

**Minutes of a Meeting of the Board of the
CFA Society of the UK held at 5.30pm on
Tuesday 2nd October 2018 at
Hermes, 150 Cheapside, London EC2V 6ET**

Present:	G Fowler	(in the chair)
	D Murray	
	M Bailey	(item 1192 onwards)
	G Cook	
	A Haggard	(by telephone)
	M Lonergan	
	A Livsey	
	F Lundie	
	A Marden	
	L Matthews	
	T Nuding	
	H Thomas	(by telephone – item 1194 onwards)
	D Zahn	(by telephone - item 1192i onwards)
In attendance:	W Goodhart	(chief executive)
	N Bartlett	(director of education)
	C Curtin	(head of qualifications)
	V French	(director of finance & operations)
	A Ramsay	(director of member services)
	B Barber	(company secretary)

1189 Apologies for absence

Apologies for absence were noted from Stuart Fiertz.

1190 Minutes of previous meetings

The minutes of the board meeting held on 26th June 2018 were reviewed and approved as an accurate record for signature. The minutes of the management committee meeting held on 17th July 2018 were also reviewed.

1191 Matters arising

The actions list update was noted.

It was noted that the management committee minutes recorded the proposal that certain board members be asked to have responsibility for oversight of individual strands of the business plan. This had not been communicated to the relevant individuals and it was agreed that the chairman should discuss those roles with them outside of the meeting.

The update on the future of the ethical leadership programme had been deferred to a later meeting given the volume of business to be considered on this agenda.

A verbal update was provided on the three next generation networks established under the 'connecting professionals' strategic objective. The launch of the careers centre was confirmed to be the new society jobs board hosted on the CFA Institute site.

1192 Chief Executive's report

i. ESG project

It was reported that development of the ESG module was on schedule, with the syllabus well developed and preparation of learning materials in hand.

The extent to which the initiative's success would depend on obtaining PRI endorsement was debated. It was reported that feedback from firms indicated demand was stronger than expected, although if a PRI partnership was not achieved the qualification would be more vulnerable to competition.

It was agreed that board members interested in contributing to thinking on the business issues relevant to the development of the qualification should volunteer to form part of a working group looking at commercial aspects.

ii. CRM project

It was noted that following a change in the management of CFA Institute's IT development project, it was now proposed to work with the Institute rather than seeking to build a local platform for membership and events management. The IT committee had reviewed the proposal and were supportive of the suggested approach although some technical issues remained to be resolved. Martin Davies was discussing the issues with the Boston and Toronto societies with a view to making recommendations on those matters to CFA Institute.

It was confirmed that the society no longer proposed to develop a local app for events and would instead now support CFA Institute's member app which should use CFA UK branding in due course.

iv. Careers framework

It was noted that potential platforms to host the career competencies platform were being reviewed. It was anticipated that the development could be largely funded by CFA Institute as a pilot. The platform, which would suggest appropriate content to members, would initially be provided as a member benefit but could, at a later date, be developed to meet regulatory requirements.

v. 2019 annual conference

A reminder was given that introductions to firms' marketing teams would be appreciated in order to explore sponsorship opportunities for the annual conference.

vi. Staffed office changes

Noting Nick Bartlett's forthcoming move to a new role with the CFA Institute, he was warmly thanked for the contribution he had made to the society. Christina Curtin, who replaces Nick as Director of Education at CFA UK, was welcomed to her first meeting.

vii. Management accounts and KPIs

The management accounts to the end of August were noted together with the KPI reports. The excellent result on the VAT reclaim was highlighted. It was noted that August IMC registrations had been higher than anticipated even accounting for seasonal fluctuations. Membership renewals had been somewhat disappointing.

1193 Society goals and staff bonus structure

A proposal was noted to remove the society objectives from the performance measures on which bonuses are based. A range of personal qualitative and quantitative objectives would continue to apply on a weighted basis reflecting current year's priorities. After consideration and discussion, the proposal as set out in the report was approved.

1194 Board matters

i. Annual Report & Accounts 2018

The draft report & accounts for the period ended 30th June 2018 was noted together with a letter of management representation to the auditors. A number of minor amendments which had been made to the draft since circulation were outlined.

After due and careful consideration IT WAS RESOLVED that the annual report & accounts for the period ended 30th June 2018 and the accompanying management letter of representation to the auditors be approved and that any officer be authorised to agree such further minor amendments to the drafts of those documents as may be considered necessary or desirable and to sign the balance sheet and management letter of representation on behalf of the board and that the secretary be authorised to sign the directors' report on behalf of the board.

ii. Report of the nominating committee

The report of the nominating committee and the recommendations it contained were noted. It was reported that Hilary Eastman had indicated she was still awaiting clearance for her appointment from her employer. Subject to that, the report and its recommendations were approved.

The induction process for new board members was discussed. It was agreed that those standing for election should be invited to meet with board members, either individually or over a group lunch/dinner and to attend their first management committee meeting in December. Those board members willing to do so were invited to act as 'buddies' to the new directors to help them build their understanding of board matters and processes. It was also suggested that the new board members be given access to CFA Institute's directors' duties training as well as the IoD course.

iii. Notice of annual general meeting

The notice of annual general meeting was noted and, subject to such changes, if any, as may be required to the directors standing for election, was approved for issue to voting members on behalf of the board on 23rd October 2018.

iv. Board guide and future governance arrangements

The draft board guide was noted. Some corrections and amendments had already been requested and board members were requested to provide feedback on any further points as soon as possible.

It was suggested that the society's governance arrangements, which had last been updated in 2012, be reviewed by the board after the AGM. The review, which might be led by the vice-chairman, should cover, amongst other things, the responsibilities of the board and management committee and the roles of individual officers. It was suggested that the arrangements covering governance of the asset owners and advisory councils should also be clarified as part of that work.

v. Appointment of officers

Daniel Murray had indicated his willingness to be appointed as chairman and Matthew Lonergan had indicated his willingness to continue to serve as treasurer. No other board members had expressed an interest in standing for those offices. Statements made by the three board members who had indicated they wished to be considered for the role as vice-chairman, namely Graham Cook, Alexandra Haggard and David Zahn, were noted. The decision on appointment of the new officers would be made at the board meeting to be held immediately following the AGM. It was agreed that the statements submitted by the candidates for vice-chairman should be circulated to new board members as soon as possible.

vi. 2019 meeting dates

The proposed meeting dates for 2019 were noted. Board members were requested to feedback as soon as possible if they were not expecting to be available to attend.

1195 Any other business

The board recorded its thanks to the three directors standing down at the AGM, Gerry Fowler, CFA, Anne Marden, CFA and Stuart Fiertz, CFA, for their service to the society.

1196 Date of next meeting

The next board meeting would be held immediately following the annual general meeting on Tuesday 27th November 2018 at Painters Hall, 9 Little Trinity Lane, London EC4V 2AD.

It was noted that the next management committee meeting would be held at 5.30pm on Tuesday 6th November 2018 at CFA UK.

There being no other business, the meeting was closed at 7.10pm.

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

Signed:.....

Dated:.....