



REQUEST FOR PROPOSAL

GOVERNANCE REVIEW

CAS Governance Committee Chair

Kris DeFrain, FCAS, MAAA, CPCU
Director of Research and Actuarial Services
National Association of Insurance Commissioners
CAS Board of Directors
kdefrain@naic.org
816-783-8229

CAS Staff Contact

Todd Rogers
Chief Financial Officer
Casualty Actuarial Society
4350 Fairfax Dr., Ste. 250
Arlington, VA 22203
trogers@casact.org
703-562-1720

RFP for Governance Consultant

The Board of the Casualty Actuarial Society (CAS) is currently seeking proposals for review and recommendations to enhance the membership association's governance system. Preference is for a consultant with experience and expertise in working with professional membership associations and Board of Directors' governance. The consultant's product will include recommendations to align and comply with governance best practices for professional membership organizations, with focus on the overall governance structure, Board policies and procedures, and roles and responsibilities.

ORGANIZATIONAL BACKGROUND

The CAS is a leading international organization for credentialing and professional education. Founded in 1914, the CAS is the world's only actuarial organization focused exclusively on property and casualty risks and serves over 9,800 members worldwide. CAS members are experts in property and casualty insurance, reinsurance, finance, risk management and enterprise risk management. Professionals educated by the CAS empower business and government to make well-informed strategic, financial, and operational decisions.

The purposes of the Casualty Actuarial Society are:

- to advance the body of knowledge of actuarial science applied to general insurance, including property, casualty and similar risk exposures;
- to expand the application of actuarial science to enterprise risks and systemic risks;
- to establish and maintain standards of qualification for membership;
- to promote and maintain high standards of conduct and competence;
- to increase the awareness of actuarial science;
- and, to contribute to the well-being of society as a whole.

Volunteerism is a core value of the CAS and over 1/3 of CAS members give back to the Society by volunteering. The CAS uses a member-led staff-empowered system of operation.

The organization is a not-for-profit professional membership organization (501c6) incorporated under the laws of the State of Illinois.

STATEMENT OF PROBLEM/SCOPE OF WORK

CAS invites experienced firms and consultants who can demonstrate their ability to perform, and who have personnel with a proven record of success in providing governance reviews. The consultant will work in partnership with the Board's Governance Committee, which includes Board members, the CAS CEO, and the CFO.

In consideration of current CAS Bylaws and Constitution and the CAS being a member-led and staff-empowered organization, CAS requires services to examine its governance approach or model; appropriate Board committee establishment and Board Committee charter development; roles and responsibilities for the Board, Executive Council, and senior staff; and coordinated and consistent rules and procedures. The CAS wants to use current best practices to revise organizational policies to ensure that the goals of good governance and accountability to stakeholders are met.

The Governance Review will consist of the following components, although not restricted to only these items:

- Governance policies and procedures: Improve Board and Board Committee policies and procedures, including documentation, communication with and to members, attendance (who can attend), and disclosure of Board documents.
- Governance structure: Improve the CAS governance structure using best practices so we can effectively implement strategy in a streamlined way. Establish or improve Board committee structure, Board committee composition (e.g., Board members, CAS members, CAS staff); Board committee attendance (who can attend); and Board Committee charters. Make recommendations for streamlining governing structure for Board, EC, Executive Leadership Group ELG, OOC. Define types of groups (e.g., Committee, Task Force, Working Group).
- Roles, responsibilities, and authority: Clarify roles and responsibilities for the CAS Board, Board Committees, Executive Leadership Group (ELG), Executive Council (EC), each Vice President on the EC, CEO, and others, as needed. Identify best practices of each position's authority, other committee leadership and staff authority, and level at which different types of decisions should be made. Identify an appropriate assignment of operational and administrative aspects of operations to the Executive Council, OOC, other non-Board groups, and staff.
- Key Performance Indicators (KPIs): Recommend how the KPIs fit within the governance framework and advise how to implement the Board's KPIs.
- Best Practices: Identify best practices of other membership association Boards regarding Board/CEO accountability, Board agendas, communications to members, transparency, and structure.
- Training: Identify best practices for governance orientation and skills maintenance.

This Review process should include the following actions:

- Interview the CAS Board, Board Committee leadership, the Executive Council, the CEO and senior staff team to identify key potential governance improvement areas. If schedules align, hold meetings with the Board during in-person Board meetings.
- Collaborate with CAS designated volunteers and staff to gather each of the stakeholders' views about the organization's governance via interviews, focus groups, surveys, etc.
- Recommend ways to solicit member feedback on governance issues and proposals.

CAS' CURRENT GOVERNANCE STRUCTURE

Currently the CAS Board is comprised of 15 Fellows (highest educational level) of the CAS and up to three (3) additional individuals as follows:

- Twelve elected members (four per year).
- President (ex officio)
- President-Elect (ex officio)
- Immediate Past President (ex officio) (Chairperson)
- Up to three (3) appointed individuals (usually non-members elected by the Board)

Tenure: Elected members serve for three-year terms; ex-officio members serve while holding the office generating service on the Board; appointed members serve a term of one year, renewable for up to three years.

Role: The principal role of the Board is to:

- Set policy;
- Set strategic direction;
- Establish, review, and monitor long-term plans; and
- Ensure that appropriate financial and operational plans are in place.

Within the current framework:

- All operational and administrative aspects of operations are the province of the Executive Council, other non-Board groups, and staff.
- An individual Board member's responsibility is to 1) attend Board meetings and participate in dealing with issues that are brought to the Board for consideration or action; 2) be proactive in identifying issues and items for Board consideration and action; 3) serve as ambassadors of the CAS, communicating its policies, plans and direction; 4) actively contribute to Board committees and task forces. (Board members provide service beyond Board Meetings.)

Accountability: The Board of Directors is accountable to the membership. The CEO is accountable to the Board.

PROPOSAL GUIDELINES AND BUDGET

This RFP represents the requirement for an open and competitive process. Proposals will be accepted until Dec. 2, 2022.

Proposals should include any and all proposed fees including, but not limited to consulting fees, travel costs, additional expertise that may need to be leveraged, and any additional time spent beyond the initial scope of work. All costs must be itemized to include an explanation of all fees and costs.

If the consultant submitting a proposal must outsource or contract any work to meet the requirements contained herein, this should be clearly stated in the proposal.

Contract terms and conditions will be negotiated upon selection of the vendor. All contractual terms and conditions will be subject to review by CAS's legal counsel and will include scope, budget, schedule, and other necessary items pertaining to the project.

Request for Proposal Timeline:

Proposals must be received by December 1, 2022. Send to Todd Rogers, CAS Chief Financial Officer, at trogers@casact.org. Evaluation of proposals will be conducted from Dec. 2, 2022, to Jan. 1, 2023. If additional information or discussions are needed with any vendors during this window, the vendor(s) will be notified.

The decision for the consultant chosen will be made and communicated no later than Jan. 1, 2023, for immediate movement on the scope of work.

Project Timeline:

- Request for Proposals (RFP) released – Nov. 11, 2022
- RFP submissions due – Dec. 2, 2022

- Selection of Consultant – Jan. 1, 2023
- Project Timeline and Scope of Work Reviewed/Finalized – Feb. 1, 2023
- Consultant Delivers Approach/Methodology to Addressing Problem Statement/Scope of Work – Feb. 15, 2023
- Consultant Completes Data Collection and Interviews (On-site if necessary) and provides summaries to the CAS Governance Committee – March 15, 2023
- Consultant Delivers Initial Draft of Recommendations Report to the CAS Governance Committee – April 1, 2023
- Review and Feedback on Draft Provided by CAS Governance Committee – April 15, 2023
- Final Report and Recommendations Delivered – May 1, 2023
- Review of Recommendations with CAS Board of Directors – tbd

What to Include:

Vendors should provide the following items as part of their proposal for consideration:

- A description of how their proposal will address the questions outlined in the statement of problem/scope of work section.
- Examples of other clients/associations/projects similar in nature where the consultant has successfully performed similar work within a similar scope.
- Staff bios.
- Anticipated time you (or staff) will assign to this project.
- Anticipated consulting cost to address the scope of work.
- Description of any out-sourcing and the scope of that work.
- Additional costs, both direct and indirect, to the Association beyond the fee to address the scope of work (potential travel/lodging, potential technology costs, etc.).
- References from professional membership associations the consultant worked with previously.

PROPOSAL EVALUATION CRITERIA

CAS is a membership-based, non-profit professional association and is searching for proposals from vendors that showcase demonstrated expertise in governance. CAS will evaluate all proposals based on the following criteria. To ensure consideration for this RFP, your proposal should be complete and include all of the following criteria:

- Overall Proposal Suitability – Proposal must meet the scope and needs as described in the RFP and should be presented in a clear and organized manner.
- Subject Matter Experience – Consultants will be evaluated on their experience as it pertains to the scope of this project and their experience with professional membership associations. Consultants will include references.
- Value and Cost – Consultants will be evaluated on the cost of their proposal based on the work to be performed in accordance with the scope of this project.

Each consultant must submit a PDF copy of their proposal to Todd Rogers, CAS Chief Financial Officer, via email at trogers@casact.org by no later than Dec. 2, 2022.