MINUTES
CAS BOARD OF DIRECTORS MEETING
NOVEMBER 9, 2014
New York, New York

PRESENT

Board Chair: Gary Josephson
President: Wayne Fisher
President Elect: Robert Miccolis
CAS Executive Director: Cynthia Ziegler

American Academy of Actuaries Liaison to the CAS Board: Mike Angelina

Incoming Board Members: Kendra Felisky, Barry Franklin, Wes Griffiths, Camille Minogue, Hemant Shah, Rob Walling.

Vice Presidents: Jeff Courchene, International; Roosevelt Mosley, Marketing and Communications; Chris Nyce, Administration; Virginia Prevosto, Admissions; Julie Stenberg, Professional Education; Alice Underwood, Research and Development.

Incoming Vice President: David Cummings, Research and Development

Other Attendees: Mike Boa, Chief Communications Officer, CAS Staff; Chris Carlson, Chair, Task Force for the Review and Update of CAS Principles; Rich Fein, Chair, CAS Task Force; Aaron Halpert, Co-Chair, CAS Innovation Council and Chair, Leadership Development Committee; Todd Rogers, Chief Financial Officer.

Observers: Daniel Roth

Gary Josephson called the meeting to order at 8:00 a.m. EST on November 9, 2014.

I. APPROVAL OF AGENDA
A motion to approve the meeting agenda was approved unanimously.

II. CONSENT ITEMS
A motion to approve the following consent items was made:

A. Board Meeting Minutes
   There was a recommendation to approve the minutes of the August 21, 2014 and September 2, 2014 Board meetings as written.

B. Ratify Executive Session Items
   There was a recommendation to ratify the actions taken during Executive Sessions during the August 21, 2014 and September 2, 2014 Board meetings. Actions included:
   - The Board elected the following appointed directors for one-year terms: Frank Majors, Brad Monterio and Hemant Shah.
- The Board nominated Wesley Griffiths to fill the two-year unexpired term of Steve Lowe, who was elected 2014-15 President-Elect, pending ratification by the Fellows during the CAS Annual Meeting Business Session on November 10, 2014.

C. Board and Chair Position Descriptions
   There was a recommendation to affirm the position description of the CAS Board of Directors as amended and approve the position description of the CAS Board chairperson as presented.

D. Discipline Committee Membership
   There was a recommendation to approve the members of the Discipline Committee as presented.

E. Nominating Committee Membership
   There was a recommendation to approve the members of the Nominating Committee as presented.

F. Transition Rule for Exam ST
   There was a motion to approve a transition rule for Exam ST as presented.

G. Basic Education Waiver Policy
   There was a recommendation to approve the clarifications to the CAS Basic Education Exam Waiver Policy, along with Interpretive Rules related to North American universities.

The motion to approve the items listed above was carried unanimously.

III. CAS CORE PURPOSE
Gary Josephson introduced this agenda item by explaining that the Board had expressed a desire during the Board Retreat held in August to review and discuss the core purpose of the CAS. Bob Miccolis explained why it is important for the CAS to have a clear articulation of what role it serves for its key stakeholders, how it serves that role, and why it serves that role. When these three pieces are aligned, it provides a filter through which to make decisions and inspire behavior. To seed the Board discussion, Bob and Steve Lowe each prepared thought pieces attempting to articulate the answers to these questions for the CAS, and they both provided their perspectives to the Board, with individual Board members offering various comments on the differing approaches. Gary concluded by stating that the Board discussion wasn’t expected to result in a definitive articulation for the CAS at this time, but that the Board would continue the discussion at future Board meetings.

IV. CAS GROWTH OPPORTUNITIES
Bob Miccolis introduced Rich Fein, chair of a newly formed CAS task force, who joined the Board meeting for this discussion item. Bob and Rich provided an update for the Board on the formation of a task force to explore CAS growth opportunities.

The Board unanimously passed a motion to evaluate the feasibility of potential opportunities and to develop a recommendation as to whether the CAS should proceed further.

V. RMC COLLABORATIVE ACTIVITIES ASSESSMENT
Ann Conway, Chair of the CAS Risk Management Committee (RMC), presented an update on the 2014 RMC Collaborative Activities Assessment. At a prior Board meeting, the Board had approved the recommendations in the report, subject to the EC reviewing and identifying any additional issues that the Board should consider before implementing each recommendation. The EC considered the recommendations and offered comments. With there being no further discussion of the recommendations among the Board, the next step is for the EC to implement the recommendations.
VI. INNOVATION COUNCIL
Aaron Halpert, co-chair of the CAS Innovation Council, gave an update on the work of the Council. He provided an overview of the work accomplished to date, including the presentation of the first webinar in the Actuarial Innovator Profile Series and the contribution to the innovation program of the 2014 CAS Leadership Summit. Aaron also described projects the Innovation Council plans to address in 2015.

VII. PROFESSIONALISM POLICY REVIEW TASK FORCE UPDATE
Chris Nyce led the discussion on the Professionalism Policy Review Task Force (PPR Task Force), which was formed to re-examine the CAS CE Policy and recommend clarifications. Chris provided an overview of the proposed changes to the Policy. Most notably, the Task Force is recommending removal of the Alternative Compliance Provision due to misunderstandings with the Provision among the membership. Other clarifications are also offered by the Task Force.

There was a motion to:
- Approve the changes to the CAS CE Policy as presented.
- Authorize the PPR Task Force for another fiscal year to pursue the professionalism goals articulated as part of the strategic plan and incorporated into the VP-Administration goals.

The motion was seconded and approved unanimously.

VIII. AMERICAN ACADEMY OF ACTUARIES UPDATE
Mike Angelina, American Academy of Actuaries Liaison to the CAS Board, gave a report on the Academy and Casualty Practice Council.

IX. 2015 CAS OFFICE MOVE
Cynthia Ziegler and Todd Rogers briefed the Board on the status of the CAS Office lease and on-going search for alternative office space. They described the notional CAS Office for 2025 that includes 46 staff members, up from the 33 currently on staff. There was support among the Board for identifying new office space that can accommodate the plans to expand the staff, in light of the CAS’s current and expected growth in candidates and members.

There was a motion to:
   a. Authorize the Executive Director to negotiate a lease for office space within the following specified guidelines.
      - Rent not to exceed $45.00 per square foot.
      - Space not to exceed 11,000 square feet, with an option to obtain an additional 5,000 square feet in contiguous space preferred.
      - 10 year lease, with option to renew preferred.
      - Location in Ballston area of Arlington.
      - Up to $5 ft² to cover ‘soft’ costs related to move.
   b. Authorize the Executive Director and CFO to select the specific site.
   c. Authorize the Executive Director to execute a lease within the above stated guidelines.

The motion was approved with 17 voting in favor and one against.

X. EXECUTIVE SESSION
Following a break for lunch, the Board went into Executive Session at 1:00 p.m. EST. Open session reconvened at 1:30 p.m. EST.
XI. PLANNING ADVISORY COMMITTEE
Bob Miccolis provided an update on the work of the Planning Advisory Committee (PAC), which has a short-term goal to reconcile the current CAS strategic goals, the current strategic objectives, and the current annual goals. The PAC is reviewing gaps and overlaps that exist between the current annual goals and the strategic goals.

The timing of the annual CAS Leadership Summit was discussed, and it was suggested that the timing of the Summit should be considered with the schedule for the annual planning cycle. It was also suggested that the PAC should examine the effectiveness of CAS cycle reports.

XII. LEADERSHIP DEVELOPMENT COMMITTEE UPDATE
Aaron Halpert, Chair of the Leadership Development Committee, provided an update on the work of the Committee. He explained that the 2014 focus of the Committee was on three work-streams: training, mentoring, and business analytics for leadership identification. Aaron also described planned Committee initiatives for 2015, and the Board expressed support for the goals as outlined, including the development of an advanced leadership training program.

XIII. STATEMENT OF PRINCIPLES REGARDING PROPERTY AND CASUALTY UNPAID CLAIMS ESTIMATES
Chris Carlson, Chair of the Task Force for the Review and Update of CAS Principles, led the discussion on the proposed Statement of Principles Regarding Property and Casualty Unpaid Claims Estimates. He explained that in November of 2013, the Board approved release of the second exposure draft of the Statement of Principles and a total of 11 individuals or firms provided comments and suggestions. The Task Force reviewed and discussed the comments received on the exposure draft and subsequently made changes to the proposed Statement. A majority of the rewording provides additional clarity for the previous Statement draft wordings. The most material change in the Statement is the elimination of Principle 4. The Task Force is seeking Board input on whether the changes are material enough to require an additional round of membership exposure prior to adoption.

There was a motion that the Board adopt the Statement of Principles Regarding Property and Casualty Unpaid Claims Estimates and withdraw the Statement of Principles Regarding Property and Casualty Loss and Loss Adjustment Expense Reserves.

The motion was approved with 16 voting in favor, one opposed, and one abstention.

XIV. INFORMATION ITEMS
The following items were presented for the Board’s information
a. Minutes of August 22 and September 18 EC Meetings
b. Board Delegated Items Update
c. 2014-15 Presidential Goals
d. 2014-15 Final EC Goals
e. President's Position Description
f. FY 2014 Financial Statements
g. University Engagement Update
h. Brand Marketing Implementation Task Force Update
i. Education Structure Implementation Task Force Update
j. 2014-15 Board and EC Meeting Dates
k. The Actuarial Foundation of Canada Annual Report
l. Highlights of 2014 Centennial Event
m. 2014-15 Executive Director Goals
n. 2014-15 CAS Office Goals
o. Fourth Cycle Reports – Vice Presidents
p. Fourth Cycle Reports – Staff
q. GIRO Report
r. Vital Stats
s. JRMS 2014 Accomplishments and Goals
t. Regional Affiliates Reports
   • Midwestern Actuarial Forum (MAF)
   • Casualty Actuaries of New England (CANE)
   • Casualty Actuaries of the Mid-Atlantic Region (CAMAR)
   • Casualty Actuaries of the Mid-Atlantic Region (CSAF)
   • Casualty Actuaries in Europe (CAE)
u. Annual Reports
   • Discipline Committee Annual Reports
   • CAS Research Annual Report
   • The Actuarial Foundation Annual Report
   • Annual Variance Inventory Report

There was a motion to adjourn the meeting of the 2013-2014 Board of Directors of the CAS.

This motion was seconded and approved unanimously. Gary Josephson declared the meeting adjourned at 3:40 p.m. EST.

XV. 2014 – 2015 BOARD CONVENES
Wayne Fisher called to order the meeting of the incoming Board. He welcomed the new Board members and outlined the agenda items for the short inaugural meeting of the new Board.

Wayne asked the members of the Board, Executive Council, and staff to sign and return the conflict of interest form to the CAS Office. He then led a short brainstorming session to begin the process of identifying agenda priorities for the coming year. He explained that members of the Board will be asked to prioritize the issues for the planning of future Board agendas. Board members also will be asked for their input on which Board-level committees they wish to serve.

There was a motion to adjourn the meeting. This motion was seconded and approved unanimously. Wayne declared the meeting adjourned at 4:00 p.m. EST.

Respectfully submitted,

J. Michael Boa
Chief Communications Officer

Approved: December 2, 2014