

A. Responsibilities of the Governing Committee

The Governing Committee of CAR shall have responsibility for the administration of the MAIP, including the preparation and filing of the Plan and Rules of Operation and the adoption and filing of any amendments to the Plan or Rules of Operation.

B. Members and Alternates

Any member of the Governing Committee may designate an alternate for any meeting of the Governing Committee by giving notice to the Commissioner and the MAIP of the name of such alternate prior to the meeting, subject to the approval of the Commissioner. In addition, all members of the Governing Committee shall designate, subject to the approval of the Commissioner, an alternate who may attend one meeting of the Governing Committee during each calendar year without prior approval of the Commissioner for the specific meeting.

C. Powers

The Governing Committee shall have the following powers:

1. To select at the annual meeting a Chair and Vice-Chair of the Committee in accordance with the following procedures:

The position of Chair and Vice-Chair shall be rotated annually between those chosen from insurance companies and those chosen from producers of insurance, except the Committee may elect an incumbent Chair and/or an incumbent Vice-Chair to a second one-year term or, if the incumbent has served for less than a full year, to one new term of one year, regardless of the predecessor. At no time shall the Chair and Vice-Chair both be insurer members or producer members of the Committee. No person may serve more than two (2) consecutive terms as Chair of the Committee. In the event the Chair is unable to complete the term, the Vice-Chair shall become Chair, at which time the Committee shall elect a new Vice-Chair;

2. a. To appoint and remove the officers of the MAIP, subject to the approval of the Commissioner, and fix their salaries within the ranges established for the position. After an appointment has been approved, the Commissioner may instruct the Governing Committee to remove the officer for cause only. Salary ranges for officers shall be established by the Governing Committee, subject

to the approval of the Commissioner, at a level that is consistent with the level of salaries in public sector organizations in Massachusetts;

- b. To appoint or employ others as is necessary to carry out the business of the MAIP;
3. To appoint, in consultation with the Commissioner, standing or temporary subcommittees for purposes of assuring that subcommittees fairly represent the Member Companies and producers, with due consideration given to the existence of expertise appropriate for the subcommittee in question. No individual may serve as Chair of more than two (2) standing subcommittees;
4. To prepare an Assigned Risk Company Procedures Manual and an Assigned Risk Producer Procedures Manual which shall contain instructions and information needed to assure the successful operation of the MAIP;
5. To appoint or terminate ARCs as necessary;
6. To certify or revoke the certification of ARPs as necessary;
7. To manage the process by which risks are assigned to ARCs and to establish a process for requests for reassignment by policyholders by reason of placement in the MAIP, as is provided for by Rule 26.B, and to report quarterly to the Division the circumstances and outcomes of such requests for review;
8. To ensure that CAR complies with its obligations to applicants and policyholders in the MAIP;
9. To levy assessments on the Members as necessary for the operating expenses of the MAIP;
10. To assess penalties as provided for in the Rules of Operation, Assigned Risk Company Procedures Manual or Assigned Risk Producer Procedures Manual and to report to the Commissioner on a quarterly basis all producer and Member infractions;
11. To authorize contracts as necessary to provide space, equipment and services for the MAIP;

12. To distribute an annual report and minutes of the Annual Meeting of the Governing Committee and all other Governing Committee, subcommittee and advisory committee meetings to the Commissioner, to Members and to producer representatives serving on any committee;
13. To file manuals of classifications, rules, rates, rating plans and policy forms with the Commissioner, as may be permitted or required by law;
14. To initiate or defend legal actions in the name of the MAIP on behalf of the Members; and
15. To take any other action it deems necessary or appropriate for efficient and effective operation of the MAIP consistent with the purpose and intent of the MAIP.

D. Annual Meeting

The Governing Committee shall hold an Annual Meeting in conjunction with the Annual Meeting of the Members and shall report a summary of the previous fiscal year's activities at that time.

E. Additional Meetings

The Governing Committee shall hold additional meetings as necessary when called by the Chair, by the Commissioner, or upon written petition of four (4) members of the Governing Committee. No meeting shall be held with less than ten (10) days' notice unless at least eight (8) members of the Committee waive the notice requirement, which waiver shall be entered into the minutes of the meeting.

F. Agendas for Meetings

Agendas for meetings shall be furnished to all members of the Governing Committee and to the Commissioner with the notice of such meeting. Only items specifically listed on the agenda will be considered unless two-thirds of the members of the Committee present vote for admission of each additional item.

G. Quorum

A quorum of the Governing Committee shall consist of eight (8) members, at least two (2) of which are insurer members and two (2) of which are producer members. No vote of the Governing Committee shall be taken unless a quorum is present.

H. Procedures

Before the Governing Committee takes final action on a matter that has a direct impact on the determination of any Member's Quota Share or any other significant financial impact, the final text of the motion to be considered will be provided to all members of the Governing Committee, at least twenty (20) calendar days prior to the scheduled Governing Committee action, unless ten (10) members of the Governing Committee vote to waive the twenty (20) day requirement. The text of the motion, sent to members of the Governing Committee, will be accompanied by an explanation. Any such action taken by the Governing Committee will not take effect for twenty (20) calendar days, unless ten (10) members of the Governing Committee vote that the action will be effective immediately. Any party aggrieved by the action may appeal to the Commissioner pursuant to Rule 40.B.

I. Proxy Voting Not Allowed

No member of the Governing Committee shall be permitted to vote by proxy.

J. Open Meetings

All Governing Committee, subcommittee (both standing and temporary) and advisory committee meetings shall be subject to the provisions of G.L. c.30A, § 11A½. Upon a two-thirds vote of the members of the Governing Committee present and voting, the Governing Committee may meet in Executive Session, as permitted by said § 11A½.