



# Recommendation of the Council on Guidelines for Pension Fund Governance

**OECD Legal  
Instruments**

This document is published under the responsibility of the Secretary-General of the OECD. It reproduces an OECD Legal Instrument and may contain additional material. The opinions expressed and arguments employed in the additional material do not necessarily reflect the official views of OECD Member countries.

This document, as well as any data and any map included herein, are without prejudice to the status of or sovereignty over any territory, to the delimitation of international frontiers and boundaries and to the name of any territory, city or area.

For access to the official and up-to-date texts of OECD Legal Instruments, as well as other related information, please consult the Compendium of OECD Legal Instruments at <http://legalinstruments.oecd.org>.

**Please cite this document as:**

OECD, *Recommendation of the Council on Guidelines for Pension Fund Governance*, OECD/LEGAL/0336

Series: OECD Legal Instruments

© OECD 2025

---

This document is provided free of charge. It may be reproduced and distributed free of charge without requiring any further permissions, as long as it is not altered in any way. It may not be sold.

This document is available in the two OECD official languages (English and French). It may be translated into other languages, as long as the translation is labelled "unofficial translation" and includes the following disclaimer: *"This translation has been prepared by [NAME OF TRANSLATION AUTHOR] for informational purpose only and its accuracy cannot be guaranteed by the OECD. The only official versions are the English and French texts available on the OECD website <http://legalinstruments.oecd.org>"*

---

---

## Background Information

The Recommendation on Guidelines for Pension Fund Governance was adopted by the OECD Council on 28 April 2005 on the proposal of the Insurance and Private Pensions Committee and its Working Party on Private Pensions. The Guidelines, which formed an integral part of the Recommendation, addressed several of the regulatory concerns that arose in the establishment and operation of pension funds. The Guidelines aimed, inter alia, to provide guidance to Adherents on the regulation of the governance of pension funds, which includes the legal form and structure of the pension entity as well as the interactions and relationship between the different parties involved in the management of the pension fund and the plan members. The Recommendation was abrogated on 28 June 2012 following the incorporation of the text of the OECD-IOPS Guidelines in the 2009 OECD Recommendation on the Core Principles of Occupational Pension [[OECD/LEGAL/0373](#)].

**THE COUNCIL,**

**HAVING REGARD** to Article 5 b) of the Convention on the Organisation for Economic Co-operation and Development of 14 December 1960;

**CONSIDERING** that the OECD Ministers agreed in 2002 "that implementation of best practices in corporate and financial governance entails an appropriate mix of incentives, balanced between government regulation and self-regulation. [They] seek to improve such governance to enhance transparency and accountability and thereby strengthen investor confidence and the stability and resilience of financial markets";

**CONSIDERING** that the integrity of financial institutions depends not only on regulation and supervision, but also on the quality of governance practices within financial institutions;

**CONSIDERING** that the specificity of the risks and responsibilities faced by pension funds call for specific guidance on governance in addition to the more general standards provided by the revised OECD Principles of Corporate Governance [C(2004)61];

**CONSIDERING** that the Guidelines for Pension Funds Governance (hereinafter called the "Guidelines") complement the revised OECD Principles of Corporate Governance and that the Steering Group on Corporate Governance in October 2004 expressed the view that the Guidelines for Pension Funds Governance are fully compatible and consistent with the revised Principles;

**CONSIDERING** that the Guidelines address several of the regulatory concerns that arise in the establishment and operations of pension funds;

**CONSIDERING** that regulations on pension funds governance need to be guided under the overriding objective of pension funds which is to serve as a secure source of retirement incomes;

**NOTING** that while the Guidelines identify good practices in pension fund regulation, their implementation may be conducted through other means;

**CONSIDERING** that the Guidelines are based on previous work carried out by the Working Party on Private Pensions in this area and complement the Recommendation of the Council on Core Principles of Occupational Pension Regulation [C(2004)41] which was endorsed by the Council in April 2004;

**CONSIDERING** in addition that the Guidelines have been elaborated on the basis of experiences of Member countries and relevant international institutions and organisations;

**RECOGNISING** that evolutions of the pension funds structure or functioning or/and in the revised OECD Principles of Corporate Governance may call for further updating and adaptations of these Guidelines;

**On the proposal of the Working Party on Private Pensions and the Insurance Committee;**

**I. RECOMMENDS** that Member Countries invite public authorities and pension entities to ensure an adequate and efficient governance framework for pension funds, having regard to the contents of the Annex to this Recommendation of which it forms an integral part.

**II. INVITES** Member Countries to disseminate these Guidelines among pension funds;

**III. INVITES** non-member economies to take account of the terms of this Recommendation and, if appropriate, to adhere to it under conditions to be determined by the Insurance Committee.

**IV. INSTRUCTS** the Insurance Committee and the Working Party on Private Pensions to exchange information on progress and experiences with respect to the implementation of this Recommendation, review that information and report to the Council within three years of its adoption, or sooner, and, as appropriate, thereafter.

## ANNEX

### GUIDELINES FOR PENSION FUND GOVERNANCE

The following Guidelines are applicable to *autonomous, collective or group pension funds that support private occupational pension plans*. In some countries, they may also be appropriate for pension funds established under personal pension arrangements. Their practical implementation may vary from country to country, the aim being that the underlying objectives of the Guidelines are met.

These Guidelines are consistent and compatible with the revised Principles of Corporate Governance [C(2004)61], which they complement.

*- Regulations on pension funds governance need to be guided under the overriding objective that pension funds are set up to serve as a secure source of retirement incomes.*

#### I. GOVERNANCE STRUCTURE

*- The governance structure should ensure an appropriate division of operational and oversight responsibilities, and the accountability and suitability of those with such responsibilities.*

##### 1. Identification of Responsibilities

There should be a clear identification and assignment of operational and oversight responsibilities in the governance of a pension fund. To the extent that a pension entity is established that owns the pension fund on behalf of plan/fund members, the legal form of this entity, its internal governance structure, and its main objectives should be clearly stated in the pension entity's statutes, by-laws, contract or trust instrument, or in documents associated with any of these. If the pension fund is established as a separate account managed by financial institutions, the pension plan or contract between plan sponsors/members and the financial institution should clearly state the responsibilities of the latter with respect to the management of the pension fund.

##### 2. Governing Body

Every pension fund should have a governing body<sup>1</sup> vested with the power to administer the pension fund and who is ultimately responsible for ensuring the adherence to the terms of the arrangement and the protection of the best interest of plan members and beneficiaries. The responsibilities of the governing body should be consistent with the overriding objective of a pension fund which is to serve as a secure source of retirement income. The governing body should not be able to completely absolve itself of its responsibilities by delegating certain functions to external service providers. For instance, the governing body should retain the responsibility for monitoring and oversight of such external service providers.

##### 3. Expert Advice

Where it lacks sufficient expertise to make fully informed decisions and fulfil its responsibilities the governing body could be required by the regulator to seek expert advice or appoint professionals to carry out certain functions.

##### 4. Auditor

An auditor, independent of the pension entity, the governing body, and the plan sponsor, should be appointed by the appropriate body or authority to carry out a periodic audit consistent with the needs of the arrangement. Depending on the general supervisory framework, the auditor should report promptly to the governing body and - if the governing body does not take any appropriate remedial action - to the competent authorities wherever he or she becomes aware, while carrying out his or her tasks, of certain facts which may have a significant negative effect on the financial situation or the administrative and accounting organisation of a pension fund.

##### 5. Actuary

An actuary should be appointed by the governing body for all defined benefit plans financed via pension funds. As soon as the actuary realises, on performing his or her professional or legal duties, that the fund does not or is unlikely to comply with the appropriate statutory requirements and depending on the general supervisory framework, he or she shall inform the governing body and - if the governing body does not take any appropriate remedial action - the supervisory authority without delay.

## **6. Custodian**

Custody of the pension fund assets may be carried out by the pension entity, the financial institution that manages the pension fund, or by an independent custodian. If an independent custodian is appointed by the governing body to hold the pension fund assets and to ensure their safekeeping, the pension fund assets should be legally separated from those of the custodian. The custodian should not be able to absolve itself of its responsibility by entrusting to a third party all or some of the assets in its safekeeping.

## **7. Accountability**

The governing body should be accountable to the pension plan members and beneficiaries and the competent authorities. The governing body may also be accountable to the plan sponsor to an extent commensurate with its responsibility as benefit provider. In order to guarantee the accountability of the governing body, it should be legally liable for its actions.

## **8. Suitability**

The governing body should be subject to minimum suitability standards in order to ensure a high level of integrity and professionalism in the administration of the pension fund.

## **II. GOVERNANCE MECHANISMS**

*- Pension funds should have appropriate control, communication, and incentive mechanisms that encourage good decision making, proper and timely execution, transparency, and regular review and assessment.*

## **9. Internal Controls**

There should be appropriate controls in place to ensure that all persons and entities with operational and oversight responsibilities act in accordance with the objectives set out in the pension entity's by-laws, statutes, contract, or trust instrument, or in documents associated with any of these, and that they comply with the law. Such controls should cover all basic organisational and administrative procedures; depending upon the scale and complexity of the plan, these controls will include performance assessment, compensation mechanisms, information systems and processes, and risk management procedures.

## **10. Reporting**

Reporting channels between all the persons and entities involved in the administration of the pension fund should be established in order to ensure the effective and timely transmission of relevant and accurate information.

## **11. Disclosure**

The governing body should disclose relevant information to all parties involved (notably pension plan members and beneficiaries, supervisory authorities, etc.) in a clear, accurate, and timely fashion.

## **12. Redress**

Pension plan members and beneficiaries should be granted access to statutory redress mechanisms through at least the regulatory/supervisory authority or the courts that assure prompt redress.

---

<sup>1</sup> The governing body may also be an administrator.

## About the OECD

The OECD is a unique forum where governments work together to address the economic, social and environmental challenges of globalisation. The OECD is also at the forefront of efforts to understand and to help governments respond to new developments and concerns, such as corporate governance, the information economy and the challenges of an ageing population. The Organisation provides a setting where governments can compare policy experiences, seek answers to common problems, identify good practice and work to co-ordinate domestic and international policies.

The OECD Member countries are: Australia, Austria, Belgium, Canada, Chile, Colombia, Costa Rica, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Korea, Latvia, Lithuania, Luxembourg, Mexico, the Netherlands, New Zealand, Norway, Poland, Portugal, the Slovak Republic, Slovenia, Spain, Sweden, Switzerland, Türkiye, the United Kingdom and the United States. The European Union takes part in the work of the OECD.

## OECD Legal Instruments

Since the creation of the OECD in 1961, around 460 substantive legal instruments have been developed within its framework. These include OECD Acts (i.e. the Decisions and Recommendations adopted by the OECD Council in accordance with the OECD Convention) and other legal instruments developed within the OECD framework (e.g. Declarations, international agreements).

All substantive OECD legal instruments, whether in force or abrogated, are listed in the online Compendium of OECD Legal Instruments. They are presented in five categories:

- **Decisions** are adopted by Council and are legally binding on all Members except those which abstain at the time of adoption. They set out specific rights and obligations and may contain monitoring mechanisms.
- **Recommendations** are adopted by Council and are not legally binding. They represent a political commitment to the principles they contain and entail an expectation that Adherents will do their best to implement them.
- **Substantive Outcome Documents** are adopted by the individual listed Adherents rather than by an OECD body, as the outcome of a ministerial, high-level or other meeting within the framework of the Organisation. They usually set general principles or long-term goals and have a solemn character.
- **International Agreements** are negotiated and concluded within the framework of the Organisation. They are legally binding on the Parties.
- **Arrangement, Understanding and Others:** several other types of substantive legal instruments have been developed within the OECD framework over time, such as the Arrangement on Officially Supported Export Credits, the International Understanding on Maritime Transport Principles and the Development Assistance Committee (DAC) Recommendations.