

The Board of Directors of the Workers Compensation Board ("WCB") enacts By-law No. 1 relating to the conduct of its affairs.

## **DEFINITIONS AND GENERAL**

1.1 In this By-law and all other By-laws of The Workers Compensation Board, unless the context otherwise requires:

"**Act**" means *The Workers Compensation Act*, R.S.M. 1987, c. W200, as amended from time to time;

"**Acting Chair**" means the Director appointed by the Board to act as Chair during the temporary absence of the Chair;

"**Board**" means the Board of Directors of the WCB;

"**Chair**" means the Chair of the Board;

"**Committee**" means a committee established by the Board under subsection 51.2(1) of the Act;

"**Committee Chair**" means the chair of a Committee appointed by the Board;

"**Corporate Secretary**" means the individual formally appointed from time to time by the Chief Executive Officer, on recommendation of the Chair in consultation with the Board;

"**Director**" means a member of the Board;

"**Member**" means an individual appointed to a Committee who is not a Board member.

1.2 Terms which are defined in the Act have the same meaning when used in a By-law.

## **2. MEETINGS OF THE BOARD**

2.1 **Requirement and Location:** The Board shall conduct its proceedings in such manner as it considers most convenient for the proper discharge of business. Board meetings will be held at any place in Manitoba that the Chair may decide, and may be held virtually at the discretion of the Chair.

2.2 **Annual Meeting:** The Board will designate one Board meeting to be the annual meeting to consider and approve the WCB annual report and five year plan. The annual meeting will be held before April 30 in each year at the call of the Chair.

2.3 **Quorum:** A majority of the voting Directors of the Board constitutes a quorum.

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- 2.4 **Voting:** Questions arising at a meeting of the Board will be decided by a majority of votes. The Chair may move, second or vote upon any matter as if he or she were a Director only and not Chair of the meeting. The Chief Executive Officer does not vote on any matter.
- 2.5 **No Casting Vote:** In the case of an equality of votes, the Chair does not have a second or casting vote. In that case, the motion is defeated.
- 2.6 **Acting Chair:** By Board resolution, one of the Directors may act as Chair during the temporary absence of the Chair. The appointment may be on a standing basis until a successor is appointed.
- 2.7 **Decorum:** The Board will conduct Board and Committee meetings in accordance with respectful workplace principles adopted by the Board from time to time.
- 2.8 **Remuneration:** Under Section 50.2(9) of the Act, the Government establishes compensation paid to Directors. Remuneration for Members of Committees who are not Directors is set by the Board of Directors. A Board protocol provides a framework of expenses which may also reasonably be charged.
- 2.9 **Removal of Board Member:** Under Section 50.2(8) of the Act, a Director may be removed from office by a resolution of the Board of Directors supported by at least 2/3 of other Directors.
- 2.10 **Board Member Appointment as Chair:** a former Director is eligible to be appointed as Chair following a three year hiatus from the end of that Director's term on the Board.

### **3. BOARD COMMITTEES**

#### **3.1 Establishment and Membership:**

- (a) The Board may establish and give direction to Committees;
- (b) Subject to clause 3.1(c), the Board may also appoint persons other than Directors to be voting Members of Committees; and
- (c) Pursuant to subsection 51.2(2) of the Act, the Board may appoint up to three (3) other persons as voting Members for any Board Committee.

#### **3.2 Composition:** Each Committee must be composed of:

- (a) The Chair;
- (b) The Chief Executive Officer (non-voting); and
- (c) An equal number of Directors representative of workers, employers and the public interest, one of whom must be appointed Committee Chair by the Board.

#### **3.3 Established Committees:** The Board has established the following Committees effective on June 21, 2023:

- (a) The Governance Committee;
- (b) The Audit Committee;
- (c) The Investment Committee;
- (d) The Finance Committee;
- (e) The Nominating Committee; and
- (f) The Digital Modernization Oversight Committee.

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- 3.4 **Chair does not chair Committees:** The Chair does not serve as Chair of any Committee except as an acting Chair.
- 3.5 **Chair of the Audit Committee:** The Committee Chair of the Audit Committee does not chair another Committee except as an acting Chair.
- 3.6 **Committee Authority and Terms of Reference:** A Committee will have such authority as the Board delegates to it or as provided in the Act. The responsibilities of each Committee are set out in the Terms of Reference for that Committee.
- 3.7 **Election and Appointment of Directors and Members to Committees:**
- (a) The Board will elect Directors to Committees on an annual basis, usually in December for the following year. Directors are eligible for re-election to a Committee;
- (b) The Board will elect Directors to Committees with appointments to be made in the following order:
- Audit
  - Investment
  - Finance
  - Governance
  - Nominating
  - Digital Modernization Oversight Committee.
- (c) Subject to section 3.9, the Board may appoint Members to Committees for terms longer than one year and Members are eligible for re-appointment. Terms for Members will generally be staggered.
- 3.8 **Removal of Member:** The Board may, at any time for any reason, remove a Committee member and may elect another appropriate Director or Member to complete the term of the member who has been removed.
- 3.9 **Member Term Limits:** Members who are appointed to a Committee who are not a Director may be reappointed to a maximum of ten years. Following a one year hiatus, these Members are eligible to apply for any vacant position or a position within the WCB organization.
- 3.10 **Former Board Member Committee Appointments:** A former Director is eligible to be appointed as Member of a Committee or a position within the WCB organization following a one year hiatus from the end of their Board appointment.
- 3.11 **Quorum:** A majority of the voting Directors and Members of a Committee constitutes a quorum.
- 3.12 **Voting:** Questions arising at a meeting of a Committee will be decided by a majority of votes. The Committee Chair may move, second, or vote upon any matter as if he or she were a Director only and not Committee Chair of the meeting.
- 3.13 **No Casting Vote:** In the case of an equality of votes at a Committee meeting, the Committee Chair does not have a second or casting vote. In that case, the motion is defeated.

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- 3.14 **Acting Committee Chair:** By Committee resolution, one of the Directors, including the Chair, may act as Committee Chair during the temporary absence of the Committee Chair.
- 3.15 **Disclosure to Board:** The Committee will report on its activities to the Board from time to time.

### **4. PREVENTION ADVISORY COUNCIL**

- 4.1 The Board has established a prevention advisory council consisting of
- (a) a chair;
  - (b) three members representative of the interests of workers;
  - (c) three members representative of the interests of employers; and
  - (d) three members representative of the public interest,
- none of whom is a Director.
- 4.2 The prevention advisory council shall meet periodically and provide advice to the board on its prevention mandate under the Act.
- 4.3 The prevention advisory council will provide periodic reports to the Governance Committee of the board.
- 4.4 The prevention advisory council will determine its own rules of procedure.

### **5. NOTICE OF MEETINGS & MEETING INFORMATION**

- 5.1 **Regular Notice:** Notice of the time, location and any related information or materials for a meeting of the Board or a Committee will be delivered to each Director and Member entitled to be present at such meeting at least five (5) days before the meeting. The notice and related information or materials may be mailed, faxed, transmitted electronically or relayed by telephone.
- 5.2 **No Prior Notice with Consent:** A meeting may be held without prior notice if all the voting Directors or Members entitled to be present are present, or if a quorum is present and those voting Directors or Members who are absent have signified their consent to the meeting in their absence. The consent of those absent must be provided in writing either prior to or subsequent to the meeting.
- 5.3 **Short Notice Meetings:** The Chair may call a meeting on short notice at any time upon twenty-four (24) hours' notice. The time to provide meeting materials will be abridged accordingly.
- 5.4 **Waiver of Notice:** A Director or Member entitled to be present at any meeting of the Board or a Committee may waive his or her notice of such meeting, or any irregularity in any meeting or in the notice of such meeting. This waiver may be given before or after the meeting to which it relates. Any resolution, proceeding, or action arising from such a meeting will be as valid and effectual as if it had been passed or taken at a meeting duly called.

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### **6. DISTANCE PARTICIPATION**

- 6.1 A Director or Member will be considered present at a meeting if he or she is able to participate in the meeting by means of telephone or video conference or other communications equipment which permits all persons participating in the meeting to hear each other.

### **7. ADJOURNMENT**

- 7.1 **Adjournment of Meeting:** Any meeting of the Board or a Committee may be adjourned by the Chair or by the Committee Chair with the consent of the meeting, to a fixed time and place, or to a time and place to be fixed upon notice to all persons present and entitled to attend the meeting. No other notice need be given to any Director or Member.
- 7.2 **Re-convening of Meeting:** Any adjourned meeting will be duly constituted if re-convened in accordance with the terms of the adjournment and a quorum is present. The persons who formed a quorum at the adjourned meeting are not required to form the quorum when the meeting is re-convened.
- 7.3 **Quorum Unavailable:** If a quorum is not available to re-convene the adjourned meeting, the adjourned meeting will be considered to have concluded as of the date of adjournment.

### **8. DECISIONS OF THE BOARD**

- 8.1 **Majority Decision:** A decision of a majority of the Directors present at a meeting or other proceeding is the decision of the Board.
- 8.2 **Decisions to be Published:** The Corporate Secretary will cause all decisions of the Board to be published except those listed in section 8.3.
- 8.3 **Decisions not to be Published:** The following decisions will not be published:
- (a) Decisions of the Board made at meetings held *in camera*;
  - (b) Decisions relating to:
    - (i) Internal administrative matters
    - (ii) Personnel of the WCB
    - (iii) Workers, employers or other groups which the Chair or the Board determine should remain confidential;
  - (c) Committee decisions and minutes; and
  - (d) Such other matters as the Chair or the Board may determine.
- 8.4 **Decisions in Absence of Quorum:** If at any time the Chair determines that an action or decision is required and a quorum of Directors cannot be raised upon notice of a meeting to consider such action or decision the Chair will have the authority to act on behalf of the Board, after consultation with available Directors. Any such action or decision by the Chair will be reported to the Board at or before its next meeting.

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## **9. BOARD CONSIDERATION OF APPEAL COMMISSION DECISIONS**

- 9.1 **Review of Appeal Decisions:** The Corporate Secretary of the WCB or designate will monitor all decisions of the Appeal Commission and may, consistent with Board Policy, initiate consideration under Section 60.9 of the Act where there are reasonable grounds to believe that the Appeal Commission has not properly applied the Act, regulations or a policy of the Board.
- 9.2 **Requests for Consideration under Section 60.9:** Any request that the Board exercise its authority under Section 60.9 of the Act will be referred to the Corporate Secretary for review, consistent with Board policy.

## **10. INDEMNITY OF DIRECTORS**

- 10.1 **Indemnification Against Costs, Charges, and Expenses:** Each Director, former Director, Member and former Member and his or her heirs and legal representatives will be indemnified against all costs, charges and expenses incurred by him or her in respect of any proceedings to which he or she is or may be made a party by reason of being or having been a Director or Member with respect to anything done by him or her within or beyond his or her jurisdiction as conferred by the Act or any other Act of the Legislature, if it was in the good faith belief that it was within his or her jurisdiction.
- 10.2 **Board to Retain Legal Counsel:** In the event that any Director, former Director, Member or former Member is or may be made a party to any proceedings as set forth in section 10.1, the Board will select and retain legal counsel to represent the Director, former Director, Member or former Member. Cost of legal counsel will be an expense of the WCB, provided that:
- (a) In the opinion of the Board, the individual has acted in good faith and not contrary to the express instructions of the Board;
  - (b) In the opinion of the Board, there is no real, apparent or potential conflict of interest between the WCB and the individual; and
  - (c) In the opinion of legal counsel, the Director, former Director, Member or former Member fully cooperates and does not act or fail to act in a manner that may be prejudicial to the legal representation.
- 10.3 **Counsel of Choice at Own Expense:** If, at any time, the Director, former Director, Member or former Member wishes to be represented by legal counsel of his or her choice, the individual may retain other legal counsel at his or her expense. Legal counsel selected by the Board will cease to represent such individual.

## **11. EXECUTION OF DOCUMENTS**

- 11.1 **Authorization:** Contracts, documents, or instruments in writing requiring the signature of the WCB may be signed by the Chief Executive Officer or his or her designate, and all contracts, documents, or instruments in writing so signed will be binding upon the WCB.
- 11.2 **Document Description:** The term "contracts, documents, or instruments in writing" as used in this By-law shall include certificates, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances and assignments of shares, share warrants, bonds, debentures, or other securities and all paper writings.

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11.3 **Corporate Seal:** The Corporate Secretary may affix the Seal of the WCB, when required, to contracts, documents, or instruments in writing signed as set out in this By-law.

### **12. AMENDMENT**

12.1 The Board may alter, repeal or amend its By-laws by a majority of votes, upon one month's advance notice of intention.

ENACTED October 10, 1990 by Board Order 26/90

REVISED: January 28, 1993 by Board Order 1/93  
February 25, 1994 by Board Order 9/94  
May 25, 1995 by Board Order 12/95  
May 23, 1996 by Board Order 16/96  
March 30, 1998 by Board Order 8/98  
April 29, 1999 by Board Order 15/99  
April 29, 2003 by Board Order 11/03

REPEALED & REPLACED on August 30, 2007 by Board Order 27/2007

REVISED on October 29, 2009 by Board Order 26/2009

REVISED on September 27, 2012 by Board Order 21/2012

REVISED on May 27, 2014 by Board Order 17/2014

REVISED on June 28, 2017 by Board Order 22/2017

REVISED on June 21, 2018 by Board Order 25/2018

REVISED on November 25, 2021 by Board Order 48/2021 effective January 1, 2022

REVISED on June 21, 2023 by Board Order 22/23 effective June 21, 2023

*Original signed by:*

Michael Werier, Chair

Cathy Skinner, Corporate Secretary