

Present:

Michael Werier, Chairperson of the Board of Directors

Richard Deacon, President & CEO (ex officio)

Liz Roberts

Glenn Hildebrand

Peter Dyck

Jean-Guy Bourgeois

Sylvia Farley

Marc Lafond

Ron Koslowsky

Michael Bereziak

Yvette Milner

Being a quorum of the Board of Directors under *The Workers Compensation Act*.

Also Attending:

Cathy Skinner, General Counsel & Vice President, Compliance & Corporate Services

Heather Baete, Recording Secretary

Candace Crossland, Technical Support

In Attendance for Specific Items:

Andria McCaughan, Chief Financial Officer, Finance & Administration (CFO)

Renzo Borgesa, Vice President, Assessments, Innovation and Technology (AIT)

Call to Order

The meeting was called to order and the agenda confirmed at 12:03 p.m. The Chairperson noted this meeting is designated as the Annual Meeting.

Conflict of Interest Declaration

There were no conflicts of interest declared, potential or perceived, with respect to the discussions anticipated at this Board meeting.

Minutes of Previous Meeting

The Chairperson presented the minutes from the February 25, 2021 meeting of the Board of Directors.

On motion duly made and carried,

BE IT RESOLVED THAT the minutes of the February 25, 2021 Board of Directors meeting are confirmed as a reasonable record.

Business Arising

The Board of Directors received the information provided with the agenda.

For Decision

2020 Annual Report and 2021-2025 Five Year Plan

(Board Order No. 03/21)

Peter Dyck introduced this item on behalf of the Audit Committee.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the 2020 WCB Annual Report and 2021-2025 Five Year Plan and authorize the President & CEO to approve any further minor changes.

Disposition of Excess Reserves

(Board Order No. 04/21)

Ron Koslowsky introduced this item on behalf of the Finance Committee.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve a 40 per cent disposition of excess reserves in 2021.

2020 WCB Retirement Plan Valuation Assumptions

(Board Order No. 05/21)

Ron Koslowsky introduced this item on behalf of the Finance Committee.

The CFO joined the meeting. There was discussion regarding the various valuations performed on the Retirement Plan and their purposes. In the future, the Board asked that the Accounting Valuation be included in this paper.

The CFO left the meeting.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the 2020 valuation assumptions for the WCB Retirement Plan.

2020 Financial Report and Annual Newsletter of the WCB Retirement Plan
(Board Order No. 06/21)

Peter Dyck introduced this item on behalf of the Audit Committee.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the WCB Retirement Plan Financial Report and Annual Newsletter.

Application under Section 60.9 of the Act
(Board Order No. 07/21)

The Board moved *in camera* for this item.

The Board moved out of *in camera*.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors stay the decision of the Appeal Commission and order a new hearing under section 60.9 of the Act.

Policy 52.30, SAFE Work Certified Program
(Board Order No. 08/21)

Yvette Milner introduced this item on behalf of the Prevention Committee. She noted the changes are required to respond to amendments proposed by Bill 18 and to align with the proposed revisions to the Reconsiderations policy. The amendments clarify certification responsibilities.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the revised Policy 52.30, *SAFE Work Certified Program*, effective May 1, 2021.

Policy 52.40, Prevention Rebate Program

(Board Order No. 09/21)

Yvette Milner introduced this item on behalf of the Prevention Committee. She noted the changes are required to respond to amendments proposed by Bill 18, to align with the proposed revisions to the Reconsiderations policy and in conjunction with the policy changes to 52.30, *SAFE Work Certified*. The amendments clarify the eligibility for a prevention rebate and the relationship to the *SAFE Work Certified* program.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the revised Policy 52.40, *Prevention Rebate Program*.

Policy 20.10, Reconsiderations

(Board Order No. 10/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. The revised policy clarifies the requests that are subject to reconsideration by the WCB and outlines matters that must be appealed directly to the Appeal Commission.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the revised Policy 20.10, *Reconsiderations* effective for reconsiderations on or after the date Bill 18 comes into force.

Policy 44.10.20.50.10 Recurring Effects of Injuries and Illnesses (Recurrences)

(Board Order No. 11/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. The revised policy provides clarity around determining if there has been a recurrence, identifies dominant cause as the standard of causation for recurrences and clarifies how the maximum annual earnings level is calculated in the event of a recurrence.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve:

1. The revised policy 44.10.20.60 *Recurring Effects of Injuries and Illness (Recurrences)* effective on the date Bill 18 comes into force and apply to recurrences for workers whose previous workplace accident occurred on or after January 1, 1992; and
2. The rescission of the current policy 44.10.20.50.10 *Recurring Effects of Injuries and Illness (Recurrences)*, effective on the date Bill 18 comes into force.

Repeal of Policy 44.10.20.70.01, *Recurring Effects of Injuries and Illnesses (Recurrences)*

(Board Order No. 12/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. He noted this policy no longer has any application to recurrence decisions as it is an earlier version of the current policy 44.10.20.70.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the repeal of policy 44.10.20.70.01, *Recurring Effects of Injuries and Illnesses (Recurrences)*, and its removal from the Policy Manual.

Research and Workplace Innovation Program 2021 Funding Recommendations

(Board Order No. 13/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. He reviewed the funding priorities for 2020 and noted the changes to the program following a process review of the program. There was discussion regarding ensuring that the results of projects are available to the community at large.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the following projects be approved for funding, with modifications, under the 2021 RWIP:

- Advanced Nonviolent Crisis Intervention (ANCI) - Eden Mental Health Centre (\$49,293).
- VR to Bring Safety Awareness on the Safe Use of Chainsaws and Fire Extinguishers - MB Construction Sector Council (\$75,000)

- Manitoba Aging Workforce Health and Safety Initiative (MAWHSI) - Manitoba Building Trades (\$150,500)
- Development of an MSI Checklist and Case Studies for Uncontrolled Environments - A. Dolhy Ergonomics Inc. (\$126,700).

Board Appointment Process - Guiding Principles

(Board Order No. 14/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. He noted The Budget Implementation and Tax Statutes Amendment Act 2020 changes the way in which appointments are made to the WCB's Board of Directors. A set of guiding principles have been developed to guide the series of decisions that must be made about board member and chairperson appointment processes.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the guiding principles as described in Appendix A.

Board Appointment Process and Committee Structure Schedule

(Board Order No. 15/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. He noted additional meetings have been scheduled to address the series of governance decisions that must be made. The Board was advised there has been consultation with the major stakeholders during the planning phase with more planned. It was noted the guiding legislation is very specific to Manitoba.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the schedule as attached in Appendix B.

Board Evaluation Survey - Action Items

(Board Order No. 16/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. He noted the results were very positive, however, a couple of opportunities were identified to address survey feedback.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the following two action items:

1. Add a standing item on the strategic plan to the Administration Report, on a semi-annual basis.
2. Schedule a Board educational event on WCB investments and the accident fund in 2021-2022.

For Information

Committee Reports

The Board of Directors received the following Committee reports as information:

Prevention Committee Meeting - March 9, 2021

Governance Committee Meeting - March 18, 2021

Investment Committee Meeting - March 23, 2021

Finance Committee Meeting - March 23, 2021

Annual Investment Performance Overviews

The Board of Directors received the information provided with the agenda.

Impact of COVID-19 on the WCB

The Vice President, AIT joined the meeting and provided an overview of the impact of the COVID-19 pandemic on the various aspects of the WCB's system. He discussed how the number of claims have been affected at the various stages of the pandemic and the costs associated with lower claims levels, delays in accessing healthcare and the impact on the wage loss program costs. The pandemic has affected businesses and their ability to operate resulting in reduced levels of premiums. The accident fund posted strong returns for 2020. It is expected that the lower number of claims in 2020 will continue to affect the system well into 2023.

The Vice President, AIT left the meeting.

Review of Cost Relief / Cost Transfer Threshold

The Board of Directors received the information provided with the agenda.

Administration Reports

The President & CEO provided highlights of his report.

The Board of Directors received the information provided with the agenda.

Board of Directors Work Plan

The Board of Directors received the information provided with the agenda.

Farewell Remarks


The Chairperson thanked Liz Roberts for her service to the WCB Board of Directors.

In Camera Discussion

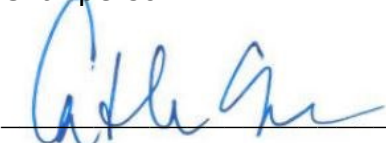
The Board of Directors adjourned to an *in camera* session.

Conclusion

As all matters coming before the Board had been dealt with, the meeting concluded at 1:53 p.m.



Chairperson



Corporate Secretary

Appendix A- Guiding Principles

1. Skills and Diversity Based

Processes should reinforce the Board's ability to have the right individuals with the necessary personal attributes, diversity, experience, and skills required for the Board to effectively fulfill its mandate.

2. Transparent

Processes should be clear to all participants. Individuals can follow and understand the decision-making process. Processes support candor and trust. Information is shared and clear communication channels are maintained.

3. Stakeholder Inclusive

Processes allow diverse interests and needs of different stakeholders to be reflected in decision-making processes. The Board as well as the appointing bodies are actively engaged and provided a strong voice.

4. Effective and Efficient Decision-Making

Processes are manageable and practical, considering constraints and available resources. Decision points and criteria are clear.

5. Robust, Independent and Objective

Processes are designed to provide WCB Manitoba with strong governance, setting the organization up for long-term success. Processes include appropriate touch points and validation mechanisms. Processes can be applied consistently and lead to supported results and positive best outcomes regardless of context.



**Governance Schedule
Governance 2021¹
Approval Process for Appointments and Committee Structure
Board and Committee Meetings - Deliverables**

March 18 - Governance Committee Meeting Deliverables

- **Approve** proposed timeline and approval process
- **Approve** project guiding principles
- **Discuss** committee structure
- **Advise** what additional research is required

April 19 - Board of Director Meeting Deliverables

- **Approve** proposed timeline and approval process
- **Approve** project guiding principles

April 21, 2021- Additional Governance Committee Meeting Deliverables

- **Discuss** Watson Report and Recommendations;
- **Discuss** nominating committee; terms of reference;
- **Discuss** Committee Structure

May - Consult with MFL and MEC

- Recommendations on appointment process

June 1 - Governance Committee Meeting Deliverables

- **Approve** proposed appointment process for Directors
- **Approve** proposed appointment process for Chair
- **Approve** proposed committee structure
- **Approve** proposed terms of reference for nominating committee
- **Approve** Policy Document Outlining Appointment Process

June 17 - Board of Directors Meeting Deliverables

- **Approve** proposed appointment process for Directors
- **Approve** proposed appointment process for Chair
- **Approve** proposed committee structure
- **Approve** proposed terms of reference for nominating committee (if required)
- **Approve** Policy Document Outlining Appointment Process

June 7, 2021 - Additional Governance Committee Meeting Deliverables

- **Approve** Skills Matrix
- **Approve** Desired Targets
- **Approve** criteria for assessing candidates
- **Approve** Summary Document

September 15, 2021- Additional Governance Committee Meeting Deliverables

- **Approve** Chairperson position profile
- **Approve** Chairperson terms of reference
- **Approve** criteria for assessing candidates
- **Approve** desired targets document (Chairperson)
- **Approve** Governance Committee Terms of Reference

September 14 - Investment/Finance Committee Meeting Deliverables

- **Approve** Finance Committee Terms of Reference
- **Approve** Investment Committee Terms of Reference

¹ Includes board appointment process and proposed committee structure. Does not include Prevention Advisory Council (PAC).



**Governance Schedule
Governance 2021¹
Approval Process for Appointments and Committee Structure
Board and Committee Meetings - Deliverables**

September 30 - Board of Directors Meeting Deliverables

- **Approve** Skills Matrix
- **Approve** Desired Targets (Directors)
- **Approve** criteria for assessing candidates (Directors)
- **Approve** Summary Document
- **Approve** Terms of Reference for Directors
- **Approve** Chairperson position profile
- **Approve** Chairperson terms of reference
- **Approve** criteria for assessing candidates (Chairperson)
- **Approve** desired targets document (Chairperson)

October 21 - Governance Committee Meeting Deliverables

- **Approve** nomination form (Directors and Chairperson)
- **Approve** interview questions (Directors and Chairperson)
- **Approve** draft communication templates

November 9 - Audit Committee Meeting Deliverables

- **Approve** Audit Committee Terms of Reference

November 25 - Board of Directors Deliverables

- **Approve** nomination form (Directors and Chairperson)
- **Approve** interview questions (Directors and Chairperson)
- **Approve** draft communication templates
- **Approve** Committees' Terms of Reference

December 2 - Governance Committee Meeting Deliverables

- **Approve** changes to By-Law No. 1 (committee structure)

December 16 - Board of Directors Meeting Deliverables

- **Approve** committee membership for 2021
- **Approve** Board of Directors Terms of Reference
- **Approve** changes to By-Law No. 1 (committee structure)

¹ Includes board appointment process and proposed committee structure. Does not include Prevention Advisory Council (PAC).