

INSTITUTE AND FACULTY OF ACTUARIES
IFoA BOARD MEETING
MINUTES

13 February 2025, 09:00-12:00 GMT

Board Members Present:

David Currie	Chair
Kartina Tahir Thomson	IFoA President
Paul Lewis	Chief Executive Officer
Kudzai Chigiji	Member Non-Executive Director
Andrew Rear	Member Non-Executive Director
Hitesh Shah	Member Non-Executive Director
Tony O'Riordan	Member Non-Executive Director
Sheila Kumar	Independent Non-Executive Director
Aaron Porter	Independent Non-Executive Director

Also In Attendance:

Kate Shasha	Director of Strategy
Mike McDougall	Director of Learning
Paul Sweeting	Council President-elect
Anne Moore	Chief Operating Officer
Hannah MacLeod	Corporate Secretary
Thomas Evans	Deputy Corporate Secretary
Simon Jones	IFoA Council Member

CLOSED SESSION	
A closed session of the Board took place before the main meeting. A note of which is included as an appendix to these minutes.	
1.	Welcome, Apologies, Declarations of Interest
1.1	The Chair welcomed everyone to the meeting. Apologies were received from Ben Kemp and Peter Walker. No interests were declared.
2.	Minutes of previous meetings
2.1	<p>The Board confirmed, as true and accurate records, the minutes of its meetings on:</p> <ul style="list-style-type: none"> • 9 January 2025 • 5 February 2025
3.	Publishing Board minutes
3.1	<p>The Board approved the principles for the redaction of its minutes and gave further approval for the publication of the minutes of the December meeting to be published on the IFoA website.</p> <p>The process for redaction and publication was clarified. The Board will approve proposed redactions of approved minutes at the following meeting before publication.</p> <p>The Chair thanked the Corporate Secretariat for their efforts thus far.</p>
4.	Action list
4.1	The Board considered the action list, raising questions on the effectiveness of the status descriptions as a tool for tracking action progress and completion. Paul Lewis confirmed that the Executive has started to apply a RAG rating to all actions and that this work is ongoing.

	<p>The Board asked that action 2 from the September 2024 meeting not be marked as complete as the Board had not had sight of the output of this action. Further, action 16 from its meeting in January 2025 should be deleted from the action list as Council had not approved the Vision principles.</p> <p style="text-align: right;">Action: Executive and Corporate Secretariat</p>
4.2	<p>Clarity was sought on progress determining the £100k budget for Council, notably the source of the funding and how it will be spent. It was noted that these funds are in addition to the budget already available to Council for its meetings and that a mechanism will need to be created to determine how to allocate to projects. The Executive took an action to consider further and determine the appropriate governance mechanisms, including Board oversight.</p> <p style="text-align: right;">Action: Paul Lewis and Anne Moore</p>
5.	Chair's update and reflections
5.1	<p>The Chair noted that the Board had considered the issues arising from the examinations in detail and that this item features later in the agenda of this meeting.</p>
6.	CEO update
6.1	<p>Paul Lewis introduced the item, taking the paper and appendices as read and noting the presence of Anne Moore and Mike McDougall at the meeting to answer any questions the Board may have. Non-Board members were informed that the examinations had been discussed at length in the closed session (see Appendix 1). The IFoA has been in touch with Meazure, setting out its position and is awaiting response by close of business on 13 February. The Board will be kept informed of developments.</p>
6.2	<p>The Board noted the management information and accounts, asking after student admission trends and member retention, with defaulting and resignations having risen compared to the previous year. The reduction in student numbers and corresponding rise in Associates was attributed to new membership requirements. Peter Walker will comment on these points at a future meeting.</p>
6.3	REDACTED
6.4	<p>The Board noted the paper provided on the parallel body. There are no major concerns but a suggestion was made that the Executive maintains a watch, especially in regard to activity involving the International Actuarial Association (IAA) and Actuarial Association of Europe (AAE).</p>
7.	Reports from Board committee Chairs
7.1	<p>Introducing this item, the Chair suggested that all committee chairs provide a short written update in advance of Board meetings, to improve the flow of this item at future meetings.</p> <p style="text-align: right;">Action: Committee Chairs</p>
7.2	<p>Audit and Risk Committee (ARC)</p> <p>Tony O'Riordan reported that the committee had met the previous day with some items on its agenda appearing on the Board's agenda. He took the Board through the main points of the ARC meeting, drawing attention to the internal audit reports on Management Information and Member Services and providing context for the levels of assurance reached by the internal auditors. The committee approved the internal audit plan, noting the addition of new items, namely Project Phoenix (now to be known as the Future Curriculum and Assessment Programme) and the new finance system. Work is underway to scope the inclusion of HR in Internal Audit processes.</p> <p>The committee received a presentation from Anne Moore (COO) on the Finance and Operations group and its work in relation to the ARC, with executive presentations a standing item on the committee's agenda.</p> <p>The external audit is at an early stage but on track to deliver against agreed timelines. There was some discussion on the wider sustainability piece and the production of statistics for inclusion in any reporting.</p>

	<p>The committee considered the risk appetite statements, which have been updated following a constructive meeting with Council in December. The committee will recommend that the Board approves these statements at its meeting in March. The principal risks facing the IFoA were discussed and the committee approved the amber risk rating for cyber risk.</p> <p>The ARC met a number of times to consider the Corporate Plan (plan) and Bridge Strategy (strategy) and recommends approval while acknowledging the significant risks to both the operating and financial elements of the plan. The creation of a Strategy Delivery Group to monitor progress and course correct was noted, as was the potential for a disproportionate focus on delivering the examinations given the other issues the IFoA must deal with.</p> <p>The Board noted that the risk of an EGM remains and the impact it would have on membership and resource allocation. No action is needed at present as the communication plan in place needs time to bed in.</p>
7.3	<p>Remuneration and People Committee (RemCo)</p> <p>Sheila Kumar reported that the committee had met in January, concentrating on pay principles and how they will work going forward, in the context of the current year and what changes may be required in future years. The CEO objectives have been agreed, as have pay rates for incoming members of the Membership Experience and Technology committees (commensurate with those for the independent members of RemCo).</p> <p>Recruitment for an independent member of RemCo is underway with interviews taking place in the afternoon of 13 February.</p>
7.4	<p>Technology Committee</p> <p>Adverts have been published to recruit two independent members to the committee, one with a focus on innovation and the other on procurement. A paper on the IFoA's current technological offering and future options is being drafted and will be shared with the Board at a future meeting.</p>
7.5	<p>Member Experience Committee</p> <p>The Board approved an updated Terms of Reference for this committee, which will allow Council approval to be sought for the appointment of a Council representative to sit on the Member Experience committee.</p> <p>Like the Technology committee, adverts have been published to recruit two independent members to this committee, with a full group in place by April. Kudzai Chigiji and Peter Walker have been discussing the committee agenda and identifying gaps where it can add value.</p>
7.6	<p>Education Committee</p> <p>Paul Sweeting advised that the committee is still to meet and expressed a preference that any meeting scheduled in advance of the April examination diet be light touch, so that the executive is not distracted from delivering the exams by writing committee papers.</p> <p>As Paul will become President in July 2025, some thought has been given to his role on the committee and potential successors. It was agreed that Paul will step down as Chair at the end of the sessional year but remain as an observer or member of the committee.</p> <p>The Board was updated on the work of the committee, including the Future Curriculum and Assessment Programme (FCAP), hitherto known as Project Phoenix, noting the importance of Council's Vision being in place to guide this work. A lot of work has started following the workshop held in November 2024, with some internal discussions to conclude before outputs are brought to the committee.</p>
	<p>It was agreed that Board members would be given sight of all Board committee papers and minutes.</p> <p style="text-align: right;">Action: Corporate Secretariat</p>

8.	Governance mid-point review
8.1	The Chair welcomed Simon Jones, Council member, to the meeting, noting that this item was on the agenda following previous consideration at its meeting in December 2024 and that it will form part of the agenda for Council's meeting in March 2025.
8.2	The Board was reminded that, following the governance changes at the end of 2023, it was agreed that an interim review would be conducted to determine progress against agreed objectives. A draft Terms of Reference of this review will be brought to Council in March for approval. The aim is for a group of Council members, plus a representative of IFoA Board and members of the Executive to form the review group. This group will not carry out the review itself but will outsource this to a third party consultant, guaranteeing the independence of the process.
8.3	The format of the review is still to be determined but it is envisaged that a presentation on initial outcomes will be made to Council in November 2025 with a final report presented early in 2026. The Board will be kept apprised of developments.
8.4	The Board was acknowledged the plans, querying the timelines involved, including any member vote and engaging with the Privy Council. There was a feeling that the review was taking place too soon and that a delay would be appropriate to better determine if the relationships between the IFoA's governing bodies are functioning and effective. In response to this point, it was noted that Council had made its decision on the IFoA's governance structures in December 2023 with implementation in 2024, three years after the governance review, and is keen to understand if the new arrangements are working.
8.5	It was noted that the Board is due to approve a bridging strategy for 2025 and that the creation and approval of a multi-year strategy, bringing Council's Vision fully to life will be a greater test of the governance structures. Additionally, the annual review of the Board's Chair and the Board effectiveness review would provide suitable feedback to the review working group.
8.6	Simon Jones thanked the Board for its feedback and left the meeting.
9.	Education
9.1	The Chair advised that the Board had discussed this topic in detail during its closed session and that a note of this would be appended to these minutes. Action: Paul Lewis
9.2	Following its last meeting, the Board had received a document pack detailing recent exam diets and providing information and assurance around the governance within the examination structure, which was felt shone light on what had hitherto been considered quite opaque.
9.3	Nevertheless, the Board raised the following: <ul style="list-style-type: none"> • Where do the Practice Boards (who provide module leads) and exam disciplinary panels sit in the structure? • Where does the Board of Examiners report to or which body provides oversight? • The Board wanted more information on the approval processes and how changes or new domains are approved • There was an impression that considerable power sat with the old management board with an unspoken question as to where this power now lies. • A question on examiner independence – their expectations versus reality • Curriculum changes – understanding the whole process, who does what, how external stakeholders (employers specifically mentioned) can get involved. • The role the Education Committee will play in all of this.
9.4	With regard to the exam misconduct panels, the Board received assurance that panel members are independent and that unanimity is needed to confirm findings against candidates. The Executive took an action to provide a clearer explanation of this process. Over the past three years, up to 1.5% of candidates have had some interaction with the exam disciplinary panel, with a recent and worrying increase in the number of candidates attempting the later subjects. It is hoped that the

	<p>return to invigilated and closed-book examinations will reverse this trend with a deep-dive planned for when resource allows.</p> <p style="text-align: right;">Action: Executive and Ben Kemp</p>
9.5	<p>REDACTED</p> <p>The Head of Risk informed the Board that the risk appetites had changed slightly, with the membership now having two with one covering learning.</p> <p style="text-align: right;">Action: Paul Lewis</p>
10.	<p>Corporate Plan 2025/26 and 2025 bridge strategy, including the Head of Risk's independent assessment</p>
10.1	<p>Paul Lewis introduced this item, noting the number of versions that had been shared with the Board to get to this point, where formal approval was sought. He added that the Executive is alive to the issues facing the IFoA and possible disruptions to delivery. A Strategy Delivery Group will be created to focus on successful delivery and to provide course corrections throughout the year, if needed. Objectives for all members of staff flow from the plan and the Executive is keen that this is a successful year for the IFoA.</p>
10.2	<p>Kate Shasha added her thanks to the Board for its input and challenge over the past few months and for its support at recent Council engagement sessions. Attention was drawn to the measures the Executive will use to hold itself accountable for delivery and that requests for additional information had been included as appendices to the paper.</p>
10.3	<p>The Board was asked to approve the 2025/26 Corporate Plan, the 2025 Bridge Strategy and the 2025/26 budget.</p>
10.4	<p>The Head of Risk has carried out an independent assessment of the Plan and Strategy and advised the Board that, as long as there are no complications, the plan can be delivered. The priorities in the Plan are the right ones but requests for additional resource throughout the period must be carefully managed with appropriate re-prioritisation, if required. The plan has an overall risk rating of amber, which can shift to red because of the financial implications of the April exam diet and the wider examination piece.</p>
10.5	<p>A financial plan covering ARGAs and the wider regulation piece, the IT pipeline, investment in ongoing project work and procurement is being created and will be shared with the Board in due course. The Head of Risk was unable to see the financial outer years and was unable to provide assurance at the time of the meeting.</p>
10.6	<p>The Board considered the need for an external strategy, agreeing to revisit this matter in a few months' time and with feedback from Council. Questions were raised on the budget proposals and status of the reserves, if they could cope with an unexpected drawdown and if the correct policies are in place to build them up again. Paul Lewis confirmed that the reserves were strong enough to cope with any immediate asks and that work is underway to ensure policies are robust enough to recoup any funds used and that the Executive will be considering further disclosure methods to improve transparency.</p>
10.7	<p>It was noted that Council will approve its Vision principles at its meeting in March 2025 and that the work of the Board and IFoA will flow from this. The Board will signal that it is working to realise the Vision through the building and delivery of the multi-year strategy. The Executive took an action to prepare a communications plan, which it will share with the Board.</p> <p style="text-align: right;">Action: Executive</p>
10.8	<p>The Board approved the Plan, Strategy and Budget with the following caveats:</p> <ol style="list-style-type: none"> 1. The Board would see plans for improving procurement within the IFoA, noting that it did not feature in the Plan. 2. The Board would need to see the medium-term financial plan 3. Formal noting of how the Council budget (set at £100k) would be set and drawn down on for future years. <p style="text-align: right;">Action: Executive</p>
11.	<p>Strategic risk quarterly report</p>

11.1	Serrina Galleymore took her report as read, noting that one risk has returned within appetite, with two remaining outside (exam processes and reputation).
11.2	REDACTED
11.3	The Board focussed on an issue where candidates had been examined on material no longer in the syllabus, questioning how such an instance could occur and what measures had been put in place to ensure it would not happen again. Mike McDougall described the process now in place, noting the three stages of checks. It was suggested that the Education Committee might have a role in this piece.
11.4	The Board noted the emerging risks and the Head of Risk stated her ongoing concern of the reliance on key suppliers and lack of full oversight on their operations, with the IFoA vulnerable to supply chain interruptions.
12.	Litigation update
12.1	The paper was taken as read with the Board having no questions or comments.
13.	Board's forward agenda
13.1	<p>The Board considered the forward agenda, suggesting that the lessons learned exercises be added in May 2025.</p> <p>The meeting pattern for the rest of 2025 will be confirmed offline, with the forward agenda updated as appropriate.</p> <p>The Board was informed that part of a meeting later in the year will include official portraits of members, with further details to follow.</p> <p style="text-align: right;">Action: Corporate Secretariat</p>
14.	Any other business
14.1	None.

There being no further business, the Chair thanked all for attending and closed the meeting.

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Chair