp informed Council of the key points taken from his recent discussions with leaders and key stakeholders of other actuarial associations, including their (positive) views on the IFoA's governance reforms. It was noted that other professional membership organisations had also remarked positively on IFoA's achievement of agreeing those reforms.
- 3.6 There was a brief discussion of the progress towards developing/improving the 'culture' of the IFoA, with Ben Kemp describing the organisation as being on a journey towards the desired approach of executives and volunteers working together to a clear strategy. It was noted that, while there were intermittent successes in the approach, more needed to be done to define it before building it out further, and that recent discussions at the Management Board had identified the need for greater accountability and oversight around its development.

### **4. Update on investigation into leak of information to The Times newspaper**

- 4.1 Ben Kemp provided a verbal update on the progress of this investigation and summarised the governance arrangements within which it was been undertaken and overseen. He confirmed that the Management Board was expected to receive a report on the investigation, with conclusions and recommendations to consider. The continuing media interest in the IFoA on both the subject matter giving rise to the investigation and matters adjacent to it was noted, and guidance for Council members on what to do in the event of receiving enquiries about this.

### **5. Management Board Update**

- 5.1 Grahame Stott introduced this item, which provided Council with a summary of the Management Board's work since Council's meeting on 30 November 2023, notably including:
  - a) The progress towards appointing a new permanent Chief Executive of the IFoA and the timeline for concluding this. In noting the importance of the relationship between the roles of CEO and the Chair of the new IFoA Board, it was confirmed that the appointment of a permanent CEO had been put on hold pending the appointment of the Board Chair, who could then input to the appointment of the CEO.

- b) The current position of the IFoA's Learning Change Programme, particularly in view of the decision not to introduce a new online examination platform in 2024 and the decision to start that process over. The financial implications of that decision were noted, though it was also emphasised that the IFoA's financial position nevertheless remained stable. Questions were asked about how the risks around cheating in exams would be mitigated in the meantime; Grahame Stott advised Council that a good system to identify cheating post-examination was already in place and that further interim steps were already under consideration (and would be dealt with by the incoming IFoA Board as a high priority).
  - c) Preparations for the implementation of IFoA's governance reforms on 1 April 2024, including the Management Board itself being succeeded by the IFoA Board, in particular the work done to review the IFoA's Governance Manual (item 8 on the agenda for this meeting).
  - d) The development and approval of the IFoA Corporate Plan for 2024/25, with emphasis on delivering as a priority those objectives most aligned to improving the member experience.
  - e) The high-level results of the IFoA's Member Survey for 2023. The year-on-year fall in the scores was acknowledged to be of no surprise given the challenges the IFoA had faced in the past year but were disappointing nonetheless and requiring of a lot of hard work to turn it around. The overarching theme arising from the survey feedback was noted to be a desire from members to see the basic propositions executed more effectively. It was confirmed that the feedback and data from the survey would be scrutinised closely ahead of a report on learnings and next steps being presented to the Board in the coming months.
  - f) The recent activities of the Board's committees, and the progress of all aspects of the work being undertaken around the development of a sustainable membership model for the IFoA. It was recognised that the future board and committee structure (underneath Council and the IFoA Board) would not be known until the new Board has been fully established and the direction of travel arising from the Council Working Group's ongoing considerations are better known.
- 5.2 In response to a question to Grahame Stott about the loss of corporate memory (and how this could best be managed) – asked in recognition that he would be leaving his position of the IFoA at the end of the month, with the Management Board to be replaced at that point also – Grahame acknowledged the inherent challenges that the IFoA's current governance structure has posed in this regards and expressed confidence that the modernising reforms and associated clearer delegations would prove beneficial in the long term. He encouraged the Council Working Group to keep such considerations in mind when determining what the future of Council should look like.
- 5.3 The Chair concluded this item by thanking both Grahame Stott and Clifford Friend (who was also shortly to leave his position at the IFoA) for their time, commitment and service to the IFoA.

## **6. Advancing the IFoA Brand and the Brand of the Actuarial Profession - Update**

- 6.1 Peter Walker introduced this item, which provided Council with an update on the progress made in developing the IFoA brand and the "brand of actuary" and asked for feedback and guidance on the initial drafts of some key outputs from that work.
- 6.2 Key points raised in Council's ensuing discussion are as summarised below:
- a) The articulation on the 'brand of actuary' elevator pitch was challenged and some thought that it did not entirely distinguish IFoA from any other specific industry.
  - b) More thought needed to be given to the varying audiences – for example, that the pitch to a school leaver would be quite different to that for an employer.
  - c) Some members emphasised the attractiveness and value of emphasising the IFoA's UK/British heritage, though others considered that this might carry with it an 'exclusionary' aspect that could impeded the organisation's efforts to be truly global.
  - d) The articulation should speak to the fact that many actuaries work in traditional roles, by including key words such as risk, financial and future.

- e) The importance of striking a good balance between being modern and keeping tradition, as well keeping the pitch short (or having a ‘tagline’) to ensure it engages younger people and existing actuaries
- 6.3 In response to these points, Peter Walker confirmed that the aim was to agree on ‘core material’ on the brand of actuary that could be adapted to best fit its audience. In acknowledgment of the points made around the value of brevity, he confirmed that a shorter, sharper articulation would be brought back to the June 2024 Council meeting for approval.
- 6.4 Council members then discussed the ideas set out in the paper for this item on changing the name of the IFoA. The historical relevance of both ‘Institute’ and ‘Faculty’, and the enduring relevance and importance of these terms (and their associated post-nominals) to some members was acknowledged, but the potential value of modernising the name as part of refreshing the organisation’s brand was also noted.

## **7. Governance Review – Update from Council Working Group (CWG)**

- 7.1 Peter Tompkins introduced this item, which updated Council on the recent work and priorities of the CWG (further to the updates on same as given at Council’s recent informal engagement sessions), and which asked for Council’s views on a number of practical considerations relevant to the CWG’s upcoming consultation exercise with members on the future of Council.
- 7.2 A wide range of questions, concerns and views were shared on the intended approach of the consultation exercise, how the input and feedback received to it would be dealt with, and what the next steps/forward plan should look like. Notable points raised in the discussion are as summarised below:
- a) Questions were raised about the approach to be taken to asking questions in the consultation, in respect of the degree of steer/background that the CWG/Council would give. It was confirmed that, in line with past feedback, the questions posed in the consultation would be framed with an introduction/scene-setting context, with options given and pros/cons and comparators provided where relevant.
  - b) In response to a question about what would happen at the conclusion of the consultation – and more specifically, what Council would likely be expected to do with it at its meeting in June – it was confirmed that that intention was to bring a set of proposals to the June meeting and ask Council to vote in support of these, and thereafter take the proposals back to the membership for further discussion and initial exploration of support for them – with recognition that the process for enacting the changes would differ depending on what would need to be done to effect that change.
  - c) There was discussion about the pace at which this work should be progressed, with some members favouring more urgency and for Council to take a more proactive role in taking decisions and shaping debates, whilst others preferred to take a more cautious approach, noting the significance and complexity of some of the matters under consideration, the need for consistency and accuracy in the agreed position when it comes to codifying those changes in the IFoA’s constitution (where needed), and the lessons learned from the process followed when initially seeking to reform the IFoA’s governance arrangements in mid-2023, where the failure to engage effectively and listen to members’ concerns caused
  - d) On the issue of amending the IFoA’s constitution in due course to reflect the agreed outcomes of this work, it was acknowledged that this formal process would only begin at the conclusion of the 18-month ‘trial period’ under which the IFoA Board would operate under the delegated authority of Council (on the expectation that Council would at that time agree to initiate the process to codify those changes). The proposals on changing the future of Council would be agreed well in advance of that deadline and would then be presented to members for further consultation/discussion before any formal steps to implement the changes were taken.
  - e) On the question of how to get members engaged with the consultation, and thereby attract a wide range of viewpoints, Peter Tompkins confirmed that the CWG was open to all options including but not limited to in-person sessions, discussions/meetings at employers’ offices,

use of virtual formats and any other formats people were keen to suggest. On the more specific point of bringing Council members fully up to speed with the work and material of the CWG, it was broadly agreed that Council should be given the chance to be brought fully up to speed on the work done to date and challenge that as needed before the CWG proceeds to consult the members.

- 7.3 Peter Walker confirmed to Council that a revised version of the consultation document would be ready for presentation to CWG members to see early next week, and that assuming that feedback could be received promptly from that group, it could then be shared with Council in good time for discussion at its meeting on 20 March. Noting this, the Chair called for support to be made available to the CWG/Peter Tompkins as needed to enable progress against this timeline. It was confirmed that no hard expectations had yet been set with members around the timing and content of the consultation, so there was flexibility available in that regard if needed.

#### Actions 4 & 5

- 7.4 Peter Tompkins thanked Council members for their feedback, and in conclusion of this item, the Chair noted the agreed next steps on Council receiving the revised consultation document at its meeting on 20 March, ahead of proceeding cautiously but without losing the momentum already created in progressing this important work.

### 8. Governance Reform – Stage 1 Implementation

- 8.1 The Chair introduced this item, which provided Council with an update on the progress made with the IFoA's governance reforms since Council met to approve the same in December 2023, and asked Council to agree several specific proposals to allow the timely implementation of the reforms consistent with the message communicated to members in recent months.
- 8.2 First, Council was invited to consider and (if content) approve the changes to the IFoA's Governance Manual (and the Scheme of Delegations annexed therein), as reviewed and recommended by the Management Board and further to consideration by the IFoA's external legal advisers, as made to ensure consistency with (a) the IFoA Board's Terms of Reference and (b) the approved changes to the IFoA's Regulations (and limited at this stage to identifying and enacting only those changes considered necessary for clarity, accuracy and consistency).
- 8.3 In being asked to approve to Governance Manual, Council was simultaneously asked to approve a revised version of Council's Terms of Reference, updated for clarity and consistency from the indicative version approved by Council in June 2023, and the initial Terms of Reference for the IFoA Board, also updated for clarity and consistency from the version approved by Council at its meeting in December 2023, as each of these Terms of Reference were incorporated within the Manual.
- 8.4 Following discussion of the nature and extent of the changes to the Manual, and some challenge to some of the points raised therein, Council **approved the revised Manual** subject to incorporating the amendments listed below, and thereby **approved the proposed changes to the Terms of Reference for both Council and the IFoA Board**. One member voted against these proposals.

#### *Changes to the Governance Manual:*

- a) *Paragraph 2.2 of the Scheme of Delegations (IFoA response to external consultation) – in Notes, after 'Policy Advisory Group', add "in consultation with IB and/or Council as appropriate"*
- b) *Paragraph 3.2 of the Scheme of Delegations (Risk Appetite) – in Notes, delete "...as appropriate"*
- c) *IFoA Board Terms of Reference – ninth bullet under 'key responsibilities': delete 'regulatory'*
- d) *Amendments as may be required to reflect that the Audit & Risk Committee's reporting line will remain as Council until the 2024 Annual General Meeting, at which point it will change to the IFoA Board*
- e) *Amendments as may be required to reflect that the IFoA Board may suspend one of its members (including the Chair but excluding the CEO and/or President), but that the decision to terminate that individual's position on the Board is for Council to take.*

#### Action 6

- 8.5 It was noted that the revised Governance Manual did not include reference to the IFoA's Project Oversight Committee, which currently reported to the Management Board, as there was no agreement on what its reporting line should be under the revised governance arrangements, and so this would be left for the IFoA Board to determine.
- 8.6 Council was then asked to approve the IFoA's Suitability Assessment and Process, on the recommendation of the Nominations Committee, for use in the context of the ongoing 2024/25 President-elect selection process. There was first some discussion of how the process had operated to date, with some members expressing concern that the Nominations Committee had sole authority to decide which applicants should be put shortlisted as candidates (with less direct input from Council), and other members defending the process as fair and robust, and in accordance with the authority delegated to the Committee by Council. The need to encourage non-members of Council to submit nominations was also noted, though it was not thought that this should extend to guaranteeing one non-member on the shortlist of candidates. It was confirmed that the candidates would be assessed against the role specification being used in the recruitment process for the Non-Executive Director roles on the IFoA Board.
- 8.7 After brief discussion of how the Suitability Assessment and Process would be expected to work in practice, Council unanimously **approved** its use in the President-elect process.
- 8.8 Council members were then asked to reconfirm that the amendments to the Regulations should come into effect on 1 April 2024 as scheduled, but to delegate to the President reasonable discretion to vary this implementation date if necessary for practical reasons (and with the Terms of Reference and Governance Manual changes approved earlier in the meeting above to take effect concurrently with the Regulation changes). Alongside this, Council members were invited to note the process and guidance for ratification of IFoA non-executive Board members (including the Chair but excluding the President) as detailed in the paper.
- 8.9 There followed a detailed discussion of the proposed transitional arrangements and the plan to deliver them, along with the anticipated membership of the new IFoA Board on 'day one' (1 April 2024) and the process and timeline by which the remaining positions on the Board would be filled (and the role Council would play in respect of that process). Members debated the balance between delivering the proposed reforms on 1 April 2024 as intended and promised to members, and delaying implementation to ensure that everything is in place and working properly before taking that step. The importance of clear and open communication with members whatever was ultimately decided was emphasised. It was agreed that a decision on implementing the amended Regulation on 1 April (and associated proposals per the paragraph above) could be taken at Council's next meeting, scheduled for 20 March 2024.

## 9. Vision of the IFoA

- 9.1 The Chair introduced this item, which invited Council to challenge and refine a proposed vision statement for the IFoA as set out in the corresponding paper, with the intention that this could ultimately be used to steer the IFoA Board in its own development of a strategy that promotes a sustainable and ethical business model.

*To be the heart of a global network of actuaries, serving the public interest and valued by members. By providing an internationally recognised premier qualification, promoting actuarial science globally and supporting our members to be trusted and sought after for their valued analysis and authority.*

- 9.2 There followed a wide-ranging discussion during which Council members raised the following points of note:
- a) It was questioned whether Council's role was to set the vision for IFoA or for the actuarial profession.
  - b) There needs to be more certainty on whether the IFoA is – or means to be – a 'global' body, and for greater clarity on what that means in practice.

- c) In answering the question around global ambitions, the needs and expectations of UK-based members must not be forgotten. The vision of the IFoA for UK-based members was likely to be very different from that for its other members.
- d) It was also important to keep in mind that the UK regulators in this space expect the IFoA to be the 'local' professional body for actuaries in the UK.
- e) The IFoA's international strategy needs to recognise the realistic limits of the organisation's regulatory authority, in terms of how the Actuaries' Code and can be applied/enforced outside the UK.
- f) The IFoA should continue to aspire to offer a leading global qualification and seek to attract actuaries who want to work internationally, and to work with local associations to support members in those areas to deliver that offering.
- g) There needed to be discussion of the vision for actuaries – specifically, moving the profession beyond the financial realm. It was agreed that, whatever the vision ultimately decided upon, it should not be overly prescriptive of what the long-term vision should be.
- h) Bearing in mind all of the above, it was necessary for the IFoA to decide what it wants to be for whom, rather than trying to be a bit of everything to everyone – and also, to clarify whether the IFoA wanted to be at the centre of the global profession or in a position to influence it.
- i) It was suggested that, in order to boil down the IFoA's vision into a statement, there first needed to be a deeper discussion of what the IFoA will look like in 10-15 years, and define that in long form. The proposed vision statement defined what the IFoA is and does currently, and to that end would inform the IFoA Board to maintain the status quo. The vision should be phrased more ambitiously than that.

9.3 In conclusion of this item the following actions were agreed:

- a) To collate all past documents held by the IFoA/its members where discussion of the vision of the IFoA had been discussed.

**Action 9**

- b) That a high-level Vision Statement would be presented to Council's meeting in June 2024, based on the feedback from this discussion and on the advice of the Branding Steering Committee.

**Action 10**

- c) To explore the option of using external consultants to assist with the consideration of whether the IFoA's vision needs to be more nuanced and/or whether its strategy needs to be better thought-through.

**Action 11**

***End of day 1.***

## **10. Risk Matters**

### Strategic Risk Report

- 10.1 Serrina Galleymore introduced this item, which presented for Council's information and discussion updates from the IFoA's Strategic Risk Register relevant to provide Council with a clear understanding of the organisation's current residual risk profile.
- 10.2 Questions were asked about the assessment of the risk regarding IFoA's Learning Change Programme, given the decision not to introduce a new online examination platform in 2024 (and thus the further delay in introducing an online invigilation solution, and consequent greater risk to the IFoA's reputation in the meantime). In response it was confirmed that this risk had been assessed as continuing to be managed, with the same level of controls around it, and so remained in appetite and was not in a worse position than previous – though there was some disagreement with the latter assertion. It was confirmed that efforts were underway to identify an online proctoring solution that could be introduced as an adjunct to the existing platform.

10.3 There was brief discussion of reputational risk to the IFoA, and how this should be assessed given that the assessment of harm caused in this area is in many instances subjective. The potential risk of cheating in exams through use of generative AI was also noted.

#### Risk Appetites

10.4 Council was then asked to approve the IFoA's risk appetite levels. Council members were informed of the agreed process by which the appetites had already been reviewed, of the recommendations made by the Management Board when it reviewed the appetites at its meeting on 13 February, and of the broadly agreed feedback received at that meeting and the subsequent engagement session of Council around ensuring that the risk appetite criteria in the statements needed to be more relevant and measurable before the next formal review, with more clarity needed in the definitions.

10.5 Following discussion of the details of certain risk appetite areas, Council approved the risk appetite levels for those areas where the Management Board had come to an agreed recommendation, and for those areas where the Board did not arrive at an agreed position, Council confirmed the prevailing view expressed by Council members at its recent engagement session.

10.6 In conclusion of this item Serrina Galleymore confirmed that she planned to carry out a full review of the IFoA's risk appetites in 2024.

**Action 12**

### **11. Updates from Council members**

11.1 Council members were invited to speak to their fellow members on any matter of specific interest or concern to Council or the IFoA more broadly. In the wide-ranging discussion that followed, key points of note included:

a) The success of a recent IFoA Foundation event, which had good attendance and with good conversations regarding DEI around social mobility and making the foundation global. The IFoA's support for the Foundation, through recent discussions at Management Board, was confirmed.

b) The IFoA Foundation's Impact Report would be circulated to Council after the meeting.

**Action 13**

c) Consideration ongoing at the Finance & Investment Board NA about their own conference options in the absence of an IFoA Conference this year – following a successful webinar series discussions were ongoing with the Sustainability Board about opportunities for an event to discuss sustainable investment in the UK (and the possibility of this being a free event). There was encouragement for sustainable investment to be seen as a strategic topic for the IFoA; it was noted that Nico Aspinall and Ben Kemp were due to have a call with the CFA with an aim to ensuring a more joined-up education offering in this space.

d) The Pensions Board's spring pensions forum was due to take place next week with the Pensions Minister being key speaker; this had originally been an in-person, chargeable event but due to low interest was now online and free.

e) The upcoming Capital and Climate conference, with former IFoA President Louise Prior in attendance, was hoped to attract good interest. A question was raised about how feedback and learning from the discussions taking place at this and similar events are fed back into the IFoA's Practice Boards for onward consideration/action; it was confirmed that a process for this exists but needs to be more effective.

f) The upcoming 100<sup>th</sup> anniversary of Continuous Mortality Investigations (CMI) was noted.

g) It was questioned whether the IFoA could be doing more in respect of apprenticeships. It was suggested that the IFoA could engage with the 'Inspiring the Future' campaign, and several suggestions were offered in relation to activity/interacting with universities and their students. Ben Kemp acknowledged that the IFoA could do more with schools, and in doing something more formal in relation to apprenticeships, potentially a part of the refresh of the IFoA's learning and education strategy. Two actions arising from this part of the discussion were:



1. To look into building a application to connect actuaries with schools and colleges for speaking and mentoring

**Action 14**

2. To launch a competition to bring prospective students into Staple Inn and introduce them to actuarial science.

**Action 15**

- h) In response to questions about the publication of letters, articles etc in The Actuary magazine, it was confirmed that the Editor of The Actuary (as appointed by Council) is independent and has final discretion over the magazine's content.
- i) It was questioned whether diversity of representation should be brought out more at the Practice Board level, to make sure that the conversations bring out the international members' perspective and help shape and focus the IFoA's messaging.
- j) An update on the work of the Scottish Board, and its responsibilities around being the voice of the profession in Scotland, was provided.

## **12. Regulatory Board update (Working Group of Council re. oversight of Reg Board)**

12.1 Oliver Bettis introduced this item, which summarised the recent activities of the Regulatory Board, detailed the engagement between Council and the Board further to agreement (at Council's meeting in November 2023) to do this, and proposed that Council agree to provide a response to the Board's upcoming consultation on the revised guidance on the forthcoming changes to the Actuaries' Code to include Diversity, Equity & Inclusion, ahead of the Regulatory Board's meeting in July 2024 to consider the results of the consultation.

12.2 In setting the context for the ensuing discussion, Oliver Bettis – who is the Council member representative on the Regulatory Board – expressed his view that the Board is chaired well, has a good mix of expertise from its actuary and lay members, and carries out its tasks effectively. The Chair reminded Council that the Board is independent, with Council having oversight of it (including to ensure that the activities of the Board align with the Council-agreed strategy for the IFoA. In respect of the upcoming Board consultation on introducing DEI into the Actuaries' Code, the Chair noted the comparison between this and Council-led reconsideration of the IFoA's governance reforms, and emphasised Council's opportunity to feed into this.

12.3 Key points arising from the discussion of this item were as follows:

- a) The draft guidance would be shared with Council members as soon as this was received.

**Action 16**

- b) Concern was raised that the Actuaries' Code should be sufficiently clear to understand and interpret that such guidance is unnecessary.
- c) It was questioned whether the Regulatory Board had been able to take account of feedback/commentary on the IFoA's Communities platform (which only the actuary members of the Board would have access to) during this process.
- d) Some members would argue that they are held to a higher standard (through the Actuaries' Code) than the IFoA is, and that this could be addressed by having the Code apply to the IFoA itself, including its employees.
- e) It was explained that the guidance was intended to clarify for members the expectation arising from introducing DEI into the Code, most notably that these were 'aspirational' in nature (and that, for example, should a member not 'encourage DEI' this would not be a situation which disciplinary action might apply).
- f) The Board's thematic reviews were praised but it was suggested that the IFoA did not make the most of them, and it was also noted that the Board sometimes struggled to ensure that appropriate action was taken to address any issues or concerns identified within them.
- g) Concerns were raised that any delay in the Board's consultation could be received negatively by members, particularly if Council responded publicly to the consultation.
- h) There was some discussion about whether Council's response to the Board's consultation should be public or private. This would be considered further, though it was fully agreed that it

was appropriate that Council should respond to it (and encouragement was given for fellow members, employers etc to respond too, so that the Board could receive the widest possible range of views to consider).

- 12.4 In conclusion of this item it was agreed that Council would respond to the Board's consultation (and that Council members were welcome to respond to it in their individual capacity too). Oliver Bettis agreed to continue co-ordinating for Council in respect of this work.

**Action 17**

### **13. AI Working Group - Update**

- 13.1 Matthew Edwards introduced this item, which presented for Council's discussion the initial thoughts of this Council-led working group on the challenges, issues, risks and opportunities that Generative AI gives rise to, in respect both of the IFoA and for members in carrying out their work, with a view to recommending appropriate next steps for the IFoA to take.

- 13.2 Discussion on this item focused on the potential use/misuse of Generative AI in relation to IFoA's examinations, and the likelihood that such technology will become commonly used both within the workplace and in wider society in the near to mid-term future. The importance of working towards longer-term acceptance and inclusion of this technology (and of identifying the ways it can assist and support the profession) was therefore emphasised, but with recognition that focus was needed in the short term on how to ensure the security and credibility of IFoA's exams in the face of this potential threat. On this point, and the related question of what changes to the IFoA's syllabus might be required to accommodate the existence of Generative AI, Ben Kemp confirmed that he would take this forward with relevant Executive colleagues.

**Action 18**

- 13.3 In conclusion of this item, it was agreed that a set of proposals around countering the possible use of Generative AI by students sitting the IFoA's exams would be brought to Council's meeting in June 2024, and that a group of cross-practice actuaries would be formed to work on this.

**Action 19**

### **14. Sustainability Initiative**

- 14.1 Sandy Trust and Oliver Bettis presented this item, which provided a briefing to Council on the series of papers on sustainability that the IFoA had been recently produced in partnership with others, most notably the imminent release of 'Climate Scorpion – the sting is in the tail', which was the third report produced in collaboration with climate scientists.

- 14.2 Council members were strongly supportive and praising of the Climate Scorpion report. It was noted that none of the work around branding discussed the previous day included any mentioned of sustainability, and it was agreed that key stakeholder needed to be made aware that actuaries have an important role to play in relation to that. It was further agreed that sustainability should be incorporated into the ongoing work to develop a vision for the IFoA.

- 14.3 In conclusion of this item it was agreed that the IFoA's Communications team would be asked for their assistance in raising the profile of this report, and of IFoA's sustainability work more generally. Council would consider further updates on this topic at future meetings.

**Action 20**

### **15. Diversity, Equity and Inclusion (DEI) Strategy**

- 15.1 Chloe Duncan introduced this item, which presented to Council the rationale and timeline for the mid-point review of the IFoA's five-year DEI strategy (as approved by Council in November 2021). It was confirmed that the review intended to recognise the ongoing DEI related conversations currently taking place among some IFoA members and to use this as an opportunity to consider how the IFoA might adapt its approach and plan in recognition of the progress made to date and the lessons learned thus far, to ensure that the organisation is appropriately positioned within the current DEI landscape to continue making progress over the next part of the strategy.

- 15.2 Key points arising from the discussion of this item were as follows:

- a) It was confirmed that a timeline for engagement with Council and other stakeholder groups, to contribute to the review, was being finalised.
- b) It was acknowledged that there is no clear connection between demographic diversity and diversity of thought, and this was one reason why the data being gathered in relation to the DEI strategy work extended beyond the nine protected characteristics in the UK to other areas including socioeconomic background and neurodiversity – the ultimate intention being to demonstrate that the IFoA values diversity in all its forms.
- c) It was explained how the data gathered is measured and assessed, with the intent to remain aligned to best practice in this evolving area.
- d) In response to a question about the specific terms 'diversity', 'equity' and 'inclusion' (and the potential to reconsider using some or all of this specific terminology, notably 'equity'), it was confirmed that the review would in part focus on ensuring that there is a clear understanding of that terminology in the context of the IFoA's strategy and what it means to the organisation – with it being noted that the original focus on equity being in respect of recognition that there was distance left to travel in terms of addressing inequalities in accessing the actuarial profession/sector.
- e) In response to questions about the role of the IFoA's Diversity Action Group (DAG) in relation to this work, Chloe Duncan advised that DAG partner with the Executive on the implementation and advancement of the strategy, as well as a source of guidance on and championing DEI for the IFoA's members, with examples given to illustrate this. The IFoA Foundation was also acknowledged to be an important part of the DEI strategy, with work to be done to develop that partnership framework to maximise its effectiveness.

## 16. Consent Agenda

16.1 The President invited Council to note or (where specifically required) approve the items on its consent agenda for this meeting, and to comment by exception only:

### a) **Litigation Update**

There was brief discussion about access to a recent disciplinary hearing, being held virtually, being restricted, and the concerns this had raised among some members. Ben Kemp agreed to relay the feedback on this as appropriate.

### b) **Report of the Regulatory Board's meeting on 21 November 2023**

### c) **Report of the Audit & Risk Committee's meeting on 20 February 2024**

### d) **Update from the Regulatory Strategy Steering Group**

### e) **Minutes of Council's meeting on 30 November 2023**

**Approved** without amendment.

### f) **Minutes of Council's meeting on 15 December 2023**

**Approved** without amendment but noting the need to add an action from those minutes onto Council's action list, it having been inadvertently omitted up to now.

### g) **Decisions made by Council in correspondence since its last meeting (none made)**

### h) **Council's forward agenda**

## 17. Death Announcements

17.1 Council members noted, with regret, those members who had died recently.

- Mr Richard Beards
- Mr Peter Crutchett
- Mr David Fotheringham
- Mrs Adele Groyer
- Mr Francis Guaschi
- Mr Ad Kok

- Dr Yash Paul
- Mr Bernard Reid
- Mr David Sanders

**18. Any Other Business**

18.1 None raised.

**End.**