State of Wisconsin / OFFICE OF THE COMMISSIONER OF INSURANCE

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DATE: March 15, 2020

TO: All Insurers and Interested Parties

FROM: Mark V. Afable, Commissioner of Insurance

SUBJECT: Regulatory Flexibility Regarding COVID-19

The Office of the Commissioner of Insurance (OCI) is providing guidance to insurers regarding managing corporate governance issues and filing deadlines in the wake of the COVID-19 pandemic.

Corporate Governance

OCI has received questions from several insurers regarding compliance with annual meeting requirements in a company's article of incorporations and bylaws in light of recent recommendations made regarding public gatherings.

The Wisconsin Department of Health Services (DHS) has recommended that non-essential gatherings of 250 or more be cancelled. Additionally, DHS has recommended that gatherings that could include individuals who are considered high risk may be rescheduled or conducted electronically to protect the wellbeing of those who may get very sick from this illness. The U.S. Centers for Disease Control and Prevention guidance on high-risk individuals may be found here.

OCI encourages insurers to comply with those recommendations and any future recommendations DHS may make. Insurers should utilize maximum flexibility in rescheduling meetings or allowing alternatives to in-person annual policyholder or shareholder meetings. For example, a stock company's bylaws may allow that an annual shareholder meeting be held by remote participation. See Wis. Stat. § 180.0701.

Insurers should also consider enacting alternatives such as teleconferences or videoconferences for meeting of the board of directors and committees of the board.

Any temporary amendments to an insurer's bylaws to adopt statutory provisions that allow more flexibility regarding the scheduling of annual shareholder or policyholder meetings and remote meetings of the board of directors and board committees in response to COVID-19 are deemed approved by OCI for the duration of the governor's declaration of a public health emergency.

In reviewing compliance with state law or a company's articles of incorporation and bylaws, OCI will view any cancellation or rescheduling of an insurer's annual meeting or any alternative to in-person meetings for the board of directors because of COVID-19 as necessitated by exigent circumstances outside of the insurer's control. Insurers should also note that corporate actions are not rendered invalid by the failure to hold an annual meeting. See Wis. Stat. §§ 180.0701 and 181.0701.

Regulatory Filing Deadlines

OCI would also like to offer flexibility to insurers who may experience difficulties meeting regulatory filing deadlines. If your company believes that it will not be able to meet a filing deadline required by law or OCI order, please contact OCI to discuss alternative arrangements. If the issue involves the Market Regulation Division, please contact Rebecca Rebholz at Rebecca.Rebholz@wisconsin.gov. If the issue involves the Financial Division, please contact Amy Malm at Amy.Malm@wisconsin.gov.

In making required filings with OCI, insurers are encouraged to make those filings electronically to the extent possible.

Any questions concerning this bulletin may be directed to Olivia Hwang, Director of Public Affairs, at Olivia.Hwang@wisconsin.gov.