Institute and Faculty of Actuaries

# Minutes

**DPB Board Meeting**
**4 September 2025, 10:00am – 1:30pm**
Online via MS Teams

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| **Attending:** | James Smith, Chair (JS)<br>Andrew Allsopp (AA)<br>John Birkenhead (JB)<br>Tim Russell (TR)<br>Sophie Wright (SW)<br>Alison Carr (AC)<br>Colin Mayger (CM) | **Apologies:** | Darius Mayhew (DM) |
| **Executive Staff:** | Kirsty Mill (KM)<br>Sophia Salim, DPB Manager (SS) | | |
| **Guests:** | N/A | | |

| Item | Title | Action |
|---|---|---|
| **1.** | **Welcome** | **JS** |
| | The Chair welcomed everyone to the meeting. | |
| | **Board update** | |
| | The Chair confirmed that TR will be stepping down from the DPB Board following today's meeting. The DPB Manager informed the Board that the IFoA is in the process of recruiting a new Actuary Board Member and encouraged Board Members to share the vacancy link with any suitable contacts. | **JS/SS** |
| | The Board discussed succession planning for the role of Chair. The DPB Manager noted the challenges in finding a suitable candidate and confirmed that support is being provided by the Engagement Team. | |
| | There was a discussion regarding the term length for Board Members, with clarification sought on whether the standard term had changed from three to four years. It was also noted that the Chair role does not currently have a fixed term, and the Board agreed it would be sensible to consider formalising the tenure. | |
| | **Actions:**<br>• **The Board to consider formalising the DPB Board Chair role tenure length for future Chairs.** | |
| | **Meeting minutes** | |

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| Item | Title | Action |
|---|---|---|

**To approve minutes of May 2025 and redactions in yellow**

The Board approved the minutes and redactions of the May 2025 meeting,

**REDACTED**

The Board noted that the Handbook Project Plan and Timeline were expected to appear as a standing agenda item. Although agenda item 10 includes an update, the Board agreed it would be helpful to include a dedicated Project Plan document in future meeting papers to monitor progress more clearly.

The Chair highlighted the need to formalise and document internal processes, using the handling of the QAD ICAEW report as an example. He proposed that he and the DPB Manager compile a list of key processes such as the treatment of annual returns and how reports are added to the agenda. The DPB Manager agreed to document the processes currently followed by the Executive and share them with the Board.

The Chair initiated a discussion about the approach to firm visits (agenda item 4.5), specifically whether the Board should advocate for in-person meetings. The DPB Manager clarified that the IFOA follow a 'Digital First' approach. The Board expressed concern over the lack of clarity regarding who made the decision and highlighted conflicting views about cost implications.

Feedback from the May 2025 DPB Seminar showed an even split between preferences for in-person and online visits. The Board agreed that in-person visits are particularly valuable for firms conducting higher-risk, non-core activities. They suggested that, given there are no additional costs, the assurance provided by in-person visits justifies their use in certain cases.

The Chair asked whether the Board wanted to formally present this view to the IFoA, and the Board supported doing so. The DPB Manager agreed to draft a proposal outlining the rationale for in-person visits and will share it with the Chair before submission.

The Board approved the minutes of the May 2025 meeting.

**Actions:**

- **The DPB Manager to include a Project Plan as an agenda item at future Board meetings.**
- **The DPB Manager to include a timeline for the DPB Handbook update for future Board meetings.**

| Item | Title | | Action |
|---|---|---|---|
| | | • **The DPB Manager to send the QAD ICAEW monitoring process to the DPB Board.**<br>• **The DPB Manager to draft re: having in-person firm visits by the ICAEW and provide the draft to the DPB Board Chair, before proving to the Regulatory Board.** | |
| | **2.2** | **To approve interim meeting minutes May 2025**<br><br>The Board approved the interim meeting minutes of May 2025. | |
| | **2.3** | **To approve redacted minutes of March 2025 for publication.**<br><br>The Chair advised no additional redactions. The Board approved the minutes of March 2025. | |
| **4.** | **Standing items** | | **JS** |
| | **4.1** | **To declare any conflicts of interest**<br><br>**REDACTED** | |
| | **4.2** | **To note updated issues log and action log**<br><br><u>Issues Log</u><br><br>There were no comments from the Board.<br><br><u>Action Log</u><br><br>**REDACTED**<br><br>There was a renewed discussion about the 'Reconciliation report' first raised in September 2022. The DPB Manager asked for clarification on the level of detail expected. The Chair reiterated the Board's duty under its Terms of Reference to monitor the budget, particularly ensuring firms have paid their fees. If the responsibility lies with the Board, a process must be put in place; otherwise, the Executive should manage it.<br><br>The Board raised concerns over Governance Review transparency, stating that internal Board processes should be included. It was suggested that the Action Log be better maintained, that each action from the meeting minutes should be logged.<br><br>Regarding the ICAEW visits, the Board noted this item should not be marked as "complete" yet. | |

| Item | Title | Action |
|---|---|---|
| | A discussion took place about a Governance project, with A.A.'s previous work on risk governance confirmed to be separate. The Chair proposed developing a governance framework ("strawman") with a small sub-group, including the chair, S.W. and the DPB Manager. The Board agreed with this approach.<br><br>The Chair asked the DPB Manager to investigate a technical legislative matter linked to HM Treasury.<br><br>The Decisions Log was reviewed, and no comments were raised.<br><br>**Actions:**<br><br>• **The DPB Manager to update the Actions Log following each DPB Board meeting to include the actions from the meeting Minutes.**<br><br>• **The DPB Manager to arrange online meetings for a sub group of Board Members to discuss the Governance matter.**<br><br>• **The DPB Manager to look into the HM Treasury matter and provide an update to the Board Members via email.** | |
| | **4.3 To note updated risk register (with highlighted risks DPB 4 and DPB 7 to be subject to a "deep dive" at meeting)**<br><br>The Board reviewed the updated Risk Register, with a specific focus on highlighted risks DPB 4 and DPB 7, which were identified for deeper discussion.<br><br>During the discussion on DPB 7 Conflict of Interest, the Board questioned whether the risk description should include an acknowledgment that conflicts may arise, alongside a statement confirming that procedures are in place to manage them.<br><br>The Board further requested access to a list of all relevant IFoA policies, beyond those in the Handbook, to ensure awareness and compliance. The Chair agreed and noted it would also be helpful to receive confirmation if no additional policies apply.<br><br>**Actions:**<br><br>• **The DPB Manager to add wording to Item 7 'Conflict of Interest' re: the procedures for the DPB Board to follow when dealing with a possible conflict.** | |

| Item | Title | | Action |
|---|---|---|---|
| | | • **The DPB Manager and the Board Chair to discuss a 'Conflict of Interest' Policy for the DPB Board.**<br><br>• **The DPB Manager to provide the Board with a list of relevant IFoA policies, if applicable to the DPB Board.** | |
| | **4.4** | **Work plan**<br><br>The Board advised there were no comments on the Work plan. | |
| **5.** | | **Firm specific matters**<br><br>**To note developments, and matters arising since the last meeting.**<br><br>The Board advised further considerations re: firm's license ceasing and profit margins.<br><br>**REDACTED**<br><br>**Questions from DPB firm**<br><br>**REDACTED** | **JS** |
| | | **BREAK: 11:00am – 11:15am** | |
| **6.** | | **Complaint update - <u>CONFIDENTIAL</u>**<br><br>**REDACTED** | |
| **7.** | **Governance** | | **JS** |
| | **7.1** | **Amended Terms of Reference for review/comment**<br><br>The Board have sent a track changes version to the Board Chair to discuss with the other Board Member.<br><br>**Actions:**<br><br>• **The DPB Manager to share the track changes version of the Terms of Reference document with the Board Members.** | |
| | **7.2** | **Update from FCA meetings** | |

| Item | Title | Action |
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| | The Board Chair provided an update on the meeting with the DPB Manager and the FCA. | |
| 8. | **DPB Seminar** | **JS** |
| | **Feedback**<br><br>The Chair advised for the Board Members to look at the feedback themselves and will bring out when arranging the next DPB Seminar in May 2027. | |
| 9. | **Monitoring Visit Reports** | **JS** |
| | **To note and discuss**<br><br>The Board Members (J.B and A.A.) both offered to leave if a conflict of interest considered by the Board. The Board did not ask them to leave.<br><br>**REDACTED** | |
| 10. | **Handbook update** | **SS** |
| | **Update**<br><br>The DPB Manager informed the Board that external Counsel had been appointed to review the DPB Handbook, with a first draft expected by the November 2025 Board meeting. Regular calls with Counsel are ongoing, and the FCA has requested six weeks to review the draft once available.<br><br>Given the length of the current 100-page Handbook, the DPB Manager suggested dividing the document into sections for individual Board Members to review and invited ideas to streamline the process. The Chair acknowledged the volume of material and confirmed the Board would rely on counsel legal expertise, particularly on specific issues.<br><br>There was discussion about including broader regulatory topics (e.g. ESG, Consumer Duty, complaints process) either within the DPB Handbook or in separate guidance. The Chair noted that these were originally flagged in previous discussions, and although Counsel has not yet been instructed on these, they could be asked to provide views. The DPB Manager will clarify with Counsel whether these topics should be included in the main Handbook or addressed separately.<br><br>The Board emphasised the importance of ensuring that Counsel are reviewing the Handbook according to the instructions provided (especially those in the 29 May 2025 meeting pack), to avoid needing to revisit work. | |

| Item | Title | Action |
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| | The DPB Manager agreed to provide a dedicated Work Plan for the Handbook review and shared with the Board.<br><br>**Actions:**<br><br>• **The DPB Manager to create a 'Work Plan' for the DPB Handbook update and share with the Board Members.** | |
| **11.** | **Regulation round-up** | **SS** |
| | **To note and discuss**<br><br>None noted. | |
| **12.** | **All firms communication** | **SS** |
| | **To discuss if any of the agenda items need to be shared with firms**<br><br>The Chair advised re: the CMA and the regulatory perimeter, the Board could comment on that and point out a change to the initiates grid. The Chair and the DPB Manager to draft wording on this. The Board also advised a reminder re: the DPB Board vacancy could be included. The Chair agreed.<br><br>**Actions:**<br><br>• **The DPB Manager and Board Chair to draft update wording on the CMA and the regulatory perimeter.**<br><br>• **The DPB Manager to draft an update re: the DPB Board Actuary Member vacancy to be shared with the firms.** | |
| **13.** | **AOB** | |
| | **Next meeting: 6 November 2025** | |