

**Present:**

Michael D. Werier, Chairperson  
Doug Sexsmith, President & CEO (Non-voting)  
Rob Labossiere                      Wendy Sol                      Bob Dewar  
Ron Hambley                          Paul Challoner  
Ilana Warner                          Ken Sutherland

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

**Also Attending:**

Lori Ferguson Sain, General Counsel & Corporate Secretary

**In Attendance for Specific Items:**

David Brown, Brown Governance Inc.  
Deana Martz, Fair Practices Advocate  
Alice Sayant, Vice President, Prevention Assessments and Customer Service  
Bob Craddock, Director, Assessment Services

**Regrets:**

Jane MacKay, Director

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Prior to the start of the meeting, several members of the Board of Directors participated in the Annual Leaders' Walk and Day of Mourning program to remember workers who were killed or severely injured on the job.

**CALL TO ORDER**

The Chairperson called the meeting to order and confirmed the agenda.

**FOR CONSIDERATION/DECISION**

**2011 BOARD PROFILING REPORT**

David Brown, Brown Governance Inc. introduced discussion on the WCB Board of Directors Board profiling exercise and his analysis. He noted the purpose of the

analysis was to identify gaps in skills, experience and attributes that could be used when recruiting new Board members. There was discussion about skills and experience of Board members including how many members should possess each of the skills and at what level. It was noted that the WCB is using external members on the Audit Committee and Investment and Finance Committee to provide levels of expertise to complement the Board members.

Mr. Brown suggested that Board members need not possess all the required skills when appointed as sessions can be scheduled to provide WCB specific education. The Board discussed the level of risk management expertise. It was noted that the external member of the Audit Committee has significant expertise in risk management.

There was discussion regarding the tripartite nature of the Board and the how the various constituencies appoint their representatives.

The Board discussed some of the other attributes and experience they believe are important considerations in Board appointments. It was noted directors should have strong communication skills in order to best represent their constituency and the WCB. The Board discussed the time commitment for members of the Board. It was suggested that during recruitment, potential Board members should be clearly advised of the expectations regarding time commitment.

The Board discussed the benefits of having expertise relating to information technology. It was suggested that IT literacy be added to the matrix of competencies. The Board discussed other characteristics which would be desirable for Board composition including cultural diversity, persons with a disability and gender representation.

Mr. Brown left the meeting.

## **FPA EVALUATION FRAMEWORK**

(Board Order No. 09/11)

The Fair Practices Advocate (FPA) joined the meeting. The Board discussed responsibility for the evaluation of the FPA. It was agreed that the FPA would meet on a frequent basis with the Chairperson to provide updates. The Chairperson in partnership with a Committee of the Board would complete the evaluation.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the evaluation framework for the Fair Practices Advocate, which includes self-evaluation and use of the Policy, Planning, Governance and Service Committee of the Board to assist the Chairperson in completion of the evaluation.

## **ADMINISTRATION REPORTS**

### **MEETING WITH THE FAIR PRACTICES ADVOCATE**

The FPA introduced discussion on her report. She shared a number of observations with the Board.

The Board received the report for information.

### **MINUTES OF PREVIOUS MEETING**

The minutes of the March 17 and March 23, 2011 meetings were confirmed as reasonable records.

### **BUSINESS ARISING**

The Board received the information provided.

### **FOR CONSIDERATION/DECISION**

#### **REVIEW OF LEGISLATED PROGRAM AUDIT REPORT - SHORT TERM CLAIMS**

Ron Hambley introduced this item on behalf of the Audit Committee.

The Board of Directors received for information the report by PricewaterhouseCoopers of the legislated program audit of Short Term Claims, including the management response.

**PERSONAL COVERAGE**

(Board Order No. 08/11)

Ilana Warner introduced this item on behalf of the Policy, Planning, Governance and Service Committee.

The Vice President, Prevention, Assessments and Customer Services and the Director Assessment Services joined the meeting. Revisions to certain features of the personal coverage program were reviewed.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors

1. Approve revisions to the following Policies:

- 35.00, *Reporting and Remittance of Assessments for the General Body of Employers (Employers in Class E)*;
- 35.10.50, *Status of Workers, Independent Contractors and Employers*;
- 35.10.120, *Terms and Conditions of Optional Coverage*; and
- 44.80.10.10, *Average Earnings*.

2. Rescind the following Policies:

- 35.10.100, *Minimum Level of Earnings for Voluntary Coverage*; and
- 35.10.110, *Minimum Annual Assessments for Voluntary Coverage*.

**PLANNING SYMPOSIUM AGENDA**

(Board Order No. 10/11)

Ilana Warner introduced this item on behalf of the Policy, Planning, Governance and Service Committee.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the revised 2011 Planning Symposium agenda.

## **OTHER BUSINESS**

### **BOARD EDUCATION: BACKGROUND PAPER ON WCB EXPERIENCE RATING**

Consideration of this matter was deferred to a later date. Copies of the presentation were distributed for information.

### **2012 AWCBC CONGRESS IN WINNIPEG**

The President & CEO provided an update on preparations to host the 2012 AWCBC Congress in Winnipeg.

## **REPORTS**

### **COMMITTEE REPORTS**

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

- Investment and Finance Committee Meeting - March 17, 2011
- Investment and Finance Committee Meeting - March 18, 2011
- Special Audit Committee Meeting - April 4, 2011
- Policy, Planning, Governance and Service Committee Meeting - April 14, 2011

### **ADMINISTRATION REPORT**

The Board received the information provided with the agenda.

### **REPORT ON THE ADMINISTRATION OF SECTION 60.9 AND JUDICIAL REVIEWS**

The Board received the information provided with the agenda.

### **BOARD OF DIRECTORS WORK PLAN**

The Board received the information provided with the agenda.

**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 Chairperson declared the meeting to be concluded at 4:00 p.m.



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Chairperson



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Corporate Secretary