



Attention: Domestic Insurers  
Re: Guidance for Annual Policyholder or Shareholder Meetings  
Date: March 30, 2020

## **Regulatory Guidance 20-13**

**Issued March 30, 2020**

### **Authority.**

On March 13, 2020, Governor Tim Walz signed Executive Order 20-01, declaring a peacetime emergency related to COVID-19.

On March 28, 2020, Governor Tim Walz signed House File 4531 authorizing Commissioner of Commerce Steve Kelley (“Commissioner”) to delay, stay, or waive the following licensing, investigative and other deadlines related to the duties and responsibilities of the Commissioner and regulated entities required to effectively continue the business of the Minnesota Department of Commerce and to assist regulated entities during the current peacetime emergency.

In light of the challenges related to the COVID-19 virus, the Commissioner of Commerce has issued an Order granting waivers and temporary extensions of certain requirements of the Department’s licensed entities.

### **Guidance.**

Regarding annual meeting requirements in a company’s article of incorporations and bylaws pursuant to Minn. Stat. §302A.431; Minn. Stat. §66A.07; Minn. Stat. §317A.431, and in light of recent recommendations made regarding public gatherings and social distancing, the Department of Commerce encourages insurers to consult and comply with current and any future recommendations from the Minnesota Department of Health.

Insurers should utilize maximum flexibility in rescheduling meetings or allowing alternatives to in-person annual policyholder or shareholder meetings. Insurers should also consider enacting alternatives such as teleconferences or videoconferences for meetings of the board of directors and committees of the board.

Any temporary amendments to an insurer’s bylaws to adopt statutory provisions that allow more flexibility regarding the scheduling of annual shareholder or policyholder meetings and remote meetings of the board of directors and board committees in response to COVID-19 are deemed approved by the Department of Commerce for the duration of the governor’s declaration of a public health emergency.

In reviewing compliance with state law or a company's articles of incorporation and bylaws, the Department of Commerce will view any cancellation or rescheduling of an insurer's annual meeting or any alternative to in-person meetings for the board of directors because of COVID-19, as necessitated by extenuating circumstances outside of the insurer's control. Insurers should note that corporate actions are not rendered invalid by the failure to hold an annual meeting.

**Questions.**

Individual questions are best directed to [Insurance.COVID19@state.mn.us](mailto:Insurance.COVID19@state.mn.us). Commerce staff are responding as soon as possible to written inquiries from all regulated license types.

**With You Every Day.**

Wherever you are in Minnesota, the Department of Commerce is with you every day. Whether you're filling up on gas, purchasing a home, working to reduce energy consumption or rebuilding after a disaster—we are with you, no matter what.

The Minnesota Department of Commerce oversees more than 20 regulated industries, ensuring that Minnesota businesses are strong and Minnesota consumers are protected. Our mission is to protect the public interest, advocate for Minnesota consumers, ensure a strong, competitive and fair marketplace, strengthen the state's economic future and serve as a trusted public resource for consumers and businesses. Learn more at [mn.gov/commerce](http://mn.gov/commerce).