

## NIAC #5

### ***Directors and Officers Liability and Employment Practices Liability Supplemental Application***

Applicant Name: \_\_\_\_\_  
 Quote Need by Date: \_\_\_\_\_ Prop. Effective Date: \_\_\_\_\_  
 Limits Requested: \_\_\_\_\_

Please Note: This application is for Directors and Officers Liability coverage, and can only be bound in conjunction with a General Liability policy. For complete instructions on our submission requirements, please visit <https://secure.insurancefornonprofits.org/Brokers-New-Submissions.cfm>

#### DIRECTORS AND OFFICERS LIABILITY AND EMPLOYMENT PRACTICES LIABILITY (D&O and EPLI)

##### Board Management

1. Indicate total number of board members: \_\_\_\_\_  
 If fewer than three (3), please contact your underwriter to discuss an exception to this requirement.
2. Is the number of board members currently serving on Applicant's board of directors in compliance with the number required by the Bylaws or Articles of Incorporation of the organization?  Yes  No  
 If no, please explain: \_\_\_\_\_
3. Have more than forty-nine percent (49%) of the members of Applicant's board of directors received compensation within the previous twelve (12) months for their services to the nonprofit, either as an employee or independent contractor?  Yes  No  
 If yes, please explain: \_\_\_\_\_
4. Are more than forty-nine percent (49%) of the members of Applicant's board of directors related (sibling, spouse, in-law, or descendent) to a person currently being compensated as described in 3. above?  Yes  No  
 If yes, please explain: \_\_\_\_\_
5.
  - a. Are board meetings held at least two (2) times per calendar year?  Yes  No
  - b. Are written minutes of board and committee meetings kept?  Yes  No
  - c. Is attendance kept for every board meeting?  Yes  No
6. Does the board approve compensation of the following:
  - a. Executive Director or CEO:  Not applicable  Yes  No
  - b. CFO, Treasurer or Financial Manager:  Not applicable  Yes  No
  - c. Is compensation of the positions listed above comparable to salaries in the marketplace?  Yes  No
7. Has the board of directors of Applicant discussed the unsatisfactory performance of the Executive Director or other key management personnel during the past twelve (12) months?  Yes  No  
 If yes, please explain: \_\_\_\_\_

**Financial Information**

8. a. Please provide the following financial information for the Applicant. Check here if new organization and provide estimates below:

990 LINE ITEM	FINANCIAL INFORMATION	MOST CURRENT FISCAL YEAR YE	PREVIOUS FISCAL YEAR YE
Line 12	Annual Revenue	\$	\$
Line 18	Annual Expenses	\$	\$
Line 19	Net Revenue	\$	\$
Line 20	Total Assets	\$	\$
Line 21	Total Liabilities	\$	\$
Line 22	Fund Balance*	\$	\$

\*(Fund Balance = Total Assets – Total Liabilities)

b. If current year reported above indicates a negative fund balance, please provide an explanation that includes steps Applicant is taking to avoid in the future and submit the most recent 990 Tax Form or Audited Financials including notes.

9. a. Has Applicant made any loans to, or received loans from, key employees or board members?  Yes  No

b. If yes, please provide loan details:

From: \_\_\_\_\_ To: \_\_\_\_\_

Reason: \_\_\_\_\_

Amount: \_\_\_\_\_ Interest: \_\_\_\_\_

Terms: \_\_\_\_\_

10. For the most recent fiscal year, has Applicant reported any Related Party Transactions in their financial statement?  Yes  No

If yes, Applicant will be prompted to attach audited financials including notes before submitting app.

**Employment Practices**

11. a. Does Applicant have employees?  Yes  No

b. If no: An Applicant that has no employees is eligible for our Flat-Fee D&O policy which excludes Employment Practices Liability coverage. If Applicant is interested in our Flat-Fee policy, check here:

c. If yes, please indicate number of current employees:

Full Time	Part Time	Temporary/Seasonal

12. a. How many employees have left the organization in the past twelve (12) months? If none, check here:

Voluntary	Involuntary	Laid Off	Demoted

b. If Applicant's most recent annual turnover rate is greater than thirty percent (30%), please explain:

\_\_\_\_\_

13. Is any significant reduction of employees or change of employee status anticipated in the next twelve (12) months?  Yes  No

If yes, please explain: \_\_\_\_\_

14. Indicate date Personnel Handbook was last updated by a Labor Law Professional: \_\_\_\_\_

If Applicant does not have a Personnel Handbook in place, check here:

**Employment Practices (continued)**

15. Please indicate whether Applicant has the following written policies or procedures in place:
- a. Employment At-Will:  Yes  No
  - b. Sexual Harassment Complaint Procedure:  Yes  No
  - c. Anti-Retaliation (including employee whistleblower protection):  Yes  No
  - d. Accommodation of Disabled Employees:  Yes  No

**Claims and Insurance Information**

Important Notice: All known claims and/or incidents that could reasonably result in a claim are specifically excluded from coverage. Report all such claims to your current insurer.

16. Has Applicant been involved in any grievance or other administrative proceeding before any agencies in the last five (5) years?  Yes  No  
 If yes, please explain: \_\_\_\_\_
17. Does Applicant have knowledge or information of any act, error or omission which might reasonably be expected to give rise to a claim, including any employment-related actions, claims or suits?  Yes  No  
 If yes, please complete a Supplemental Claims Application #11 for each incident.
18. Attach currently valued loss runs for the past five (5) years as well as a completed supplement for each claim that has been reported under any Directors and Officers, Fiduciary Liability, and/or Employment Practices Liability policy in the last five (5) years. If no coverage was in force, but an incident did occur, please complete the Supplemental Claims Application #11 to describe each incident.  
 If none, check here:
19. In the past five (5) years, has any insurance carrier declined, canceled or non-renewed any D&O coverage?  Yes  No  
 If yes, please explain: \_\_\_\_\_
20. Provide the following information regarding Applicant's current insurance policies. If none, so indicate.

Type of Policy:	Insurance Carrier	Expiration Date	Limit	Deductible	Premium
Directors & Officers: If none, check here: <input type="checkbox"/>					
Employment Practices Liability: If none, check here: <input type="checkbox"/>					
Fiduciary Liability (other than ERISA): If none, check here: <input type="checkbox"/>					

**Optional Questions - Board Governance**

21. Is a procedure in place for replacing board members who do not attend board meetings regularly?  Yes  No
22. Is an orientation provided for new board members?  Yes  No
23. Does the board have an Audit Committee that is independent of management (i.e., paid managers do not serve on this committee)?  Yes  No
24. Has the board adopted a Conflict of Interest policy?  Yes  No
25. How many years has the current Executive Director been employed in this position? \_\_\_\_\_
26. Does the Board of Directors conduct an annual written review of the performance of the Executive Director/CEO?  Yes  No

**SIGNATURES**

The undersigned authorized officer of the Applicant declares that the statements set forth herein are true. The undersigned authorized officer agrees that if the information supplied on this application changes between the date of this application and the effective date of the coverage, he/she (undersigned) will immediately notify Nonprofits' Insurance Alliance of California (NIAC) of such changes, and NIAC may withdraw or modify any outstanding quotations and/or authorization or agreement to bind the coverage.

Signing of this application does not bind NIAC to issue nor the Applicant to buy the coverage, but it is agreed that this form shall be the basis of the contract should a policy be issued and it will be attached to and be made a part of the policy.

All written statements and materials furnished to NIAC in conjunction with this application are hereby incorporated by reference into this application and made a part hereof.

Notice: This risk pooling contract is issued by a pooling arrangement authorized by California Corporations Code Section 5005.1. The pooling arrangement is not subject to all of the insurance laws of the State of California and is not subject to regulation by the Insurance Commissioner. Insurance guaranty funds are not available to pay claims in the event the risk pool becomes insolvent.

\_\_\_\_\_  
Applicant's Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Producer's Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print or type applicant's name

\_\_\_\_\_  
Applicant's Title