

**Minutes of a meeting of the Board of the CFA Society of the UK (CFA UK) held at
the offices of KPMG LLP; 15 Canada Square; London E14 5GL at 5.00 pm
on Tuesday 23rd April 2024**

Present: H Eastman chair
A Byrne (to item 1575.i. only)
G Elcock
K Ferguson* (from item 1570 to 1575.i. only)
S Hsu
W Hung*
K Kosmopoulou
E Koycheva*
P Lenoble
S Solomon

Attending: C Curtin (director of education) (to item 1570 to 1579 only)
V French (chief financial officer) (to item 1570 to 1579 only)
J Gadani (to item 1574. i. only)
W Goodhart (chief executive) (to item 1570 to 1579 only)
L Gracie (Indigo Independent Governance)
A Pinch* (director of customer experience) (to item 1570 to 1579 only)
A Ramsay (chief operating officer) (to item 1570 to 1579 only)
P Shivaprasad (director of outreach) (to item 1570 to 1579 only)
B Young (company secretary)

* denotes remote attendance

1568 Apologies for absence

There were no apologies for absence.

1569 Board's own time

In the absence of management, board members discussed the priorities they would like to address at the meeting and some of the key points in relation to the proposals to be discussed. These included the interpretation of the careers focus within the strategic vision and subsequent prioritisation of activities, the relationship with CFA Institute and outreach activity.

It was requested that high-level notes of the discussion during the item be circulated to the board.

1570 Directors' responsibilities and declarations of interest

The registers of directors' responsibilities and directors' interests were noted.

An additional declaration was noted from Gillian Elcock as she had been appointed as a board member of 25x25 Limited. The secretary would update the register accordingly.

1571 Minutes of previous meetings

The minutes of the board meeting held on 30th January 2024, the board call on 28th February 2024 and the board strategy meeting held on 11th March 2024 were reviewed.

1572 Matters arising

The matters arising report was taken as read and noted.

It was noted that the chartered body alliance agreement had been delayed due to a change of management in Chartered Insurance Institute; the agreement would be shared in due course.

The board review report 2023 would be added to the July pack.

It was agreed that attendance at ad-hoc board meetings should be referenced in the narrative of the annual report rather than included in the statistics and attendance statistics for other board committees should also be included.

1573 Strategic

i. Strategic vision proposal

The strategic vision proposal paper was reviewed and noted. The aim to focus the society's activity more narrowly to meet the needs of members and other key stakeholders was summarised and explained. It was confirmed that there would be a move towards a member focus. The society's activities would all be closely linked to the 'we grow talent' brand promise. The table of the society's current activities compared to what they could be switched to in the future, was reviewed and discussed. It was noted that the proposal was that advocacy work should be focused on skills and knowledge, relating to career development, according to the needs of the members. Outreach activities were discussed and it was requested that an update report be provided by the director of outreach at the meeting in July 2024, presenting data-based feedback to what the society was learning about employer views.

Plans for advocacy and participation in consultations focussing on skills and talent were discussed. It was emphasised that advocacy was important and the professionalism and ethics steering committee was keen to participate in a wide-ranging number of consultations to help make the UK a robust investment destination. The idea to focus consultation activity in one area to promote the strategic 'we grow talent' messaging was considered by the senior leadership team to be the most appropriate way to reduce the number of consultations and to make more of an impact in the industry. Management's recommendation was that time and resources could be best devoted to skills and experience issues where the society was most likely to be seen as offering particular expertise, with appropriate follow up to leverage on the work put into developing insightful responses.

It was agreed that before setting boundaries on the extent and nature of consultation responses, the view of the professionalism and ethics steering committee concerning the mandate for consultations needed to be sought. It was requested that the committee provide a view on the context of the skills and knowledge focus, details of things that would be missing if consultation responses were focussed only on skills and knowledge, and areas where consultations might be focussed to make the most impact, conscious of the need to not duplicate or overlap with CFA Institute in this regard.

1574 Governance

i. Materiality assessment report

The materiality assessment report was taken as read and noted. The recommendations in the materiality assessment had been based on the views of approximately 25 people from the staffed office and members of two round tables. A further consultation process was suggested to obtain a reflection of wider views concerning sustainability. The options to carry out a wider consultation activity were discussed and it was agreed that an online town hall meeting be arranged to get further views from stakeholders, as this was the method that was likely to produce the most engagement.

The decarbonisation objectives for the investment portfolio were queried and it was confirmed that the investment committee had been asked to provide the investment statement framework to the sustainability committee.

The proposed four primary and four secondary KPIs were reviewed and discussed. It was agreed to focus on the four primary KPIs but that views should be taken at the town hall on all eight areas.

ii. Outline sustainability report and risk narrative

The outline sustainability report paper, which set out the suggested text to be referenced in the FY24 annual report and accounts, was taken as read and noted. It was noted that the sustainability report would be published on the website.

It was requested that feedback on the draft sustainability report be provided to the COO by email.

1575 Strategic (continued)

i. Business transition

The business transition updated report was taken as read and noted.

It was noted that, as most of the transition workstreams had been concluded, the business transition working group would be wound down. It was proposed that a post-transition DigIT governance group be set up to provide permanent oversight from members of both the IT and finance committees on ongoing

technology change projects. It was requested that any feedback or questions be directed to the COO by email. A further paper on the DigIT governance group framework would be presented at the July board meeting.

The one remaining transition workstream, education, was discussed. It was noted that completion of the workstream had been delayed to September 2024 due to third-party resourcing issues, but that this would have no operational impact. Activity that was taking place related to mapping and de-risking interactions with the finance system. It was noted that third-party collaboration was currently progressing well and the budget was expected to be within the extended agreed amount.

ii. Response to CFA Institute re: sustainability certificates

The paper providing an update on the response to CFA Institute concerning the sustainability certificates was taken as read and noted.

It was confirmed that the society had never used the CFA Institute mark outside of the UK. It confirmed that no promotion of certificates was carried out outside of the UK by the society, although international candidates were able to access products if they searched for them on the internet which was out of the control of the society. There was some further work to do to re-brand and re-position products to cooperate with the Institute and to distinguish more clearly between the society's and the Institute's products, and this would be worked through with the Institute over time.

It was confirmed that there were no issues with operating the IMC as this was rarely accessed outside of the UK and there was no confusion with the product.

A dinner had been arranged with the chair, the chair of the E & E committee and the Institute's CEO. The outcome of the dinner would be shared with the board.

1576 Governance (continued)

i. Risk narrative

The outline risk narrative paper, which set out the suggested text to be included in the FY24 annual report and accounts, was taken as read and noted. It was requested that feedback on the draft be provided to the CFO by email.

It was agreed that the risk register should be reviewed at the July Board meeting.

1577 Management reports

i. Chief executive report

The chief executive's report was taken as read and noted.

ii. Finance report, management accounts and KPIs

The finance report, management accounts and KPIs for the period to 29th February 2024 were taken as read and noted.

The website costs in the management accounts were confirmed to relate to the IT development re-coding rather than the re-branding work, which had been concluded and paid for in the previous financial year.

It was noted that the impact investing certificate was following a registration trend more in line with the ESG registration experience, with a consistent number of registrations week-on-week being achieved, albeit the overall demand for impact investing was lower than the ESG certificate. It was confirmed that registrations were consistent with the re-forecast. The difference in revenue levels for the impact investing certificate against the original budget was due to a delay in the product launch. It was suggested that certain investing firms would be interested in the impact investing certificate and some outreach contacts would be provided to the director of outreach.

iii. Operational report and membership update

The operational report and membership update was taken as read and noted.

iv. HR report

The gender pay gap report was taken as read and noted.

1578 Any other business

There was no other business.

1579 Date of next meeting

It was noted that the next meeting would be held on Tuesday 9th July 2024 at 5.00 pm. The meeting was currently proposed to be held via Teams but the possibility of also holding the meeting at the offices of the society would be considered.

There being no other business, the meeting was closed at 8.21 pm.

3rd Floor, Boston House
63-64 New Broad Street
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Signed: _____

Dated: _____