



## Ohio Revised Code

### Section 3901.073 Corporate governance annual disclosure.

Effective: April 6, 2017

Legislation: Senate Bill 273 - 131st General Assembly

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(A)(1)(a) Not later than June 1, 2017, an insurer domiciled in this state, or the insurance group of which the insurer is a member, that, as of December 31, 2015, has an annual, direct written and unaffiliated assumed premium totaling more than five billion dollars, shall submit to the superintendent a corporate governance annual disclosure that contains the information described in section 3901.074 of the Revised Code.

(b) Not later than June 1, 2018, and on or before the first day of June each year thereafter, an insurer domiciled in this state, or the insurance group to which the insurer is a member, shall submit to the superintendent a corporate governance annual disclosure that contains the information described in section 3901.074 of the Revised Code.

(2) Notwithstanding any request from the superintendent, if the insurer is a member of an insurance group, the insurer shall submit the report required by division (A)(1) of this section if the superintendent is the lead state commissioner of the insurance group as determined by the procedures outlined within the most recent financial analysis handbook adopted by the NAIC. The review of the CGAD and any additional requests for information shall be made by the lead state as determined by the procedures within the most recent financial analysis handbook adopted by the NAIC.

(B) An insurer not required to submit a CGAD under division (A) of this section shall do so upon request of the superintendent.

(C) The CGAD shall include a signature of the insurer or insurance group's chief executive officer or corporate secretary attesting to the best of that individual's belief and knowledge that the insurer has implemented the corporate governance practices and that a copy of the disclosure has been provided to the insurer's board of directors or the appropriate committee thereof.

(D)(1) For purposes of completing the CGAD, the insurer or insurance group may provide information regarding corporate governance at one or all of the following levels depending on how



the insurer or insurance group has structured its system of corporate governance:

- (a) The ultimate controlling parent level;
- (b) An intermediate holding company level;
- (c) The individual legal entity level.

(2) The insurer or insurance group is encouraged to make the CGAD disclosures at one of the following levels:

- (a) At the level at which the insurer's or insurance group's risk appetite is determined ;
- (b) At the level at which the insurer's earnings, capital, liquidity, operations, and reputation are overseen collectively and at which the supervision of those factors is coordinated and exercised ;
- (c) At the level at which legal liability for failure of general corporate governance duties would be placed.

(3) If the insurer or insurance group determines the level of reporting based on the criteria listed in division (D)(2) of this section, it shall indicate which of the three criteria was used to determine the level of reporting and explain any subsequent changes in the level of reporting.

(E) If an insurer provides information substantially similar to the information required under sections 3901.072 to 3901.078 of the Revised Code in other documents provided to the superintendent, including proxy statements filed in conjunction with insurance holding company registration or other state or federal filings provided to the department, the insurer shall not be required to duplicate the information and may comply with division (A) of this section by referencing within the CGAD the relevant document.