

**POSITION DESCRIPTION  
FOR THE BOARD OF DIRECTORS  
(Amended November 10, 2019)**

1. Incumbency. The Board of Directors will be comprised of fifteen Fellows and up to three additional individuals as follows:
  - Twelve elected members (four per year, elected by the Fellows).
  - Up to three appointed individuals (can include non-members; elected by the Board)
  - President (*ex officio*)
  - President-Elect (*ex officio*)
  - Immediate Past President (*ex officio*) (Chairperson)
2. Tenure. Elected members will serve for three-year terms; *ex officio* members will serve while holding the office generating service on the Board; appointed members will serve a term of one year, renewable for up to three years.
3. Role. The principal role of the Board will be to:
  - a) Set policy;
  - b) Set strategic direction;
  - c) Establish, review, and monitor long term plans; and
  - d) Ensure that the appropriate financial and operational controls are in place.

Within this framework:

- a) All operational and administrative aspects of operations are the province of the Executive Council.
  - b) An individual Board member's responsibility is not only to participate in dealing with issues that are brought to the Board for consideration and action, but also extends to being proactive in identifying issues and items for Board consideration and action.
  - c) Board members shall serve as ambassadors of the CAS, communicating its policies, plans, and direction; and actively contribute to Board committees and task forces. Service beyond attendance at Board meetings is necessary and expected.
4. Accountability. The Board of Directors is accountable to the membership. Members of the Board will adhere to the Board Meeting Attendance Policy and Board of Director Conduct Guidelines.

5. Duties. The Board shall perform the following duties:
- a) Elect the Vice Presidents.
  - b) Discipline members.
  - c) Annually approve the budget of the CAS and CAS Institute.
  - d) Approve investment policy.
  - e) Authorize publications.
  - f) Promulgate statements of principles including approval of the release of exposure drafts.
  - g) Appoint and supervise the operation of the following committees:
    - i. Audit
    - ii. Discipline
    - iii. Leadership Development
    - iv. Nominating
    - v. Risk Management
    - vi. The CAS Institute Board
    - vii. Various Task Forces, as may be necessary.
  - h) Direct the vote of the CAS delegate to the International Actuarial Association (IAA) with respect to proposed IAA public expressions of professional opinion.
  - i) Maintain liaison with the Casualty Practice Council of the American Academy of Actuaries.
  - j) Enter into contracts. Certain contracts are delegated as shown in the position descriptions of the Vice Presidents and the Chief Executive Officer.
  - k) Evaluate Board performance; contribute to the evaluation of the Chief Executive Officer's Performance.
  - l) Express statements of public opinion as specified in the CAS Constitution.
  - m) Act on any other matter not specifically enumerated above which concerns the well-being of the CAS.

Within this framework, the Board specifically delegates the following Board duties to the Executive Council (delegated on February 23, 1984):

- Prescribe Admission requirements.
- Admit new members.
- Authorize the creation and discharge of committees.
- Call meetings of the CAS.
- Act on applications to create Regional Affiliates.
- Act on applications to create Special Interest Sections.
- Approve the President's Position Description

The Board may delegate any of the enumerated duties to the Executive Council except for items (a), (b), (c), (d), (f), (g), (k), and (l) above.

6. Authority. The Board has authority to act on behalf of the Casualty Actuarial Society in all respects except those prohibited by the Constitution and Bylaws of the Society, explicitly or by implication.

## **CAS Board Chair Position Description**

1. Incumbency. The Immediate Past President is the ex officio chairperson of the Board of the Casualty Actuarial Society.
2. Tenure. The term of the Board chairperson is one year.
3. Role. The principal role of the chairperson is to:
  - a. Establish the Board agenda, working with the President, the President-Elect and the Chief Executive Officer.
  - b. Manage the discussion of the agenda at the Board meeting.
  - c. Ensure the transmission of Board actions to the appropriate committees and task forces.
4. Pre-Meeting Duties.
  - a. The Chair, the President, President-elect and the Chief Executive Officer (collectively, the leadership team) is responsible for the construction of the Board Agenda including the completeness and readiness of the Board items.
  - b. The chair is responsible for determining the length of time each Board agenda item will be allocated with input from both the other members of the leadership team and from the intended item presenter.
5. Meeting Duties.
  - a. The chair should be familiar with the CAS Board of Directors Rules of Procedural Order (“Rules of Procedural Order”) adopted by the CAS Board of Directors in August 2012.
  - b. The chair will run Board meetings in a collegial, largely informal manner. This collegial atmosphere fosters the free exchange of ideas among Board members.
  - c. The chair should be familiar with Robert’s Rules of Order, most recent edition, with exceptions as noted in the Rules of Procedural Order, for use in those exceptional cases where formal Rules of Order become necessary.
  - d. The chair must be seen as fair and impartial, allowing all points of view to be heard.
  - e. The chair has the responsibility for recognizing who has the floor.
  - f. The chair may have to put an end to sidebar conversations that are both inconsiderate to the speaker who has the floor and distracting from business. The member who has the floor deserves the undivided attention of the assembly, and it is the chair's duty to protect that right.
  - g. The person who made a motion should be given the right to speak first.
  - h. Members who have not spoken should have priority over those who have already addressed the body on the question.
  - i. It is also desirable to recognize a member who speaks infrequently over one who regularly holds forth.
  - j. The chair may keep a list of individuals who are seeking to speak.

- k. The chair should make sure everyone is heard and all points are brought out, while encouraging participants not to rehash the same thoughts.
  - l. The chair may solicit comments from an attendee who has not spoken on the subject.
  - m. The chair should ensure that the question before the body is fully understood and should bring out the full ramifications of the motion.
  - n. The chair customarily does not engage in debate but may offer his/her opinion or relevant material to the discussion.
  - o. The chair with the assistance of the Chief Executive Officer (who serves as a parliamentarian present to advise the chair) makes rulings on parliamentary procedure.
  - p. The Board is the judge of its rules, and the chair's decision may be appealed and voted on by the assembly.
6. Post Meeting Duties.
- a. The chair (in conjunction with the President and Chief Executive Officer) should ensure that Board directed actions are communicated to appropriate committees and task forces.
7. Accountability. The chair is accountable to the membership. The chair will adhere to the Board Meeting Attendance Policy and Board of Director Conduct Guidelines.
8. Authority. The chair is not authorized to act on behalf of the Casualty Actuarial Society unless specifically authorized by the Board or by membership vote. This authorization does not apply to activities prohibited by the Constitution and Bylaws of the Society, explicitly or by implication.