

PRIVATE & CONFIDENTIAL

**MINUTES OF THE COUNCIL MEETING
HELD AT 16.00 ON THURSDAY 24 MARCH 2011
AT ACT, 51 MOORGATE, LONDON EC2R 6BH**

TREASURY, RISK
AND FINANCE
PROFESSIONALS

ACT

Present:	Matthew Hurn (Chair) Gerry Bacon (GBa) Charles Barlow Graham Bond (GBo) Francis Burkitt – by phone James Douglas Stephen Pugh – by phone	Stuart Siddall Jonathan Slade Martyn Smith Alison Stevens Yann Umbricht – by phone Bob Williams
In attendance:	Committee chairs/Council members elect: Roger Burge Fiona Crisp Greg Croydon – by phone Lucy Fuller	ACT: John Grout Jemma Harris (item 4 only) James Lockyer John Murphy Sharon Newell (item 4 only) Cassie Newman (item 4 only) Secretary: Ria Robinson

1. Apologies for absence

Richard Dakin, Peter Goshawk, Sean Hanafin

2. Approval of the minutes

Council approved the minutes of the Council meeting held on 2 December 2010 and the summary of actions agreed at the conference calls held on 21 December 2010 and 24 February 2011.

Committee minutes – noted.

3. Matters arising from last meeting

Council noted the matters arising schedule.

4. ACTAC 2011 update

i) Bookings (JH)

Confidential

30 volunteers (committees, RGOs, Council and boards) had signed up to date, some of them taking up the free place offered. This was an improvement on the 23 who attended last year but it was hoped the final number would be nearer 50.

ii) ACT Hub (SN)

The ACT Hub would be central to the exhibition. There would be a full programme of content with sessions and clinics covering areas such as:

- International
- Education (including MCT restructure and relaunch)
- P&T
- Smaller / mid-tier companies
- Ethics

Keynote speakers would be available at the Hub after their session to give delegates the opportunity to ask further questions. Council and committee members were also asked to join members of the ACT team both at the Hub and at the welcome drinks on 9 May to meet delegates and provide further information about the ACT including qualifications, training and Corporate Membership.

ACTION: Briefing note to be issued.

5. Approval of the financial statements for the 8 months ended 31 December 2010

The Group net deficit for the 8 months to 31 December was £237k versus a budget deficit of £483k.

Confidential

GBa confirmed that at its meeting prior to Council, ARAC had reviewed the financial statements of both the Group and its subsidiary and had discussed in detail with the auditors and Executive the contents of the Key Issues Memorandum.

Grant Thornton (GT) had confirmed that the audit had progressed smoothly, nothing had come to light that gave them cause for concern and there were no significant audit matters arising. The Finance team was congratulated for their handling of the audit at the same time as the budget process in this transitional period to deal with the change of year-end.

Confidential

- **ACTION: A register of interests would be maintained going forward. Council Members should report any potential conflicts of interest to the Company Secretary.**

ARAC recommended that Council and the Directors of ACT (Administration) Ltd approve the financial statements and related documents.

Council and the Directors of ACT (Administration) Ltd approved the following:

- Group financial statements for the 8 months ended 31 December 2010 – Council approved
- ACT (Administration) Ltd financial statements for the 8 months ended 31 December 2010 – directors of Admin approved
- GT's letters of engagement (Council / Admin directors approved)
- Group letter of representation – Council approved
- Admin letter of representation – Directors of Admin approved
[The letters of representation had been amended at ARAC's request to reflect materiality where appropriate]
- Letter of support from Association to Admin – Council approved

6. Chief Executive's report (SJS)

Council noted the CE Report.

i) CEO Report December 2010 to March 2011

Confidential

- Steps had been taken to free up education resource to allow more time to be given to Integra data migration.
- *Confidential*
- Tony Lomas, Lehman's Administrator, secured via PwC to speak at Spring Paper *Confidential*
ACTION: Council to consider and recommend speakers for future papers.
- FTSE350 representation within membership currently 53% - would like to achieve 60%. Need to consider how best to engage with CFOs. Suggestions included:
 - Regional groups
 - Through links with accountancy bodies especially CIMA and accountancy firms
 - Focus groups
 - Events geared to mid-tier companies
- ACT charity for the 12m through to ACTAC 2012 – Council agreed with the guidelines suggested by the Charity Committee:
 - a national UK charity
 - not a large charity – ACT support should make a real difference
 - ACT support to provide an identifiable tangible outcome
 - Charity needs to work with ACT to make the most of the fundraising opportunity10% of the funds raised at the Annual Dinner would go to The ACT Educational Trust. WellChild to continue as the ACT charity through to the end of ACTAC 2011.
ACTION: The Committee to report back on its recommendation of a Charity to succeed WellChild in May.
- AMCT enrolments currently 452 compared with budget of 330 and 20% increase on 2009/10. Reason for increase not yet clear.
ACTION: consider press release to announce record student numbers and promote need for qualified professionals to manage risk in current economic environment.

[Post-meeting note: to be dealt with at same time as announcement of ACCA MOU]

- Risk monitor – none of the identified risks had become worse since last reported (December) although more focus was being given the Integra project.
- Advisory Board – better mix of experience now represented although still looking for a leading headhunter. Rebecca Worthington, FD Quintain Estates and Development plc (FTSE250), recently joined.

ACTION: Council to let SJS or Chris Jones know if they have any recommendations for new Board members.

ii) Three-year plan and international business development

- *Confidential*
- Consideration to be given to what we call “regional representatives/ambassadors” – in overseas regions a more senior title may be required.
- Education survey – distributed via The Treasurer and will be included as a link from the e-newsletter. Also to be available to complete electronically at ACTAC.

iii) Budget for the 8m to 31/12/11

Note: this is a transitional 8m period to reflect the change in year-end from 30 April to 31 December.

Confidential

Main drivers for the budget were the increased commitment on business development and the proposed resource to drive delivery of ACT products. A 4% CPI increase had been included for membership subscription rates.

Confidential

CONCLUSION: Council approved the budget subject to this amendment.

ACTION: A budget for the 12m to 31 December 2011 would be included in the financials for comparison purposes.

7. Committee roundup

Events & Publishing (RB)

- Current focus was on ACTAC, which the Events team was handling very well.
- More feedback on The Treasurer magazine would be welcomed.

Confidential

Education (LF)

- The last meeting had been cancelled.

ACTION: It was agreed that consideration would be given to increasing the choice of dates to improve attendance.

MSC

- Covered in CE Report

Regional Groups (RR)

- **ACTION: Consideration being given to layout of room, audio equipment and chairman involvement for London meetings as feedback indicated attendees were finding it difficult to hear.**

Policy & Technical (SP)

- Council noted the good work on Basel III and supported the efforts to bring this to members attention.

8. Council

i) Questionnaire 2010/11

RR summarised the results of the Council questionnaire.

- Good responses to most questions – the best in the six years that the questionnaire has been run.
- Improvement noted in mechanisms to understand concerns of members – will continue to seek feedback by various means and report back to Council.
- Council representative of the membership – banker involvement improved through co-option facility.

Some debate about how to increase representation from younger members / students but agreed that feedback from students could be obtained by other means

ACTION: SJS and / or Head of Communications to meet students at tuition courses, Council members to talk to their teams, feedback to be obtained at events eg ACTAC and through LinkedIn etc

- Consider extending a Council meeting to include a 6-month follow-up for Planning Day – Council agreed this would not be necessary.

ii) Council election results and retirees

Two applications had been received for the two vacancies on Council so the following candidates were deemed elected to serve for the term commencing 1 May 2011:

Roger Burge FCT, Director of Treasury and Corporate Finance, Arqiva Ltd

Fiona Crisp FCT, Head of Group Treasury, Sportingbet plc

Council thanked the following retiring Council Members for their hard work and contribution:

Gerry Bacon FCT, Immediate Past President

Francis Burkitt FCT, MD, Debt Advisory, NM Rothschild & Sons

President:

This was Matthew Hurn's last Council meeting as President before handing over to James Douglas, although he would remain on Council for a further year as Immediate Past President and chair ARAC. Council thanked MH for his invaluable contribution and support and particularly for his vital role in developing the ACT in the Middle East.

iii) Co-option to Council

Council approved the co-option of Richard Dakin AMCT, MD & Head of Corporate Real Estate, Lloyds Banking Group, for a third twelve-month term on the basis that if he was to continue on Council at the end of this term he would need to stand for election. Council also approved the co-option of Paul Reynolds Hon FCT, MD, Head of Debt & Equity, Rothschild (Middle East) for twelve months from 1 May 2011.

9. Any other business

(i) Ratification of new committee members

There were no new committee members but Council noted the following appointments to the Advisory Board:

Philippa Foster Back, Director - Institute of Business Ethics

Richard Gillingwater, Dean, Cass Business School

Rebecca Worthington, Finance Director, Quintain Estates and Development plc

Council thanked the following Board members who had retired over the last few months:

Paul Spencer (former Chairman of the Advisory Board)

Carolyn Eadie

Mary Keegan

John Coombes

(ii) Other items

There were no other items.

10. Dates of next meetings

The next meetings of Council would take place as follows:

- Conference call: 09.00 Wednesday 4 May 2011 - ***please note this is a change of date***
- Council meeting: 16.00 Thursday 26 May 2011 – this meeting will be followed by the AGM at 18.00

11. Closed Session

- (i) Council members and the Secretary only – not required.
- (ii) Closed session for Council Members only – not required.

