



Pensions
Management
Institute

ACHIEVING PENSIONS EXCELLENCE

Study Manual

Governance

2020
Edition

Shaping the pensions professionals of tomorrow
in partnership with



Pinsent Masons

Pensions Services

The Pensions Management Institute (PMI)

Founded in 1976, the Pensions Management Institute (PMI) is the UK's largest and most recognisable professional body for employee benefit and retirement savings professionals, supporting over 6,500 members in 32 countries.

PMI's members, represented in 8 regions, are responsible for managing and advising some of the largest institutions in the world accounting for £1trillion invested in pensions. We promote excellence through a range of services for the benefit of members, the wider economy and with over six million now saving as a result of automatic enrolment, society as a whole.

The purpose of the Institute is *"To set and promote standards of excellence and lifelong learning for employee benefits and retirement savings professionals and trustees through qualifications, membership and ongoing support services"*.

To achieve this, PMI:

- **Promotes** and embeds professional standards, setting the benchmarks for best practice
- **Produces** qualifications that have a reputation for excellence and ensure that employee benefits and retirement savings professionals, whether they are scheme managers, consultants, administrators or trustees, are educated to the very highest standards and the latest legislation
- **Provides** continued lifelong learning designed to strengthen the knowledge and skills of employee benefit and retirement savings practitioners in performing to the best of their ability
- **Plays** a pivotal role shaping the industry, working with Government and collaborating with other bodies on research and thought leadership on key issues
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- **Provides** industry-leading insight, including PMI News, PMITV, Expert Partner insights, newsletters and blogs to keep practitioners abreast of the very latest developments in a rapidly-changing industry
- **Proactively** has a voice in mainstream and social media with a presence on Twitter and LinkedIn

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PINSENT MASONS PENSIONS SERVICES

Pinsent Masons Pensions Services is a company which since 1992 has been dedicated to the provision of professional trusteeship and scheme secretarial services to pension funds. We work across the UK, with offices in London, Birmingham, Leeds, Manchester, Glasgow and Edinburgh.

Pinsent Masons Pensions Services provide:

- A cost-effective, pragmatic and non-confrontational style.
- Practical experience of dealing with accounting, actuarial, administrative and investment issues of pension schemes.
- Practical experience in guiding schemes through insolvency and the complicated issues of scheme terminations.
- Companies with value for money when appointing Pinsent Masons Pensions Services to an existing trustee board to help them to better manage their costs and liabilities.

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Pinsent Masons are a law firm combining global reach with local understanding, providing technical expertise alongside in depth, practical knowledge.

Their pensions team consists of over 90 specialists with decades of experience as leading pensions advisers, and an impressive track record of working with pensions professionals across the industry.

Their client-base ranges from the largest global corporations to individuals; from public authorities to insurers; and from financial institutions to trustees. With over 500 clients, comprising both trustee clients and employer clients, the pension schemes on which they advise range in size from assets of less than £10million to £20 billion.

They also operate an independent trustee company, Pinsent Mason Pensions Services, which handles trustee roles, secretarial appointments and project management and procurement exercises.



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GOVERNANCE FOREWORD

PMI was formed in 1976 to promote professionalism amongst those working in the field of pensions. Today, we are acknowledged as the institute for pensions professionals. We have developed study and examination facilities leading to a nationally recognised qualification – the Advanced Diploma in Retirement Provision. This embraces all aspects of law and practice relating to the management of workplace pension arrangements. The Advanced Diploma is a comprehensive and in-depth qualification for retirement benefit professionals. It is the qualification component for Associateship (APMI) of the Pensions Management Institute (PMI).

The structure of the Advanced Diploma was comprehensively revised for first examination in 2016. This revision was to ensure that the syllabuses were up to date and the qualification continues to meet the needs of users. The Advanced Diploma framework comprises five core units and seven specialist units. To complete the Advanced Diploma students will need to complete eight units as set out below.

The foundation of the qualification is formed of four core units. These compulsory units cover all aspects of retirement provision in the UK, including regulation, administration, financing and investment. There is an additional option covering international employee benefits. The core units are assessed by a two hour examination. The core units are then followed by specialist units. Students choose either, or both, of the Tier 1 specialist units - Defined Benefit Arrangements or Defined Contribution Arrangements as most appropriate for them. Depending whether both or just one of the Tier 1 specialist units are selected either one or two further specialist units can be selected from the Tier 2 specialist options including Reward, Retail Pensions or International Employee Benefits. These choices allow the students to select those areas that best fit their current work or future career aspirations. Finally the Professionalism and Governance Unit must be completed by all Students. All of the specialist units are assessed by 3 hour written examinations.

There are several Diploma level qualifications comprised of units from within the structure of the Advanced Diploma for those who do not want or need to complete the Advanced Diploma. These have also been revised as part of the changes to the Advanced Diploma.

The Diploma in Retirement Provision (DRP) includes all four UK focussed core units and either of the Tier 1 specialist units (Defined Benefit Arrangements or Defined Contribution Arrangements). The DRP would be completed by all those who proceed to complete the Advanced Diploma.

The Diploma in Employee Benefits and Retirement Savings (DEBRS) is ideal for those who need to understand pensions in the wider savings and employee benefits context, and consists of two of the core units and the Tier 2 specialist Reward unit.

The Diploma in Regulated Retirement Advice (DRRA) consists of two Tier 2 specialist units: Taxation, Retail Investment and Pensions; and Retail Advice and Regulation. It is an appropriate qualification for the FCA regulated activity “Advising on Packaged Products” which includes pensions and retirement planning and advising on pensions transfers.

The Diploma in International Employee Benefits (DipIEB) consists of the two internationally focussed units: the Foundation in International Employee Benefits core unit and the Tier 2 specialist unit - Managing International Employee Benefits. These units have been developed in partnership between PMI and the International Employee Benefits Association.

Those who wish to complete the Advanced Diploma can opt to take the units that comprise the DRP, DEBRS, DRRA and/or DipIEB on the way to becoming Associate Members of PMI. Alternatively, those who only wish to sit those Diplomas can become Diploma Members of PMI on completion.

GOVERNANCE FOREWORD

There are many benefits to be gained from studying for, and attaining, these qualifications. These include the body of knowledge and understanding gained and its application to practical situations, a demonstrated commitment to learning and development, and enhanced status, confidence and opportunities for career progression.

Undertaking this rigorous professional qualification places demands on students and we are committed to supporting studies with quality learning provision. Under the banner “Shaping the pensions professionals of tomorrow” we are delighted to be working with some of the UK’s leading companies and firms within the pensions industry who have taken on the role of study support partners. In each unit the study material comprises a study manual and access to a web-based distance-learning course designed to prepare students for the examinations.

Professionalism and Governance seeks to provide an understanding of the importance of professionalism, ethics and continuing their own professional development and to provide an appreciation of risk and governance issues as they apply to pension schemes, and to enable candidates to demonstrate their ability to apply risk and governance principles in a practical situation and that they can communicate their knowledge in a way that is relevant to their audience. PMI is delighted to be working with Trustee Solutions as the study support partner for this unit.

Further details on the other units that comprise the Advanced Diploma and the work of the PMI can be found on the website. We hope you will enjoy studying for the Advanced Diploma. We welcome feedback and this should be directed to the Qualifications Department at PMI, e-mail: qualifications@pensions-pmi.org.uk

This manual is designed to cover the syllabus items relating to governance matters, namely items 4-9 from the Professionalism and Governance syllabus. Items 1-3 being covered in the separate Professionalism manual.

In recent years the management of risk has become a central topic for everyone involved in running pension schemes. The last decade has seen a dramatically increased awareness of funding risks for defined benefit schemes, and at the same time a shift towards defined contribution schemes and the different types of risks they bring. This has put a strong onus on those operating schemes to make sure they are run accurately and effectively, with careful attention paid to the various things that could go wrong, and the level of risk attached to each. To ensure that these risks are addressed as successfully as possible, the Pensions Regulator has published various pieces of guidance aimed at improving pension scheme governance.

For pension schemes that are trust-based, as opposed to personal pensions, the duty to operate the scheme well lies primarily with the trustees. But a range of other people will be involved in operating the scheme. Some companies employ a pensions manager, and almost all pension schemes will rely on advisers and other providers to a greater or lesser extent. In their different ways they will all be expected to play their part in helping the scheme to manage its risks well and maintain good governance.

It is important for everyone involved in running schemes to understand the contributions that these different advisers and providers can make, and how their efforts need to be drawn together in order for the scheme to be run effectively. For anyone in charge of co-ordinating the work of these different individuals and companies, an understanding of project management, service level agreements and other commercial aspects of operating a pension scheme is essential.

Part 1 explores the risks that pension schemes face, and the approaches that trustees and others can follow in addressing these risks. It then explains the steps that the Pensions Regulator has taken to improve governance of pension schemes, and the methods and structures that schemes are adopting in response.

Part 2 looks at how pensions departments, or suppliers to pensions department should be managed and how their activities can be controlled. It details the tools and mechanisms that can be used to measure and benchmark activities, and it explores how the views of members of pension schemes feed in to the measurement process. It touches on the ways that typical organisational structures and controls influence a pensions department in terms of resourcing, planning and directing. There is also a section covering technology and how technology plays a part in the pensions industry.

Part 3 looks more widely at investment. It includes coverage of investment management and approaches to performance monitoring.

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APPENDIX A		

Aim:

To provide candidates with:

- an understanding of the importance of professionalism and ethics
- the importance of continuing their own professional development
- an appreciation of risk and governance issues as they apply to pension schemes,
- the opportunity to demonstrate their ability to apply risk and governance principles in a practical situation
- evidence that they can communicate their knowledge in a way that is relevant to their audience.

1. **demonstrate an awareness** of the Professional Standards expected of PMI Members as set out in the PMI Code of Professional Conduct.

explain the importance of the following:

- *acting with the highest standards of professionalism and integrity*
- *providing a high standard of service*
- *acting in the best interests of each client*
- *treating people fairly regardless of race or racial group, sex or sexual orientation, religion or belief; age and disability*

2. **demonstrate an understanding** of the importance of continuing personal development (CPD)

explain each of the following:

- *Trustee Knowledge and Understanding (TKU)*
- *continuing professional development and the requirements of the PMI and other professions*

3. **demonstrate an understanding** of professionalism and business ethics

explain the importance of the following:

- *corporate culture*
- *dealing with complaints*
- *conflicts of interest*
- *ethical dilemmas - identification, implications and appropriate behaviour*
- *whistle-blowing legislative requirements and the protections given to whistle blowers*

4. **explain** the commercial aspects of operating a workplace pension scheme

analyse each of the following:

- *nature of costs*
- *cost control*
- *budgeting*
- *contracts management and agreements*

5. **demonstrate an understanding** of the management and measurement of service delivery

explain each of the following:

- *selecting, monitoring and changing advisers*
- *managing client relationships*
- *service level agreements*
- *type, role and value of performance measures*
- *reporting*
- *contract remedies*
- *quality management systems and kite marks*
- *benchmarking*
- *member and client surveys*
- *complaint/dispute resolution*

6. **demonstrate an understanding** of the importance of good governance in managing a workplace pension scheme
- explain the features of scheme governance*
- outline the roles of the employer, trustees, providers, and employer and provider governance committees*
- outline the importance of:*
- risk management
 - member communication and engagement
 - investment and manager selection
- evaluate each of the following:*
- structures/governance committees
 - internal controls
 - scheme documents including
 - governance statement
 - annual business plan
 - training records
 - documentation and record keeping
 - relevant Pensions Regulator Codes of Practice and guidance
 - data quality
 - selection, management and review of advisers and providers
 - recognised industry standards e.g. ICAEW's AAF 01/06, FRAG 21 reports
7. **outline** factors taken into consideration when selecting, monitoring and changing investment managers
- explain each of the following:*
- identifying investment requirements
 - manager selection processes
 - custody and title of assets
 - fee structures
 - setting investment performance targets
 - ethical and socially responsible investment
 - investment management agreements
 - administration
 - transition management
 - monitoring investment performance and governance
8. **demonstrate an understanding** of internal controls
- describe internal controls*
- explain why internal controls are required*
- describe the assessment of risk*
9. **explain** the role of the trustees in managing risk
- outline the process of governance review/risk management*
- outline preparation and management of a risk register*
- identify how to mitigate risk*
- analyse the nature of de-risking*
- analyse the role of the TKU requirements*

PART 1 PENSIONS RISK MANAGEMENT OVERVIEW

As a society the UK is becoming more risk aware, and more risk averse. Trustees of pension schemes, like many others in the corporate world, have been greatly affected by these developments. Increasingly pension trustees are expected to meet high standards of governance, and this is reflected in various pieces of guidance from the Pensions Regulator (TPR), particularly the Code of Practice on Internal Controls (published in November 2006) and the associated guidance document (published in June 2010) which make recommendations about how trustees and trustee boards can set about managing risk. TPR has also published numerous other pieces of guidance on risk for trustees of defined benefit (DB) and, increasingly, defined contribution (DC) schemes.

There are various types of risks that trustees need to address. These can be broadly categorised as operational, financial, funding, regulatory and compliance risks. TPR's Code of Practice describes a mechanism by which trustees can identify, assess and mitigate risks. Combined with other guidance for corporate organisations (e.g. the Turnbull Report and the Sarbanes-Oxley laws), this has meant a huge recent growth in the risk framework that trustees are expected to follow.

Effective risk management is a vital tool in the proper management of a pension scheme and it is important to trustees that this is in place as it is valuable for their own protection. There are no right and wrong answers in terms of the process to be followed, but the guidance supporting the Code of Practice provides an excellent starting point.

The important thing is that trustees do have an appropriate risk management strategy in place and, so far as possible, do not leave anything to chance. We live in a risk averse culture which means that, generally speaking, doing nothing is not an option.

Part 1 explores the above comments further, and looks at the various type of risk that trustees could encounter and explains the role of trustees in the risk management process, including the steps that trustees can take towards ensuring good risk governance.

INTRODUCTION

This Chapter provides an overview of risk and risk management in the context of pension schemes.

11 BACKGROUND: ATTITUDES TO RISK IN THE CORPORATE WORLD

11.1 Turnbull Guidance on Internal Controls

The Turnbull guidance was published in 1999 and is designed to help UK listed companies implement the requirements of the UK Corporate Governance Code (the governance principles that apply for those companies) relating to internal control and the reporting to shareholders thereon. The Code requires UK listed companies to maintain a sound system of internal control, review the effectiveness of the system at least annually, and include a statement on internal control in the annual report and accounts.

The Turnbull guidance was reviewed in 2004 and, after consultation, revised guidance was issued in October 2005.

The objectives of the Turnbull guidance are to:

- Reflect sound business practice whereby internal control is embedded in the business processes by which a company pursues its objectives;
- Remain relevant over time in the continually evolving business environment; and
- Enable each company to apply it in a manner which takes account of its particular circumstances.

For students who want to learn more about the detailed content of the Turnbull guidance this can be found on the Financial Reporting Council website, www.frc.org.uk

11.2 Sarbanes-Oxley

Sarbanes-Oxley (SOX) is a US law passed in 2002 to strengthen corporate governance and restore investor confidence. The law was sponsored by US Senator Paul Sarbanes and US Representative Michael Oxley.

The Sarbanes-Oxley law was passed in response to a number of major corporate and accounting scandals involving prominent companies in the United States. These scandals resulted in a loss of public trust in accounting and reporting practices.

The legislation is wide ranging and established new and enhanced standards for all US public company Boards, Management and public accounting firms. It applies to companies registered on the New York Stock Exchange or NASDAQ having over \$75 million or with more than 300 shareholders and their subsidiary companies elsewhere in the world.

As Sarbanes-Oxley applies to UK companies that are subsidiaries of US parents covered by the legislation they will also have to comply.

Sarbanes-Oxley establishes:

- Standards for Corporate Boards and Audit Committees
- Accountability standards and criminal penalties for Corporate Management
- Independence standards for External Auditors
- A Public Company Accounting Oversight Board (PCAOB) under the Security and Exchange Commission (SEC) to oversee public accounting firms and issue accounting standards

In effect this means that every process that is part of the financial operation of the company must be fully documented. This affects a range of departments across the company, not just those in the financial department. For example, it has had a significant effect for IT departments, given that most large companies generate and store so much information electronically.

Companies need to ensure that all key risks are identified and that the controls they have in place match those risks. Companies also need to ensure that the key controls they have in place are tested and that any gaps they have in those controls are reported upon and closed.

1.1.3 Organisational Risk Management

In the light of the above developments in the corporate world, most organisations these days have a mechanism for managing risk. This may be through a risk management group, or a sub-committee of the executive or board of directors. There are also many different mechanisms for managing risk. For example, this might include the following steps:

- Promote risk awareness in the business. It is fundamental that everyone in the organisation, and not just those that sit on the board or are members of the risk management group, can recognise the importance of identifying risks and take ownership for minimising the exposure to those risks.
- Identify possible causes and consequences of hazards in the organisation. Consistent separation of causes and consequences simplifies risk analysis and facilitates efficient risk handling.
- Assess and evaluate the risks. The probability of the identified causes is assessed in terms such as “often”, “frequent”, “sometimes” etc. The severity of the identified consequences is assessed or similarly expressed in such terms as “catastrophic”, “critical”, “small” etc. This will also identify those risks that require action i.e. starting with those with highest probability and most severe impact.
- Take action on the risks identified as priority. A systematic approach needs to be adopted which allows risks to be handled consistently according to their causes and consequences.
- Cause related handling uses measures that avoid or reduce risks by diminishing the probability of their occurring.
- Consequence related handling uses measures that are productive after a problem has occurred. It is then important to distinguish between measures:
 - That have a direct influence on the consequences reducing their severity.
 - That provide financial solutions to handle risks. The risks themselves remain unchanged.
 - To transfer risk. The risks themselves remain, resulting from the causes and potentially will produce the anticipated consequences. However the financial consequences are transferred to another party or to an insurer or are financed in some way.
 - To retain the risk. Again the risk still remains however solutions are found within the organisation to bear the financial consequences.
- Integrate the process within the organisation. This involves periodically repeating the above four steps. It is important to have a feedback mechanism and central to this is the flow of information from the risk management process. All information must be centrally gathered, analysed and fed back to the business. Risk management should become second nature to the senior team and the workforce.

12 WHAT RISKS DO PENSION SCHEMES FACE?

Like big companies, each particular pension scheme will have its own risks. Whether the scheme is DB or DC the risks that trustees must consider can be broken down into the five broad categories outlined below. The following lists are examples of some of the risks that trustees face, but these lists are not intended to be exhaustive.

121 Operational

- Weakness in administration processes
- Incomplete investment holdings
- Incorrect payment of benefits
- Inadequate record keeping
- Failure to regularly reconcile unit holdings on the administration system with those of the investment manager
- Failure to calculate benefits correctly

122 Financial

- Misappropriation of assets (theft or fraud)
- Incorrect contributions paid by the employer
- Late payment of contributions to investment provider
- Contributions going astray, i.e. the payment process is not secure
- Late receipt or non receipt of contributions
- Ineffective cost control
- Inadequate focus on investment options, or inadequate explanation to members of financial decisions (DC Schemes)

123 Funding (DB Schemes)

- Inadequate investment performance
- Ignorance of Codes of Practice (e.g. Investment Decision Making)
- Failure to maintain proper documentation (e.g. Statement of Investment Principles, Schedule of Contributions)
- Mismatch between assets and liabilities
- Failure to identify liabilities correctly
- Inappropriate actuarial valuation assumptions
- Failure to understand financial position of scheme
- Failure to keep Statement of Funding Principles maintained

124 Regulatory

- The appropriate procedures for trustee appointments are not followed, or the required number of Member Nominated Trustees is not in place
- Breach of legislation
- Failure to appoint a Scheme Administrator
- Failure to report notifiable events
- Failure of a DC scheme to comply with good governance standards

125 Compliance

- Acting outside the powers of the Trust Deed
- Failure to comply with the provisions of the Trust Deed and Rules
- Failure to regularly review investment manager performance
- Failure to comply with anti-money laundering rules
- Failure to adopt and implement an effective policy on conflicts of interest or duty (including an anti-bribery policy)

13 REVIEWING AND MANAGING RISKS

However many different people and organisations are involved in the running of a pension scheme, ultimately the responsibility for reviewing and managing risks lies with the trustees. It is the trustees who have legal responsibility for operating the scheme, and who risk facing legal liability if any errors are made. Similarly, it is the trustees who will face difficult questions from scheme members, the sponsoring employer and perhaps TPR if the scheme is not run properly.

So, even though most trustees will delegate many of their functions and receive detailed support from their advisers and providers (1.4 below), trustees should try as hard as possible to have a good grasp of all the different aspects of scheme management. In facing this challenge, it is important for trustees to understand which areas of the scheme's operation carry the most significant risks, and in which areas more work is needed to reduce risk.

Experience shows that it is not normally possible to eliminate risk. Particularly for something as complex as a pension scheme, there is always a danger that some kind of complication or difficulty could come up unexpectedly, whatever efforts the trustees and others may have made. In particular, a pension scheme operates over very long time periods, and it is quite common that an error or problem can come to light many years after the act that caused it – for example because an error in benefit calculations lies undetected until members reach retirement many years later, or because a decision to make a particular investment only proves unsound with the benefit of hindsight. So trustees must do all they can to reduce risk as far as possible, but they will need to accept that there will be times when mistakes happen, and the task they face then is to decide how to handle the resulting difficulties.

The important practical result of this is that, when assessing all the different risks faced by a pension scheme, trustees need to be proportionate. A particular danger is that trustees might focus too much energy in trying to eliminate risk in one area, while not spending enough time on others, and this is likely to be counter-productive.

When deciding their strategy for reviewing and managing risks, therefore, trustees should focus on two main points:

- Identify the risks that the scheme faces, and what they can do to limit those risks.
- Understand what the worst case scenario is in each area, and what the implications would be for the scheme if the worst happened – and what kind of fire-fighting action the trustees would then need to take. By focusing on this, in conjunction with the first point, the trustees can understand the level of risk in each area. This will show whether the scheme faces its biggest risks in, for example, the area of administration, funding, employer covenant etc.

By taking these two steps, trustees can get a rough idea of how much time and energy they should be spending monitoring different areas of the scheme's operation, and which are highest priority, in other words which areas need attention sooner than others.

Whatever stage a scheme is at in its life cycle, and whatever the strength and weaknesses of the scheme's operation, the trustees will always find themselves needing to juggle the different types of risk. So their success in operating the scheme will depend on how well they manage this juggling exercise. They should seek to ensure that adequate protections and controls are in place in each area, but without more bureaucracy than is needed – because it will be hard to operate a scheme properly if the time spent on bureaucracy starts eating into the time spent actually dealing with risks.

14 THE ROLE OF ADVISERS AND PROVIDERS

141 Deciding Which Providers to Use

So trustees cannot eliminate risk, and they will necessarily find themselves juggling their efforts in different areas.

For most pension schemes of any size, the only way that trustees can manage risks successfully is to draw on the experience and effort of others outside the Trustee group. This is partly because many trustees are lay people whose day job does not involve working with pensions – and also because a complex operation such as a pension scheme can only run well if certain tasks are delegated, giving an efficient division of labour.

The amount of support that trustees receive from others will vary, depending mainly on the size of the scheme. A small pension scheme (say £10 million or less in assets) may well receive much less input from advisers than a scheme of, say, £40 million. A scheme whose assets are maybe £250 million or higher will be different again, typically demanding sophisticated input from numerous expert individuals and companies. That said, for any pension scheme, however simple or complicated and whatever its size, it is important that the individuals serving as trustees have confidence and trust in the advisers and providers they use, and the systems under which support is provided.

Comments on the support that trustees might expect from their advisers are given in a guidance note entitled “Relations with advisers” that was published by TPR in May 2008. Students should read this guidance.

The advisers and providers involved in running a pension scheme will generally include the following:

- **Independent Trustee** – in recent years there has been a strong trend towards the use of Independent Trustees. This trend has historically been strongest among DB schemes but is starting to spread to DC schemes. For most ongoing pension schemes, the Independent Trustee will serve as one member of a larger trustee board (although for some schemes the Independent Trustee may serve as a sole trustee – either because the scheme is in winding-up or because the employer has decided that this is a better governance model than having a larger trustee board). In many cases the Independent Trustee will be a professional trustee (either a company or an individual), or at least will have built up a strong knowledge of pensions, perhaps from having served as a trustee for a long time. Independent Trustees, particularly those with expert knowledge, can be extremely valuable in helping a scheme to run efficiently and minimise risks. They can bring technical know-how and practical experience, enabling them to give guidance to the others on the trustee board. In particular, they can take the lead in making sure that the work of the trustees’ advisers is managed well, because they have the knowledge (and the confidence) to question advisers forcefully, and because any Independent Trustee who serves more than one scheme will be able to draw a comparison between the different advice received. The best Independent Trustees take the lead in drawing lay trustees into a discussion, and making sure that all members of the Trustee group understand the issues and are supportive of whatever course of action is being taken. Typically the power to appoint an Independent Trustee lies with the scheme’s sponsoring company, rather than with the other trustees – but it will be in the sponsoring company’s interests to appoint someone who can do the job as well as possible.
- **Pensions Manager** – a Pensions Manager is normally an employee of the pension scheme’s sponsoring company, whose job includes assisting the scheme’s trustees. So it is the company’s decision whether or not to have someone serving in the Pensions Manager role. It is probably fair to say that in most companies that have a Pensions Manager and that person is invaluable for the knowledge they bring, and for the amount of work they put into making sure the pension scheme is run as smoothly as possible. Companies that do not currently have a Pensions Manager are, by and large, probably unlikely to decide to appoint one, given the perception that DC schemes need less support at corporate level than DB schemes once did. Some companies outsource the Pensions Manager role, in effect, by asking one of their third party providers to carry out elements of the role (for example the Secretariat function mentioned below).

- **Secretariat** – all Trustee boards will need a scheme secretary, in the sense of someone who has responsibility for taking minutes of Trustee meetings. But there is a difference between this and the wider Secretariat role, which is very important in the smooth running of a pension scheme, particularly a DB scheme of any size. The Secretariat role involves a wide range of tasks, of which the main ones can include: organising meetings; making sure that meeting agendas are set properly, and that meetings run to time; anticipating the need for advisers to give input on particular topics; chasing the advisers to give their advice on time; taking the lead in making sure that projects are driven forward in the periods between Trustee meetings; co-ordinating the trustees' response to any difficulties that the scheme might face, for example complaints from members; and a high number of other miscellaneous tasks that are delegated by the trustees. If a company has a Pensions Manager, traditionally that person will carry out the Secretariat role. In other cases, the role will often be carried out by the scheme's pension consultants (with varying degrees of effectiveness), or sometimes by employees of the scheme's professional Independent Trustee. There are also some niche companies which have set up specifically to perform the Secretariat function for a number of schemes. The effectiveness of the person in the Secretariat role can have a strong bearing on how well a scheme is operated, and on how well the scheme recognises and handles its risks – in particular because an effective Secretariat can make sure that necessary action is being taken throughout the year to address potential risks, rather than being bunched up around the three or four regular Trustee meetings.
- **Auditors** – every occupational pension scheme must have Independent Auditors under section 47 of the Pensions Act 1995. The scheme's Auditors will carry out a regular annual audit, in the same way that auditors do for companies. The annual audit is not designed to expose all errors in the running of the scheme, but it provides a useful incentive for trustees to make sure the scheme is operated properly. Separately from the annual audit, some schemes have used Auditors in helping them to put together a risk framework, and defining the risk management process. A number of the larger accountancy firms are now offering risk management and governance services, which trustees may decide to call on. Alternatively trustees might be able to make use of the sponsoring employer's internal audit function.
- **Specialist advisers** – most pension schemes of any size will have several different advisers, or perhaps one or two advisers which serve several different roles. The most common are investment advisers; a scheme actuary (a necessity for a DB scheme); legal advisers; and, for a DB scheme, possibly an external covenant adviser. Most trustee boards also have an adviser who serves as a general pensions consultant, and often it will be one of the advisers mentioned above who doubles up in this role (for example the scheme actuary), or another employee of the same advisory company.
- **Other providers** – a fundamental role is played by various other parties, including the scheme's administrators, investment managers, custodian and (if the scheme is insured) the insurance provider. Traditionally trustees will not expect these providers to be proactive in the way they interact with the trustees, compared with the advisers listed above. So, in most cases, it is for the trustees to ensure that these providers are playing their part in following the scheme's risk management processes, rather than the other way round.

When trustees start setting up a procedure for reviewing and managing risks, or when they come to update their existing procedure, most of those listed above will have a role to play. Given the importance of ensuring the scheme's risk procedures work effectively, it is almost always worthwhile involving the various advisers closely in discussions about how the risk management process should work. As noted above, though, the trustees will need to steer discussions carefully to make sure that the processes do not become more bureaucratic than necessary.

142 Systems for Reviewing Providers

In recent years pension schemes have developed structures for reviewing their providers. It is obvious that trustees might sometimes decide that they are not content with one of their current providers and would prefer to find a replacement, but increasingly trustees have taken the view that it is better to have a structured approach to this. Having a formal structure helps to guard against the risk of the trustees realising late in the day that they are losing faith in one of their providers, and then have to rush to rebuild that faith or make a new appointment in a hurry.

A typical structure for review of providers might involve a rolling programme, for example over three years. Each of the providers will be due for review at some point during that time period. At that stage the trustees could either discuss the provider's appointment in a closed meeting, or they could complete a questionnaire, perhaps giving the providers scores under various headings (value for money, standard of advice, communication etc.) and any further comments that they wish to make. If the provider falls below a certain score, or if the discussion or the questionnaire reveals that the trustees have concerns about the provider's service, then the next step might be for the chairman or secretary to discuss this with the provider and agree what steps to take. If the trustees have certain concerns about the provider's performance but feel that these can be addressed, the provider might be given a certain time period to improve and deal with these concerns, perhaps six months or a year.

If the trustees' review reveals more serious concerns, or if the provider fails to make the improvements requested, then the trustees could move on to a reselection process. Generally this process will include the incumbent, even if only out of courtesy, plus whichever other providers the trustees wish to consider.

Different review processes are likely to be appropriate for schemes of different sizes. As well as a formal structure of the type outlined above, a very large scheme is more likely to have additional advisers on standby to give a second opinion in certain cases, or sometimes "shadow" the advice been given by the primary providers. Smaller schemes are generally likely to have fewer advisers, although it is still important to carry out review processes to ensure that they are performing their roles well.

15 DE-RISKING FOR DEFINED BENEFIT (DB) SCHEMES

151 Dealing with Funding Risk

For DB schemes, as opposed to DC schemes, there is an extra element in the risk management process. Trustees of a DB scheme must focus their attention not only on avoiding mistakes in the way the scheme is run, but also catering for the risk that the sponsoring company might not be able to support the funding of the scheme at some point in the future.

The ability of a company to support the funding of its DB pension scheme is often known as the employer's "covenant". A company may be regarded as having a strong covenant, or a weak covenant, or somewhere in between. Accordingly, this area of risk is often referred to as "funding risk" or "covenant risk".

When considering this risk, DB trustees should always be conscious that, generally speaking, there are only two ways of making sure the scheme's members will receive their benefits in full:

- (i) **Buy out the scheme benefits in full with an insurance company.** Since pension schemes began to face difficulties with funding deficits around the end of the 1990s, only a small number of schemes have succeeded in buying out their benefits fully. For most schemes, the cost of buying out benefits with an insurance company is much greater than the assets currently held in the scheme – meaning that there is a "buy-out deficit". If so, there are only two ways that a buy-out could be viable. The first is for the employer

to pay a large lump sum to the scheme to enable it to buy out – which a handful of companies may be willing to do, since it removes the volatile pension liabilities from the company's balance sheet. The second possibility is for the trustees to improve the scheme's funding level gradually over time, to the point where the deficit is small enough for a buy-out to be considered, with the company topping up the funding at that stage. Many scheme trustees regard buy-out as a Holy Grail, and as something that they would present to the scheme's members as an unqualified success – which is probably fair enough, since securing the benefits with an insurance company is, in most cases, the safest result from the members' point of view.

- (ii) **The sponsoring company remains strong enough to support the funding of the scheme.** For the majority of DB pension schemes, where the company is not willing or able to pay the buy-out deficit, this is the only realistic option for the foreseeable future. For schemes in this category, the trustees' risk assessment involves looking at two main things:
- *The scheme's funding level* – assessing the funding level is a complex exercise which involves detailed actuarial advice, and also takes into account the way the scheme's assets are invested (see below). Pensions legislation contains complex requirements that trustees must follow in this area, either when carrying out the full three-yearly actuarial valuation, or the annual actuarial updates. In most cases the trustees' starting point will be to follow the statutory framework.
 - *The strength of the employer's covenant* – in this area legislation is less prescriptive, and practice between different schemes varies more widely. Over the last few years trustees have generally acknowledged that it is important to have a good understanding of the employer's covenant. This has been reinforced by statements from TPR. The most recent of these are:
 - a detailed statement issued in August 2015 which explains the considerations that TPR expects trustees to take into account when thinking about the employer's covenant;
 - guidance on “integrated risk management” published in December 2015, which draws a link between funding risk, covenant risk and investment risk (see 1.5.2).

unless the scheme has all its assets held in the safest types of investments, and is fully funded (in which case this is almost equivalent to buying out the scheme as explained under (i)), it is fair to say that the only way scheme members will receive their full benefits is if the sponsoring employer can remain solvent, hence the emphasis that TPR places on covenant.

Trustees of a DB scheme should have a clear idea of which option is more likely to apply for them. For many schemes, the likelihood of ever being able to buy out benefits will depend on the prices that insurance companies charge for buy-outs, and no-one can know with certainty how those prices might change over time. Just as significantly, most trustees will find that the attitude of the sponsoring company has a strong bearing on the route that the trustees follow. Many companies take the view that, even if they could afford to pay the buy-out deficit, they would not be willing to do so – since it represents an extra up-front cost to the company, which could be avoided by continuing to run the scheme off over the coming decades. Trustees faced with this argument will need to look especially closely at the company's covenant. To simplify the way the funding legislation works, if trustees do not view the covenant as particularly strong, they will generally set a higher target funding level, meaning that the employer must contribute more money to the scheme – but normally over an agreed period of time, rather than in one go.

152 Investment Risk for Defined Benefit (DB) Schemes

Whichever of these two options the trustees are looking to follow, an important part of their risk management will be to consider carefully the way the scheme's assets are invested. If they are looking to follow option (i) and buy out the scheme's benefits, they may well first need to manipulate the scheme's investments to raise the funding level, until they are at the point where the remaining buy-out deficit is small enough for the company to be willing to pay. Alternatively, if trustees are left with option (ii), an essential part of the actuarial valuation

process is to identify the amount of investment return that the scheme expects to get in the coming years. The expected investment return is normally linked to the level of risk associated with the investments. For example, if the sponsoring employer is very strong, the trustees may be willing to operate a riskier investment strategy, which generally will mean they can assume a higher investment return over time – and therefore can set a lower target funding level now. If the trustees have concerns about the employer’s covenant, they are more likely to pursue a low-risk investment strategy (e.g. investment in bonds and gilts), meaning that the expected investment returns will be lower, and therefore that the sponsoring company must pay a higher level of deficit contributions. This is reflected in TPR’s December 2015 guidance on integrated risk management. It also lies behind the guidance that TPR published in March 2017 on investment in defined benefit schemes.

When trustees decide their strategies for managing investment risk, there are various options open to them, some of which have become increasingly sophisticated in recent years. The options include:

- **Asset split** – at the most basic level, trustees must decide the split between return-seeking assets (e.g. equities) and safer, lower return assets (e.g. bonds and gilts). They should keep this under review over time, and change the split as necessary. In the last ten years or so, most DB trustees have reduced their level of return-seeking assets, and put more money into bonds and gilts.
- **Hedging** – many schemes now use some form of “hedging”. This is a loosely defined term, but for a pension scheme it essentially means using assets in a way that is designed to protect against certain unforeseen or unwelcome events. (And it is important to understand that pension schemes use hedging as a way of reducing risk – and not for investing speculatively as happens in some “hedge funds” elsewhere in the investment world.) This protection can take many forms. The most obvious forms of hedging are investment arrangements designed to protect the value of the trustees’ assets against future changes in interest rates, inflation levels or currency exchange rates. Another specific form of hedging is a “longevity swap”, which is a contract that a few schemes have entered to guard against uncertainty over future mortality rates.
- **Liability driven investment** – larger schemes, in particular, have recently shifted towards a more sophisticated form of investment which is based on predicting the level of benefits that the scheme will be required to pay its members at each point in the future. The scheme’s investments are then set up in a way that is specifically aimed at giving investment returns that enable the scheme to meet its predicted cash flows during each time period. This usually involves some hedging arrangements. This approach is known as “liability driven investment”.
- **Buy-in of pension liabilities** – this involves identifying a particular group of liabilities within the scheme (for example, the pensions that will be payable to the scheme’s current pensioners) and then buying an insurance policy which will pay those liabilities. Under a buy-in, the insurance policy is held by the trustees as an asset of the scheme. This is different from a buy-out (see 1.5.1) in which the members cease to be part of the scheme, and legal responsibility for paying their benefits passes entirely to the insurance company. A buy-in gives added security for the trustees, because it protects them against the risk that pensioners might live longer than expected. Apart from a longevity swap, which is generally a more expensive bespoke option and has therefore been used only by a small number of schemes, a buy-in is the only way for an ongoing scheme to have this protection against mortality risk. A buy-in will often involve the sponsoring employer making a lump sum payment to help fund the cost of the insurance policy. Importantly, though, it does not mean that the members concerned have complete security: under pensions law they would still face the risk of their benefits being scaled back if the employer became insolvent at some point in the future.

153 Sponsoring Employers' Attitudes to De-risking

In all these areas, it is increasingly recognised that it is not just in the trustees' interests to review and manage the risks effectively, but also in the sponsoring employer's interest. The accounting rule which requires employers to show pension liabilities on their profit and loss account (the IAS19 rule) means that, over the past decade, many employers have looked at ways of reducing the volatility of their pension scheme funding. In some cases this has led the employer actively to encourage the trustees to move to a liability driven investment strategy, or to take other de-risking steps such as a buy-in, and employers will sometimes be willing to pay the extra funding costs associated with doing this. Generally speaking, trustees are likely to welcome such a proposal.

That said, there are still many cases where the sponsoring employer would prefer to pay contributions that are as low as possible in the short to medium term, and will stick closely to this negotiating approach in the discussions about the three-yearly actuarial valuation.

As a separate point, some employers have looked at another method of de-risking, which involves taking steps to reduce the scheme's liabilities, in other words the benefits payable from the scheme. Most obviously, very many employers have now stopped future accrual under their DB scheme, generally after detailed negotiation with the scheme's trustees. Once accrual has been stopped, the two highest profile ways for employers to reduce scheme liabilities are: (i) a pension increase conversion exercise, in which members are invited to exchange part of their future pension increases for a one-off uplift to their pension, or a lump sum payment outside the scheme; and (ii) a transfer value exercise, in which members are invited to transfer their benefits to a different pension arrangement. These are generally proposals that a sponsoring company would bring to the trustees, rather than something the trustees would do at their own initiative. Unlike some of the other de-risking approaches mentioned in 1.5.2, the trustees will not necessarily conclude that the company's proposal is in scheme members' interests. The DWP and TPR have consistently shown concern about the need to ensure that pension increase conversion exercises are consistent with members' interests, and also transfer value exercises where these include some enhancement. TPR published a document giving detailed guidance to employers and trustees in December 2010, and a working group organised by the DWP published a code of practice in June 2012, updated in February 2016, setting out principles that it expects exercises of this type to follow.

All this means that trustees of a DB scheme will need to put concerted effort into reviewing and managing risks related to funding, employer covenant and investment, not only when carrying out the three-yearly actuarial valuation but also at other times in between. In doing this trustees will require, at the very least, expert investment and actuarial advice.

154 De-risking and Data Quality

The job of a pension scheme is to pay the correct benefits, and fundamentally it can only do this if the data that the scheme holds is correct.

Ensuring that data is accurate has always been a key part of the role of pension trustees, even several decades ago when there was far less red tape and regulatory guidance. As awareness of the challenges faced by DB pension schemes has grown in recent years, TPR has issued various materials aimed at persuading trustees improve data quality. But at the same time, the steps being taken by trustees and sponsors to de-risk their schemes have also acted as a strong driver for trustees to improve the quality of data. So we are seeing the regulatory regime combine with sponsors' financial incentives to push trustees toward fulfilling their trust law duties.

Most trustees find that data cleansing is a complex and slow process. The guidance issued by TPR takes that into account. It is important for trustees to be realistic when they set time scales and targets for data cleansing, whether they are carrying out the exercise to meet TPR's standards or as part of a wider de-risking effort.

The two drivers for data cleansing can be summarised as follows:-

(i) Guidance from the Pensions Regulator (TPR)

TPR issued guidance about data quality in June 2010. TPR's guidance sets out in some detail the standards that it expects trustees to reach. The guidance is an important document for everyone involved in running pension schemes. Students should make sure that they read the guidance, which is available at <http://www.thepensionsregulator.gov.uk/guidance/guidance-record-keeping.aspx>

To summarise briefly, TPR's guidance gave trustees a deadline of December 2012 to meet the targets explained in the guidance. For "common data", the essential details that schemes hold for every member, schemes were asked to ensure that the data reached 95% accuracy by that date (100% for data generated after June 2010). For "conditional data", the other data needed to carry out pension calculations, schemes needed to set their own targets. Any trustees failing to meet the targets by December 2012 were encouraged to try to do so as soon as possible after that date.

For the vast majority of schemes, the trustees should certainly do all they can to meet these targets, and should be able to achieve them. Some larger schemes have taken a conscious decision not to try to obtain fully up to date details for all their deferred members, on the grounds that many of these members could be at least 10 or 20 years from retirement, and the goal of obtaining current addresses for all of them now does not justify the resources that would be needed. But these are generally schemes with many thousands of deferred members. Smaller schemes should aim to meet TPR's targets unless they have an especially good reason for not doing so.

(ii) Data Cleansing as Part of a De-risking Exercise

Companies looking to take the de-risking steps outlined in the previous sections will want to know how much the de-risking effort will cost them in the short term, and what its financial benefits might be over time. In order to do this, they will need to carry out some form of financial modelling based on the membership data. In addition, a pension increase conversion exercise or an enhanced transfer value exercise of the type explained in 1.5.3 involves sending an individual calculation to each member, and this can only be done properly if the calculations are based on accurate member data.

So a company looking to carry out these types of exercises will normally want to make sure that the relevant members' data is accurate before launching the exercise. Independent of TPR's guidance, this has acted as a driver for many schemes to carry out data cleansing in recent years. For those schemes and their sponsors, a welcome side effect of the de-risking exercise has been the fact that member data has been improved to a much higher standard. This should mean that those schemes will not need to carry out any further one-off data cleansing exercises – and face the cost and time commitment involved in such an exercise – in the future.

Finally, it is important to note that there is an onus on DC scheme trustees to be just as rigorous about the quality of data. Experience has shown that the biggest danger for a DC scheme is that monthly contributions might be paid at the wrong level – for example not adjusted upwards after the member has had a pay rise or moved into a higher age band. Trustees and employers should do everything they can to limit the risk connected with such mistakes by having proper reconciliation systems that will mean that any mistakes are spotted quickly. There is a strong incentive for them to do so, because whereas a DB pension can be recalculated at any time before the member reaches retirement, it is much harder to correct a DC account with any precision, given the difficulty of working out what the investment return would have been on the underpaid or overpaid contributions.

1.6 KEY RISKS FOR DEFINED CONTRIBUTION (DC) SCHEMES

1.6.1 Awareness of Defined Contribution (DC) Risk

In recent years there has been an increase in the awareness of risks attached to DC schemes.

There is currently a huge upheaval in the market for DC schemes, and it is not clear where the market will land.

In the meantime, DC schemes are certainly more aware of the risks they face, and the steps they need to take as a result. For occupational DC schemes, the focus on risk has been heightened by:

- The gradual closure of DB schemes, and steps already taken by employers to limit risks under those schemes – which now means that employers and the regulatory bodies are moving their focus to DC schemes.
- The automatic enrolment laws which have been introduced for employers from October 2012 onwards.
- A realisation within the industry that a significant number of DC schemes do not give members adequate outcomes. This has been most clearly articulated by the report that was published by the Office of Fair Trading in September 2013.
- Most recently, the April 2015 “freedom and choice” changes that allow members of pension schemes more flexibility about how they use their money at retirement.

With an increased focus on risk for the above reasons, TPR has stepped up its intervention in the governance of DC schemes.

1.6.2 Intervention from the DWP and Pensions Regulator

The most important pieces of guidance that TPR has published for DC schemes are Code of Practice 13 and the associated regulatory guidance. Updated versions of these were published in July 2016, replacing the previous versions dated November 2013.

TPR’s July 2016 documents take a thematic approach to DC governance. This can be seen in the six “How to” guides published by TPR which are headed (1) Trustee board, (2) Scheme management, (3) Administration, (4) Investment governance, (5) Value for members, and (6) Communicating and reporting.

TPR’s publications sit alongside new legal requirements that were introduced for DC schemes in 2015. The main legal requirement is that each scheme’s annual report must include a “chair’s statement”. The chair’s statement must explain how the scheme has:

- Reviewed the suitability of its default fund(s).
- Monitored core financial transactions.
- Assessed value for money of the scheme (including a statement of fund charges).
- Asked its investment managers to identify the level of transactions costs.
- Met the trustee knowledge and understanding requirements.

In November 2017 TPR published a "Quick guide" to the chair's statement, signalling the level of detail it expects in these documents. (Updated versions of the guide have since been published, most recently in September 2018.)

In line with these requirements DC trustees should also operate some form of risk register which captures the principles and quality features, and ensures that the trustees are devoting appropriate time to the areas where the greatest risk lies.

It is too early to draw conclusions about the effectiveness of TPR's guidance or the new legal requirements. But it is essential to understand that the landscape for DC schemes is likely to continue shifting over the coming years. So trustees should certainly not treat the regulatory and legal requirements as a tick box exercise to be completed only once a year. Instead, they should keep the operation of their scheme under constant review and be prepared to adapt as the landscape continues to change.

163 Possible Future Changes in Governance of Defined Contributions (DC) Schemes

As the market for DC scheme changes in the coming years, and as existing schemes become more mature, it is likely that the governance required from DC trustees will continue to evolve.

Four examples of this are:

- The authorisation regime for DC master trusts which has been introduced under the Pension Schemes Act 2017. This regime builds on the voluntary audit assurance framework for DC master trusts under the ICAEW's AAF 02/07 framework, which was launched by TPR in January 2014. From the end of March 2019 it will be unlawful to operate a master trust unless the trust has received authorisation, has an authorisation application pending, or is in winding up. The master trusts include a number of the highest profile and largest DC schemes in the UK. It is possible that TPR might start to extend some of the principles of the authorisation regime to single employer DC schemes over time.
- Trustees of DC schemes will need to start considering more precisely what outcomes their scheme is targeting, especially following the changes that were announced in the March 2014 Budget. Trustees and employers may find themselves drawing up mission statements to reflect that the way that the members of scheme might expect their investments to change over time, and how the member should expect to use his or her member account at retirement.
- Software products are available which show how the membership of a pension scheme is progressing against target retirement outcomes. This type of report might be seen by trustees as equivalent to a funding report for a DB scheme. Only a small minority of DC schemes use reports of this type at the moment. But DC trustees need to be aware of the spread of these reports, as this development may well have a significant effect on the way trustees handle governance and risk.
- It is very likely that more regulatory guidance will eventually be published on responsibilities of trustees during the decumulation phase (i.e. the period when the member starts drawing money from their pension account) as there is very little guidance focused on this area currently. The FCA's ongoing Retirement Outcomes Review is likely to lead to a layer of regulation which will also affect occupational pension schemes.

Summary

In the last thirty years the corporate world has seen a much greater focus on risk, and on the need for good governance.

For every organisation of any significant size, it is good practice to assess the risks that the organisation faces, and take steps to guard against them.

Pension schemes face risks of varying types. These can be broken down into five groups – operational; financial; funding (for DB schemes); regulatory and compliance.

Schemes must take action to manage these risks. It is not possible to eliminate risk entirely. But schemes should identify the main risks they face, and understand what the worst-case outcome is in each area.

In addressing risks, schemes should take a proportionate approach. In other words, the amount of energy that they focus on each risk should reflect the level of risk involved.

Principal responsibility for addressing risks lies with a scheme's trustees.

However, there will be other individuals, advisers and providers who play an important role in helping to manage risks. Depending on the company and the scheme, these can include an expert independent trustee; a pensions manager; the scheme secretariat; auditors; and the various other advisers and providers.

DB schemes face the extra element of funding risk, or covenant risk. It is essential for DB trustees to understand the strength of their employing company's covenant. The scheme's actuarial assumptions and investment approach will then need to be tailored to this.

Self Test Questions

- Give three examples of steps that a big company might take to limit its risks.
- Name three types of organisational risk that pension schemes face. Also give one type of regulatory risk, and one example of a compliance risk.
- Explain why trustees should take a proportionate approach to risks, rather than trying to eliminate all risks entirely.
- Explain why it is important for a scheme that its secretariat does a good job.
- Summarise the advantages of having an expert independent trustee.
- Give examples of steps that DB trustees have taken to manage funding risk. Explain the types of circumstances in which the sponsoring employer might be prepared to pay extra contributions to help manage funding risk.

INTRODUCTION

This Chapter outlines the nature of good governance. It includes the role of TPR. It also outlines the tools available to achieve good governance.

2.1 THE ROLE OF THE PENSIONS REGULATOR (TPR)

2.1.1 TPR's Code of Practice on Internal Controls

TPR was set up in its current form in April 2005, as part of the new legal regime introduced by the Pensions Act 2004. This was done largely in response to the growing awareness that DB pension schemes faced serious risks connected with underfunding. One of the various roles taken on by TPR involves overseeing the systems that pension schemes have in place for managing risks – known as their governance procedures.

This applies for all kinds of occupational pension schemes, including DB and DC schemes.

In November 2006 TPR published its Code of Practice on Internal Controls. This is supported by detailed guidance which was published in June 2010, building on an earlier version issued in February 2007. The Code of Practice and the guidance are not prescriptive, but recommend a risk management approach as a means of meeting the requirements set out in the regulations (The Occupational Pension Schemes (Internal Controls) Regulations (SI 2005/3379)). They do suggest a risk management process to use and the steps to be followed to identify the key risks. The diagram for this process is as set out below:



Students should read the Code of Practice on Internal Controls and the supporting guidance and example documents as part of their learning for this subject.

2.1.2 The Effect of the Code of Practice on Trustee Governance

The publication of the Code of Practice and the supporting guidance heightened trustee awareness of the need for good governance. In the past trustees might have seen their role as responding reactively to events and reports, but TPR has encouraged them to be more proactive in the way that they monitor the management and administration of their scheme, and in making sure that those providing services to them carry out their responsibilities properly.

Similarly, TPR sees itself as having a proactive role. In doing so, TPR takes a risk-based approach, rather than focusing narrowly on whether a scheme meets a list of prescribed requirements. In assessing whether a particular group of trustees is doing enough to manage its scheme's risk, TPR will take into account the appropriateness of the scheme's internal controls and risk management systems.

Trustees will therefore want to make sure that their systems meet TPR's expectations, in case TPR ever has reason to look into the way the scheme is operated. Over recent years TPR has issued guidance in an increasingly wide range of areas – which now includes data cleansing, and the way that TPR expects DC schemes to operate. Students should familiarise themselves with the high level content of this guidance as this is helpful in understanding some of the issues that need to be considered when assessing risk.

The challenge for trustees is how to keep on top of all the different risks that their scheme faces, and – as part of this – how to ensure in each area that TPR would not have concerns if it ever needed to look at their scheme. The way that many trustee boards do this, in line with TPR’s guidance, is to operate a risk register as explained in 2.2 below.

212 Trustee Knowledge and Understanding

As well as TPR’s focus on good governance, there is a legal requirement in the Pensions Act 2004 that pension trustees must have knowledge and understanding of law and practice relating to pensions, and must be conversant with the documents of their pension scheme (sections 247 and 248 of the Pensions Act 2004). This is a fairly wide topic, and the following is only a brief summary, given the connection between the “knowledge and understanding” of trustees and their ability to manage their scheme’s risks effectively.

Although sections 247 and 248 of the Pensions Act 2004 set out requirements that trustees are expected to meet, they do not contain any particular sanction that trustees will face if they fail to meet the requirements (for example a trustee who fails to maintain his knowledge and understanding will not be fined). But it is generally understood that if TPR ever had reason to look into the operation of a particular scheme, one of the areas TPR would readily look at is whether the trustees took proper steps to maintain their knowledge and understanding. To comment briefly on the two legal requirements:

- Knowledge and understanding – the requirement in the Pensions Act 2004 is, perhaps deliberately, phrased in a very general way. This is supported by a Code of Practice that was published in November 2009, and three “scope documents” setting out the areas in which TPR expects trustees to have knowledge and understanding. The lists of topics set out in the scope documents are helpful for trustees in assessing whether there are gaps in their knowledge and understanding.
- Conversance with scheme documents – again, the Pensions Act 2004 does not specify exactly what steps trustees need to take to familiarise themselves with their scheme documents. The scheme’s primary document, the Trust Deed and Rules, will normally be too long for most trustees to know all the detail in full. But TPR expects trustees to have a “working knowledge” of the documents, so that they know where to look in the documents when faced with a particular issue.

Many trustees look to meet the knowledge and understanding requirements by operating a training log. This can consist of two parts: (i) a questionnaire that the trustees complete at agreed intervals (perhaps once a year) to identify whether they need particular training on any of the headings in TPR’s scope documents; and (ii) a log of the training that the trustees have received, and the further training sessions planned for the next few months.

Training can be given either by the scheme’s advisers and providers, or through attending externally run training sessions.

Maintaining knowledge and understanding goes hand-in-hand with making sure that the trustees have the right governance framework in place to manage their risks – and, in particular, making sure that they keep updated, and act upon, the contents of their risk register.

213 Further Guidance for Defined Benefit (DB) and Defined Contribution (DC) Schemes

Since it was created in 2005, TPR has also given various other pieces of guidance that have an important bearing on governance standards for DB and DC schemes.

For DB schemes, arguably the most important pieces of guidance have focused on the funding of accrued benefits and measuring the employer covenant. Trustees operating a DB scheme can have a clear focus on what they need to achieve to ensure that the correct benefits are paid out each year, and that there is sufficient money

to do so. Generally speaking, the various pieces of guidance from TPR have acted as a useful touchstone for DB trustees as they grapple with how to achieve those aims. Difficulties have been posed by the worldwide financial crisis since 2008, which has forced TPR to adjust its guidance on some elements of scheme funding, but TPR has handled this in a careful way, paying great attention to ensuring that the guidance it issues does not cut across the measures that effective DB trustees would already be taking.

The guidance for trustees of DC schemes is newer, reflecting TPR's greater focus on DB schemes in the first few years of its existence. Since 2013 there has been a much greater focus on DC schemes than previously, mainly because of the automatic enrolment laws which have increased the number and importance of those schemes. TPR has published a Code of Practice 13 together with additional guidance documents, the current versions of which were issued in July 2016.

This process has illustrated the great difficulty that TPR has in giving guidance to DC scheme trustees: that the success or failure of a DC scheme is not as black and white as it is for a DB scheme. There is no simple measure of whether DC trustees have done their job "properly". Following on from this, it is almost inevitable that some DC schemes will work more effectively, and give better member outcomes, than others. This creates a difficult task for TPR in setting out governance principles that all DC trustees can follow. TPR's guidance applies, in principle, for all trust based DC schemes – including large and small schemes, single employer schemes and master trusts – and one challenge for TPR is how to apply the guidance for this wide range of different schemes. Finally, there is arguably an anomaly in the fact that TPR can only issue guidance for trust based schemes, and not for DC personal pensions which are regulated by the FCA. TPR is keeping these challenges under review, and it will be essential for DC trustees to keep track of developments in TPR's guidance over the coming years and ensure that they act on it.

2.2 THE RISK REGISTER

Commentary on the need for a risk register is given in the guidance that TPR issued in June 2010 supporting the Code of Practice on Internal Controls. In operating a risk register, the guidance sets out the key steps as:

Set objectives

Identify the activities that are fundamental to the good running of the scheme and decide the desired outcome for each activity.

Identify risks

Using the risk management objectives defined in the above step, assemble a full list of the risks to which the scheme is exposed. As already mentioned, these will differ from scheme to scheme depending upon the particular structure of the arrangements. As part of this process it may be helpful to identify particular individuals or posts with specific responsibilities, together with a reporting structure. For example, do the trustees want risk management reports at every meeting, or would less frequent reporting suffice? Do the trustees want to deal with these matters at the trustee board, or is there a sub-committee (such as an audit committee) to whom the detailed work can be delegated? Again, the answers to these questions will depend on the scheme and the trustees. Further comments about structures are given in 2.4 below.

Divide risks

Divide the risks into the following categories

- Operational
- Financial
- Funding (DB schemes)
- Regulatory
- Compliance

Define the success criteria

Determine the levels of risk that are considered acceptable to the scheme in the light of the desired outcomes which have been established earlier in the process.

Assess the risks

Assess each risk on the risk register and categorise it depending on its impact and likelihood of occurring. This approach enables the trustees to identify which areas are most vulnerable and therefore need most attention and the strongest controls. It also enables them to direct most effectively their risk management efforts. Otherwise it is possible that the trustees will use resources managing a low probability, low impact risk whilst at the same time ignoring another risk that is a much higher impact (for example misappropriation of assets) and has a higher probability.

Produce an action plan

Agree the controls to be used to manage the risks and produce a plan setting out the responsibilities and timescales for implementing the controls to ensure that the required changes in procedure do take place. Many of the financial risks will already be the subject of some review as part of the audit process. However, the non-financial risks do not form part of the statutory audit process and in consequence the trustees need to decide how those other risks are to be managed and controlled.

Implement the action plan

Ensure that those people accountable for activities in the action plan carry out the plan in accordance with the agreed timescales.

Monitor and review

Monitor the effectiveness of the controls and make changes if they prove inadequate or if new risks arise.

Finally the trustees must ensure documentation of what is being done. They will also need to consider how public they wish to make the process of risk management. Again, the approach taken will depend on the culture of each particular scheme. Some may develop a risk management manual that is a public document designed to provide reassurance to members. Others may content themselves with making a formal statement in the Annual Report. Others still may wish to keep the process confidential to the trustees (possibly to avoid tempting fate).

A template risk register is shown in Appendix A, and students are encouraged to look at this.

Whatever approach the trustees decide to take, it is essential to ensure that the system chosen actually works – and that the trustees do not fall into spending more time on the bureaucracy than on actually managing the various risks. Further comments are given in 2.4 below on the structures that trustees can use to help with this.

23 OTHER REPORTS USED BY PROVIDERS TO TRUSTEES

23.1 FRAG 21

FRAG21 was issued by the Financial Reporting and Auditing Group of the Institute of Chartered Accountants in England and Wales (ICAEW) in 1994. It was then updated in 1997. It gave guidance on the preparation of reports on the internal controls of investment businesses. An organisation could produce a FRAG 21 report but could choose which controls they would be assessed against and the degree to which the findings were reported. Whilst there was therefore benefit to the recipient of the report in understanding that organisation's control environment, it did not enable the customer or client to benchmark that supplier with another. These shortcomings, combined with the increased focus on internal controls, led to the issue of the AAF 01/06 guidance.

2.3.2 AAF 01/06

In 2006 the Audit and Assurance Faculty (AAF) of the ICAEW published guidance entitled “Assurance reports on internal controls of service organisations made available to third parties” (AAF 01/06). This framework covers the following suppliers of outsourced services:

- Third party administrators
- Fund accounting
- Property management
- Custody
- Investment management
- Information technology
- Transfer agency

Increasingly suppliers are choosing to adopt this guidance as it provides evidence of how the organisation is controlling risk in delivery. This is especially important in the light of the Pensions Act 2004 and the publication by TPR of the Code of Practice on Internal Controls and supporting guidance.

The AAF 01/06 guidance highlights that since the original issue of FRAG 21/94, interest in reporting on internal controls among the investment communities has increased as a direct response to changes in the corporate governance environment and specific government initiated projects such as Lord Myners’ report on investment practices. In order to provide information to these investment communities, third party reporting using frameworks such as FRAG 21/94 has been widely applied as a means to increase external scrutiny of internal control processes.

Meanwhile customers of service organisations have begun to focus on the need to adopt up-to-date reporting frameworks. Customers are increasingly seeking assurance on both the design and operating effectiveness of service organisations’ control procedures. They are also seeking greater consistency between service organisations as to the scope and content of their reports and greater transparency as to the extent of testing undertaken by reporting accountants.

It was these factors and comments that led the Audit and Assurance Faculty to issue the 2006 reporting guidance. This guidance sets out the conditions service organisations meet in providing information on internal controls, control procedures and the framework within which reporting accountants deliver assurance reporting.

The guidance also sets out how organisations can choose to be assessed against and report on their position in relation to the guidance. Organisations can use their own internal auditors to assess the control environment or alternatively choose to appoint an external reporting accountant. Some trustees may find the latter reassuring as it provides an independent view of the robustness of the control environment and hence the degree of risk to which the trustees are exposed.

2.3.3 AAF 02/07

The Audit and Assurance Faculty of the ICAEW published a further guidance note entitled “A framework for assurance reports on third party operations” in 2007 (AAF 02/07).

This framework is significant for pension schemes for two reasons:

- Professional trustees are encouraged to obtain a report under this framework. In the last couple of years many prominent professional trustee firms have done so, giving additional comfort that schemes using them can expect a high level of governance.
- In January 2014 TPR launched a voluntary framework for DC master trusts under AAF 02/07. This framework sets detailed governance requirements for master trusts that decide to obtain the report. At this stage TPR has not extended this approach to other DC schemes.

24 STRUCTURES USED BY PENSION TRUSTEES IN RISK MONITORING

241 The Importance of Workable Structures

The recent awareness of risks associated with pension schemes, and in particular the increased engagement from TPR, has prompted many pension trustees to think closely about the structures they use for risk monitoring. Having a risk register is generally seen as a necessary first step, but just as important is making sure that trustees have a workable system for monitoring the different areas in the risk register, and spotting any other difficulties that might come up which are not shown on the risk register. The system that the trustees use must enable them: (i) to be proactive in anticipating and heading off risks, and (ii) to react quickly if any problems arise unexpectedly.

242 Recent Trends

Since TPR was created in its current form in 2005, the main trends in this area are as follows:

- **The structures used must be appropriate for the scheme in question** – this seems an obvious point, but it is so important that it is worth stating first. The structures used will only serve a purpose – and the trustees will only succeed in managing risks properly – if they can be run effectively from one week and month to the next. So it is essential that trustees think carefully about what structures are workable for them. This will depend on the type of scheme (DB, DC or both); the size of the scheme; the way the sponsoring employer operates, and its relationship with the trustees; how simple or complicated the scheme is, in terms of benefits, administration, investments, etc.; the size and make-up of the Trustee Board; and the personalities of the trustees, and the way they are comfortable working. TPR has acknowledged in various pieces of guidance since 2005 that the way schemes address risks will vary in this way, and that there is not a “one size fits all” approach.
- **Independent Trustee** – the increasing appointment of expert independent trustees is a very important trend. Comments on this are given in 1.4 above.
- **Make-up of the Trustee Board** – at the most basic level, there is a legal requirement that one third of the trustees must be member-nominated trustees, as opposed to company appointed trustees (Sections 241 and 242 of the Pensions Act 2004). A scheme can have a higher proportion of member-nominated trustees, if this is set out in the scheme’s trust deed, or if the sponsoring employer otherwise agrees. However, all trustees have the same legal duties and responsibilities, whether member-nominated or company appointed. Whilst it is essential to comply with the legal requirement about the number of member-nominated trustees, in practice many Trustee Boards are finding that the more important point is not the split between different types of trustee, but making sure that the individuals on the Trustee Board can work effectively as a group. If the trustees ever consider changing the make-up of the Trustee Board (for example a change to the total number of trustees) then they will need to bear this carefully in mind. Similarly, whenever a new trustee joins the Board, it is worth taking steps to check that he or she will be able to serve in the role effectively. Some schemes use interviews as part of their member-nominated trustee selection process, as a way of assessing candidates, or at the very least making sure that candidates fully understand what will be required of them. Companies and schemes can face particular difficulties finding suitable company appointed trustees – especially in companies where the DBs scheme has been closed for a few years, and the majority of the workforce are not members of the scheme and have little knowledge of how it operates. It is in everyone’s interests – those of the trustees, the company and the individual involved – to make sure that someone is not put forward for this role unless they will be able to carry it out effectively.

- **Conflicts of duty and interest** – TPR has at various times emphasised the importance of addressing any potential or actual conflicts of duty or interest on the trustee board. The most high profile example would be a senior officer of the sponsoring company (e.g. Finance Director or HR Director) who also serves as a trustee. That person might find himself or herself compelled to act in the sponsoring company's interests wearing a "company hat", potentially conflicting with their trustee duty to act in the scheme members' interests. He or she might also be aware of important information in either the company or trustee role which, for reasons of confidentiality, cannot be disclosed on the other side. Other examples of potential conflict can occur where a trustee is a member of the scheme (e.g. an active member who might be affected by changes to benefits; or a pensioner who could be affected by decisions about pension increases). Much has been said by TPR and pensions lawyers about how to deal with conflicts, but the bottom line is that each scheme should have a written conflicts policy which gives guidance on how the trustees can cope with any potential or actual conflicts as they emerge. Examples of matters set out in the conflicts policy are: the roles that might give rise to a conflict; the circumstances in which a conflict might arise (e.g. changes to scheme benefits, or a restructuring within the sponsoring company); the steps that might be taken to address a conflict (e.g. a company officer staying in the trustee meetings but wearing a "company hat"; or any conflicted trustee sitting out of parts of the meetings or abstaining from a vote); and any general governance measures that may be used to help manage the risk of conflicts (e.g. use of sub-committees or an independent trustee). Since 2011 it has also become common for trustees to include in their conflicts policy a paragraph about the measures in place to comply with the Bribery Act 2010, which essentially means ensuring that corporate gifts or hospitality are not seen as swaying the trustees' judgement about which advisers to use, or other similar matters. Many trustees also have a short anti-bribery policy setting out the circumstances in which they would be expected to report, or in extreme circumstances turn down, offers of corporate hospitality.
- **Trustee Sub-Committees** – these are used by very many Trustee Boards. There are variations, but a typical structure might involve having, for example:
 - A governance sub-committee, dealing with a wide range of miscellaneous action points connected with the running of the scheme (monitoring administration of benefits; overseeing the annual report and accounts; dealing with significant member complaints, etc.).
 - An investment sub-committee. In most cases this will carry out the legwork connected with the scheme's investments (e.g. monitoring investment managers' performance; receiving reports from the investment consultants; exploring possible changes to investment strategy) but decision making powers will lie with the full Trustee Board.
 - A benefits sub-committee, whose job is to make decisions about death benefits, incapacity cases etc.

Broadly speaking, the aim of sub-committees is twofold. First, delegating work to sub-committees will help to make sure that the main trustee meetings run to time. Secondly, most schemes hold their main trustee meetings on a regular basis (e.g. once every 3 or 4 months), and sub-committees enable tasks to be carried out during the periods between the main meetings, rather than being bunched up until the next meeting.

When setting up sub-committees, trustees will need to consider:

- Which sub-committees to operate;
- What tasks each sub-committee will carry out;
- Whether the sub-committee will have decision-making powers, or only carry out legwork and report back to the main Trustee Board;
- How many trustees should serve on each sub-committee;
- Who the sub-committee members will be.

Typically these points will be recorded in a document for each sub-committee, often known as a terms of reference. When considering all these questions, it is important for the trustees to think carefully about what will work in practice for the scheme and the individual trustees involved.

Do sub-committees succeed in helping trustees to manage risks? In general, for all but the smallest schemes the answer is yes. For any pension scheme, it must be right to focus on making sure that trustee meetings run to time, and that proper attention is given to all the agenda points – failing to do this is an obvious way of increasing risks for the scheme. So the delegation of legwork to sub-committees, which can then report their conclusions briefly to the Trustee Board, will normally serve a very useful purpose.

The one point to remember is that all members of the Trustee Board have legal responsibility for the trustees' actions, whether or not the individual trustee is on the sub-committee concerned. Particularly in the area of investment, there is an interesting trend which has seen some schemes move away from having all the detailed investment work done by a sub-committee, and instead inviting all members of the Trustee Board to participate in this work. That said, the trustees might still choose to use a sub-committee for certain detailed or time-critical tasks.

- **Proportionate approach** – reflecting on the risk management structures that pension schemes have adopted in recent years, a final important point to remember is that trustees should avoid spending too much of their time discussing structures and procedures, at the expense of dealing with the actual risks themselves. The best way to handle this is to spend a short time focusing closely on setting up workable structures, and then operate those to see whether they work successfully over time, and review them at agreed intervals (say once a year) in order to make any adjustments needed.

243 Structures to Help Newly Appointed Trustees

Many pension schemes face a particular challenge in setting up a structure to help trustees newly appointed to the Board.

As mentioned in 2.4.2, every so often a scheme will inevitably have a newly appointed trustee, be it a member-nominated trustee or a company nominated trustee.

A similar challenge is faced by any pension scheme that undergoes a merger with another scheme – or where the sponsoring company operates two or more schemes, and decides not to merge them, but instead creates a combined Trustee Board to run the separate schemes. In these cases, the trustees will need to understand the way that both schemes operate, not just the scheme for which they served as a Trustee previously.

The steps that trustees take to meet this challenge, and the structures they use, should take into account the legal requirement for all trustees to have adequate knowledge and understanding, and be conversant with the scheme's documents, as explained in 2.1.3 above.

It is common for schemes to do two things to assist any trustee newly appointed to the role. First, the new trustee can be provided with a pack of documents which explains, in a user-friendly way, how the scheme works – including an overview of areas such as scheme benefits, recent funding discussions, how the scheme's assets are invested and so on. Secondly, many schemes arrange for newly appointed trustees to attend some form of training, and various firms of pension consultants provide commercially-run training sessions aimed specifically at new trustees. It is worthwhile thinking all this through in advance, so that any newly appointed trustees can get to grips with their responsibilities as soon as possible after their appointment.

Summary

Since April 2005 TPR has taken a strong lead in trying to improve pension scheme governance.

There are two key documents from TPR on governance – the Code of Practice on Internal Controls (November 2006) and a detailed guidance document supporting the Code (June 2010). For DC schemes, these are supplemented by an additional Code of Practice and guidance document published in November 2013.

Under the Pensions Act 2004 trustees must have knowledge and understanding of the law and practice relating to pension schemes, and they must be conversant with their scheme's documents. TPR has published a scope document that lists the areas in which trustees should build up their knowledge and understanding.

TPR expects trustees to use a risk register. It is important that trustees make practical use of this document, rather than treating it as a box-ticking exercise.

Trustees should also monitor the governance standards of their providers, for example by asking to see industry standard reports such as AAF 01/06.

In order to make governance standards as high as possible, trustees will need to consider the structures that they use. For example, they should think about the make-up of the trustee board, whether they have an expert independent trustee, and their use of sub-committees.

Self Test Questions

- Summarise the main steps that TPR expects trustees to take in managing risks.
- Consider a pension scheme of which you are a member or one that you work on. Are you aware of their approach to risk management? Do you know what the high impact, high probability risks are for that scheme? If not, see if you can obtain a copy of a trustees risk register and, if possible, understand the process they undertook to compile the register and what the review process is.
- What different types of sub-committees do trustees use? How can these help in maintaining good governance?

PART 2 COMMERCIAL ASPECTS OF OPERATING A WORKPLACE PENSION SCHEME

OVERVIEW

For those whose job involves co-ordinating the efforts of the different people involved in running a pension scheme, it is essential to have an understanding of how work should be divided up between different specialists, how to ensure that they carry out their individual roles effectively, and how to succeed in getting them to work together. This must normally be done within a defined budget.

This part starts by looking at service delivery, and the methods used to monitor and reward performance, and guard against underperformance. It touches on the ways that customer surveys can be used to measure the customer experience, and how customer complaints and disputes are most effectively resolved.

This part then looks at the other commercial aspects involved in running a pension scheme. Costs have become increasingly important for sponsoring employers and trustees alike – particularly in the recent years since the economic crisis that began in 2008 – and the last part of the part gives guidance on how budgets can be set and monitored, and how costs can be controlled effectively.

INTRODUCTION

This Chapter outlines the governance aspects of service delivery. This includes coverage of service level agreements, performance measurement, reporting and contract remedies. Finally, it outlines some of the various quality management systems available.

11 SERVICE LEVEL AGREEMENTS

A service level agreement is a way of creating a common understanding, usually between two parties, about services being provided and service delivery. It is a tool which helps:

- Manage expectations
- Clarify responsibilities
- Provide an objective basis for assessing service effectiveness

As an example, a pension administration service provider may wish to agree turnaround times with its client for processing data and provision of information. Typically, in the current market, these are better than those specified in the Occupational Pension Schemes (Disclosure of Information) Regulations 1996. In doing so, and to meet the expectations created, they might agree that the information they require to carry out a particular activity must be presented in a particular format and within certain specified timescales in order for the turnaround time to be measured. If this cannot be achieved, then the expectation that the data will be processed within the agreed timescales may not be met.

However, irrespective of whether the turnaround time can be met or not, it is important to always bear in mind that there is a member waiting for that information or payment so good, regular communication about progress of a case, particularly where delays are incurred, is very important.

A good example of the importance of the service level agreement (SLA) is where this contains a turnaround time for the investment of contributions in a DC scheme. This has taken on an extra focus with the introduction of automatic enrolment from 2012 onwards meaning many new members coming into schemes, and new providers in the contractual chain (data assessors, payroll, benefits platform providers etc.). The SLAs will only apply from the date complete, clean data is received so if the data comes in piecemeal or there are lots of queries on it this will delay the investment of the contributions.

It is really important with SLAs to remember why they exist. In the example above the measurement against the SLA should highlight the issue i.e. poor or incomplete data and should be the driver to changing process or behaviour.

Whether the timescales are met or not may be measured by means of a work logging system which gives the date on which the work came in and the date on which it was issued.

Finally when reviewing the content of the SLA it is important to bear in mind, particularly in the case of the administration service, the member's perspective and ensure that reportable timescales built in will reflect their view of the service.

1.1.1 Manage Expectations

Although a service level agreement is a good tool for managing expectations, it is important also that the provider of the service manages its own expectations of what it can reasonably accomplish by considering:

- The services provided
- Service standards, such as timescales within which services will be provided
- An agreed cost for the provision of the service specified in the agreement.

1.1.2 Clarify Responsibilities

The service level agreement must be clear regarding responsibilities. It will be impossible for the parties to the agreement to work together if this is not the position. It could create more problems than it solves, as it could be a basis for future conflict.

If responsibilities are clear, the agreement will help alleviate or even avoid disputes by providing a clear understanding of needs and priorities of the parties to the agreement. If conflicts do occur, they can be resolved more readily.

Often the service level agreement will be supported by other documentation e.g. an administration manual which sets out in more detail how processes between the provider and the client will operate and where responsibilities lie.

1.1.3 Provide an Objective Basis for Assessing Service Effectiveness

A service level agreement has to have goals. It is vital to set targets which give customers satisfactory, or at least improved, performance and that clearly demonstrates that their objectives for the service have been met. Goals not relevant to those objectives or with measures set too low (or too high) will be meaningless as they can be achieved easily, not at all or will not be perceived as adding any value to the service.

The agreement must be one which all parties can live with and the negotiation of the agreement will be an important first step in a successful ongoing relationship. The service provider must be aware that expectations of customers can sometimes differ from the norm i.e. what is set out in the standard agreement and so it is equally important that the agreement allows for the testing and subsequent review of those expectations.

Tracking the performance against the agreement must be simple but evidence based. Using software tools to automate the process saves time and reduces errors and conflict.

1.1.4 Ensuring That There is Clarity on Cost

If there is anything likely to impact on a successful relationship it is disagreements about costs and fees. The agreement should clearly show:

- What is included in a fixed fee in terms of services and volumes (if operating on a fixed fee basis) or the basis for time cost charges including hourly rates
- Frequency of billing and payment terms
- How frequently and on what basis the fee will be reviewed
- What the process is for notifying the customer of additional fees and how these will be calculated

The important thing to remember is that customers do not like surprises when it comes to fees therefore advance agreement and early notification of any additional fees is far more likely to be well received and if the requirement for extra charges can be made clear because there is a well constructed agreement then the whole process becomes much easier.

1.15 Establishing an Agreement

Service level agreements thrive on simplicity but establishing an agreement is neither a quick nor simple process. Attention should be paid to the following key steps:

- **Gather background information**

Both the customer and service provider need to start by gathering information so that each has a base from which to negotiate. Customers will need to review and clarify their service needs and objectives.

Service providers need to determine the level of service they can realistically provide, what they can measure and how they are going to evidence that measurement to their customer;

- **Ensure agreement about the agreement**

The parties to an agreement can have different views about the role of the service level agreement and what it can realistically accomplish. Is it solely to be used as a benchmarking tool or is it designed to drive continuous improvement? The parties should first hold an open discussion to ensure that they are comfortable with the focus of the agreement;

- **Develop the agreement**

The result of this step is a draft of the agreement which will then be negotiated and the document will be finalised. Increasingly both customer and provider will involve their legal advisers, either internal or external in this part of the process;

- **Implement and manage the agreement**

An agreement which is not managed dies on implementation. Management responsibilities include providing a point of contact for problems related to the agreement, conducting service reviews and, in the light feedback received from those carrying out the reviews, agreeing whether the detail of the agreement remains relevant or needs amending. One individual will then need to take responsibility for coordinating and implementing modifications, reviewing whether the fee structure remains appropriate and assessing and reporting on the scope for ongoing improvement to both the relationship and service delivery.

Complex reporting procedures should be avoided as this gives less time which can be devoted to more important issues such as ensuring that the agreement goals are met. Procedures, and indeed the agreement itself, should be as simple and easy to understand as possible.

Although desirable, a full agreement made between two parties may not always be appropriate. It may be that, due to time constraints, a Letter of Intent is implemented as a precursor to the full agreement or that a simple set of service standards is more appropriate although it should be noted that if an organisation is FSA registered a requirement of that registration is that an agreement is put in place. Similarly a signed agreement is part of good governance and is actually a requirement of some externally accredited standards such as the Institute of Chartered Accountants in England and Wales (ICAEW) guidance, AAF 01/06.

The Pensions Management Institute (PMI) website contains guide to the key principles of an administration agreement for pension administration services and students are encouraged to review this to help them gain a better understanding of the structure and purpose of the agreement.

Occasionally, an agreement may be implemented at the wrong time, for the wrong reasons and in the wrong way:

- **Wrong time** - Service providers sometimes want to create a service level agreement to suppress customer complaints. This can backfire because customers may see it as just one more thing to complain about. Complaints should be resolved before establishing a service level agreement.
- **Wrong reason** - Sometimes something less than a service level agreement will suffice e.g. service standards.

- Wrong way - Most service level agreements are unilateral and unilaterally established by service providers. The customer is given little or no say about either the content of the service level agreement or the process by which it is established or managed. This is the wrong way to be successful with a service level agreement. In simple terms, if the two parties have not agreed, it is not an agreement.

12 THE AUTOMATIC ENROLMENT SUPPLY CHAIN

A new dynamic is added to service delivery by the automatic enrolment laws that have applied from October 2012 onwards. These new laws do not mean a fundamental change in service delivery, but they make the existing relationships between suppliers more complicated.

The key points to bear in mind are:

- The employer has the legal duty to ensure that the automatic enrolment obligations are met. If there is a compliance breach then the risk of a fine or adverse publicity falls on the employer.
- The pension provider will, in practice, take on certain responsibilities to ensure that the employer's automatic enrolment obligations are fulfilled. But most of the tasks carried out by the provider will be as a delegate of the employer. So the risk of non-compliance still falls on the employer.
- Other providers may well be involved in the supply chain. For example, these might include the payroll provider; a separate data hub, if the employer decides to use one; scheme administrators (if there is a trust based scheme); annuity broking service at the point of retirement.
- The scheme trustees will have a key role (where a trust based scheme is used). But there will be various ways in which the trustees are reliant on the employer or its delegates to ensure that the automatic enrolment obligations are met fully. For example, trustees would not expect to take responsibility for monitoring the earnings of workers to determine whether they are eligible to be automatically enrolled.

This all increases the onus on the employer to monitor the various relationships in the automatic enrolment supply chain, and to ensure that the SLAs at each stage are being met.

For example, employers will need to:

- Ensure that there is a written contract in place for each step in the supply chain.
- Make sure there is a fool proof system in place for reconciling key transactions (e.g. monthly payment of pension contributions; annual changes to contribution levels; prompt investment of contributions in the correct funds).
- Make sure that other risks in the supply chain are highlighted and addressed as necessary. For example, the employer should ensure that a proper level of data security applies at each stage of the supply chain.
- Decide what type of internal structure to use for overseeing the automatic enrolment arrangements. For example, larger employers may decide to use a governance committee which meets on a regular basis and monitors certain specified areas (e.g. operational matters; investment options; communications to employees).

Setting up systems of this type will reduce the risk of an error occurring without coming to the employer's attention.

13 THE TYPE, ROLE AND VALUE OF PERFORMANCE MEASURES

Performance measures are important as they are the backbone of performance management. Performance management is the activity of tracking performance against targets and identifying opportunities for improvement - but this does not simply involve looking back at past performance. The focus of performance management is the future - what do you need to be able to do and how can you do things better? Managing performance is about managing for results.

So how does this translate through to the provision of services and evidence based reporting for clients. By having meaningful performance measures you:

- Know what you are aiming for i.e. the objectives for the service which should be defined in your service level agreement
- Know what you have to do to meet your objectives i.e. you understand your customers requirements both in terms of services required and the delivery of those services and how your operation is set up to meet those requirements
- Know how to measure progress towards your objectives. An important aspect of setting up the service level agreement is to ensure that you have in place the capability to provide the required measurement information
- Can detect performance problems and remedy them.

Implementing performance measures inevitably has an associated cost so it is important to agree at the outset what the critical success factors might be. These might include:

- Focusing on outcomes that meet objectives, rather than outputs
- Defining and using measures that evolve over time
- Measuring effectiveness (doing the right things) and efficiency (doing things right) in parallel

In setting up your performance measurement system you can use these evaluation criteria for measures and metrics. These include:

- Measuring the right thing
- Having the right measures
- Using the measures in the right ways

Any performance measurement system must drive the right behaviours. For example if the only measure is based on timeliness then those delivering the service will focus on getting work out on time perhaps at the expense of good customer service or failing to recognise a client's priorities. The same applies to any performance penalties which should be used as a tool to return an underperforming aspect of a service to desired levels and not as a 'big stick' with which to 'punish' the provider.

It is often forgotten that there should be both internal and external reportable measures. Examples of external measures include:

- Timeliness
- Member satisfaction
- Regulatory compliance
- Age of work
- Complaints
- Compliance

These are also valuable internal measures but a management team is likely to require additional measures such as:

- Profitability
- Efficiency e.g. throughput of work
- Levels of outstanding work
- Levels of rework
- Staff turnover
- Staff satisfaction

14 REPORTING

Over the years, the quantity and quality of information required by customers has grown enormously. Reports may be required to provide analysis and explanation of why something was done, how it was done, what impact it had and how it compared with expectations.

It is important to remember that the reports:

- Are read by busy people so it is important that they are concise and easy to read. The use of colour and graphs can substantially improve the appreciation of the information being provided
- Should demonstrate through evidence based reporting how the objectives for that service for the scheme have been met
- Must concentrate on the key areas of the service as agreed between the service provider and the customer
- Should be precise, relevant to the service delivery provided and state the service level objectives and whether they have been met relative to the agreed measures
- Highlight any areas on non compliance e.g. regarding disclosure or Pensions Act 2004 requirements

A stewardship report may be presented to a client at agreed intervals and state how actual performance has compared with the performance set out in the service level agreement. In addition it may cover other matters such as:

- Number and type of transactions dealt with and how any discretionary benefits e.g. on death, have been dealt with.
- Percentage of individual cases or scheme events completed within the agreed targets
- Fee information such as fees accrued on a particular project compared with the agreed budget

The report may also highlight any areas of achievement, special exercises such as provision of data for an actuarial valuation, redundancy exercises and so on.

Traditionally stewardship reports have largely focused on what has happened in the past. However it is equally important that this is used as a tool to keep trustees and scheme sponsors informed about forthcoming work such as pension increases, benefit statements and so on.

Stewardship reports are a very valuable tool for trustees but they are backwards looking. In addition quite often there is a time lag of at least a month between the end of the period covered by the report and the date it is issued and quite often it is even longer before trustees formally consider this at a meeting. The stewardship report is not a replacement for good interim reporting and should largely confirm information the client is already aware of. A customer should not find out via their stewardship report that, for example, there are additional fees being incurred or that there has been a dip in performance during the period.

It is almost impossible to be prescriptive about what constitutes good interim client reporting as this will vary significantly from client to client and will depend on the nature of the services being provided.

Some interim reporting mechanisms that could be considered include:

- Monthly provision of service level agreement performance figures
- Provision of updated issues logs
- Annual planners showing key scheme events which are updated on a regular basis
- Planned telephone calls to discuss current issues and service levels
- Project reporting
- Service review meetings

It is unlikely that any one client will require all of the above but, part of making the agreement work on a long term basis, will involve making sure that there is regular communication in the right format and on a pre agreed frequency which will ensure all parties are up to date with the service.

15 CONTRACT REMEDIES

The basic common law remedy for breach of contract is damages. In an action the plaintiff can recover financial compensation for his actual loss, provided it is not too remote. The following examples illustrate this point:

- In *Hadley v. Baxendale* (1854) a broken crank shaft was delayed in transit due to the negligence of the carrier. In the resulting court case, the rule was laid down that damage is not too remote if it was the natural consequence of the breach, or if it was something that should have been foreseen by the parties (at the time the contract was made) as likely to occur.
- The importance of this aspect of remoteness must be emphasised, particularly in the light of the case of *Victoria Laundry v. Newman Industries* (1949) where it was held that due to the late delivery of a boiler needed to expand the business, the consequent loss of A's ordinary profits could be recovered from B but not loss under a special contract between A and C which B did not know about, since B could not be expected to have foreseen the loss.

A party suing for damages is under a duty to mitigate or reduce the loss - e.g. if goods are damaged and a chance to sell them comes along he should do so and recover only the difference in value between the goods as they should have been and the goods as they were.

In appropriate circumstances, an equitable remedy will be available. There are four of these:

- **Specific Performance** - is a court order that compels a defendant to perform his side of the contract.
- **Injunction** - this is a court order and is usually negative or prohibitory, i.e. forbidding a person to do something. Occasionally, mandatory (or positive) injunctions are granted, but courts are reluctant to grant these, because of the supervision involved. It is important in the law of contract to restrain a proposed breach of contract. For example, in *Warner Brothers v. Nelson* (1937) an injunction was granted to prevent a film star making films with any other company because the contract was an exclusive one with the plaintiffs.
- **Rescission** - means the setting aside of the contract. Under this equitable remedy, an innocent party may escape from his obligations under a contract because there has been fraud or mistake. It also applies where there has been a breach of a condition of the contract, or where there has been a failure in performance (which may or may not be a breach) which has deprived the injured party of 'substantially the whole benefit of the contract' - *Photo Production v. Securicor Transport Ltd* (1980). The effect of rescission is not that the contract is completely void but that the parties are released from any future obligation to perform the contract. The injured party will still have the right to damages for loss caused by the performance which has been rendered.
- **Rectification** - if a contract as drawn up does not reflect the clear and mutual original intentions of the contracting parties, the Court will allow a contract to be altered to bring it in line with the parties' intentions. The Court must be satisfied that it has ascertained the intentions of the parties.

Equitable remedies are lost if a party unduly delays in claiming them. Equitable remedies will only be ordered in certain circumstances, such as:

- Where damages could be inadequate;
- Where the enforcement of the order would not require constant supervision by the Court;
- Where the contract is mutually enforceable;
- Where the plaintiff has himself acted equitably.

16 QUALITY MANAGEMENT SYSTEMS

A quality management system is based on all parts of an organisation sharing responsibility for quality, and providing an effective method of acquiring and maintaining that organisation's performance standards. To enable that responsibility to be met, organisations must use every way possible to prevent, detect and correct anything which goes wrong when providing a service to its customers.

Mechanisms should be created to provide clear performance standards in all areas backed by appropriate job descriptions and training to ensure those standards are achieved.

The use of standards is becoming more and more of a prerequisite for doing business. They can be seen as a way of increasing the effectiveness and reliability of the services provided and also to provide a benchmark between one provider and another.

The International Organisation for Standardisation (ISO) is a worldwide federation of national standards bodies whose mission is to promote the development of standardisation with a view to facilitating the international exchange of goods and services. In turn their aim, amongst other things, is to enhance quality and reliability. ISO 9001:2000 specifies requirements for a quality management system where an organisation

1. needs to demonstrate its ability to consistently provide product that meets customer and applicable regulatory requirements, and
2. aims to enhance customer satisfaction through the effective application of the system, including processes for continual improvement of the system and the assurance of conformity to customer and applicable regulatory requirements.

All requirements of this International Standard are generic and are intended to be applicable to all organisations, regardless of type, size and product provided. This includes organisations that provide services as opposed to actual products.

Where any requirement(s) of this International Standard cannot be applied due to the nature of an organisation, this can be considered for exclusion.

Certification to the standard reassures customers that an organisation is fully committed to quality by continuously undergoing the scrutiny of an accredited third party quality auditor. The benefits can include improvements in:

- Service delivery
- Line management structures
- Communication, planning and administration
- Competitiveness by using ISO as an important marketing tool

Investors in People (IIP) is the UK's leading people management standard. It sets a level of good practice for improving an organisation's performance through its people. IIP was established in the UK in 1993 and was launched to produce a framework which would help organisations become more effective by developing and harnessing the skills of their people to achieve the organisation's goals. It can help support an organisation's quality programme or initiative by ensuring employees understand the strategic direction of the organisation and how their role contributes to meeting those high level objectives. It also focuses on the quality of HR practices such as appraisal and training and development. Almost 3,000 organisations have maintained their IIP status for ten years or more.

A survey by Cranfield School of Management cited evidence that the Investors in People standard increases motivation, profitability and productivity within organisations, as well as being an effective tool within a quality management system.

Six Sigma

Six Sigma is a rigorous and a systematic methodology that utilises information (management by facts) and statistical analysis to measure and improve a company's operational performance, practices and systems by identifying and preventing 'defects' in processes in order to anticipate and exceed expectations of all stakeholders to accomplish effectiveness.

Six Sigma is now according to many business development and quality improvement experts, the most popular management methodology in history. It began in 1986 as a statistically based method to reduce variation in electronic manufacturing processes in Motorola Inc in the USA. Today Six Sigma is used as an all-encompassing business performance methodology, all over the world, in organisations as diverse as local government departments, prisons, hospitals, the armed forces, banks, and multi-nationals corporations.

At its core, Six Sigma revolves around a few key concepts.

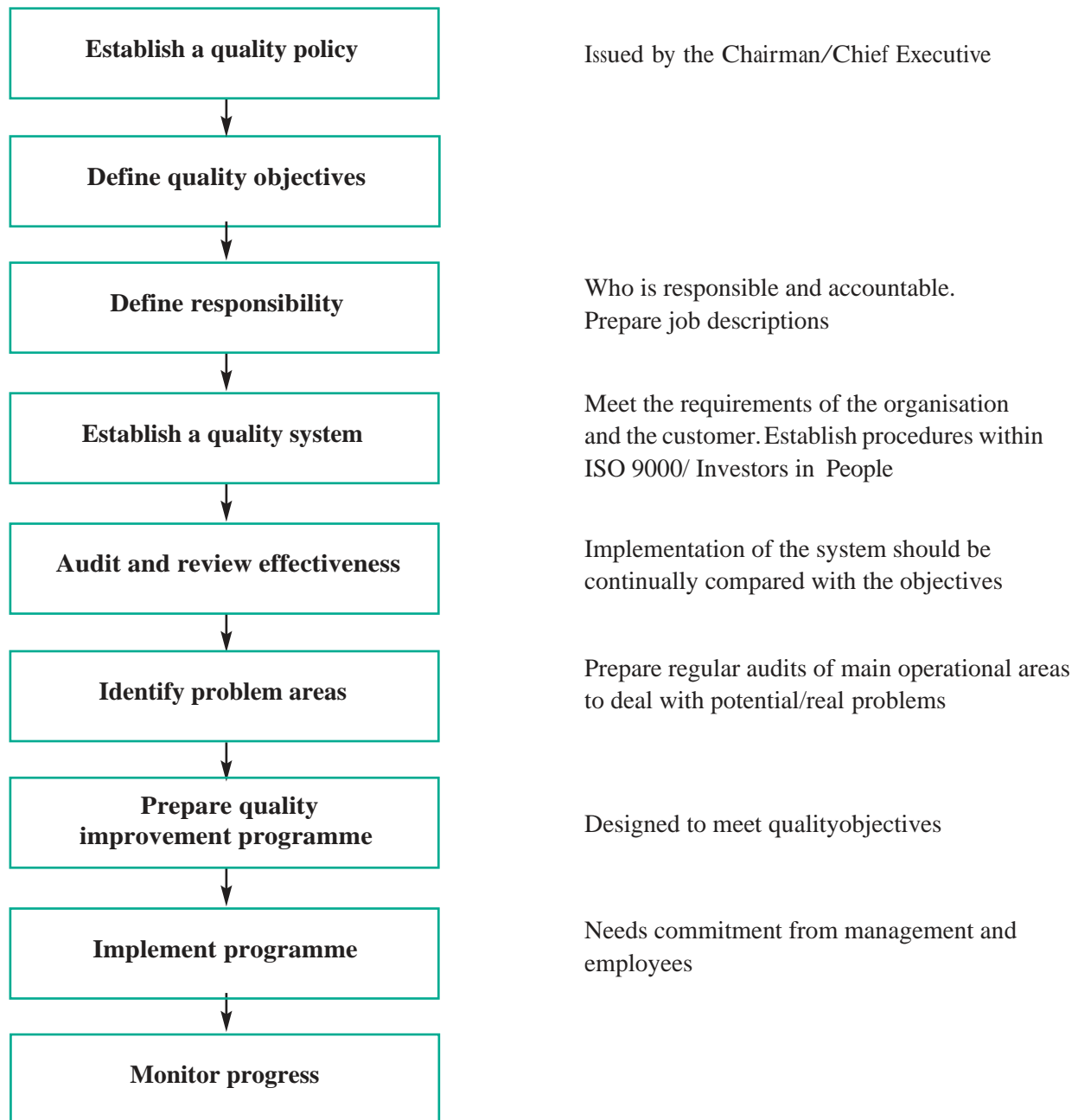
- Critical to Quality: Attributes most important to the customer
- Defect: Failing to deliver what the customer wants
- Process Capability: What your process can deliver
- Variation: What the customer sees and feels
- Stable Operations: Ensuring consistent, predictable processes to improve what the customer sees and feels
- Design for Six Sigma: Designing to meet customer needs and process capability

Any standard or Total Quality Management (TQM) system, whether its part of the ISO 9000 series, Investors in People or based on Six Sigma, can help control the variables (i.e. the actions of human beings) when providing a service to customers. But an organisation should go further by setting up a good quality management system, continually assess its effectiveness and audit the operation of the system.

Dr Edward Deming, a 'guru' in the area of quality management systems, has stated that employees can be motivated by building quality products or providing a quality service. He was convinced that employees want to be proud of what they do. But, in service industries in particular where employees have direct contact with customers, that direct contact can soon affect a company's customer relations. As a result of this direct contact, a company must develop a means of appraising the quality of this contact through observation, feedback and customer surveys.

This may be achieved as follows:

The plan should focus on providing action to prevent a reduction in profits. If it does not achieve this, there is something wrong with the quality management system put in place. The whole approach should be methodical, systematic and designed to function irrespective of changes in management or personnel.



17 BENCHMARKING

Benchmarking is the way in which a company measures its operations, products and services against those of its competitors. It is a means by which targets, priorities and operations can be established which will lead to an organisation obtaining a competitive advantage.

If a company does not know what the standard is, it cannot compare itself against it. Much of the early work in connection with benchmarking was done in manufacturing. Now benchmarking is a management tool which is being applied to almost every area of commercial activity.

There are a number of basic types of benchmarking as follows:

- **Internal Benchmarking** - In most large companies there are similar functions in different business units. One of the simplest benchmarking exercises is to compare these internal operations. The objective of internal benchmarking is to identify the internal performance standards of an organisation. For example, measuring the profitability of one office compared with another within the same organisation. The main advantages of internal benchmarking are that access to sensitive data and information is easier; standardised data is often readily available; and usually less time and resources are needed. There may be fewer barriers to implementation as practices may be relatively easy to transfer across the same organisation. However, real innovation may be lacking and best in class performance is more likely to be found through external benchmarking.
- **Competitive Benchmarking** - This is external measurement against competitors. The objective is to compare companies in the same markets which have competing products or services or work processes. This type of analysis is often undertaken through trade associations or third parties to protect confidentiality.

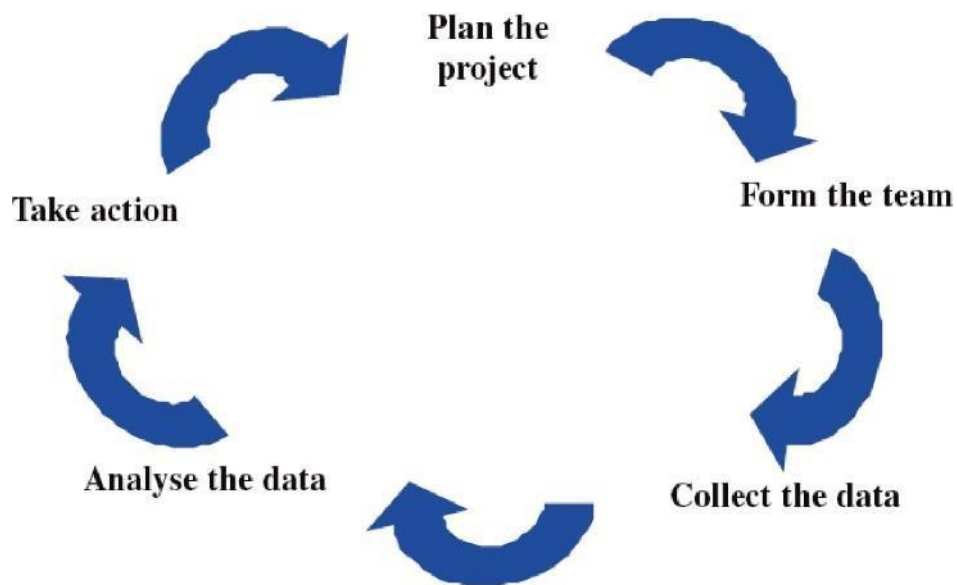
The advantage of competitive benchmarking is that a company can directly compare its performance. The disadvantage is that information can be hard to obtain.

- **Industry Benchmarking** - A company can benchmark others in the same industry who may have the same products or services but who are not competitors in the same market. It involves comparisons between firms which share some common market areas and perhaps technological characteristics. For example, France Telecom might benchmark its billing process against that of British Telecom.

This is not widely available within the pensions industry and can typically only be achieved by employing a specialist provider of these services who will research the market on behalf of the organisation and conduct surveys to establish the organisation's position within the market.

- **Process Benchmarking** - This type of benchmarking focuses on excellent work processes rather than on the business practices of a particular organisation. Some business functions or processes are the same regardless of the industry sector. This may involve consideration of the recruitment and retention of staff in the private sector compared with the public sector. Benchmarking partners are sought from best practice organisations that perform similar work or deliver similar services. Process benchmarking invariably involves producing process maps to facilitate comparison and analysis. This type of benchmarking often results in short term benefits.
- **Functional Benchmarking** - This is where businesses look to benchmark with partners drawn from different business sectors and areas of activity to find ways of improving similar functions or work processes. This sort of benchmarking can lead to innovation and dramatic improvements.

Every organisation will approach the benchmarking process from its own perspective but generally, there are five stages in the benchmarking process:



- Plan the project - The plan should link into the quality management process and should determine what to benchmark and against whom.
- Form the team - The team structure will depend on the size and scope of the benchmarking exercise, the size of the organisation, how much is to be spent and so on. The team should be trained as necessary in the benchmarking process.
- Collect the data - One of the fundamental rules of benchmarking is to know your own processes and services before trying to understand those of another company. Then gather information about the performance and practices of the company against which you are going to benchmark.
- Analyse the data - All the collected data are used to identify gaps between best practice and your own processes or services.
- Take action - Strategies can then be developed to close the identified gaps. The tasks, resources and timescales can then be identified.

There are many ways in which benchmarking can go wrong. Some of the most common mistakes are:

Confusing benchmarking with a survey. A survey will give an organisation some numbers but benchmarking is the process of finding out what is behind those numbers, to help it improve its position:

- Forgetting about service delivery and customer satisfaction. Concentration on cost reduction alone often rebounds as it can lead to a reduction in service delivery, so customers go elsewhere.
- Confusing benchmarking with research. Before it is possible to benchmark, an existing process or service delivery must have been in operation for long enough to have some idea about its effectiveness. Developing a new process simply by collecting data from other organisations is research.
- Picking a topic which is too difficult to measure. A benchmarking topic must be one which can be measured. Thus, communication to pension scheme members would be a difficult topic but the distribution of communication material could be selected.

The type of benchmarking a company should undertake depends on circumstances. Benchmarking must be seen as part of the service delivery process not just an add-on. Benchmarking should be a continuous process when striving to achieve best practice.

18 MARKS**181 Kitemarks**

The kitemark is probably the most well known quality mark in the world. It has been developed by the British Standards Institute as a symbol of quality and safety. A consumer who buys a product or service displaying the kitemark knows it meets the relevant specification and has been independently assessed. The BSI Group produces British Standards under the authority of a Royal Charter, which lays down as one of the BSI's objectives to:

“Set up standards of quality for goods and services, and prepare and promote the general adoption of British Standards and schedules in connection therewith and from time to time to revise, alter and amend such standards and schedules as experience and circumstances require”.

Products and services which BSI certifies as having met the requirements of specific standards within designated schemes are awarded the kitemark.

182 CAT Standards

Similarly, the government has been active in developing a quality mark for the financial services industry. This has resulted in the introduction of CAT standards for Individual Savings Accounts (ISAs) and mortgages. Products which can meet criteria set out by the government in relation to charges, access and terms can state in advertisements that they meet the government's CAT standard. In the Treasury's consultation document published in 1998, the purpose of CAT marks was stated to be:

“Benchmarked ISA should always offer savers a reasonable deal. The deal may not be the very best on the market but savers using products which meet - or better - the standard should not get ripped off”.

Stakeholder pensions, whilst not subject to the CAT mark, are subject to strict regulation and must comply with certain standards. These are closely monitored by the Financial Conduct Authority (FCA).

The aim of the CAT quality mark and strict FCA regulation is to give consumers greater confidence when buying financial products. In a survey for the Henley Centre (1999) fewer than a quarter of consumers expressed confidence in buying a range of financial products compared with about two thirds who felt confident about buying other consumer goods.

It is hoped that CAT standard investment products and stakeholder branded pension arrangements will help direct less sophisticated investors to cost effective products of reasonable value. It is still early days for the CAT mark compared with the kitemark. A great deal of effort will need to be put into consumer education to ensure that it becomes equally well recognised.

183 Plain English

In 1990 the Plain English Campaign introduced their seal of approval - the Crystal Mark - to encourage organisations to communicate clearly with the public. The Crystal Mark is now firmly established in the UK as the standard that all organisations aim for when they produce public information. The Crystal Mark will only be awarded to any document that can be read, understood and acted upon by the intended audience. Features of a Crystal Mark document will include:

- A good average sentence length (about 15 to 20 words)
- Plenty of 'active' verbs (instead of 'passive' ones)
- Everyday English
- Words like 'we' and 'you' instead of 'the insured', 'the applicant', 'the society' and so on;
- Conciseness
- Clear, helpful headings with consistent and suitable ways of making them stand out from the text;
- A good type size and clear typeface
- Plenty of answer space and a logical flow (on forms).

19 CUSTOMER AND MEMBER SURVEYS

Customers are essential to all organisations and it is important to satisfy the needs of those customers in terms of quality, efficiency and personal service. Companies that recognise the importance of customer satisfaction ensure that proper systems are put in place to help ensure that problems do not recur.

It is essential for companies to conduct independent customer satisfaction surveys for the following reasons:

- Some problems do not get reported by customers
- Customer complaints are not always properly recorded

The way in which customer surveys are usually carried out involves obtaining responses on a wide range of issues such as service delivery, technical support, service quality, timeliness, clarity of communication and so on.

A survey should be conducted along the following lines:

- Identify whom to contact e.g. pensions manager, HR director, chief executive
- Decide what questions should be asked, these should be driven by the objectives in issuing the survey and by what the organisation needs to know. The questions may change or be added to over time but it is important to remember that changing the questions impacts on the impact to benchmark improvement. Questions might seek to find out how satisfied customers are with the service in terms of quality, reliability and timeliness; what improvements could be made to the service
- Decide how feedback will be obtained, e.g. questionnaire, face to face interview, telephone
- How often will feedback be obtained from each customer, e.g. annual, triennial

Implement and Evaluate

Listening to customers on a regular basis helps discover what they want and how they believe it should be delivered. Customers who feel they are listened to tend to feel that they are better served. Making this sort of effort enables a company to:

- Discover what is important
- Keep up with changes in customers' priorities
- Make decisions about its own business based on facts

It is not only existing customers who should be surveyed. New customers can help provide valuable information. One obvious question to ask is 'what influenced your decision in choosing us?' Similarly, customers who do not choose your company but give their business to another, should be asked, why?

It must be noted that any feedback has no value unless it is shared and acted upon. Everyone in an organisation needs to know how well they are meeting customers' expectations. The feedback must not be tucked away in a file drawer.

In the pensions administration industry there is a growing trend in carrying out member surveys. All too often it is assumed that 'no news is good news' in other words if there are no complaints then everything is fine. However the members themselves are the ultimate customers of a pension administration service so it is important to seek feedback from them as to whether the services offered and the quality and speed of the delivery of those services is meeting member expectations.

For a member survey to be effective it needs to be issued to the member shortly after they have had reason to interact with the administration provider. As an example a member survey could be issued with a member's final retirement statement asking for feedback on the retirement process. Care should be exercised when deciding who should receive the survey as it might be considered insensitive to issue these to dependants in death cases. By issuing a member survey it is possible to obtain feedback on:

- Timeliness – this will help the provider understand whether the service level agreement they are currently working to is appropriate or whether certain types of cases should be prioritised over others
- Responsiveness – were any queries dealt with in a timely manner and were all issues raised dealt with
- Quality – was the information or communication clear and easy to understand.
- How helpful and friendly the pensions administration team were

This feedback can be collated and shared with the trustees and scheme sponsor and can provide a scheme specific benchmark for continuous improvement.

Benchmarking across the pensions administration industry is almost non-existent. There are some informal surveys conducted around services provided, cost etc. but very little that would actually help a client in comparing one provider against another. Clearly the acquisition of certain quality standards can provide a differentiator and can set a minimum level of service a potential customer can expect from that provider. The Raising Standards of Pensions Administration initiative however has sought to introduce an industry wide member survey on the quality and effectiveness of pensions administration. This will enable participants to not only to understand how their service is perceived by their members but also to benchmark their responses against an industry wide benchmark and so identify areas for improvement.

1.10 COMPLAINT/DISPUTE RESOLUTION

1.10.1 Complaints Resolution

Part of the management and measurement of service delivery involves an analysis and resolution of customer complaints. A complaint can be defined as 'an expression of dissatisfaction whether justified or not'.

A complaint may arise for all sorts of reasons for example a benefit is not paid on time or information provided has been misleading resulting in incorrect member expectations. A complaint may not be the fault of any individual or organisation; it may be the nature of the product or investment. Alternatively, the investment or service provided may go wrong as a result of an error.

Whilst it is important to understand the root cause of a problem in the first instance the priority should always be to resolve that problem to the member or customer's satisfaction rather than apportion blame. How complaints are resolved is an important part of the system in any organisation. The website of the Institute of Customer Service has an excellent fact sheet on Complaints Handling. The key points to note are:

- The organisation should have a clear, flexible welcoming policy on complaints.
- Staff and management should be trained in complaints handling.
- Complaints should be given priority and dealt with by someone with the necessary authority to resolve the complaint. All written complaints should be acknowledged immediately with an indication of the timescale within which a full response will be given.
- Details of complaints should be recorded and the causes analysed so that these can be shared within the organisation and also, where necessary, with clients or third parties who might contribute to the member being unhappy.

In relation to the client or member who has made the complaint the process should be to:

- Apologise for the problem (irrespective of fault) and thank them for complaining
- Empathise with the person complaining and do not judge them
- Find out all the facts. It is important to bear in mind that there might be wider implications for example is this the only client or member affected, how many other instances of this problem might there be, is it likely to occur again in the future if no remedial action is taken? The investigation into the complaint should include a review of procedures to determine if something has been done in the wrong way, if something has been done which should not have been done or if something has failed to be done which should have been done. Examples are unnecessary delay, failure to follow proper procedures and a decision badly made.
- Advise the individual complaining of the outcome of the investigation. The letter of response should tell the complainant who to contact in the next stage of the process if they remain unsatisfied.
- Correct and learn from the mistake. The underlying purpose of the investigation into the complaint is to eliminate the causes of the complaint occurring again by making the necessary changes in procedures.
- Minimise reasons for complaints by having a culture of continuous improvement.

The procedures for corrective action should be in the form of general guidance and should define the duties of the managers, supervisors and key personnel. The detailed action to be taken will be dependent upon the circumstances at the time and therefore the procedures to resolve a complaint should not be too detailed:

1.102 Independent Complaints Resolution

If the complaint cannot be resolved within the organisation, the individual will have recourse to an independent complaints scheme. Such schemes work within a set of rules which will specify the type of complaints they can deal with. The scheme will:

- Consider the details of the case
- Ask for additional evidence (if appropriate)
- Decide if the complaint is justified
- Decide who should put matters right

The behaviour of most UK financial services institutions is regulated by the FCA, which replaced the Financial Services Authority in April 2013. But there is a separate structure for complaints relating to pension schemes. To summarise, then, the bodies that are most likely to become involved in dealing with complaints about pensions are:

Scheme	Organisations Covered
The Pensions Ombudsman	Occupational pension schemes and personal pension arrangements. Formally deals with complaints not resolved through the scheme's dispute resolution procedure. Until April 2018 there was also an important role for the Pensions Advisory Service (TPAS) which provided initial advice and conciliation for complaints about occupational pension schemes and personal pension arrangements. From April 2018 TPAS provides advice to the public but no longer deals with complaints, that part of its function having passed to the Pensions Ombudsman's team.
The Financial Ombudsman Service	Operates as part of the financial services framework, although independent from the FCA. Deals with complaints against banks, insurance companies, building societies, financial advisers and personal pension providers.

1.103 Internal Dispute Resolution Procedure

Under the Pensions Act 1995, trustees are required to put in place, and disclose via the scheme's explanatory booklet, an internal scheme dispute resolution procedure under which scheme members may bring written complaints. It covers disputes between members, prospective members, trustees and scheme managers.

The trustees can choose whether to have a one or two stage process:

One stage process

The complaint must be considered by the trustees. They must issue a formal response within a reasonable time period, defined by TPR as 4 months from the date of receiving the application. The complainant must be notified of the trustees' decision within 15 working days of the decision being made.

The trustees must advise the complainant about the services of TPAS and the Pensions Ombudsman in the formal response

Two stage process

A 'specified person' is appointed by the trustees to consider the complaint at the first stage. The 'specified person' is usually the Pensions Manager or Secretary to the Trustees but can be anyone.

The 'specified person' must issue a formal response within a reasonable time period, defined by TPR as 4 months from the date of receiving the application. The complainant must be notified of the trustees' decision within 15 working days of the decision being made.

The 'specified person' must advise the complainant about how to invoke the second stage of IDRP and also about the service of TPAS and the Pension Ombudsman in the formal response.

If the complainant is not happy with the specified person's decision, they can invoke the second stage of the IDRP. The trustees will define the time limit for this. It is usually 6 months from the date of receiving the specified person's decision.

The second stage is dealt with by the trustees. Again, the trustees must issue a formal response within a reasonable time period, defined by TPR as 4 months from the date of receiving the application. The complainant must be notified of the trustees' decision within 15 working days of the decision being made.

Summary

It is important to have a service level agreement of some kind with external providers, particularly with a scheme's administrators. The agreement should set out expectations, how performance will be measured, and the reports that the provider should give to the pensions manager or the trustees.

If a supplier or provider breaches its contractual agreement there are various different remedies that the trustees might have. When setting up the initial contract it is important to be satisfied that it contains the right level of detail about these remedies.

Increasingly trustees and companies are encouraged to carry out benchmarking of their providers. A role in this can be played by industry standards, and other tools such as kitemarks. Along with these, trustees can also benchmark their suppliers against their competitors.

Pension schemes should consider using surveys of their members as a way of assessing how well the scheme is being operated. When carrying out such a survey it is essential to listen carefully to the answers given, and where appropriate to act upon them – and, just as importantly, to give the members some feedback on the survey results.

All occupational pension schemes must have a dispute resolution procedure, which will be based on requirements set out in legislation. Complaints should be handled carefully – since the risk of criticism from an Ombudsman can be exacerbated by poor handling of the complaint.

Self Test Questions

- Explain the different areas that would normally be set out in a service level agreement.
- What considerations can trustees take into account when benchmarking a provider against its competitors?
- Design a member survey for one of the clients you work on or for your organisation. Consider the generic questions you might ask and then any that are specific to that client's situation. Draw up a plan of the steps involved and detail how you would report back to the trustees.
- You receive a letter of complaint from a member. They have received a quotation of their retirement benefits which is lower than the previous quote they received. The date of retirement is unchanged. Consider:
 - What investigations you would carry out and how you would respond to the member.
 - How you would change your process to ensure that the organisation is not put in the same position again.

INTRODUCTION

This Chapter provides an overview of costs and budgeting in the context of pensions delivery.

2.1 NATURE OF COSTS

This is best illustrated by an example:

Colourboxx Holdings Limited has asked your organisation to run a training seminar for a group of trustees and you are required to draw up a simple budget. This is designed to determine the cost for organising the seminar although the fee charged to the client may be different if it is partly put on for other reasons: for example to strengthen the relationship with Colourboxx. In calculating the total cost it is vital that no costs are overlooked. The costs which may need to be taken into account are:

- Accommodation
- Equipment (for example, use of technology such as hiring a LitePro or other technical aids)
- Catering
- Speakers' fees
- Speakers' incidental expenses (including travel and hotel accommodation)
- Administrative staff costs
- Production and printing of handouts
- Profit margin (not a cost as such, but will impact on the price of the seminar)

Whilst some of these costs, such as catering or accommodation, may be relatively easy to quantify if an external venue is used, this may not be the case otherwise. If the training seminar is run in-house the cost of internal accommodation may already have actually been paid for but it is a real cost if the facilities used are retained for seminars and other similar events.

A different type of costing problem arises with the equipment. Clearly a projector will be used over and over again so only a small part of its cost need be attributed to any one event.

Another consideration is whether the speakers are drawn from the organisation. If so, this is likely to be the main cost in terms of the amount of their time which is spent on preparation and delivery of their session. This cost arises as their time might otherwise have been charged to clients. Therefore the cost of their participation in the seminar could be estimated based on their hourly charge out fee rates. On the other hand, a lower figure based on the hourly cost of employing them (salary, benefits, accommodation etc.) might be appropriate. Alternatively it could be argued that internal speakers involve no additional cost in this particular instance where other factors influence the desire to run the training seminar.

The above demonstrates that the concept of cost is complex and that the approach should depend on the objectives.

It is important to remember that, for events such as this, some form of post evaluation exercise should take place. In this example this might be an evaluation of feedback forms completed by those who attended the event.

2.2 COST CONTROL

The procedures governing the approval of expenditure and the safeguards against inappropriate or even illegal actions such as deliberate fraud are key elements of any system of cost control. Typically there will be a scheme of delegation so that the expenditure a manager can authorise will depend on his seniority, with larger amounts being referred up the hierarchy. Expenditure not previously budgeted for might require special dispensation.

For equipment there may be procedures governing how many competitive quotations are required, again related to the significance of the cost. Larger organisations may have specialist purchasing or procurement departments in any event, who monitor suppliers and negotiate terms on an ongoing basis. This has the advantage that there is the potential to negotiate benefits arising from economies of scale.

For any business the control of all payment facilities such as cheque books, BACS and direct debits, is crucial. Banks will have lists of authorised signatories and more than one signature will be required for larger amounts. The focus on this area has increased with greater requirements around money laundering. Money laundering means the methods used by criminals to hide and disguise the money they make from their crimes. The term laundering is used because criminals need to turn their 'dirty' criminal money into clean funds so that they can be used without arousing suspicion. Getting it into the financial system means it becomes harder to trace and confiscate. This impacts on individuals but, for example, trustees would also be required to meet money laundering legal requirements if they were to open a new bank account for a pension scheme.

2.3 BUDGETING

A budget is a plan that is based on estimates of future revenue and spending. It establishes the allocation of costs and expenses in relation to a given objective over a defined period of time.

Typically budgets are prepared to cover a financial year. Some companies make use of a rolling budget programme which always looks, say, 12 months ahead. It can be argued that this helps to avoid any over-concentration on the short term towards the end of an accounting year. Provisional budgets for three to five years ahead may also be prepared in some organisations or for specific medium and long term projects.

The key elements are:

Quantitative statements,

- Which are usually in financial terms
- And covering a specific period
- For all or part of an organisation's operations
- And prepared and agreed in advance

It is worthwhile bearing in mind that budgets can be expressed in other quantitative terms such as materials, sales volume, manpower resources, as well as in the more typical financial budgets.

It is important that budgets are agreed between managers and their superiors rather than being imposed from above. It should, however, be recognised that in reality the budget process is often contentious. Critics of the budgetary system often point to the significant resource inputs of manpower which the process itself can suck in; the tendency to focus just on the budget period, deferring or incurring costs just to meet such immediate targets.

231 Role of Budget

The preparation of the budget is itself an integral part of the forecasting and planning process within an organisation. By breaking down business plans into their component parts and quantifying those individual elements, the organisation can:

- Control resources
- Monitor progress against strategic and operational plans/forecasts
- Take action, in relation to either costs or revenue, to bring matters back on course
- Make changes to reflect market conditions

A budget is a plan to:

- Control finances
- Enable confident financial decisions to be made and facilitate the meeting of objectives
- Ensure that there is enough money for future projects

It outlines what money will be spent on and how that spending will be financed. It is important to distinguish a budget from a forecast. A forecast is a prediction of the future whereas a budget is a planned outcome of the future.

There are a number of benefits of drawing up a budget including being better able to:

- Manage money effectively
- Allocate appropriate resources to projects
- Monitor performance
- Meet objectives
- Improve decisionmaking
- Identify problems before they occur
- Plan for the future
- Increase staff motivation

232 Creating a Budget

Many organisations use a process of incremental budgeting in which the previous year's budgets or outcomes are used as the baseline for the new budget. Adjustments are then made for known or estimated changes such as salary increases, price changes and staffing changes. While this is a practical approach, it does contain weaknesses. Because a certain type of expenditure has been incurred or included in previous years' budget, it may not remain appropriate and necessary. It is always essential to examine critically everything which is included in the budget.

Zero-base budgeting is sometimes advocated as a corrective to the incremental approach. This means that all (or selected) aspects of inputs to the budget are costed from a zero-base (rather than from last year's spending) with each part being tested for necessity and reasonableness.

Budgets can also be constructed on a dynamic basis, so that some of the budgeted expenditure is related to the amount of the income. This would clearly happen in relation to commission or bonus payments related to revenue and it could also be extended to other areas. A department could, for example, be allowed to spend more on new business processing if there was more new business!

It is important when creating a budget to ask staff with financial responsibilities to provide estimates of figures for the budget. This helps to create a more realistic budget but also ensures greater commitment from those who are responsible for delivering the budget.

However the budget is created it should contain enough information so that the key drivers such as costs and working capital can be easily monitored

233 Types of Budgets

Different types of budget may be used according to the nature of the division or department involved. The division may be designated as a:

- Revenue centre
- Cost centre
- Profit centre

Each of these can be defined as follows:

- A revenue centre might be a sales department which basically generates revenue without significant expenditure (or its expenditure is a percentage of its revenue).
- A cost centre is a division which spends but does not generate revenue. The pension department would normally be in this category although some larger organisations have allowed their pensions departments to compete for business, such as administration, so as to enable them to generate revenue and perhaps contribute to profit.
- A profit centre is a division which generates both income and expenditure so that the budget can be drawn up to show the notional profit achieved.

It is possible to convert a cost centre into a profit centre by allowing it to charge the rest of the organisation for its services. A pensions department could thus charge the operating divisions an outsourced cost for its services. This might provide incentives for those working within the cost centre but, on the other hand, it may not be realistic if the rest of the organisation has no choice in using the cost centre.

24 VARIANCE REPORTS AND BUDGET SYSTEMS

To use a budget effectively it is important that it is reviewed and revised frequently.

Typically the manager responsible for a budget centre will receive monthly reports showing income and expenditure for the period and year to date compared to the budget. Good budgetary reports focus on the items where there are significant variations from the anticipated position. Income or expenditure which is not spread evenly throughout the months of the year can be 'profiled' to reflect anticipated patterns of income and expenditure.

Variances are to be expected. They may be favourable - where expenditure is lower than estimated or income higher or they may be unfavourable or adverse - where the opposite applies. In themselves variances are neither good nor bad. They serve however to highlight differences from the business plan. As such they need to be identified and investigated so that their significance for the budget centre and for the operation as a whole can be assessed. Once again, the importance of monitoring and feedback is paramount.

Even comparatively small businesses are likely to employ the full budget process, and the subsequent monthly reporting of variances. Finance staff in each of the areas of an organisation will be involved in entering data on income and expenditure and this will automatically be allocated to the appropriate profit centre. The system should also generate forecasts for the year as a whole to help put variances into context. This will require input from the budget holder in terms of advising whether, say, a positive variance merely reflects expenditure deferred or a real gain.

2.5 DEFINED CONTRIBUTION (DC) SCHEME CHARGES

Particular thought needs to be given to the costs or charges attached to a DC scheme. Generally these are different from the other costs explained above, since they will often be paid by the members of the scheme rather than by the sponsoring company or the trustees. But the sponsoring company or trustees should still look to ensure that the charges are set at an appropriate level and give value for money. Thought should also be given to how these charges are explained to scheme members.

The introduction of automatic enrolment from 2012 onwards has led to a great amount of discussion about the DC charges within the pensions industry, and indeed this has made headlines in the national press. The key point is that the sponsoring company or trustees should carefully scrutinise the changes in place and ask whether they can get a better deal for members. This is not always easy, because arguably it does not follow that lower charges are always better for members: the decision will involve weighing up whether the charges give members good value for money. And an investment fund that provides a good return with an acceptable level of risk might justify higher charges than one whose returns are not so favourable.

It is worth being aware of recent legislative developments in this area:

- from 6 April 2015, qualifying schemes under the automatic enrolment laws cannot have a charge of more than 0.75% for their default fund.
- “Active member discounts” are no longer permitted in these schemes. This means by paying part of the charges for active members, but not doing so for deferred members.
- All occupational DC schemes must sign a client’s statement confirming that they have reviewed charges and value for money, among other matters. This must be done as part of the trustees’ annual report for years ending 6 April 2015 onwards.

Summary

When planning a piece of work, it is important to think through the involvement of all different parties at various stages of the work, and the costs involved in each. Costs can be agreed at the start of a project. If costs are agreed as an estimate rather than a fixed cost, careful allowance must be made for things that might happen unexpectedly during the project.

Most pension schemes have a budget for each 12 month period. It is important to plan the budget carefully. Planning a budget over optimistically (setting the figures too low) can be counter productive, as can failing to plan for contingencies. Budgets must be reviewed and kept up to date, with regular reporting of variances.

Self Test Questions

- Explain some of the considerations that might be taken into account when planning the cost of a certain piece of work.
- If one of your providers estimates that their costs for a project will be £50,000, what sorts of questions should you ask the provider before agreeing to go ahead?
- What are the advantages to a scheme of having a budget?
- Summarise the difficulties that a pensions manager might face when setting a budget at the start of the year.

PART3 SELECTION OF INVESTMENT PROVIDERS

OVERVIEW

The main role of an investment manager is to invest the assets in accordance with the mandate agreed with the trustees. There are various possible approaches and the trustees will need to decide on which type they want, or more likely a combination. The main approaches are active and passive management.

There is a choice as to whether the investment manager retains the scheme's assets on a segregated basis or combines them with assets from other schemes on a 'pooled fund' basis.

Nowadays it is relatively uncommon to have a single investment manager, and instead trustees will use different managers who specialise in different asset classes or markets. While some managers will be employed directly by the trustees, others may be employed indirectly via one of the managers with a direct relationship ('manager of managers' or 'fund of funds').

The investment manager needs to fulfil various administrative functions agreed with the trustees to ensure the overall smooth running of the scheme (such as investing and disinvesting and rebalancing). Where there are multiple investment managers, the administrative arrangements need to be co-ordinated and responsibility for this must be determined.

Trustees need to consider carefully how to organise the investment management and this is the subject of Chapter 1.

In Chapter 2 we discuss how trustees should implement the agreed investment. This involves selecting the investment managers. Once in place, the investment arrangements should be regularly monitored, and if necessary amendments need to be made.

Finally, Chapter 3 considers the monitoring of an investment manager and the types of information required from them to assist the trustees in their governance functions.

INTRODUCTION

Trustees have a number of decisions to make regarding the investment management arrangements. Do they want the manager to be index-trackers or try to outperform the index? Do they want the manager to pool their assets with other schemes or manage them separately? Do they want a single manager or multiple managers who specialise in different types of investment? Finally, to what extent do they wish to delegate the investment decision making process?

1.1 ACTIVE AND PASSIVE MANAGEMENT

Management strategies can be split into two main approaches:

- **Active management:** aims to outperform a particular market index or benchmark through manager skill
- **Passive management:** aims to match the returns of a particular market index or benchmark (also called index-tracking or indexing).

Active management stems from the belief that markets are not entirely efficient. Fund managers seek to exploit certain market irregularities or inefficiencies to achieve potentially higher returns. This is closely related to the investment term 'generating alpha'. Alpha is the additional return generated by manager skill as opposed to general market movements.

Passive management stems from the belief that markets are efficient or that it is difficult to beat the market. It may also be a preferred management strategy for those unwilling to take on the risks of active management.

Within the active approach, fund managers take an active role by deciding on which assets to buy and sell. They will take into account various factors affecting financial markets, such as economic and political issues, market and sector trends and company-specific features. Fund managers use various strategies in order to generate excess returns.

- **Stock selection:** Fund managers select certain stocks in a particular market or sector, based on technical or fundamental analysis. The former analysis refers to past asset price patterns, while the latter looks at the asset's value in the context of underlying factors, such as the economy and company earnings potential.
- **Market timing:** Also called tactical asset allocation. Fund managers take advantage of short-term shifts in the market.

The passive approach means that fund managers try to mirror a particular market index or benchmark. This can be achieved in a number of ways.

- **Full index replication:** Fund managers buy the exact proportion of every constituent of the index. This means that the basic costs are substantial because many holdings must be maintained for an index such as the FTSE All-Share Index. On the other hand, after allowing for dealing and administration costs, the performance should mirror that of the index almost exactly.
- **Optimisation:** Computer simulations are used to construct a portfolio with a limited number of shares chosen to reflect the characteristics of the index. Such simulations rely on historic share data, particularly share price correlations and volatilities, holding true in the future. Costs are lower than for full replication but performance will not coincide as precisely with that of the index. The expected variation above or below the index's performance is called the tracking error.
- **Stratified sampling:** A random selection of stocks from within each market sector of the chosen index. The selection is made such that the sample has the same characteristics, such as yield and market weight per sector, as the chosen index. The number of stocks is lower than for full replication and hence costs are lower. Again, performance will not coincide with the index and the expected variation is referred to as the tracking error.

PART 3 SELECTION OF INVESTMENT PROVIDERS

CHAPTER 1 APPROACHES TO INVESTMENT MANAGEMENT

- **Synthetic index replication:** Fund managers can use derivatives (which derive their value from the underlying index) to replicate an index, for example by combining a cash holding with a holding of futures in the particular index.

A comparison of the two approaches is summarised below.

	Active approach	Passive approach
Costs	Higher implementation and ongoing costs (expected to be more than offset by higher returns but not guaranteed)	Lower cost
Investment return objective	Aims to outperform a chosen index (but not guaranteed)	Aims to closely track a chosen index before deduction of fees
Ease of implementation and oversight	More difficult to select managers and monitor performance. Underperforming managers more likely, followed by changes	Relatively easy to select and monitor. Low risk of underperforming manager
Manager expertise	Takes advantage of expert/market knowledge of fund managers. E.g. selecting good performing stocks or markets, or taking defensive measures if market is expected to weaken	Performance not reliant on the investment skills of the fund manager

Two terms in common usage for judging an active manager's performance (as well as that of individual investments) are Alpha and Beta:

- **Alpha:** A measure of investment performance compared to a benchmark. An active manager will be seeking to provide alpha through good stock selection in order to outperform the passive manager
- **Beta:** A measure of volatility compared with the market. A manager who operates a portfolio with a low Beta would be expected to experience less asset volatility than one having a high Beta.

Typically trustees will prefer an active manager to have high alpha and low beta.

A relatively recent trend is a move to what is known as **smart beta**. It is a form of passive management in that the investment is based on a set of rules. However, whereas passive management involves holding stocks weighted by market capitalisation (as represented by the index to be tracked), smart beta uses other criteria that aim to take advantage of perceived systematic biases or inefficiencies in the market. Smart beta is more expensive than passive but cheaper than active management.

12 SEGREGATED AND POOLED APPROACHES

A segregated approach involves the construction of a portfolio that is managed according to the client's specific requirements and needs, investing directly in various assets such as equities and bonds.

A pooled approach involves managing assets of a number of clients collectively according to the investment manager's stated philosophy.

In practice, a combination of segregated and pooled approaches is common.

One of the most important differences between the two approaches is the fee structure. The pooled fund is charged a flat fee for each individual underlying fund in which it invests, e.g. an annual fee of 0.4% of the total money invested for an equity fund and 0.15% for a bond fund. These fees are automatically subtracted from their funds.

Meanwhile, the management fees for a segregated fund can vary according to the size of the fund. There is likely to be a sliding scale of fees, e.g. a 0.3% annual fee for the first £30 million, 0.2% for the next £40 million, etc..

The investor in the segregated fund receives an invoice detailing what fees should be paid and there is an administrative cost for the service. Therefore, smaller schemes tend to benefit from the pooled approach, while the segregated approach is likely to be more advantageous for large pension schemes. In practice, for large schemes investing in a series of pooled funds, the fees may look identical to a segregated approach.

For pooled funds, investors automatically receive any income distributed from any of their holdings at the fixed dates (quarterly or annually). Depending on the class of shares that the investor holds, income can also be reinvested automatically as it arises (accumulation funds).

With segregated funds, investors can specify how their funds should be managed, usually by identifying the benchmark and target asset allocation/returns. Some investors set restrictions such as not to invest in their own shares.

Types of Pooled Funds

Collective investment schemes (CIS) pool the resources of a number of investors and invest these in a specified type or range of assets. These schemes can have varying investment objectives, such as income generation or capital growth.

There are various types of investment vehicles:

- **Unit trusts:** A unit trust is a trust set up as a pooled fund usually under the supervision of the FCA. Its portfolio of investments is divided into units to enable investors to buy into the trust or to sell an earlier investment. Unit trusts are “open ended” funds, which mean that the fund expands as more people invest and contracts as people remove their money.

The price of a unit depends on the net asset value of the underlying assets. An increase in the value of the underlying assets leads to a rise in the price of a unit. Prices can be quoted one-way (the same price to buy or sell units) or two-way (a higher price to buy, or “the offer price” than to sell “the bid price”). The difference between the two is the “bid-offer spread”. For one way priced funds, charges are set out separately. For two way priced funds, the charge is incorporated in the difference between the purchase price and the net asset value.

- **Investment companies with variable capital (ICVC):** An investment company with variable capital (ICVC, formerly called an Open Ended Investment Company - OEIC) is a pooled fund that works in a similar way to a unit trust except it is structured as a limited company (plc) in which investors can buy and sell shares on an ongoing basis. An ICVC can be an ‘umbrella’ structure holding sub funds with different investment objectives. Every sub fund can offer different share classes with different fee structures for different types of client. ICVCs are open ended funds, which mean that the sub funds expand as more people invest and contracts as people remove their money.

The price of a share depends on the value of the underlying assets. An increase in the value of the underlying assets leads to a rise in the price of a share.

More recently unit trusts and ICVCs have increasingly moved towards a “single swinging price” structure, where there is no explicit bid-offer spread as set out above, but the price swings between bid and offer bases depending on flows in and out of the fund at the time of dealing.

- **Investment trusts:** An investment trust is a pooled fund that is structured as a company and issues shares. These shares can be bought and sold on the London Stock Exchange. Unlike unit trusts and ICVCs, an investment trusts is a “closed ended” fund, which issues a fixed number of shares. The size of the fund does not expand or contract. In a closed end fund, the price of a share also depends on the value of the underlying assets. However, as only a limited number of shares are issued, the price of a share also depends on the demand for the fund’s shares. This means the price of a share can move independently of the value of the underlying assets.

In contrast to unit trusts and ICVCs, investment trusts can borrow money to invest. This is called gearing. Investment trusts don’t fall under FSA restrictions on collective investment schemes, but are governed by the Companies Act and stock exchange listing requirements.

- **Managed funds:** A managed fund is an investment contract by means of which an insurance company offers participation in one or more pooled funds. Increasingly, insurance companies are setting up their investment services as separately identified asset management companies. Some also offer external fund links to investment funds run by other managers.

Technically, a managed fund is an insurance policy run by a life company. It enjoys similar tax privileges to any other long-term pensions account within the life company. In practice, a managed fund is tax exempt and only pension schemes that are themselves exempt from capital gains tax may participate.

13 MANAGER STRUCTURES

Under a balanced management structure, one or more investment managers are allocated a proportion of a pension fund’s assets to invest across a range of asset classes, as equities, bonds, property and cash. Tactical asset allocation decisions are delegated to the investment managers. These types of arrangement are now rare, for reasons explained below.

Under a specialist management structure, investment managers are delegated specific areas of responsibility. Trustees can, for instance, employ separate investment managers for UK equity, global equity, fixed income, property, private equity etc. This allows the trustees to make the strategic decision on how much of their pension scheme assets must be invested in each asset class. The move to using different managers for different portions of an overall scheme also reflects the reality that a single fund management company is unlikely to have market leading capabilities in all asset classes.

However, increasing the number of specialist managers generally results in higher investment management costs overall, and significant increases in complexity, accountability and governance requirements.

The move towards specialist management structures has led to the appointment of multiple managers by pension schemes to obtain the skills of the ‘best’ specialist managers. Separate active mandates for specific asset classes may be coupled with a core passive manager. The single manager appointment (other than for small schemes) is now rare.

1.3.1 Multi Manager Funds

Trustees' responsibility for diversification and to act in the best interests of beneficiaries implies that trustees should use the 'best of class' managers in each area and mix them appropriately to increase outperformance opportunities. This has led to the increased use of multi manager funds.

There are two distinct approaches to multi manager funds.

- **Manager of managers (MoM):** Refers to the appointment of a few select managers, who are then given specific mandates to manage the investment in a single fund. The role of the MoM is to select the specialist managers, monitor their performance and to alter the composition of the management team to adapt to market conditions or fund performance.
- **Fund of funds (FoF):** Describes the process whereby a manager builds up a portfolio that invests in funds that are run by a number of other managers. The fund of funds itself is generally structured as an ICVC or as an investment trust.

Multi manager funds have a number of attractions:

- **Fund or manager selection expertise:** The key attraction of multi manager funds is the expertise that they bring to manager selection. For a fund of funds, the multi manager selection process uses a number of analytical tools to narrow down the fund universe to a more manageable level. The multi manager is likely to conduct a rigorous interview process with each of the fund managers that fit the investment criteria and these meetings will often reveal a good deal more than quantitative analysis.

Importantly, this is also an ongoing process, as many factors can change in the management of a mutual fund, of which a direct investor may not be aware. Meanwhile, some fund managers perform well in certain investment backdrops but not others leading to periods of underperformance. The fund of funds manager can position himself for changing market dynamics by altering his portfolio accordingly.

- **Diversification:** Investors in a multi manager fund also benefit from increased diversification. Traditional unit trusts provide an extra layer of diversification compared to investing directly in a few individual stocks. Multi manager takes this process a step further by creating blends of best of breed fund managers. A selection of managers with different investment approaches can reduce the risk in a portfolio without eroding the alpha they provide. Alpha is the standard measure of a fund manager's ability to add value.

The diversification aspect of a multi manager strategy and the manager's ability to tilt the fund toward certain investment styles is of even greater importance in multi region and/or multi asset class portfolios. Here the manager can reduce exposure to assets classes or regions of the world that have poor prospects, and skew the fund towards areas with better fundamentals.

- **Access:** Another attraction of the multi manager approach is that it allows even small pension schemes access to certain funds and investment expertise that would not normally be available. This is due to the minimum amounts of investment required by some investment vehicles or simply because they are not widely known in the wider market.

The main criticism levelled at multi manager funds is that they have higher charges. Single manager mutual funds charge fees to investors and so do multi managers' funds. Therefore, it would follow that investing in a multi manager fund results in two layers of charges. This is largely true but, given that one of the benefits of investing in a multi manager fund is economies of scale, such funds are able to negotiate very attractive rates, leading some to have TERs (total expense ratios) similar to standard pooled funds.

1.3.2 In House Management

Accurate and timely information is essential for successful fund management. The necessary financial data can be purchased from any number of market related sources, but adequate IT and financial systems are required to access it. The costs of these systems and services are significant but manageable.

The opportunity to gain professional views on time sensitive issues from those closest to the activity in the markets often depends on the buying power of the organisation. The greater the volume of assets under management, the greater the buying power and the better the terms likely to be obtained when agreeing a deal. Consequently, there are serious disadvantages for organisations managing small amounts of money, in the form of low priority of response from market participants and less attractive price quotations.

Bearing in mind the concentration of power in the hands of a few large institutions, it is difficult to justify the management of pension scheme assets in house unless they exceed £500 million. There is no practical reason stopping schemes with assets smaller than this from being managed in house but the financial arguments are stacked against them. It is not surprising, therefore, to see that only a small number of the largest schemes manage their assets themselves.

Employers or trustees who have decided to manage their pension assets 'in house' face the same issues as an investment organisation offering investment management services, except that they are involved with only one (tied) client.

1.3.3 Delegation and Fiduciary Management

Some pension schemes (especially small to medium sized schemes) have struggled to respond quickly to changes in investment markets. Delegated management allows trustees to outsource some parts of the investment decision-making process. The responsibility for setting the risk/return budget will always be retained by the trustees but beyond that most investment duties can be delegated.

Many of the traditional benefit consultancies now offer delegated management, also referred to as implemented consulting. In adopting a delegated management model, the investment consultant will provide clearer, real-time investment recommendations to the trustees than under the traditional model. The responsibility for the decision-making remains with the trustees. The presentation of advice from the investment consultant and the use of an effective decision making process by the trustees should mean that the scheme's assets are managed in a more dynamic, efficient and appropriate manner.

Fiduciary management is an extended version of delegated management. It involves the appointment of a fiduciary manager who becomes accountable for implementation of the overall investment strategy adopted by the trustees. All of the day-to-day investment decision-making is delegated within pre-agreed guidelines. This allows the trustees to focus on other areas as well as ensuring that investment decisions are extremely dynamic.

Summary

A pooled investment approach involves investing in existing funds managed by an investment management firm, usually combining several funds for diversification purposes.

A segregated investment approach involves constructing a portfolio that is managed according to the client's specific requirements and needs, investing directly in various assets such as equities and bonds, although it may also invest in existing funds in order to achieve greater diversification.

An active management strategy aims to outperform a particular market index or benchmark through manager skill.

A passive management strategy aims to match the returns of a particular market index or benchmark (also called index tracking or indexing).

Under a balanced management structure, one or more investment managers are allocated (a proportion of) a pension fund's assets to invest across a range of asset classes, such as equities, bonds, property and cash.

Under a specialist management structure, investment managers are delegated specific areas of responsibility. The move towards specialist management structures has led to the appointment of multiple managers by pension schemes to obtain the skills of the 'best' specialist managers.

Trustees' responsibility for diversification and to act in the best interests of beneficiaries implies that trustees should use the 'best in class' managers in each area and mix them appropriately to increase out performance opportunities. This has led to the increased use of multi manager funds.

In a manager of managers (MoM) fund, the MoM appoints a few select managers, who are then given specific mandates to manage the investment in a single fund. In a fund of funds (FoF), a manager builds up a portfolio that invests in funds that are run by a number of other managers.

Delegated management allows trustees to outsource some parts of the investment decision-making process. Assets are managed in a much more dynamic fashion as the investment consultant takes a more directive role. Full delegation, where the outsourcing of all day-to-day investment decisions to a specialist fiduciary manager, is also gaining popularity.

Self Test Questions

- What are the key differences between unit trusts and investment companies with variable capital?
- Describe the four types of passive investment strategies.
- What are the main advantages of using an active investment strategy?
- What are the benefits of multi manager funds?
- Describe delegated management and fiduciary management

INTRODUCTION

Once trustees have decided upon an investment strategy, they should select an investment manager or managers to invest the funds on their behalf. As you have read in earlier parts, The Pensions Act 1995 requires trustees to take professional advice on the selection of investment managers. In addition, the Myners Review proposed that trustees should be prepared to pay sufficient fees for investment advice to attract a broad range of potential investment managers. Trustees normally employ an adviser who is able to research suitable investment managers. The adviser will usually provide a 'long list' and then provide reasons for reducing it to a 'short list', from which the trustees may select two or three managers to interview. At these interviews, trustees will meet representatives from the investment manager.

In the following Chapter, we look at the responsibilities of pension scheme trustees during the manager selection process. In addition to choosing the manager, trustees are responsible for negotiating fee structures, setting performance targets and ensuring that a scheme's assets are held securely (custody of assets). These details will be laid out in a contract between the trustees and the asset manager, called the Investment Management Agreement (IMA).

We also consider the issues involved when trustees decide to move the management of a portfolio to a different manager, known as 'transition management'. Finally, in the last subsection we look at the role of investment banks in the investment management process.

21 MANAGER SELECTION PROCESS

The factors that trustees need to consider when selecting a manager will be largely shaped by the strategy they have chosen. Nonetheless, there are a number of general factors that can be taken into account.

21.1 The Business

The trustees will want to ensure that the investment manager's business is strong and will remain so for the foreseeable future. Pension investment is for the long term and frequent changes in investment manager can be expensive in terms of fees and transition costs. For example, is the investment manager part of a larger organisation? This could be an advantage as the larger parent can provide financial and other support but could also be a disadvantage if the investment management business is not core to the parent; it may make a strategic decision to sell it or fail to support it sufficiently. Growth or loss of clients is also a significant indicator, but again trustees should be wary of a manager who appears to be taking on substantial new business and question whether the investment process is scalable and whether the manager has the business and investment infrastructure to cope.

21.2 Investment Team and Structure

Are the people of good quality and experienced in the relevant area of investment? How stable is the team? The manager could be asked for staff turnover data, for example. How is the team rewarded for performance? What incentive plans are in place and do they motivate appropriately and act as a retention tool?

21.3 Investment Philosophy and Process

Most trustees will look to their advisers for guidance on this area. It is important to establish what drives the manager's process, for example, whether it is based on an individual manager's stock selection ideas or whether it is driven by a house theme, such as growth or value stocks. Trustees should consider the extent to which decisions are driven by a team or by individuals. Perhaps more importantly the trustees should check whether the style they seek is appropriate for the manager.

214 Management

Any active investment manager must take risks. Risk is usually measured as the risk the manager takes relative to the benchmark (e.g. the FTSE All Share index) set. Risk can take many forms, from specific matters affecting one stock (stock specific risk), to the risk that the overall portfolio might be exposed to a particular factor, e.g. the investments are vulnerable to rises in interest rate rises or oil price rises (factor risk). The trustees will therefore want to satisfy themselves that the manager has developed risk controls, both through systems that calculate risk but also management structures that ensure accountability of individual managers and oversight of portfolio construction.

215 Systems

Quality and regularly updated systems are increasingly important, in order to effectively produce and analyse investment data. Trustees should be aware of the manager's commitment to this area.

216 Performance

Most trustees will know, or will be quickly told, that past performance is not a guide to future performance. This is true but the reasons for past performance might be helpful in analysing how a fund manager might perform in the future. For example, if a manager had good performance in the previous three years the reasons for this can be analysed, e.g. was it because of one individual who was very good at picking individual stocks or was it because of a systematic approach that has been particularly successful in identifying good and bad sectors? More importantly, are the people and the process in place today likely to be able to sustain or improve on that performance?

217 Client Service

Trustees and their investment advisers should receive reports and other information from the fund managers in an accurate and timely manner. Trustees should be able to expect open, transparent, comprehensible and timely communication from their investment managers, together with attendance at trustee meetings when required.

218 Fees

Other than perhaps the area of passive management, the relative fees of managers should not drive the trustees' selection of a manager. The prospects of relative performance, as well as client servicing considerations, should always override considerations on fees.

As a general rule, the level of any fee will be driven by:

- The level of fees typical for that product in the market - peer group pricing
- The type of management style – passive is cheaper than active
- The size of fund - larger investments will get a lower percentage fee overall
- Whether the manager is looking to 'buy' businesses.

Fees may also be linked to performance. For example, having been set a performance target, a manager may charge an additional fee for any performance in excess of this target. Such performance related fees should be designed to encourage and reward outperformance but should not be so tempting as to encourage risky investment to meet the outperformance targets.

22 IMPLEMENTING A CHANGE IN MANAGERS

Once a manager has been chosen, the trustees will need to establish an Investment Management Agreement (IMA); agree the manager's performance targets; and possibly establish socially responsible criteria. They will also need to select a custodian that is secure and appropriate to the size and number of transactions likely to occur.

22.1 Investment Management Agreement

The IMA is the contract between the trustees and the investment manager. In drawing up an IMA, trustees will usually consult their investment advisers and, if required, legal advisers.

The IMA will set out specific investment guidelines agreed upon by the investment manager and trustees. The trustees may also wish to clarify the details of their statement of investment principles with the fund manager, so these principles can be accommodated in the exercise of the investment power.

A typical IMA will normally include the following sections:

- **Investment management:** This section will normally include details of the authorisation procedures of the client and any restrictions or limitations that trustees wish to impose on the management of the fund. For example, trustees may limit the investment in any one stock to say 5% of the overall fund value, or prohibit the investment in certain types of asset.
- **Securities lending, borrowing and overdrafts:** This section will normally state whether stock lending is permitted and if so, any restrictions on the terms, size of deals etc. Stock lending involves lending shares for a short period of time to a third party, for a fee, so they can complete a deal in the same shares.
- **Delegation and use of agents:** The IMA will usually permit the fund manager to delegate or appoint sub agents but the fund manager should remain liable to the trustees for their acts or defaults.
- **Material interests:** This section will address any potential conflicts of interest.
- Dealing and Derivatives
- Voting and Corporate Actions
- Fees and Expenses
- Confidentiality and Data Protection
- Risk Management

The IMA should also cover custody and title of assets, although in certain circumstances, custody of assets may be subject to a separate agreement if the trustees choose to use a third party for such services. Where trustees appoint a global custodian to hold all its assets, they will draw up a separate global custody agreement.

22.2 Performance Targets

- **Relative return performance targets:** Traditionally, investment mandates targeted outperformance of a relevant peer group. However, increasingly, the performance of other pension schemes or investment managers is not a meaningful or relevant benchmark as schemes and investment approaches have become less homogeneous and comparable. The Myners Review recommended that trustees move away from peer group benchmarks to ones that are specifically tailored for their own fund. Targets are, therefore, more commonly expressed as a percentage above a specific market index benchmark or a scheme specific composite target benchmark. For example, a UK equity fund may be set a target to outperform the FTSE All-Share index by 1% over rolling three-year periods. This relative return approach means investors may experience either positive or negative returns, depending on the direction of the markets.

- **Absolute return performance targets:** Absolute return benchmarks, meanwhile, set a positive return target to be achieved in all market conditions. The target is usually to outperform the cash rate by, say, 2-4% p.a. for growth-oriented assets. The cash benchmark in this case is usually measured by LIBID, the wholesale deposit rate.
- **Performance targets linked to liabilities:** Given the increased focus on pension liabilities, performance targets can also be set against a scheme's liabilities, as is done under liability driven investment. In a fully matched strategy, the target is set in line with the scheme's liabilities. In a strategy containing a core matched portfolio and a return-seeking component, the target can be set to exceed the liability benchmark by a certain percentage.

223 Custody of Assets

Trustees are required to ensure that a scheme's assets are held securely. Assets may be held in the name of the trustees directly or, as is more commonly the case, in the name of a nominee company but specifically designated to the trustees. The latter is preferable since it makes administration far simpler, with the nominee company retaining share certificates and receiving dividends, which would otherwise need to be dealt with by the trustees. It also reduces the amount of paperwork required by the trustees who otherwise would have to complete stock transfer forms and return share certificates for each sale or partial sale of shares. The trustees should ensure that the nominee company is capable of dealing with assets in this way and is suitable for the size and number of transactions likely to occur.

The Role of the Custodian

A custodian holds investments securely on behalf of the pension scheme and is able to account independently for any financial transactions. Custodians often offer a range of other services such as:

- income collection – collecting dividends and coupons payments due on stocks and shares
- Tax recovery – recovery of withholding tax which can be reclaimed
- Cash management – management of the cash account
- Settlement of securities – administration of the actual exchange of cash for securities when a security is traded
- Foreign exchange – settling foreign exchange deals
- Stock lending – arranging for stock lending deals
- Voting rights – exercise voting rights on behalf of the manager or trustees.

When appointing a custodian, trustees should consider the following issues:

- The custodian's insurance arrangements
- The custodian's arrangements with the fund manager
- The custodian's arrangements with sub-custodians, where relevant.

Larger schemes may appoint a global custodian, such as a bank, to hold all their assets regardless of which investment manager manages them.

The use of pooled funds eliminates the need for a separate custodianship arrangement.

Details of custody and title of assets are normally set out in a custody agreement. However, in the case of pooled funds, there will be a fund prospectus setting out the terms of the fund, or a policy document in the case of a pooled pension fund contract.

224 Trustee Authorities and Cash Flow Control

The trustees, when appointing an investment manager, usually give full authority to the investment manager to make whatever investments the manager deems appropriate, within the terms and conditions of the IMA. This reduces the need for the trustee to give their authority for each investment to be made. However, the trustees need to document quite carefully who is entitled to give authority to the managers and to ensure that such authority complies with the requirements of the Trust Deed.

Investment managers usually hold cash, from time to time, to ensure that they can make investments at the most appropriate time and you would not normally expect them to have to seek approval from the trustees in these circumstances. New money in the form of contributions would need to be passed to the investment managers, which they would then hold in their client cash account until such time as appropriate investments become available. The managers would also hold dividend income and proceeds from sales in a similar manner. The operation of such bank accounts will be detailed in the IMA.

225 Administration

For the investment manager, administration of a pension scheme portfolio involves:

- Investment record keeping
- Informing the trustees or nominee company of investment transactions through the sending of a trade advice, trade notification or contract note
- Daily stock reconciliation of records of a portfolio's holdings with those held by the custodian
- Reporting, valuation statements and performance analysis

226 Transition Management

Transition management refers to the management of the transfer of a pension scheme's portfolio to a new investment manager. This will require the negotiation of an IMA with the new manager, including details on investment restrictions and guidelines, reporting requirements, the fee structure etc. The trustees may also choose to change the custodian in a transition to a new manager, requiring new custody accounts to be set up.

Depending on the type of portfolio the pension scheme holds (pooled or segregated) and the investment strategy to be adopted by the new manager, the transfer may require the sale of all or some of the portfolio's assets. The new investment manager should aim to effect the transition at the lowest possible cost to the pension scheme. The following costs may be taken into account:

- Stamp duties
- Commissions: good market relationships and program trading can reduce this cost
- Broker's bid and ask spread: the market impact and timing of executing trades

The trustees' investment consultant would typically advise on and manage asset transitions, although this may be delegated to a specialist transition manager.

227 Use of Investment Banks

So far, we have mainly looked at the relationship between pension scheme trustees and investment managers. During the implementation and design of a scheme's investment strategy, investment managers will often make use of investment banks, particularly as a counterparty for swap trades. Swaps are widely used in asset/liability matching strategies and can often be very significant in size. Strong counterparty relationships between an investment manager and the investment banks with which it transacts can help ensure that a pension fund achieves the most favourable trade execution terms available. Investment managers that have access to a wide range of counterparties may be able to access better terms than those who are tied to just one investment bank.

In addition to this counterparty relationship between a pension scheme and an investment bank, the sponsoring company of a pension scheme will often have separate relationships with investment banks through its treasury department. Investment banks will advise the sponsoring company on issues regarding its corporate assets.

23 RISK CONSIDERATIONS WHEN SELECTING INVESTMENT MANAGERS

When trustees implement a change of investment manager risk should be one of their key considerations.

Areas for the trustees to consider include:

- Risk of the manager failing to deliver its expected level of performance.
- Risk of structural changes within the investment manager (e.g. loss of a senior staff member or team, or lack of investment in the relevant area).
- Risk attached to the level of hedging provided by the scheme's managers (not enough hedging, or over-hedging).
- Where hedging is used by the manager, risks attached to leverage (e.g. possible future cash calls).
- Risk that the legal terms in the investment documents could prove restrictive for the trustees (e.g. "gating" provisions which might restrict the trustees' ability to redeem their investment).
- Risks attached to investment in more bespoke investment vehicles (e.g. private equity funds, or unregulated funds based in territories such as the Cayman Islands).
- Risks attached to the wider investment strategy, e.g. an emphasis on return-seeking investments without an appropriate level of downside protection.

Trustees can mitigate their own risks on this area in a number of ways. For example these include:

1. Taking advice from a regulated investment adviser (which they are legally required to do under the Pensions Act 1995, as noted above).
2. Making sure they understand what that investment adviser (and, where appropriate, investment manager) are telling them, and not holding back from asking questions where the explanations given are unclear or overly technical.
3. Ensuring the reasons for their investment decisions are clearly recorded in trustee minutes.
4. Treating investment decisions as the responsibility of the full trustee board, even if much of the detailed work is carried out by a sub-committee.
5. Where possible, looking to share experience and views with other trustee boards facing similar challenges (e.g. through industry forums or appointment of a professional trustee).
6. Keeping up a close dialogue with the scheme's sponsoring employer about investment decisions, unless the employer is unwilling to do this.
7. Arranging a legal review of the documents for every new investment, even if the investment is in a pooled fund and the documents are presented by the manager as non-negotiable.
8. Being clear about the timeframe for appointing each new manager, which means ensuring that the appointment is not rushed unnecessarily, but also that delays in the appointment process do not cause the switch to be executed at an unfavourable time.

These are important steps and trustees should pay close attention to them. For larger schemes that frequently appoint new investment managers, trustees should consider putting in place a defined process that they follow for each new appointment to ensure the risks are minimised.

Summary

There are a number of factors that trustees should consider when selecting an investment manager including:

- The strength of the manager's business
- Its investment team and structure
- The strength of the manager's investment process and risk controls
- Performance track record
- Client service and administration
- Fees – fees charged by investment managers are driven by factors including the type of management style and the size of the scheme. Fees may also be linked to performance
- Where managers plan to make use of derivatives, such as swaps, trustees should consider their relationship to the investment bank(s) with which it transacts
- Transition management process – transferring a scheme's assets to a new investment manager requires effective transition management to minimise costs

Self Test Questions

- List the main factors that should be taken into account when selecting an investment manager.
- What should an Investment Management Agreement cover?
- Outline some of the ways in which performance targets may be set.

INTRODUCTION

In this Chapter we consider the monitoring of an investment manager and the types of information required from them to assist the trustees in their governance functions. Investment managers will provide trustees (or investment committees) with regular (usually quarterly) reports, containing information on the portfolio's valuation, activity (acquisitions and disposals) and performance. Investment managers will also be expected to provide information to the scheme's custodian. The trustees might also ask the fund manager to provide the investment report section of the trustees' annual report. In addition to regular reports, trustees hold regular meetings with investment managers where these issues are discussed.

31 PORTFOLIO VALUATIONS

Investment managers will provide trustees, or their investment committee, with a monthly or quarterly portfolio valuation. This will include the following:

- A summary portfolio valuation, confirming the book value and market value of the total portfolio held and its main constituents, and a detailed portfolio valuation containing every individual security. The valuation gives an overview of the portfolio at the end of the period under review.
- Details on investment activity over the period, with a summary and details on acquisitions and disposals of securities.
- As the securities held in the portfolio may have generated coupon payments or dividends over the period, the report will also include a section on income receipts.

32 PERFORMANCE REPORTING

Investment performance measurement is often the main area of monitoring. The nature of the mandate given to an investment manager will determine the way and degree to which they are assessed. A passive manager is employed to track an index while an active manager is usually employed to beat an index.

The purpose of performance measurement is to establish, as accurately as possible, the rate of return earned on the assets of the portfolio. This is the absolute return and can be given net or gross of the manager's fees. This will then be compared to the benchmark set by the trustees for the investment manager, for example, the return of the FTSE All-Share index for UK equities or the FTSE British Government All Stocks index for UK gilts. Investment managers provide trustees or their administrators with a monthly or quarterly performance report.

The calculated rate of return can be divided into its constituent parts in several different ways to help understand how the manager achieved it. This is called performance attribution. For example, an examination of the impact of 'asset allocation' will show the impact of losses or gains stemming from being overweight or underweight in a certain asset class, sector or region within an asset class. It is usual to combine this with an examination of the impact of 'stock selection'. Stock selection establishes the extent to which a manager chose shares within an asset class, sector or region that performed better or worse than an index typical of that market.

In a bond portfolio, performance attribution can examine the impact of a manager's decision to hold overweight or underweight exposure to gilts compared to corporate bonds or to hold an increased or decreased exposure to the riskier or less risky segments of the corporate bond market. For commercial property, the impact of the balance between the three principal sectors of offices, shops and industrials can be considered.

The managers appointed should provide trustees with regular investment reports, including:

- Quarterly and annual performance reports
- Records of the specific investments, including quantity held, both historic and current values, plus information for performance evaluation
- Commitments entered into for the future
- Record of income received from different sources, i.e. dividends, interest, bonuses etc.
- Record of historical outgoings
- Record of 'capital' events, e.g. rights, calls, mergers, stock splits, etc.
- Continuing forecast of income/outgo, i.e. cash flow projections
- Record of expenses and transaction costs incurred
- Record of corporate governance and voting activity.

Trustees may also use reports from an investment performance monitoring service.

33 PEER GROUP COMPARISONS

Performance details can be obtained for the 'universe' of all eligible pension schemes, both overall and broken down by asset category. This allows each pension scheme to see how it has performed compared to other schemes. Two numbers are normally considered: percentile ranking, and the difference between fund performance and median performance. For instance, a UK equity manager might have beaten the median manager by 3.2% in a particular quarter (+6.2% vs +3.0%), and been ranked in the 20th percentile, i.e. he beat 80% of the other UK equity managers in that particular universe. Similar figures are provided for each asset class, and for the fund overall.

However, some performance comparisons can be misleading. Schemes of different maturity should have different investment policies, and it makes no sense to compare the results of a fund with high equity content to that of a fund with a significant element of gilts.

Within a single asset class, such as European equities, peer group comparisons can be valid. Again, however, it is not always clear that managers are pursuing the same goals in a particular region. For example, some managers regard Australia as a 'developed' market which has little in common with the tiger economies of Asia, and so either exclude it from their Pacific Rim portfolios or give it only a minimal weighting. Others point out that by market capitalisation it is by far the largest market in the region outside Japan and construct their portfolios accordingly.

34 COMPARISON AGAINST A MARKET INDEX

Performance of a pension fund can also be measured against a relevant market index. Indices have the advantage of being available on a timely basis, their construction is transparent and their performance is unambiguous. Nevertheless, care has to be taken when selecting an index as benchmark for a manager.

Firstly, the benchmark must be appropriate. Should a UK pension fund invest only in the top 100 companies, which is what would be implied by a FTSE 100 benchmark or should it also look at mid and small-cap companies and choose the FTSE All-Share index?

Secondly, the benchmark represents a neutral position for the manager. However, an index may be dominated by one particular market, sector or company and pension fund trustees need to make sure that this is acceptable.

Thirdly, the index must be practical; some Asian indices include stocks which overseas investors are not allowed to buy.

PART3 SELECTION OF INVESTMENT PROVIDERS

CHAPTER 3 MONITORING MANAGER PERFORMANCE

If a pension fund is allocated to a balanced manager, the benchmark will be the aggregate of its constituents, for instance:

Asset Class	Benchmark %	Index
UK Equities	35	FTSE All-Share
Overseas Equities	25	FTSE All-World (ex-UK)
Corporate Bonds	10	Sterling Non-Gilts
UK Gilts	28	FTSE British Government > 15 years
Cash	2	LIBID 7 day

The overall fund benchmark return will be made up of the relative percentage of each of the above.

Summary

Trustees are required to monitor an appointed investment manager against their original selection criteria and performance objectives on an ongoing basis. The trustees should consider the manager in light of any changes they make to their investment strategy to ensure they continue to meet the trustees' objectives.

To assist in this process, investment managers are required to provide trustees with regular investment reports containing information on the portfolio's valuation, activity and performance. Performance should be measured and assessed in relation to the targets originally set by the trustees.

Self Test Questions

- List the key points that an investment manager's report should cover.
- Outline the ways in which a manager's performance can be measured.

APPENDIX

TEMPLATE RISK REGISTER

[name of the scheme]

Key

1 = Low

3 = Medium

5 = High

Overall scoring: impact x likelihood

No.	Risk Description	Current Controls and Actions	Impact	Likelihood	Risk Level	Further Possible Controls and Actions
1.	TRUSTEE ISSUES					
1.1	<p>All Trustees are properly appointed in accordance with the deeds and the law and are not conflicted</p> <p><i>All Trustees must be properly appointed and removed otherwise the Trustee board will not have the requisite power to act and may be in breach of trust and of the law. All conflicts must be declared and managed to avoid the risk of challenge.</i></p>	<ul style="list-style-type: none"> 				<ul style="list-style-type: none"> Are all Trustees validly appointed and all former Trustees validly removed? MNT / MND requirements are reviewed to ensure compliance (include in scheme calendar) Is there a Conflicts Policy and a Conflicts Register? Is there an agenda item for each meeting dealing with potential conflicts?
1.2	<p>Trustees have the necessary skill, knowledge and time to operate effectively</p> <p><i>In order to be able to carry out their role, Trustees must have a good understanding of pensions and must keep that knowledge up to date</i></p>	<ul style="list-style-type: none"> 				<ul style="list-style-type: none"> On appointment are Trustees given basic training? Are training needs for all Trustees identified and managed and is there a budget for training? Do all Trustees have the relevant governing documents for the scheme? Have the Trustees passed the Regulator's Toolkit and/or the PMI's Award in Pension Trusteeship?
1.3	<p>Trustee meetings are regular, timely and effective</p> <p><i>Trustee meetings are crucial to the running of the scheme. Without regular meetings with proper notice and supporting papers with enough time allocated to each agenda item, issues will be missed or misunderstood which may result in the Scheme not achieving its objectives.</i></p>	<ul style="list-style-type: none"> 				<ul style="list-style-type: none"> Is there a business plan and scheme calendar for planning trustee meetings? Are full agendas and papers issued in advance of meetings (at least 10 working days)? Draft minutes circulated promptly (within one week) Are systems in place for intra meeting issues to be resolved? Are the trustees aware of their powers in the scheme documents and do they have access to professional advice? Is there a process for monitoring implementation of decisions?

APPENDIX

TEMPLATE RISK REGISTER

No.	Risk Description	Current Controls and Actions	Impact	Likelihood	Risk Level	Further Possible Controls and Actions
1.4	Delegations are properly made, on agreed terms with appropriate reporting back. Delegations are reviewed regularly. <i>This applies to the use of sub-committees, in-house staff and facilities etc.</i>	•				<ul style="list-style-type: none"> • Is there a clear understanding of the trustees' responsibilities? • Are powers of delegation understood? • Each delegation considered as necessary and the terms of reference agreed and reviewed regularly • Formal reporting back & ratification of actions at Trustees' meeting
2.	ADMINISTRATION AND MEMBERSHIP					
2.1	Accurate database of all members <i>It is essential to have a full record of data. Inaccurate or incomplete data may result in incorrect benefits being paid, beneficiaries being missed or change of circumstances not being recorded.</i>	•				<ul style="list-style-type: none"> • Assess data quality and establish basepositions • Confirmation from administrators that TPR requirements for data have been met • Consider third party data review • Storage of data for former members (destruction dates) • Ensure processes are in place for employers and administrators to share information • Continued existence checks, and status check (remarriage of spouses)
2.2	Benefit Calculations <i>Data is rarely static and administration procedures should be in place for data to be updated; as circumstances change.</i>	•				<ul style="list-style-type: none"> • TP Administrators subject to own internal audit (AAF 01/06) availability of report • Stewardship reports available to trustees on regular basis • Review of benefit calculations during each annual scheme audit (around 5%) • Reconciliation of AVC (to ensure paid with main benefits)
2.3	Communication	•				<ul style="list-style-type: none"> • Regular communication – clear and unambiguous, pre-retirement process • Check standard member communications regularly • Review terms of Summary Funding Statement

APPENDIX

TEMPLATE RISK REGISTER

No.	Risk Description	Current Controls and Actions	Impact	Likelihood	Risk Level	Further Possible Controls and Actions
2.4	Protection and retention of information <i>Information and documents must be kept safe and secure and for as long as may be necessary to ensure benefits are paid to all members in accordance with their scheme entitlement</i>	•				<ul style="list-style-type: none"> Disaster Recovery Procedure – papers, computers All computer systems are backed up daily – and stored off site Safe deeds storage
3.	SCHEME SPONSOR					
3.1	Understand the nature of the sponsors business, engage in regular dialogue with the sponsors, appreciation of the obligations and options for Trustees <i>Poor or weak employer position poses risk that support for the scheme will not be available and benefits will not be paid</i>	•				<ul style="list-style-type: none"> Are the trustees aware of who has participated in the Scheme and the corporate structure? Procedures in place for regular review of employers accounts, credit rating and other financial indicators of sponsors covenant Are there agreed documents to be provided to the Trustees on a regular basis? Establish a point of contact with the Sponsors and ask for them to attend trustee meetings Consider appointing a corporate financial adviser
3.2	Regular updates to monitor any changes in the covenant considered at Trustees meetings, and consideration of whether an independent review is appropriate <i>Failure to monitor changes can result in</i>	•				<ul style="list-style-type: none"> Consider expertise available in Trustee body or third party adviser for regular reviews Independent covenant review of a regular basis as necessary
4.	FUNDING					
4.1	Actuarial Valuation	•				<ul style="list-style-type: none"> Triennial Valuation Setting technical provisions Recovery Plan Annual update
4.2	Contributions	•				<ul style="list-style-type: none"> Schedule of Contributions Monitoring payments
4.3	Contingent Assets	•				

APPENDIX

TEMPLATE RISK REGISTER

No.	Risk Description	Current Controls and Actions	Impact	Likelihood	Risk Level	Further Possible Controls and Actions
5.	INVESTMENT					
5.1	Investment objectives	•				<ul style="list-style-type: none"> • Have the trustees considered long term aims? • 5 and 20 year plans • Automatic switching to bank good returns • Buy out options for liabilities
5.2	Setting investment Strategy	•				<ul style="list-style-type: none"> • Diversification • Attitude to risk • Liquidity • Active/passive/funds • Response to market changes • Advisers
5.3	Investment managers / Custodians	•				<ul style="list-style-type: none"> • FRAG 21 or AAF 01/06 reports available • Investment advisers own internal reconciliation procedures for itself and with the custodian • Changing managers and transition • Rebalancing
5.4	Performance	•				<ul style="list-style-type: none"> • Regular investment reports provided • Monitoring by investment adviser
5.5	Cash management	•				<ul style="list-style-type: none"> • Robust disinvestment procedures in place • Cash flow monitoring • Reinvestment of funds • Approval and payment of expenses
5.6	Insurance	•				<ul style="list-style-type: none"> • Safe storage of policy documents • Review of renewal terms • Policy terms match the benefits covered

APPENDIX

TEMPLATE RISK REGISTER

No.	Risk Description	Current Controls and Actions	Impact	Likelihood	Risk Level	Further Possible Controls and Actions
6.	THIRD PARTY RELATIONSHIPS	•				
6.1	Consideration of what should be delegated, the terms under which they are delegated and reviewing performance of advisers. <i>Trustees need to understand their role and be specific about what is delegated, to whom and on what terms. Advisers have expertise and capacity to act so that scheme objectives are met and scheme funds are not wasted.</i>	•				<ul style="list-style-type: none"> • Terms of Reference – service level agreements • Regular review of schedule of delegations made to ensure still appropriate to delegate and the terms of delegation continue to be satisfactory • Procedures in place for submission and authorisation of fees
7.	REGULATORY & COMPLIANCE	•				
7.1	Documentation	•				<ul style="list-style-type: none"> • Full record of all previous deeds of the Scheme? • Storage of original documents • Details of all trustee appointments and amendments up to date and accurate • Equalisation been dealt with properly
7.2	Trustees must comply with all regulatory requirements <i>Trustees must understand their obligations of compliance and put in place procedures to monitor the requirements compliance with all regulatory requirements</i>	•				<ul style="list-style-type: none"> • Are processes in place to monitor compliance requirements and ensure they are met • Third party advisers to Schemes are required under their terms of engagement to alert the Trustees of possible compliance issues • Are the Trustees aware of notifiable events
7.3	All data held by or on behalf of the Trustees must be protected <i>Possible breaches of confidentiality and breach of the Data Protection Act</i>	•				<ul style="list-style-type: none"> • All Schemes are registered with the DPA • Compliance with the Principles of Data Protection • All advisers with access to scheme data must agree to DP principles
7.4	Complaint handling	•				<ul style="list-style-type: none"> • Is there a dispute resolution policy in place • Are systems in place to follow up where failures are identified?