

**Minutes of a meeting of the Board of the
CFA Society of the UK (CFA UK) by video conference via Teams at 8.30am
on Tuesday 24th September 2024**

Present: H Eastman chair for items 1604 to 1606 "Risk"
A Byrne
W Hung
P Lenoble
S Hsu
K Kosmopoulou chair for items 1606 "Risk to 1609
E Koycheva (items 1606 ("Meeting attendance" to 1609)
S Solomon

Attending: B Young (company secretary)
W Goodhart (chief executive)
V French (chief financial officer)
A Ramsay (chief operating officer)
C Curtin (director of education) (items 1605 to 1609)
S Wong (interim head of finance)
L Gracie (Indigo Independent Governance)

1604 Apologies for absence

Apologies for absence were noted from Gillian Elcock and Kieran Ferguson.

1605 Declarations of interest

It was noted that there were no changes to the directors' interests which had previously been disclosed.

1606 FY24 Annual report and financial statements

The draft FY24 annual report and financial statements were reviewed and noted.

It was confirmed that the finance committee had robustly reviewed the draft annual report and financial statements and met with the auditor at their last meeting.

It was noted that some directors had made comments as annotations in the board pack. Those comments of a minor editorial nature would be reviewed and actioned, as appropriate, by the chief financial officer and the leadership team following the meeting.

Other issues regarding content were discussed as follows:

- **Treasurer's report**

The questions raised at the AGM regarding the use of the society's reserves for the benefit of members were recollected and in that respect it was suggested to:

- signpost the use of reserves for investment in the treasurer's report
- reference the challenges to future profitability in the treasurer's report by adding "placing pressure on future profit levels" to the narrative in the context of future reductions in ESG certificate revenues
- explain the historical impact of the ESG certificate in growing the society's reserves, the use of reserves for investment in IT and the challenges to profitability in future years in the chair's speech at the AGM, together with some statistics, perhaps by presenting the percentage of reserves invested.

- **Strategic use of reserves**

The framework for the use of reserves for investment should be considered by the finance committee and reviewed and aligned to the society's strategic aims at the strategy meeting in January 2025.

- Risk

The risk narrative section was discussed at length with different ways to present the information being considered. It was considered that the summary-style wording of the key risks was currently unclear. It was suggested that, as this was the first year that principal risks had been included in the annual report, the table of key risks be removed and the key risks be outlined in the risk narrative instead, signposting a fuller report to be included in FY25. In the FY25 report it was suggested that it would be appropriate to focus on three or four primary risks. The chief finance officer and leadership team would revise the section for review by the chair.

The final version of the risk narrative would be circulated by email.

The chair left the meeting and handed over to the vice chair to continue chairing the meeting.

- Directors' details

It was agreed to remove directors' employment details from the annual report and accounts to keep all consistent; it was noted that the information was detailed in the individual biographical details on the society website.

- Meeting attendance

The meeting attendance data for board meetings and board committee meetings was discussed. It was agreed that the information should be disclosed, however, it was noted that the data for the E&E committee included ad hoc meetings and was therefore inconsistent with the other committees which only disclosed attendance for scheduled meetings. It was requested that details of the chair for the meeting should also be included in the table. The company secretary would update the table and use a key to add notes to the table.

It was requested that any changes to the accounts or narrative should be notified to the chief finance officer, the chief executive and/or the chair as soon as possible. It was intended that the annual report and financial statement presented at the October board meeting would be a very near final version for approval as there would then be limited time make further alterations.

1607 Audit findings report

The audit findings report for the year ended 30 June 2024 was reviewed and noted. It was confirmed that the audit report had been reviewed by the finance committee and the report had been included in the pack for context and for the board to have an early review of the report ahead of the October board meeting.

A verbal summary of the audit process was provided by the chair of the finance committee, who confirmed that the audit outcome had been good with no substantial failures or audit findings for any risk areas. The key risks were discussed and confirmed to be standard risks commonly audited. It was confirmed that the finance committee had challenged a minor accounting issue for the end-of-year membership deferred income. The balance sheet adjustment that had been made was discussed and noted. Overall there were no material findings.

1608 Any other business

The finance director and her team were thanked for their hard work in completing the year end processes.

There was no other business.

1609 Date of next meetings

It was noted that the next board call would be held on Tuesday 8th October 2024 at the later time of 5.30pm at CFA UK offices and via Teams.

There being no other business, the meeting was closed at 9.22 am.

3rd Floor, Boston House
63-64 New Broad Street
London EC2M 1JJ

Signed: _____

Dated: _____