

DSRA INDEMNIFICATION POLICY

1. Policy Statement

Delphi Salaried Retirees Association (DSRA) shall be financially liable for the protection of individuals from any legal action, law suit, or proceeding, whether civil, criminal, administrative, or investigative, provided that the proceeding is as a result of actions taken by the individual on behalf of DSRA and when those actions were consistent with the direction provided by DSRA.

2. Purpose

The purpose of this policy is to assure that individuals representing and acting on behalf of DSRA shall not be held financially liable or suffer any personal out of pocket expenses resulting directly from actions taken under the direction of DSRA.

3. Scope

This policy shall provide overall guidelines and specifications as to whom shall be covered by this policy, under what circumstances the policy shall be applicable, the type[s] of protection that this policy shall include and the financial requirements to fund this coverage.

As necessary, separate DSRA Operating Procedures shall provide the necessary detail as to how this policy shall be implemented and maintained.

4. Individuals Protected

This policy shall be applicable to all DSRA Officers, Board of Director Members, Members of Standing, Ad Hoc, and Advisory Committees, or individuals contracted by DSRA to represent and act on behalf of DSRA.

Also no individual DSRA Member or the DSRA membership as a whole, even if not serving in a volunteer position within DSRA, shall be held financially accountable for any actions taken by any Officers or Directors of DSRA.

5. Application of Policy

The individuals described above shall be protected from personal financial liability resulting from any civil or criminal litigation which was initiated directly as a result of actions taken [or not taken] by the individual as long as those actions were consistent with that individual's position and authority within DSRA and were consistent with the direction given that individual in serving the best interests of DSRA and its members.

If, however, such litigation is initiated as a result of actions taken by an individual, even if serving in a DSRA authorized position, that is determined to be not in the best interests of DSRA or not as a result of direction given by DSRA then the DSRA Indemnification Policy does not apply. Individuals with a conflict of interest to that of DSRA and are motivated by self interests shall not be protected from personal financial liability from civil or criminal litigation stemming from any self-serving actions. Conflict of interest shall be determined by the DSRA Board of Directors in accordance with the DSRA Conflict of Interest Policy and relevant Operating Procedures.

6. Personal Liabilities Protected

All individuals protected under the rights of the DSRA Indemnification Policy shall be indemnified and held harmless by DSRA against all expense, liability, and loss to include attorney's fees, judgments, fines, taxes or penalties, and amounts paid or to be paid in settlement that are reasonably incurred. Such indemnification shall continue for an individual who has ceased to be a covered individual and shall endure to the benefit of their heirs, executors, and administrators.

7. Methods of Indemnification Coverage

DSRA may maintain insurance, at its expense, or provide alternative financial arrangements including but not limited to providing a trust, letter of credit, or self-insurance to protect itself and any Officer, Director, Committee Member, Contracted Agent or the membership as a whole.

Specific Operating Procedures shall be implemented, maintained, and subject to audit to assure compliance to the requirement for a sufficient financial basis to provide adequate indemnification protection for itself and all covered individuals.

8. Change History Log

| REV | APPROVED | DESCRIPTION OF CHANGE |
|-----|-----------|-------------------------------------|
| 000 | 3/18/2010 | Initial application for DSRAPOL 003 |
| | | |
| | | |
| | | |
| | | |