

Life Insurance Company Director Orientation

[Insert Company Name] Board of Directors

[Insert date.]

[Insert your company
Logo to this slide and
other slides as desired.]

Our Commitment.

Compliance & Ethics is a Priority:

[Insert Company Name] is committed to promoting compliance and ethics within the organization.

One way that we demonstrate our commitment is through the company's membership in the Compliance & Ethics Forum for Life Insurers (CEFLI).

[Insert Company Name] encourages its business leaders and Board of Directors to consider ethical implications and regulatory requirements when making business decisions. Compliance and Ethics leaders serve as a resource to support the organization in this manner.

About CEFLI.

CEFLI's Purpose:

- The Compliance & Ethics Forum for Life Insurers ("CEFLI") provides a Forum to serve the needs of the life insurance industry's compliance and ethics professionals. CEFLI is **"The Forum That Connects."**

What CEFLI Does:

- As the only nonadvocacy organization devoted exclusively to compliance and ethics in the life insurance industry, CEFLI is the premier provider of compliance-related education and training.
- It is uniquely situated to help life insurance compliance and ethics professionals come together as a community through the offering of a diverse array of educational and networking opportunities that include a blend of in-person and remote opportunities.

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- Welcome.
- Director Duties.
- Our Industry.
- Our Company.
- Our Expectations.

An editable version of this template may be obtained by contacting CarlaStrauch@CEFLI.org.

CEFLI Member Companies may use this CEFLI resource to support the orientation and training of new Directors to the company's Board. You are encouraged to edit the document to align with your company's specific training needs and its unique organizational structure, product offering and business model.

We encourage you to provide new Directors with an electronic copy of the materials so they may access the supplementary industry resources contained in the appendix of this document.

References to third party content in this document is not an endorsement of the third parties or a validation of the completeness or accuracy of the third parties' information.

This guide does not constitute legal advice.

Welcome!

- Congratulations!
- We value your insight, perspectives and leadership.
- We look forward to working with you.

Director Duties

Director Duties.

- Fiduciary Duty.
 - Duty of Loyalty.
 - Duty of Care.



Fiduciary Duty.

- Fiduciary Duty: To act in the best interests of the company.
- There are two primary Fiduciary Duties a Director owes to its company:
 - Duty of Due Care.
 - Duty of Loyalty.

Duty of Due Care.

- Duty of Due Care.
 - Exercise ordinary and reasonable care in the performance of duties.
 - Be fully informed of all pertinent facts.
 - Engage actively in the decision-making process.
 - Protect confidential information obtained while serving as a director.

Duty of Loyalty.

- Duty of Loyalty.
 - Not putting any personal interests ahead of the best interests of the company.
 - Avoidance of conflicts of interest.
 - To the extent a Director may have personal pecuniary interests that would conflict with the best interests of the company, the Directors should disclose these conflicts of interest to the Board Chair and/or Company's CEO.
 - Questions concerning potential conflicts of interest can be presented confidentially.

Our Industry

Our Industry.

- Life insurance companies are organized in several different ways:
 - Stock Companies.
 - Mutual Companies.
 - Fraternal Benefit Companies.
- Products.
- Distribution Systems.

Stock Companies.

- Stock companies are public companies and have their shares traded on national exchanges.
- They must file public financial reports with the US Securities and Exchange Commission (in addition to financial reports filed with state insurance regulators).
- The company is owned by the shareholders, not policyholders.
- Corporate earnings are reported publicly.

Mutual Companies.

- Mutual companies are not public.
- Mutual companies are owned by the policyholders of the company.
- The interests of management and policyholders are aligned.
- Financial reports are filed with state regulators.
- Earnings are not publicly available.

Fraternal Benefit Companies (Society).

- A group of people who share a common religious, ethnic or vocational affiliation. Life insurance is provided as a benefit to the members of the society.
- Not publicly traded.
- Members of the fraternal benefit society are the owners of the company.
- Financial reports are filed with state insurance departments.
- The society's Articles of Incorporation and its Bylaws are part of the policy/contract.

Products.

- Life insurance companies can offer a wide range of products including:
 - Life insurance (both fixed and variable);
 - Annuities (both fixed and variable);
 - Retirement plans; and
 - Other products.

Distribution Systems.

- Life insurance company agents (producers) may be captive or independent:
 - Captive agents (producers) – Agents who primarily distribute products for one company.
 - Independent agents (producers) – Agents who distribute products for several companies.

Distribution Systems.

- Life insurance companies distribute their products in a variety of ways:
 - Insurance Company Distribution – Agents (producers) can directly distribute a company's life insurance and annuity products.
 - Broker-dealers – Registered Representatives (RRs) of securities firms can offer variable life insurance and variable annuity products.
 - Banks – Agents (producers) who distribute products for one company exclusively or for several companies.

Distribution Systems.

- Direct Distribution – Insurance companies can distribute their products directly to consumers (no agent or producer is involved) via the internet, direct mail, call center outreach, or by other means.
- Other Distribution – Insurance companies can distribute their products via other means such as through affinity groups (e.g., AARP, etc.), aggregators (e.g. PolicyGenius, SelectQuote, NerdWallet, etc.) or through other channels.

Regulation.

- Life insurance companies are primarily regulated by state insurance departments.
- To the extent life insurance companies may distribute securities products (e.g., variable life insurance and annuity products), they are subject to federal regulation through the US Securities and Exchange Commission and the Financial Industry Regulatory Authority (FINRA).
- Life insurance companies are subject to federal and state tax laws.

Corporate Governance Annual Disclosure.

- Regulators impose requirements specific to an insurer's corporate governance.
- The requirements were put in place following the 2008 financial crisis and they allow the NAIC to collect information from insurers regarding corporate governance practices.
- The NAIC [Corporate Governance Annual Disclosure Model Act](#) (#305) specifies the requirements of insurers.
- Disclosure is required of insurers by June 1st each year.

Corporate Governance Annual Disclosure.

- The disclosure must address:
 - The insurer's corporate governance framework and structure;
 - The policies and practices of its Board of Directors and of significant Committees;
 - The policies and practices directing senior management; and
 - The processes by which the Board of Directors, its Committees, and senior management ensure an appropriate level of oversight to the critical risk areas impacting the insurer's business activities.

Key Regulatory Issues.

- Solvency.
 - Regulators monitor the financial stability of a life insurance company to ensure they are able to pay claims.
- Suitability/Best Interest.
 - An insurance company's producers must ensure that annuity recommendations are suitable for, or in the best interest of, the consumer.
- Claims Processing.
 - Life insurance companies are required to pay claims accurately and in a timely manner.

Industry Resources.

- Information included in Appendix A of this document offers additional content for new Directors seeking further insight regarding the life insurance industry.

Our Company

Our Company.

- Type, Products and Distribution Systems.
- History.
- Company Leadership.
- Key Initiatives.

Our Company (continued).

- [Name of company] is a fraternal benefit society.
- The company offers the following products:
 - [List the products offered].
- [Name of company] distributes its products through:
 - [List of distribution channels/systems].

Our History.

- [Include brief historical highlights.]



Our History (continued).

- [Add content.]



Complete this slide to list the company's Directors and related Director information.

The Board of Directors.

Name—Chair

Title
Affiliation
Tenure/Class

Name

Title
Affiliation
Tenure/Class

Name

Title
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Tenure/Class

Name

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Affiliation
Tenure/Class

Name—Chair Elect

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Tenure/Class

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Tenure/Class

Board Committees.

Complete this slide to list the Board Committees and related Committee information.

Committee Name

Brief Description of the Committee's Charge
Members: [Name—Chair, Name, Name...]
Frequency of Meetings

Committee Name

Brief Description of the Committee's Charge
Members: [Name—Chair, Name, Name...]
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Frequency of Meetings

Company Leadership.

- [Identify the key officers of the company. Add links to photos and bios, if desired.]

Company Leadership (continued).

- [Identify the key officers of the company. Add links to photos and bios, if desired.]

Current Key Initiatives.

- [Identify the top 2-3 corporate goals and objectives over the next 12-36 months].

Current Key Initiatives (continued).

- [Identify the top 2-3 corporate goals and objectives over the next 12-36 months].

Our Expectations

Our Expectations for You as a Director.

- Attend all meetings of the Board of Directors.
- Review materials in advance of Board meetings; be prepared and make informed decisions.
- Actively engage in discussions.
- Volunteer for Board Committees.
- Disclose conflicts of interest; work in concert with the Board Chair and/or CEO.
- Exercise the duty of loyalty. Your actions reflect on the company and your fellow Directors.

Our Expectations for You as a Director (continued).

- Exercise the duty of care. Use ordinary and reasonable care in the performance of duties and protect confidential information obtained while serving as a Director.
- Should you need to resign, please submit your resignation in writing.

Thank You!

Thank you for your leadership and service on
[Name of Company]'s Board of Directors!

Appendix A

Life Insurance Industry Resources

Resources:

The Insurance Industry

NAIC Resources: The National Association of Insurance Commissioners (NAIC) describes itself as “...the U.S. standard-setting and regulatory support organization created and governed by the chief insurance regulators from the 50 states, the District of Columbia and five U.S. territories.” The NAIC serves to help state insurance regulators “...establish standards and best practices, conduct peer review, and coordinate their regulatory oversight.”

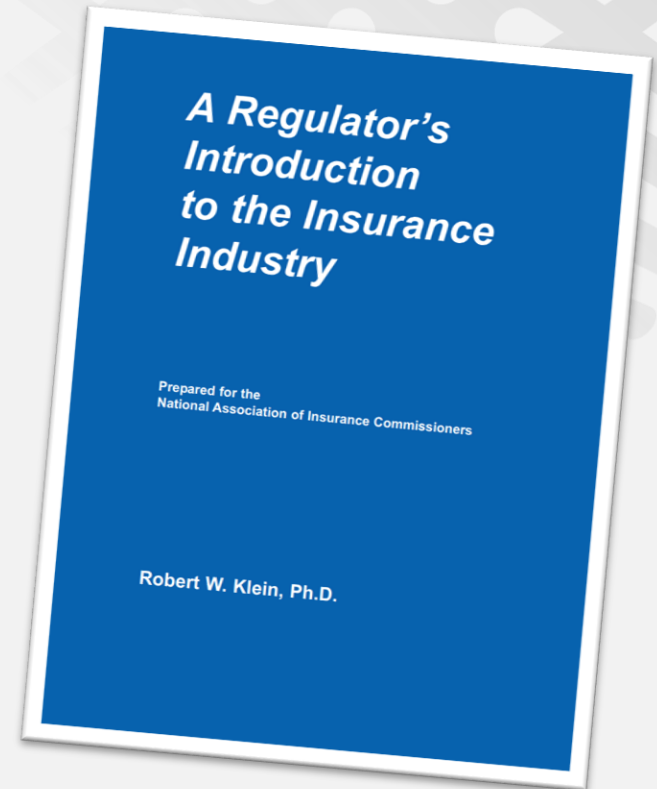
The NAIC offers a publication entitled “[A Regulator’s Introduction to the Insurance Industry](#).” The document was developed to assist new Commissioners (some of whom may not be familiar with the industry) understand the insurance marketplace, insurance company structures and functions, and key regulatory areas of focus specific to the business of insurance. While the 266-page document covers much content, select chapters of the publication may offer valuable insight for new Directors.

Resources:

The Insurance Industry

The following sections of the NAIC's publication "[A Regulator's Introduction to the Insurance Industry](#)" may be particularly helpful for Directors who are new to the insurance industry:

- Chapter 3: Functions Performed by Insurers and Intermediaries
- Chapter 4: Insurance Lines and Products
- Chapter 5: Insurer Organizational Forms and Distribution Systems
- Chapter 8: Principles of Insurance Regulation
- Chapter 10: Financial Regulatory Functions
- Chapter 11: Market and Other Regulatory Functions



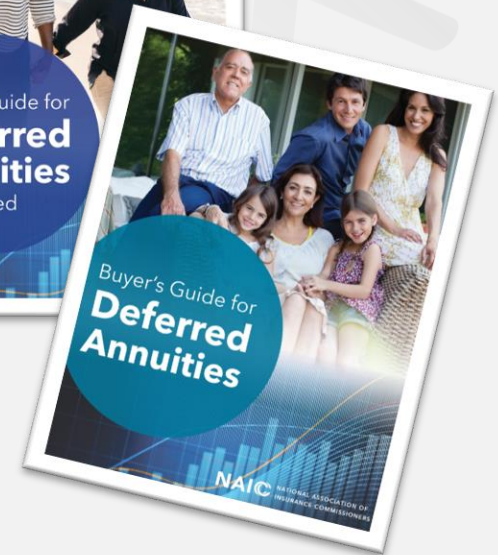
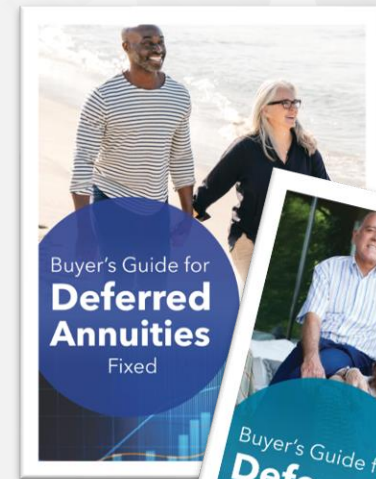
Resources:

The Insurance Industry

The NAIC also makes available “Buyer’s Guides” designed to help consumers understand basic information regarding life insurance and annuity products.

- [Life Insurance Buyer’s Guide](#)
- [Buyer’s Guide to Deferred Fixed Annuities](#)
- [Buyer’s Guide to Deferred Annuities](#) (covered fixed and variable products)

The NAIC’s website also includes an [overview of life insurance and annuities](#).



Resources:

The Insurance Industry

Investopedia: External on-line resources such as Investopedia.com offer a diverse array of quick reads covering key insurance concepts such as:

The Business of Insurance:

- [A Brief Overview of the Insurance Sector](#)
- [Insurance Company Business Models](#)

Types of Life Insurance Products:

- [Guide to Life Insurance](#)
- [What is Term Insurance?](#)
- [Annual Renewable Term \(ART\)](#)
- [Group Term Life Insurance](#)
- [Single Premium Life Insurance](#)
- [Permanent Life Insurance](#)
- [Dividend Paying Whole Life Insurance](#)
- [Indexed Universal Life Insurance \(IUL\)](#)
- [Indexed Universal Life vs. IRA and 401\(k\)](#)
- [Variable Life Insurance](#)
- [Final Expense Insurance](#)
- [Credit Life Insurance](#)
- [Split Dollar Life Insurance](#)
- [Life Insurance vs. Annuity](#)

Life Insurance Features and Provisions:

- [Cash Value vs. Surrender Value](#)
- [Modified Endowment Contract \(MEC\).](#)
- [Avoiding the Modified Endowment Contract](#)
- [Free Look Period](#)
- [Paid-Up Additional Insurance](#)
- [What is a Tax-Free 1035 Exchange?](#)
- [Policy Loan Definition](#)
- [Life Insurance Policies: How Payouts Work](#)
- [Level-Premium Insurance Definition](#)
- [Insurance Policy Death Benefits and Cash Values](#)
- [Accelerated Underwriting](#)
- [Nonforfeiture Clause](#)
- [Automatic Premium Loan](#)
- [Do Beneficiaries Pay Taxes on Life Insurance?](#)
- [How Cash Value Builds in a Life Insurance Policy](#)
- [How Can I Borrow Money From My Life Insurance Policy?](#)
- [What to Expect When Applying for Life Insurance](#)
- [Collateral Assignment of Life Insurance](#)

Resources:

The Insurance Industry

Additional Investopedia.com information specific to annuity products includes:

Annuity Products:

- [Annuity Products Overview](#)
- [Main Types of Annuities](#)
- [Deferred Annuity Definition](#)
- [Fixed Annuities](#)
- [Indexed Annuities Definition](#)
- [Equity Indexed Annuities](#)
- [Variable Annuity Definition](#)

Annuity Product Benefits:

- [Qualified Longevity Annuities \(QLACs\)](#)
- [Guaranteed Minimum Income Benefit \(GMIB\)](#)
- [Guaranteed Minimum Accumulation Benefit \(GMAB\)](#)
- [Guaranteed Minimum Withdrawal Benefit \(GMWB\)](#)

Product Features and Provisions:

- [Accumulation Phase Definition](#)
- [Annuitization Definition](#)
- [Distribution Options for an Inherited Annuity](#)

Product Features and Provisions (continued):

- [Inflation-Protected Annuity \(IPA\) Definition](#)
- [Annuity Due Definition](#)
- [Accumulation Phase Definition](#)
- [Variable Annuities and Required Minimum Distribution](#)
- [Annuitant Definition](#)
- [Annuity Contract Defined](#)
- [Annuitization](#)
- [Variable Annuitization](#)
- [How a Fixed Annuity Works After Retirement](#)
- [Variable Annuities and 1035 Exchanges](#)
- [Joint and Survivor Annuities](#)
- [Death Benefits in a Variable Annuity](#)
- [How are Non-Qualified Annuities Taxed?](#)
- [Present Value of an Annuity Definition](#)
- [Payout Definition](#)
- [Selecting a Payout](#)
- [How Do Living and Death Benefit Riders Work? Distribution Options for an Inherited Annuity](#)
- [Present Value Interest Factor of Annuity \(PVIFA\)](#)

Resources:

The Insurance Industry

SAP vs. GAAP Accounting:

- **NAIC.org:**
https://content.naic.org/cipr_topics/topic_statutory_accounting_principles.htm

Reading and Understanding Insurer Financial Statements:

- **Columbia Business School:** 2010 paper on the Analysis and Valuation of Insurance Companies. (see: Financial Reporting and Line-Item Analysis, page 68+, and the Valuation content, page 120+.
<http://www.columbia.edu/~dn75/Analysis%20and%20Valuation%20of%20Insurance%20Companies%20-%20Final.pdf>
- **Insurance Journal:** What to Know About Insurance Company Financial Statements.
<https://www.insurancejournal.com/magazines/mag-features/2015/09/07/380300.htm>
- **PocketSense.com:** How to Interpret the Financial Statements of Insurance Companies.
<https://pocketsense.com/interpret-financial-statements-insurance-companies-7184367.html>

Insurance Company Distribution Channels:

- **Insurance Information Institute:**
<https://www.iii.org/fact-statistic/facts-statistics-distribution-channels>
- **Ritter Insurance Marketing:**
<https://www.ritterim.com/blog/fmo-vs-imo-vs-nmo-vs-mga-vs-ga-whats-the-difference/>

Glossary of Insurance

Terms:

- **NAIC.org:**
https://content.naic.org/consumer_glossary.htm



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www.cefli.org