

Present:

Michael Werier, Chairperson of the Board of Directors
Richard Deacon, President & CEO (ex officio)
Peter Dyck Glenn Hildebrand
Jean-Guy Bourgeois Sylvia Farley Marc Lafond
Ron Koslowsky Michael Bereziak Yvette Milner

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

Also Attending:

Cathy Skinner, General Counsel & Vice President, Compliance & Corporate Service
Heather Baete, Recording Secretary
Candace Crossland, Technical Support

Call to Order

The meeting was called to order and the agenda confirmed at 12:02 p.m.

Conflict of Interest Declaration

There were no conflicts of interest declared, potential or perceived, with respect to the discussions anticipated at this Board meeting.

Minutes of Previous Meeting

The Chairperson presented the minutes from the April 19, 2021 Annual meeting of the Board of Directors.

On motion duly made and carried,

BE IT RESOLVED THAT the minutes of the April 19, 2021 Board of Directors Annual meeting are confirmed as a reasonable record.

Business Arising

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

For Decision

Policy 35.20.60, Security Requirements for Class B Employers

(Board Order No. 17/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. He noted this new policy supports amendments to *The Workers Compensation Act* introduced by Bill 18 which will eliminate one class of self-insured employers and will limit self-insurance to employers currently in classes B to D. This policy will provide guidance on the amounts and forms of security the WCB will accept.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve:

1. The new Policy 35.20.60, *Security Requirements for Class B Employers*, effective on the date Bill 18 comes into force; and
2. The removal of the repealed Policy 35.30.50.01, *Criteria for Self-Insured Status under Class B* from the Policy Manual, also effective on the date Bill 18 comes into force.

Policy 22.70.40, Payment and Repayment of Amounts Owning to a Worker

(Board Order No. 18/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. He noted this policy responds to Legislative Review Committee recommendation #16. This policy outlines the situations where the employer is obligated to pay or repay the worker. It also provides guidance for when the WCB will exercise its authority to reimburse the worker and collect the funds from the employer.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve:

1. The new Policy 22.70.40, *Employer Obligations to Pay and Repay Workers*, effective for accidents occurring on or after Bill 18 comes into force; and
2. The repeal of the current Policy 22.70.30.10, *Employer Obligation to Pay a Worker on Date of Accident*, also effective on the date Bill 18 comes into force.

Board Member and Chairperson Appointments

(Board Order No. 19/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. He noted the process for the appointment of Board members is consistent with the Act and with the approved guiding principles.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve:

1. The Board Member appointment process described in Appendix A of the Decision Paper; and
2. The use of a third party search firm for recruitment of the Chairperson.

WCB Board Committee Structure

(Board Order No. 20/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. There was discussion around the composition of the Prevention Advisory Council. The President & CEO noted work is underway to determine the best structure. A proposal will be brought to the Governance Committee for their consideration.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve:

1. The continuance of the Audit, Finance, Governance, and Investment committees beginning January 1, 2022; and
2. The creation of a Nominating committee beginning January 1, 2022.

Nominating Committee Terms of Reference

(Board Order No. 21/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. He noted this is a new committee which will manage the Board Member and Chairperson appointment processes.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the Nominating Committee's Terms of Reference.

Board Member Skills Matrix

(Board Order No. 22/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. There was discussion about various aspects of the matrix. The Board agreed to revise the sections relating to diversity and leadership skills.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the Board member skills matrix, as amended.

Board Member Self-Evaluation Template

(Board Order No. 23/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. The Board asked that the definition of the sophisticated category be revised. They also asked that the changes relating to leadership and diversity carry forward to the self-evaluation template.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the Board member self-evaluation template, as amended.

Board Member Skills and Diversity Assessment Summary

(Board Order No. 24/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. He noted the targets in the Assessment Summary are aspirational. It is recognized that Board members will bring a variety of skills, abilities and experience to the Board. The changes identified in the matrix will carry forward to this item.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the Board Member skills and Diversity Assessment Summary template, as amended.

FPO Staffing

(Board Order No. 25/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee. He reported the number of complaints to the FPO budget has steadily declined.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve that one Full Time Equivalent position be permanently removed from the Fair Practices Office budget.

2022 Research and Workplace Innovation Program Annual Funding Priorities

(Board Order No. 26/21)

Jean-Guy Bourgeois introduced this item on behalf of the Governance Committee.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve that the following two funding priorities be approved for applications submitted under the 2022 RWIP' Call for Applications:

1. Enable Successful Return to Work
2. Create a Safe Work Culture.

Reappointment of External Member to Investment Committee

(Board Order No. 27/21)

Ron Koslowsky introduced this item on behalf of the Investment Committee.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the reappointment of Nestor Theodorou as an external member of the Investment Committee for a three year term ending December 31, 2024.

Statement of Investment Policies & Objectives

(Board Order No. 28/21)

Ron Koslowsky introduced this item on behalf of the Investment Committee. He

reviewed the proposed changes to the policy relating to diversification guidelines and Canadian and US real estate guidelines.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the revisions to Policy 32.00 *Statement of Investment Policies and Objectives*, effective June 17, 2021.

Statement of Investment Policies & Objectives - Retirement Fund

(Board Order No. 29/21)

Ron Koslowsky introduced this item on behalf of the Investment Committee. He reviewed the minor revisions to the policy.

On motion duly made and carried,

BE IT RESOLVED THAT the Board of Directors approve the minor revisions to the Retirement Plan Statement of Investment Policies and Objectives, effective June 2021.

For Information

Committee Reports

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

- Audit Committee Meeting - April 12, 2021
- Governance Committee Meeting - April 21, 2021
- Prevention Committee Meeting - May 18, 2021
- Audit Committee Meeting - May 27, 2021
- Governance Committee Meeting - June 1, 2021
- Investment Committee Meeting - June 3, 2021
- Finance Committee Meeting - June 3, 2021
- Governance Committee Meeting - June 7, 2021

Administration Reports

The President & CEO provided highlights of his report.

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

IBSP Administration Report

The President & CEO provided comments.

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

Report of the Corporate Secretary

General Counsel & Vice President, Compliance & Corporate Service introduced discussion. She reported on the two Section 60.9 Applications that were received in the reporting period.

She advised the Board that in addition to Bill 18 *The Workers Compensation Amendment Act*, changes to legislation relating to *The Freedom of Information and Protection of Privacy Act* (FIPPA) and *The Personal Health Information Act* (PHIA) has been introduced, although they have not yet been proclaimed. The impact of the FIPPA and PHIA changes on the WCB have not yet been fully determined.

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

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 meeting concluded at 2:05 p.m.