

# A Study of the Liabilities of Directors and Officers Corporate Governance by the Directors and Officers Liability Insurance

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## Abstract

Directors and Officers liability insurance has already been put into practice for many years, which protects directors and officers; acting in their capacity as directors and officers for the organization, against many-faceted and inextricable legal liabilities. This article uses the insured coverage, aims and exclusion of Directors and Officers liability insurance to research the reasons why the case of Procomp happened, the role of the Directors and Officers in this case played and the relief mechanism for the shareholders' losses worked. Afterwards to enforce risk management and to avoid the unnecessary legal actions impel the Directors and Officers identifying their job and duty to reach the corporate governance.

**Keywords: Directors and Officers Liability Insurance, Corporate Governance**

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# 以董監事責任保險探討公司董監事治理的責任

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## 摘 要

董監事責任保險，又稱「董監事及重要職員責任保險」，國外已實施多年，以管理董監事及重要職員於執行職務所面臨之多樣而繁複之法律責任風險。本文藉由個案研究（博達案）之方法，以董監事責任保險之承保目的及範圍、不保事項，探討博達案發生之原因及董監事在案件中扮演之角色，與弊案發生後，董監事責任保險對受損投資人之救濟機制，以強化公司風險管理，避免執行職務時的人謀不臧，達到公司治理的目標。

關鍵字：董監事責任保險、公司治理

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