

Minutes of a meeting of the Board of the CFA Society of the UK (CFA UK) held at the CFA UK offices, 3rd Floor, Boston House, 63-64 New Broad Street, London EC2M 1JJ and by Teams at 5.00pm on Tuesday 29th April 2025

Present:	H Eastman	chair
	A Byrne	
	K Ferguson	
	S Hsu	
	W Hung	
	K Kosmopoulou	
	E Koycheva	
	P Lenoble*	(from item 1663 to 1681)
Attending:	M Pryce*	
	S Solomon	
	N Bartlett (chief executive)	
	C Curtin (director of education)	(from item 1664 to 1681)
	V French (chief financial officer)	(from item 1664 to 1681)
	L Gracie (Indigo Independent Governance)	
	P Shivaprasad (director of outreach)	(from item 1664 to 1681)
	B Young (company secretary)	
	S O'Donnell*	(items 1664 to 1666 only)
		* denotes remote attendance

1663 Discussion with chief executive

The chief executive provided an update following his first six weeks in the role. The summary included some of the activities that he had been carrying out, in particular, meeting with various internal and external stakeholders. A summary of the themes of challenges and opportunities emerging from the feedback were discussed.

It was noted that a number of volunteer and key member lunches were being arranged and board members would be invited to join those meetings in due course.

It was reported that relationships with CFA Institute were good and it confirmed that there were plans to meet with the Institute's CEO and CEO and Managing Director of Global Partnerships & Client Solutions in the coming weeks.

It was noted that a separate board meeting would be arranged to discuss future plans once they had been formalised.

1664 Apologies for absence

There were no apologies for absence.

1665 Declarations of interest

The chair invited board members to declare any conflicts of interest related to the items on the agenda for the meeting. There were no conflicts declared.

1666 IT education project update

The IT education project update paper was reviewed and noted. The key aspects of the update were presented by Steve O'Donnell, the society's IT Adviser.

It was confirmed that due to issues in the late stages of testing, the expected go-live date for the education project had been moved to 1 August 2025, which included an adequate amount of contingency time built into the plan. It was confirmed that different approaches to testing had been considered, however they were considered cost prohibitive. A new testing plan had been formulated to ensure the same issues were not repeated. As a result of the delays in the education project, the new ecommerce system was not up and running, which meant that the APIs into the new finance system (planned for 1 July) were not possible to build. They would need to be delayed, with some cost implications from IT partners due to the postponement.

Some background information was provided on the IT project as a whole and the approach that had been taken to making choices within the project. The key risk associated with the agile approach taken was to the timeline. The achievements within the IT project were highlighted, with significant digital change delivered on a cost-effective basis with limited IT resource.

It was confirmed that by postponing the completion of the project there were currently no cost implications envisaged, however, third parties were yet to confirm if additional costs would be charged. The board would be informed if any cost increases became apparent.

The views of the business transition working group were provided and it was noted that, whilst the delay was disappointing, it was the right approach to take to protect the finance IT project and without other significant ramifications for the society. It was confirmed that the management team would take learnings for future projects, including earlier communication of potential issues and enhancements to project management, and would report back to the board at its October meeting.

It was agreed that, notwithstanding earlier plans to disband, the business transition working group would continue to operate until the education project was complete.

The current IT knowledge and skills within the society were discussed. It was recognised that the team had worked extremely hard to manage the huge amount of change that had been achieved over the last few years. The senior IT adviser and COO were asked to convey thanks on behalf of the board to the IT team and to acknowledge their hard work and significant developments that had been delivered. It was confirmed that additional project management resource had been considered but it had been decided that this was not necessary for the finance and education projects but would likely be required for the future IT roadmap steps. It had also been identified that skills could be enhanced in project management, senior IT knowledge and expertise, and experience with AI. It was also noted that, whilst additional resource for the IT was not required for the current finance project, additional resource to assist the finance team with year-end processes had been engaged.

1667 Board effectiveness report

The board effectiveness report was taken as read and noted.

The comments provided by annotation in the board pack suggesting some alternative ways to present the data in the future report and pose different questions to the senior leadership team (to distinguish their experience from those of board members) were noted. They would be collated by the company secretary for action for the next review exercise.

The potential option to engage an external service provider to complete an independent review was discussed and it was suggested that the format and outputs from an external review could also be helpful in shaping subsequent reviews to keep data consistent.

Some of the emerging themes in the board effectiveness report were discussed, including the fullness of the board agenda and the frequency of meetings. The previous structure, where management committee meetings were held in between board meetings, had not been successful in that it created a two-tier set up. Increasing the number of board meeting could increase in work required of the leadership team which was a factor to be cognisant of.

The role of the committees and the refocussing of board time on those matters to be included in the board terms of reference, to be discussed later in the meeting, could assist in limiting agenda items to those that were truly board matters.

It was suggested that some clearer labelling of agenda items, to highlight the strategic content and purpose (approval, discussion, information), should be considered. Additionally, the style and level of detail in board papers was also discussed and it was noted that this could be dealt with through workshops to help management limit reporting to the information that was useful to board members. Over-reporting and excess operational details were also acknowledged to be a consequence of board member requests for additional information and the need for discipline in this area should be kept in mind. As well as adding to management burden in writing long reports, operational detail could also distract board discussion from

their primary strategic purpose. It was suggested that a KPI dashboard be developed to reduce some of the operational detail in reports.

The approved workshops that had been arranged were discussed and it was suggested that a working group be formed to help guide the direction of each workshop. In the meantime, the aim was for reports to be reduced in operational content for the July board pack and for the KPI dashboard to be developed for the October board meeting. To assist the leadership team, it was requested that all board members redline a pdf of the board pack to show the information they consider unnecessary to include in the pack. The company secretary would facilitate this.

Question 18, regarding the impact of the society on society as a whole, was highlighted as an outlier where the scores were consistently low and the scores of the board showed the greatest difference to those of the leadership team. As a fundamental aspect of the strategy, it was suggested that this be reviewed, perhaps re-framing the question to include specific ESG or sustainability references and taking account of the KPIs being developed by the sustainability committee.

1668 Matters reserved to the board / board terms of reference

The current working version of the matters reserved to the board was taken as read and noted.

The committee structure and communication lines between the committees and the board were discussed. The committee model would be reviewed to ensure the committees were categorised correctly and ways to improve reporting would be considered so that the board could confidently delegate additional duties to committees.

It was agreed that the working group developing the matters reserved to the board should review the delegations with the chief executive with a view to increasing delegations to assist operational efficiency. The company secretary was requested to highlight matters that could not be delegated by law.

It was also suggested that clearer materiality levels were defined in the document consistent with internal approval policies.

The current list of documents that require board approval should also be reviewed as it was not considered necessary for the board to approve the board guide and induction slides, as an example. The electronic voting process through the Convene board portal had been implemented for some approvals but needed to be used by all board members to be effective. Board members were requested to consistently utilise the facility wherever straightforward recommendations were proposed in order to save meeting time on routine matters. It was confirmed that the option to vote against the recommendations would result in the item being actively discussed at the meeting.

The use of CFA UK email addresses for each director was considered important for security and data protection purposes and should be considered to be made compulsory for all directors.

1669 Nominating Committee recommendations for officer roles

The paper setting out the recommendations of the nominating committee was noted and discussed. The paper set out who was proposed to shadow the current officers with a view to being appointed as their successors when the current officers retire.

After due and careful consideration, the recommendations for Sylvia Solomon to shadow Hilary Eastman as chair, Philippe Lenoble to shadow Katerina Kosmopoulou as vice chair and for Mark Pryce to shadow Weiyen Hung as treasurer were approved.

It was noted that there was a potential scenario where Weiyen Hung might need to retire from the board before 1st September 2025 and it had been confirmed that Mark Pryce would be willing to take on the treasurer role at that stage, if required. The approvals to formally appoint the treasurer would be presented to the July board, if needed.

It was noted that Sylvia Solomon would be stepping down as chair of the E&E Committee before being appointed as chair. Her role on the CFAI ESG panel would be discussed with the Institute.

The other candidates were thanked for their time and dedication and for putting themselves forward in the process.

1670 IMC Unit 3

The IMC unit 3 proposal paper was reviewed and noted.

The feedback received from stakeholders was discussed, particularly the confidence in potential demand for the certificate. It was noted that the certificate was likely to appeal to a much wider range of roles compared to the existing IMC units. The feedback from employer outreach activity had been extremely positive and had indicated that the certificate could replace some in-house training for firms. Confidence was high that projections for the first year would be met although projections for later years were less certain as it was difficult to gauge exact numbers from stakeholder feedback alone. The level of the certificate was noted to be more accessible than the IMC, with a lighter time commitment and was expected to be taken before the IMC. The market for university graduates was expected to be limited. The name of IMC unit 3 was being considered to help position the certificate more clearly as a potential precursor to existing IMC units.

The positioning of the certificate was discussed. It was noted that the IMC unit 3 was largely about how an investment business operated and the commercials involved. It would be carefully messaged and positioned as a different product.

After due and careful consideration, the proposal to proceed with the development of the full IMC unit 3 qualification was approved.

1671 Directors' responsibilities and declarations of interest

The registers of directors' responsibilities and directors' interests were noted. Some directors had provided updates which were included in the current register. Other updates would be made and presented at the next meeting.

1672 Board guide and induction slides

The updated board guide and induction slides were taken as read and noted.

Some comments had been made on the board portal. It was requested that some information on the D&O Insurance policy be added to the board guide.

It was also suggested that information about CFA UK email addresses should be added to the board guide.

The chief executive would confirm whether board members were still invited to attend GFC meetings and this would be updated in the board guide accordingly.

Subject to the changes requested and after due and careful consideration, the board guide and induction slides were approved.

1673 Bank mandate update

The paper summarising the changes to personnel authorisations to the bank mandate was noted and reviewed.

1674 Authority limits for purchasing

The purchasing authority limits paper and matrix was reviewed and noted.

It was noted that, as per the society's articles of association, the officers of the society included the chief executive and the company secretary and this point would be updated in the authority document to reflect only the chair, vice chair and treasurer were intended to be authorised in this regard.

Subject to the changes made in the meeting and annotated on the board pack, the purchasing authority limits matrix was approved.

It was confirmed that the matters reserved to the board would also be updated to ensure that the two documents were aligned in terms of authority limits.

- 1675 Matters arising**
The matters arising report was taken as read and noted.
- 1676 Management reports**
i. Chief executive's report
The report of the chief executive was taken as read and noted.
- ii. Operational report**
The operational report, including an education update, was taken as read and noted.
- iii. Finance report, management accounts and KPIs**
The finance report, management accounts and KPIs for the period to 31st March 2025 were taken as read and noted.
- 1677 Sustainability update**
The sustainability update paper was taken as read and noted.
- 1678 Minutes of previous meetings**
The minutes of the board meetings held on 19th November 2024, 16th December 2024 and 25th February 2025 and the minutes of the strategy meeting held on 10th February 2025 had been approved as accurate records of the meeting for signature by electronic vote via Convene.
- 1679 Investment committee conflicts of interest policy**
The conflicts of interest policy for the investment committee was reviewed and noted.
- It was agreed that the policy needed to be further developed before the policy could be adopted. It was suggested that the policy contained clearer definitions and that a gap analysis be carried out against best practice policies to help refine the structure. It was confirmed that the chief financial officer would provide the feedback to the chair of the committee. In the meantime, it was suggested that the committee should use the draft policy as a set of working principles until the final policy could be approved.
- 1680 Any other business**
i. Fraudulent IMC websites
It was verbally reported that a website offering fraudulent IMC certificates and for qualifications from other bodies had been identified. Legal advice had been taken and a 'cease and desist' letter had been sent. Ofqual had also been notified. It was noted that messaging on the society's website had been strengthened to warn members of potential fraudulent websites.
- ii. Planned events**
It was confirmed that information on events that were being planned would be circulated by email.
- 1681 Date of next meeting**
It was noted that the next board meeting was scheduled for Tuesday 1st July 2025 and a strategy follow up meeting would be held on 8th May 2025.
- 1682 Boards own time**
In the absence of management, board members discussed any matters they wanted to share with the board. These largely focussed on support for the new chief executive and the DEI role of the sustainability committee.

There being no other business, the meeting was closed at 7.53pm.

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

Dated: _____