

PRIVATE & CONFIDENTIAL

MINUTES OF THE COUNCIL MEETING  
HELD AT 16.00 ON THURSDAY 29 NOVEMBER 2007  
AT 51 MOORGATE, LONDON EC2R 6BH

TREASURY, RISK  
AND FINANCE  
PROFESSIONALS

ACT

**Present:** Malcolm Cooper (Chair) Andy Longden  
Greg Croydon Tim Owen  
James Douglas Stephen Pugh  
Lucy Fuller Richard Raeburn (RR)  
Matthew Hurn David Swann

**In attendance:** John Grout  
Richard James  
John Murphy

Ria Robinson (Ria)

**Secretary:**

**Action by:**

1. **Apologies for absence**

Gerry Bacon, Graham Bond, Alan Dick, Stephen East and Kate Hoyle

2. **Approval of the minutes**

The minutes of the Council meeting held on 17 July and the Council conference call held on 18 September 2007 were approved and signed.

The Planning Day Action Points and the latest committee and Executive Team minutes were noted.

3. **Matters arising from last meeting**

Council noted the matters arising schedule.

*Confidential*

4. **Chief Executive's Report**

Council noted the Chief Executive's Report.

RR explained the new format of the report which provided an update on the implementation of the agreed strategy. There had been some reduction in the operational content and this was most evident in the area of policy and technical. Council supported the new approach and it was agreed that for future meetings JG would produce a brief summary outlining output and key issues being dealt with by the Policy and Technical team.

JG

*Confidential*

5. **Major strategy issues**

RR updated Council on progress made on the actions agreed at Planning Day.

i) **Membership and qualifications – update on approach**

A meeting had been held with Clare Fuller (LF's sister) and Jacob Kestner of Promise, a strategic market research consultancy, who had provided some useful advice on how best to communicate with our target market. Following this meeting and internal discussions a proposed approach had been developed.

A series of small focus groups would be run in February to obtain a better understanding

of what members and potential members felt about and wanted from the ACT and to explore views on the membership structure in the light of the evolving qualifications. Offers to field groups from Shell (two groups), BAT and Lloyds TSB had already been received and it was also planned to put together a group made up of FTSE250 representatives. Any suggestions of individuals to join this group should be made to RR.

Research into the membership and qualification structure of other professional bodies was being undertaken to provide background information and comparisons. Promise had recommended that we present a small number of "straw man" propositions to the groups but this would need to be handled carefully to avoid bias and predetermining the discussions. Consideration was also being given to obtaining a non-UK view.

The project would deal with a number of fundamental issues so it was important to plan the approach carefully and not to rush the exercise. It was hoped that conclusions could be reached by May but in the meantime Council would be kept informed of progress and strategic membership and education issues discussed, where appropriate, with committees.

Exec

Foundation papers – This had been discussed at the last Education Committee meeting and further work would be undertaken to assess the various options with a proposal taken to the next meeting. The issue was inter-related with the strategic development of membership and external validation from ICAS and others was being sought.

Exec/Educ  
C'ee

#### ii) Website development

A good working relationship had been established with our chosen agency, Moodia, and the project was progressing well. Initial groundwork had been completed – an outline prototype together with card sorting and user testing (by members) to refine the structure of the site. Internal work had also been completed on the technical taxonomy in liaison with education to ensure tie-in with the development of qualifications. The greatest risks to the timetable were the work required internally to identify content migration, tagging and the extensive re-write of content, *Confidential*. A saving had been made on Phase 1 of the project and a clearer indication of the total cost would be available for the January reforecast.

SP noted that the Institute of Taxation had recently relaunched their website and suggested that we spoke to them about their experiences.

Exec

*Confidential*

#### 6. Financials

Council noted the management accounts for the six months ended 31 October 2007, the cash and investments schedule and the KPIs tabled at the meeting by JM.

Detailed discussions of the financials had been covered under items 4 and 5.

#### 7. ARAC's Annual Report to Council

LF reported on behalf of ARAC.

##### i) Recommendation of Vice President for the year commencing 1 May 2008

ARAC recommended the appointment of Matthew Hurn as the next Vice President for the term commencing 1 May 2008. MH had confirmed his willingness to act. Council approved the nomination.

##### ii) Council elections for the term commencing 1 May 2008 – consideration of potential candidates

There would be three vacancies for Council election for the term commencing 1 May 2008. ARAC had suggested a number of individuals from committees - including some from the financial services sector where Council considered itself to be underrepresented - who might be encouraged to stand for election and these were noted on the schedule circulated in advance of the meeting. Council were asked to review the list again and let Ria have any comments or further suggestions; these would then be collated and passed to DS who would approach individuals in the New Year. Any feedback would be treated in confidence and not attributed to individuals. It would need to be made clear to individuals from the outset that this would be an open election with the potential for other candidates

Council/DS/  
Ria

to submit a nomination.

Ria would send a Notice of Council Election and nomination form to all members in January.

### iii) Review of risk assessment

At its meeting on 20 November ARAC reviewed the updated risk matrix presented by RR. The review focussed on:

- A new approach had been taken to the development of the risk matrix. Previously the risk assessment had been led by RR with discussion with other members of the senior executive team. This time each business area had been involved in a risk workshop so embedding the risk assessment more firmly in the organisation.
- There were some areas of work-in-progress, namely:
  - Multiple events – currently risk items had been considered on a standalone basis. Going forward the interrelationship between events, including the impact of more than one event occurring at the same time, would be taken into account.
  - Financial impact – further development of the risk matrix needed to address more specifically quantification of the financial impact of risk events.
- A number of key areas had been identified:
  - Education – risks relating to processes, project management and marketing had the potential for ‘high’ impact but this reduced to no higher than ‘medium’ after mitigation.
  - Events – the impact of the rapid introduction of competitive events remained ‘high’ even after mitigating action.
- ARAC suggested the matrix should include a separate section covering ‘non-department specific’ risks e.g. reputational risks.
- The risk assessment process would be repeated in 6-9 months time, building on the risk workshop format, to refine our understanding and mitigation of the organisation’s overall risks.

It was agreed the risk matrix would be circulated to Council.

Ria

### iv) Other issues

ARAC membership: ARAC’s Terms of Reference, as currently drafted and approved by Council, stated that membership consisted of the Chairman (Immediate Past President), up to three non-Officer Council members and up to two non-Council members. This would mean that MH would need to step down from ARAC on taking up the post of VP on 1 May. David Tilston, a non-Council member of ARAC, had also indicated that he may wish to step down from ARAC in the near future. Council were asked to let Ria or SE know if they were interested in joining ARAC or had any suggestions for non-Council members. Ria would circulate a copy of the Terms of Reference to give an idea of the level of commitment required and the areas covered. Consideration would also be given at the January Council meeting to whether any amendment was required to the Terms of Reference to allow more flexibility for membership of the committee.

Council/Ria

Audit tender: RR explained that he had met with two audit firms - with David Tilston in the case of a medium to large firm and with JM and Ria in the case of a small firm - but neither meeting had led him to believe there was any compelling benefit at this stage for the ACT to enter into an audit tender process. ARAC had agreed that the decision on whether to enter a tender process for the audit and tax services should be deferred for a further year. In the meantime, RR would speak to Carol Rudge, Grant Thornton Audit Partner, so that she was kept up-to-date with the situation.

RR

**8. Maintaining effective committees**

Council noted the committee attendance list circulated in advance of the meeting and the committee profile summary (by membership and business category) tabled at the meeting.

The need to improve rotation between committees, encourage new blood and assess the effectiveness of individuals in terms of output rather than physical attendance at meetings was discussed. The value of committee membership prior to standing for election to Council was also noted.

RJ suggested that consideration be given to combining the Programme and Editorial committees as they now both covered similar ground, specifically consideration of content which needed to be developed and co-ordinated across our commercial offerings.

It was agreed that the Executive, in liaison with committee chairs, should review committee structure – including any amalgamation of existing committees – to assess whether committees were effective in helping us deliver the ACT's strategic objectives.

Exec/C'ee  
chairs

**9. Any other business**

**(i) Ratification of committee members**

Council ratified the following committee members:

Education

Gary Starling, MCT, Accenture

Policy and Technical

Alistair Clark, MCT, Tesco

Programme

Roger Burge, FCT, Cable & Wireless

Alison Dolan, AMCT, BSkyB

Warren Phipson, AMCT, Corus Group

Council also noted that Ewen Wigley had been appointed Deputy Chairman of Education Committee.

**(ii) Other items**

Council noted the Media Coverage Round-up. This would be circulated by email to Council.

Ria

**10. Closed Session**

All non-Council members except the Secretary left the meeting. This session was separately minuted for circulation to Council Members only.

**11. Date of next meeting**

The next Council meeting would take place at 16.00 on Thursday 31 January 2008 at 51 Moorgate.

..... Chairman

..... Secretary

..... Date