



Institute
and Faculty
of Actuaries

Governance Manual

of the Institute and Faculty of Actuaries

Version 7.0

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GOVERNANCE FRAMEWORK

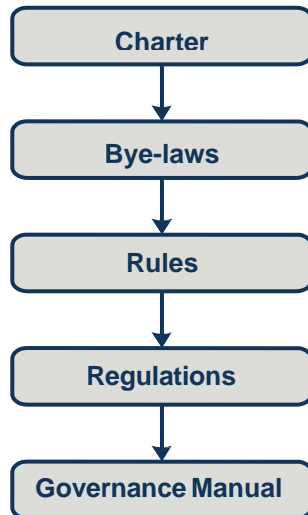
Introduction

- 1.1 We, the **Institute and Faculty of Actuaries (IFoA)**, are a royal chartered body established under a Royal Charter dated 29 July 1884 as amended by a variation allowed by an Order of the Privy Council dated 9 June 2010.
- 1.2 Collectively, the IFoA and its subsidiary undertakings, include the Executive (in other words staff employed by the IFoA), Honorary Officers (including the President, President-elect and Immediate Past President¹), members of Council and members of our Boards and Committees and their sub-committees and working parties.
- 1.3 In this Governance Manual, “we” refers to the IFoA as a professional body made up of its constituent parts collectively or individually (as the context so requires). “You” refers to the reader as an individual.
- 1.4 We are a global body operating out of offices in Edinburgh, London, Oxford, Beijing, Malaysia and Singapore. Our principal office is: Staple Inn Hall, High Holborn, London WC1V 7QJ.
- 1.5 In general, when it comes to governance we adopt a stakeholder approach that recognises not only the primary interests of our members but also those of other third parties, including independent regulators, government, the users of actuarial advice and the general public. We follow the provisions of the UK Corporate Governance Code, issued by the Financial Reporting Council, to the extent appropriate.
- 1.6 The objects of the IFoA, as set out in the Charter, shall be, in the public interest, to advance all matters relevant to actuarial science and its application and to regulate and promote the actuarial profession. Our objects, together with our strategy, set out what we do.
- 1.7 This is reinforced by our values framework developed through consultation with our Executive, IFoA Board, Council, our members and other external stakeholders in line with our brand and personality. Our values, member-focused, action-orientated, forward – and outward-looking and team-driven, set out what we stand for and how we go about delivering our objects and strategy in line with our vision. They drive our decisions, reflect our beliefs and unite us as one professional body – establishing a collective purpose and consistent way of making decisions so that together we deliver our strategy and grow the reputation and trust of our audiences. It is important to us that all audiences have a consistent, positive experience of the IFoA as a high quality, credible, sustainable and global professional body.
- 1.8 These values are consistent with the Actuaries’ Code – the Code which applies to our members with the aim of protecting the public interest.

Governing Documents

- 1.9 As a professional body we can operate in any way we think appropriate, provided always that we act legally and within the constraints of our own governance.
- 1.10 In that regard, we must operate within the following governance hierarchy:

¹ The IFoA intends to abolish this role with effect from the date of the 2025 IFoA AGM. All references in this Governance Manual to the Immediate Past President therefore relate to the period prior to the abolition of the role.



- 1.11 First, our Royal Charter (Charter) and Bye-laws set out at a high level our main powers and duties. It is not possible to amend our Charter or Bye-laws without the consent of the Privy Council and a vote of our membership (see section 1.24). We are to that extent constrained in respect of what we can and cannot do under our Charter and Bye-laws.
- 1.12 The next two tiers of our hierarchy set out more detailed operating rules. These are split into Rules (amendment of which requires a vote of our membership) and Regulations (amendment of which is determined by Council). The Regulations are not exhaustive and further “regulation” is set out elsewhere; for example, separate regulations exist to govern our educational processes. In particular, under Bye-law 13 and Regulation 13 we adopt procedures for the regulation of our business and to put in place a “schedule of delegations” to ensure responsibility is delegated to those best placed to exercise it.
- 1.13 Bye-law 13 and Regulation 13 are given effect to by the fifth tier of our governance: this Governance Manual and its List of Reservations and Delegated Authorities in Annex 1 (“Scheme of Delegations”) (together, and including all Annexes, referred to as the Governance Manual).
- 1.14 The Governance Manual’s primary purpose is, therefore, to set out in more detail not only the roles and responsibilities of the various bodies in our governance structure but also to delegate authority for the making of key decisions in the name of, or on behalf of, the IFoA.
- 1.15 We must also be aware of, and abide by, all legal requirements that impact on how we operate and carry out our business. We are also expected to comply with any operational procedures put in place to give effect to this Governance Manual; particular regard should be given to any Financial Regulations and Procedures put in place by the Chief Executive.

Compliance

- 1.16 You must contact our Corporate Secretary if you doubt, or have reason to believe, that a decision taken or proposed to be taken may not be compliant with this Governance Manual. No action can then be taken until the Chief Executive, consulting with the President and the Chair of IFoA Board – or, Chair of Audit and Risk Committee in the case of a decision taken by or proposed by the President or the Chair of IFoA Board – decides what further action is required.

- 1.17 Where there is a failure to comply with this Governance Manual, full details of the circumstances and a justification must be sent to the Chief Executive. The Chair of IFoA Board must also be notified where the non-compliance may fall within the parameters of section 1.40. The Chief Executive and/or the Chair of IFoA Board will consider appropriate next steps. They may, for example, choose to ratify the decision or report non-compliance to a formal meeting of the IFoA Board (for ratification or other steps as may be recommended).
- 1.18 If, for any reason, you are uncomfortable or feel it inappropriate in the circumstances to report non-compliance to the Chief Executive and/or the Chair of IFoA Board, please contact the Chair of Audit and Risk Committee or the President.

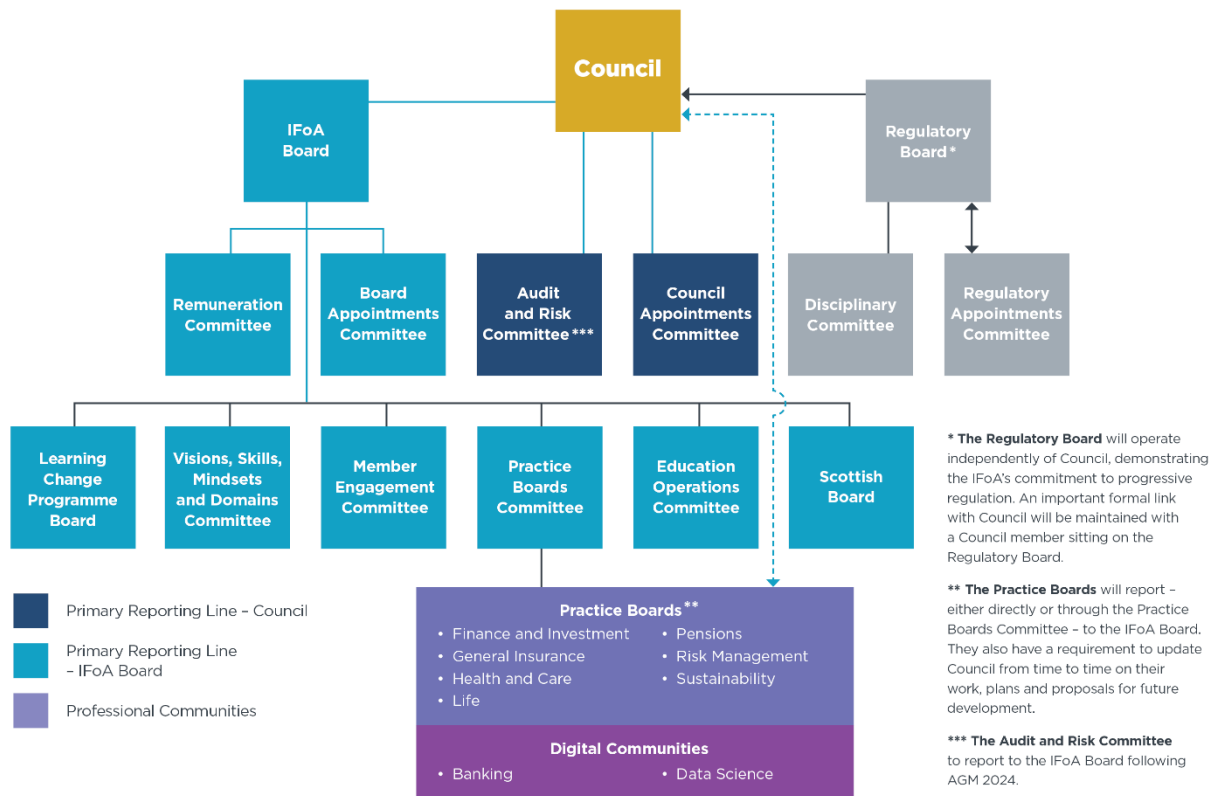
If you have questions on our governance

- 1.19 If you have any questions on the IFoA's governance or this Governance Manual please contact our Corporate Secretary. If you have any questions on the legal obligations which impact the IFoA please contact the General Counsel team.

Governing Structure

- 1.20 Our high-level governance structure is set out below (note: the diagram only shows the IFoA's Boards and Committees). Council is the body that governs and controls the IFoA and its affairs. It discharges this responsibility by determining the vision for the IFoA and the actuarial profession, while delegating the overall leadership of the IFoA to the IFoA Board who will hold the Executive to account for strategic and operational delivery. With appropriate oversight from Council, the IFoA Board is responsible for running the affairs of the IFoA, in accordance with the vision set by Council. In essence:

- Council exercises an oversight role, given that it is ultimately responsible for the governance and control of the IFoA and its affairs. Council's oversight role and the relationship between Council and the IFoA Board is further detailed in the Governance Protocol (Annex 2) and the Council's Terms of Reference (Annex 3).
- Council sets the vision of the IFoA and wider profession. As appropriate, it provides meaningful guidance and wise counsel to the IFoA Board, Executive, and other Boards and Committees, for the wider benefit of members and the actuarial profession.
- IFoA Board is responsible for the overall leadership of the IFoA, setting the IFoA's strategy, values and standards, and holding the Executive to account for strategic and operational delivery, all in line with Council's vision of the IFoA and wider profession.
- The Executive is responsible for the day-to-day management and administration of the IFoA and implementation of its strategic objectives and policy decisions.



1.21 More details on the role of Council, IFoA Board, the Boards and Committees and the Chief Executive are set out in the sections that follow.

General Meetings

1.22 Importantly, however, under our governance structure certain matters are reserved to, and may therefore only be approved by a vote of, our members in a General Meeting. These matters are set out in the Charter, Bye-laws, Rules and Regulations but also in the table below for ease of reference.

Power	Provision
Amendment of or addition to the Charter. Only takes effect after formal approval by the Privy Council.	Article 15, Charter
Making, revocation, alteration or amendment of any Bye-law or Bye-laws. Only takes effect after formal approval by the Privy Council.	Article 14, Charter
Making, revocation, or amendment of any Rule or Rules (including revocation, alteration or amendment of the Disciplinary Scheme).	Bye-law 27
Reinstatement of a member previously removed from Council.	Bye-laws 11 and 50
Election of Honorary Fellow.	Bye-law 37
Any resolution passed in General Meeting in response to a requisition under Bye-law 55 or 56.	Bye-law 57
Any increase in subscriptions where such increase is more than price inflation plus 1%.	Rule 18

- 1.23 The conduct of a General Meeting is subject to procedural requirements established in the Bye-laws and Regulations. In particular Bye-laws 50 to 57 and Rules 6 to 16 are relevant.
- 1.24 Specific voting thresholds apply to amend the Charter, Bye-laws, Rules and Regulations. Those thresholds are set out below in summary for ease of reference:

	Voting Thresholds
Charter	<p>Resolution passed either by:</p> <ul style="list-style-type: none"> • Not less than 75% of Council members (i.e. at least 23 where there are 30 Council members); then • Not less than two-thirds of members entitled to vote and voting. <p>OR</p> <ul style="list-style-type: none"> • Not less than 75% of the members entitled to vote and voting without the need for the Council to have given its approval. <p>Approval by the Privy Council is then also required.</p>
Bye-laws	<p>Resolution passed either by:</p> <ul style="list-style-type: none"> • Not less than 75% of Council members (i.e. at least 23 where there are 30 Council members); then • Not less than 50% of members entitled to vote and voting. <p>OR</p> <ul style="list-style-type: none"> • Not less than two-thirds of members entitled to vote and voting without the need for the Council to have given its approval. <p>Approval by the Privy Council is then also required.</p>
Rules	<p>Passed by:</p> <ul style="list-style-type: none"> • Not less than 75% of Council members (i.e. at least 23 where there are 30 Council members); then • Not less than 50% of members entitled to vote and voting.
Regulations	<p>Passed by:</p> <ul style="list-style-type: none"> • Not less than 75% of Council members (i.e. at least 23 where there are 30 Council members); then • Published on the IFoA's website for members to view and raise objections during a 4 week period. If 50 or more members raise formal objections then Council will be required to re-consider the proposed amendments, taking into account the views expressed by members.

The Role of Council

- 1.25 Council is set up under Article 4 of the Charter to exercise overall governance and control over the IFoA and its affairs.
- 1.26 Council has agreed that it is responsible for setting the vision for the IFoA and the actuarial profession, and is accountable to its members.

- 1.27 In addition, Council plays an important role as a wise, experienced and informed sounding board able to offer guidance, constructive challenge and sensible advice to the IFoA Board, Executive and other Boards and Committees on an appropriate direction of travel.
- 1.28 Under our governance structure certain powers are reserved to or by Council. These matters are set out in the Charter and Bye-laws and in the Scheme of Delegations and include any changes to our constitution and material changes to our governance structure and framework.
- 1.29 Other than those powers which are reserved to Council, either in accordance with Article 8 of the Charter and/or the Scheme of Delegations, Council has delegated its powers to the IFoA Board, the Executive and Boards and Committees. Council has authority to do so under Article 8 of the Charter and Bye-laws 13, 17 and 18. These delegated matters are also set out in the Scheme of Delegations (Annex 1) and the Terms of Reference of each Board and Committee, which can be found in Annexes 4 and 8-16. Though the Council has delegated a number of its responsibilities to the IFoA Board, Council retains overall responsibility for the IFoA and is the ultimate accountable governing body. As such, Council has a role in providing appropriate oversight of the IFoA Board, and the IFoA Board shall update, consult and seek Council's advice and guidance as appropriate. Further detail on the delegation from Council to the IFoA Board, and Council's oversight role is contained in the Governance Protocol (Annex 2).
- 1.30 The majority of the procedural rules applying to the conduct of the IFoA's business, the election of Council members, and Council's composition can be found in our Charter, Bye-laws, Rules and Regulations. Both Council and the IFoA Board operate on the basis of agreed Terms of Reference. Council's Terms of Reference can be found at Annex 3 and in the Rules and Procedures for Boards and Committees (which also apply to Council) at Annex 7.
- 1.31 Council recognises it is impossible for this Governance Manual to cover all eventualities for a diverse and ever-evolving professional body such as ours but, where there are gaps, Council, the IFoA Board and its Boards, Committees, sub-committees, working parties and the Executive will use the principles set out in this Governance Manual to help inform the way in which we act and take decisions sensibly. We must be aware of, and abide by, the principles of delegation set out below to ensure consistent decision making.

The Role of the IFoA's Honorary Officers (Presidential Team)

- 1.32 Under the IFoA's governing documents (specifically Bye-laws 1 and 2, and Regulations 2-8), Council will decide who serves as the Honorary Officers of the IFoA. Our existing Honorary Officers are the President, Immediate Past President and President-elect (collectively the Presidential Team). The President acts as Chair of Council. With effect from the AGM in 2025, the role of Immediate Past President will be abolished.
- 1.33 The President of the IFoA is a volunteer role held by a Fellow or Associate of the IFoA. The commitment for this role is currently three years (one year as President-elect, one year as President and one year as Immediate Past President). With effect from the AGM in 2025, the term of office of the President shall be two years, meaning that the total Presidential term will remain three years (albeit this will consist of one year as President-elect and two years as President).
- 1.34 The President has two main roles:
- a. To represent the IFoA at internal and external events and generally, together with the Chief Executive, to be the outward face of the IFoA.

- b. To chair Council (and General Meetings), sit on the IFoA Board and support the Chief Executive by ensuring that Council's agenda addresses the right issues and that processes to support their discussions and decision-making are effective and efficient.
- 1.35 Council will agree the 'Task and Person Specification' for the President annually,² recognising the need for a balance of skills and experience across the Presidential team.
- 1.36 The Council Appointments Committee (formerly known as Nominations Committee) will manage the selection process (approved by Council) of candidates for the role of any Honorary Officer and will make a recommendation to Council.
- 1.37 Honorary Officers are not remunerated but are entitled to reimbursement of expenses in accordance with the IFoA's volunteers' expenses policy. The President will however be remunerated, as an officeholder, in their role as member of the IFoA Board.
- 1.38 Honorary Officers have no power to commit IFoA resources unless otherwise specified in this Governance Manual or without appropriate written approval obtained in advance by the Chief Executive.

Principles of Delegation

- 1.39 In general, for reasons of efficiency, decisions should be taken at the level within the IFoA that is best placed to make them in order to achieve the desired objective, subject to appropriate consultation, checks and balances. Decisions must be based on properly set out recommendations which provide all the necessary information on which the relevant decision-making body will require to be able to make a well-informed decision. Where this information is lacking, the decision-making body may defer a decision until such information is provided.
- 1.40 Further, those who exercise delegated decision-making should act consistently with the following principles:
- a. To act in accordance with any specific guidance or protocol on delegated authority provided by the body which delegates that authority, and specifically to act within the confines of that delegated authority.
 - b. Not to act contrary to the vision set by Council without proper consultation and approval of Council.
 - c. Not to act contrary to the strategy set by IFoA Board without proper consultation and approval of IFoA Board.
 - d. Not to act contrary to a policy properly set by IFoA Board or any other Boards and Committees without proper consultation and approval of IFoA Board or the relevant Board or Committee, as relevant.
 - e. To always act in accordance with our Charter, Bye-laws, Rules, Regulations, this Governance Manual and within a structure of accountability, ultimately reaching Council, in order to ensure that the interests of our membership as a whole are considered and decisions taken are consistent with our vision and strategy.

² With effect from the date of the 2025 AGM, this will be agreed every two years.

- f. To act within the confines of the budgets approved by IFoA Board, unless further approval has been obtained in accordance with the rules set out in this Governance Manual and any Financial Regulations and Procedures put in place by the Chief Executive.
- g. Not to act in such a way as to give rise to a conflict of interest.
- h. To consult appropriately with peers and relevant stakeholders (internal and external) in accordance with the requirements of this Governance Manual.
- i. To operate within the constraints of their delegated authority and communicate effectively and on a timely basis with those delegating that authority about how they have exercised it. In particular, those who exercise delegated decision-making should consider when it may be appropriate to inform or consult with those delegating that authority before making the decision.
- j. Only to further delegate powers to such body or person(s) they consider appropriate if it does not conflict with the terms of their delegated power and the provisions of this Governance Manual. A written record must be made of any such delegation, together with any procedures to be followed and/or constraints imposed on the exercise of the delegated power. A person or body delegating powers to another will remain accountable for the actions and decisions of their delegates. A note of such actions and decisions must be included when reporting under this section.
- k. Consult IFoA Board where a decision or action to be taken is or is likely to be regarded as controversial or have a significant financial impact or increase to reputational risk or impact on the achievement of the IFoA's strategy and/or vision, before any such decision or action is taken. The IFoA Board will consult or update Council as appropriate.

1.41 The Chief Executive will, insofar as provided in this Governance Manual, be able to take all decisions necessary to put in place at an operational level a decision taken by another body, such as Council, IFoA Board, a Board or Committee or a sub-committee.

1.42 Delegated or sub-delegated power may be recalled at any time. Any recall of delegation will not alter any decision previously made under delegated or sub-delegated power.

1.43 An appropriate written record must be kept of any delegation or sub-delegation.

1.44 It is possible for decisions to be taken out of formal meetings for the reasons of urgency. If so, for Council or IFoA Board, you must first contact our Corporate Secretary. The Corporate Secretary will then consult the President (for Council) or the Chair of IFoA Board (for IFoA Board) to decide if the matter will be circulated for a decision by correspondence, or reserved for a formal meeting.

Operating Framework

1.45 The IFoA Board is responsible for setting the following framework to guide the management and operational activities of IFoA:

- a. Strategy – the strategy sets our strategic objectives to drive the mission and values of the IFoA over the medium to long term, in line with Council's vision of the IFoA and wider profession.
- b. Corporate Plan – identifies the key actions and activities that will be undertaken in any given year to drive forward the strategy.

- c. Budget – identifies the financial and other resources that will be needed over the year to deliver the corporate plan.
- d. Risk framework – the risk appetite, risk register and monitoring framework that will be used to monitor and mitigate risks to the IFoA and the delivery of its strategy.

The Role of IFoA Board

- 1.46 IFoA Board is the “management body” referred to in Bye-law 17.
- 1.47 The Council has delegated to the IFoA Board all matters within its responsibility, other than those matters reserved to Council by virtue of the Charter and Bye-laws or by Council in the Scheme of Delegations. The IFoA Board therefore has full delegated authority to run the affairs of the IFoA, in accordance with the vision set by Council and subject to oversight by Council. To enable Council to discharge its oversight role, the IFoA Board shall consult, seek Council's advice and/or guidance as appropriate and update Council ahead of any matters of major significance being reported to members. Consultation with Council is particularly important where, in the professional judgement of IFoA Board members, a decision or action proposed to be taken is, or is likely to be, regarded as controversial, have a significant financial impact or impact on members, or increase to reputational risk, and as such potentially impede the fulfilment of the vision set by Council. Where there is reference to the IFoA Board consulting with Council “as appropriate” throughout the Manual, it shall be for IFoA Board members to determine the necessity for and extent of any such consultation, exercising their professional judgement. The full scope of the IFoA Board’s delegated authority is set out in the Scheme of Delegations (Annex 1) and the IFoA Board’s Terms of Reference (Annex 4) and is subject to the terms of the Governance Protocol (Annex 2).
- 1.48 The IFoA Board is also responsible for holding the Executive accountable for its management, operational activities and delivery against strategy.
- 1.49 In accordance with the Governance Protocol (Annex 2), IFoA Board may sub-delegate its powers to such other persons as appropriate.
- 1.50 The President of the IFoA and the Chief Executive of the IFoA will be members of the IFoA Board as a result of their office or employment. In addition to this, the IFoA may, subject to ratification by Council as per Regulations 10-12, appoint:
 - 1.50.1 four member non-executive directors (Fellows or Associates of the IFoA but not members of Council); and
 - 1.50.2 three independent non-executive directors (not members of the IFoA and not persons with a material or pecuniary relationship with the IFoA or related persons), one of whom will be the Chair of the IFoA Board.
- 1.51 Full details relating to the composition of IFoA Board are set out in Regulations 10 - 12. IFoA Board also operates on the basis of an agreed Terms of Reference (Annex 4).
- 1.52 IFoA Board is constituted to enable it to fulfil its role effectively. As a unitary board (i.e. including both non-Executive and Executive members) it has a carefully chosen balance between member non-Executives and independent non-Executives, allowing the IFoA Board to benefit from the different skills and insight which each offers. As in all unitary boards, we recognise that conflicts may arise between an individual’s role and responsibilities under that role and their duties to the board as a whole. Any such conflicts are managed by declaring them when they arise and

appropriately taking them into account in the discussion and decision-making process on that issue (see section 4.2).

- 1.53 With the exception of the President and Chief Executive (who may be removed by other means, as set out in the Scheme of Delegations), the IFoA Board may recommend that Council terminate an IFoA Board member's (including the Chair's) position if, in the opinion of 6 other IFoA Board members, their conduct has breached their fiduciary duty or otherwise fallen short of the standard expected. Pending a decision by Council, the Board member in question may be suspended from participating in any meetings or activity of the Board.
- 1.54 Council may, in exceptional circumstances, and subject to the voting requirements set out in Regulation 11, remove the IFoA Board Chair. Such exceptional circumstances include, but are not limited to:
- 1.54.1 the Chair has failed to attend IFoA Board meetings for a continuous period of six months, without reasonable excuse;
 - 1.54.2 the Chair is, for any reason, unable to fulfil the duties of Chair going forward;
 - 1.54.3 the Chair has acted in a way that is damaging to the interests of the IFoA or incompatible with IFoA values and desired behaviours; or
 - 1.54.4 the Chair has acted in a way which meets the grounds for termination specified under the terms of their board appointment.
- 1.55 Council may, in exceptional circumstances, and subject to the voting requirements set out in Regulation 11, remove the entire IFoA Board, with the exception of the President and Chief Executive (who may be removed by other means as set out in the Scheme of Delegations). Such exceptional circumstances apply where:
- 1.55.1 The exercise of delegated powers by the IFoA Board is creating existential risk for the future of the actuarial profession, or the IFoA; or
 - 1.55.2 the IFoA Board is acting recklessly and in clear derogation of its duties.
- 1.56 Council may also terminate a Board member's position (other than the President or Chief Executive) by declining to ratify renewal of their appointment.

The Role of the Chief Executive

- 1.57 The Chief Executive is appointed by IFoA Board under Bye-law 18 with such title and responsibilities as IFoA Board may decide (a matter having been delegated from Council to IFoA Board per the Scheme of Delegations). Those responsibilities can be found at Annex 5.
- 1.58 The Chief Executive has day to day responsibility for the management of the Executive and reports to IFoA Board. The Executive work collaboratively and share information as appropriate with Council, IFoA Board, other Boards and Committees and other volunteers all in support of Council's vision and the strategy set by IFoA Board. The Executive also create operational plans to deliver the strategy in line with Council's vision and provide the management and administration of the IFoA to deliver the agreed strategy and operational plans.
- 1.59 The Chief Executive may sub-delegate their powers to other members of the Executive (but will remain ultimately accountable) and must establish Financial Regulations and Procedures as are appropriate for the effective and efficient operation of the IFoA's affairs. Any sub-delegations and Financial Regulations and Procedures must not conflict with the Charter, Bye-laws, Rules, Regulations or this Governance Manual.

The Role of other Boards and Committees

- 1.60 Council and/or IFoA Board may set up other Boards and Committees provided that the purpose, and terms of reference, of such Boards/Committees is aligned with the remit of Council and IFoA Board respectively. A Board or Committee established by the Council may not be dissolved or established without Council's approval and a Board or Committee established by the IFoA Board may not be dissolved without the IFoA Board's approval. Each of the existing Boards and Committees are set out in the diagram at section 1.20. Their objects, primary reporting line and a link to their Terms of Reference and current composition can also be found at Annex 6.
- 1.61 Each Board and Committee must operate in accordance with the Charter, Bye-laws, Rules and Regulations, this Governance Manual and under an agreed Terms of Reference. Unless set out in a particular Terms of Reference and with the exception of IFoA Board, Council and all Boards and Committees must operate under the same procedural rules to conduct their business. Those procedural rules can be found at Annex 7.
- 1.62 Chairs of Boards and Committees (and, where designated, Deputy Chairs) are appointed by Council or IFoA Board depending on their primary reporting line. Chairs are responsible for the effective operation of their Board or Committee and should consider the balance of skills, experience and diversity available to it from their members, training and development needs and succession planning.
- 1.63 Council will be responsible, on recommendation from Council Appointments Committee (formerly known as Nominations Committee), for appointments of any Council representatives to any Boards or Committees on which it appoints members.
- 1.64 IFoA Board will be responsible, on recommendation from a Board appointments committee, for appointments to IFoA Board Boards or Committees.
- 1.65 All appointments to Boards and Committees will normally be for a fixed term, typically two or three years, with one renewal option of the same duration. They will be subject to an open and transparent appointment process (using the volunteer recruitment process or similar). Positions may be remunerated if agreed by IFoA Board (or by Council where the position is on a board or committee reporting directly to Council), with terms set by the Chief Executive in consultation with IFoA Board (or Council where the position is on a board or committee reporting directly to Council). Expenses will be reimbursed in line with the IFoA's Volunteer Travel and Expenses Policy.
- 1.66 In line with our values, it is important that Boards and Committees (and any of their working parties or sub-committees) co-ordinate their work to avoid wasteful resources and inconsistency in our decisions, policies, processes and outputs.
- 1.67 Each Board and Committee (and working party or sub-committee) must keep IFoA Board (or Council where the Committee or Board reports directly to Council) and other Boards and Committees appropriately informed and consulted about any activities which do, or may potentially, impact or touch on the work or responsibility of the IFoA Board, Council or another Board or Committee. It is therefore vitally important to be familiar with the Terms of Reference for Council, IFoA Board and each Board and Committee to recognise as soon as possible where a "dialogue" is required. In circumstances where a topic falls within the remit of a number of different groups within the IFoA, it is important to ensure those interested parties are brought into the proposal to the topic at an early stage to ensure a coherent approach. In particular, it is recognised that the Chairs for each Board or Committee (including all Practice Boards, working

groups and sub-committees) play an important role in information sharing and are expected to pro-actively engage with their fellow Chairs on a regular basis.

- 1.68 Where a Board or Committee is ultimately accountable for a specific element of work under this Governance Manual or its Terms of Reference, another Board or Committee will not have the authority to override or overturn a recommendation made by the accountable Board or Committee (albeit they may have been consulted and their views considered). Any disagreement that cannot be resolved between the Boards and Committees should be referred to IFoA Board for resolution.
- 1.69 It is also recognised that a key part of our strategy is to speak up on relevant matters of public interest and to raise awareness of the work of actuaries and the value we add to society, and to develop and deliver upon a proactive stakeholder engagement programme in the UK and internationally. It is important that external engagement is coordinated. Opportunities may become available, from time to time, to represent the IFoA at an external event or meeting or to speak to the press, regulators, government bodies and others as our representative. Specific procedures apply in such circumstances, including where applicable the need first to gain clearance from our Public Affairs team. Those procedures are set out in our Volunteer Information Pack and must be observed.

IFoA Foundation, CERA, CAA, Scottish Endowment Fund, Subsidiaries, and The Actuary

- 1.70 The IFoA has in place a stand-alone charitable entity, the IFoA Foundation which is a Scottish Charitable Incorporated Organisation (SCIO), registration number SC049518. The IFoA Foundation is overseen by a Board of Trustees who have a responsibility to ensure that activities run through the Foundation are in line with its constitution. A governance protocol is in place between the IFoA and the IFoA Foundation setting out the relationship and expectations between the two parties.

The IFoA Foundation was formed through the amalgamation of the three Trust Funds of the IFoA: the Memorial Education and Research Fund, the Memorial Prizes Fund and the Faculty of Actuaries in Scotland Charitable Trust. The objectives of the IFoA Foundation reflect the original objectives of the predecessor Trust Funds:

To operate as a “grant giving” charity which will support education, research and study in actuarial science and related subjects. For example, this could include funding:

- o awards and prizes for research and education;
- o publications, courses, conferences and lectures;
- o initiatives to encourage mathematical learning;
- o educational scholarships.

[Click here to view the IFoA Foundation's constitution](#)

- 1.71 The IFoA plays a key role in the governance, operation and management of three significant actuarial initiatives, acting in association with other associations and/or affiliations, as follows:
- a. **Chartered Enterprise Risk Analyst (CERA)** – on 13 November 2009, fourteen actuarial associations from countries across the world joined together in signing the Global Enterprise Risk Management Designation Recognition Treaty. The IFoA is one of the fourteen founding members. The purpose of CERA is to facilitate the growth and international spread of the actuarial profession within the sphere of enterprise risk management by establishing and recognising on a global basis a professional credential for the actuarial profession – the “CERA designation” – representing expertise in the field of enterprise risk management. A legal entity known as the CERA Global Association (CGA) has been established to further the

tasks in connection with this purpose. The General Assembly is the supreme corporate body of the CGA. In addition, a Treaty Board and a board of directors have been established; both being composed of the same members. Being a founding member, the IFoA may nominate a delegate to sit on the General Assembly, the Treaty Board and the board of directors.

Vacancies shall be advertised by the IFoA with such appointments being approved by IFoA Board. The IFoA is also entitled to appoint a representative(s) to a Review Panel put in place by the CGA. Vacancies shall be advertised by the IFoA with appointments being approved by the Chief Executive. The IFoA's Directors shall report to IFoA Board at least annually on any significant activities relating to CERA.

- b. **Certified Actuarial Analyst (CAA)** – the CAA is an international professional qualification for those who excel in technical and analytical skills as trained analysts, giving financial institutions qualified professionals to fill key roles. CAA is offered by CAA Global Limited, a joint venture of the IFoA and the Society of Actuaries.

1.72 Following the merger in 2010 of the Faculty of Actuaries in Scotland and the Institute of Actuaries to form the IFoA, it was agreed to earmark a fund of £500,000 (plus interest) to facilitate actuarial activities in Scotland (the Scottish Endowment Fund). The Scottish Board oversees the use of the Scottish Endowment Fund.

1.73 The IFoA has three wholly-owned subsidiary undertakings as follows:

- a. **Institute and Faculty Education Limited** – provides tuition for students taking the actuarial examinations by contracting with the Actuarial Education Company (ActEd).
- b. **Continuous Mortality Investigation Limited** – CMI carries out research into mortality and morbidity and makes this available to organisations and individuals who register as CMI users.
- c. **ICA 98 Limited** – provides the framework through which the IFoA operates its overseas representative offices.

1.74 Each of the subsidiary undertakings has its own board of directors responsible for governance and management oversight. IFoA Board on behalf of the IFoA appoints the directors of each subsidiary.

1.75 The IFoA has full responsibility of running The Actuary Magazine, the governance structure of which is designed to carefully align with the IFoA's Strategy, provide practitioner and member representation and give the IFoA sight of content prior to publication. Importantly, the structure includes a Volunteer Editor ensuring editorial independence. The Volunteer Editor shall report at least annually to IFoA Board on all strategic and operational matters.

2. FINANCE AND OPERATIONS

2.1 Although this Scheme sets out some explicit financial delegations, it does not set out the operational procedures that apply to financial matters. Under the Scheme of Delegations, the IFoA's annual budget is approved by IFoA Board, consulting with Council as appropriate. However, the rules on unbudgeted expenditure and how the budget is prepared and compliance monitored can be found in the Financial Regulations and Procedures (which include the financial thresholds in section 2.2). It is therefore vitally important at an operational level that this Governance Manual is read with the Financial Regulations and Procedures, particularly where any decision or action is or is likely to have a financial impact.

2.2 However, it is not possible to account for every eventuality in this Governance Manual or in the Financial Regulations and Procedures. As a result, if any transaction, project, action, contract, commitment or decision, has or may possibly have a financial impact – and an approval process is not set out in the Scheme of Delegations or the Financial Regulations and Procedures for that transaction, project, action, contract, commitment or decision – the following “rules of thumb” will apply for budgeted and unbudgeted expenditure:

Budgeted Expenditure

Financial Impact	Approval Required (to authorise spend)
Over £2 million	Council
£500,000 - £2 million	IFoA Board
Less than £500,000	Chief Executive

Unbudgeted Expenditure

Financial Impact	Approval Required (to authorise spend)
Over £1 million	Council
£250,000 - £1 million	IFoA Board
Less than £250,000	Chief Executive

2.3 Advice on how to estimate the value of a potential transaction, project, action, contract, commitment or decision is set out in the Financial Regulations and Procedures. In general the value will be assessed over the lifetime of the contract using best estimates where the amounts are uncertain or variable and ignoring any break clauses.

2.4 As a professional membership organisation acting in the public interest it is also important that we operate as efficiently as we can and because of that should not assume that what we have always done or that our existing suppliers deliver best value for the IFoA. As such, the Chief Executive is expected to put in place rules setting out how the IFoA awards and enters into contracts, including for the procurement of works, goods and services. These rules cannot simply be ignored for reasons of “convenience” and compliance is expected at all times.

2.5 It is also recognised that once a financial commitment has been approved in accordance with this Scheme, in most circumstances pen will, at some point, then need to be put to paper, for example, to sign a contract, a letter, or other document. Specific rules are in place setting out who is authorised to sign (and therefore commit) the IFoA to a financial, contractual or quasi-contractual arrangement. Those rules can be found in the Financial Regulations and Procedures and must be complied with at all times. In short, however, it is only the Executive that has the power to sign on behalf of the IFoA, and not volunteers or members of any Board or Committee or sub-committee unless such power is given under this Scheme of Delegations, a Terms of Reference or is otherwise approved by IFoA Board.

3. VOLUNTEERING

- 3.1 Volunteers are fundamentally important to our success. We are committed as a membership organisation to valuing, growing and encouraging our volunteering community, and to help achieve that aim will publish our Volunteer Information Pack bringing together in one place all the material to support our volunteers and to give additional tips and hints for best practice.

View the “Volunteer Information Pack”.

4. CONFLICTS

- 4.1 If there is any conflict between this Governance Manual and the Charter, Bye-laws, Rules and Regulations, the Charter, Bye-laws, Rules and Regulations will always prevail.
- 4.2 Any personal interest or perceived or actual conflict of interest in any issue under consideration must be declared to the secretary of the body concerned ideally in advance of the meeting or failing that during the meeting but before the relevant issue is discussed. This will be taken into account and managed appropriately when discussing and/or deciding the issue (see section 19 of Annex 7).

5. MONITORING AND UPDATING

- 5.1 IFoA Board will monitor the effectiveness of the governance structure and framework and will report to Council (at such intervals to be agreed between IFoA Board and Council) on the appropriateness of our governance regime. As the ultimate governing body of the IFoA, Council has the ability to review and change the governance structure and framework of the IFoA. Council has agreed to the Governance Protocol (Annex 2) and will act in accordance with it when considering changes to the governance structure and framework of the IFoA.
- 5.2 IFoA Board will keep under review the operation of this Governance Manual and make such changes as it thinks appropriate from time to time for the smooth and efficient running of our affairs. The IFoA Board will consult Council, as appropriate, particularly where any significant changes in principles, policy or structure are proposed, and will be required to obtain Council’s approval where the proposed changes relate to a matter which is reserved to Council under the Scheme of Delegations.

List of Reservations and Delegated Authorities (the “Scheme of Delegations” under Bye-law 13)

Notes:

- a. This Annex lists those people or bodies to whom authority is reserved or has been delegated in accordance with Article 8 of the Charter by the IFoA’s Council to take decisions on its behalf and/or to commit the IFoA to financial, contractual or quasi-contractual arrangements. It represents the “Scheme of Delegations” under Bye-law 13.
- b. Where persons or a body with reserved or delegated authority is Council (“C”), IFoA Board (“IB”) or the Chief Executive (“CE”), this is shown by a tick. Where delegated authority is given to others there is no tick and the delegation is specified in the notes.
- c. The notes contain further details of any delegation limits, a cross-reference to the relevant section of the Charter, Bye-laws, Rules or Regulations and additional helpful context (such as the recommending body to the person or body with authority to review recommendations and make decisions).
- d. In general, any documents that commit the IFoA to financial, contractual or quasi-contractual arrangements should be signed by the CE or their delegate as specified in the IFoA’s Financial Regulations and Procedures published internally by the CE (and therefore not set out in this Annex). The President (or their delegate) is authorised to sign documents approved by Council. The Chair of IB (or their delegate) is authorised to sign documents approved by IB.
- e. Any person or body to which powers have been delegated may further delegate that authority to any sub-committee or person under Bye-law 14, provided the delegation does not conflict with the principles of this Governance Manual. All such delegations must be made in writing and clearly set out any constraints imposed on the delegated power.
- f. This Annex is sub-divided as follows:
 1. Governance Framework
 2. Membership
 3. Finance and Operations
 4. Relationships with other Bodies
 5. Volunteering

	C	IB	CE	Notes (delegation limits, context and process)
1. GOVERNANCE FRAMEWORK				
1.1 Governing Documents				
Amendment or addition to Charter	✓			Final approval sits with the Privy Council but only after approved by Council and vote of general membership. Approval process as stipulated in Article 15 of Charter and Bye-law 50.
Making, revocation, alteration or amendment of any Bye-law or Bye-laws	✓			Final approval sits with the Privy Council but only after approved by Council and vote of general membership. Approval process as stipulated in Article 14 of Charter and Bye-law 50.
Making, revocation, alteration or amendment of any Rule or Rules (including revocation, alteration or amendment of the Disciplinary Scheme)	✓			Approval process as stipulated in Bye- laws 27, 29 and 50. Approved by Council and vote of general membership but, in relation to the Disciplinary Scheme, on the recommendation of the Regulatory Board.
Making, revocation, alteration or amendment of any Regulation or Regulations	✓			Approval process as stipulated in Bye- laws 28 and 29.
Making, revocation, alteration or amendment of Governance Manual (excluding Scheme of Delegations, Governance Protocol and Terms of Reference)		✓		<p>IB will keep under review the operation of the Governance Manual and make such changes as it thinks appropriate from time to time, consulting with Council as appropriate and/or submitting any significant changes in principles, policy or structure to Council for approval.</p> <p>Making, revocation, alteration or amendment to Scheme of Delegations and/or Governance Protocol is addressed immediately below and Terms of Reference are addressed in section 1.6 below.</p>

	C	IB	CE	Notes (delegation limits, context and process)
Making, revocation, alteration or amendment to the Scheme of Delegations and/or Governance Protocol (but excluding Terms of Reference) contained in Governance Manual	✓			Decided by Council (though IB may make a recommendation to Council). Terms of Reference are addressed in section 1.6 below.
1.2 General Meetings				
Calling of a General Meeting	✓			As stipulated in Bye-law 50.
Time and location of Annual General Meeting		✓		Authority rests with Council under Bye-law 54 but is delegated by Council to IB.
Date, time, location of a member-led requisitioned General Meeting		✓		Authority rests with the President (or their delegate) under Bye-law 55 but is delegated by Council to IB.
Wording of Motions	✓			Authority rests with Council under Bye-law 56. In practice, this is decided by Council but on the recommendation of IB in consultation with the General Counsel group.
Notification of specified majority required by any Motion.	✓			Authority rests with Council under Rule 12. In practice, this is decided by Council but on the recommendation of IB.
Selection of chair of meeting if President or their delegate is absent.	✓			As stipulated in Rule 10.
Appointment of electoral services provider, including consideration of the associated costs.			✓	Authority rests with Council under Rule 15 but is delegated by Council to CE.
Deferment or delay of General Meeting		✓		Authority rests with Council under Rule 16 but is delegated by Council to IB.
1.3 Council				
Determining the vision for the IFoA and the actuarial profession	✓			

	C	IB	CE	Notes (delegation limits, context and process)
Terms of Reference for Council	✓			
Number of Council member(s), qualifications and election	✓			As stipulated in Article 5 of Charter and Bye-law 4 and Rules 3, 4 and 5.
Retirement of Council member(s)	✓			As stipulated in Bye-law 8 and Rule 2. Decided by Council but on the recommendation of Council Appointments Committee
Co-options to Council	✓			As stipulated in Bye-law 9 in relation to co-options to fill casual vacancies or otherwise Regulation 9. Decided by Council but on the recommendation of Council Appointments Committee.
Removal of Council member(s)	✓			As stipulated in Bye-law 11.
Resignation of Council member(s) with a contract of employment	✓			As stipulated in Bye-law 12.
Procedures for the regulation of Council	✓			As stipulated in Bye-law 15.
Procedures for the regulation of delegated bodies	✓			Under Bye-law 16, the Council, any Board or Committee may regulate its own procedures as it sees fit, subject to any terms and conditions imposed by the Council. The current procedures can be found at Annex 7. The procedures in Annex 7 do not apply to IFoA Board.
Nomination Form to stand for election to Council	✓			
Form of Ballot for election to Council.	✓			As stipulated in Rule 5. Decided by Council but on the recommendation of Council Appointments Committee.
1.4 IFoA Board				
Terms of reference for IB	✓			As stipulated in Bye-law 17.
Setting the values, standards and strategy of the IFoA, in line with Council's vision		✓		

	C	IB	CE	Notes (delegation limits, context and process)
Review and monitoring of the effectiveness and performance of IFoA Board		✓		IB to conduct its own annual board effectiveness review, reporting to Council on outcomes, in accordance with Governance Protocol.
1.5 Chief Executive				
Appointment of the Chief Executive		✓		Authority rests with IB under Bye-law 18.
Title and responsibilities of the Chief Executive		✓		Authority rests with Council under Bye-law 18 but is delegated by Council to IB.
1.6 Boards and Committees (except IFoA Board)				
Membership constitution and Terms of Reference of Boards and Committees reporting to Council (excluding appointment to Regulatory Board which is by the Regulatory Appointments Committee)	✓			Bye-laws 13 and 16.
Membership constitution and Terms of Reference of Boards and Committees reporting to the IFoA Board.		✓		Bye-laws 13 and 16. On recommendation of a Board appointments committee (as appropriate). As stipulated in Bye-law 23 in relation to the Scottish Board. Authority to determine the duties and responsibilities of the Scottish Board rest with Council under Regulation 15 but is delegated by Council to IB.
Establishment or dissolution of Council Boards and Committees and their primary reporting lines	✓			.
Establishment or dissolution of IFoA Board Boards and Committees and their primary reporting lines		✓		

	C	IB	CE	Notes (delegation limits, context and process)
Review and monitoring of the effectiveness and performance of IFoA Board Boards and Committees		✓		
Review and monitoring of the effectiveness and performance of Council Boards and Committees	✓			
In 2025, review and approval of number of members of Council elected by Scottish Constituency	✓			As stipulated in Bye-law 22
1.7 IFoA Foundation and the Scottish Endowment Fund				
Allocation of legacies and bequests where no specific destination is specified (e.g. IFoA Foundation is not named)		✓		Authority rests with Council under Article 3 of the Charter but is delegated to IB. Decided by IB but in consultation with the IFoA Foundation's Board of Trustees.
Use of Funds for the Scottish Endowment Fund			✓	Authority rests with Council under Article 3 of the Charter but is delegated to CE. Decided by CE but on the recommendation of Scottish Board.
1.8 Subsidiaries				
Establishment of IFoA subsidiary companies		✓		Authority rests with Council under Article 3 of the Charter but is delegated to IB. Decided by IB but on the recommendation of CE.
Sale of equity or transfer of business in IFoA subsidiary companies		✓		Authority rests with Council under Article 3 of the Charter but is delegated to IB. Decided by IB but on the recommendation of CE.
Holdings in other companies	✓			Decided by Council but on the recommendation of IB.
1.9 Designated Professional Body (DPB)				

	C	IB	CE	Notes (delegation limits, context and process)
Licensing of firms, approval of DPB Handbook and other requirements needed to be a DPB				Delegated to the DPB Board, in consultation with the Regulatory Board.
2. MEMBERSHIP				
2.1 Student matters				
Student complaints procedure			✓	Decided by CE but on the recommendation of Education Operations Committee. CE to report annually to IB on volume and themes arising from complaints received.
Admission fees for Students, Affiliates and Certified Actuarial Analysts		✓		Authority rests with Council under Regulation 28 but is delegated by Council to IB in consultation with the Education Operations Committee.
Rules and regulations for the award of qualifications		✓		Authority rests with Council under Article 13 of Charter but is delegated to IB. Decided by IB, but on the recommendation of Education Operations Committee in consultation with Regulatory Board. Note: Formal approval for the introduction of rules and regulations for the award of a chartered qualification sits with the Privy Council.
Examinations and modules required for qualifications		✓		Authority rests with Council under Article 13 of the Charter but is delegated to IB. Decided by IB but on the recommendation of Education Operations Committee. IB will consult Council as appropriate, particularly with regard to any material changes to the qualifications curriculum.
Examination fees, approval of examination regulations and student's handbook, and rules and regulations relating to exemption and accreditation schemes		✓		For everything other than examination fees, authority rests with Council under Article 13 but is delegated by Council to IB. All decided by IB on recommendation of Education Operations Committee.

	C	IB	CE	Notes (delegation limits, context and process)
2.2 Members				
Making, revocation, alteration or amendment to categories of membership and associated admission criteria, educational, professional and regulatory requirements.	✓			As stipulated in Article 9 of the Charter, Bye-law 31 and Regulations 16 and 17. Decided by Council but on the recommendation of IB (or as delegated to the Education Operations Committee) and/or Regulatory Board as appropriate.
Award of honorary fellowships	✓			As stipulated in Bye-laws 32 and 37. Decided by Council but on the recommendation of the Council Appointments Committee. Subject to a vote of the general membership.
Removal/suspension of Honorary Fellowships	✓			As stipulated in Bye-law 37. Decided by Council but on the recommendation of the Presidential Team (or nominated member thereof).
Subscription levels	✓			As stipulated in Bye-law 43, Rule 18, Regulation 22 and 26. Decided by Council having regard to fee principles it has agreed and any recommendation of IB. Subject to a vote of general membership if any proposed increase in subscription is more than RPI plus 1%.
Surcharge for overdue subscription levels and cancellation of membership if not paid		✓		Authority rests with Council under Regulation 23 but is delegated by Council to IB.
Conditions applicable to Practising Certificates				As stipulated in Bye-law 40 and Regulation 27. Delegated to Regulatory Board.
Fees applicable to Practising Certificates		✓		As stipulated in Bye-law 40 and Regulation 27. Authority rests with Council under Regulation 27 but is delegated by Council to IB.
The regulation of the actuarial profession, including but not limited to the development, issuing and communication of codes and standards relating to professional conduct and competence				As stipulated in Article 2 of Charter and Bye-law 47. Authority rests with Council under Bye-law 47 but is delegated to Regulatory Board and, in relation to the setting of UK technical standards, the Financial Reporting Council.

	C	IB	CE	Notes (delegation limits, context and process)
IFoA response to an external consultation				Delegated to Policy Advisory Group in consultation with IB and/or Council as appropriate.
Development and maintenance of Register of Members			✓	The Council has authority under Bye-law 41 to cause a register of Members to be kept and has delegated that authority to CE.
Communication with members			✓	
Member complaints procedure			✓	Decided by CE. CE to report annually to IB on volume and themes arising from complaints received.
3. FINANCE AND OPERATIONS				
3.1 Corporate plan, budget and financial systems				
System of internal financial management, control and accountability, including risk management, value for money procedures, financial regulations and financial procedures, write off of moneys due to the IFoA, and long term and short term borrowings			✓	Authority to take steps for prudent financial management rest with Council and IB under Bye-law 62. The implementation of such policies, procedures and systems shall be determined by CE, subject to oversight responsibility, Council has delegated this authority to IB and Audit and Risk Committee in accordance with their terms of reference
Annual Corporate plan and budget (including capital expenditure)		✓		<p>Authority to take steps for prudent financial management rest with Council and IB under Bye-law 62 and Council has delegated authority to IB in terms of the annual corporate plan and budget.</p> <p>IB shall develop the corporate plan and budget. IB shall exercise oversight of progress against the corporate plan and budget. Determination and monitoring of detailed budgets within the overall approved budget framework shall be in accordance with the CE's Financial Regulations and Procedures. IB will consult Council as appropriate.</p>

	C	IB	CE	Notes (delegation limits, context and process)
Annual report and accounts		✓		<p>Authority to take steps for prudent financial management rest with Council and IB under Bye-law 62 and Council has delegated authority for annual report and accounts to IB.</p> <p>Decided by IB after external audit but on the recommendation of the Audit and Risk Committee. IB will consult Council as appropriate and Council will be asked by IB to formally endorse the report and accounts approved by IB.</p>
Rules of the operation of bank accounts, including the appointment of bankers, opening of bank accounts, designation of bank account signatories and transfers to and from accounts			✓	Carried out in accordance with the CE's Financial Regulations and Procedures. Subject to oversight by Audit and Risk Committee.
Making of investments (for example, level or type of any holdings of surplus working cash, stocks, and bonds)		✓		<p>Authority to invest rests with Council under Article 3 of the Charter but is delegated to IB.</p> <p>Decided by IB on the recommendation of CE. Policies relating to level of reserves, liquidity and investment strategy shall be subject to approval by Council.</p>
Agreements with any financial, VAT, tax authority or any other body dealing with company trust or charity registration, regulation or reporting			✓	If the financial impact to the IFoA exceeds the thresholds set out in section 2.2 the approval of IB or Council (as applicable) shall, in addition, be necessary.
Appointment or re-appointment of External Auditors including the setting and approval of their fees		✓		As stipulated in Bye-law 54. Decided by IB but on the recommendation of the Audit and Risk Committee. Subject to confirmation by a vote of the membership at the Annual General Meeting.
Appointment of Internal Auditors				Delegated to Audit and Risk Committee.
Approval of Letters of Representation for External Auditors		✓		

	C	IB	CE	Notes (delegation limits, context and process)
3.2 Policies				
Corporate policies that impact significantly on the working conditions or environment for staff and volunteers and/or policies impacting upon the IFoA's brand or reputation			✓	Decided by CE in consultation with IB as appropriate.
Corporate policies related to specific IFoA groups or more operational matters			✓	
Determining the IFoA's overall risk appetite		✓		IB is responsible for the overall risk appetite of the IFoA. IB will consult Council.
Agreeing the Risk Management Framework and monitoring risk		✓		<p>IB is responsible for agreeing the Risk Management Framework, in line with the overall risk appetite, subject to consultation with the Audit and Risk Committee.</p> <p>The Audit and Risk Committee shall keep the framework and processes under review. The CE will conduct regular operational reviews subject to oversight responsibility by IB.</p>
Use of the IFoA's name, branding or logo			✓	
Information Technology and Information Security Policies (including in relation to data protection and approval of external use of the IFoA computing and software facilities) and application of applicable sanctions			✓	
Authorisation of media and press releases				Approval required from any two of (1) the President, (2) Chief Executive, (3) Director of Public Affairs & Research.
Donations		✓		Decided by IB but on the recommendation of CE. Note: See IFoA Foundation for approvals relative to receipt of bequests and legacies.

	C	IB	CE	Notes (delegation limits, context and process)
3.3 Appointments and staffing matters				
Appointment of President	✓			As stipulated in Bye-law 1 and Regulation 5.
Election of President-elect	✓			As stipulated in Bye-law 2 and Regulation 4. Decided by Council on the recommendation of the Council Appointments Committee.
Appointment of Immediate Past President	✓			As stipulated in Regulation 6.
Appointment of Honorary Officers in addition to President, Immediate Past President and President-elect, their functions and tenure	✓			As stipulated in Article 6 of the Charter, Bye-law 3 and Regulations 2, 7 and 8.
Appointment to Non-Executive Director roles of IFoA Board (other than President)		✓		An appointment committee established for appointments to the IFoA Board may appoint, subject to ratification by Council on appointment and every three years thereafter (as stipulated in Regulations 11 and 12).
Removal of IFoA Board (including Chair but other than President or Chief Executive)	✓			As stipulated in Regulation 11. In exceptional circumstances, the Council may elect to remove the IFoA Board Chair or entire IFoA Board (other than the President or Chief Executive). See paragraphs 1.54-1.55 above.
Removal of IFoA Board member (including Chair but other than President or Chief Executive)	✓			The IB may recommend that Council terminate a Board member's position (other than President or Chief Executive) if this is supported by 6 of the other Board members. See paragraph 1.53 above. Note that a Board member's appointment may come to an end if renewal of their appointment is not ratified by the Council. See paragraph 1.56 above.
Appointment or removal of Council members to Boards and Committees as appropriate	✓			Decided by Council but on the recommendation of Council Appointments Committee, in consultation with the Chair of each Board or Committee as appropriate.

	C	IB	CE	Notes (delegation limits, context and process)
Designation of non-executive office holder roles on Boards and Committees (excluding IFoA Board) as Lay and/or remunerated		✓		Decided by IB but in consultation with, and approval by, Council where the relevant Board or Committee reports primarily to Council.
Terms of appointment of remunerated non-executive office holders (excluding Chair of IFoA Board)			✓	Decided by CE but in consultation with IB (or Council where it relates to the Chair of a Board or Committee that reports primarily to Council). Remuneration set by Remuneration Committee.
Terms of appointment of Chair of IFoA Board		✓		Authority rests with Council under Bye-law 17 but is delegated to IB. Decided by IB, on recommendation of a Board appointments committee, excluding remuneration, which is set by the Remuneration Committee.
Appointment or removal of Chief Executive and their terms and conditions of employment		✓		Authority to set the role and responsibilities of the Chief Executive rests with Council under Bye-law 18 but is delegated to IB. Appointment/removal and terms and conditions of employment are also matters for IB.
Appointment or removal of Executive Leadership Team members			✓	Decided by CE in consultation with IB as appropriate. Note: The IFoA Executive Directors are non-statutory directors.
Appointment or removal of Directors of the boards of IFoA subsidiary undertakings		✓		
Appointment or removal of Chair of any IFoA Board Board or Committee		✓		In respect of Scottish Board, as stipulated in Bye-law 23 (i.e. that the Scottish Board members themselves will select the Leader (Chair) of the Scottish Board).

	C	IB	CE	Notes (delegation limits, context and process)
Appointment or removal of Chair of any Council Board or Committee (other than Chair of Regulatory Board who is appointed by the Regulatory Appointments Committee. The Chair of the Regulatory Appointments Committee is appointed independently of Council)	✓			
Appointment or removal of other members (excluding Council appointed members) of the IFoA's Boards and Committees		✓		Decided by IB but on the recommendation of the Chair of the relevant Board or Committee.
Employment, dismissal and terms and conditions of employment for Executive staff			✓	Authority rests with Council under Article 3 of the Charter and has been delegated to CE. Decided by CE within budget set and in consultation with IB as appropriate.
Executive staff disciplinary and grievance procedures			✓	IB is responsible in relation to CE.
Approval of outside work/consultancy by IFoA staff			✓	IB is responsible in relation to CE.
Appointment or removal of the Volunteer Editor for The Actuary	✓			Decided by Council but on the recommendation of a taskforce comprising members of Council, the Chief Executive and the Executive director responsible for The Actuary. The taskforce must comprise a greater number of non-Executive members, than Executive.
3.4 Estates				

	C	IB	CE	Notes (delegation limits, context and process)
Acquisition and disposal of property – including land and including leasing and licencing – or change in use or size of property. This includes the opening of a new office whether in the United Kingdom or overseas but excludes Staple Inn Hall			✓	Authority rests with Council under Article 3 of the Charter, but is delegated by Council to CE. Subject to approval by IB on matters of property strategy (e.g. decision to open a new office). The approval of the property documentation itself (e.g. lease or licences) will be subject to the applicable Financial Regulations and Procedures. If the financial impact to the IFoA exceeds the thresholds set out in section 2.2 the approval of IB or Council (as applicable) shall, in addition, be necessary.
Disposal of, or material alteration to, Staple Inn Hall	✓			
Other dealings with land (e.g. charges, rights of way, way- leaves and servitudes)		✓		Authority rests with Council under Article 3 of the Charter, but is delegated by Council to IB.
3.5 Contracts, Agreements and Licences				
Approval of business case for delivery of a project			✓	Approval dependent on estimated project value in accordance with applicable Financial Regulations and Procedures. If the financial impact to the IFoA exceeds the thresholds set out in section 2.2 the approval of IB or Council (as applicable) shall, in addition, be necessary.
Approval of contracts and agreements (where otherwise not specified in this Scheme of Delegations.)			✓	Authority rests with Council under Article 3 of the Charter but is delegated to CE. Approval dependent on contractual value estimated on a total life basis in accordance with applicable Financial Regulations and Procedures. If the financial impact to the IFoA exceeds the thresholds set out in section 2.2 the approval of IB or Council (as applicable) shall, in addition, be necessary. Note: it shall not be necessary for a contract to be separately approved where that contract falls part of the delivery of a project – that project having had prior business case approval – provided the contract is entered into in accordance with the applicable Financial Regulations and Procedures.

	C	IB	CE	Notes (delegation limits, context and process)
Approval of funding bids to other external agencies' initiatives and including joint bids for such funding with other institutions			✓	
<p>Research grants, contracts and ancillary transactions related to research, including but not limited to:</p> <ul style="list-style-type: none"> a. applications for research grants b. acceptance of research grants c. contracts which are ancillary to research grants (including collaborative arrangements) d. contracts for the provision of research e. contracts for the provision of goods, materials, data or other resources to or from the IFoA for no consideration ancillary to research f. contracts for students to do research if there is funding from the IFoA or a third party g. granting or receiving an assignation or licence of intellectual property to facilitate research 			✓	<p>Specific procedures apply for the award of research grants and contracts ancillary to research. Decided by CE but on the recommendation of the Board or Committee most appropriate to the purpose of the matter in question. If the financial impact to the IFoA exceeds the thresholds set out in section 2.2 the approval of IB or Council (as applicable) shall, in addition, be necessary.</p>

	C	IB	CE	Notes (delegation limits, context and process)
Registration and all subsequent dealings (e.g. assignment, disposal or expiry of a registered intellectual property right) with patents, design rights, trademarks and all other intellectual property rights			✓	Decided by CE in consultation with IB.
Dealings with copyright (including approval of requests from third parties to use the IFoA's copyright), know-how and all other unregistered intellectual property rights			✓	Decided by CE in consultation with IB.
The entering into a Power of Attorney relating to Intellectual Property matters			✓	Decided by CE in consultation with the General Counsel.
Documents and terms relating to the settlement of court actions or other disputes, for instance settlement agreements			✓	Decided by CE in consultation with IB.
Establishment of Framework Agreements			✓	Reference should be made to be IFoA's procurement policy approved by CE.
Appointment of third party legal services or the giving of legal instructions			✓	Decided by CE in consultation with the General Counsel.
Initiating, entering into, defending and withdrawing from legal proceedings			✓	Decided by CE in consultation with the General Counsel.
4. RELATIONSHIPS WITH OTHER BODIES				

	C	IB	CE	Notes (delegation limits, context and process)
Approval of new or amendments to existing Mutual Recognition Agreements (MRAs) or Memorandum of Understandings (MoUs) between the IFoA and another professional or regulatory body (such as another actuarial association)		✓		Authority rests with Council under Articles 3(a) and 3(e) of the Charter (for Memoranda of Understanding), and Bye-law 45 (for Mutual Recognition Agreements) but is delegated to IB. Decided by IB in consultation with the relevant IB committee and the Regulatory Board in relation to any regulatory aspects of proposed changes. IB will consult Council as appropriate.
Formal associations or affiliation with any other association or affiliation for strategic purposes and/or involving significant resource or capital implications and/or the potential for reputational risk and not being another actuarial association		✓		Decided by IB but on the recommendation of the Board or Committee most appropriate to the purpose of the alliance.
Alliances with any other association or affiliation involving no significant resource, capital or reputational implications and not being another actuarial association			✓	Decided by CE but in consultation with the Board or Committee most appropriate to the purpose of the alliance.
Making, revocation, amendment or alteration to the IFoA's volunteering strategy or policies having an impact on those who volunteer to the IFoA		✓		IFoA has published a Volunteer Information Pack and Guidance for Member-Led Research Working Parties which provide relevant guidance for those volunteering with the IFoA. IB will consult with Council as appropriate.

GOVERNANCE PROTOCOL

Following Council's approval to create a reconstituted "Management Body" ('IFoA Board') to take effect in April 2024, and delegation of authority to that IFoA Board in accordance with its Terms of Reference, this protocol sets out the transitional arrangements between Council and the IFoA Board, pending envisaged amendment in due course of the Charter and Bye-laws, for which Privy Council approval will require to be sought. The current intention would be to seek Privy Council approval to make consequential amendments to reflect those being made to the Regulations. Importantly, this would include amending the Charter and the Bye-laws to reflect the new governance role of the IFoA Board.

The transitional arrangements cover the following:

- (i) Delegation by Council to the IFoA Board
- (ii) Council's ability to recall its delegation to the IFoA Board
- (iii) Council's oversight responsibilities
- (iv) Review of governance

(i) Delegation by Council to the IFoA Board

- Council has approved delegation of all matters within its responsibility under the constitution, other than those matters which are specifically reserved to Council by virtue of the Charter and Bye-laws* or by Council in accordance with the Scheme of Delegations, to the IFoA Board.
- The Scheme of Delegations shall be updated to reflect this conferral of delegated authority to the IFoA Board.
- Where decisions are taken by the IFoA Board under delegated authority, Council should not make or vary those decisions itself. To do so could expose the IFoA to additional risk and liability.
- Council and the IFoA Board will co-operate effectively and maintain a good working relationship with one another.

(ii) Council's ability to recall its delegation to the IFoA Board

Council's ability to recall the authority delegated by it to the IFoA Board is set out in this section (ii) below.

- There is a narrow range of exceptional situations in which Council might seek to recall the delegated authority. These are where Council, acting reasonably, concludes that:
 - the exercise of delegated powers by the IFoA Board is creating existential risk for the future of the actuarial profession/IFoA; and/or
 - the IFoA Board is acting recklessly and/or in clear derogation of its duties.
- In the event that Council considers, acting reasonably, that one or more of these situations has arisen or is reasonably likely to arise, a vote of Council would be required in order to recall all or any part of the delegation of authority conferred upon the IFoA Board. The vote of Council to recall all or any part of the delegation of authority to the IFoA Board on grounds of the prescribed situations listed above requires a 75% majority of all Council members to vote in favour.

- In the event that Council does recall all or any part of the delegation given to the IFoA Board, Council would be taking back full responsibility and accountability for the part recalled and any associated risk.

(iii) Council's oversight responsibilities

- In accordance with the principle of delegation, Council will during the transitional phase take reasonable steps to satisfy itself that the functions and responsibilities it has delegated are being discharged appropriately (oversight role).
- This oversight role will be enabled in the following way:
 - The IFoA Board will provide sufficient information to Council to allow Council to be satisfied that the powers delegated by it are being exercised appropriately.
 - Information sharing will include the following:
 - The IFoA Board shall report to Council at regular (e.g., timing of reports aligned with Council meetings) intervals on all business-critical decisions made by the Board, the risks facing the IFoA/wider profession and any other matters which the Board considers relevant to enable Council to fulfil its oversight role.
 - The IFoA Board will inform Council suitably in advance of any significant notification to members in order to ensure that Council is aware of such matters earlier than their notification to members.
 - The IFoA Board will report to Council (as such intervals to be agreed between IFoA Board and Council) on the appropriateness of the IFoA's governance regime.
 - The IFoA Board shall receive and have regard to any feedback/advice or representations from Council (it is envisaged that this requirement will remain beyond the transitional phase).
 - The purpose of such reporting, and dialogue between the IFoA Board and Council, is to enable Council to satisfy itself that the power delegated by it is being used appropriately and within the parameters by which it was given by Council.
 - Consultation with Council is particularly important where, in the professional judgement of IFoA Board members, a decision or action proposed to be taken is, or is likely to be, regarded as controversial, have a significant financial impact or impact on members, or increase to reputational risk, and as such potentially impede the fulfilment of the vision set by Council.
 - Council shall retain the power, in exceptional circumstances, and in accordance with Regulations, to remove the Chair of the IFoA Board or the entire Board (excluding the President and Chief Executive) (it is envisaged that this power will remain beyond the transitional phase).

(iv) Review of governance changes

- There shall be a 'light touch' post-implementation review, with particular focus on progress/successes/failings of the governance arrangements implemented as a result of the Governance Review, approximately 18 months following implementation and prior to the end of the transitional phase.
- More substantive reviews will be undertaken periodically thereafter, at intervals of no less than five years.

* Which will remain within Council's authority during the transitional phase, pending amendment of the Royal Charter and Bye-laws.

COUNCIL

Terms of Reference

Purpose

To be the elected representative forum for the membership of the IFoA. Accountable to its members, the Council sets the vision for the IFoA and wider profession and acts as the voice of the profession, gathering opinions and making recommendations to the IFoA Board. The Council has the ability to counsel, advise and warn the Board.

Key responsibilities, on behalf of the IFoA membership

- To set the vision for the profession and IFoA.
- To ratify the appointment and renewal of the IFoA Board members (other than the President or Chief Executive), including the Chair.
- In exceptional circumstances, to elect to remove the IFoA Board Chair or entire IFoA Board (other than the President or Chief Executive).
- If necessary, to terminate an IFoA Board member's position (including Chair but other than President or Chief Executive) on recommendation from IFoA Board.
- To approve Honorary Fellows and IFoA medal awards.
- To consider and make recommendations on the future of the profession and to support the Board in its considerations of and decisions regarding strategy.
- To advise and make recommendations to the Board on thought leadership, the membership experience, education and lifelong learning, and on the future of the actuarial profession.
- To act as an ambassadorial forum, commissioning ideas for the engagement of the profession with the wider world.
- To elect a President from within the IFoA's membership, to serve for a period of two years.

Membership

Council shall comprise 30 Fellows or Associates who shall be elected by vote of the members of the constituency of which they are a member, plus up to 3 co-opted Council members. The quorum for meetings of the Council is 10 members of Council.

IFOA BOARD Terms of Reference

Purpose

The Board enjoys full delegated authority (in accordance with the Governance Protocol set out in Annex 2) to run the affairs of the IFoA. In accordance with the vision set by Council, the Board is responsible for the overall leadership of the IFoA, setting its strategy, values and standards and holding the Executive to account for the operation of the organisation. The Board oversees the work of many committees and fora of the IFoA and consults regularly with the IFoA Council in order to receive its advice and counsel.

Key responsibilities

- Setting the strategy of the IFoA, together with the strategic objectives in accordance with the vision set by Council
- Approving the annual report and financial statements
- Approving resolutions in line with these ToRs and proposing resolutions to be put to the IFoA Council at a General Meeting
- Maintaining an effective governance framework
- Approving the corporate plan and budget
- Agreeing the IFoA's risk framework and risk appetite, and monitoring the principal risks facing the IFoA
- Reviewing the IFoA's performance and oversight of its operations, ensuring that there is competent and prudent management, effective planning, the maintenance of internal controls and compliance with all statutory and regulatory obligations
- Ensuring satisfactory communications with the IFoA Council, general membership and key stakeholders, receiving and having regard to the Council's counsel and advice by means of regular dialogue
- Maintaining a system of boards/committees responsible for Remuneration and Board appointment matters, within published delegations
- An appointment committee established for making appointments to the IFoA Board shall lead the process for appointments, ensure plans are in place for orderly succession to both the IFoA Board (excluding the President) and senior management positions, and oversee the development of a diverse pipeline for succession and recognising the principles of equality and diversity
- With the exception of the ex-officio appointments (President and Chief Executive), board members will be chosen by an appointments committee established for making appointments to the IFoA Board, and subject to ratification by Council at inception and at three yearly intervals thereafter.
- Maintaining other such committees to undertake the broader work of the profession (e.g. Education Operations, VSMD, Member Engagement, Practice Boards) as appropriate.
- Set aside adequate resources to fund the IFoA Council and to promote the advancement of the profession
- Appoint (and if necessary, remove) the Chief Executive
- The quorum for meetings of the IFoA Board is four members of the Board, two of whom should be mNEDs
- Should a vote be required, all votes are of equal standing and the Chair has no second or casting vote.
- The non-executive members of the IFoA Board may convene a closed meeting if there are any matters that need to be discussed without the Chief Executive present.

Membership and frequency of meetings

The Board will meet approximately six times a year and full composition will comprise the President, the IFoA Chief Executive Officer, 3 independent non-executive directors (iNEDs) and 4 further member non-executive directors (mNEDs).

The Chair of the Management Body is an independent non-executive director (and one of the 3 iNEDs on the Board) who is not a member of the IFoA. In the absence of the Chair, an interim Chair may be appointed from any member of the IFoA Board (including mNEDs).

With the exception of the ex-officio appointments, board members will be appointed by the IFoA Board on recommendation by a Board Appointments Committee, and subject to ratification by Council at inception and at three yearly intervals thereafter.

The IFoA Board will appoint the Chair of the IFoA Board on recommendation by the Board Appointments Committee, and subject to ratification by Council at inception and at three yearly intervals thereafter.

When appointed, the President-Elect will be invited to attend IFoA Board meetings as an observer.

With the exception of the President and Chief Executive, the IFoA Board may recommend to Council that Council terminate a Board member's (including the Chair's) position if in the opinion of 6 other IFoA Board members the conduct of that Board Member has breached their fiduciary duty or otherwise fallen short of the standard expected. Pending a decision by Council, the Board member in question may be suspended from participating in any meetings or activity of IFoA Board.

Council may, in exceptional circumstances, and subject to the voting requirements set out in Regulation 11, elect to remove the Chair of the Board.

Council may, in exceptional circumstances, and subject to the voting requirements set out in Regulation 11, remove the Board in its entirety (other than President and Chief Executive).

Council may also terminate a Board member's position (other than the President or Chief Executive) by declining to ratify renewal of their appointment.

All Board members should have statutory rights or equivalent as directors.

CHIEF EXECUTIVE'S RESPONSIBILITIES

Purpose

Leads the development of the strategic and operational plans, as directed by IFoA Board and enables the executive to deliver them. Creates the organisational capacity and reputation and the desired culture to support the plans. Accountable to IFoA Board (IB) for the delivery of the agreed strategy and operational plans and setting the priorities for the IFoA's executive management team.

Key Responsibilities

1. Leadership

- a. Promotes a member-centric culture in line with the values of the IFoA which supports high performance at an organisational and individual level.
- b. Acts as an active participant in the IFoA leadership structure articulating the IFoA's mission, vision and values in a way which engages all stakeholders in supporting and delivering the strategic objectives.
- c. Sets the standard for leadership, creating a clear direction for the Executive, volunteers and members.
- d. Sets the standards of behaviour, as a visible role model for the mutually respectful relationship between and within the Executive, Council, Boards and Committees, volunteers and members.
- e. Ensures appropriate reward and measurement systems are in place to drive progress towards strategic goals.
- f. Develops appropriate networks with key volunteers.
- g. Ensures that the IFoA is resourced effectively at all levels to deliver the operational plans.
- h. Supports the Executive's management team in building strong effective resources to deliver their respective goals.
- i. Develops succession plans for all key roles.
- j. Oversees the operation of the IFoA to ensure compliance with all legal and regulatory requirements.

2. Planning

- a. Engages with Council on the vision for IFoA and wider profession, ensuring strategy development is aligned with the vision.
- b. Engages with IB to enable the development of the overall strategy for the IFoA.
- c. Works as an IB member and leads the executive team to create annual operating plans aligned with the overall strategy for ratification by IB.
- d. Ensures that IB is briefed on all relevant matters to enable it to fulfil its governance responsibilities.
- e. Identifies and scopes new opportunities and strategy to help build the IFoA's long term viability and strength.

3. External Promotion and Representation

- a. Supports the IFoA's volunteers, particularly the Presidential team, in their efforts to raise the profile and enhance the reputation of the IFoA.
- b. Develops networks with other organisations and individuals where appropriate.
- c. Acts as an advocate of the IFoA by representing its interests (other than on technical actuarial matters).

4. Financial and Risk Management

- a. Manages the IFoA's resources within agreed budgets and in accordance with legal, regulatory and accounting requirements.
- b. Ensures IB is regularly advised of the IFoA's financial health.
- c. Maintains the risk register, manages all risks in accordance with the overall risk appetite set by IB and ensures IB is regularly advised on the current and future risks to the IFoA.
- d. Ensures that the Governance Manual and its Scheme of Delegations are adopted in practice.
- e. Develops and implements appropriate Financial Regulations and Procedures.

BOARDS AND COMMITTEES, OBJECTS AND PRIMARY REPORTING LINE

Board or Committee	Objects	Primary Reporting Line
Audit & Risk Committee	Provides oversight to ensure that key risks are identified and addressed and that the IFoA adopts a sound approach to financial management and reporting.	Council, transitioning to IFoA Board when a Chair of Audit & Risk Committee is appointed from the IFoA Board.
Council Appointments Committee (formerly known as Nominations Committee)	Oversees Council succession planning. Makes recommendations to Council on: <ul style="list-style-type: none"> • Retirements from and co-options to Council • Appointment of honorary officers (Presidential team) • Appointment of Council members to Boards and Committees where designated. 	Council
Regulatory Board	Ensures that the IFoA regulatory objectives are being delivered and remain appropriate. Oversees the delivery of the IFoA's regulatory functions including: Authorises codes and standards relating to professional conduct and competence, including the CPD Scheme, oversees the disciplinary and enforcement functions, and oversees and the public interest regulatory aspects of the IFoA's examination and admissions framework. Oversees the proper integration of the IFoA's regulatory framework in all activities. All appointments to Regulatory Board are made by the Regulatory Appointments Committee.	Council
Scottish Board	Under Regulation 15 of the Institute and Faculty of Actuaries, the purpose of the Scottish Board is "to foster the actuarial community in Scotland".	IFoA Board

Board or Committee	Objects	Primary Reporting Line
Practice Boards	<ul style="list-style-type: none"> • To promote, support and champion the interests of members of the IFoA community and enhance engagement within that community. • To be the go-to source of expertise, learning and information for members of that community. • To provide a readily accessible platform for members to actively participate in their interest area for online collaboration and personal growth. • To enable members take part in discussions on topics of interest to them, via blogs, chat or webinars. • To be the forum to undertake research in areas community members believe are important for their community, or more widely, for the profession. • To raise issues the community believe are important for the IFoA and/or the actuarial profession as a whole. • To support IFoA strategy and objectives, including DEI. 	IFoA Board
Education Operations Committee	<ul style="list-style-type: none"> • Oversees the operational integrity of the IFoA's pre-qualification learning and assessment, specifically that these operate to good sector practice in terms of operational education policy and operational standards. • Meets good standards of oversight in IFoA's pre-qualification learning and assessment and regulatory expectations. • Supports the formulation and execution of the IFoA strategy as determined by IFoA Board. 	IFoA Board
Member Engagement Committee	<ul style="list-style-type: none"> • Oversees the IFoA's member engagement-related activities, including the Member Experience Programme and other activities which aim to improve the overall member experience, with a focus on ensuring both the relevance and delivery of member propositions, including consistent consideration and integration of different market needs across all countries in which the IFoA operates. • Undertakes work on 'transforming the membership experience' per the IFoA's 2020-24 strategy: <ul style="list-style-type: none"> - 'Making the member experience seamless: accessible support, clear communication and prompt resolution' - 'Strengthening a member-focused culture among volunteers, members and employees' - 'Consistently delivering member value in a rapidly evolving world' • Supports the formulation and execution of the IFoA strategy as determined by IFoA Board. 	IFoA Board

Board or Committee	Objects	Primary Reporting Line
Practice Boards Committee	<ul style="list-style-type: none"> • Oversees the member-led Practice Boards/Communities in order for them to deliver value to their community • Supports and oversees the member-led Practice Boards/Communities in: <ul style="list-style-type: none"> - Ensuring Practice Boards/Communities are a main conduit for providing member value - Driving activity through the Practice Boards/Communities, whilst encouraging cross-practice opportunities and initiatives - Ensuring Practice Boards successfully support the delivery of the IFoA's strategy as well as promoting their objectives - Ensuring that there are no material gaps in IFoA coverage of key regulatory and strategic developments, particularly in a public interest context • Supports the formulation and execution of the IFoA strategy as determined by IFoA Board. 	IFoA Board
Vision, Skills, Mindsets and Domains Committee	This Committee has responsibility for execution, advice, and oversight of the Executive's work on VSMD. The VSMDC will be an effective decision-making body for all vision, skills, mindsets and domains work across the IFoA.	IFoA Board
Regulatory Appointments Committee	<p>Appoints all members of the Regulatory Board and all positions under the Disciplinary Scheme.</p> <p>The Chair of Regulatory Appointments Committee is nominated for appointment via an independent selection process, agreed under Memorandum of Understanding with the Institute of Chartered Accountants of Scotland.</p>	Council / Regulatory Board
Learning Change Programme Board	The role of the Board is to formally oversee delivery of the Learning Change-Programme to implement the IFoA's 'Moonshot' recommendations.	IFoA Board

RULES AND PROCEDURES FOR BOARDS AND COMMITTEES (OTHER THAN IFOA BOARD)**Application**

1. These rules and procedures apply to Council and to any Board (other than to IFoA Board), Committee, sub-committee or working party established by and within the IFoA (referred to as a Body hereafter), other than where specific rules or procedures are set out in the Terms of Reference for a Body (when such specific rules and procedures shall take priority).

Membership

2. The membership of each Body shall vary dependent on what is appropriate given its nature and purpose. The membership constitution must, however, be set out in the Body's Terms of Reference.
3. Other than where specifically designated otherwise, members shall be appointed to the Body by the body to which the Body reports on the recommendation of the Chair. In making such recommendations, the Chair shall seek to ensure an appropriate balance of skills, experience and diversity. Appointments will normally be for a fixed term, typically two or three years, with one renewal option (any such renewal being of the same duration). The body to which the Body reports shall have the authority to remove the Chair or member of the Body.
4. Members may resign at any time by giving written notice to the Chair.

Chair and Deputy Chair

5. Meetings of Council shall be chaired by the President. The President may nominate either the President-elect or Immediate Past President to act as chair. In the absence of such nomination the President-elect and Immediate Past President shall agree who will chair the meeting between them. In the absence of the President or such designate, such other person as the members of Council present shall determine may act as chair.
6. In all other cases, meetings shall be chaired by a Chair appointed by the body to which the Body reports. The Chair must designate another member to chair a meeting in their absence, unless the position of Deputy Chair is designated in the Body, in which case the Deputy Chair will chair the meeting. In the absence of such designate, such other person as the members of the body concerned shall determine may act as chair in their place.

Quorum and Adjournment

7. Unless otherwise stated in a Terms of Reference, a Body shall be quorate if at least one third of the membership is present (rounded up to the nearest whole number). A Body may continue to act notwithstanding any casual vacancy in its membership, but the quorum requirement shall be applied as if there were no such casual vacancy.
8. In the absence of a quorum, any decisions taken shall be subject to ratification at the next quorate meeting.

Notice of Meetings

9. A schedule of meetings shall be agreed with the Chair and made available to members one year in advance. The frequency of meetings shall vary dependent on the purpose and workload of each Body, however at least two meetings shall be scheduled per annum. It is recognised that sub-committees and working parties by their very nature may be convened to deal with specific matters and shall therefore meet as and when the need arises.

10. Unscheduled meetings of a Body may be called by the Chair at any time (provided notice is given as per paragraph 11) where specific or urgent attention must be given to a particular matter.
11. Notification of a meeting together with its agenda shall be given to members by e-mail at the address supplied to the Body's secretary not less than seven days in advance of the meeting. Each notice shall specify the date, time and place of the meeting. The accidental omission to give notice of a meeting shall not, however, invalidate the business of the meeting.
12. A meeting may be called at short notice if all the members of the Body at that time so agree.

Confidentiality

13. The business of all IFoA Boards, Committees, sub-committees and working parties is confidential to the IFoA, and should not be disclosed outside the IFoA without the written consent of the IFoA's Chief Executive. This does not prohibit members of a Body discussing papers with:
 - a. members of other IFoA Bodies and in fact pro-active consultation and dialogue is encouraged (see sections 1.60 and 1.61 of the Governance Manual); or
 - b. a person or persons (such as colleague(s)) whose reactions or views may serve as a measure of the effectiveness of proposals, ideas, etc. being put forward for consideration by a Body, therefore helping members of the Body frame their own reactions or views.
14. Where it is determined that a paper is confidential only to a particular Body the degree of confidentiality should be made clear. In such cases, members shall not divulge the papers or discussion to anyone who is not a member of the Body without the consent of the Chair.

Conduct of Meetings

15. The business of meetings shall be as set out in the pre-circulated agenda.
16. Members must give notice to the Chair at the earliest opportunity prior to the next scheduled meeting of a proposed item of business. The Chair shall decide on its inclusion in the business for the next scheduled meeting or at a subsequent meeting. Agendas and papers must be approved by the Chair prior to issue to other members.
17. Papers shall normally be issued to members with the agenda within the timescales set out at paragraph 11. Where this is not practicable for valid reasons, papers shall be issued to members no later than two days prior to a meeting. Papers tabled at the meeting will only be considered at the discretion of the Chair.
18. The consideration of any business not notified in the agenda may only be permitted at the discretion of the Chair.
19. Any member who has a personal interest or any perceived or actual conflict of interest in any item of business shall, as soon as practicable, disclose that fact to the Body and shall withdraw from that part of the meeting unless specifically requested to be present by the Chair. A list of such personal interests and conflicts shall be maintained by the secretary of the Body.
20. Any member shall be entitled to speak to an item but the Chair may, having regard to equity of opportunity, limit the duration and frequency of a members' contribution to any one item of business.
21. Unless otherwise stated in a Terms of Reference, a decision shall be passed by a majority of members present. Agreement may be reached at meetings by general assent without a formal

vote. Where a vote is considered necessary by the Chair, this shall be carried out by way of a show of hands. In the case of an equality of votes, the Chair shall have a second or casting vote.

22. Participation at any meeting may take place remotely, including through the use of telephone or video conference facilities where one or more members may be in a different location, provided that each member is able to speak to and hear the other members and be heard by them. The conduct of any meeting by such remote means shall be regulated in such a manner as the Chair may from time to time see fit.
23. A member who is unable to attend a meeting may vote either in advance by e-mail to the relevant secretary or may authorise the Chair or another member of the Body to vote on their behalf.
24. Other non-members attending a meeting shall be entitled to attend, and allowed to speak at, meetings strictly on invitation of the Chair. Attendance by non-members should, however, be occasional (not permanent), for example where it may in particular be necessary to allow suitable persons to speak to the content of papers submitted to the Body.
25. A note of attendees at each meeting shall be recorded in the minutes. Apologies for absence from a meeting must be given to the Chair (or nominated member).
26. Each Body shall be provided with a secretary by the IFoA or, if not appropriate, the Body shall elect a member to act as secretary to prepare draft minutes of each meeting. Draft minutes shall be circulated to the Chair for consideration prior to wider circulation to other members normally within one week of the meeting. All minutes must be approved as an accurate record at the following quorate meeting. All minutes must be stored securely in an IFoA central depository held by the Executive.
27. Some business may be dealt with out of formal meeting by correspondence, telephone or video communication, or by other means, where deemed necessary by the Chair. Any decisions taken between meetings shall be formally recorded in the minutes of the next meeting.

Effectiveness

28. The Chair shall carry out a review of the effectiveness of the Body at least once each year. The result of this review shall be reported by the Body to the body to which the Body reports.

Delegation

29. The Body may delegate any of its powers to such body or person(s) it considers appropriate. A written record shall be made of any such delegation, together with any procedures to be followed and/or constraints imposed on the exercise of the delegated power. Any decisions made under such delegated powers shall be reported to the Body at the next meeting.

Expected Performance

30. All members should comply with the rulings from the Chair in the conduct of the business at IFoA meetings. All members should respect the Chair, colleagues and employees of the IFoA and treat them with courtesy. All members should apply this principle in their dealings with IFoA stakeholders and members of the public when performing duties as representatives of the IFoA. Members should devote sufficient time to undertake their work with due diligence and care. Levels of individual performance will be considered by the Chair when reviewing the Body's effectiveness each year and included in the report that is made on the Body's effectiveness to the body to which the Body reports.

AUDIT AND RISK COMMITTEE

Terms of Reference

Purpose

Provides oversight to ensure that key risks are being identified and addressed and that the IFoA adopts a sound approach to financial management and reporting.

Key Responsibilities

1. External Auditors

- a. Recommends the appointment of the external auditor and setting of their fees (with the decision on this being made by IFoA Board, subject to confirmation by a vote of the membership).
- b. Reviews any non-audit services provided by the external auditor to ensure this provision does not impair the external auditor's independence or objectivity.
- c. Discusses with the external auditor, before audit commences, the nature and scope of the audit, and reviews the external auditor's quality control procedures and steps taken by the external auditor to respond to regulatory and other requirements.
- d. Reviews the external auditor's recommendations and management letters together with management's response.
- e. Monitors the performance of the external auditor.

2. Financial Statements

- a. Reviews the annual financial statements and challenges where necessary the actions and judgements of management in relation to them before submission to IFoA Board, paying particular attention to:
 - i. Critical accounting policies and practices, and any changes in them.
 - ii. Decisions requiring a major element of judgement.
 - iii. The extent to which the financial statements are affected by any unusual transaction in the year and how such transactions are disclosed.
 - iv. The clarity of disclosures.
 - v. Significant adjustments resulting from the audit.
 - vi. The going concern assumption.
 - vii. Compliance with accounting standards and other legal requirements.
- b. Reports to IFoA Board on the appropriateness of the annual financial statements.

3. Internal Auditors

- a. Appoints the internal auditor and reviews the internal auditor's performance.
- b. Agrees the annual internal audit plan and the internal auditor's fees.
- c. Reviews reports from the internal auditor and management's responses to those reports.
- d. Discusses with the IFoA Board the effectiveness of the internal audit arrangements.

- e. Reviews any non-audit services provided by the internal auditor to ensure this provision does not impair the internal auditor's independence or objectivity.

4. Risk Management

- a. Reviews the systems, processes and structures supporting integrated risk management and internal control, across the whole of the organisation. The Committee will review:
 - i. All risk and control related disclosure statements.
 - ii. Risk reporting on a quarterly basis, including an assessment of the process to identify new and emerging risks.
 - iii. The effectiveness of the management of principal risks and the appropriateness of the above disclosure statements.
 - iv. Risk management processes to ensure they are on-going and embedded in management and operational procedure.
- b. Monitors the resource allocation to risk management across IFoA to confirm that, in the Committee's opinion, this is adequate to support the framework and processes used by IFoA and is proportionate to the organisation's risk profile.
- c. Seeks reports and assurances from ELT and managers as appropriate, concentrating on the overarching systems for risk management and internal control, together with indicators of their effectiveness.

5. Governance

- a. Reviews changes to the governance structure and framework.
- b. Complies with the Governance Manual.

6. Other Responsibilities

- a. Reviews the procedures for handling allegations from whistle-blowers.
- b. At the discretion of the Chief Executive and the Chair of the Audit and Risk Committee, receives and considers the results of any investigations of allegations of fraud or corruption carried out under the Fraud Response Policy.
- c. Reviews the procedures for handling offers of gifts and hospitality.
- d. Gives feedback on staff procedures and policies related to internal controls.

Membership

The Committee shall comprise four members:

1. A lay chair
2. One additional lay member
3. Two members of Council.

Executive Support: Corporate Secretary

Specific Procedural Rules

1. A quorum comprises three members of the Committee, including at least one lay member.

**COUNCIL APPOINTMENTS COMMITTEE (formerly known as Nominations Committee)
Terms of Reference**

Purpose

Oversees succession planning. Makes recommendations to Council on:

- Co-options to Council
- Appointment of honorary officers (Presidential team)
- Appointment of Council members to Boards and Committees where designated.

Key Responsibilities

1. Makes recommendations to Council on:
 - a. Appointment of honorary officers (Presidential team).
 - b. Co-options to Council.
 - c. Appointment of Council Appointments Committee chair.
 - d. Appointment of Council members to boards and committees where designated.
 - e. Appointment of Council member to the Council member trustee position on the IFoA Foundation.
 - f. Awarding Honorary Fellowship and IFoA Medals.
2. Maintains succession planning arrangements for future appointments of the President-elect, and for Council members in relation to appointments to boards and committees where designated.
3. Makes recommendations to Council on administrative matters pertaining to the election process for members of Council.
4. Considers declarations from Council nominees made as part of their nominations form and/or other relevant information, in line with the Suitability Assessment Process and Guidance and, after seeking whatever independent advice it feels is required, decides whether it is appropriate for nominations to proceed.
5. Considers declarations from President-elect nominees made as part of their nominations form and/or other relevant information, in line with the Suitability Assessment Process and Guidance and, after seeking whatever independent advice it feels is required, incorporates these considerations into the recommendations made to Council.
6. Provides advice on, and makes recommendations to Council on specific work delegated to the Committee by Council.
7. Considers diversity, equity and inclusion when making recommendations.
8. Oversees the process for identifying, reviewing and scrutinising nominees for receipt of Honorary Fellowship and IFoA Medals.

Membership

The Committee shall comprise six members:

- Presidential team (President, Immediate Past President, President-elect), one of whom shall act as Chair.
- Three additional members of Council.

Executive Support: Corporate Secretary

Specific Procedural Rules: A quorum comprises three members of the Committee, including at least one member of the Presidential Team.

REGULATORY BOARD

Terms of Reference

Purpose

Ensures that the IFoA regulatory objectives are being delivered and remain appropriate. Oversees the delivery of the IFoA's regulatory functions including: codes and standards relating to professional conduct and competence, including the CPD Scheme, disciplinary and enforcement functions, and the public interest regulatory aspects of the IFoA's examination and admissions framework. Oversees the proper integration of the IFoA regulatory framework in all activities.

Key Responsibilities

1. Strategy

- a. Support Council in fulfilment of IFoA vision.
- b. Supports IFoA Board in future reviews of IFoA strategy.
- c. Collaborates with other Boards to ensure that cross cutting organisational and cross-practice opportunities and initiatives are appropriately addressed.

2. Planning and Reporting

- a. Supports IFoA Board in developing the annual corporate plan by developing proposals for that plan as they relate to regulation.
- b. Reports at least annually to the Financial Reporting Council (or any successor) in respect of its role as the IFoA's UK professional oversight body.
- c. Reports to IFoA Board on its activities and progress and to Council on regulatory matters.

3. Governance

- a. Complies with the Governance Manual.
- b. Chair to be responsible for ensuring that the Board's activities support the IFoA principles of equality, diversity and inclusion.
- c. Appoints chairs and sets up terms of reference for the following sub-committees:
 - i. Practising Certificates
 - ii. Quality Assurance
 - iii. Designated Professional Body Board
- d. Chair to support the Regulatory Appointments Committee in respect of the appointment or reappointment of the Chair of the Disciplinary Committee.
- e. Acts independently of Council in relation to the approval of the regulatory programme, in the public interest, subject always to the IFoA Strategy.

4. Oversight

- a. Oversees delivery of the regulatory functions of the IFoA in line with the regulatory programme and corporate plan.

- b. Monitors the work of the Practising Certificates, Disciplinary and Quality Assurance Scheme Sub-committees, the Professional Skills Working Group and the Designated Professional Body Board.
- c. Establishes and oversees the operation of such compliance monitoring arrangements as may be appropriate and proportionate, in the public interest.
- d. Oversees the effectiveness of the IFoA's regulatory enforcement arrangements at a policy level and in the context of the IFoA's regulatory strategy.
- e. Ensures appropriate liaison with, and recognition of international actuarial bodies such as the IAA and AAE.
- f. Ensures Practice Boards are informed of and share the Board's understanding of regulatory matters.
- g. Oversees operation, by the IFoA's QAS sub-committee, of the Quality Assurance Scheme.

5. Other Responsibilities

- a. Develops, issues and communicates to members, co-regulators and to the public at large appropriate codes and standards relating to professional conduct and competence.
- b. Engages with the Chief Risk Officer to ensure that strategic and significant operational risks and their mitigation are understood and appropriately managed.

View the ["Standards"](#)

- c. Ensures proper integration of the IFoA's regulatory framework (including the Practising Certificate regime) with its qualification and educational requirements and syllabus.
- d. Develops, issues and promotes an appropriate CPD scheme, including requirements in relation to professionalism and promote and review compliance to ensure effective enforcement arrangements in the event of non-compliance with the CPD scheme.

View the ["CPD Scheme"](#)

- e. Works with the Designated Professional Body Board to ensure that the IFoA Bye-Laws, Professional Guidance and DPB Handbook, taken together, provide an adequate basis for investor protection within the scope of the IFoA's powers as a DPB.
- f. Ensures that regulatory aspects of Mutual Recognition Agreements (MRAs) meet required standards.
- g. Maintains productive and effective working relationships with the FRC, FCA, PRA, TPR, PPF and Lloyd's together with other relevant regulatory bodies and stakeholders.
- h. Develops and maintains effective relationships as required with actuarial associations based outside of the UK.

Membership

Executive Support: Secretary to the Regulatory Board

The Board shall comprise twelve members, appointed by the Regulatory Appointments Committee*:

1. Six actuary members, including one Council member; and
2. Six independent (lay) members, including:
 - a. a Lay Chair;
 - b. the Chair of the Disciplinary Committee; and
 - c. the IFoA's General Counsel or their nominee.

* The initial Chair and membership of the board will, so far as practicable, comprise the Chair and members appointed to the Regulatory Board immediately prior to these Terms of Reference taking effect, subject to their existing terms of appointment and tenure.

Specific Procedural Rules

1. The quorum for meetings shall require at least four actuary members and four lay members.

SCOTTISH BOARD

Terms of Reference

Purpose

Under Regulation 15 of the Institute and Faculty of Actuaries, the purpose of the Scottish Board is “to foster the actuarial community in Scotland”.

Key Responsibilities

1. Remit

The Scottish Board’s key strategic responsibilities are:

- a. Development of the actuarial community in Scotland
- b. Advancement of academic development in Scotland
- c. Raising the IFoA’s public profile in Scotland
- d. Encouraging a sense of community within the IFoA in Scotland
- e. Encouraging volunteers from the Scottish constituency for IFoA activities
- f. Developing closer links with key Scottish stakeholders such as academics, employers, government and other professional bodies
- g. Representing the Scottish constituency within the IFoA and proactively representing the IFoA within the Scottish constituency, including ensuring the strategy and corporate plan are embedded in Scotland.

In delivering all of the above, to liaise closely with relevant IFoA teams and collaborate with other IFoA Boards.

2. Planning and reporting

- a. On an annual basis, reports to IFoA Board on activities and progress
- b. Makes recommendations on the use of funds from the IFoA Foundation to foster the actuarial community in Scotland
- c. Reports to some or all members of the IFoA Board and Council on any matters the Board considers appropriate.

3. Governance and Membership

The governance and membership arrangements for the Scottish Board are set out in Bye-law 23:

- a. Complies with the Governance Manual
- b. Chair to be responsible for ensuring that the Board’s activities are aligned with IFoA strategy and support the IFoA principles of equality, diversity and inclusion
- c. Appoints leader and members and sets objectives for any sub-groups and sub-committees it considers necessary.

4. Oversight

- a. Monitors the work of sub-groups and any sub-committees
- b. Oversees professional activity taking place for members of the Scottish constituency.

5. Membership of the Scottish Board

- a. The board shall comprise all current Scottish Constituency Council members and as many co-opted members as the Council members deem necessary
- b. **Executive Support:** Head of Engagement.

Specific Procedural Rules

Should a vote be required, all votes are of equal standing. However, binding decisions of the Board can only be made with a majority vote in agreement of (i) the Board as a whole and (ii) Council members on the Board.

PRACTICE BOARDS' MODEL TERMS OF REFERENCE
Terms of Reference

PRACTICE BOARD PROPOSED TOR

1. Purpose

- a. To promote, support and champion the interests of members of the IFoA community and enhance engagement within that community.
- b. To be the go-to source of expertise, learning and information for members of that community.
- c. To provide a readily accessible platform for members to actively participate in their interest area for online collaboration and personal growth.
- d. To enable members take part in discussions on topics of interest to them, via blogs, chat or webinars.
- e. To be the forum to undertake research in areas community members believe are important for their community, or more widely, for the profession.
- f. To raise issues the community believe are important for the IFoA and/or the actuarial profession as a whole.
- g. To support IFoA strategy and objectives, including DEI.

Key Responsibilities

2. Planning and Reporting

- a. Each Practice Board should determine goals for the coming 12 months after consultation with the Community membership and the IFoA strategy. Having consulted and finalised, the plan shall be forwarded to the IFoA Board Practice Boards Committee for final review.
- b. At the end of each year, the Practice Board will survey the Community membership with a view to understanding how well the Community membership believes:
 - i. the goals set at the start of the year remained appropriate, and
 - ii. whether the individual goals set at the beginning of the year have been achieved.
- c. Feedback will be summarised and forwarded to the IFoA Board Practice Boards Committee for review.

3. Governance

- a. Appoints chairs and sets up terms of reference for any Practice sub-committees and monitors the work of such sub-committees.
- b. Ensures that there is sufficient and appropriate professional activity taking place for members of the Scottish constituency.
- c. the Executive, the IFoA Board Practice Boards Committee and/or the Regulatory Board.
- d. Each Community must appoint a representative to a Cross Practice Advisory Group, with the remit to ensure effective utilisation of volunteer resources between the various communities and a DEI champion, to increase inclusiveness.

4. Other responsibilities

- a. In all cases, the Practice Board should respond to IFoA Board/Regulatory Board specifically when asked for input, but also the Practice Board is able to feed issues to the relevant Board/committee when it feels it appropriate that wider input/airing of the issue is appropriate.
- b. The PB will be responsible for working with IFoA Board Practice Boards Committee and/or Regulatory Board, as appropriate, to provide input in the areas of:
 - i. Research
 - ii. Education
 - iii. Events wider than pure Community events
 - iv. Public consultation responses, and
 - v. Regulatory Board in the area of regulation
- c. Each Community will work closely with the Executive Communities team, which will have an advisory and light oversight role, via a reporting line to the IFoA Board Practice Boards Committee.

5. Actuaries Code

Each community will be guided by the Actuaries Code in its work and by the guidelines to be established by the IFoA for all communities (e.g. issues which impact the IFoA's dialogue with regulators).

6. Membership

- a. The Board shall comprise at least eight and no more than fifteen members:
 - Chair
 - Deputy chair
 - Council member
 - At least five but no more than twelve additional members (of which up to two may be lay members)
- b. After the first 12 months, the Community will have the opportunity to elect 1 member of the Practice Board, each year (with a 3 year term for each member).

IFOA BOARD EDUCATION OPERATIONS COMMITTEE

Terms of Reference

Purpose

- Oversees the operational integrity of the IFoA's pre- and post-qualification learning and assessment; specifically that these operate to good sector practice in terms of operational education policy and operational standards.
- Meets good standards of oversight in IFoA's pre- and post-qualification learning and assessment and regulatory expectations.
- Supports the formulation and execution of the IFoA Strategy.
- Ensures proposals considered and decisions made are consistent with agreed IFoA Strategy.

Membership

The committee shall comprise up to eight members.

- A member of IFoA Board appointed to act as Chair of the Committee.
- Two additional members of IFoA Board, at least one of whom must be an independent member of the Board.
- Two (2) independent educational specialists appointed through a formal open recruitment process.
- One (1) non-executive specialist on the IFoA's pre-qualification provision appointed through a formal open recruitment process.
- Two (2) actuarial content-specialists appointed through a formal open recruitment process.

Secretariat will be provided by the Engagement and Learning Team (IFoA Executive), and relevant senior Executive members will be in attendance at meetings.

Key responsibilities

1. Advisory

- a. Works with the Officers of the Board of Examiners to ensure the quality of the IFoA's qualifications, assessments and supporting policies related to regulatory compliance.
- b. Annually reviews and provides recommendations to IFoA Board on the fee structures for all examinations, educational partnerships, and other services.

2. Oversight

- a. Operational updating of learning outcomes, syllabus content and learning materials related to the IFoA's qualifications; ensuring they remain relevant, compliant and support the professional development of our members.
- b. Ensure the IFoA's Personal and Professional Development scheme is fit for purpose in delivering assurance on standards related to professional experience and optionality.
- c. The structure of IFoA qualifications, recommending as appropriate to the IFoA Board any amendment, updating, and withdrawal of qualifications and assessments.
- d. Ensure the Officers of the Board of Examiners are appropriately assuring the integrity of the IFoA's examinations and qualifications.
- e. Revision of operational policies relating to the assessment of IFoA qualifications.

- f. Maintenance of the IFoA's educational partnerships, making decisions on proposals for new collaborations/programmes, and the amendment and/or withdrawal of existing collaborations/programmes.
- g. Ensures that operational policies and regulations are in line with all relevant legislation in relation to Diversity, Equity and Inclusion, data protection, and any other requirements as deemed appropriate by the Committee.

Governance

1. Alongside the Officers of the Board of Examiners, provides support to Regulatory Board to deliver its assurance obligations related to the 'public interest' elements of the IFoA's pre-qualification educational operations.
 2. Where relevant supports VSMDC in development of the IFoA's long-term skills strategy.
 3. Complies with the IFoA Governance Manual, and with IFoA Board-agreed governance principles.
- Appendix One outlines EOC's key operational stakeholders and working relationships.

Appendix One

Education Operations Committee

Key operational stakeholders and working relationships

Internal

- VSMDC – *strategy steer*
- Regulatory Board – *oversight of qualifications*
- Officers of the Board of Examiners – *quality assurance of qualifications*
- Module Leads and Chief Examiners
- Accreditation Panels
- Executive Learning Team

External

- FRC

IFOA BOARD MEMBER ENGAGEMENT COMMITTEE

Terms of Reference

Purpose

- Oversees the IFoA's member engagement-related activities, including the Member Experience Programme and other activities which aim to improve the overall member experience, with a focus on ensuring both the relevance and delivery of member propositions, including consistent consideration and integration of different market needs across all countries in which the IFoA operates
- Undertakes work on 'transforming the membership experience' per the IFoA's 2020-24 Strategy:
 - 'Making the member experience seamless: accessible support, clear communication and prompt resolution'
 - 'Strengthening a member-focused culture among volunteers, members and employees'
 - 'Consistently delivering member value in a rapidly evolving world'
- Supports the formulation and execution of the IFoA Strategy.

Membership

The committee shall comprise up to seven members, including:

- One (1) Chair, who will be a member of IFoA Board
- Three (3) additional IFoA volunteers or members (as appointed by IFoA Board)
- Two (2) independent/non-executive specialists
- One (1) Executive Leadership Team member (as appointed by the Chief Executive).

Secretariat will be provided by the Public Affairs and Research Team (IFoA Executive), and relevant senior Executive members will be in attendance at meetings.

Key Responsibilities

1. Advisory

- a. Advises Council, IFoA Board, and the Executive on the substance and execution of 'transforming the membership experience' priorities described in the IFoA's 2020-24 strategy, including reflecting on international needs and requirements
- b. Contributes and considers 'horizon scanning' information that enables the IFoA to shape its strategy and fulfil its purpose, ensuring members receive leading products and services (e.g., support, education)
- c. Evaluates and makes prioritised recommendations regarding the relevancy and consistency of member propositions across all member categories and needs states; advises IFoA Board on related changes and possible budget requests
- d. Reviews annually the fee structures for all membership categories, as well as priority messages for related communications, and provides recommendations to IFoA Board and the Executive
- e. Advises Council, IFoA Board, and the Executive (as appropriate) on the volunteer experience and structure
- f. Advises SALS on key appointments for supranational leadership nominations and appointments.

2. Oversight

- a. Recommends the appointment of a IFoA Board/MEC representative to the Member Experience Programme (MEP) core team
- b. Member engagement and service metrics, including but not limited to the Net Engagement Score and related member research results, events and learning feedback, market intelligence, complaints and Putting Things Right processes, live service standard attainment, and other KPIs
- c. Relevancy and delivery of member propositions, including related ongoing member research
- d. Reviews the annual plans of the Diversity Action Group, with a view to aligning member, volunteer, employee and stakeholder experiences, informing IFoA Board on progress and advising on key decisions to be taken
- e. Reviews the annual plans and engagement of regional societies, with a focus on member value, the relevance to the IFoA's broader member engagement priorities, and a meaningful experience for regional society members; advises IFoA Board and informs Council of regional societies' development, including recommendations to close or open societies where appropriate.

Governance

- 1. Related boards and committees** include the MEP core team, the Sustainable Membership Model Steering Group, the PBC and the VSMDC.
- 2. General governance**
 - a. Complies with the IFoA Governance Manual, and with IFoA Board-agreed governance principles as noted in appendix A
 - b. Is accountable for and oversees key groups, as noted in appendix B.

IFoA BOARD PRACTICE BOARDS COMMITTEE

Terms of Reference

Purpose

- Oversees the member-led Practice Boards/Communities in order for them to deliver value to their community
- Supports and oversees the member-led Practice Boards/Communities in:
 - Ensuring Practice Boards/Communities are a main conduit for providing member value
 - Driving activity through the Practice Boards/Communities, whilst encouraging cross-practice opportunities and initiatives
 - Ensuring Practice Boards successfully support the delivery of the IFoA's Strategy as well as promoting their objectives
 - Ensuring that there are no material gaps in IFoA coverage of key regulatory and strategic developments, particularly in a public interest context

Supports the formulation and execution of the IFoA Strategy.

Membership

The committee shall comprise up to seven members, including:

- One (1) Chair, who will be a member of IFoA Board (or a volunteer otherwise appointed by IFoA Board)
- Two (2) additional IFoA volunteers or members (as appointed by IFoA Board)
- Two (2) Practice Board appointees as nominated by a majority of the Practice Board chairs
- One (1) Community Leadership Team appointed by IFoA Board and PB representatives
- One (1) Executive Leadership Team member (as appointed by the Chief Executive).

Secretariat will be provided by the Communities Team (IFoA Executive), and relevant senior Executive members will be in attendance at meetings.

The PBC will follow the membership board governance, with tenure of three years, with one renewal option for a further three years.

Key Responsibilities

1. Advisory

- a. Provides support and guidance to the Practice Boards/Communities, supporting problem-solving and cross-practice resolution where appropriate
- b. Provides advice and resolution on issues arising from Practice Boards/member-led research and content
- c. Encourage bringing peers together in cross practice groups to regularly review, research, events and policy themes
- d. Recognises success and excellence of Practice Boards/Communities, providing recognition to members and guidance for Community Leadership Team.

2. Oversight

- a. Reviews the annual plans of the Practice Boards/Communities, with a view to:

- i. Sharing areas of proposed common/allied actions in the plans of more than one Practice Board/Community and bring them to the attention of the relevant Practice Board/Community for consideration and potential collaboration.
 - ii. Any considerations relating to IFoA Strategy are included in the plans
 - iii. Any goals contained in the plans which the Practice Board and/or the PBC feels are important for wider IFoA consideration are raised with IFoA Board, Regulatory Board or Council, as appropriate
 - b. Monitors the delivery of each Practice Board/Community's annual plan, taking into account feedback from the Community and other stakeholders
 - c. Monitors via the Executive Communities team the input received from the Practice Boards/Communities in the areas of:
 - i. Research (to ensure all research activities across IFoA are optimised and complement each other)
 - ii. Education
 - iii. Events wider than pure Community events
 - iv. Public consultation responses.

Governance

1. Related boards and committees include the MEC and VSMDC.
2. General governance
 - a. Complies with the IFoA Governance Manual, and with IFoA Board-agreed governance principles as noted in appendix A
 - b. Is accountable for and oversees key groups, as noted in appendix B.

IFoA BOARD VISION, SKILLSETS, MINDSETS AND DOMAINS COMMITTEE

Terms of Reference

Purpose

This Committee has responsibility for execution, advice, and oversight of the Executive's work on VSMD. The VSMDC will be an effective decision-making body for all vision, skills, mindsets and domains work across the IFoA.

Membership

The Committee shall comprise up to seven members, including:

- One (1) Chair, who will be a member of IFoA Board
- Up to four (4) additional IFoA volunteers or members (as appointed by IFoA Board)
- Up to two (2) independent/non-executive specialists
- One (1) Executive Leadership Team member (as appointed by the Chair).

Secretariat will be provided by the Markets Development Group (IFoA Executive), and relevant senior Executive members will be in attendance at meetings.

Key Responsibilities

1. Oversight

- a. Oversight of annual horizon scanning in relation to its impact on vision, skills, mindsets and domains (V,S,M & D).
- b. Approving and monitoring Executive action plans to deliver against V, S, M and D outcomes with recommendations made to IFoA Board and Council (as appropriate) where there are any strategic implications or departures from previously stated outcomes.

2. Advisory

- a. Contributes and considers annual 'horizon scanning' information that enables the IFoA to shape its priorities for:
 - Vision: Developing a dynamic curriculum, fostering a learning (growth) mindset, and wider skillsets.
 - Skillsets: Evolving the learning offering
 - Mindsets: Shifting the perception, so that members and stakeholders recognise our potential
 - Domains: Strengthening our foothold in existing domains, as well as developing and working in wider fields.
- b. The Committee should consider how the IFoA will 'reposition the profession' and then advise and make recommendations to other bodies as appropriate on any actions not yet in train.
- c. Review potential obstacles for members entering wider fields and provide recommendations to address them.

3. Strategy

- a. Provides advisory input and recommendations on work on 'repositioning the profession' per the IFoA's 2020-24 strategy:
 - What is the future role of an actuary?
 - What skills do actuaries need to be successful in the marketplace and adaptable to a changing wider market climate and context?
 - Where do actuaries work?
- b. Advise and make recommendations to IFoA Board and the IFoA Executive on the areas it wishes to see prioritised in its range of educational and learning related activities
- c. Suggest measures of success for attainment of the VSMD strategy for consideration by IFoA Board, and otherwise supports the formulation and execution of the IFoA strategy as determined by IFoA Board.

Governance

- a. VSMDC reports directly to IFoA Board.
- b. Complies with the IFoA Governance Manual, and with IFoA Board-agreed governance principles as noted in appendix A.
- c. IFoA Board to approve any resource recommendations.

LEARNING CHANGE PROGRAMME BOARD

Terms of Reference

Role

The role of the Board is to formally oversee delivery of the Learning Change-Programme agreed by IFoA Board to implement the IFoA's 'Moonshot' recommendations.

Following good project-management practice, the Board will be responsible for the overall success of the programme based on the direction agreed by IFoA Board, for making key decisions on the programme within the agreed scheme of delegation, and for providing assurance to IFoA Board on delivery of the Programme.

IFoA Board has delegated certain decisions and authorisations related to the Programme to the Board. These relate to those on programme cost, risk and delivery. They are recorded in a formal scheme of delegation.

The Board also acts as a 'critical friend' and source of advice and guidance for the executive team delivering the programme.

Membership

The Board represents all stakeholders in the programme including:

- Council
- IFoA Board
- Senior Executive members as the owner of programme resources

The Board is chaired by the IFoA CEO in his capacity as the Senior Responsible Owner (SRO), accountable for ensuring the programme meets its objectives, delivers the projected outcomes, and realises the required benefits.

The membership is:

- A member of the presidential team
- A member of Council
- A non-executive member of Management Board
- Independent Education Specialist
- Chair of Education Committee
- Independent specialist on professional learning solutions

In addition, the Chair of IFoA Board is invited to attend Board meetings where appropriate, and members of the IFoA Leadership are corresponding members in receipt of Board papers.

The Programme Director – the IFoA's Director of Engagement & Learning - will also usually be in attendance in their role as the executive lead responsible for promoting, advocating and shaping the work of the programme, overseeing the programme-management function, and accountable for ensuring the realisation of the specified deliverables.

The Board is supported by the Learning Programme Change-Manager who is dedicated to development of the programme management framework, oversight of overall operational delivery, and all programme reporting, and who will also be in attendance at Board meetings.

Oversight

The Board has formal oversight responsibility for the Programme on behalf of IFoA Board, specifically related to assurance on delivery; namely that it is:

1. On target to meet the programme outcomes
2. Within the financial limits and delivery timelines agreed by IFoA Board
3. Not carrying undue levels of risk which have the potential to jeopardise the programme outcomes or create significant reputational risk to the IFoA
4. Enables transition to a sustainable 'Business as Usual' operation
5. Fulfils the draft Critical Success Measures agreed by IFoA Board in the business case for the Programme, namely:

'Moonshot' Theme - Assessment is in line with the contemporary expectations of learners, members, and employers.

Critical Success Measure 1

- Introduced six new member-centric contemporary computer-based assessments into pre-Associate examinations to time, budget, and quality in April 2023 [T, B, Q].
- These changes to pre-Associate examinations do not increase either time or cost, nor create further barriers to entry or completion.

'Moonshot Theme' - Learning approach and content is fit for purpose and reflects future need.

Critical Success Measure 2

- Completed evidence-based review of content & structure of Stage 1 pre-qualification curriculum to time and quality by June 2021 [T, B, Q]
- Launched updated pre-Associate examination structure, optionality and curriculum to time and quality in September 2022 [T, Q]
- Banking modules introduced into Stage 2 pre-qualification learning to time and quality in April 2021 and assessed for the first time in April 2022.

'Moonshot Theme' - Development of members' 'habit of learning' is addressed.

Critical Success Measure 3

- Demand, as measured by web-analytics on our Lifelong Learning content, demonstrably grew by x% against base-line data at the beginning of the programme.

IFoA's reputation as a leading membership body for actuarial learning is enhanced.

Critical Success Measure 4

- Quantitative learner feedback from the formal sessional post examination surveys remain at or exceed the benchmark level prior to commencement of the Programme.
- Qualitative employer feedback from future CEO engagement meetings demonstrates the new learning offer is seen as more fit for purpose.

- Independent biennial horizon scanning confirms changes to the learning offer result in a sector-leading proposition for our members.

Meetings

The Board will meet either face-to-face or via video conference on a cycle determined by the urgency of decisions required on the programme, but not less than once every two months. Where appropriate meetings will take place before each IFoA Board to ensure that the Board can review delivery and provide timely assurance on the Programme to IFoA Board.

Decision-making & Escalation

The Executive Oversight Group (EOG) will make all decisions on matters related to overall programme risk and delivery. Day to day operational decisions related to spend and delivery of the five projects comprising the Programme will be made by individual Project Managers. However, EOG will make operational decisions on any individual project elements escalated to it by Project Managers. All decisions will be under the scheme of delegation agreed by the Programme Board, and made, as appropriate, during meetings of the Group or via correspondence.

EOG will escalate to Programme Board combinations of issues which materially affect the Programme such that there is a significant change in its risk profile, or would move the overall programme or any substantial element of it, outwith of the envelope agreed by IFoA Board in terms of financials and/or delivery (by greater than 5% financially).

Solutions to issues escalated to the Programme Board will be developed collaboratively between the Board and the programme team; the Board making any final decision under its scheme of delegation agreed by IFoA Board.

Meetings of the Programme Board will specifically identify any matters for escalation to IFoA Board, and any decisions which lie outwith of their formal scheme of delegation. These include any matters which place delivery of the overall programme at significant risk, and specifically where there is risk to individual project timelines and financials in terms of either spend and/or the long-term returns to the IFoA resulting from the project. Issues requiring escalation to IFoA Board include:

- Potential overruns in total programme or major project costs/budget of greater than 10% compared to the approved business case
- Delays to delivery of key strategically important elements by greater than three months
- Delays in delivery of changes to the pre-qualification examinations of more than one examination session
- Where uncertainties arise related to programme scope
- Increases in reputational risk resulting from issues such as member and employer feedback, the views of oversight bodies, such as FRC, and reactions of partner actuarial associations

Any decisions sought from IFoA Board will be made within their own separate scheme of delegation(s), including the use, where necessary, of any provision in place for urgent decision-making.

Reporting

The Board's formal opinion on the status of the programme will form part of the formal report to IFoA Board on programmes and projects, which includes a narrative on project progress, milestones

achieved/shortfalls, budget performance, and the current programme risk status. This will be considered by IFoA Board alongside an independent opinion by the CRO.

The Board's opinion will be based on management information provided by the Executive Programme Team related to the progress and risk status associated with each of the Programme's individual project milestones and key deliverables.

**APPENDIX A TO THE IFoA BOARD COMMITTEES' TERMS OF REFERENCE:
AGREED GOVERNANCE PRINCIPLES**

Decision making
<ol style="list-style-type: none"> 1. The quorum for meetings shall require a majority of members of the IFoA Board committee [may not be true for all committees, depending on composition – look at in the round once ToRs are directionally approved by IB]. 2. It is expected that most decisions will be achieved through consensus. 3. In the event of a formal vote, decisions will be by simple majority with the Chair holding a casting vote.
Meetings
<ol style="list-style-type: none"> 1. The schedule of meetings will be aligned to the cycle of operational business requiring formal oversight/decision, and take place at least quarterly. 2. Meeting arrangements shall comply with the IFoA's Volunteer Travel and Expenses Policy. 3. The expected duration of meetings will be 90 minutes. 4. Unless otherwise agreed, notice of each meeting together with an agenda of items to be discussed shall be forwarded to each member of the committee and to any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time. 5. The secretary shall minute the proceedings and resolutions of all meetings, including the name and role of those in attendance. 6. Draft minutes of committee meetings shall be circulated promptly to all members of the committee.
Paper and presentation guidelines
<ol style="list-style-type: none"> 1. The format of papers shall follow the current IFoA Board/Council template and be circulated electronically via the appropriate IFoA platform (e.g., Diligent, Teams).
Delegating tasks and powers
<ol style="list-style-type: none"> 1. Each committee of the IFoA Board has full delegated authority to make decisions on the responsibilities contained in its Terms of Reference. 2. The committee will escalate to IFoA Board all matters arising which may have significant financial or reputational impacts, or which have bearing on the IFoA's public interest oversight. 3. The committee will take account of IFoA's risk appetite relating to its scope. 4. The Chair is accountable for ensuring that the committee's activities support the IFoA's diversity, equity and inclusion strategy.
Reporting and monitoring

1. Relevant minutes shall be provided to the IFoA Board, and included in the committee's consent agenda report to each Board meeting.
2. The committee supports IFoA Board in developing the annual Corporate Plan by developing and/or reviewing proposals for that Plan as they relate to the committee's scope.

General ways of working

1. Committee members are expected to model and uphold the IFoA's purpose, values, and desired behaviours.
2. Committee members are expected to engage in appropriate and proactive stakeholder management.

Review by the IFoA Board

1. Unless otherwise noted in the committee's Terms of Reference ('Membership' section), the expected lifecycle of a committee is one year, after which IFoA Board will conduct a review and either formally extend or dissolve the committee.
2. Members may resign from their committee(s) by giving notice in writing to the committee chair.

**APPENDIX B TO THE IFOA BOARD COMMITTEES' TERMS OF REFERENCE:
IFOA BOARD ACCOUNTABILITIES**

IFoA Board			
1. Scottish Board 2. Remuneration Committee 3. Programme Boards/Steering Groups, as listed: a. Learning Change Programme b. Sustainable Membership Model Steering Group c. Process and Technology Panel d. Regulatory Steering Group 4. Appointed committees, as listed below (EOC, MEC, PBC, VSMDC) 5. Other special groups: a. Board of Examiners* b. Designated Professional Body Board* c. Sustainability – CRRT implementation			
Appointed committee: EOC	Appointed committee: MEC	Appointed committee: PBC	Appointed committee: VSMDC
None articulated at this time; committee may propose to IFoA Board.	1. Member Experience Programme Core Team 2. Diversity Action Group 3. Regional societies 4. SALS	<i>Oversight of Practice Boards also includes its relevant committees, member interest groups and working parties.</i> 1. Practice Boards a. Finance and Investment b. General Insurance c. Health and Care d. Life e. Pensions f. Risk Management g. Sustainability 2. Digital communities a. Banking b. Data science c. Sustainability	1. Thought Leadership Curation Group 2. Financial Reporting Group 3. FINSTIC 4. ICAT 5. MRSC 6. Policy Advisory Group

REGULATORY APPOINTMENTS COMMITTEE
Terms of Reference

Purpose

Appoints all members of the Regulatory Board and all positions under the Disciplinary Scheme.

Key Responsibilities**1. Appointments**

- a. Appoints the following roles:
 - (i) Chair of the IFoA's Regulatory Board.
 - (ii) Lay and actuary members of the IFoA's Regulatory Board.
 - (iii) Chair of the IFoA's Disciplinary Committee.
 - (iv) Other roles required to be appointed in terms of the Disciplinary Scheme.
 - (v) Other such roles as may be specified by IFoA Board from time to time.
 - (vi) Actuary and lay members of the Regulatory Appointment Committee excluding the role of the Chair which shall be by independent external appointment.
- b. Works with the IFoA Executive to set the specifications for those roles and determines the recruitment process.
- c. Consults with the Chair of the IFoA Board in relation to the appointment under 1(a)(i) above and any reappointment to the same position.
- d. Consults with the Chair of the IFoA's Regulatory Board in relation to appointments made under 1(a)(ii) and (iii) above and seeks the Chair's recommendation in relation to any reappointments to the same positions.

2. Removal Process

- a. Establishes a process for removing, where necessary, an appointee from one of the roles listed in 1(a).

3. Governance

- a. Complies with the Governance Manual.
- b. Acts independently of Council in relation to all regulatory appointment decision making within its remit, in the public interest, subject always to IFoA Strategy.
- c. Regulatory appointments to be made using an open, competitive process with independent decisions made on the basis of skill and experience appropriate to the vacant role.
- d. Ensures that the Committee's activities support the IFoA principles of diversity, equity and inclusion.

Membership

The Regulatory Appointments Committee shall consist of eight members: -

- (a) An independent lay Chair of the Committee with skill and experience appropriate to this senior role, by independent external appointment, following an open, competitive process.
- (b) Four members of the IFoA with skill and experience appropriate to the role appointed by the Chair having consulted the Committee.
- (c) Three Lay Members with skill and experience appropriate to the role appointed by the Chair having consulted the Committee.

All members will hold office for a term of three years, such term being renewable for one further term of no more than three years.

Members currently sitting on Council are prohibited from sitting on the Regulatory Appointments Committee. Committee Members should also not hold any appointments under the Disciplinary Scheme or on the Regulatory Board.

Executive Support: Secretary to the Regulatory Appointments Committee.

Specific Procedural Rules

1. The quorum for meetings shall require at least three members and there must be at least one lay member present.
2. Independent decisions on regulatory appointments will be made by purpose-driven, time-bound interview panels formed from within the Regulatory Appointments Committee, on its behalf. Decisions will be made directly by the interview panel and will be by simple majority. Interview panels shall comprise a minimum of three members and shall include one lay member, one actuary member and one other, as appropriate to the role.