

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

Wednesday 15 March 2023, 09.30-16.00 GMT
By Videoconference

Council Members Present:

Matt Saker (President and Chair)

Oliver Bettis	Yan Liu	Hilary Salt	Peter Tompkins
Cherry Chan	Hannah Long	Hitesh Shah	Mark Williams
Michelle Darracott	Sarah Neil	Kalpana Shah	Cynthia Yuan
Charles Cowling	Mukami Njeru	Sunil Sharma	Masimba Zata
Dan Georgescu	Matthew Pearlman	Malcolm Slee	
Dermot Grenham	Louise Pryor	Nick Spencer	
Jennifer Hartley	Danny Quant	Kartina Thomson	

In Attendance:

Grahame Stott	Chair of IFoA's Management Board
Stephen Mann	IFoA, Chief Executive Officer
Clifford Friend	IFoA, Director of Learning and Engagement
Ben Kemp	IFoA, General Counsel
Anne Moore	IFoA, Director of Finance and Operations
Kate Shasha	IFoA, Director of Strategy and Chief of Staff
Sarah Sim	IFoA, Director of Markets Development
Annette Spencer	IFoA, Director of Public Affairs and Research
Serrina Galleymore	IFoA, Head of Risk
Giles Peel	Governance Review Team (item 3 only)
David Speakman	DAC Beachcroft Governance Review Team (item 3 only)
Maya Hariri	DAC Beachcroft Governance Review Team (item 3 only)
Amanda Davey	IFoA, Head of Events (item 8 only)
Peter Walker	IFoA, Head of Marketing and Propositions (items 9 - 11 only)
Beate Degen	Chair of Member Engagement Committee (item 9 only)
Toby Moseley	IFoA, Global Partnerships Lead (item 10 only)
Elizabeth Ibbotson-Wight	IFoA, Business Support Manager (item 10 only)
David Thomson	IFoA, Head of Policy and Research (item 13 only)
Jo Jones	IFoA, Deputy Chief of Staff
James Harrigan	IFoA, Corporate Secretary
Ruby Fitzpatrick	IFoA, Assistant Corporate Secretary

Closed Session

A closed session was held for Council members only.

1. Welcome and Apologies

- 1.1 The Chair welcomed everyone to the meeting.
- 1.2 Apologies were given by Council members Kudzai Chigiji (who appointed Cherry Chan as her proxy for the meeting) Patrick Kelliher (who appointed Matt Saker as his proxy for this meeting) and Craig Ritchie (who appointed Matt Saker as his proxy for this meeting).
- 1.3 The Chair reminded attendees of the ways of working that had been presented to the September meeting and re-circulated before this meeting.

2. Declarations of Interest

2.1 No interests were declared.

PART 1 – GOVERNANCE REVIEW UPDATE

3. Governance Review Update

3.1 The Chair set the context for this item, explaining that Giles Peel and David Speakman had been appointed to undertake a far-reaching review of the IFoA's governance with as little constraints on the scope as possible, which is what they had provided.

3.2 Giles Peel and David Speakman presented the initial themes that they had identified through their work so far reviewing the IFoA's governance. The key points of the ensuing discussion were:

- When asked to identify any potential low-hanging fruit in terms of the implementation of the recommendations, David and Giles responded that in their view there needed to be a more fundamental change to the governance structure of the IFoA which would need to go further than small scale changes.
- Council members emphasised the importance of the member voice, and of appropriate member representation in any proposed new structure.
- Giles and David confirmed that there would be no proposal to separate the IFoA's regulatory activities from the other areas of the organisation, as this had not been effective at other organisations.
- It was confirmed that although DAC Beachcroft had not been asked to consider how their recommendations would be implemented, an Executive-led team was in the early stages of exploring what would be required to implement potential recommendations.
- Council wanted to understand how members would benefit from any proposed new structure.

3.3 At the end of this item the Chair reminded Council that there would be further opportunities for Council members to input into the review before the final recommendations were presented for agreement in June.

Paper 02 23 noted.

PART 2 - OVERSIGHT

4. Management Board Update

4.1 Grahame Stott introduced this item, which provided Council with an update on the activity of the Management Board since Council's last meeting, and with updates from the Board's Committees. He highlighted the important deadlines that were approaching over the next three months that would require large amounts of Executive time and resource.

4.2 Council discussed the risk profile of the upcoming projects and the governance of key imminent decisions. There was support from Council for the Executive to focus on these key initiatives and reprioritise other areas if necessary.

Paper 04 23 noted.

5. Chief Executive Officer's Update

- 5.1 Stephen Mann presented this item, which provided Council with a synopsis of the IFoA's key achievements and activity in the past 12 months, and of the priorities and outlook for the period ahead. He emphasised, as Grahame Stott had, the critical project work that needed to be completed in the next few months, which it was hoped would have a positive impact on the overall member experience.
- 5.2 Council recognised that a lot of good work had been done over the past 12 months that had not yet been felt by members and expressed hope that the oncoming work to be delivered this year would begin to move the dial in that regard.

Paper 03 23 noted and feedback given.

6. Corporate Plan 2023/2024

Corporate Plan 2023/2024

- 6.1 Stephen Mann presented the Corporate Plan for 2023/2024 to Council for its consideration. The main points of the discussion that followed were:
- Following questions from Council members Stephen confirmed that the Learning Change Programme (LCP) work on increasing the percentage of optional exams as part of the pre-qualification syllabus alongside the development of the competency framework had been completed and that it was now in the process of being implemented with the timeline currently dependent on support from examiners and our IT partners.
 - There was a brief discussion around the potential recommendations around setting subscription and examination fees for 2023/24 that would be coming to the Council in the future, and the potential for de-risking the plan if Council approved a higher percentage increase than the plan assumed as its central scenario..
 - There was a brief discussion on the importance of developing both the brand of actuaries and of IFoA to help repositioning the profession for the future and for it to be communicated to ensure that it was in line with stakeholders' (e.g. employers) intentions, which was one of the key priorities identified in the Plan.
 - Council acknowledged that the plan was ambitious but currently within an "open" risk appetite although there were a number of factors that could move it out of appetite which would require Management Board to be agile in its approach to managing the plan. The prioritisation criteria set out in the plan would allow for some flexibility in the plan should it become necessary.

Head of Risk's Independent View of the Plan

- 6.2 Serrina Galleymore presented her independent view of the Plan. She highlighted to Council that the process for developing the Plan had considered what she would expect to be considered, and that it was ambitious but achievable. She suggested that elements that can be delayed without risking contagion to dependencies be considered in case this became necessary. She explained that she had considered whether the plan was outside appetite or whether the appetite should be changed to "eager" but advised that it was pitched as inside an "open" appetite but that it might move quickly.
- 6.3 In conclusion of this item, the Chair noted that Council was broadly content with the Corporate Plan and had not raised any significant concerns.

Paper 05 23 noted.

7. Strategic Risk Report

- 7.1 Serrina Galleymore presented the first draft of the Strategic Risk Dashboard for Council's feedback and comments. The key points of the discussion that followed were:

- Council noted those risks that were considered to be outside of appetite (or close thereto) and noted the activity in place or planned to manage and mitigate them.
- A Council member asked how the risk of alienating those who had voted against the Chartered Actuary proposal (in the member vote held in late 2022) would be captured. Serrina clarified that the potential negative impacts of the implementation of that initiative would be managed alongside the communications around its eventual implementation.

7.2 Council thanked Serrina Galleymore for her presentation and complimented the design and content of the risk dashboard.

Paper 06 23 noted and feedback given.

PART 3 - STRATEGY

8. Event Strategy Review

8.1 Annette Spencer presented the results of the review of the IFoA's Events Strategy. Council was informed that Management Board had given its support to testing new sponsorship proposals, as set out within the report, at its meeting on 15 February 2023. Council's key feedback on the outcomes of the review were:

- Council encouraged the team to maintain the high quality of papers submitted for sessional events, and doing fewer of these events if appropriate papers were not available rather than diluting their quality.
- Work was to be undertaken to understand what kinds of events would work best outside of the UK, on a regional basis.
- There was appetite amongst Council members for the return of face-to-face-events and the valuable networking that they enable.
- There was a brief discussion about how to increase representation of actuaries working within General Insurance at the IFoA Conference in June.
- There was a discussion around regional societies and the role their events play in realising member value.

8.2 Council asked Annette Spencer and the Events Team to consider how more volunteer-run face-to-face events could be facilitated going forward.

Action 1: Annette Spencer

Paper 07 23 noted and feedback given.

9. 2022 Member Survey and Net Engagement Score (NES)

9.1 Annette Spencer presented the results of the 2022 member survey and NES results. The key points from the discussion that followed were:

- Council members questioned whether the NES was the most appropriate metric for measuring member satisfaction. Council supported Management Board's approval to use a range of measures going forward which would allow a more targeted response in particular areas of member engagement. It was acknowledged that these wider metrics would allow the IFoA to better understand its members.
- Council discussed what success looked like in terms of participation in the online Communities and the use of the NES going forward, as part of the wider metrics to be measured. It was noted that targets had not been set for this yet, but that year-on-year progress and benchmarking would be important in how these were measured going forward.
- Council wanted to consider what work could be done to understand what those members who do not respond to the survey think about the IFoA.

Paper 08 23 noted.

10. Sustainable Membership Model (SMM)

- 10.1 Sarah Sim, Anne Moore and Peter Walker provided Council with an update on the progress on the SMM work. Council's main feedback was:
- That the actions coming from the recommendations of the steering group that will be presented in June need to be clearly owned and linked into the rest of the organisation and related back to the IFoA's Strategy, need.states and the Corporate Plan.
 - There needed to be clear ownership for advocacy of future members.
 - Amendments were suggested to the graphic depicting how member fees are spent and how this should be presented.
- 10.2 At the conclusion of this item Council agreed that what was proposed to be brought to the Council meeting in June met its expectations.

Paper 09 23 noted.

11. Chartered Actuary – Lessons Learned from Member Vote & Associated Process, & Next Steps

- 11.1 Annette Spencer introduced this item, which provided Council with detail on how members voted in the vote on the Chartered Actuary proposals in late 2022, shared lessons learned from the campaign, and provided a high-level overview of how the Chartered Actuary initiative will be implemented. Council's main feedback was:
- That the message going forward would need to be tailored for different groups of members.
 - It was essential that members and employers understand that Associates are qualified actuaries, and if *Associate* is to be seen (as it should be) as a destination in and of itself, this would need to be made explicitly clear. There were suggestions that one way to make the distinction would be to emphasise the additional qualifications of Fellows.
 - General Insurance actuaries were a potential area where effort should be focussed due to their voting pattern, which should be investigated further.
- Action 4: Annette Spencer**
- There was need for continued communication with members on this initiative while the IFoA was waiting for approval from Privy Council for the changes required to its constitution to formally implement it.

Paper 10 23 noted.

PART 4 - GOVERNANCE

12. Process for 2023 Council Elections

- 12.1 Louise Pryor introduced this item, which outlined the process for elections to Council for 2023 for approval.
- 12.2 Following brief discussion Council **approved** both the Task and Person Specification and Fit and Proper Process and Guidelines for use in the 2023 elections.

Paper 11 23 approved.

13. 2021/22 Honorary Fellowship Nominees

- 13.1 Louise Pryor presented this item, which invited Council to review and approve the approve the nomination of an individual to be an Honorary Fellow of the IFoA, following recommendation from the Nominations Committee (Honours Sub-committee).
- 13.2 After brief discussion, Council **approved** the recommendation to award the individual with Honorary Fellowship, subject to the standard vetting process, a confirmatory vote of the IFoA's members (and subject to them confirming that they wished to put forward for said vote).

Paper 12 23 approved.

14. Consent Agenda

- 14.1 The President invited Council to note and (by exception) **agreed** comment on the items in the consent agenda for this meeting:

a) **Minutes of Council's meeting on 30 November 2022**

The draft minutes were **approved** as a true record.

Paper 13 23 approved.

b) **Council's Action List**

Paper 14 23 noted.

c) **Council's Forward Agenda**

Paper 15 23 noted.

d) **Litigation Update**

Paper 16 23 noted.

e) **Strategic Initiatives Update**

Paper 17 23 noted.

f) **Report of Audit & Risk Committee's meeting on 23 February 2023**

Paper 18 23 noted.

g) **Report of Regulatory Board's meeting on 16 November 2022.**

Paper 19 23 noted.

h) **Regulatory Strategy Steering Group - Update**

Paper 20 23 noted.

i) **Decisions made by Council in correspondence since its last meeting**

- **Appointment to Council reserved position on Audit and Risk Committee**
– To appoint Matthew Pearlman to the Audit and Risk Committee as Council's representative from the 2023 AGM until the end of his current term on Council (2025 AGM).

Paper 21 23 noted

j) **Sidebottom Report – Update on progress with report’s recommendations**

Paper 22 23 noted.

k) **Supranational Associations Liaison Subcommittee – Update (+ Updates on International Actuarial Association & Actuarial Association of Europe)**

Paper 23 23 noted

15. Death Announcements

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

- Mr Thomas Paul Delbridge
- Mr Derek Edward Fellows
- Mr Lawrence Gooderham
- Mr Kenneth Woodford Hartwell
- Mr Michael Thomas Higgins
- Mr Richard James Lee
- Mrs Lesley Allan MacKenzie
- Mr Robin Winston Michaelson
- Mr Colin Francis Keith Morrison
- Mrs Kathleen Ellen Myers
- Mr Albert Spedding
- Mr Stuart Thompson

Paper 25 23 noted.

16. Any Other Business

16.1 There was no further business.

End.