



Date: April 18<sup>th</sup>, 2019

To: The Honorable Hannah-Beth Jackson, Chair  
The Honorable Andreas Borgeas, Vice Chair,  
Members, Senate Judiciary Committee

From: Personal Insurance Federation of California (PIFC)  
Association of California Life and Health Insurance Companies (ACLHIC)  
Pacific Association of Domestic Insurance Companies (PADIC)  
National Association of Mutual Insurance Companies (NAMIC)

RE: **SB 534 – Procurement and Board Diversity – Oppose Unless Amended**

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The above organizations, representing many of the insurers doing business in California, commend and thank you for your efforts in regards to highlighting and helping to encourage supplier diversity programs. The provisions of the bill that extend that program are laudable. However we must respectfully oppose the provisions as currently drafted that would mandate company employees to intrude upon the privacy of their board members for the public dissemination of otherwise confidential information.

Existing law, as established by AB 53 (Solorio, Chp. 414, Statutes of 2012) required certain insurers to provide the Insurance Commissioner with a report on their minority, women, and disabled veteran-owned business procurement efforts. Companies could voluntary self-certify if they met a number of categories, which the insurer than reported in a biennial update. This statute expired in 2018. SB 534 would reinstate the data call and add veteran and lesbian, gay, bisexual, and transgender (LGBT) business enterprises to the entities for which the reporting described above is required. We have no concerns with these provisions and are pleased to see the additional categories.

While we support your efforts in expanding the scope of supplier diversity, we unfortunately have significant concerns with the provisions in SB 534 which would require companies to ask

their board members sensitive information in the demographic makeup of the insurer's board and future board strategies to diversify its board. While the bill does not clearly articulate specific demographic categories, prior data calls initiated by the Department have included racial and ethnic identification, as well as sexual orientation. These efforts have not treated individual privacy rights with the degree of respect they deserve, and asking these questions of board members could put the insurer in dangerous legal territory.

Mandatory data calls which involve personal, confidential information of insurer board members present serious concerns. While the identities of companies' boards of directors are generally publicly available, asking and publishing non-voluntary information that otherwise would appear illegal to ask for in the workplace for public consumption may violate laws and is problematic. While we understand that it is not the sponsor's intention to "out" board members that wish to keep their personal preferences confidential, in this case, the reporting on a very small population of individuals could make it likely to cross-reference the collected data with other public information which may lead to the unintended consequence that confidential information of a board member is made publicly available irrespective of that individual's desire.

Neither the National Association of Insurance Commissioners (NAIC) nor any California law require the publishing of such confidential identifying information for public consumption. Under NAIC Corporate Governance Annual Disclosure Model Act, which California has adopted, corporate governance structure, policies, and practices, including whether there is a board diversity policy in place and how it functions, are available to the regulator. The industry strongly believes that collected board information of this nature should be made on a protected and purely voluntary basis to the Department of Insurance, and only if known, permitted, and self-reported. In addition, we would advocate having the Department develop a standardized form that all companies could give to their board members asking for the sensitive information.

We commend you for your well-intended efforts, however, the bill, as currently drafted, calls for the collection of demographic information from insurers about their governing boards and appears to mistreat this highly sensitive information. For those reasons, we must respectfully oppose SB 534 unless it is amended to address our concerns.

cc: Senator Steven Bradford, Author  
Margie Estrada Caniglia, Chief Counsel, Senate Judiciary Committee  
Morgan Branch, Consultant, Senate Republican Caucus  
Michael Martinez, Legislative Deputy, California Department of Insurance