

**INSTITUTE AND FACULTY OF ACTUARIES (the “IFoA”)
COUNCIL MEETING
MINUTES**

Tuesday 17 September 2024, 09:00 – 17:30 GMT (“Day 1”) and Wednesday 18 September 2024, 09:00 – 17:00 GMT (“Day 2”). In person at Staple Inn Hall, London and by videoconference.

Council Members Present:

Kartina Tahir Thomson (President and Chair)			
Nico Aspinall	Kalpana Shah	Melanie Puri (<i>Day 1 only</i>)	
Oliver Bettis	Dermot Grenham (<i>Day 2 only</i>)	Alan Rae	Sandy Trust
Cherry Chan	Yan Liu	Hilary Salt	Mark Williams
Akshay Dhand	Hugh McNeill	David Shaffer	Masimba Zata
Matthew Edwards	Catherine Lyn	Malcolm Slee	
Colm Fitzgerald	Janet Moss	Katie Sokolowski	
Richard Galbraith	Mukami Njeru	Paul Sweeting	
Riekie Gordon	Matthew Pearlman	Peter Tompkins	

In Attendance:

Day 1

Ben Kemp	IFoA, Interim Chief Executive Officer
Sarah Drummond	IFoA, Interim General Counsel (<i>for item 8 only</i>)
David Harrison	Chair, Risk Board (<i>for item 6 only</i>)
Ben Kemp	IFoA, Interim Chief Executive Officer
Mike McDougall	IFoA, Director of Learning (<i>for item 8 only</i>)
Hannah MacLeod	IFoA, Interim Head of Legal
Anne Moore	IFoA, Chief Operating Officer
Giles Peel	DCO Partners (<i>for item 3 only</i>)
Charlotte Perkins	Company Matters (Corporate Secretarial support)
Kate Shasha	IFoA, Director of Strategy (<i>for item 8 only</i>)
Jennifer Stott	Chair, Sustainability Board (<i>for item 3 only</i>)
Peter Walker	IFoA, Director of Membership (<i>for item 8 only</i>)

Day 2

David Currie	Chair of IFoA Board
Nicky Draper	Honorary Fellow (<i>for item 11 only</i>)
Ben Kemp	IFoA, Interim Chief Executive Officer
Hannah MacLeod	IFoA, Interim Head of Legal
Charlotte Perkins	Company Matters (Corporate Secretarial support)
Serrina Galleymore	IFoA, Head of Risk (<i>for item 13 only</i>)
Angus Armstrong	Institute for Global Prosperity, UCL (<i>for item 10</i>)

1. Welcome, Apologies, Register of Interests

1.1 The Chair welcomed everyone to Day 1 of the meeting. Apologies were received on Day 1 from Dermot Grenham, Matthew Ford, Simon Jones and Cynthia Yuan and on Day 2 from Melanie Puri, Matthew Ford, Simon Jones and Cynthia Yuan.

1.2 Council members noted the Register of Interests, and no new interests were declared.

2. Our Ways of working

2.1 The Chair introduced this item, noting that the purpose was to focus on how best Council members could work together during the 2024-2025 sessional year to ensure Council was as effective as possible, and to ensure collaboration with the IFoA Board and the Executive as “one IFoA”, for the benefit of the IFoA as an organisation and for the wider profession.

- 2.2 Each Council member present introduced themselves and gave a brief overview of their experience and reasons for being on Council.
- 2.3 The Chair circulated a Letter of Commitment, which invited Council members to provide written acknowledgement of the information relevant to their role, including respecting the role of Council, upholding the IFoA's values and ways of working, participation in Council and collective responsibility and confidentiality. Council members were requested to return signed forms to the Corporate Secretariat.

Giles Peel joined the meeting.

3. The Role of the Non-Executive

- 3.1 Giles Peel introduced this item and presented a governance training session on the role of the non-executive. The session covered topics such as the essential principles of governance, common themes behind governance failures, healthy boardroom cultures and risks, and the future of governance regulation.

Giles Peel left the meeting.

4. Q&A with Past Presidents

- 4.1 The Chair welcomed Jane Curtis (IFoA President 2011-2012) and Jules Constantinou (IFoA President 2018-2019) to the meeting and invited Council to ask questions of the past Presidents.
- 4.2 The discussion that ensued covered topics such as recent improvements to the IFoA member experience and recognition of overseas members, the importance of learning from mistakes and exhibiting respect amongst Council members to reach consensus and come to make the right decisions.

Ben Kemp, Hannah MacLeod and Charlotte Perkins left the meeting.

5. Closed Session

- 5.1 A closed session was held for Council members only.

Ben Kemp, Hannah MacLeod and Charlotte Perkins re-joined the meeting.

David Harrison and Jennifer Stott joined the meeting.

6. Spotlight on Practice Boards

- 6.1 The Chair introduced this item and invited the Chairs of the Sustainability Board, Risk Board and Finance and Investment Board Chairs to present their Practice Board's end of session reports. The Council noted reports from the Health and Care Board, Life Board, Pensions Board, Risk Management Board, Sustainability Board, Finance and Investment Board and General Insurance Board.
- 6.2 Jennifer Stott, Chair of the Sustainability Board ("SB") discussed three key purposes of the SB. The first was using the sustainability agenda to elevate the IFoA voices to be active in the public interest; the second was creating a community for actuaries to carry out sustainability research in the actuarial lens, and the third was focussing on the sustainability competencies that should be included in educational materials for actuaries.
- 6.3 David Harrison provided an update on the Risk Management ("RM") Board. He noted that the RM Board had overseen strong progress in lifelong learning, strengthening the link between the Risk Board and the CERA Board, and there had been significant growth in the use of digital communities. The DEI makeup of the Board had improved, but the work of the RM Board to promote DEI still required further consideration to understand their role in this area.
- 6.4 Nico Aspinall provided an update on the Finance and Investment Board ("F&IB"). He noted that the F&IB had amongst other things, championed the launch of a women's network and set up an

opportunity for a joint conference with the Sustainability Board, both of which were highlights in terms of moving the profession forward. However he noted that there had been some challenges to recruiting volunteers to the F&IB.

- 6.5 The Chair commended the immense amount of work Practice Boards conduct for the IFoA, and noted plans to think on how the IFoA can enhance and optimise the work of the Practice Boards.

7. Working Groups Update

7.1 Sustainability Working Group

- 7.1.1 Sandy Trust and Oliver Bettis introduced this item. Council was updated on the progress of the working group, including a shift in priority themes towards a greater focus on education, ongoing outreach to UK regulators with regards to climate change scenario analysis, and the development of the latest IFoA Sustainability paper, Planetary Solvency, due to be published on 10 October 2024.

7.2 Artificial Intelligence (“AI”) Working Group

- 7.2.1 Matthew Edwards introduced this item, and provided Council with an update on AI, in particular generative AI. He referenced the discussions at the previous meeting regarding a high-level ethical AI course and noted that the Working Group had progressed with this course and planned for it to be used as a training course for non-executive directors. He also referenced the risks of generative AI being used to cheat during exams and ways in which this could be mitigated.

7.3 Regulation Working Group

- 7.3.1 Oliver Bettis introduced this item. He provided an update to Council on discussions from the last Working Group meeting, covering topics such as diversity, equity and inclusion, education oversight and climate related risk.

Sarah Drummond, Mike McDougall, Anne Moore, Kate Shasha and Peter Walker joined the meeting.

8. Meet the Executive

- 8.1 Ben Kemp introduced this item and welcomed the Executive Leadership team (“ELT”) to the meeting. Ben Kemp noted that it had been a time of significant change for the executive and encouraged Council to contact any members of the ELT at any time should they have questions. Each member of the ELT introduced themselves and gave an overview of their role, the teams and functions within their remit. Council noted the IFoA executive organisational chart.
- 8.2 In response to requests from Council, Sarah Drummond agreed to share the figures for IFoA spending on external legal advice, and for the Litigation Update, covering ongoing legal cases taken against the IFoA, to be re-instated as a regular item included in the Council papers, commencing at the November meeting.

Action: Sarah Drummond

- 8.3 In relation to exam integrity, Mike McDougall commented that the immediate challenges were with the current exam system, and that improvements were on track for completion next year. He noted that ensuring examination integrity was a top priority and that the Executive were exploring options to convert back to in-person exams. Discussions also covered:

- the learning group competency framework, with Mike McDougall confirming that the key foundations and skills required to build the framework were currently under assessment; and
- the ongoing risk of resource review and the organisational wide plan for the operational model, both of which were underway to ensure the IFoA was fully staffed, with the right skills in the right places going forward.

- 8.4 Peter Walker discussed public affairs and thought leadership, member service, and the upcoming campaign to launch the Chartered Actuary designation. He also noted that the Edinburgh hub, whilst it was mainly for staff, was available for members to use on request.

- 8.5 In response to questions from Council, Anne Moore reported that the significant ongoing change had resulted in slightly reduced engagement scores on the latest staff survey. However, she confirmed that staff turnover figures were in line with those of similar organisations and were not causing budgetary or recruitment issues.

Sarah Drummond, Mike McDougall, Anne Moore, Kate Shasha and Peter Walker left the meeting.

9. Team Building Activity

- 9.1 Council participated in a team building activity.

End of Day 1.

Angus Armstrong joined the meeting.

10. Unconference

- 10.1 The Chair introduced this item, noting that Council members were invited to share their thoughts and insights to further the thinking on the vision of the IFoA and the actuarial profession. The outputs from the session would be used to provide insights and inputs to feed into Council's formal Vision Day at the November 2024 Council meeting.
- 10.2 Opening sessions were held by Angus Armstrong, on economics, and by Hugh McNeil, on making sense of a changing world. Council then split into a series of free-flowing group discussions, and returned to the Council chamber for a full group discussion and feedback session.
- 10.3 Feedback from Council demonstrated that the session had been productive, with open and comfortable thought-provoking conversations, and plentiful notes to take forward. The Chair reported that the outputs of the session would be summarised and shared with Council, to then be further distilled to reach a summary of themes and a cohesive discussion point for the November 2024 Council meeting. Council agreed that a small working group should be set up to review the points raised during the session.
- Action: Council**
- 10.4 A suggestion from Council on how the unconference could be more effective next time, was to reduce the number of sessions held, so that there was no over-lap in timing to allow council members to attend every session.

Angus Armstrong left the meeting.

Nicky Draper joined the meeting.

11. Q&A with Honorary Fellow Nicky Draper

- 11.1 The Chair welcomed Nicky Draper to the meeting, noting that Council was responsible for approving honorary memberships, and this was an opportunity for Council to ask questions.

Nicky Draper, Ben Kemp, Hannah MacLeod and Charlotte Perkins left the meeting.

12. Closed Session

- 12.1 A closed session was held for Council members, along with David Currie, Chair of the IFoA Board.

Ben Kemp, Hannah MacLeod and Charlotte Perkins re-joined the meeting.

Serrina Galley more joined the meeting.

13. Key Reports/Updates

- 13.1 Board Chair Update

13.1.1 David Currie introduced this item and provided an update to Council on Board developments since the last Council meeting. Key areas discussed included:

- the timetable for the development of the 2025 strategy. The Board planned to consult Council in early November 2024, with a view to finalising the strategy in early 2025. This would allow sufficient time to consult with Council on the strategy;
- an effective Board sub-committee structure had been established, including an Audit and Risk Committee chaired by Tony O’Riordan; a Remuneration Committee chaired by Sheila Kumar; an Education Committee, chaired by Paul Sweeting, as well as a Technology Committee and a revamped Member Experience Committee;
- the Board had requested that the Executive begin scoping the review of the IFoA’s organisational operating model. It aimed to provide a comprehensive understanding of the nature of the IFoA and to identify any areas in need of improvement for the new permanent CEO to progress on his/her appointment; and
- a key priority for the Board was ensuring the integrity of examinations by focussing on ways to improve the examination process and security. This was also a key focus for the Education Committee.

13.1.2 Further to David Currie’s point on examination integrity, Paul Sweeting, in his remit as Chair of the Education Committee, provided an update. He noted that Mike McDougall had been requested to contact urgently all principal examiners to ask whether the exams were capable of being held in person and closed book; as well as to make urgent enquiries as to whether there was available space to host the exams in person. An update was expected soon and would be reported back to Council at the next meeting.

13.1.3 Council discussed the recurring issue of the examination website crashing on results day. David Currie confirmed that fixing this issue was a priority for the Board and it had been discussed in depth at the last Board meeting.

13.1.4 The consensus from the discussion was that Council required urgent assurance on the steps being taken by the Executive and the IFoA Board to mitigate the exam risk. It was agreed that Council would be presented with an update as soon as possible on the exam position, to provide assurance that the issues would be resolved prior to the April 2025 exam session.

Action: Ben Kemp / David Currie

13.2 CEO Update

13.2.1 Ben Kemp introduced this item, which provided Council with an update on notable developments since the last Council meeting, including:

- the UK Government’s announcement that the Audit Reform and Corporate Governance bill would be brought forward. The IFoA was engaging with the FRC to ensure that actuarial regulation is kept on a sustainable footing going forward, this engagement being led by the Regulatory Strategy Steering Committee, chaired by Kartina Tahir Thomson;
- the latest events programme, including the 2024 Asia Conference and Annual General Meeting;
- the launch of the new mobile version of the member portal;
- a summary of executive developments, including re-organisation and the most recent colleague engagement survey results; and
- the latest dashboard showing key organisational and financial metrics.

13.3 Risk Update

13.3.1 Serrina Galleymore introduced this item and presented the quarterly Strategic Risk Report. Key points highlighted and discussed were:

- the UK riots in early August had not directly impacted the IFoA, however the IFoA had reacted by assessing the potential impacts of the riots on IFoA members, staff and volunteers, as well as on upcoming events. In response to a question from Council, Serrina Galleymore confirmed that civil unrest was on the risk register prior to the riots, and it was also listed as a highly unpredictable risk on the UK National Risk Register. Further, the riots had triggered a review of the IFoA's emergency processes, including the Disaster Recovery Plan and Business Continuity Plan;
- governance and culture risks were within appetite and continued to decrease, due to the continued implementation of the governance changes, including the newly established IFoA Board and formation of the new Audit & Risk Committee and Council governance structure;
- there had been a material shift in the residual risk profile this reporting period, primarily due to a further three exam related risk events and the Government announcement of the intention to form the Audit, Reporting and Governance Authority ("ARGA") to replace the FRC, which would potentially drive changes to actuarial regulation;
- the risk of cyber-attack remained outside of risk appetite and changes had been introduced to mitigate this risk. To bring the risk back within appetite, DNN was due to be upgraded to the latest version at the end of September 2024, and Cyber Essential+ needed to be achieved. However, due to delays, it was expected that the achievement of Cyber Essential+ would not take place until 2025; and
- exam quality, exam process and reputational risk had moved outside of risk appetite during the reporting period. Due to the changes in exam risk, there had been a material shift during the quarter that caused reputational risk to move outside of appetite. In response to a question from Council regarding reputational risk, it was agreed that some further insight should be presented to Council on how reputational risk was being managed and reduced, to ensure that Council were fully informed and able to provide assurance to members around the IFoA's reputational risk.

Action: Serrina Galleymore / Ben Kemp

13.4 Governance Reforms Update

- 13.4.1 Ben Kemp introduced this item, which provided an update to Council on the implementation of the governance reforms, including a summary timeline, stages of finalising the reforms, and key outcomes and next steps from the Council Working Group.
- 13.4.2 Stage 1 of the governance reform was currently underway, and before entering stage 2, Council was responsible for evaluating the success of the current arrangements, including the outcomes of a post-implementation review, before deciding whether to proceed further. Stage 2 of the governance reform involved changing the Charter and Byelaws, and Ben Kemp re-assured Council that the drafting of these changes would not be shared with the Privy Council until Council had approved the proposed changes.
- 13.4.2 In summary, regular reports would come to Council on the implementation of the governance reforms, and the reforms would not formally proceed to the future stages until Council had the opportunity to review, consider and affirm them.
- 13.4.3 Council discussed the recommendations of the Council Working Group, which were approved by Council at the meeting on 12-13 June 2024. It was agreed that the paper setting out the approvals be uploaded to the Reading Room on Diligent Boards, and be appended to the minutes of that meeting, for clarity and ease of reference, and that this protocol be followed for future approvals by Council.

Action: Corporate Secretariat

- 13.4.4 Council discussed the formal process for decision making in between meetings, noting that it was not appropriate for a lack of response by email to be taken as deemed approval. In order to improve the process going forward, any material decisions would be taken over Teams call and no decisions would be deemed to be approved by Council over email through lack of response - instead this would be taken as abstention.

Action: President / Corporate Secretariat

13.4.5 Council discussed the minutes of Council meetings and agreed that the minutes should be circulated in between meetings for review, to reduce the time taken for the minutes to be published on the website. An agreed timetable for the minutes should be established, setting out timings for the delivery from the corporate secretariat team, approval by Council and target date of publication on the website. Further, that all important documents should be uploaded to Diligent Boards, rather than be circulated by email.

Action: Corporate Secretariat

13.4.6 To ensure the availability of corporate secretariat resource, the meetings of the Council, the IFoA Board and IFoA Committees would need to be scheduled with sufficient time in between meetings, and where this was not possible, prioritisation of minutes should be agreed.

Serrina Galley more left the meeting.

14. Voice of the Membership

14.1 The Chair introduced this item, which was an opportunity to discuss the membership feedback framework, and the ways in which information was shared with Council.

14.2 Exam Integrity

14.2.1 Colm Fitzgerald introduced this item, and Council discussed various items in relation to exam integrity, such as the accuracy of plagiarism checker software, Turnitin, as well as the Whistleblowing process, noting that it was the Audit and Risk Committee's responsibility to review whistleblowing claims, and any claims relating to the examination process were the responsibility of the Education Committee and the IFoA Board.

14.3 Feedback Framework

14.3.1 The Chair introduced this item, the purpose of which was to discuss the framework by which Council members can understand the views of the wider membership. Council was requested to provide feedback or to approve the following recommendations:

- Re-establish a Council email address to receive feedback from members;
- Establish a working group of Council members willing to review emails between meetings, and draft responses for the approval of the President or the full Council; and
- Establish member feedback as a standing item on the Council agenda.

14.3.2 Following discussion, Council agreed that a working group should be established to give more thought to the recommendations discussed in the meeting, including: the use of a dedicated email mailbox (new or existing); the management of any mailbox; the signalling of any mailbox through the website; and the engagement with the Executive regarding operational queries.

14.3.3 Matthew Edwards and Janet Moss volunteered to form a working group to recommend a solution for internal and external Council communications.

Action: M Edwards and J Moss

15. Council Appointments Committee Report

15.1 Kalpana Shah introduced this item. Council was requested to make the following approvals:

(a) Approve the appointment of:

- i) Dermot Grenham to the Council Appointments Committee;
- ii) Riekie Gordon to the Health and Care Board;
- iii) Cathy Lyn to the IFoA Foundation;

- iv) Matthew Ford to the Life Board;
- v) Malcolm Slee to the Pensions Board; and
- vi) Sandy Trust to the Sustainability Board.

(b) Approve the amendments to the Council Appointments Committee Terms of Reference as noted in appendix 1 to the paper.

After careful consideration, Council **approved** the above detailed appointments, and amendments to the Council Appointments Committee Terms of Reference, subject to the removal of references to the Presidential Team from the Terms of Reference.

Action: Corporate Secretariat

Kartina Tahir Thomson voted by proxy for Sandy Trust and Simon Jones.

16. Future of Council: Working Groups

16.1 The Chair introduced this item, which provided an update on the formation of Council's working groups. These were the Culture Task Force, chaired by Richard Galbraith; the Student Working Group, chaired by Paul Sweeting; the Practice Boards Working Group, chaired by Kalpana Shah, and the Little Things Count Working Group, chaired by Kartina Tahir Thomson.

16.2 It was noted that a report from each of the working groups would be presented at the November 2024 Council meeting.

17. Consent Agenda

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

1. Minutes of Council meeting of 12 and 13 June 2024

- **Approved**, subject to the addition of the decision to make use of Bye-laws that allow co-options to Council

2. Minutes of Council meeting of 20 June 2024

Approved.

3. Forward agenda

4. Council Action List.

17.2 In response to a request from Council, a memo on decisions taken in between meetings would be included in the Council papers going forward.

Action: Corporate Secretariat

18. Standing Items

18.1 Death Announcements

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

- Mr Martin Gerald Clarke
- Mr Roy Bertram Colbran
- Mr Anthony Newton Craig
- Mrs Christine Caroline Fourie
- Mr Jacob Matthew Wooderson

Council members contributed their thoughts relating to Mr Clarke and Mr Colbran.

18.2 Any Other Business

18.2.1 None raised.

18.3 Future meeting dates:

- 14 & 15 November 2024, London
- 11 & 12 March 2025, Edinburgh
- 11 & 12 June 2025, London

End.

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Chair