

# **WCB GOVERNANCE COMMITTEE**

## Terms of Reference

### **1. PURPOSE**

The Governance Committee is established to assist the Board of Directors in fulfilling its oversight responsibilities with respect to the WCB's policies, strategic planning, and governance as well as the policies and practices regarding the human resources of the WCB and the services the WCB provides to stakeholders.

*The Workers Compensation Act* requires that the Committee:

- a) Develop policy for the consideration of the Board of Directors; and
- b) Review and evaluate strategic plans and make recommendations to the Board of Directors.

### **2. COMPOSITION**

- 2.1 The Governance Committee will be composed of the Chairperson of the Board of Directors; the Chief Executive Officer (non-voting) and an equal number of members of the Board of Directors representative of workers, employers and the public interest.
- 2.2 Appointments to the Governance Committee will be reviewed annually.

### **3. CHAIRPERSON OF THE GOVERNANCE COMMITTEE**

- 3.1 The Board of Directors appoints a Board member representative of workers, employers or the public interest as a Committee Chair (under the legislation, external members may not chair committees). The appointment of the Committee Chair will occur, with input from the Committee, after the Committee has been selected each year.
- 3.2 The appointment of the Chairperson will be reviewed annually.
- 3.3 In the absence of the Chairperson of the Committee, the members will appoint an acting Chairperson.
- 3.4 The Chairperson of the Audit Committee may not chair this Committee except as an acting Chairperson.

## **4. RESPONSIBILITIES**

### **4.1 Policy**

The Governance Committee will, from time to time:

- (a) Receive from the Board direction for consideration of policy;
- (b) Review the procedures, programs and policies of the Board in connection with the Board's administration of the Act, other than prevention, investment and finance policy matters;
- (c) Initiate and recommend new policies and changes in policy to the Board;
- (d) Receive and consider policy recommendations from the WCB administration;
- (e) Ensure that the Research and Workplace Innovation Program operates according to established policy; and
- (f) Direct consultation with representatives of workers, employers and other stakeholders on proposed policy matters.

### **4.2 Strategic Planning**

The Governance Committee will, from time to time:

- (a) Ensure a clear division of responsibilities, with the Board of Directors providing strategic direction and vision, and the administration translating that vision into operational planning, decision-making and implementation; and
- (b) Review the strategic plan *Strategy Map* and recommend its approval to the Board of Directors.

### **4.3 Governance**

The Governance Committee will, from time to time:

- (a) Consider developments and emerging best practices in corporate governance;
- (b) Consider and make recommendations to the Board of Directors' regarding its governance philosophies and practices to ensure that they are in accordance with current leading governance practices and are accurately reflected in its By-Laws, Terms of Reference, and other governance policies and statements;
- (c) Prepare and regularly update a Board manual containing all documents relevant to the Board of Directors' governance structure;
- (d) Articulate roles and responsibilities for the Board of Directors, its Committees, the Chairperson and individual directors and recommend to the Board of Directors any needed changes;

- (e) Review and recommend to the Board, for advice to the Minister responsible for Workers Compensation, the skills and experience required in members of the Board of Directors;
- (f) Manage evaluations of the Board of Directors and its Committees; and
- (g) Ensure appropriate orientation and ongoing professional development of the Board of Directors.

#### **4.4 Services**

The Governance Committee will:

- (a) Consider the quality of services provided by the WCB to its stakeholders and advise the Board of Directors with respect to the effectiveness of current service strategies;
- (b) Direct consultation with stakeholders including workers, employers, representatives of client groups and other service organizations about the quality of services provided by the WCB; and
- (c) Ensure that the administration has in place the policies and philosophies necessary to ensure the continued provision of excellent service to the stakeholders of the WCB.

#### **4.5 Human Resources**

The Governance Committee will:

- (a) Make certain that the administration has in place appropriate human resources, strategic plans, practices and policies to ensure that:
  - i. good labour relations practices are applied;
  - ii. employees are fairly and equitably compensated for services rendered;
  - iii. employees are fairly and equitably treated;
  - iv. WCB maintains a safe and healthy workplace; and
  - v. diversity is valued and supported by the WCB's culture and human resource practices.
- (b) Review management's initial recommendations respecting collective bargaining mandates and forward for the Board of Directors' consideration the final agreement arising from the collective bargaining process relating to compensation, benefits and major changes to working conditions; and
- (c) Ensure that the administration has in place a sound plan for the succession of senior management.

#### **4.6 Employee Retirement Plan**

The Governance Committee will, from time to time, review the Employee Retirement Plan benefit and make recommendations to the Board of Directors for:

- (a) The Objectives of the Plan; and
- (b) Plan Amendments.

#### **4.7 Monitoring of Accessibility Plan**

The Governance Committee will, from time to time, receive reports from senior management about the WCB's accessibility plan under *The Accessibility for Manitobans Act*.

#### **4.8 Fair Practices Office**

The Governance Committee will, from time to time:

- (a) Jointly with the Chairperson and Chief Executive Officer, endorse the initial appointment, monitor, and annually evaluate the performance of the Director, Fair Practices Office (such review to be undertaken by the Chairperson, Governance Committee Chairperson with the Chief Executive Officer and then reported to the Governance Committee) and, if necessary, concur with the termination of the Director, Fair Practices Office;
- (b) Review and approve the Fair Practices Office policy;
- (c) Receive periodic reports from the Director, Fair Practices Office;
- (d) Review and recommend to the Board of Directors the approval of the Fair Practices Office Annual Report for publication;
- (e) Take or direct appropriate action on the basis of these reports.

#### **4.9 Other**

The Governance Committee will, from time to time:

- (a) Periodically perform a self-assessment of its performance as a Committee; and
- (b) Review its terms of reference annually, and make recommendations to the Board of Directors for amendments as the Committee deems necessary.

#### **HISTORY:**

1. The Terms of Reference: the Policy, Planning and Governance Committee and the Service and Human Resources Committee were combined effective April 1, 2009 by Board Order 06/09 on February 26, 2009. The Terms of Reference were approved on August 24, 2009 by Board Order 18/09.

2. Terms of Reference confirmed on December 17, 2009 by Board Order No. 40/09.
3. Terms of Reference confirmed on December 16, 2010 by Board Order No. 43/10.
4. Terms of Reference confirmed on January 31, 2012 by Board Order No. 05/12.
5. Terms of Reference revised on January 30, 2013 by Board Order No. 03/13. Revisions included: the addition of section 4.2 (d) relating to the oversight of major projects undertaken to achieve a significant business objective; the removal of section 4.5 (d) relating to the WCB Employee Pension Plan and the creation of a new section 4.6 Employee Pension Plan that clarifies the responsibilities of the PPG&S Committee as it related to the Employee Pension Plan.
6. Terms of Reference revised on June 26, 2014 by Board Order No. 21/14. Revisions include the removal of the prevention responsibilities as a new Committee has been established as well as housekeeping changes.
7. Terms of Reference revised on January 22, 2015 by Board Order No. 07/15. Section 4.7 Accessibility Plan was added to give the Committee responsibility to review and monitor the WCB's compliance with *The Accessibility for Manitobans Act*.
8. Terms of Reference were updated to clarify the process for appointment of Committee Chairperson on January 28, 2016 by Board Order No. 03/16.
9. Terms of Reference revised on March 23, 2017 by Board Order No. 06/17 to confirm the Committee's oversight of the accessibility plan.
10. Terms of Reference confirmed on January 25, 2018 by Board Order No. 05/18.
11. Terms of Reference were updated effective June 21, 2018 by Board Order No. 25/18 to change the name of the Policy, Planning, Governance and Service Committee to the Governance Committee.
12. Terms of Reference were updated effective April 16, 2019 by Board Order No. 14/19 to reflect the revised process for the approval of the WCB Annual Report and Five Year Plan. Revisions were also made to reflect that the Fair Practices Office will report to the Governance Committee. Section 4.2 (d) was removed as reporting on the progress on major projects is included in the Quarterly Strategic Measures document.