

Present:

Michael D. Werier, Chairperson
Winston Maharaj, President and CEO (Non-voting)
Ron Hambley Paul Challoner Jane MacKay
Ken Sutherland Colleen Seymour Rob Plohman

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

In Attendance for Specific Items:

Deana Martz, Fair Practices Advocate

Regrets:

Wendy Sol, Director
Bob Dewar, Director
Rob Labossiere, Director

CALL TO ORDER

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

MINUTES OF PREVIOUS MEETING

The minutes of the December 19, 2013 meeting were confirmed as a reasonable record.

BUSINESS ARISING

The Board received the information provided.

FOR CONSIDERATION/DECISION

2013 ANNUAL REPORT (NARRATIVE)

(Board Order No. 01/14)

Ken Sutherland 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 2013 Annual Report and authorize the Chairperson or the President & CEO to approve any necessary further changes.

2014 - 2018 FIVE YEAR PLAN (NARRATIVE)

(Board Order No. 02/14)

Colleen Seymour 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 narrative section of the 2014-2018 Five Year Plan and authorize the Chairperson or the President & CEO to approve any necessary further changes.

COLLECTIVE AGREEMENT

(Board Order No. 03/14)

Colleen Seymour introduced this item on behalf of the Policy, Planning, Governance and Service Committee. The President & CEO reviewed the terms of the tentative agreement.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors:

1. Approve management's recommendation for a new Collective Agreement; and,
2. Confirm that the terms of the agreement, mainly wages and benefits also be applicable to out of scope employees in keeping with past practice.

COMMITTEE STRUCTURE: ESTABLISHMENT OF A FINANCE COMMITTEE AND AN INVESTMENT COMMITTEE

(Board Order No. 04/14)

Colleen Seymour 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:

1. Approve the establishment of:
 - A stand-alone Investment Committee.
 - A stand-alone Finance Committee.
2. Confirm members and Committee chairs for each Committee for the year ending December 31, 2014.
3. Approve an effective date of February 1, 2014 for the revised Committee structure.

COMMITTEE STRUCTURE: ESTABLISHMENT OF A PREVENTION COMMITTEE
(Board Order No. 05/14)

Colleen Seymour 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 effective February 1, 2014:

1. Establish a Prevention Committee;
2. Confirm the members and Committee Chair for the Policy, Planning, Governance and Service Committee for the year ending December 31, 2014; and
3. Defer consideration of the members and Committee chair for the Prevention Committee to a future meeting.

OTHER BUSINESS

CONFLICT OF INTEREST DECLARATIONS

General Counsel & Vice President, Compliance & Corporate Services introduced this item and reviewed members' duties relating to confidentiality and conflict of interest. Members were asked to complete their declarations for 2014.

REPORTS

COMMITTEE REPORTS

The Board of Directors received the following Committee reports as information:
Policy, Planning, Governance and Service Committee Meeting -
January 16, 2014

ADMINISTRATION REPORTS

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

Comprehensive Rate Model Review: The President & CEO reported this project is now underway. A meeting has been held with the consultants and actuaries. A discussion paper and framework will be developed for consulting with stakeholders.

Prevention: The President & CEO reported that the recruitment for the Chief Operating Officer is underway.

Strategic Measures: The Board was advised that generally the indicators reported in the Strategic Measures report have improved. The target for timeliness of payments was reached in Q4 2013.

WS&H Report: The Board discussed the Quarterly WS&H report. The Board was interested whether the addition of safety inspectors has led to safer workplaces. The Administration will provide feedback to the WS&H on their report and metrics.

REPORT OF THE FAIR PRACTICES ADVOCATE

The Fair Practices Advocate (FPA) joined the meeting to discuss her Third Quarter 2013 Report. She noted that in response to a suggestion from the Board of Directors, the first Management Response to the issues raised by the FPA has been completed. This report provides a way to communicate to the Board actions taken by management. The FPA briefed the Board on several issues.

The FPA left the meeting.

MANAGEMENT RESPONSE TO THE FPA REPORT - THIRD QUARTER 2013

The Board of Directors received the report for information.

REPORT OF THE CORPORATE SECRETARY

General Counsel & Vice President, Compliance & Corporate Services reported a process has been established to provide updates to the Board of Directors on the administration of the compensation system.

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 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 2:12 p.m.



Chairperson



Corporate Secretary