

AUDIT COMMITTEE

Terms of Reference

1. **PURPOSE**

The Audit Committee is established to assist the Board of Directors in fulfilling its oversight responsibilities over the internal and external auditors, risk management (including information technology risk), and corporate integrity. *The Workers Compensation Act* requires that the Board of Directors establish an Audit Committee to:

- (a) Review and advise the WCB about the financial report section of the annual report under section 70 of *The Workers Compensation Act* and the two separate accounts specifically Class E and Classes B to D, within the accident fund under section 87;
- (b) Review and advise the WCB about any audit or investigation under section 69 of *The Workers Compensation Act*;
- (c) Make recommendations to the Board of Directors about the WCB's internal control procedures;
- (d) Review and approve the mandate of the WCB's Internal Audit department and the internal audit plans;
- (e) Periodically arrange and participate in meetings with the Director of Internal Audit and the WCB's external auditor to review the results of the internal audit practices of the WCB; and
- (f) Perform any other functions assigned to it by the Board of Directors.

2. **COMPOSITION**

- 2.1 The Audit Committee will be composed of the Chair of the Board of Directors, the Chief Executive Officer (non-voting) and an equal number of members of the Board of Directors representative of workers, employers and the public interest.
- 2.2 In recognition of the value of financial and audit expertise to the Audit Committee, the Board of Directors may also appoint up to three external voting members.
- 2.3 The Chair of the Audit Committee may not chair another Board Committee except as an acting Chair. Appointments to the Audit Committee will be reviewed annually.

3. CHAIR OF THE AUDIT COMMITTEE

- 3.1 The Board of Directors appoints a Board member representative of workers, employers or the public interest as a Committee Chair (under the legislation, external members may not chair committees).
- 3.2 The appointment of the Chair of the Committee will be reviewed annually.
- 3.3 In the absence of the Chair of the Committee, the members will appoint an acting Chair of the Committee.
- 3.4 The Chair of the Committee is responsible for reviewing and cosigning, along with the President & CEO, the expenses of the Board Chair.
- 3.5 The Chair of the Board of Directors may grant authority to the Chair of the Audit Committee to approve the expenses of the President and CEO and other Board Members in his/her absence.

4. RESPONSIBILITIES**4.1 External Auditor - Accident Fund**

The Audit Committee will:

- (a) Make recommendations to the Board of Directors on the appointment of the External Auditor and its fee.
- (b) Meet with the External Auditor to discuss:
 - i. the scope of the examination as agreed to by both parties in the engagement letter;
 - ii. the financial statements and the auditor's report;
 - iii. the independence of the External Auditor;
 - iv. the application, effect, quality and appropriateness of the WCB's accounting principles, practices and judgments as applied in its financial reporting;
 - v. any recommendations contained in the Management Report from the External Auditor; and
 - vi. such other matters as may be required or desirable.
- (c) Meet with the External Auditors without management present to discuss the cooperation and relationship with management and any other matters as may be required or desirable.
- (d) Meet with the management (Chief Executive Officer and Chief Financial Officer) without the External Auditors present to discuss the cooperation and relationship with the External Auditors and any other matters as may be required or desirable.

4.2 External Auditor - WCB Retirement Plan

The Audit Committee will:

- (a) Make recommendations to the Board of Directors on the appointment of the External Auditor and its fee.
- (b) Meet with the External Auditor to discuss:
 - i. the scope of the examination as agreed to by both parties in the engagement letter;
 - ii. the financial statements and the auditor's report;
 - iii. the independence of the External Auditor;
 - iv. the application, effect, quality and appropriateness of the WCB's accounting principles, practices and judgments as applied in its financial reporting;
 - v. any recommendations contained in the Management Report from the External Auditor; and
 - vi. such other matters as may be required or desirable.
- (c) Meet with the External Auditors without management present to discuss the cooperation and relationship with management and any other matters as may be required or desirable.
- (d) Meet with the management (Chief Executive Officer and Chief Financial Officer) without the External Auditors present to discuss the cooperation and relationship with the External Auditors and any other matters as may be required or desirable.

4.3 Reporting and Disclosure

The Audit Committee will:

- (a) Review the annual financial statements and Management Discussion and Analysis of the WCB's annual report and recommend their approval to the Board of Directors;
- (b) Approve non-audit services provided by the External Auditor as follows:
 - The Committee will approve non-audit related engagements undertaken by the External Auditor in advance of the services being performed. In the event of exceptional circumstances, the Chair of the Audit Committee is delegated authority to pre-approve these engagements. The Audit Committee will be informed of any pre-approval made by the Chair at its next scheduled meeting.
- (c) Review the annual financial statements of the WCB Retirement Plan and recommend their approval to the Board of Directors; and
- (d) Review and recommend the WCB Retirement Plan Annual Newsletter for the approval of the Board of Directors.

4.4 Internal Audit

The Audit Committee will, from time to time:

- (a) Jointly with the Chief Executive Officer, oversee the appointment process of the Director of Internal Audit, including endorsing candidates for initial appointment. The Audit Committee has final approval authority over the appointment;
- (b) Conduct regular performance evaluations of the Director of Internal Audit. These evaluations are led by the Audit Committee Chair in consultation with the Chief Executive Officer, with the results reported to the full Audit Committee for review and approval;
- (c) Concur with the Chief Executive Officer on any decisions regarding termination of the Director of Internal Audit. Termination requires the approval of the Audit Committee to ensure the independence of the Internal Audit function;
- (d) Review and approve the Internal Audit Department's Charter, Internal Audit Plan and related resources;
- (e) Initiate and approve specific requests for audits; and
- (f) Review audit reports or summaries and management follow-up actions.
- (g) Meet with the Director of Internal Audit without management present to discuss the cooperation and relationship with management, and any other matters as may be required or desirable.

4.5 Monitoring of Corporate Integrity

The Audit Committee will, from time to time, receive reports from senior management on:

- (a) compliance with the Ethics and Code of Conduct policy; and
- (b) results of corporate integrity activities, including whistleblower incidents.

4.6 Review of Actuarial Functions

The Audit Committee will:

- (a) Meet with the Internal and External Peer Actuary to review actuarial reports;
- (b) Review the WCB's application of actuarial practices;
- (c) Meet with the External Peer Actuary for the Accident Fund without management present to discuss the cooperation and relationship with management and any other matters as may be required or desirable
- (d) Meet with management (Chief Executive Officer and Chief Financial Officer) without the External Peer Actuary for the Accident Fund present to discuss the cooperation and relationship with the External Peer Actuary and any other matters as may be required or desirable

- (e) Meet with the External Consulting Actuary for the WCB Retirement Plan without management present to discuss the cooperation and relationship with management and any other matters as may be required or desirable.
- (f) Meet with management (Chief Executive Officer and Chief Financial Officer) without the External Consulting Actuary for the WCB Retirement Plan present to discuss the cooperation and relationship with External Consulting Actuary and any other matters as may be required or desirable.

4.7 Internal Control

The Audit Committee will, from time to time, review the adequacy and effectiveness of internal control systems and processes established by management to mitigate significant financial, business and regulatory risks, and provide advice on the organization's control framework.

4.8 Risk Management

The Audit Committee will:

- (a) Review the risk management processes in place for the identification and assessment of significant corporate risks, including those related to fraud and major organizational initiatives and for the implementation of appropriate mitigation strategies to manage these risks; and
- (b) Review the process in place to manage key risks related to major projects.

4.9 Information Technology Risk

The Audit Committee will:

- (a) Provide oversight of the WCB's approach to managing significant information technology risks, such as those related to cybersecurity and systems resilience;
- (b) Receive periodic reports from management on IT risks that may have financial, legal, reputational, or strategic implications; and
- (c) Review how management identifies, assesses, and mitigates significant IT risks, including alignment with internal control processes;

4.10 Auditor General of Manitoba

The Audit Committee will review and advise the Board of Directors with respect to any relevant reports and/or recommendations from the Auditor General of Manitoba.

4.11 Legislated Program Audit

The Audit Committee will at least once every five years recommend to the Board of Directors that they:

- (a) Recommend to the Minister Responsible for *The Workers Compensation Act* a subject for the Legislated Program value-for-money audit.
- (b) Appoint an independent auditor to review the cost, efficiency and effectiveness of a least one program provided under the WCA.
- (c) Review and receive for information the audit report arising out of the legislated program audit.

4.12 Other

The Audit Committee will:

- (a) Monitor and review Board and executive expenses;
- (b) Periodically perform a self-assessment of its performance as a committee; and
- (c) Review its terms of reference annually, and make recommendations to the Board of Directors for amendments as the Committee deems necessary.

4.13 Additional Resources

- (a) The Audit Committee may invite, at its discretion, members of management and /or other guests to attend all or a portion of a meeting of the Committee.
- (b) Participation of management and/or other guests must be requested in advance of the meeting through the CEO Office.

HISTORY:

1. Audit Committee Terms of Reference approved by Board Order 01/06 on January 31, 2006.
2. Revised on March 16, 2007 by Board Order 11/07. Changes included: removal of the restriction that the Chairperson of the Audit Committee cannot be a member of the Investment and Finance Committee, the addition of the constraint that the Chairperson of the Audit Committee may not chair another Board Committee except on an acting basis and a clarification of the duty of monitoring corporate integrity activities.
3. Revised on February 28, 2008 by Board Order No. 08/08. Change was to amend Section 4.4 (b) of the Audit Committee Terms of Reference to include a reference to the Internal Actuary.

4. Revised on August 24, 2009 by Board Order No. 18/09. Changes included:
Addition of new Section 3.4: To formalize the practice that the Chairperson of the Audit Committee cosigns along with the President & CEO the expenses of the Board Chairperson. Addition of new Section 3.5: To provide that the Chairperson of the Board of Directors may grant authority to the Chairperson of the Audit Committee to approve the expenses of the President and CEO and other Board Members in his absence. Addition of a new Section 4.1(e): To provide a process for approval of non-audit types of services the External Auditor may engage in. Amendments to Section 4.3(b): to add in "including whistleblower incidents" when referring to corporate integrity activities and Section 4.4, Review of Actuarial Functions: Amended to delete the word "External" with respect to the responsibility for the valuation of benefit liabilities.
5. Terms of Reference confirmed on December 17, 2009 by Board Order No. 40/09.
6. Terms of Reference confirmed on December 16, 2010 by Board Order No. 43/10.
7. Terms of Reference amended on January 31, 2012 by Board Order No. 05/12 to add in Section 4.6 Risk Management. Other housekeeping changes related to the name of the Internal Audit Department where updated throughout. Also under Section 4.1 Financial Responsibilities, subsection (e) was added to reflect practice. This section was removed from the Investment and Finance Committee's responsibilities.
8. Terms of Reference amended on March 15, 2013 by Board Order No. 08/13. Revisions included:
 - Section 4.1 was divided into two sections. Section 4.1 relates to the External Auditor. The new Section 4.2 related to the Reporting and Disclosure responsibilities of the Audit Committee.
 - Section 4.3 Actuarial Functions - deleting subsection (a) as the Internal Chief Actuary is now responsible for the valuation of the benefit liabilities and removing the work "External" and replacing it with "Peer" to reflect the current process for review of actuarial reports. As well subsection (b) relating to the oversight of the actuarial practices was reworked.
 - Section 4.6 Risk Management Subsection (a) has been enhanced to make specific reference to IT risks in the risk management processes. As well Subsection (b) was added to provide clarity on the role of the Audit Committee in managing key risks related to major projects.
9. Terms of Reference amended on March 17, 2014 by Board Order No. 11/14 to include in Sections 4.1 and 4.2 responsibility to review and recommend to the Board of Directors the financial statements of the WCB Retirement Plan.
10. Terms of Reference amended on January 22, 2015 by Board Order No. 07/15 to include subsection 4.6 (c) related to review of actuarial functions.
11. Terms of Reference amended on January 28, 2016 by Board Order No. 03/16 to update Section 3.1 to clarify the appointment of Committee Chairs, to update

- Section 4.4 (b) to reflect the actual names of the Internal Audit documents and to update Section 4.8 to add fraud as a significant corporate risk.
12. Terms of Reference amended on March 23, 2017 by Board Order No. 06/17 to add in Section 4.10 Legislated Program Audit to outline the Committee's responsibilities relating to this function.
 13. Terms of Reference amended on January 25, 2018 by Board Order No. 05/18 to expand Section 4.10 Legislated Program Audit to indicate the Committee receives and reviews the Legislated Program Audit and to clarify Section 1 (a) relating to the term "separate accounts."
 14. Terms of Reference amended on April 16, 2019 by Board Order 14/19. Revisions included:
 - External Auditor, Section 4.1 c, has been added to this section to better reflect actual practice of the External Auditors meeting privately with the Audit Committee (formerly included in Section 4.5 c)
 - External Auditor - WCB Retirement Plan Section 4.2 c, has been added to this section to reflect the actual practice of the External Peer Actuary meeting privately with the Audit Committee.
 - Revisions are required to the Audit Terms of Reference to reflect the new process for review and approval of the Annual Report. The annual report text portion will go directly to the Board of Directors in February of each year. In April, the Board will receive the Statistical section. The Audit Committee will review the financial statements and Management Discussion and Analysis in April (Section 4.3 a, b, c).
 - Non-Audit Services (Section 4.3 d) has been revised to clarify that all non-audit related engagements undertaken by the External Auditor would require Committee approval. The second bullet was removed as by default the Administration would approve any other services not covered in section (d).
 - Internal Audit, Section 4.4 e has been added to this section to reflect actual practice of the Internal Auditor meeting privately with the Audit Committee (formerly included in Section 4.5 c).
 - Review of Actuarial Functions, Section 4.6 c has been reformatted for consistency.
 - Section 4.12 Additional Resources has been added to permit the Audit Committee to invite management or guests to attend all or a portion of a meeting. The participation will be requested through the CEO office.
 15. Terms of Reference were revised on April 17, 2020 by Board Order No. 10/2020 to clarify Section 4.3 Reporting and Disclosure, subsection (b) relating to the reporting to the Committee of pre-approvals for non-audit services.
 16. Terms of Reference were revised on November 25, 2021 by Board Order 47/2021 effective January 1, 2022. Changes to Section 1 include updating of introduction to better reflect overall responsibilities, to clarify the term 'separate accounts' and removed reference to the Auditor General. Section

- 4.5 was revised to reflect how the Committee will monitor corporate integrity and to reduce overlap with the Governance Committee.
17. Terms of Reference confirmed on November 30, 2022 by Board Order No. 37/22.
 18. Terms of Reference updated on December 7, 2023 by Board Order No. 49/23 to clearly articulate the private meetings that should occur and the participants involved and the removal of IT risks from the Risk Management section.
 19. Terms of Reference confirmed on November 28, 2024 by Board Order No. 49/24.
 20. Audit Committee Terms of Reference were revised on November 25, 2025 by Board Order No. 37/25 effective January 1, 2026.