



## **Actuarial Profession Oversight Board**

### **Statement of Operating Procedures**

*Document 220120*

#### **Introduction**

1. This statement of operating procedures has been developed and adopted by the Actuarial Profession Oversight Board (APOB) in accordance with its terms of reference. APOB applies the procedures set out below in carrying out its responsibilities.

#### **Meetings**

2. Meetings of APOB are held as frequently as necessary to discharge its responsibilities, at least three times per year.
3. APOB and its committees may hold meetings in person or by telephone, videoconference, or similar means.
4. A quorum at any APOB meeting is a majority of the members of APOB. A quorum at any meeting of an APOB committee is a majority of the members of the committee.

#### **Voting**

5. Each APOB member, including the chair, has one vote.
6. The affirmative vote of a simple majority of all APOB members present at an APOB meeting or at a meeting of an APOB committee, and who have not declared themselves to be in a conflict of interest on a particular matter, is required for all APOB and APOB committee decisions. Final approval of a document discussed and approved at a meeting, subject to agreed-upon revisions, may be conducted by email with all APOB or APOB committee members.
7. All votes taken during a meeting of APOB or APOB committees are documented in the minutes. The minutes constitute evidence of the decisions of APOB and its committees.

#### **Appointment of members**

8. The members of APOB and the boards and Tribunal Panel it oversees are selected to ensure that each body has an appropriate balance of competencies and experience to fulfill its responsibilities. APOB maintains within the membership of each body a reasonable balance

of geographic and gender representation, as well as professional background both within the actuarial profession and from other professions involved in actuarial reporting issues.

9. The terms of members are arranged so that there will be an orderly turnover of membership of APOB and the boards and Tribunal Panel it oversees.
10. Each member of APOB (other than the chair and vice-chair) is appointed for a term of three years or such shorter term as APOB may determine. Members are eligible for re-appointment provided that the aggregate of the period of membership on APOB, not including the period a member is the chair or vice-chair, shall not exceed six years. It is presumed that members normally serve for two three-year terms.
11. The chair and vice-chair of APOB are each appointed for terms of one or two years, renewable once. The chair and vice-chair may serve on APOB for no more than a total of 10 consecutive years, including terms as a general member of APOB.
12. The APOB Nominating Committee is responsible for identifying suitable candidates for membership on APOB and the boards and Tribunal Panel it oversees, and for making recommendations to APOB on appointments.
13. The chair and vice-chair of APOB are appointed by APOB from among its members on the recommendation of the Nominating Committee. Prior to making its recommendation, a member of the Nominating Committee will consult on a confidential basis with APOB members. The general expectation is that the vice-chair will become chair when the current chair's term ends.
14. The chairs of the boards and the Tribunal Panel that APOB oversees provide input to the Nominating Committee regarding candidates for their respective memberships. After receiving such input, the Nominating Committee makes its recommendations to APOB concerning appointments to the boards and Tribunal Panel.
15. APOB may, in accordance with the Bylaws of the Canadian Institute of Actuaries (CIA), appoint one APOB member to each of the boards it oversees. That individual would be a full voting member of the board to which he or she is appointed.

### **APOB committees**

16. APOB is empowered to create a Nominating Committee and other committees of its members that it deems appropriate for carrying out its activities. Such committees are not given the authority to make decisions on behalf of APOB and, accordingly, they only have a mandate to submit their findings and make recommendations to APOB.
17. APOB provides terms of reference for all committees of its members. Among other matters, such terms of reference specify
  - (a) the purpose, objectives, and responsibilities of the committee; and

(b) the size and composition of membership, including the desired mix of member background, and the terms of appointment.

18. The appointment of the chairs and members of all of APOB's committees is made by agreement of all APOB members.

### **Performance review**

19. In carrying out its reviews of the performance of the boards and Tribunal Panel it oversees, APOB satisfies itself concerning

(a) the process for developing their strategic and operational plans, where appropriate;

(b) the procedures they carry out to ensure the development of high-quality material consistent with their respective purpose and responsibilities; and

(c) the performance of their respective chairs.

### **Communications**

20. APOB shall report publicly on its activities at least annually. Summaries of APOB meetings, except those held *in camera*, shall be made available to the public. APOB shall hold at least one meeting open to the public every year. The principal means of communication is through posting information and documents on APOB's website.

### **Operations**

21. APOB's operating year ends on December 31 each calendar year.

22. APOB's working language is English but written communications with stakeholders are provided in both English and French. APOB follows the CIA's bilingualism policy.

### **Confidentiality**

23. Members of APOB must keep meeting materials and information confidential, unless APOB decides to release a particular document or information to the public.

### **Relationships with other organizations**

24. APOB may choose to establish relationships with any other body having similar oversight responsibility at the national or international level.

25. Relationships with other organizations are normally established through discussions between the chair and the vice-chair of APOB and their counterparts in other organizations.

26. Each year, APOB reviews a proposed budget for its expenses and those of the boards and Tribunal Panel it oversees, prior to submission to the CIA Human Resources, Finance, Audit and Risk Committee. APOB also reviews actual results and variances.

### **Self-assessment**

27. APOB carries out an annual self-assessment to identify needed improvements in its operating policies and practices, including reporting to the public.

*Approved by APOB January 1, 2020*