

# GOVERNANCE COMMITTEE

## Terms of Reference

### 1. **PURPOSE**

The Governance Committee is established to assist the Board of Directors in fulfilling its oversight responsibilities in the following areas:

- Governance structures, principles, and practices;
- Policy development and review, other than financial or investment policy;
- Human resource strategies, practices, and executive performance; and
- The quality and effectiveness of services provided to stakeholders.

The Committee also plays an advisory role in strategic planning, stakeholder consultation, and the oversight of prevention initiatives.

### 2. **COMPOSITION**

- 2.1 The Governance 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 Appointments to the Governance Committee will be reviewed annually.

### 3. **CHAIR OF THE GOVERNANCE 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 will be reviewed regularly.
- 3.3 In the absence of the Chair of the Committee, the members will appoint an acting Chair.
- 3.4 The Chair of the Audit Committee may not chair this Committee except as an acting Chair.

### 4. **RESPONSIBILITIES**

#### 4.1 **Policy**

The Governance Committee will:

- (a) Receive direction from the Board for policy development or review;

- (b) Review Board-related policies, procedures, and programs under the Act, excluding investment and financial matters;
- (c) Initiate and recommend new policies and policy amendments to the Board;
- (d) Receive and consider policy recommendations from the WCB administration; and
- (e) Direct consultation with representatives of workers, employers and other stakeholders on proposed policy matters.

## **4.2 Governance**

The Governance Committee will:

- (a) Consider developments and emerging best practices in corporate governance;
- (b) Consider and make recommendations to the Board of Directors regarding its governance philosophies and practices to ensure that they are in accordance with current leading governance practices and are accurately reflected in its By-Laws, Terms of Reference, and other governance policies and statements;
- (c) Review and recommend to the Board a Board manual containing all documents relevant to the Board of Directors' governance structure;
- (d) Articulate roles and responsibilities for the Board of Directors, its Committees, the Chair and individual directors and recommend to the Board of Directors any needed changes;
- (e) Review and recommend to the Board, the skills, experience and diversity required in members of the Board of Directors as well as their targets and assessment criteria;
- (f) Manage evaluations of the Board, Committees, the Chair, and Directors, the assessments of Directors against the skills matrix and the determination of gaps;
- (g) Provide information to the Nomination Committee in support of the Board and Chair renewal processes; and
- (h) Ensure appropriate orientation and ongoing professional development of the Board of Directors.
- (i) Support the Chair and CEO in shaping the Board's strategic planning process by recommending focus areas or themes for consideration; provide input on the structure of strategic planning discussions; and help ensure that the Board receives relevant contextual information to support effective engagement.

**4.3 Services**

The Governance Committee will:

- (a) Consider the quality of services provided by the WCB to its stakeholders and advise the Board of Directors with respect to the effectiveness of current service strategies;
- (b) Direct consultation with stakeholders including workers, employers, representatives of client groups and other service organizations about the quality of services provided by the WCB; and
- (c) Ensure that the administration has in place the policies and philosophies necessary to ensure the continued provision of excellent service to the stakeholders of the WCB.

**4.4 Human Resources**

The Governance Committee will:

- (a) Ensure that human resource strategies, policies and practices support the organization's goals and:
  - Promote good labour relations
  - Ensure fair and equitable compensation
  - Promote equitable treatment of employees
  - Support a safe and health workplace
  - Promote diversity, equity and inclusion in the workplace;
- (b) Discuss the desired organizational culture and review and take part in administration or monitoring of policy aspects as required, liaising with the Board and other Committees as necessary;
- (c) Review management's initial recommendations respecting collective bargaining mandates;
- (d) Ensure that the administration has in place a sound plan for the succession of senior management;
- (e) Conduct President & CEO compensation reviews as required by the employment contract of the President & CEO; and
- (f) Put in place and conduct regular President & CEO evaluation process led by the Board Chair.

**4.5 Employee Retirement Plan**

The Governance Committee will review the Employee Retirement Plan benefit and make recommendations to the Board of Directors for:

- (a) The Objectives of the Plan; and
- (b) Plan Amendments.

#### **4.6 Monitoring of Accessibility Plan**

The Governance Committee will receive reports from senior management about the WCB's accessibility plan under *The Accessibility for Manitobans Act*.

#### **4.7 Fair Practices Office**

The Governance Committee will:

- i. Jointly with the Chair and President & Chief Executive Officer, endorse the initial appointment, monitor, and annually evaluate the performance of the Director, Fair Practices Office (such review to be undertaken by the Chair, Governance Committee Chair with the President & Chief Executive Officer and then reported to the Governance Committee) and, if necessary, concur with the termination of the Director, Fair Practices Office;
- ii. Review and approve the Fair Practices Office policy;
- iii. Receive periodic reports from the Director, Fair Practices Office;
- iv. Review and recommend to the Board of Directors the approval of the Fair Practices Office Annual Report for publication; and
- v. Take or direct appropriate action based on these reports.

#### **4.8 Prevention Advisory Council**

- a) Support the Prevention Advisory Council in meeting its mandate and offer guidance to the Prevention Advisory Council as needed on the same; and
- b) Review recommendations and advice from the Prevention Advisory Council before their submission to and review by the Board.

#### **4.9 Prevention Administration**

The Governance Committee will work with its partners in prevention to provide oversight of prevention services to Manitoba employers and workers. The Committee will, from time to time:

- (a) Review and recommend to the Board policy recommendations for the prevention of workplace injury and illness, including incentive programs;
- (b) Receive regular updates on prevention activities which include:
  - i. Provide oversight to the promotion and public awareness of workplace safety and health and injury and illness prevention;
  - ii. the provision of training and education related to the prevention of workplace injury and illness;

- iii. the development of standards for workplace safety and health training programs, including certification processes for providers;
- iv. Track progress towards the objectives and goals of the Five Year Plan for Injury and Illness Prevention; and
- v. Addressing the state of stakeholder relations within the prevention programs.

#### **4.10 Other**

The Governance Committee will:

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

#### **HISTORY:**

1. The Terms of Reference: the Policy, Planning and Governance Committee and the Service and Human Resources Committee were combined effective April 1, 2009 by Board Order 06/09 on February 26, 2009. The Terms of Reference were approved on August 24, 2009 by Board Order 18/09.
2. Terms of Reference confirmed on December 17, 2009 by Board Order No. 40/09.
3. Terms of Reference confirmed on December 16, 2010 by Board Order No. 43/10.
4. Terms of Reference confirmed on January 31, 2012 by Board Order No. 05/12.
5. Terms of Reference revised on January 30, 2013 by Board Order No. 03/13. Revisions included: the addition of section 4.2 (d) relating to the oversight of major projects undertaken to achieve a significant business objective; the removal of section 4.5 (d) relating to the WCB Employee Pension Plan and the creation of a new section 4.6 Employee Pension Plan that clarifies the responsibilities of the PPG&S Committee as it related to the Employee Pension Plan.
6. Terms of Reference revised on June 26, 2014 by Board Order No. 21/14. Revisions include the removal of the prevention responsibilities as a new Committee has been established as well as housekeeping changes.
7. Terms of Reference revised on January 22, 2015 by Board Order No. 07/15. Section 4.7 Accessibility Plan was added to give the Committee responsibility to review and monitor the WCB's compliance with *The Accessibility for Manitobans Act*.

8. Terms of Reference were updated to clarify the process for appointment of Committee Chairperson on January 28, 2016 by Board Order No. 03/16.
9. Terms of Reference revised on March 23, 2017 by Board Order No. 06/17 to confirm the Committee's oversight of the accessibility plan.
10. Terms of Reference confirmed on January 25, 2018 by Board Order No. 05/18.
11. Terms of Reference were updated effective June 21, 2018 by Board Order No. 25/18 to change the name of the Policy, Planning, Governance and Service Committee to the Governance Committee.
12. Terms of Reference were updated effective April 16, 2019 by Board Order No. 14/19 to reflect the revised process for the approval of the WCB Annual Report and Five Year Plan. Revisions were also made to reflect that the Fair Practices Office will report to the Governance Committee. Section 4.2 (d) was removed as reporting on the progress on major projects is included in the Quarterly Strategic Measures document.
13. Terms of Reference were confirmed on April 17, 2020 by Board Order 10/20.
14. Terms of Reference were updated by Board Order 47/21 on November 25, 2021 effective January 1, 2022. The changes include revisions to section 4.2 to reflect the new responsibilities in the appointment process; section 4.4 to reflect additional responsibilities in Human Resources responsibilities and oversight; and section 4.8 to include new responsibilities for supporting the Prevention Advisory Council.
15. Terms of Reference were updated by Board Order 37/22 on November 30, 2022 effective January 1, 2023. The changes to Section 1 include deleting strategic planning as all items related to strategic planning go directly to the Board and removing the function of the Committee as the Act no longer prescribes this. In addition, Section 4.1 (b) prevention is deleted as these matters do come to the Governance Committee.
16. Terms of Reference were updated by Board Order 49/23 on December 7, 2023 effective January 1, 2024. The changes to Section 4.4 Human Resources clarify the Committee's role related to collective bargaining.
17. Terms of Reference were updated by Board Order 49/24 on November 28, 2024 effective January 1, 2025. The changes include the addition of 4.9 Prevention Administration for the Committee to provide oversight of prevention services to Manitoba employers and workers.
18. Governance Committee Terms of Reference were revised on November 25, 2025 by Board Order No. 37/25 effective January 1, 2026.