

THE ACTUARIAL SOCIETY OF HONG KONG

Governance and Nomination Committee

Terms of Reference

1. Basics

The Governance and Nomination Committee (“the Committee”) of the Actuarial Society of Hong Kong (“ASHK”) operates in accordance with the policies of the ASHK. Consequently, the Committee’s Terms of Reference (“ToR”) and subsequent amendments are subject to approval of the ASHK Council (“Council”).

2. Purpose

“The Committee supports ASHK’s purpose of *“To increase the value to the community of the actuarial profession.”* by ensuring a robust corporate governance structure and attracting the right talent.

3. Scope

- A. Provide guidance on the effective management of the ASHK Office, including KPI setting, performance appraisal, and, where necessary, reviewing operational effectiveness and efficiency.
- B. Provide guidance on the sound management of ASHK’s finances, including but matters such as taxation, surplus management, income sources, and pricing.
- C. Provide guidance on the Articles of Association to ensure it is still relevant.
- D. Provide guidance on the Committee structures to ensure that they are still relevant.
- E. Provide guidance on succession planning for critical ASHK roles.
- F. Provide guidance on the nomination process for volunteer awards, advisory board members, honorary members, IAA representatives, Vice President candidates and potential Council Member candidates.
- G. Oversee the implementation of the Vice President election in conjunction with the President.
- H. Provide guidance on managing partnerships with other actuarial societies, particularly the Society of Actuaries, the Institute and Faculty of Actuaries, the Actuaries Institute (Australia), and the Casualty Actuarial Society.

4. Authority

- A. The Chairperson(s) will ensure the Committee follows the ASHK’s mission and implements action plans that are aligned with the ASHK’s best interests and strategic priorities.
- B. The Chairperson(s) will coordinate decision-making and planning activities in consultation with Committee members to accomplish action plans.
- C. The Chairperson(s) may assign particular Committee members to lead projects and or sub-committees, conduct parts of any meetings and other tasks within the

Committee's authority and scope.

- D. The ASHK Council has the right of final decision and interpretation on all proposals or agreements recommended by the Committee.

5. Membership

- A. The Chairperson(s) shall determine the optimal number of members in the Committee at any particular time.
- B. The Chairperson(s) will select and recommend interested ASHK members to join the Committee in consultation with Committee members.
- C. Appointments to the Committee are on an annual basis. Both new appointments and reappointments are subject to approval by the Chairperson(s). However, the membership of the Committee may be terminated if a Committee member resigns by notice in writing to the Chairperson(s) or fails to attend at least half of the Committee meetings in a calendar year.

6. Meeting arrangements

- A. The Chairperson(s) will schedule and conduct at least two meetings a year at appropriate times. The frequency and timing of meetings may differ according to the Committee's need to discharge its role and activities effectively.
- B. Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend all or part of any meetings as and when deemed appropriate and necessary by the Committee.
- C. The meetings may be held in person, by video conference or by telephone conference. A quorum shall exist when half of its members are present (including participation by video conference or by telephone conference).
- D. The Chairperson(s) will distribute meeting agenda and minutes to Committee members.
- E. Matters of the Committee shall be decided by a majority of votes in favour. Each Committee member shall have one vote. In the case of an equality of votes, the Chairperson(s) shall have a second or casting vote. However, the above does not apply if the Chairperson(s) is/are not to be counted as participating in the decision-making process for quorum or voting purposes.

7. Reporting

- A. The Committee will submit meeting minutes to Council.
- B. The annual summary of activities will be submitted to Council to be included in the ASHK Annual Report.
- C. Deliverables where appropriate shall be made reference to the Articles of Association and By-Law (e.g. Due Process for the Development of Professional Standards and Guidance Notes) as well as any other guidelines as issued by the ASHK.

8. Resources and budget

The budget for any activities of the Committee shall be approved by Council.

9. Deliverables

- A. Complete the annual KPI framework and performance appraisal report for the ASHK Office, along with an operational review report when required.
- B. Review the annual financial budget and conduct regular budget reviews, providing recommendations for corrective actions if necessary.
- C. Generate a comprehensive nomination list for volunteer awards, advisory board members, honorary members, IAA representatives, Vice President candidates, and potential Council Member candidates.
- D. Ensure the successful and proper implementation of the Vice President election process.
- E. Maintain smooth and stable management of partnerships with other actuarial societies.

10. Review

The Terms of Reference will be reviewed at least once a year.

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