



Texas Life & Health Insurance Guaranty Association

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May 10, 2024

The Texas Life and Health Insurance Guaranty Association, (“TLHIGA”) is soliciting proposals from individuals or firms to serve as General Counsel. The TLHIGA’s long time General Counsel, Jacqueline Rixen, is retiring at year end 2024. The newly selected General Counsel is anticipated to start on or around November 1, 2024, subject to approval of the engagement by the TLHIGA Board of Directors.

The following attachments are provided for perspective on the TLHIGA and the General Counsel position.

ATTACHMENT ONE	Responsibilities and Expectations of General Counsel
ATTACHMENT TWO	General Counsel Qualifications and Application Requirements
ATTACHMENT THREE	TLHIGA Organization and Background

APPLICATION REQUIREMENTS AND TIMELINE – A potential candidate proposal should provide the following to bboles@txlifega.org on or before June 7, 2024:

1. Resume,
2. Proof of licensure and good standing (including disclosure of any disciplinary actions, grievances),
3. Narrative of qualifications, interest, available time, and experience for the position,
4. References, and
5. Compensation expectations.

Please review the information this solicitation and email any questions to me by e-mail (bboles@txlifega.org).

Sincerely,

Bart A. Boles
Executive Director

Enclosure



ATTACHMENT ONE

Texas Life and Health Insurance Guaranty Association (“TLHIGA”) General Counsel Responsibilities and Expectations

General responsibilities and expectations

- Represent TLHIGA, including the Board and the staff in the course of carrying out TLHIGA functions.
- Represent TLHIGA in receiverships domiciled in Texas and other states.
- Advise the Executive Director and Board on general corporate matters and corporate governance.
- Consider TLHIGA a priority client and be available to assist with legal matters in a timely manner.
- Possess a collaborative approach to working with TLHIGA staff and Board

Receivership responsibilities

- Provide legal advice regarding interpreting the TLHIGA statute, coverage and claims determinations, reinsurance, TPA matters,
- Negotiate, review, and draft contracts such as assumption reinsurance agreements, TPA agreements, and other agreements,
- Handle disputed claims; manage claims litigation,
- Represent TLHIGA’s interests as a creditor of receivership estates, including attending all status conferences for Texas domiciled life/health receiverships,
- Attend National Organization of Life and Health Insurance Guaranty Associations (“NOLHGA”) annual legal seminar and other meetings,
- Work with NOLHGA task forces and counsel on multi-state insolvencies

Member assessment responsibilities

- Interpret statutory provisions regarding assessments,
- Initial response and tracking of assessment protests,
- Handle assessment disputes/protests

Legislation responsibilities

- Monitor changes to the National Association of Insurance Commissioners (“NAIC”) Life and Health Guaranty Association Model Act
- Draft amendments to the TLHIGA enabling act, and work with Executive Director and others to pass act amendments

Corporate Governance responsibilities

- Attend all board and committee meetings,
- Work with Executive Director and staff on agendas, minutes, and meeting materials for all board and committee meetings,
- Provide advice regarding open meetings and open records,
- Draft revisions to bylaws, plan of operation and other corporate governance documents,
- Provide advice to TLHIGA regarding Board duties and fiduciary obligations,
- Provide advice regarding TLHIGA and Board policies and procedures of all kinds,
- Remain educated on trends and developments regarding corporate governance and propose updates and enhancements to practices, documents, and policies

Responsibilities specifically involving the Board of Directors

- Assist with evaluation of Executive Director as requested,
- Assist with identification and resolution of conflicts of interest,
- Assist Board in complying with statutory and common law fiduciary duties,
- Assist with Board's annual self-evaluation or equivalent,
- Assist with new Board member orientation and any other Board training,
- Provide advice to Board or individual Board members related to Board service,
- Provide advice regarding Board policies and procedures,
- Be available for direct communications (written and oral) from Board members regarding TLHIGA,
- Coordinate as may be needed with Board's separately retained counsel regarding employment arrangements/contracts with the Executive Director,
- Remain educated about best practices for boards of directors of not-for-profit entities and propose updates to existing practices, documents, and policies

General corporate responsibilities

- Provide advice regarding insurance for TLHIGA and the Board,
- Interpret the TLHIGA enabling statute, Tex Ins. Code 463, and other statutes, rules, or regulations that may apply to TLHIGA,
- Provide advice regarding general employment and personnel matters, employee handbook and employment policies,
- Provide advice regarding office leases, IP matters, and other legal matters,
- Provide advice regarding TLHIGA and Board policies and procedures of all kinds,
- Attend meetings and interact with TDI and other organizations as needed on matters related to or of interest to TLHIGA,
- Meet regularly with the Executive Director regarding TLHIGA business and questions,
- Manage litigation involving TLHIGA and locate and screen outside counsel as and when needed



ATTACHMENT TWO

Texas Life and Health Insurance Guaranty Association General Counsel Qualifications and Application Requirements

Required Qualifications

- Texas law license in good standing

Prior experience

- Life, health, and annuity insurance, or insurance receivership law

Preferred Experience

- Life, health, and annuity insurance knowledge and insurance receivership law experience,
- Experience with insurance transactions: reinsurance, assumption reinsurance, Third Party Administrator and other service agreements, HIPAA, Business Associate Agreements, insurance claims and disputes,
- Nonprofit corporate governance: working with board of directors, corporate governance documents, policies, procedures, and best practices,
- Open Meetings and open records,
- Statutory interpretation,
- Dispute resolution: negotiation, mediation, litigation management,
- Interactions with Texas Department of Insurance (“TDI”), Texas Association of Life and Health Insurers (“TALHI”), National Association of Insurance Commissioners (“NAIC”), or other insurance-related entities,
- Legislative (drafting, monitoring, not lobbying),
- General Counsel
- Knowledge of employment law, contract law



ATTACHMENT THREE

ORGANIZATION AND BACKGROUND. The TLHIGA was created in 1973 by the Texas Life and Health Insurance Guaranty Act (“the Act”), Chapter 463 of the Texas Insurance Code, and privatized by the Texas Legislature in 1992. The TLHIGA is a nonprofit organization under 501c(6) of the Internal Revenue Code. It was created to protect, subject to certain limitations, persons specified in the Act against failure in the performance of contractual obligations under life, accident and health insurance policies and annuity contracts, because of the impairment or insolvency of the member insurer who issued the policy or contract. To provide this protection, this association of insurers was created to pay benefits and to continue coverage as limited in the Act.

Membership in the TLHIGA is mandatory for any insurance company authorized in Texas to transact any kind of insurance business to which the Act applies. The current membership of the TLHIGA based on this licensing is in excess of 1,100 insurance companies. Assessments of the members are made by the Board of Directors of the TLHIGA based on estimates of amounts necessary to provide funds to carry out the purposes of the Act with respect to impaired insurers. Any amount in excess of statutory obligations and continuing expenses of the TLHIGA may be refunded by an equitable method at the discretion of the Board of Directors.

Pursuant to the Act, the TLHIGA is governed by a nine-member Board of Directors appointed by the Texas Commissioner of Insurance. Five members of the Board must be chosen from industry member companies, three from the fifty member companies having the largest total direct premium income and two from other member companies. Four of the Directors must be representatives of the general public. Board members serve six-year terms and are eligible to succeed themselves in office.