

**Minutes of a Meeting of the Board of the
CFA Society of the UK held at 6.30pm on
Tuesday 26th November 2019 at
the Chartered Accountants Hall, One Moorgate Place, London EC2R 6EA**

Present:	D Murray	(chair)
	G Cook	
	W Hung	
	M Loneragan	
	S Wackerle	
	H Eastman	
	L Matthews	
	T Nuding	
	K Kosmopoulou	
	F Lundie	
In attendance:	W Goodhart	(chief executive)
	A Ramsay	(director of member services)
	C Curtin	(director of education)
	V French	(director of finance)
	B Barber	(company secretary)
	L Gracie	Chadwick Corporate Consulting

1247 Apologies for absence

Apologies for absence were noted from Gillian Elcock, Helen Thomas, Alan Livsey and David Zahn.

1248 Declarations of interest

As part of the recommendations following the governance review, it was suggested that declarations of interest be a standing item on the board agenda. Guidance about declarations that should be made would be provided to the board by email and a register would be established.

1249 Chairman's welcome of new board member

The chairman welcomed Katerina Kosmopoulou to the board following her appointment at the AGM held earlier that afternoon.

1250 Minutes of previous meetings

The minutes of the board meeting held on 30th September 2019 were reviewed and approved as an accurate record for signature. The minutes of the management committee meeting held on 30th October 2019 were also reviewed.

1251 Matters arising

The matters arising report was reviewed and noted.

IT Consultation

It was reported that PA Consulting had set out a proposal to provide a comprehensive IT plan for the society. It was noted that the plan would comprehensively cover the society's IT requirements and infrastructure, ensuring compliance with all applicable governance and security issues. The plan would include an implementation plan ready for a project manager to follow. The plan would be developed by early January before the next IT committee meeting on 16th January 2020. It was noted that the likely cost of the plan would be in the region of £40k to £50k. The plan would be produced with the society's initial view that a modular off-the-shelf system would be preferred to a bespoke system. The costs of implementation had not been quantified although were expected to exceed £250k. The board approved the engagement of PA Consulting to produce an IT plan.

Governance report

The matter of the governance report following the governance review would be discussed between the chair and Tim Nuding outside of the meeting.

IMC fraud

It was confirmed that a letter had been sent to Companies House requesting that consideration be given to disqualifying the directors of the companies involved in the fraud instances in relation to the IMC. A response had been received to say that no action could be taken and thought would be given to whether this could be challenged. It was noted that the CISI had a notice on their website reporting a similar fraud and contact was being made with the CEO to establish the possibility of taking joint action. A further meeting with the legal advisers had been scheduled.

1252 Appointment of officers and management committee

It was proposed that the officers and management committee members remain the same as the previous year. The proposal was approved.

1253 Board guide and code of conduct

CFA Institute had requested copies of the society's board guide and code of conduct as part of the process to agree funding of \$600k. The board guide was being updated and would remain in the same format as had been previously approved. A draft code of conduct had been produced and had been circulated to the board by email. It was requested that board members provide any comments to the company secretary by email. Due to the tight timescale, the code of conduct, subject to minor alterations, was approved by the board as an interim measure. It was also agreed that the code of conduct be further reviewed at the board meeting in January 2020.

1254 Finance report, management accounts and KPIs

The finance report, management accounts and KPIs were taken as read and noted.

It was noted that the ESG certificate was performing well and had achieved registrations equivalent to £250k of deferred revenue, which was above forecast.

An update in relation to rolling out the ESG certificate to a number of European societies was discussed. It was noted that the VAT treatment for each territory was being determined by CFA UK's VAT advisers and was a complex issue as some countries would treat the supply of the qualification as exempt of local VAT, but other countries would require local VAT to be paid. The term sheet for the local distribution profit sharing had been sent to nine societies and had been well received. The contract was in the process of being drawn up. It was confirmed that terms for distribution of the ESG certificate would be the same for all, which included one syllabus in one language, at the same price to all societies worldwide, but that the profit share for some societies would need to be adjusted downwards, to take into account the payment of any local VAT or taxes.

1255 Any other business

There was no other business.

1256 Date of next meetings

It was noted that the next management committee meeting would be held at 5.30pm on Monday 16th December 2019 at CFA UK.

The next board meeting would be on Tuesday 28th January 2020 at the offices of BP, 1 St James's Square, London, SW1Y 4PD.

There being no other business, the meeting was closed at 6.45 pm.

4th Floor, Minster House,
42 Mincing Lane,
London EC4N 5BP

Signed:.....

Dated:.....