COUNCIL MEETING, INSTITUTE AND FACULTY OF ACTUARIES MINUTES

Date	23 July 2015
Start Time	09:30
Finish Time	16.45
Place	Staple Inn, High Holborn, London, WC1V 7QR

Council Members present:

Fiona Morrison

President and Chair

Kelvin Chamunorwa Deborah Cooper Charles Cowling Stephen Cunningham Marian Elliott Andrew Hitchcox Keith Jennings Kathryn Morgan Marjorie Ngwenya	Edwin Sheaf Nick Silver Malcolm Slee Mike Smedley Peter Tompkins Elliot Varnell Suzanne Vaughan Haijing Wang Colin Wilson
Marjorie Ngwenya	Colin Wilson
Mark O'Reilly*	Ellen Yang
Martin Potter Carole Ryden	Cynthia Yuan Feifei Zhang
Nick Salter	-
* by phone	

In attendance:

Derek Cribb	IFoA, Chief Executive
Ben Kemp	IFoA, General Counsel
Memoria Lewis	IFoA, Membership Director
Anne Moore	IFoA, Director of Finance and Operations
Paul Reynolds	IFoA, Director of Public Affairs
Kimberley Russell	IFoA, Corporate Secretary
Trevor Watkins	IFoA, Director of Education
Alan Whalley	Chair, IFoA Management Board

Tim Birse

Chair, IFoA Education Board

Item 9 only

PART I – INTRODUCTION AND PROTOCOLS

1. WELCOME, APOLOGIES AND INTRODUCTIONS

The President welcomed attendees to the first Council meeting of the 2015 – 2016 session and in particular the new members of Council able to attend: Kelvin Chamunorwa, Stephen Cunningham, Andrew Hitchcox, Keith Jennings, Haijing Wang and Ellen Yang.

The other new members Jules Constantinou and Louise Pryor sent their apologies due to pre-arranged commitments. In addition, there were two further apologies from Council members, Patrick Lee and Andrew Rear. The President had Patrick Lee's proxy vote.

2. REGISTRATION AND DECLARATION OF INTERESTS

No declarations of interest were made; those members new to Council present having completed a declaration of interests form, prior to the meeting.

3. PROTOCOLS AND WAYS OF WORKING

(Including, the Review of Council's Effectiveness 2014 – 2015)

Protocols and Ways of Working

The President emphasised the importance that Council, and its individual members, are able effectively to discharge its formal duties. It was equally important that all members of Council are able sufficiently to contribute and express their views. Achieving both those objectives would be challenging in the session ahead largely as, in addition to business as usual, Council would carry out activity to refresh the IFoA's strategy. Certain protocols and ways of working would, accordingly, apply to the operation of Council to help manage the increased workload. Those protocols were additional to the more formal rules and procedures put in place under the IFoA's governance framework.

Council would, in particular, meet from 14.00 hours BST on the date prior to each full Council meeting to allow increased flexibility in the management of the agenda.

It was, however, in addition, agreed that Council might be required to meet for two full consecutive days on 1 and 2 June, 2016, in recognition that additional time might be required to approve the refresh of the strategy at that time.

Council members were reminded not to use email, twitter, blackberry or other phones during Council meetings; breaks in the agenda would be provided.

Paper 29 15 noted and approved.

Review of Council's Effectiveness 2014 – 2015

Nick Salter, Immediate Past President, highlighted key issues from the following three surveys undertaken to assess Council's effectiveness:

- members of Council only;
- all Chairs of the IFoA's Boards and Committees, IFoA Chief Executive, Executive Directors and a pool of six Senior Managers; and
- the 400 Club.

Nick Salter expressed his disappointment at the low number of respondents to the first two surveys (seventeen and twelve respondents, respectively).

Council had, by and large, rated its performance as effective. Several initiatives, such as the pre-Council events, had been particularly well received.

The effectiveness of the size and composition of Council had, however, received the lowest score of all the dimensions explored. In this regard, Council recognised the inherent conflict between the size of Council and the desire that Council be representative of the membership. The views expressed that the size of Council hindered effective and efficient meetings should, however, not be disregarded. Council noted that the size and composition of Council would be considered more closely under Colin Wilson's presidency.

In comparison to some of the other strategic themes, the furtherance of learned society and thought leadership had been scored relatively low. Positive developments in 2015 – 2016 were, however, anticipated as a result of the views expressed by Professor Mark Cross, chair of the Research and Thought Leadership Committee.

Overall the results for the second survey (i.e. those outside Council) were generally lower and not as positive as those for the first (i.e. the Council members' only survey).

The lowest score related to effective communication and a lack of visibility of Council. Council discussed a number of possible options to improve visibility of Council's activities and engagement. Those options included an increased electronic engagement through the use of discussion forums, twitter, use of Council's webpage for collective dialogue, blog for Council members etc.

Paper 30 15 noted.

Feedback on External Speaker – Jamie Smart – 22 July 2015

Council discussed the presentation provided by Jamie Smart of Clarity Consulting on 22 July, 2015, which had explored the concept of strategic intuition and insight.

Council had in particular been stuck by the importance of "listening" and insight in creating vision and innovation. It would be important for Council to focus on the parameters of the strategy – and not the minutia – in refreshing its strategy. In addition, it would also be important for Council to explore which single change would have the most significant impact on the future of the profession.

The President formally noted her gratitude to Jamie Smart for his presentation which had been thought provoking.

PART II - SPECIFIC ITEMS

4 MANAGEMENT BOARD

(Including, the Review of Management Board's Effectiveness 2014 – 2015)

Alan Whalley highlighted key issues arising at Management Board (**Board**) since the Council meeting held on 22 May, 2015. The following items were noted by Council:

- Nick Salter and Marjorie Ngwenya had been appointed to the Board with effect from 1 July, 2015. The detailed results of the Council vote are set out at Agenda Item 14.
- Kathryn Morgan, as a member of the Digital Project Board (**DPB**) and Council, provided an update with regard to the website. The delivery of the project was on track. All the high level risk red issues had been resolved. The launch date would likely be November 2015. Council offered its thanks to the Executive team involved in the website project for their continued efforts.
- A demonstration of the website would be provided at October Council.

Action 1 – K Russell

• Ben Kemp clarified that both the Memorandum of Understanding with the Staple Inn Actuarial Society (SIAS) and the publishing contract for The Actuary were due to be

renewed in 2015. The Executive and SIAS were engaged in challenging, yet productive, dialogue to inform and enhance their ongoing relationship.

Review of Management Board's Effectiveness 2014 – 2015

Alan Whalley highlighted key issues arising from the responses provided by stakeholders to the following three surveys:

- members of the Board only;
- all Council, Chairs of the IFoA's boards and committees, IFoA Chief Executive, and Executive Directors; and
- the 400 Club.

The results had been generally pleasing. There had been an improvement overall since 2014. The average rating for effective communication with Council had improved.

In contrast, the surveys had identified a need for the Board to improve the level of two-way communication with the IFoA's boards and committees. The Board would proactively take steps to broaden its communications.

The largest difference in average ratings between the first survey (members of the Board only) and the second (those outside the Board) related to holding the Executive accountable, although both surveys had shown an improvement since 2014.

A discussion ensued regarding the appropriateness of the structure and composition of the Board. In particular, a Council member questioned whether members of the Executive should hold a voting position on the Board. Alan Whalley clarified the structure and operation of the Board as a unitary board and how the Board exercises its responsibilities on behalf of Council.

In addition, a Council member – and prior member of the Board – spoke positively of the partnership between the Executive and the Board and the culture of open and frank challenge encouraged by Alan Whalley, as chair. It was, in addition, noted that no binding decisions could be made by the Board when the number of Executive members voting exceeded the number of non-Executive members voting. The composition of the Board could, however, be given further consideration in due course if Council so wished.

Council members were encouraged to attend meetings of the Board as an observer.

Board's Objectives for 2015 - 2016

Council approved the Board's objectives for 2015 – 2016, subject to further consideration as to whether the objectives should more explicitly refer to risk management; and clarification to make the success measures more explicit, definable and measurable.

Action 2 – A Whalley

Council encouraged, if possible, the Board to update Council on its progress towards the achievement of its success measures throughout 2015 – 2016.

Paper **31 15** noted. Board Objectives for 2015 – 2016. Paper **31 15** approved subject to clarific

Board Objectives for 2015 – 2016, Paper **31 15**, approved, subject to clarification.

5 REGIONAL SOCIETY ENGAGEMENT

Memoria Lewis highlighted the progress made since the IFoA's strategy was launched in June 2011 with particular regard to the IFoA's engagement with Regional Societies. For

example, the establishment of new regional member groups not only in the UK but internationally.

Council considered a series of high level principles to formalise the support available to all Regional Societies in a consistent way, allowing the IFoA to promote the central support services available. Council supported those principles and emphasised that neither the principles nor the services made available should be London or indeed UK centric. It should also be recognised that not all societies are "regional". Some groups would be formed out of a common interest. Those common interests groups should equally be supported.

A key purpose of the Regional Societies would be the dissemination of research and thought leadership. That should be recognised as part of the principles and the research generated by the Practice Boards in the UK should be disseminated internationally.

Although equivalence of service may be desirable in theory, it was agreed that a one size fits all approach would not always be appropriate. For example, Regional Societies of more or less maturity would require differing levels of support.

Council applauded the services provided to Regional Societies by the Executive and expressed an expectation that those services continue to grow.

Paper 32 15 approved.

6 RISK APPETITE AND RISK MANAGEMENT FRAMEWORK

Risk Appetite Statement

Alan Whalley highlighted the key rationale behind the amendments to the risk appetite statement approved by Council in July 2014.

A Council member queried the use of *no tolerance* which would apply to critical risks that the IFoA would not accept. It would not be possible to avoid or mitigate all risks, but it would be important for the IFoA to bare down heavily on such risks.

Council approved by a majority vote the revised risk appetite statement – all Council members present and by proxy voted in favour, except three members who abstained.

In doing so, Council asked that the Board produce, by way of practical examples, additional clarification to underpin and demonstrate what is meant by the categories *no tolerance, limited tolerance,* and *greater tolerance*.

Action 3 – A Whalley

Key Strategic and Operational Risk Register

Council noted the revised key strategic and operational risk register which would be used going forward to provide quarterly risk reporting to the Board and Council.

The risk register would capture both risks to the IFoA and the profession. Council emphasised the importance of acknowledging that not all countries would operate on the basis of the same risk tolerance as the UK. That difference in approach would in itself create a risk for the IFoA as it continued the growth in non-UK members. Moreover, the diversification and expansion into new areas of industry by the IFoA and the profession would also create new risks.

A Council member questioned the appropriateness of the use of the percentage ratings to assess the likelihood of a risk occurring but in particular the rating of 10% or greater; it would not be immediately apparent if the likelihood of occurrence would be 10% or 90%.

Governance Roles

Council noted the recommendation from the Board, with the support of the chair of the Audit and Risk Committee, that the Chief Executive continue to fulfil the role of the Chief Risk Officer (**CRO**) with oversight exercised both by the Board and the Audit and Risk Committee. In addition, Colin Wilson, a prior member of the IFoA's Risk Management Board, had joined the Board in his capacity as President-elect. It was noted that the IFoA's Risk Management Board were not in favour of the recommendation. Some members of Council expressed a strong preference, as an alternative, for a separate dedicated CRO (potentially a volunteer or part time resource, having taken the view that the IFoA's operational risks were relatively modest). In discussion, however, risks in relation to strategy, finance and reputation were, in particular, highlighted by those members of Council opposed to the recommendation. In addition, and as a result of that risk exposure, those members also expressed a need for a full time employee as CRO.

Council voted against the Board's recommendation – by vote, nine members of Council voted in favour, eleven against and three abstained. The Board would bring a further proposal to Council in due course.

Action 4 – A Whalley

Special Risk Projects

Council noted that the Board would commission the following special risk related projects over the course of the 2015 – 2016 session:

- identify the approximate sizes of the downside to each of the key strategic and operational risks;
- identify a couple of risk areas and subject them to reverse stress testing;
- produce (and in due course publish) a principal risks and uncertainties report, building on the new Financial Reporting Council risk reporting code; and
- identify the opportunities that regulation provides as a source of improving the quality of output of actuaries (in conjunction with the Regulation Board).

In doing so, Council encouraged the development of scenarios to accompany the identification of the downside to each key strategic and operational risk.

The Board would seek the assistance of the IFoA's Risk Management Board and provide to Council in October an anticipated timetable for the delivery of these projects.

Action 5 – A Whalley

In addition, the Board and Council recognised and agreed the importance of considering changes in the environment and potential future emerging risks to the IFoA's strategy through horizon scanning not only as part of Council's refresh of the strategy but for the IFoA's boards and committees on an ongoing basis.

Paper **33 15** noted, and more specifically: <u>Risk Appetite Statement, Paper **33 15** approved, subject to clarification.</u> <u>Role of CRO, Paper **33 15**, not approved.</u> <u>Special Risk Projects, Paper **33 15**, noted and endorsed.</u>

7. DIVERSITY STRATEGY POLICY

Nick Salter introduced a draft Diversity Strategy for the IFoA which would, once approved, be made publicly available to the membership. A detailed action plan would, in addition, be developed to underpin the Diversity Strategy.

Council provided a number of high level comments, for instance on the meaning of the phrase "we" throughout the Diversity Strategy. In addition, Council encouraged the use of positive (and not defensive) terminology. Nick Salter would review the draft in light of Council's feedback and take a further draft to the Diversity Steering Group.

Action 6 – N Salter

Council delegated power to the Diversity Steering Group to approve the final version of the Diversity Strategy for publication.

Paper 34 15 noted.

8. REPORT FROM THE AWARDS COMMITTEE

The following recommendations were unanimously approved by Council:

• the following paper be awarded a Peter Clark prize for Best Paper:

"Model Risk: Daring to open up the black box"

Authors: The IFoA Model Risk Working Party: A. Aggarwal, M.B. Beck, M. Cann, T. Ford, D. Georgescu, N. Morjaria, A. Smith, Y. Taylor, A. Tsanakas, L. Witts and I. Ye.

• the establishment of a new prize in the name of the late Geoffrey Heywood and to award the inaugural Heywood Prize to the following research paper:

"Non-traditional investments - key considerations for insurers"

Authors: Non-traditional Investments Working Party: N. Clifford, E. Comerford, E. Conway, E. Dimitriou, R. Evans, T. Gormley, J. Grainger, E. Gu, A. Hammacott, B. Hue, G. Jones, I. Kendix, B. McCormack, G. Mee, S. Metcalfe, L. Rauutu, N. Sinclair, G. Spivak, J. Strelets, R. Ward and K. Zhang.

- to put forward to election as an Honorary Fellow in 2016, Professor Sir David Spiegelhalter;
- to award a Finlaison Medal to Adrian Waddingham.

Peter Tompkins, chair of the Awards Committee, was content that the Board considers in due course the funds made available to the Memorial Prize Fund, and the other funds, for the purposes of awarding prizes.

Paper 35 15 approved.

9. REFRESH OF STRATEGY - EDUCATION

The President welcomed Tim Birse to the meeting.

Trevor Watkins and Tim Birse provided a brief update on the progress of the Education Strategic Review (**Review**). That Review had, to date, largely been led by a Strategy Review Group (**Group**). The aim of the Review had been twofold; to identify which competences would be required of actuaries working in roles across varied industries in 2025; and to conduct a review of the existing syllabuses.

The existing education structure had been built around core and specialist pathways. The Group had not identified a need for the IFoA to move away from those pathways.

Separate groups had also been established to review each of the syllabuses. The IFoA's Practice Boards had positively engaged with that process and were equally keen to ensure the syllabuses would be fit for purpose in 2025.

Tim Birse acknowledged that the Review had, however, now become subsumed as part of a wider project to refresh the IFoA's overarching strategy. With that context, the following points and issues were highlighted by members of Council to assist the Group and the Education Board develop the aims of the refresh of the education strategy.

The Definition of an Actuary

Council recognised the rapidly changing financial services sector, and the broader business and regulatory environment. It would, accordingly, be important to rethink, fundamentally, and redefine the role of an actuary in the modern world – and, in addition, what skillset would be of most value. Council questioned, for example, whether the profession should be aiming to attract and develop entrepreneurs, creative thinkers, specialists, technical experts, broad business professionals, advanced data analysts, etc.

Moreover, Council questioned the likely future target markets and industries – for example data science and analytics, investments, banking, utilities, heath and care, and risk. The target markets in 2025 and beyond would likely differ significantly from today. There would more than likely be more of a need for a broad skillset (rather than narrow technical skills).

The importance of succinctly defining what actuaries do and the value actuaries add was stressed. Without exploring what an actuary would look like in the next 25 - 30 years, the education system would not be capable of positioning actuaries appropriately for the modern world.

Importance of Flexibility

The education system should be sufficiently agile and flexible to allow actuaries to attain skills capable of cross-industry application. A narrow and/or technical education system could limit employment opportunities for actuaries.

In this regard, Council questioned whether the existing levels of qualification – Fellow, Associate, and Certified Actuarial Analyst – were appropriately positioned and whether a restructure of those qualifications would be required. In general, Council agreed that the three levels would likely remain appropriate but, potentially, subject to the following views:

• as a key point of focus, the associate qualification should be redeveloped and repositioned as the primary pathway to qualification as an actuary. In that regard, Council questioned whether the term "associate" should be replaced with "actuary".

- the Fellowship would remain an extension of the "actuary". However, work should be undertaken to define what is meant by a Fellow. Rather than perpetuating a perception of a Fellow as an actuary with a deep (and possibly narrow) specialism, one option to explore would be defining a Fellow by means of an experience benchmark, whether by ability (such as expert "insight and judgment") or by experience at a senior level.
- in recognition of the global spread of the IFoA's student membership, the syllabuses for any examinations of a more specialist nature should promote and assess the application generally of specialist skills and techniques and not UK specialist knowledge.

Practicalities

Consideration should be given as to whether the time taken to qualify as an actuary and the associated costs could, potentially, act as a deterrent for some who would otherwise enter into the profession. For example, would entrepreneurial types be less attracted to the profession for those reasons? It would, however, be important for the standards of the examinations to be maintained and not undermined by changes to the education structure. Employers, globally, hold the qualification in high regard.

The Need for Evidence

Evidence should be collated to support any proposals for the evolution of the education system. Engagement with the younger members of the profession would be encouraged to understand more fully their expectations and vision. The views of other non-actuaries working within non-traditional sectors should be sourced. It would be important to understand why such sectors recruit and engage with other professions (such as data scientists) to positions which would otherwise seem aligned with the actuarial skillset.

Next Steps

Tim Birse was heartened by the depth of review advocated by Council. He identified two separate, but related, processes. The first being to complete the Review as originally scoped (e.g. the continuation of the syllabuses review). The second being to undertake a fundamental deeper review of the education strategy. The views expressed by Council would usefully assist reframe and develop those processes. Those views would also be disseminated widely among the IFoA's boards and committees.

Action 7 – K Russell

A call for additional Council members to work with the existing Group and the Education Board would be circulated by the Corporate Secretary.

Action 8 – K Russell

Paper 36 15 noted.

10. JOINT VENTURE

This agenda item was minuted separately as a confidential item of these minutes.

11. "PROMOTE"

The President introduced her presidential theme "promote" for the 2015 – 2016 Council session and the background reading provided in advance of the meeting.

The President would work closely with the Executive to develop areas to focus activities, and project plan the activity. The President encouraged her fellow Council members to play an active role in advancing the theme by helping to shape what promote means to the IFoA and the membership. For instance, the promotion of the actuarial skillset would be a key aspect of activity. A new "actuarial skillset" taskforce would be set up. That taskforce would be led by Paul Reynolds. Council members were encouraged to volunteer to join the taskforce.

Action 10 – K Russell

Paper 38 15 noted.

12. DISCIPLINARY APPOINTMENTS COMMITTEE (DAC)

Ben Kemp highlighted the desire for Council to renew the appointment of Fellows, Stewart Ritchie, Michael Pomery and John Hylands with immediate effect each for a period of three years as members of the DAC.

Council acknowledged the high level of service provided by each of these members and the unique nature of the DAC under the IFoA's Disciplinary Scheme (the DAC being responsible for making all the appointments necessary under the Disciplinary Scheme) but also recognised the benefit often brought by new membership.

Accordingly, by majority vote, Council approved the appointment of the three named Fellows to the DAC subject to:

- one of the named Fellows being appointed for a further one year term;
- one of the named Fellows being appointed for a further two year term; and
- one of the named Fellows being appointed for a further three year term;

at the discretion of the chair of the DAC to determine, in order to allow vacant positions on the DAC to be staggered over time. All Council members present and by proxy voted in favour, except one member who abstained.

Paper **39 15** approved, subject to consideration of tenure.

PART III - GOVERNANCE

13. MINUTES

The draft minutes of the Council meetings held on 7 May and 22 May, 2015, were approved, subject to minor amendments on points of clarification.

Papers 40 15 and 41 15 approved.

14. ITEMS APPROVED BETWEEN MEETINGS

Two items had been approved by Council between meetings (i.e. since the Council meeting held on 22 May, 2015) as undernoted:

Amendment to Regulation 22, "Life Membership"

Twenty-five members of Council had voted in favour; two against; and one abstention – to revoke the category of Life Membership for those who would qualify in the future. The 75%

majority required had been met. As a result, the proposed amendment had been published on the IFoA's website for members to view since 26 June, 2015.

Appointments to the Board, with effect 1 July 2015

Two Council member positions were vacant on the Board from 1 July. Council had been asked to approve the recommendation of the Nominations Committee that Council members, Marjorie Ngwenya and Nick Salter be appointed to the Board. Both appointments had been approved by means of a majority vote, as follows:

Twenty-two members of Council had voted in favour; one against; and one abstention with regard to the appointment of Marjorie Ngwenya for a three year term until July 2018.

Twenty-four members of Council had voted in favour; one against; and no abstentions with regard to the appointment of Nick Salter for a period of one further year until July 2016.

Neither Marjorie Ngwenya nor Nick Salter voted in respect of their own appointments.

15. ACTION LIST

The actions included on the action list were noted.

Paper 42 15 noted.

16. FUTURE AGENDA

The items included on the future agenda were noted, except as undernoted.

Demonstrating Relevance of Council Activity

Efforts would be made in the preparation of the future agenda to identify items on Council's agenda that would, or could potentially be, of particular relevance to the wider membership as one possible means of demonstrating the relevance of Council activity.

Paper 43 15 noted.

PART IV – BRIEFING PAPERS

17. REPORT FROM THE NOMINATIONS COMMITTEE

Council noted the report from the Nominations Committee summarising the work undertaken by the Nominations Committee at its meeting held on 2 July. That work had included the consideration of the procedural steps for the election of the President-elect 2016 and Council for session 2016 - 2017, and long term succession planning.

Nick Salter, Chair of Nominations Committee, notified Council of the intent to bring to Council a proposal setting out the processes used, and the information provided to Council, by the Nominations Committee when making its recommendations to Council.

Action 11 – N Salter

Council noted that the Nominations Committee had been encouraged that the balance of skills, experience, knowledge and diversity of Council had moved in a positive direction

following the 2015 Council elections. The Committee had not thought it necessary for Council to co-opt any additional members.

Council agreed, however, that it would be beneficial for it to encourage "observers" to attend Council in the interests of openness and transparency. For example, academia and stakeholders relevant to the refresh of the strategy would be obvious attendees.

Paper 44 15 noted.

18. DEATH ANNOUNCEMENTS

Council noted, with regret, the names of the members who had died in recent months.

Paper 45 15 noted.

PART V – ANY OTHER BUSINESS

19. ANY OTHER BUSINESS

Council noted that some of the Council meeting dates had been altered. Assurances were provided by the Corporate Secretary that, as far as she was concerned, the dates for the Council meetings for the 2015 – 2016 session would not be subject to further amendment.

20. NEXT MEETING

The next meeting of the Council would be held on 27 and 28 October, 2015, at Staple Inn Hall, London. The meeting would commence at 14.00 hours BST on 27 October.

Schedule of Actions

Item	Action	Member	When
4	1	Kimberley Russell	27 October 2015
4	2	Alan Whalley (on behalf of Management Board)	7 February 2016
6	3	Alan Whalley (on behalf of Management Board)	7 February 2016
6	4	Alan Whalley (on behalf of Management Board)	27 October 2015
6	5	Alan Whalley (on behalf of Management Board)	27 October 2015
7	6	Nick Salter	7 February 2016
9	7	Kimberley Russell	14 August 2015
9	8	Kimberley Russell	31 July 2015
10	9	Derek Cribb	31 July 2015
11	10	Kimberley Russell	31 July 2015
17	11	Nick Salter	7 February 2016