

Present:

Michael Werier, Chairperson
Winston Maharaj, President and CEO (Non-voting)
Peter Dyck Jan Schubert Colleen Seymour (via teleconference)
Sylvia Farley Jean-Guy Bourgeois Rob Labossiere
Yvette Milner

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

Also Attending:

Lori Ferguson Sain, General Counsel & Vice President, Compliance & Corporate Services
Heather Baete, Recording Secretary

In Attendance for Specific Items:

Deana Martz, Fair Practices Advocate (FPA)

Regrets:

Jane MacKay, Director
Chris Lorenc, Director

CALL TO ORDER

The Chairperson called the meeting to order and confirmed the agenda. He noted regrets were received from Jane MacKay and Chris Lorenc. Colleen Seymour joined the meeting via teleconference.

MINUTES OF PREVIOUS MEETING

The Chairperson presented the minutes from the December 20, 2016 meeting of the Board of Directors.

On motion duly made and carried,

BE IT RESOLVED THAT the minutes of the December 20, 2016 Board of Directors Meeting are confirmed as a reasonable record.

BUSINESS ARISING

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

FOR CONSIDERATION/DECISION

2016 ANNUAL REPORT (NARRATIVE)

(Board Order No. 01/17)

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 text portion of the 2016 Annual Report and authorize the Chairperson or the President & CEO to approve any necessary further changes.

2017-2021 BUDGETED/PROJECTED FINANCIAL STATEMENTS

(Board Order No. 02/17)

Jan Schubert introduced this item on behalf of the Finance Committee. There was discussion regarding the plan to run losses over the next several years in order to reduce the surplus. It was suggested consideration be given to disclosing the breakeven average assessment rate to fund the system as part of future reporting.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the budgeted/projected financial statements for the years ending December 31, 2017 to 2021.

DISPOSITION OF EXCESS RESERVES

(Board Order No. 03/17)

Jan Schubert introduced this item on behalf of the Finance Committee. It was noted that the WCB has undertaken the reengineering of a number of processes in the last five years and reserves were allowed to rise to protect rate payers should unanticipated results occur. There was discussion relating to the alternatives for reducing excess reserves such as premium dividends. The Board was interested in the use of premium dividends in other jurisdictions.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors direct the Administration to:

- a) implement an average assessment rate decrease (per Funding Policy Section 5 ii) in 2018 in order to reduce the reserves to be closer to the Accident Fund Reserve target by 2021, and
- b) explore a rate rebate in the form of a premium dividend (per Funding Policy Section 5 i) for potential implementation during the 2018-2022 Five Year Plan. This proposal would be submitted in June, 2017 in concert with the Annual Rates and Financials exercise.

WCB RETIREMENT PLAN - FUNDING POLICY REVIEW

(Board Order No. 04/17)

Jan Schubert introduced this item on behalf of the Finance Committee.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the amendments to the WCB Retirement Plan Funding Policy.

2016 RETIREMENT PLAN VALUATION ASSUMPTIONS

(Board Order No. 05/17)

Jan Schubert introduced this item on behalf of the Finance Committee.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the 2016 valuation assumptions as prepared by Aon Hewitt and reviewed by the Joint Pension Advisory Committee.

BOARD COMMITTEES' TERMS OF REFERENCE

(Board Order No. 06/17)

Yvette Milner introduced this item.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors:

1. Approve the revisions to the Terms of Reference for the:
 - Audit Committee;
 - Investment Committee;
 - Policy, Planning, Governance and Service Committee and
 - Prevention Committee.
2. Confirm the Finance Committee Terms of Reference.

COMMITTEE AND CHAIRPERSON APPOINTMENTS

(Board Order No. 07/17)

The Chairperson introduced discussion. The Board discussed the Committee appointment process and agreed to retain the current process.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors:

1. Approve the following Committee appointments for 2017:

Audit Committee: Jane MacKay - Employer
Peter Dyck - Public Interest
Sylvia Farley - Labour

Investment Committee: Rob Labossiere - Labour
Jan Schubert - Public Interest
Yvette Milner - Employer

Finance Committee: Rob Labossiere - Labour
Jan Schubert - Public Interest
Yvette Milner - Employer

Policy, Planning, Governance & Service Committee:
Colleen Seymour - Public Interest
Jean-Guy Bourgeois - Labour
Chris Lorenc - Employers

Prevention Committee: Chris Lorenc – Employer
Jean-Guy Bourgeois - Labour
Peter Dyck - Public Interest

2. Approve the following Committee Chairperson appointments for 2017:

Audit Committee - Peter Dyck
Investment Committee - Jan Schubert
Finance Committee - Jan Schubert
Policy, Planning, Governance and Service Committee - Jean-Guy Bourgeois
Prevention Committee - Chris Lorenc

2017 BOARD OF DIRECTORS PLANNING SESSION

The Board of Directors received the 2017 Board Planning Session agenda for information.

AWCBC 2017 GOVERNANCE SUMMIT DELEGATES

The Chairperson asked the individual caucuses to discuss the appointment of their delegates to this conference and advise.

OTHER BUSINESS

CONFLICT OF INTEREST DECLARATIONS

The Corporate Secretary reviewed the process for the annual conflict of interest declarations. The Board asked that By-Law No. 2 be reviewed with a view to providing options for addressing perceived conflicts of interest.

ANNUAL INVESTMENT PORTFOLIO OVERVIEWS

The Board of Directors received the Annual Investment Portfolio overview for information.

REPORTS

COMMITTEE REPORTS

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

- Audit Committee Meeting - January 17, 2017
- Investment Committee Meeting - March 16, 2017
- Finance Committee Meeting - March 16, 2017

ADMINISTRATION REPORTS

The Board of Directors moved *in camera*.

The Board of Directors moved out of *in camera*.

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

REPORT OF THE FAIR PRACTICES ADVOCATE Q3-2016 AND Q4-2016

The FPA joined the meeting and presented highlights of her Q3 and Q4 2016 reports.

The Board of Directors received the Q3 and Q4 2016 reports of the FPA for information.

The FPA left the meeting.

MANAGEMENT RESPONSE TO THE FAIR PRACTICES ADVOCATE REPORT Q3-2016 AND Q4-2016

The Board of Directors received the Q3 and Q4 2016 Management Response Reports to the Fair Practices Advocate report for information.

CORPORATE SECRETARY REPORT

The Board of Directors received the report for information.

BOARD OF DIRECTORS WORK PLAN

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

IN CAMERA DISCUSSION

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

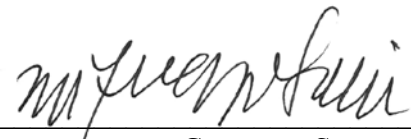
CONCLUSION

As all matters coming before the Board had been dealt with, the Chairperson declared the meeting to be concluded at 2:37 p.m.

The next meeting will be held in the 6th floor Boardroom, 333 Broadway on April 19, 2017 at 12:00 Noon.



Chairperson



Corporate Secretary