

The Board of Directors of The Workers Compensation Board ("WCB") enacts By-law No. 2 relating to confidentiality and conflict of interest.

**1. DEFINITIONS**

1.1 In this By-law, unless the context otherwise requires:

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

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

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

**"Chairperson"** means the Chairperson of the Board;

**"Committee"** means a committee established by the Board under subsection 51.1(2) of the Act;

**"Committee Chairperson"** means the chairperson of a Committee;

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

**"Conflict of Interest"** shall have the meaning set forth in Section 4;

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

**"Meeting of the Board"** shall include a meeting of a Committee of the Board;

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

**"Personal Interests"** shall include, without limitation, material existing or prospective business, employment, commercial, financial or personal interests, or affiliations of the Director, Member or Related Person, whether direct or indirect, where the interest or affiliation is greater than that of the general public;

**"Related Person"** shall include the spouse or common law partner, children, or dependants of a Director or Member and any other persons, firms, partnerships, associations, syndicates, organizations, groups, companies or corporations with whom the Director or Member has a relationship that a reasonable, well-informed person might fairly conclude could affect the Director or Member's ability to perform his or her duties objectively and impartially.

1.2 Terms which are defined in the Act shall have the same meaning when used in this By-Law.

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### **2. APPLICATION**

- 2.1 **Application:** This By-law applies to all current or future members of the Board appointed by the Lieutenant Governor in Council and to Members appointed to a Committee who are not Board members.
- 2.2 **Minimum Standard:** The unique nature and composition of the Board renders it impossible to anticipate all potential Conflict of Interest situations and accordingly, this By-law is intended to represent minimum guidelines and standards of conduct.

### **3. DUTIES OF DIRECTORS AND MEMBERS**

- 3.1 **Duties:** Every Director and Member in exercising his or her powers and discharging his or her duties shall:
- (a) Act honestly and in good faith with a view to the best interests of the WCB;
  - (b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances; and
  - (c) Comply with the Act, regulations and by-laws of the WCB and other applicable legislation.
- 3.2 **Annual Declaration:** Every Director and Member shall sign a declaration of conflict, in the form attached as Appendix A, on or before his or her first Board or Committee meeting and then annually thereafter. Changes to a Director or Member's interests that occur between declarations shall be reported to the Corporate Secretary as soon as possible after the change occurs. The Declarations are confidential and must not be disclosed except for the minimum information necessary as part of the process to disclose and decide Conflicts of Interest under Section 5.
- 3.3 **Meeting Preparation:** Directors and Members must be alert to the potential for Conflict of Interest and should review Committee and Board materials in advance from that perspective so that possible Conflicts of Interest can be identified and dealt with before a Meeting.

### **4. CONFLICT OF INTEREST**

- 4.1 **Definition:** There shall be deemed to be a Conflict of Interest where the Personal Interests of a Director, Member or Related Person, actually, apparently or potentially may result in:
- (a) A pecuniary gain or advantage to the Director, Member or Related Person by virtue of his or her position as Director or Member; or
  - (b) An interference with the objective exercise of his or her duties as a Director or Member.
- 4.2 **Gifts:** A Director or Member shall not accept a benefit or gift (including money, vouchers, entertainment, hospitality, pleasure or vacation trips or property) when:

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- (a) The giver's aim is or could reasonably be perceived to place the Director or Member under some obligation, influence the manner in which the Director or Member carries out his or her duties or makes a decision; or
  - (b) Is offered as payment for fulfilling responsibilities as a Director or Member.
- 4.3 **Tokens:** A Director or Member may accept a direct or indirect token gift, hospitality or benefit if it:
- (a) Is infrequent and of minimal value (low-cost promotional objects, simple meals, souvenirs with a modest cash value);
  - (b) Does not compromise or appear to compromise the integrity of the Director or Member;
  - (c) Arises out of activities or events related to the Director or Member's duties; and
  - (d) Is within the normal standards of courtesy and hospitality for the public sector.
- If a Director or Member is unsure whether something is a gift or token, he or she should seek guidance from the Chairperson or the Corporate Secretary before accepting it.
- 4.4 **Protocol:** The Board may establish protocols about gifts and tokens, including the use of community event tickets.
- 4.5 **No Conflict of Interest in General Application Matter:** A Director or Member shall not have a Conflict of Interest if he or she attends a Meeting of the Board and votes on decisions, matters, policies, guidelines or By-laws of the WCB which are of general application.
- 4.6 **Policy Matters:** It is not a Conflict of Interest for a Director or Member to seek advice or information on policy matters provided that he or she does not:
- (a) Provide agenda materials to representatives of their respective constituencies;
  - (b) Act as an advocate with respect to any policy issue except within the Board of Directors, a committee or among Directors informally;
  - (c) Take a public position contrary to a formal position of the Board in his or her capacity as a Board member or Member;
  - (d) Act as an advocate, spokesperson or lobbyist on behalf of a special interest group on matters relating to workers compensation; and
  - (e) Disclose confidential information provided to the Director or Member in consequence of their responsibilities as Directors or Members.

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### **5. DUTY TO DISCLOSE**

- 5.1 **Duty to Disclose:** Directors or Members shall immediately disclose to the Board any situation or matter where they have a Conflict of Interest. Where a Director or Member is unsure whether a Conflict of Interest may exist, the Director or Member must consult with the Corporate Secretary, who will assess the matter, advise the Director or Member and then notify the Board Chairperson or Committee Chairperson. If the matter involves the Board Chairperson, the Corporate Secretary must notify the Audit Committee Chairperson.
- 5.2 **Chairperson Makes Initial Decision:** After discussion with the Corporate Secretary and the Director or Member, the Committee or Board Chairperson will make an initial decision whether there is a Conflict of Interest.
- 5.3 **Board or Committee Makes Final Decision:** If a Director or Member disagrees with the Chairperson's decision under Paragraph 5.2, the matter will go to the Board or Committee for final decision. The Director or Member may address the Board or Committee, which will then deliberate *in camera* without the Director or Member present. The Chairperson will advise the Director or Member of the decision and the Director or Member must recuse if a Conflict of Interest is determined.
- 5.4 **Conflict of Interest in Absence:** Where a Director or Member fails to comply with Paragraph 5.1 because the Director or Member was not present at the meeting, the Director or Member shall:
- (a) Forthwith, on becoming aware that the matter has been or is to be considered at a meeting, notify the Corporate Secretary in writing that a Conflict of Interest exists;
  - (b) Seek a decision under Paragraph 5.2 or disclose the existence of a Conflict of Interest at the next meeting of the same body before which the matter arose; and
  - (c) Refrain at all times from attempting to influence the matter.
- 5.5 **General Notice:** For the purposes of this By-law, a general notice to the Board by a Director or Member declaring the existence of a Conflict of Interest shall be sufficient and continuing declaration with respect to the matter.
- 5.6 **Quorum Where Director(s) Withdrawn:** Notwithstanding the provisions of any other By-law, if the number of Directors or Members remaining at a Meeting of the Board is not sufficient to constitute a quorum due to withdrawals from the meeting under this By-law, two or more voting Directors or Members shall be deemed to constitute a quorum for the purposes of discussing and voting on any matter at the meeting arising out of the Conflict of Interest.

### **6. CONSULTATION AND CONFIDENTIALITY**

- 6.1 **Chairperson is Official Spokesperson:** The Chairperson (or Acting Chairperson) of the Board of Directors is the official spokesperson on any matter currently under consideration by the Board of Directors or decided by the Board of Directors. Directors and Members shall refer queries on such matters to the Chairperson or Acting Chairperson. Directors and Members must exercise care so that their personal communications, including through social media, are consistent with this Paragraph.

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- 6.2 **Official Spokesperson:** A Director may only act as an official or public spokesperson on matters currently under consideration by the Board of Directors, or decided by the Board of Directors, with the permission of the Chairperson. A Member may not act in this capacity.
- 6.3 **Confidential Information & Materials:** Directors and Members may not disclose confidential information and materials. This includes:
- Board agenda documents;
  - Legal opinions confidential to the Board;
  - Internal correspondence;
  - Personnel matters;
  - Claim-specific or employer-specific information;
  - Board positions on matters subject to negotiation;
  - Government or Cabinet documents; or
  - Information which if released could prejudice the Board, the Appeal Commission, or the WCB in its administration of the Act.

If a Director or Member is unsure whether a specific matter is confidential, he or she should seek guidance from the Chairperson or the Corporate Secretary before disclosing such information.

- 6.4 **Consultation with Constituent Groups:** Directors may freely discuss with their constituencies, in confidence, topics and issues related to topics that will be under consideration by the Board of Directors, or which are not considered confidential as described in Paragraph 6.3 above. However, any confidential material or information relating to the consideration of the matter shall not be disclosed. This includes the considerations, views, and votes on that topic by any Director or Member. This Paragraph does not apply to Members, as they do not have constituencies with whom to consult.
- 6.5 **Confidential Information Property of the WCB:** All confidential information provided to a Director or Member shall remain the property of the WCB and shall be returned by the Director or Member to the WCB, upon conclusion of the Director or Member's appointment or upon request of the Chairperson.

## **7. POST-DIRECTORSHIP OR POST-MEMBERSHIP**

- 7.1 **Confidential Information:** The duty of the Director or Member to maintain confidentiality with respect to information provided to him or her while a Director or Member continues permanently after the conclusion of the Director or Member's appointment.

## **8. BREACH OF THIS BY-LAW**

- 8.1 **Notice to Board:** The Chairperson, Committee Chairperson or Audit Committee Chairperson shall be obliged to advise the Board of any Conflict of Interest of which he or she is or may become aware.

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### **8.2 Breach of By-law:**

- (a) If any Director breaches any of the provisions of this By-law, the Board may take such action as it deems appropriate, including, without limitation, a recommendation to the Lieutenant Governor in Council that the Director be disqualified and removed from holding office as a Director.
- (b) If any Member breaches any of the provisions of this By-law, the Board may take such action as it deems appropriate, including, without limitation, removing the Member from the position.

ENACTED: June 19, 1991 by Board Order 12/91.

REVISED: January 28, 1993 by Board Order 2/93.  
May 25, 1995 by Board Order 12/95  
September 28, 2006 by Board Order 32/06

REPEALED AND REPLACED: October 29, 2009 by Board Order 27/09

REVISED: September 27, 2012 by Board Order 22/12  
CONFIRMED: November 26, 2015 by Board Order 52/15  
REVISED: June 21, 2018 by Board Order 22/18



CHAIRPERSON



CORPORATE SECRETARY

Appendix A

**Declaration of Conflict**

I confirm that I have read and understand The Workers Compensation Board of Manitoba By-Law No. 2 related to confidentiality and conflict of interest and I am aware of my responsibilities in accordance with this By-Law.

I declare that, at the date indicated below (place an x beside the appropriate statement):

\_\_\_\_\_ neither I, nor a Related Person, has a Personal Interest of which I am aware that would be a conflict of interest as described in By-Law No. 2

or

\_\_\_\_\_ I and/or a Related Person has/have the following Personal Interest(s) that may be a conflict of interest as described in By-Law No. 2:

(Describe fully the Personal Interest(s) and the person to whom it/they apply. Attach an additional sheet if necessary).

DIRECTOR'S NAME: \_\_\_\_\_

SIGNED: \_\_\_\_\_

DATE: \_\_\_\_\_

Please keep a copy of this statement for your records.  
The original will be retained by the Corporate Secretary.