

**MINUTES OF THE HOUSE OF DELEGATES MEETING
OF THE
RISK AND INSURANCE MANAGEMENT SOCIETY, INC.
APRIL 29, 2007
NEW ORLEANS, LA**

H-07-001

CALL TO ORDER

Michael Liebowitz, RIMS President, called the meeting to order at 8:00 a.m. on Sunday, April 29, 2007. He welcomed the group to the annual meeting of the House of Delegates.

H-07-002

DISCLAIMER

President Liebowitz read a statement to the Delegates reminding them that the purpose of the meeting was to conduct the business of the Society, and that there would be no discussion of any issue that could constitute restraint of trade or violate anti-trust laws.

H-07-003

**RECOGNITION
OF QUORUM**

Joe Restoule, RIMS Secretary, reported a quorum of at least 53 Delegates present in person or by proxy.

H-07-004

**CONFIRMATION OF
VOICE AND VOTE**

President Liebowitz explained to the meeting participants that only delegates and individuals holding valid proxies would be recognized to speak during the meeting. He also requested that individuals identify themselves and their chapters when speaking.

H-07-005

FORMER PRESIDENTS

President Liebowitz recognized those RIMS Former Presidents who were in attendance and thanked them for their continued support.

H-07-006

STAFF

President Liebowitz recognized RIMS staff that were in attendance and thanked them for their hard work and dedication.

H-07-007

PARLIAMENTARIAN

President Liebowitz appointed Ellen R. Dunkin, RIMS General Counsel, as parliamentarian for the meeting.

H-07-008

**APPROVAL OF
MINUTES**

Upon motion duly made and seconded, the minutes of the House of Delegates meeting on Sunday, April 23, 2006, were approved as submitted.

H-07-009

**RATIFICATION OF
AMENDMENT TO
RIMS CONSTITUTION
& BYLAWS**

Mr. Liebowitz reported that this item was to ratify an amendment to Article IV, Section 1C of RIMS Constitution & Bylaws. As reported at the 2006 House of Delegates meeting, this amendment was approved by the Board in March 2006, after the House of Delegates agenda for April 2006 had been set and the books mailed. The major change clarifies the eligibility requirements for Educational Members. Under the amended language only individuals whose "primary occupation" is as a faculty member teaching risk management "at an institution of higher learning" or chairing a department "at such institution" is eligible. The intent of this language is to clarify that part-time instructors of ARM and CRM classes are not eligible for this class of membership.

There was a motion, which was duly seconded, to ratify the amendments to RIMS Constitution & Bylaws. The motion was approved.

H-007-010

2006 FINANCIAL REPORT

President Liebowitz introduced Deborah Luthi, RIMS Treasurer, to give the financial report. Ms. Luthi reported that the audited consolidated financial statements include RIMS, the Global Risk Management Institute and the RIMS Canada Council. RIMS received an unqualified clean opinion from its

auditors, with no reportable conditions or material weaknesses. At year-end 2006 net assets stood at approximately \$8.5 million. The value of RIMS investments has increased. Investments earned about 12.1% last year. Operating revenue exceeded operating expense, with a greater diversity of revenue of sources than in prior years. Ms. Luthi then summarized the remainder of the financial statements.

H-07-011
**REPORT ON
NOMINATING
COMMITTEE
PROCESS**

Michael Liebowitz then introduced Tom Masiello, Chair of the Nominating Committee, to give a report on the nominating committee process. The Board of Directors left the room, while Mr. Masiello reported that the nominating committee lost three members to term limits and resignations. The new members of the committee are Roger Andrews, Faith Cring and Alicia Junta. He also noted that the committee had many good candidates to consider. Mr. Masiello raised the issue that out of 80 chapters only 52 voted for the Board of Directors and then asked whether there was any way to increase that percentage. Ms. Dunkin reported that this year for the first time RIMS used electronic ballots in the hope of increasing the participation, and then asked for feedback. A few delegates reported that they had some problems with the electronic ballots. There were suggestions for increased participation next year.

H-07-012
**SUMMARY OF
BOARD OF
DIRECTORS
ACTIVITIES**

Mr. Liebowitz reported that a summary of the Board of Directors activities can be found in the Meeting Books, and asked if there were any questions. There were none.

H-07-013
RESULTS OF VOTE

**FOR BOARD OF
DIRECTORS**

Joe Restoule, RIMS Secretary, reported that each nominee received at least 52 votes in favor of their election, and will serve from September 1, 2007 to December 31, 2008. Mr. Liebowitz then introduced the new members of the Board of Directors:

- Janice Ochenkowski (President)
- Joe Restoule (Vice President)
- Scott Clark (Treasurer)
- Deborah Luthi (Secretary)
- Janet Barnes
- Terry Fleming
- Jackie Hair
- John Hughes
- Dan Kugler
- Michael McDonald
- John Phelps
- Wayne Salen
- Nowell Seaman
- Carolyn Snow
- Michaeli Liebowitz (Ex Officio)

Mr. Liebowitz also pointed out that Karen Beier had to remove herself from the Board slate after it was released and shortly before the ballots were sent out. In accordance with RIMS Constitution & Bylaws, the Nominating Committee was charged with filling the vacancy, and he announced that Beaumont Vance, Senior Enterprise Risk Manager of Sun Microsystems in Broomfield, Colorado, and co-author of our soon to be released book, *ERM for Dummies*, has accepted the position.

He also thanked Karen Beier, Michael Gaona, Kim Hunton, Janice McGraw and Ellen Vinck for their service on the Board.

**H-07-014
RESULTS OF VOTE
FOR NOMINATING**

COMMITTEE

Each nominee to the Nominating committee, Roger Andrews, Utah Chapter, Faith Cring, Mid-Illinois Chapter, and Alicia Junta, New Jersey Chapter, received at least 58 votes in their favor.

H-07-015
TOWN HALL

President Liebowitz stated that the Town Hall is the time for the chapters to bring up whatever issues they want.

Gregg Watson, Mid-Illinois, asked what the registration numbers were for New Orleans. Scott Clark reported that there 3,111 individuals had registered by the regular registration cutoff date, and over 900 registered after such date but before we arrived on-site. The exhibit hall is sold out.

Chuck Magazine, Palm Beach County, asked about the website and whether it can be used for chapter meetings and payments. Andy Steggles asked the delegates for a show of hands as to which chapters would be interested in having online registration to their meetings and events available online through RIMS Web site. It appeared all hands were raised.

Gordon Wainwright, British Columbia chapter, asked the status of setting up an investment pool for chapters. Lynn Chambers said this has been put on hold until after the Conference, and she will report back to chapters later this spring on the results of an informal poll of chapter interest. It may be a problem for those chapters outside the United States.

Debra Samuels, Pittsburgh chapter, asked how many members were participating in the community service event. Mary Roth reported that there were about 400 registrants, about half of whom are from Aon our sponsor. There is also a waiting list.

Roger Andrews, Utah, reported that he used RIMS to organize registration for the western regional conference in 2006, and recommended that other

chapters and regional conference committees use their services as well.

Bill Jemison, Oregon chapter, asked about advertisements on the new chapter websites. Can chapters solicit local advertisers? Will chapters get any revenue? Andy Steggles reported that the chapter websites contain space for four banners. One is reserved for RIMS events. A second is for RIMS to sell. The chapters have access to the other two banners to use or sell as they see fit. The site also provides demographic data to the chapters about web site usage.

Gordon Wainwright, British Columbia chapter, invited everyone to attend the Western Regional conference upcoming in the fall in Vancouver, BC.

Steve Levine, Rocky Mountain chapter, asked what were the top three infrastructure issues facing RIMS. Mr. Liebowitz responded that the top issue is the web site and meeting needs of the membership. Other big initiatives are in our ERM sector. We want to be the premier flag for ERM; an ERM for Dummies book will be distributed to all RIMS members. In addition, our quality initiatives are moving forward.

Chuck Magazine, Palm Beach County chapter, invited everyone to the Florida Regional conference on July 31st to August 4th this year.

Larry Glasser, Broward County chapter, asked staff to look into ways for the delegates to communicate and receive updates during the year. Some suggestions were holding quarterly conference calls or webinars periodically.

Lance Ewing, former president, reminded the chapters that each chapter has a liaison to the Board of Directors and should be in contact with their liaison. This is a good way for the chapters to stay current on issues facing the chapters.

Greg Dodd, Dallas-Fort Worth chapter, asked whether RIMS bylaws should be amended to include a reference to community service. Mr. Liebowitz noted that there was no need to amend RIMS Constitution & Bylaws to reference this. RIMS is permitted to take any such action that enhances its tax exempt purpose.

H-07-016
NEW BUSINESS

Mr. Liebowitz asked that each delegate take note of the document handed out at registration relating to chapter incorporation and status of chapter bylaws. He reminded the delegates of their obligation to make sure the chapters keep these items current.

H-076-017
NEXT MEETING

The next in person meeting of the House of Delegates will be held Sunday, April 27, 2008, in San Diego, CA. There will be a meeting by mail in the early winter to vote on Nominating Committee members. The next Board slate is not due until fall 2008, so there will be no Board vote until the fall next year.

H-07-018
ADJOURNMENT

The meeting was adjourned at 9:00 a.m. CT.

Respectfully submitted,

Ellen R. Dunkin

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RIMS Assistant Secretary