

Present:

Michael Werier, Chairperson

Winston Maharaj, President & CEO (ex officio)

Peter Dyck

Jean-Guy Bourgeois

Marc Lafond

Sylvia Farley

Ron Koslowsky

Chris Lorenc

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

In Attendance for Specific Items:

Sonya Penner, Director

Shannon Earle, Vice President, Human Resources & Strategy

Regrets:

Liz Roberts, Director

Sonya Penner joined the Board of Directors for lunch and advised she had resigned from the Board due to a change in her employment status.

Call to Order

The Chairperson called the meeting to order at 12:29 p.m. He noted regrets were received from Liz Roberts.

Minutes of Previous Meeting

The Chairperson presented the minutes from the April 16, 2019 meeting of the Board of Directors.

On motion duly made and carried,

BE IT RESOLVED THAT the minutes of the April 16, 2019 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

Prevention Strategic Framework

(Board Order No. 16/19)

Chris Lorenc introduced this item on behalf of the Prevention Committee. He acknowledged the tremendous amount of work by stakeholders and the WCB in collaboratively working to develop a framework that will meet the needs of all stakeholders

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the Prevention Strategic Framework and direct Administration to begin development of Manitoba's Five Year Prevention Plan.

IBSP Funding Model

(Board Order No. 17/19)

The President & CEO reported

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors:

1. Approve the proposed Hybrid funding model for IBSPs and direct Administration to undertake implementation, including development of related business processes, policies and contracts, as required.
2. Direct administration to consider and integrate the following principles into the related business processes, policies and contracts;
 - Governance/control should remain with industry,
 - Bureaucratic burden and cost must not increase,
 - A grandfathering provision for existing IBSPs should be included, and
 - Red tape limits on accessibility should be addressed to the greatest extent possible.

Amended Policy 35.10.50 *Status of Workers Independent Contractors and Employers*

(Board Order No. 18/19)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. The revisions to the policy provide the WCB with a clear and principle-based approach to determining the status of workers, employers and independent contractors which including the emerging gig economy. There are no changes to current practices.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the amended WCB Policy 35.10.50 *Status of Workers, Independent Contractors, and Employers* effective July 1, 2019.

New Policy: *Decision-Making*

(Board Order No. 19/19)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. The need for this type of policy statement emerged in the context of the Legislative Review of the *Workers Compensation Act*. This new policy formally articulates key legal concepts that are at the core of WCB operations and decision-making.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the new policy *Decision-Making* effective July 1, 2019.

Policy 21.30.40 *Non-Substantive Policy Changes*

(Board Order No. 20/19)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. The revisions to this policy indicate the types of changes to policies that can be made by the Administration and the reporting mechanism to the Board.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the revised and renamed Policy 21.30.40, *Non-Substantive and Consequential Policy Changes*, effective July 1, 2019.

JPAC Education Policy Review

(Board Order No. 21/19)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. The revisions to the policy ensure Joint Pension Advisory Committee members participate in at least one education event annually and clarifies how education events are shared with other members.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the updated Joint Pension Advisory Committee Education Policy.

Board of Directors' Terms of Reference

(Board Order No. 22/19)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. The Board's Terms of Reference have been revised to reflect changes to the Terms of Reference of the Board Committees.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the revised Terms of Reference for the Board of Directors.

Board of Directors Qualifications

(Board Order No. 23/19 and 24/19)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. An additional amendment to wording of the Labour Relations skills and experience section was suggested.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve a further amendment to the Matrix of Competencies relating to Labour Relations.

There was further discussion regarding the addition of inclusivity and diversity within the matrix. It was reported that a session at the AWCBC Governance Summit was provided on this topic. It was suggested that the Governance Committee look at wording that may be incorporated into the matrix which reflects the need for a skill

set around understanding diversity and inclusion. An overview of the two sessions on the topic from the AWCBC Governance Summit will be provided at the next Governance Committee meeting.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the Matrix of Competencies as further revised.

RWIP Review

(Board Order No. 25/19)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. A comprehensive review of the Research and Workplace Innovation Program (RWIP) was conducted resulting in a recommendation to discontinue the Scientific Research funding stream due to the high cost to administer and the limited benefit to the WCB. There was discussion about the need for a well thought out communication strategy and outreach strategy in respect of the change to RWIP.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the following proposed changes to the RWIP program:

- Adjust the funding mix by eliminating the Scientific Research stream;
- Ensure the Board of Directors has ability to set priorities for all calls for applications;
- To explore changes necessary to ensure that basic practical research will continue under the program;
- Reduce the maximum annual grant value to the amount of \$600K; and
- Allow for the lapsing of grant funds annually as part of the WCB operating budget.

Non-Canadian (US) Real Estate Manager

(Board Order No. 26/19)

Ron Koslowsky introduced this item on behalf of the Investment Committee. The Committee interviewed two finalists noting the selection of Brookfield was based on the opportunity for higher future returns.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the selection of Brookfield to manage 3.5% non-Canadian real estate within the Accident Fund's (the Fund) 12.5% real estate allocation.

Funding Policy Revisions

(Board Order No. 27/19)

Ron Koslowsky introduced this item on behalf of the Finance Committee. Arising out of the year-end audit, the external auditors recommended changes to the policy to clarify the original intent regarding surplus distribution.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve revisions to Policy 31.05 *Funding Policy*.

Request for Reconsideration under Section 60.9

(Board Order No. 28/19)

General Counsel, Vice President, Compliance & Corporate Services introduced discussion noting Section 60.9 of the *WCA* allows the Board of Directors to set aside a decision and order a re-hearing at the Appeal Commission when the Appeal Commission has not properly applied the Act, regulations or a policy of the Board of Directors. In this case, the applicant alleged that the Appeal Commission breached the rules of natural justice, and Regulation 279/91, *Appeal Commission Rules of Procedure*, when it placed significant weight on a piece of evidence but did not provide an opportunity for the applicant to make submissions on that evidence.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors set aside Appeal Commission decision 13/19 pursuant to section 60.9 of *The Workers Compensation Act* (the "Act") and order that the Appeal Commission re-hear the matter.

Renewal of Collective Agreement

(Board Order No. 29/19)

The Vice President, Human Resources & Strategy joined the meeting.

The Board of Directors moved *in camera*.

The Vice President, Human Resources & Strategy left the meeting.

For Information

Presentation: Accident Fund Investment Overview

Consideration of this item was deferred to a future meeting.

2020 Board of Directors Meeting Schedule

The Board of Directors received for information the 2020 Board of Directors Meeting Schedule.

Committee Reports

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

Audit Committee Meeting - April 12, 2019

Audit Committee Meeting - May 28, 2019

Prevention Committee Meeting - May 30, 2019

Governance Committee Meeting - June 6, 2019

Administration Reports

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

Corporate Secretary Report

General Counsel, Vice President, Compliance & Corporate Services reported on the resolution of two outstanding matters.

Board of Directors Work Plan

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

AWCBC Governance Summit: Delegates to the AWCBC Governance Summit reported on the impactful presentation they received regarding inclusion and diversity. The Board was interested in whether the WCB provides diversity and inclusivity type of training to their leadership group and staff.

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 2:45 p.m.

The next regular meeting will be held in the 6th floor Boardroom, 333 Broadway on Thursday, September 26, 2019 at 12:00 noon.