

***Executive Director Search
Committee Meeting
July 28, 2025***

Briefing Material



Executive Director Search Committee Meeting Agenda

Monday, July 28, 2025, 2 PM Central

Video/Audio Conference Call Only

Audio Toll Free Dial In Number: 1.346.248.7799

Meeting ID: 2222127774 Password: 537081973

1. Consideration and possible action on consent agenda items:
 - A. Summary of the official minutes of the March 7, 2025, meeting*
2. Consideration and possible action on the review and evaluation of Executive Director candidate submissions
 - A. Executive Director Solicitation Package distribution
 - B. Summary of candidate submissions
 - C. Required elements of submissions, including resume, qualifications, experience, and compensation expectations
 - D. Additional evaluation criteria
 - E. Detailed review during confidential Executive Session
3. Consideration and possible action on Executive Director candidate interview process
 - A. Identification of interviewers
 - B. Review of interview questions and protocols
 - C. Development of interview schedule
4. Executive Session
 - A. Review of details of submissions received
 - B. Review necessity for another posting and submission period
 - C. Advice from Counsel
5. Consideration and possible action regarding items discussed in Executive Session
6. Consideration and possible action regarding report to the Board of Directors
7. Consideration and possible action regarding the Committee's next meeting date

* denotes items the Executive Director recommends actions be taken at this meeting

Open Meeting Information

Status	Accepted
TRD	2025004004
Submitted Date/Time	07/14/2025 11:41 AM CDT
Agency	Texas Life and Health Insurance Guaranty Association
Committee	Executive Director Search Committee
Meeting Date	07/28/2025
Meeting Time	02:00 PM
Address	1717 West 6th Street
City	Austin
State	TX
Additional Information	Call TLHIGA at (800) 982- 6362 or go to www.txlifega.org

Agenda

The Executive Director Search Committee meeting will be held as a videoconference/teleconference. Attendees also have the option to attend the meeting in-person 1717 West 6th Street, Suite 105, Austin, TX 78703.

Teleconference meeting access information:

Dial in Number (Toll Free): 1.346.248.7799

Meeting ID: 222 212 7774

Password: 537081973

Additionally - to obtain a complete PDF copy of the meeting material please go to www.txlifega.org.

Consideration and possible action on:

- 1) Consent agenda;
- 2) Review and evaluation of Executive Director candidate submissions;
- 3) Executive Director candidate interview process;
- 4) Executive Session;
- 5) Items discussed in Executive Session;
- 6) Report to the Board of Directors;
- 7) Committee's next meeting date.

Item 1

Consideration and possible action on consent agenda items:

- A. Summary of the official minutes of the March 7, 2025, meeting



July 28, 2025 Executive Director Search Committee Meeting

CONSENT AGENDA

The following routine, recurring item has been placed on the consent agenda and the associated materials distributed in advance to the Executive Director Search Committee for its review:

1. The summary of the official minutes of the March 7, 2025 Executive Director Search Committee meeting shown on pages 1-2 through 1-5.

The following is a draft resolution to approve the consent item.

RESOLVED, that the Executive Director Search Committee of the Board of Directors of the Texas Life and Health Insurance Guaranty Association approves the written summary of the official minutes of its March 7, 2025 meeting.



**SUMMARY OF THE OFFICIAL MINUTES OF THE
MARCH 7, 2025, MEETING OF THE
GENERAL COUNSEL SEARCH COMMITTEE OF THE BOARD OF DIRECTORS**

A meeting of the Executive Director Search Committee (the "Committee") of the Board of Directors (the "Board of Directors" or the "Board") of the Texas Life and Health Insurance Guaranty Association (the "Association," "Guaranty Association" or "TLHIGA") was called to order by its Chair, Ted Kennedy, at 9:03 AM Central time on March 7, 2025. The meeting was conducted as a videoconference and teleconference meeting in accordance with Section 463.059 of the Texas Insurance Code and the Texas Open Meetings Act.

The General Counsel Search Committee members whose names are set forth below were present for all or part of the meeting and a quorum was present for all votes:

Ted Kennedy
James Huckaby
James Harrison
Frank Beaman

Also, in attendance for all, or part, of the meeting were the following employees of the TLHIGA or contractors of the TLHIGA:

Employees: Bart Boles Jarett Terry Topping Haggerty
General Counsel: Dan Price

Also, in attendance for all, or part, of the meeting were:

Shawn Martin, Texas Department of Insurance ("TDI")

Chair Kennedy noted that proper notice of the meeting was filed on February 18, 2025 and published in the Texas Register in accordance with the Texas Open Meetings Act. He directed that a copy of such notice be attached hereto and be made a part of this written summary of the official minutes of the meeting. Chair Kennedy declared that a quorum of the Committee was present in accordance with the Texas Open Meetings Act.

This is a written summary of the proceedings of the meeting of the Executive Director Search Committee of the Board of Directors of the Texas Life and Health Insurance Guaranty Association held on March 7, 2025. The official minutes are recorded digitally. The compact disc(s) or digital recordings relating to the open portion of the meeting and all related non-confidential written materials provided to the Committee for such meeting are kept in secure storage at the Association's office. The compact disc(s) or digital recordings relating to the Executive Session portion of the meeting and all related confidential written material related to the Executive Session portion of the meeting are custodied with the Association's bank. Details regarding matters described in this summary can be obtained by reviewing the official minutes. The non-confidential written material related to the meeting provided to the Committee should be deemed an attachment to this summary.

Item 1 Consideration and possible action on the timeline, process, and Committee's charge regarding the search to identify a new Executive Director

Chair Kennedy stated the charge of this Committee is to assist the Board of Directors in identifying and vetting qualified candidates for the position of Executive Director.

Mr. Boles reported he advised the Board of Directors of his intent to retire on December 31, 2026. He reviewed the proposed process and timeline to hire a new Executive Director as shown in the Committee's meeting material. He stated the goal is to have qualified candidates to present to the Board at its October 2025 meeting. He stated this timeline will allow for the final negotiations and engagement in early 2026 which would allow the new Executive Director some time to shadow the current Executive Director.

Item 2 Consideration and possible action on the requirements and expectation of new Executive Director

Mr. Boles reviewed the background and historical role of the TLHIGA's Executive Director. He stated the Executive Director has been the Chief Executive Officer of the TLHIGA since the privatization and separation of TLHIGA operations from the Texas Department of Insurance in 1991.

Mr. Boles stated the position may be filled by hiring someone as a TLHIGA employee or as a contractor. The Committee discussed the pros and cons of each arrangement.

The Committee agreed the new Executive Director should be hired as an employee.

Item 3 Consideration and possible action regarding the process to identify Executive Director candidates

Mr. Boles reported on the places currently identified for posting a notice regarding the Executive Director position: Texas Association of Life and Health Insurers, National Organization of Life and Health Insurance Guaranty Associations, International Association of Insurance Receivers, and the Texas Department of Insurance.

Chair Kennedy suggested including the National Conference of Insurance Guaranty Funds.

The Committee reviewed and discussed, in detail, the format and wording of the notice to be distributed. The Committee agreed all applicant submissions and questions should be sent to Dan Price, General Counsel for the TLHIGA. The Committee agreed the notice should be posted, and solicitation packaged made available, on May 15, 2025 with an application submission deadline of July 15, 2025.

The Committee reviewed and discussed, in detail, what should be included in the solicitation package.

Item 4 Consideration and possible action regarding the application process, receipt and review of applications, and interviews

Mr. Boles stated Dan Price, who will be receiving all the submissions, will track the timely submissions, assemble the compliant applications, and securely share the applications with all Committee members.

Mr. Boles stated the application deadline is July 15, 2025 after which Mr. Price will securely distribute the applications to the Committee, and the Committee will schedule a meeting to begin reviewing the applications before the Board of Directors meeting on July 29, 2025.

Mr. Boles reported he will provide the Committee with a draft list of possible questions for applicants during the interviews to review and expand. He also reported that when the interviews of applicants are held it will be part of a scheduled Committee meeting and the interviews themselves will be conducted in Executive Session.

Item 5 Executive Session

Chair Kennedy did not call an Executive Session.

Item 6 Consideration and possible action regarding items discussed in Executive Session

Not applicable.

Item 7 Consideration and possible action regarding the Committee's next meeting date

The Committee confirmed that its next meeting will be held on July 28, 2025.

There being no further business, Chair Kennedy stated the time to be 10:33 A.M. and the meeting of the Executive Director Search Committee of the Texas Life and Health Insurance Guaranty Association that was held pursuant to the Texas Open Meetings Act was adjourned.

Certification

The undersigned hereby certifies the foregoing is a true and accurate written summary of the proceedings of the March 7, 2025 meeting of the Executive Director Search Committee, approved by the Committee at its meeting held on July 28, 2025.

Ted Kennedy, Chair, General Counsel Search Committee

DRAFT

Item 2

Consideration and possible action on the review and evaluation of Executive Director candidate submissions

- A. Executive Director Solicitation Package distribution
- B. Summary of candidate submissions
- C. Required elements of submissions, including resume, qualifications, experience, and compensation expectations
- D. Additional evaluation criteria
- E. Detailed review during confidential Executive Session



July 28, 2025 Executive Director Search Committee Meeting

REVIEW AND EVALUATION OF EXECUTIVE DIRECTOR CANDIDATE SUBMISSIONS

EXECUTIVE DIRECTOR SOLICITATION PACKAGE SUBMISSIONS

During its March 7, 2025 meeting, the Executive Director Search Committee reviewed a draft Executive Director Solicitation Package. The specific revisions requested during the meeting were made and shared with the Committee after the meeting.

On May 16, 2025, a notice was published in the *NOLHGA Wire* regarding the Executive Director search process, the availability of the search solicitation package on the TLHIGA's website, the contact information for General Counsel Price, and the July 15, 2025 deadline for submissions from interested persons. A similar notice was also emailed to the American Council of Life Insurers ("ACLI") for distribution to its members, posted on LinkedIn, and posted on the International Association of Insurance Receivers ("IAIR") website.

SUMMARY OF CANDIDATE SUBMISSIONS

The solicitation package required applications to be submitted to General Counsel Dan Price on or before July 15, 2025. The timely submissions were securely distributed to the Committee for review prior to the July 28, 2025 meeting. A summary of applications received without disclosing applicant names will be provided in open session of the meeting.

REQUIRED ELEMENTS OF SUBMISSIONS

The following list of required information from the solicitation package is being provided for the Committee to consider when each submission is discussed in the confidential Executive Session of the July 28, 2025 meeting:

1. Resume,
2. Narrative of qualifications, interest, available time, and experience for the position,
3. References, and
4. Compensation expectations.

The Committee will need to discuss the necessity and process for follow up verification for any of these elements.

ADDITIONAL EVALUATION CRITERIA

Pages 2-3 through 2-7 are two attachments from the solicitation package. Attachment One is the Executive Director Job Description and Attachment Two provides the qualifications and application requirements. These details should be reviewed and compared to the information submitted by each applicant. The results of each Committee members comparison will be discussed during the Executive Session.



ATTACHMENT ONE

Executive Director Job Description

POSITION SUMMARY:

The Executive Director is the Chief Executive Officer of the Texas Life and Health Insurance Guaranty Association “(TLHIGA)”. As such, she/he is responsible for maintaining policies, strategies, and plans to effectively fulfill the TLHIGA’s statutory responsibilities and to achieve the goals of the organization as adopted by the Board of Directors. The Executive Director evaluates issues facing the TLHIGA, develops the various means available to address the issues, makes reports and recommendations to the Board of Directors, and implements the necessary arrangements and decisions to carry out the directives of the Board of Directors.

RESPONSIBILITIES:

1. General Operational Duties

- 1.1. Ensure accountability and compliance with TLHIGA’s governing statute, Plan of Operation, Bylaws, budget, all agreements in which the TLHIGA has entered, and terms of covered insurance policies
- 1.2. Identify issues for posting on Board of Directors and committee meeting agendas preparation of meeting briefing material, presentation of issues during meetings, and finalization of summaries of the official minutes
- 1.3. Monitor activities for adjustments to governance documents, including Policies and Procedure Manual, Business Continuity Plan, committee charters, etc.
- 1.4. Monitor Texas Department of Insurance recommended rules and regulations for impact on TLHIGA activities
- 1.5. Manage TLHIGA’s web site and day-to-day network and information technology administration
- 1.6. Manage all TLHIGA staff, including personnel decisions as necessary

2. Management of Policy and Claims Administration Issues

- 2.1. Analyze insurance policy obligations in each insolvency to determine whether they represent TLHIGA responsibilities
- 2.2. Explore and develop alternatives for addressing the non-cancelable policies that are the TLHIGA’s responsibility (i.e. long-term administration vs. assumption reinsurance) and preparing a recommendation to the Board of Directors
- 2.3. Prepare monthly forecasts of TLHIGA’s claims obligations

- 2.4. Accumulate premium and loss data for submission of premium rate increases with regulators
 - 2.5. Manage claims and customer service staff on specifics of policies being administered, claims issues, and application of guaranty association statutory coverage provisions
 - 2.6. Drafting all notices and frequently asked questions to be used by the TLHIGA
3. Assumption Reinsurance Activities
- 3.1. Develop Requests for Proposals for actuarial consulting services related to the development of data for assumption offering packages
 - 3.2. Draft assumption reinsurance offering packages for policies covered by the TLHIGA that cannot be canceled, including directing the work of actuarial consultants
 - 3.3. Evaluate assumption reinsurance proposals and make recommendations to the Board of Directors regarding assumption reinsurance offers
 - 3.4. Draft assumption reinsurance agreements
 - 3.5. Review assumption reserve transfer calculations and authorize funding
4. Third Party Administrator Procurement and Management
- 4.1. Develop Requests for Proposals as necessary to select third party administrators to provide policy and claims administration or developing documentation to justify third party administration selection without a bidding process (including recommendations to Board of Directors for all engagements)
 - 4.2. Negotiate and draft service agreements with third party administrators
 - 4.3. Respond to third party administrator requests for decisions on policy language interpretations, policy administration guidelines, and coverage issues on claims
 - 4.4. Monitor TPA work for compliance with service agreements and insurance policies being administered through routine communications and performance reviews
 - 4.5. Perform accumulations of aggregate claims payment totals for each insolvency to assure compliance with TLHIGA's statutory coverage limits for each line of business
5. Asset Recovery
- 5.1. Identification of collection of overpayments arising from coordination of benefits issues, duplicate claims submissions by providers
 - 5.2. Coordinate insurance policy driven asset recovery work (i.e. indemnity reinsurance, subrogation, etc.) with the receivers, including identifying potential reinsurance recovery claims and assembling supporting documentation
 - 5.3. Monitoring all court pleadings and reports filed by receivers for impact on the TLHIGA

- 5.4. File original Proofs of Claim with the receivers of insolvent estates and authorize the periodic updates assembled by staff
- 5.5. Negotiate Proofs of Claim issues with receivers, as necessary
- 5.6. Evaluate financial statements from receivers and asset recovery issues for forecasting potential asset distributions to the TLHIGA
- 6. Litigation Management
 - 6.1. Identify specific issues that require legal analysis and forward to General Counsel
 - 6.2. Meet regularly with General Counsel on the status of current litigation cases to evaluate resolution options
 - 6.3. Provide litigation support and expert testimony as needed
 - 6.4. Prepare recommendation to the Board of Directors on litigation strategy and settlements
- 7. Customer Service
 - 7.1. Respond to all consumer, agent, health insurance provider, regulatory, press, and legislative written, phone, or e-mail inquiries regarding TLHIGA statutory coverage limits and exclusions
 - 7.2. Provide instructions and phone scripts to staff as necessary to ensure consistent communications on TLHIGA protection
- 8. External Relationships
 - 8.1. Monitor monthly reports from Texas Department of Insurance on insurance companies subject to confidential administrative proceedings
 - 8.2. Meet regularly with Texas insurance regulators to review receivership issues
 - 8.3. Attend all status conferences with Special Master on Texas domestic insolvencies
 - 8.4. Maintain contact with Receivers of insolvent estates
 - 8.5. Serve as the TLHIGA's representative on all National Organization of Life and Health Insurance Guaranty Associations ("NOLHGA") insolvency task forces for which Texas is asked to serve
 - 8.6. Attend all NOLHGA Members' Participation Council meetings as the TLHIGA's voting representative
 - 8.7. Participate in International Association of Insurance Receivers ("IAIR") workshops and events that are relevant to TLHIGA activities
 - 8.8. Attend National Association of Insurance Commissioners ("NAIC") meetings for information relevant to TLHIGA activities

EDUCATION, EXPERIENCE, SKILLS:

Required: College degree in business management, finance, accounting, or public administration and at least 5 years executive management experience. Knowledge of all aspects of business including financial, annual budgets, regulatory requirements, court proceedings, etc. Ability to manage people and multiple responsibilities. Travel nationally for TLHIGA business. Represent the TLHIGA in speaking engagements or with the press. Strong oral and written communication skills, organizational abilities, and knowledge of Microsoft Office software.

Preferred: Experience in executive management in the insurance industry reporting to a Board of Directors. Experience with insurance insolvency laws/processes and life, A&H, annuity, and disability insurance policy and claims administration.

WORK HOURS:

Labor Day to Memorial Day: 7:30 AM to 4:30 PM, Monday through Friday; 40 hours per week.
Memorial Day to Labor Day: 7:30 AM to 4:30 PM, Monday through Thursday, 7:30 AM to Noon on Fridays. Business related travel may require additional hours.

TRAVEL REQUIREMENTS:

Up to 30% nationwide.

REPORTING RELATIONSHIP:

Reports to:	Board of Directors
Positions Supervised:	Controller
	Office Manager
	Office Assistant

Number of employees supervised: 3

JOB CLASSIFICATION:

This position full-time employee position that is exempt under the Fair Labor Standards Act.



ATTACHMENT TWO

Executive Director

Qualifications and Applicant Requirements

Required Qualifications

- College degree in business management, finance, accounting, or public administration
- At least 5 years executive management experience
- Experience reporting to a Board of Directors and implementing Board actions and directives
- Knowledge of all aspects of business including governance, financial, annual budgets, regulatory requirements, court proceedings, etc.
- Ability to manage people and multiple responsibilities.
- Ability to travel nationally for TLHIGA business.
- Represent the TLHIGA in speaking engagements or with the press. Strong oral and written communication skills, organizational abilities, and knowledge of Microsoft Office software.

Preferred Experience

- Executive management positions in the insurance industry
- Insurance insolvency laws/processes
- Life, A&H, annuity, and disability insurance policy and claims administration
- Insurance transactions: reinsurance, assumption reinsurance, Third Party Administrator and other service agreements, HIPAA, Business Associate Agreements, insurance claims and disputes
- Nonprofit corporate governance, including working with board of directors, corporate governance documentation, policies, procedures, and best practices
- Open Meetings and open records requirements
- Interactions with Texas Department of Insurance ("TDI") or other insurance regulators, National Organization of life and Health Insurance Guaranty Associations ("NOLHGA"), Texas Association of Life and Health Insurers ("TALHI"), National Association of Insurance Commissioners ("NAIC"), or other insurance-related entities
- 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

Item 3

Consideration and possible action on Executive Director candidate interview process

- A. Identification of interviewers
- B. Review of interview questions and protocols
- C. Development of interview schedule



July 28, 2025 Executive Director Search Committee Meeting

EXECUTIVE DIRECTOR CANDIDATE INTERVIEW PROCESS

The Executive Director Search Committee will conduct interview of candidates during August and September. The information below is being provided to support the interview process.

IDENTIFICATION OF INTERVIEWERS

The Committee should determine who will participate in the interviews in addition to the Committee members, the Executive Director, and General Counsel.

INTERVIEW QUESTIONS AND PROTOCOLS

The Committee will develop a list of questions to be asked of all applicants and determine the time allotted for each interview along with any other interview protocols. A preliminary list of questions is provided on page 3-3.

INTERVIEW SCHEDULE

The Committee should determine which candidates will be interviewed and whether the interviews will be in person or virtual. In either case, the meetings for this purpose must be noticed and conducted in compliance with the Texas Open Meetings Act. The required notice and agenda must be filed with the Texas Secretary of State at least seven days prior to the meeting. The Committee must review its availability for various dates during the following time periods, the time allotted for each interview, and how many interviews will be conducted during a single meeting. Possible dates are:

August 4-8
August 18-22
August 25-29
September 2-5
September 8-12
September 15-19
September 29-October 3

INTERVIEW QUESTIONS FOR EXECUTIVE DIRECTOR CANDIDATES

1. Why are you interested in this position?
2. What is your philosophy regarding the role of the TLHIGA, and its Executive Director, in the insurance marketplace?
3. What is your view of the roles of the Executive Director and the Board of Directors in TLHIGA operations?
4. How do you envision the Executive Director's interactions and reporting to the Board of Directors?
5. What skills, expertise, or talents do you have that you think distinguish you for this position?
6. What is your approach in interactions with regulators, particularly the Texas Department of Insurance?
7. Describe your experience with, or understanding of, receivership proceedings, including the Special Master receivership process in Texas.
8. Describe your experience with, or understanding of, the life and health guaranty association system, including the National Organization of Life and Health Insurance Guaranty Associations (NOLHGA).
9. Describe your experience with, or understanding of, the Texas Open Meetings Act and Texas Open Records Act.
10. Describe your policy and claims administration experience for life, health and annuity lines of business.
11. Describe your data privacy and security practices for transmitting and maintaining Non-Personal Public Information and Protected Health Information
12. What are your compensation expectations/requirements?

Item 4

Executive Session

- A. Review of details of submissions received
- B. Review necessity for another posting and submission period
- C. Advice from Counsel

Item 5

Consideration and possible action regarding items discussed in Executive Session

Item 6

Consideration and possible action regarding report to the Board of Directors



July 28, 2025 Executive Director Search Committee Meeting

REPORT TO THE BOARD OF DIRECTORS

The Executive Director Search Committee will develop a report for its Chair, Ted Kennedy, to provide to the Board of Directors during its July 29, 2025 meeting. The report may include the following search activities that have been, or will be conducted:

- Summary of solicitation package distribution process,
- The number of candidate submissions received,
- The evaluation criteria used to evaluate the submissions,
- The candidates selected for interview,
- The development of interview questions, and
- Potential interview schedule.

Item 7

Consideration and possible action regarding the Committee's next meeting date



July 28, 2025 Executive Director Search Committee Meeting

NEXT MEETING DATE

The Committee will discuss when the schedule of their next meeting(s) to conduct interviews of applicants, to prepare a recommendation of the individual for the Executive Director position for the Board of Directors to consider on October 28, 2025.