

Management Liability

The liability risk for Directors and Officers continues to rise. Due to the increasing litigious nature of society, Directors and Officers face increasing accountability in the performance of their duties. The quality of corporate governance is further scrutinized by a growing sea of stakeholders – employees, customers, government, shareholders and competitors to name a few. Corporate executives need absolute confidence that the assets of the corporation they serve as well as their own personal assets are fully protected.

Beazley offers this protection through its PlatinumPlus suite of products including Directors & Officers Liability, Employment Practices Liability and Fiduciary coverage. In order to meet the needs of all your clients, Beazley offers three distinct and comprehensive management liability policies in the PlatinumPlus product suite that cater specifically to non-profit organizations, private companies and publicly traded companies.

Beazley's underwriting expertise and comprehensive product line enables you to quickly deliver a customized D&O solution to your client, to ensure they can continue to attract key leadership to their organizations while protecting their valuable personal assets.

Standard features of the PlatinumPlus management liability policies include:

- Fully non-rescindable policy
- Non-Cancellable by Insurer (20 days notice for non-payment)
- Pro rata cancellation at the request of the Insured
- 30 Day notice of non-renewal
- Company vs. Insured Exclusion includes whistleblower carve out
- Available supplemental limit of liability for Coverage A claims
- Definition of Claim includes injunctive relief, arbitration, and extradition
- Affirmative coverage for "Bill C-45"
- Definition of Subsidiary includes coverage for controlled joint ventures
- Employed Lawyer Coverage
- Definition of Insured Persons includes foreign equivalent positions, *de facto* Ds & Os and domestic partners, Risk Manager, HR manager, in-house General Counsel, advisory board members and board observers
- Blanket Non-Profit ODL
- Punitive and exemplary damages included with most favourable jurisdiction wording
- Defence Costs for multiplied damages
- Libel, slander, defamation coverage for Insured Persons
- Full severability of all exclusions and application
- Full World Wide territory coverage
- Bi-lateral Optional Extension Period at no more than 75% of annual premium for 12 months
- 90 day M&A reporting with 35% asset threshold
- Priority of Payments Language
- No Presumptive Indemnification Clause
- Affirmative Statutory Liability Coverage
- "Valid and collectible" other insurance clause
- 90 Day post policy claim reporting window

Management Liability (continued)

Additional options available:

- Defence costs outside the Limit of Liability
- 2 year policies
- 6 year Extended Reporting Period
- Additional Defence Limit of Liability up to \$1,000,000
- Additional Side A Limit of Liability up to \$1,000,000

In addition to the above, PlatinumPlus coverages specific to Public Companies include:

- Full Entity Coverage for Securities Claims
- Option to purchase Entity EPL and Fiduciary Liability
- Definition of Application limits public documents to the past 12 months
- Executive Officer definition restricted to top three positions
- \$500,000 sub-limit for investigative costs
- Securities Claim definition includes formal proceedings, Wells Notice and co-defendant cover for the Company
- Pollution Carve outs for Side A Canadian claims and Securities claims
- Personal conduct exclusion includes affirmative carve out for Section 11 and 12 violations
- No Duty to Defend Language (option for full Duty to Defend available)

PlatinumPlus coverages specific to Private Companies include:

- Coverage for Entity EPL and Fiduciary Liability
- Non-entity EPL and Fiduciary automatically included
- All risk coverage for the Entity (not limited to just securities claims)
- Employees included as Insured Persons
- Foreign Parent Company Coverage
- No retention for Defence Costs on Canadian Coverage B Claims
- Up to \$500,000 sub-limit for investigative costs
- 100% Predetermined Defence Costs Allocation
- Softened Hammer Clause with 30% co-insurance
- Duty to Defend Language with consent to settle provision (option for No Duty to Defend available)

PlatinumPlus coverages for Not-for-Profit

Organizations include:

- Entity EPL and Fiduciary Liability
- All risk coverage for the Entity
- Employees and Volunteers included as Insured Persons
- No retention for Defence Costs on Canadian Claims
- 100% Predetermined Defence Costs Allocation
- Softened Hammer Clause with 30% co-insurance
- Duty to Defend Language with consent to settle provision

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Please contact our management liability underwriting team for more information.



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