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Introduction

1.1 Background

The Workers’ Compensation Board (WCB) of Nova Scotia is incorporated under the Workers’ Compensation Act (the Act). The WCB is an independent agency operating at arm’s length from Government as well as a member agency of the Workplace Safety and Insurance System. From 1992 to 2005 the WCB was governed by a stakeholder representative Board of Directors comprised of employer, worker, and public at large Directors and a Chair and Deputy Chair. Effective July 13, 2005, the Act was amended to provide only for the appointment of Directors representing employers and workers.

The Act defines employers and eligible workers covered by the system and their duties and obligations. It designates authority to the WCB to collect assessment premiums, perform inquiries and make decisions concerning assessment and claim matters and adjudicate the distribution of defined benefits.

The Act defines the appeal system and establishes the structure and authority of the Workers’ Compensation Appeals Tribunal and the Workers’ Advisers Program.

The Act delineates the appointment and terms of the Board of Directors and grants the Board of Directors governance authority to:
- define the manner in which it conducts its proceedings,
- appoint a CEO,
- delegate its authority,
- enter into jurisdictional agreements,
- appoint an external auditor,
- adopt policies consistent with the Act,
- make regulations with the approval of the Governor in Council.

The Act provides specific authority to the Chair of the Board of Directors to establish committees of the Board and to review appeals referred by the appeal system concerning an issue of law or policy.

1.2 Corporate Governance Manual

The roles and responsibilities of the Board of Directors of the Workers’ Compensation Board of Nova Scotia derive from the Workers’ Compensation Act, common law standards of fiduciary responsibility, and the Board’s own decisions related to the manner in which it chooses to meet those responsibilities.

This document describes those responsibilities and identifies the governance principles the Board of Directors has chosen to administer the Workers’ Compensation Board.
The purpose of the Corporate Governance Manual is to ensure the WCB has an effective corporate governance system to guide the organization in achieving its corporate objectives. It delineates and describes the roles and responsibilities within this governance system. The Corporate Governance Manual is an addition to, and not a substitution for, the Act or any common law principles of directorial duties, responsibilities and standards of care.

1.3 **Approval of the Corporate Governance Manual**

The Board of Directors approves the Corporate Governance Manual. Annually or from time to time, as determined by the Board of Directors, the Governance Manual will be reviewed.

**Approved by the Board of Directors:**

Rod Burgar  
Chair

Brad Fraser  
Executive Corporate Secretary

Last revision approved: December 15, 2016
2 System Definition, Vision, Mission, Strategic Goals and Objectives for Governance and Accountability

2.1 System Definition

The Workplace Safety and Insurance System (WSIS) includes workers, employers, the agencies – Workers’ Compensation Board (WCB), Workers’ Compensation Appeals Tribunal (WCAT), Workers’ Advisers Program (WAP), the Occupational Health & Safety (OH&S) Division of the Department of Labour and Workforce Development- and others who provide services in the System.

Other key components of the Workplace Safety and Insurance System include the System Coordinating Committee, the Heads of Agencies Committee, the System Performance Advisory Committee and the Stakeholder Counselor System.

The WCB supports the vision, mission, goals and objectives of the WSIS as follows:

2.2 Vision

Our vision is safe, healthy workplaces for Nova Scotians and sustainable safety and insurance services.

2.3 Mission

Our mission is to work together to help keep people healthy and safe at work, to insure against loss and to support workers’ rehabilitation. We strive to be fair, open and responsible in everything we do.

2.4 Strategic Goals

- To improve outcomes for workers and employers.
- To improve service delivery.
- To ensure effective governance of the System.
- To ensure financial sustainability of the System.

2.5 Objectives for Governance and Accountability

- To ensure that the Board of Directors of the WCB is truly representative of the stakeholders of the WSIS.
- To ensure that all the agencies that make up the WSIS work collaboratively to improve the WSIS by demonstrating the values of fairness and accountability in their decision-making processes, recognizing that each agency has its own independent mandate.
• To ensure that the values of consultation, openness and transparency are reflected in the governance and accountability of the WSIS.
• To ensure that the agencies which make up the WSIS work effectively to maximize coordination of services
• To ensure the WSIS becomes less legalistic

2.6 **WCB Vision, Mission and Goals**

As part of fulfilling its mandate as a member agency of the Workplace Safety and Insurance System, the WCB has established its own vision, mission and goals:

**Vision**

Nova Scotians- safe and secure from workplace injury.

**Mission**

We set the standard for workplace injury insurance.

We inform and inspire Nova Scotians in the prevention of workplace injury, but if it occurs we support those lives it touches by championing a timely return to safe and healthy work.

**Goals**

• With our partners, we improve outcomes for safe and timely return to work.
• With our partners, we are building a workplace safety culture.
• We are an organization with a skilled and committed team of employees with the knowledge and tools to provide excellent service, and who are proud of what they do.
• We are an organization providing excellent and efficient service that is open and accountable to our customers and the public.
• We are an organization that is financially stable and sustainable.
3 Roles and Responsibilities

3.1 Legislative Authority to Administer the Act

The Workers’ Compensation Board of Nova Scotia is a body corporate created under section 151(1) for the purpose of administering Part I of the Workers’ Compensation Act. The Board of Directors of the Board is established under section 151 (2). The Workers’ Compensation Board reports to the Minister (defined as the Minister of Labour in the Act) on an annual and quarterly basis respecting its operations and transactions, in accordance with sections 160 and 160A.

3.2 Appointment and Membership of the Board of Directors

Section 151(3) of the Act directs the Governor in Council to appoint a Chair, a Deputy Chair and endeavor to appoint equal number of members representing employers and workers. Members may be appointed for a term up to four years and may be re-appointed, providing that no member can serve more than two terms to ensure appropriate renewal and revitalization of the Board of Directors. However, the Minister of Labour and Advanced Education has discretion to reappoint members beyond the two-term limit, for up to a full third term. The Minister may obtain the input of the Chair regarding potential reappointments of board members beyond the two-term limit. The terms of Board members should be staggered so that there is an opportunity for learning and transition for new members and continuity of direction.

Representative employer and employee organizations will have a role in the selection and appointment of members of the Board of Directors. The Nova Scotia Federation of Labour and designated injured workers associations will have a role in nominating employee representatives. Employer associations representing employers who are assessed under the Act will have a role in nominating employer representatives. Only nominees supported by representative associations or organizations will be eligible to be appointed as members of the Board of Directors. Before reappointing a member, the Minister must receive a letter of re-nomination from an employee or employer association supporting the re-nomination.

3.3 Governance Charter

In addition to meeting the requirements established by law, the Board of Directors of the WCB will be accountable to provide effective stewardship and strategic leadership for the organization by fulfilling the following key governance responsibilities:

3.3.1 Mission, Vision and Values

- Approve, affirm (as part of the regular business planning process) and continually support the Mission, Vision and Values of the WCB
• Ensure that the organization’s values are clearly stated, widely shared and provide a framework for decision-making throughout the WCB
  o E.g. code of conduct and conflict of interest policies in place to support the values

3.3.2 Legislation Stewardship and Policy Development
• Approve a process for the development and periodic review of program policies* for the WCB
• Determine and approve program policies* of the organization
• Make recommendations to the Governor in Council for legislative changes and creation of regulations under s. 184 of the Act
• Contribute to other pieces of legislation as appropriate
• Approve governance policies in areas relating to the Board’s stewardship responsibilities (see Section on Board Governance later herein)
• Delegate operational policy development and approval to the CEO
• Ensure that systems are in place to (a) identify the need for policies, (b) review and monitor the effectiveness of WCB policies and (c) report on compliance with WCB policies
• Approve entering into agreements with the Government of Canada or workers’ compensation boards in other jurisdictions

* A “program policy” is a policy made by the Board of Directors pursuant to s. 183 of the Act.

3.3.3 Strategic Plans & Corporate Performance
• Provide strategic direction in the development, and final approval of the strategic plan for the WCB
• Contribute to and support the WCB strategic plan
• Approve the Annual Business Plan, ensuring alignment between the WCB Strategic Plan and the Annual Business Plan.
• Approve the process for strategic planning and annual business planning (e.g. including touch points with Board, how consultative process will be, etc.)
• Monitor the performance of the WCB against its plan(s) through a performance measurement system that is linked to the organization’s strategic plan
• Review results of external reviews of the organization and monitor appropriate follow-up plans
• Contribute to the development of goals for the WSIS Strategic Plan

3.3.4 Relationship with Chief Executive Officer
• Appoint and fix duties and remuneration of a Chief Executive Officer in accordance with section 158 of the Act
• Respect and ensure good clarity in the distinct roles of the Board and the CEO
- Monitor and annually evaluate the CEO performance in relation to performance expectations agreed upon by the Board of Directors and CEO
- Support and encourage the CEO’s participation in professional development opportunities on an ongoing basis

3.3.5 **Financial Oversight**
- Consider and approve the annual business plan and comprehensive budget for the WCB; ensure that these are aligned with the organization’s strategic plan
- Review and approve financial statements on a quarterly basis
- Appoint an external auditor
- Approve annual audited financial statements
- Review and approve material transactions as required in policies such as investment, procurement, etc.
- Appoint an internal auditor and approve the internal audit plan
- Approve the WCB funding strategy and target average assessment rate
- Approve the organization’s:
  - investment policy, principles and objectives,
  - financial policies and
  - procurement policies
- Provide high level stewardship over the resources of the WCB in order to ensure the long-term sustainability of the workers’ compensation system

3.3.6 **Risk Management Oversight**
- Understand the principal risks facing the organization and receive and consider an annual review of enterprise risk assessment
- Ensure, through the CEO, that there are systems in place to mitigate/manage those risks and monitor the effectiveness of those systems

3.3.7 **Human Resources Oversight**
- Ensure, through the CEO, that the WCB develops and maintains a long-term, comprehensive, human resource plan
- Ensure that policies and systems are in place to foster a work environment that (a) attracts, develops and retains talented people and (b) demonstrates leadership in wellness and safety
- Ensure that a succession plan is in place for the CEO’s position and that the CEO, in turn, has a succession plan in place for senior leadership and other key positions within the WCB

3.3.8 **Communications, Stakeholder Relations, Advocacy and Accountability**
- Ensure that the WCB has policies and systems in place to:
  - protect and continuously enhance the WCB brand and reputation
  - maintain strong and effective relations with all stakeholders, including clients, service providers, workers, employers and government
promote the principles of open and transparent dialogue and
discussion with our stakeholders
advocate on behalf of the WCB and its strategic priorities
appropriately receive and address stakeholder concerns/complaints
demonstrate accountability to its stakeholders
monitor the effectiveness of the WCB stakeholder relations and
advocacy

- At least annually, report to our stakeholders on the organization’s progress towards all plans (strategic, financial, advocacy, etc.)
- Ensure that the organization has a communications plan in place that aligns with its annual business plan and that fosters open, honest and accountable communications with stakeholders

3.3.9 Board Governance
- Contribute to the appointment process for new directors, the Board Chair and Deputy-Chair (e.g. responsibilities of the Board, skills required, geographic gaps, etc.)
- Ensure that directors have a thorough initial orientation followed by ongoing opportunities to increase their capabilities as directors of the WCB
- Annually establish goals for the work of the Board and organize/adapt the Board committees and meeting agendas to accomplish these goals
- Approve the structure and terms of reference of Board of Directors’ committees
- Annually evaluate the performance of the Board, its Chair and its Committees
- Foster an effective relationship with the CEO and recognize the distinct roles
- Review Governance Policies and Board practices in the context of evolving standards of governance in the public sector
- Ensure that a process is in place to identify and resolve conflicts of interests on the part of board members

3.4 Role and Responsibilities of the Chair

The Chair is appointed by the Governor in Council in accordance with section 151(3) of the Act from a short list of recommended candidates submitted by the Selection Committee following the Selection Process outlined in Appendix C attached. The Chair may be appointed for a term of not more than five years and may be re-appointed.

Where the Chair is absent from the Province, or is unable to act as Chair, or there is a vacancy in the office of the Chair, the Deputy Chair exercises the powers and discharges the duties of the Chair pursuant to section 155(3) of the Act. If both the Chair and the Deputy Chair are absent from the Province or are unable to act as Chair, or there is a vacancy in the office of the Deputy Chair, the Chair may designate a Director to serve as Acting Chair or, if the Chair is unable to make that designation, the
Minister may designate a member of the Board of Directors to serve as Acting Chair (section 155 (4) of the Act).

In accordance with the Act and regulations, and in accordance with governance principles of leadership and stewardship, the Chair of the Board of Directors:

3.4.1 Board of Directors’ Operations - Chair
- will call and preside over Board of Directors’ meetings and shall exercise all powers associated with that position;
- will exercise a vote in the instance of a tie between voting members (sec. 151(6) of the Act);
- may request a member of the Board of Directors whose term has expired or has resigned to act as a non-voting member in order to complete any unfinished duty or matter (sec. 151(8) of the Act);
- may designate a Director to serve as Acting Chair in the absence of the Deputy Chair (sec. 155(4) of the Act);
- may delegate any power or duty conferred on the Chair by the Act or the regulations to the Deputy Chair (sec. 156(1) of the Act);
- may establish committees of the Board of Directors and designate members to serve (sec. 157(5) of the Act);
- will determine appropriate action to resolve a conflict of interest identified by a Board member or the Chair in accordance with the conflict of interest guidelines (outlined in Section 4.5 of this document);
- shall strive to maintain communications with Board members outside of formal Board or committee meetings.

3.4.2 Appeal Responsibilities - Chair
- may direct that any appeal referred to the Chair by a Hearing Officer be reviewed by the Board of Directors, heard and decided by the Appeals Tribunal, or returned to the Hearing Officer and postpone or adjourn similar appeals (sec. 199 and 200 of the Act);
- may direct that any appeal referred to the Chair by the Chief Appeal Commissioner or presiding WCAT Appeal Commissioner be reviewed by the Board of Directors or returned to the Appeals Tribunal and postpone or adjourn similar appeals (sec. 247 and 248 of the Act).

3.4.3 Corporate Communications - Chair
- represents the Board of Directors in communicating Board of Director decisions to the Minister responsible for the Act;
- shall sign all regulations, order and other documents pertaining to the decisions of the Board of Directors;
- along with the CEO, the Chair may act as the spokesperson for the WCB (see 3.8.4)

3.4.4 Human Resources Management and Performance - Chair
- provides guidance and direction to the CEO on behalf of the Board of Directors;
• presents the Board of Directors’ CEO evaluation to the CEO;
• approves CEO expenses;
• In conjunction with the CEO, recommends the appointment of the Executive Corporate Secretary to the Board of Directors.

3.4.5 Expectations of the Chair

During board meetings

- Know the Board of Directors
- Remain objective when framing issues
- Keep the meeting focused; keep us on track and on time
- Maintain effective meeting discipline
- Demonstrate leadership
- Offer his/her own perspective when appropriate
- Know when to “call it” – determine when the Board is in “diminishing returns” territory
- Use judgment when potentially contentious issues are on the table
- Value the importance of consensus decision-making
- Be prepared – the Chair should be the most informed board member on most matters
- Be courageous
- Provide feedback on any meetings with senior government representatives

Between board meetings

- Be a filter regarding the adequacy and quality of staff materials/presentations en route to the Board
- Provide feedback to Management on their participation in the meetings
- Have ongoing interactions with the CEO, Corporate Secretary and Committee Chairs (as required) re agenda planning and advancement of committee work
- Represent the Board of Directors at meetings and other functions
- Act as the chief spokesperson for the Board of Directors
- Attend meetings with elected representatives and government officials (along with the CEO)
- Keep the board informed of significant/sensitive issues
- Be an effective relationship builder – with board members, stakeholders, etc.
- Represent the WCB within WSIS and nationally with the AWCB
- Advance board business between meetings
- Play a mediation role with board members between meetings in order to facilitate consensus
Interactions with Management

- Be a sounding board for other directors and provide feedback to directors as appropriate
- Develop a strong working relationship with the CEO (and the Senior Management team as appropriate)
- Foster a relationship with the CEO that is mutually supportive, loyal, honest and objective
- Act as a sounding board for the CEO and vice versa
- Be ever-conscious that the Chair represents the Board of Directors in his/her relationship with the CEO
- Provide coaching, mentoring and leadership to the CEO (and the Senior Management team as appropriate)
- Have regular contact with the CEO (and the Corporate Secretary)

Ongoing learning and development

- Remain abreast of best practices and developments relating to your work as a board/director, through interactions with other WCBs and the national organization AWCBC
- Participate in professional development according to standards set by the Board
- Encourage growth and development of leadership among board members

3.5 Role and Responsibilities of the Deputy Chair

The Governor in Council appoints the Deputy Chair in accordance with section 151(3) of the Act from a short list of recommended candidates submitted by the Selection Committee following the Selection Process outlined in Appendix C attached. One of the criteria that the Selection Committee may take into account is that the person who is nominated as Deputy Chair may become Chair and should have the capacity to act in the stead of the Chair. The Deputy Chair may be appointed for a term of not more than five years and may be re-appointed.

In accordance with the Workers Compensation Act and regulations, and in accordance with governance principles of leadership and stewardship, the Deputy Chair of the Board of Directors:

- shall exercise the powers and the duties of the Chair during an absence or vacancy in the office of Chair (sec. 155(3) of the Act);
- shall be familiar with the ongoing work of the Board of Directors and the WCB to assume the duties of the Chair if the need arises.
- In accordance with section 151 (4) of the Act, shall sit as non-voting member of the Board unless required to act for the Chair pursuant to section 155.
3.5.1 Expectations of the Deputy Chair

During board meetings
- Fulfill the expectations of the Board Chair, in the absence of the Chair
- Provide assistance to the Board Chair, when required
- Participate actively in the discussion

Between board meetings
- Fulfill the expectations of the Board Chair, in the absence of the Chair
- Provide assistance to the Board Chair, when requested
- Develop a close working relationship with the Chair; be available and act as a thoughtful sounding board to the Chair

Interactions with Management
- Fulfill the expectations of the Board Chair, in the absence of the Chair

Ongoing learning and development
- Fulfill the expectations of the Board Chair, in the absence of the Chair

Otherwise, the expectations for individual directors apply to the Deputy Chair.

3.6 Role and Responsibilities of Committee Chairs

The Chair appoints the Committee Chairs and members in accordance with section 157 (5) of the Act. In accordance with the Terms of Reference for the standing committees, the Committee Chairs:

- will call and preside over Committee meetings and shall exercise all powers associated with that position;
- establish the Committee agenda in conjunction with the Chair and in consultation with the CEO;
- may request another Director to sit in for an absent member so the committee may continue its work;
- on a regular basis report on the activities, decisions and recommendations of the Committee to the Board of Directors.

3.6.1 Expectations of Committee Chairs

During committee meetings
- Know the committee members
- Remain objective in framing issues
- Keep the meeting focused; keep the Committee on track and on time
- Maintain effective meeting discipline
- Demonstrate leadership
Offer own perspective when appropriate
Know when to “call it” – determine when the Committee is in “diminishing returns” territory
Use judgment when potentially contentious issues on the table
Value the importance of consensus decision-making
Be prepared – the Committee Chair should be the most informed committee member on most matters
Be courageous
Develop and demonstrate appropriate skill sets

**Between committee meetings**
- Provide leadership in “framing” issues and providing reports to the Board (to minimize need to rehash)
- Be a filter regarding the adequacy and quality of staff materials/presentations en route to the Board
- De-brief committee meeting with the designated staff support with a view to ongoing improvement in the functioning of the committee
- Have appropriate interactions with designated staff support for the committee re agenda planning and information requirements
- Liaise with Corporate Secretary re scheduling of advancement of committee work to the Board
- Keep the committee informed of significant/sensitive issues
- Advance committee business between meetings
- Play a mediation role with committee members between meetings in order to facilitate consensus

**Interactions with Management**
- Have regular interactions with the designated staff support for your committee re agenda planning and information requirements
- Develop a strong working relationship with the designated staff support
- Foster a relationship with the designated staff support that is mutually supportive, loyal, honest and objective
- Act as a sounding board for the designated staff support and vice versa
- If there are any concerns about the performance of the designated staff support, do not deal with them directly but rather refer them to the CEO

**Ongoing learning and development**
- Higher threshold expected of committee chairs for remaining current on best practices within the scope of their committee’s mandate
- Participation in professional development activities
- Facilitate the annual evaluation of the Committee’s
effectiveness and efficiency

3.7 Role, Responsibilities and Expectations of Directors

In accordance with governance principles of leadership and stewardship, individual Directors shall:

General:
- act honestly and in good faith and exercise the care, diligence and skill of a reasonably prudent person
- act as an agent and trustee of the WCB in the execution of its mandate and the protection of the WCB’s assets:

During board meetings
- Attend board and committee meetings in their entirety
- Be prepared
- Be respectful
- Be punctual
- Participate and offer perspectives open and honestly
- Demonstrate active listening
- Be open and receptive to the views of others
- Objectively make decisions in the best interests of the organization (see s. 4.1 Governance Principles) not individual stakeholder interests
- Bring forward stakeholders perspectives as “information in” but then let them go in order to make decisions in the best interests of the organization
- Adhere to meeting rules/norms (King and Kerr, as default reference)
- Be constructive and helpful in your question-posing; assume good intent and seek to understand
- Don’t blame or accuse – focus on the issue not the personalities
- Identify conflicts of interest (see s. 4.5 of Governance Manual)

Between board meetings
- Respect the confidentiality of board discussions (see s. 4.4 of Governance Manual)
- Listen and understand informal feedback; it is critically important not to create expectations among stakeholders
- Be informed and aware of stakeholder views/opinions on WCB issues
- Support the organization’s formal systems for proactively seeking stakeholder input
- Fulfill advocacy/stakeholder relations role agreed upon by the Board
- Understand that not every decision needs extensive
consultation with stakeholders; some simply require an exercise of good judgment on the part of the board members themselves.
- Support board decisions, once made
- Keep abreast of developments impacting the WCB
- Prepare for upcoming meetings
- Follow-up on any assigned tasks/commitments
- No email conversations on substantive/controversial issues – a special meeting can be called
- Live and represent the values of the organization and be an ambassador for the organization (fans/supporters of WCB, improvements to be made and always will be, ongoing improvement is our goal, defining our scope of control and managing stakeholder expectations in this regard)
- Notify the Corporate Secretary in advance if unable to attend meetings

**Interactions with Management**

- Board members’ primary connections to the organization are with the CEO and/or Corporate Secretary
- If you have information requests, direct them to the CEO, the appropriate Vice-President or the Corporate Secretary; do not make requests of any other staff
- Your “real hat” or “day job” may cause interactions with staff of the WCB; board members should normally avoid this contact by delegating the file to others within your organization

**Ongoing learning and development**

- Remain abreast of best practices and developments relating to your work as a board/director/committee chair
- Participate in professional development according to standards set by the Board

### 3.8 Role and Responsibilities of the CEO

Under section 158(1) of the Act the Board of Directors may appoint and fix the duties and remuneration of a Chief Executive Officer of the Board. Section 158(2) stipulates that the Chief Executive Officer is responsible:

a) to the Board of Directors through the Chair;
b) for day to day management of the business of the Board;c) for advising the Board of Directors on all matters of policy;d) for overseeing the administration and implementation of the policies and budgets of the Workers’ Compensation Board; and
e) for carrying out any other duty or function as assigned by the Board of Directors.
The Board has the overall responsibility/authority for the control and management of the organization. In practical terms, it delegates the day-to-day management of the organization to competent professionals. The key areas of the Board’s stewardship responsibilities are found in the Board’s Governance Charter as set out in Section 3.3. The Roles Analysis attached as Appendix A builds upon the Act and Regulations and the Governance Charter by clarifying the respective roles that the Board of Directors and the CEO have in relation to the key responsibilities of the Board.

3.9 Delegation of Authority to the CEO

The CEO is conferred full authority, scope and executive powers by the Board of Directors and is responsible for the administration of the day to day operations of the WCB, in accordance with section 158 of the Act.

The CEO is accountable to the Board of Directors for the exercising of this authority and shall be evaluated in accordance with the CEO evaluation process approved by the Board of Directors.

The CEO is empowered to delegate authority to other members of executive management.

3.10 CEO Limitations

The CEO shall exercise his/her authority with transparency, integrity straight-forwardness and in a manner consistent with the Workers’ Compensation Act and Regulations, and the WCB code of ethics and conduct and Board of Directors approved policies.

The CEO shall not cause or allow any practices, activity, decision or organizational circumstances which are either unlawful, imprudent or in violation of commonly acceptable business or professional ethics.

Within the global budget, the CEO has the discretion to utilize the approved budget within the categories of operations and capital, including adjusting staff positions and numbers in order to achieve corporate plan objectives. The CEO may not transfer funds between these categories without Board of Directors’ approval.

3.11 CEO Succession Planning

The CEO shall present an annual succession plan to the Board of Directors through the Governance and Policy Committee and provide timely updates, should the succession plan change at any time prior to the next annual report of succession.

The CEO shall annually advise the Governance and Policy Committee the designated Vice President, familiar with the Board of Directors’ and CEO’s
issues and priorities, who may act as CEO in the event of unanticipated absences of the CEO. The CEO shall ensure the Chair has access to confidential documentation of the succession designation in case of the absence of the CEO. With the approval of the Board of Directors the designate shall act in the capacity of CEO until the Board of Directors meets expeditiously to determine a process of CEO selection.

On an annual basis the CEO shall inform the Board of Directors of the development plans for executive management (Vice Presidents and Executive Corporate Secretary). The CEO shall inform the Board of Directors immediately if there is a change in executive personnel (Vice Presidents and Executive Corporate Secretary).

3.12 **CEO Terms of Employment**

Appointment of the CEO is the responsibility of the Board of Directors.

The Chair, pursuant to instructions from the Governance and Policy Committee, negotiates the terms of employment and remuneration of the CEO for review by the Governance and Policy Committee to recommend to the Board of Directors.

The CEO appointment, compensation and benefits may only be adjusted by approval of the Board of Directors.

The Governance and Policy Committee shall review the CEO’s terms of employment each year in conjunction with the CEO evaluation. All Board members shall receive a copy of the CEO’s terms of employment and the annual evaluation.

3.13 **Role and Responsibilities of the Executive Corporate Secretary**

The Executive Corporate Secretary is a member of executive management, reporting to the Chair and Committee Chairs on matters relating to the Board of Directors or Committees and to the CEO for day to day operational responsibilities. Accordingly, the Executive Corporate Secretary (ECS):

3.13.1 **Responsibilities to the Board of Directors – ECS**

- provides notification to all Board members of meetings and communications as directed by the Chair or the Committee Chairs;
- attends all Board of Directors’ and Board Committee meetings, *ex officio*;
- provides advice on governance or other issues to the Board of Directors, Board committees, and Chair as may be requested from time to time;
• records and maintains all official results of the Board of Directors and Committees including policy decisions and minutes of all official meetings;
• distributes all agenda material and documents as directed by the Chair or the Committee Chairs;
• organizes logistical support for Board of Directors and Committee meetings, Board member travel to meetings and conference events;
• reviews and authorizes, through the authorization of the Chair, Board member expense claims for payment, except the Chair expenses which are reviewed and authorized by the Chair of the Finance, Audit & Risk Committee, or a member of that committee as designated by the Finance, Audit & Risk Committee Chair;
• acts as a point of contact for Board member inquiries;
• provides other support functions as required from time to time by the Chair and the Board of Directors;
• under the guidance of the Chair, acts as primary liaison to provide legal advice and services to the Board of Directors.

3.13.2 Responsibilities to the CEO – ECS
• is a member of all senior management committees;
• provides logistical support by maintaining agendas and records of management committees as designated by the CEO;
• provides other support functions as required from time to time by the CEO.
3.14 **Guidelines and Terms of Reference of Board Committees:**

**A. Committee Structure**

The Board of Directors of the WCB will periodically review the structure and mandate of its Standing Committees. Generally speaking and given its relatively small size, the Board prefers to keep its committee structure “lean” with a maximum of three (3) Standing Committees.

**B. Committee Work**

Standing Committees are established to support the Board of Directors in its fulfillment of its key stewardship responsibilities. The priorities and work of the Standing Committees should align with governance priorities established annually by the Board of Directors. The delegated policy-making, decision-making and monitoring roles should be clearly described in the Terms of Reference for each Standing Committee.

**C. Committee Membership**

The Board Chair has the authority to constitute the Board’s Standing Committees, by virtue of s. 157 (5) of the Act.

Ideally, each board member will be assigned to one of the three Standing Committees. The Board Chair will annually canvass board members’ preferences (in rank order) for committee assignments. While these preferences may be taken into consideration, the main objectives in assigning board members to various committees will be the alignment of skills with committee mandates, ensuring a diversity of stakeholder perspectives on each committee and balancing the workload of board members.

Where appropriate, in order to facilitate the work of the Committees, the Board Chair may appoint temporary alternates to Committees where a regular member of the Committee will be absent.

The Board of Directors also endorses the principle that periodic rotation of board members through committees is desirable.

**D. Committee Reports**

The Board of Directors of the WCB delegates responsibilities to its three (3) Standing Committees. In most instances, these Committees are expected to give matters due consideration and discussion and to make policy and/or decision recommendations to the Board of Directors. In limited instances, the Committees have been delegated actual decision-making authority, the exercise of which should be reported to the Board of Directors. Finally,
Standing Committees also fulfill a monitoring role on behalf of the Board with the expectation that the completion of such monitoring together with significant highlights will be confirmed/shared with the Board of Directors.

In order to reduce any duplication of effort and to enhance confidence in the substantive work of the Standing Committees, the following guidelines have been developed for written reports to the Board of Directors by the Standing Committees.

1. **Recommendations to the Board of Directors**

A Standing Committee that is bringing a recommendation forward to the Board of Directors for either a policy matter or a specific decision should include in its written report to the Board:

- The recommendation in the form of a proposed Board resolution to be advanced by the Committee Chair at the Board meeting
- Statement of the issue to be addressed by the recommendation
- Background
- Process and information sources used by the Committee to study, discuss and come up with a recommendation
- Rationale for the recommendation
- Other options discussed by the Committee
- Key issues considered by the Committee
- Potential implications (stakeholder, financial, communications, risks, other, etc.)
- Related communications issues

2. **Decisions Made by the Committee**

A Standing Committee that has been delegated the authority to make decisions on behalf of the Board of Directors should include in its written report to the Board a brief description of the decision made by the Committee.

3. **Monitoring by the Committee**

A Standing Committee that fulfills a monitoring role on behalf of the Board should include in its written report to the Board:

- The reports received and discussed by the Committee
- Significant items/developments of which the full Board should be aware

Committee reports are not intended to supersede Management reporting on the organization’s performance. Where the Committee receives information/reports from Management, the Committee and the CEO or designee should clarify what, if any, reports should be brought forward to the full Board by Management and which can be dealt with in the reporting of Committee highlights to the Board.
### 3.14.1 Finance, Audit & Risk Committee - Terms of Reference

**Introduction and General Purpose**

Management is responsible for the preparation, presentation and integrity of the WCB financial statements and for maintaining appropriate accounting and financial reporting principles and policies. Primary responsibility for information systems, risk management and internal controls of WCB is vested in management and overseen by the Board.

The external auditors are responsible for planning and carrying out, in accordance with professional standards, an audit of the WCB annual financial statements.

The Finance, Audit and Risk Committee’s purpose is to review the adequacy and effectiveness of these activities and to assist the Board in its oversight of:

(a) the WCB’s financial affairs, policies and strategies, including its annual and long-term financial plan

(b) The integrity of the WCB financial statements

(c) The external auditors’ qualifications and independence

(d) The performance of the WCB internal audit function and external auditors

(e) The adequacy and effectiveness of corporate controls,

(f) Risk management, and

(g) The WCBNS’ compliance with legal and regulatory requirements

**Specific Responsibilities**

The Board of Directors delegates the following roles and responsibilities to the Finance, Audit and Risk Committee:

**a) Financial Statements**

<table>
<thead>
<tr>
<th>Delegated Committee Role</th>
<th>Responsibilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Review and recommend to the Board of Directors</td>
<td>1. Approval of quarterly financial statements and annual audited financial statements</td>
</tr>
<tr>
<td></td>
<td>2. Approval of the financial content and the Management’s Discussion and Analysis section of the Annual Report</td>
</tr>
<tr>
<td></td>
<td>3. The appropriateness of accounting policies and financial reporting practices used by the WCB</td>
</tr>
<tr>
<td></td>
<td>4. Any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the WCB</td>
</tr>
<tr>
<td></td>
<td>5. Appropriate resolution of all major financial issues</td>
</tr>
</tbody>
</table>
6. Approval of annual business plans developed by management, including balanced scorecard measures and targets

7. Approval of a funding strategy and target average assessment rate

8. Approval of operating and capital budgets and amendments thereto

9. Approval of borrowing/line of credit

10. Changes in financial and accounting policies and practices to be adopted by the WCB; report same to the Board of Directors

11. Quarterly and annual financial performance of the WCB (budget year to date with variance analysis) including:
   - Quarterly reporting on the level of actual to budget variance by program area including an explanation of variances that are close to or exceed 0.05% of the total Administration budget
   - Quarterly reporting on the level of actual to budget details of approved projects
   - Annual carry forward of project budgets if required including details on unused amounts, reasons for carry-forwards and how amounts will be spent

12. Annual meeting with the external actuary to understand the valuation of the organization’s liabilities

13. Public reports on published financial statements (to the extent such releases discuss the financial position or operating results) for consistency of disclosure with the financial statements themselves

14. Key estimates and judgments of Management that may be material to the financial reporting of the WCB

15. New or pending developments in accounting and reporting standards that may affect the WCB

(b) Internal Controls and Risk Oversight Management

<table>
<thead>
<tr>
<th>Delegated Committee Role</th>
<th>Responsibilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Review and recommend to the Board of Directors</td>
<td>16. Review and recommend to the Board of Directors the approval of an enterprise risk management framework</td>
</tr>
</tbody>
</table>
17. The annual internal audit plan to be carried out by the internal auditor

18. Monitor and report to the Board of Directors on the effectiveness of the WCB enterprise risk management system through an annual risk assessment by the internal auditor

19. Monitor and report to the Board of Directors on the adequacy and effectiveness of the WCB internal control system and information systems through quarterly reports from the internal auditor

20. Reports from the CEO on any issues, events or pending matters that may affect the WCB’s relationship with its clients and business partners, or which place at risk the organization’s resources, reputation or achievement of its goals and objectives; report on these to the Board of Directors as the Committee considers appropriate

21. Annual overview and discussion of the inventory of WCB plans in place to address disaster recovery/business continuity issues

### (c) Internal Audit

<table>
<thead>
<tr>
<th>Delegated Committee Role</th>
<th>Responsibilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Review and recommend to the Board of Directors</td>
<td>22. The appointment of the internal auditor</td>
</tr>
<tr>
<td>Decide/approve and report to the Board of Directors</td>
<td>23. The terms of the annual internal audit plan including objectives, scope, staffing, timetable and proposed fees</td>
</tr>
<tr>
<td>Monitor and report highlights to the Board of Directors</td>
<td>24. Assess the performance of and approve the annual appointment or removal of the internal auditor</td>
</tr>
<tr>
<td></td>
<td>25. Quarterly meetings with internal auditor</td>
</tr>
<tr>
<td></td>
<td>26. The internal audit of the WCB and the internal auditor’s relationship with the external auditor and with Management</td>
</tr>
<tr>
<td></td>
<td>27. Matters that may affect the independence of the internal auditor including but not limited to the position of the internal audit function within the organization structure of the WCB</td>
</tr>
<tr>
<td>28</td>
<td>Review the findings and follow-up of the internal auditor including any significant disagreements between management and the internal auditor with regard to required systems and controls</td>
</tr>
<tr>
<td>29</td>
<td>Direct and open communication among the Finance, Audit and Risk Committee, the external auditor and the internal auditor.</td>
</tr>
<tr>
<td>30</td>
<td>Periodic meetings with the internal auditor in the absence of Management and the external auditor</td>
</tr>
<tr>
<td>31</td>
<td>The adequacy and effectiveness of the WCB internal control system through quarterly reports from the internal auditor and the annual management letter from external auditors re sufficiency of internal controls</td>
</tr>
<tr>
<td>32</td>
<td>The effectiveness of the WCB enterprise risk management system through an annual risk assessment by the internal auditor or other periodic reports from external third parties (e.g. Auditor-General, etc.)</td>
</tr>
</tbody>
</table>

(d) External Audit

<table>
<thead>
<tr>
<th>Delegated Committee Role</th>
<th>Responsibilities</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Review and recommend to the Board of Directors</strong></td>
<td>33 The appointment of an external auditor</td>
</tr>
<tr>
<td><strong>Decide/approve and report to the Board of Directors</strong></td>
<td>34 The terms of the annual external audit engagement plan, including but not limited to the following:</td>
</tr>
<tr>
<td></td>
<td>(i) engagement letter</td>
</tr>
<tr>
<td></td>
<td>(ii) objectives and scope of the external audit work</td>
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<td></td>
<td>(iii) materiality limit set by external auditors</td>
</tr>
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<td></td>
<td>(iv) areas of audit risk</td>
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<tr>
<td></td>
<td>(v) staffing, and in particular, the lead audit partner and the audit partner responsible for reviewing the audit, including partner rotation</td>
</tr>
<tr>
<td></td>
<td>(vi) timetable, and proposed fees</td>
</tr>
</tbody>
</table>
| 35 | In advance, where the estimated fee for such services is greater than $5000, the non-audit services to be provided by the external auditor’s
firm or its affiliates (including the estimated fees) in accordance with a policy established by Management and approved by the Finance, Audit and Risk Committee, consider the impact on the independence of the external audit work and receive an annual report thereon from Management

36 Assess the performance and independence of the external auditor

<table>
<thead>
<tr>
<th>Monitor and report highlights to the Board of Directors</th>
<th>37 The work of the external auditor</th>
</tr>
</thead>
<tbody>
<tr>
<td>38 The plan, conduct and reporting of the annual external audit, including but not limited to the following:</td>
<td></td>
</tr>
<tr>
<td>• any difficulties encountered, or restriction imposed by Management, during the annual audit,</td>
<td></td>
</tr>
<tr>
<td>• any significant accounting policies or financial reporting issues, alternative IFRS methods discussed with Management, ramifications and external auditors' preferred alternative, and any other material written communications with Management</td>
<td></td>
</tr>
<tr>
<td>• the external auditor's evaluation of the WCB system of internal controls, procedures and documentation</td>
<td></td>
</tr>
<tr>
<td>• the post audit or management letter containing any findings or recommendations of the external auditor including Management's response thereto and the subsequent follow-up to any identified internal control weaknesses</td>
<td></td>
</tr>
<tr>
<td>• any significant disagreements between management and the external auditor with regard to financial reporting</td>
<td></td>
</tr>
<tr>
<td>• any other matters that the external auditor brings to the attention of the Finance, Audit and Risk Committee, and</td>
<td></td>
</tr>
<tr>
<td>• any issues relating to review or appointment of internal or external auditors</td>
<td></td>
</tr>
</tbody>
</table>

39 Direct and open communication among the Finance, Audit and Risk Committee, the external auditor and the internal auditor.

(e) **Compliance and Other Oversight**

<table>
<thead>
<tr>
<th>Delegated Committee Role</th>
<th>Responsibilities</th>
</tr>
</thead>
</table>

Revised December 15th 2016
Corporate Governance Manual WCB of NS
Monitor and report to the Board of Directors

40 Annually the WCB’ insurance coverage of significant business risks and uncertainties

41 Annual report from the CEO of any litigation matters that could significantly affect the financial statements

42 Annual report from the CEO regarding the organization’s statutory compliance under the Workers’ Compensation Act (en route to inclusion of that information in the WSIS report)

43 Exception reports from the CEO regarding any significant actual or anticipated non-compliance with any legal or regulatory requirements, any WCBNS program policy or inter-jurisdictional agreement

44 Quarterly Management Representations due diligence requirements (e.g. CCRA, Workers' Compensation Act, etc.)

45 Responses by Management to material information requests from government or regulatory authorities

(f) Other Duties

The Finance, Audit and Risk Committee will investigate (or cause an investigation to be undertaken) and recommend a resolution to the Board of any issues or concerns referred to it by the Governance and Policy Committee (as the point of entry for any complaints or concerns) arising from complaints under the WCB Code of Conduct that may relate to a breakdown of financial disclosure controls or internal controls over financial reporting. Depending upon the nature of the complaint, the Committee may delegate the investigation and resolution of the complaint to Senior Management.

The Committee will also carry out such other duties as may be determined from time to time by resolution of the Board.

Committee Functioning

The Finance, Audit and Risk Committee will have access to Management and WCB documents as required/appropriate. It will also be provided with the resources necessary to carry out its responsibilities. The Finance, Audit and Risk Committee may engage independent counsel and other advisors, and set and pay the compensation for any advisors so engaged.

In co-ordination with the Governance and Policy Committee, the Committee shall annually review and assess the adequacy of its mandate in relation to evolving best practices and evaluate its effectiveness in fulfilling its mandate.
The Finance, Audit and Risk Committee may establish a subcommittee to review any matters deemed appropriate by the Committee Chair. The subcommittee will provide its recommendation to the Finance, Audit and Risk Committee.

The secretary to the Committee shall be the Executive Corporate Secretary and is responsible for:

- Ensuring that minutes are prepared recording decisions, recommendations and general discussion of the Committee
- Ensuring that decisions and recommendations of the Committee are forwarded to the Board for its next meeting
- Compiling and distributing the agenda of Committee meetings at least five (5) days prior to the Committee meetings, and
- Ensuring that action points identified are carried out.

**Membership**

The Board Chair, in accordance with s. 157(5) of the Act, appoints board members to committees. The Finance, Audit and Risk Committee will consist of three Board members, one of whom shall be appointed as Chair of the Committee by the Board Chair.

All members of the Finance, Audit and Risk Committee shall meet the standard of financial literacy, which entails the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the WCB financial statements. Committee members shall exercise the care, diligence and skill that a person of ordinary prudence would exercise in dealing with the property of another person and shall use all relevant knowledge and skill that the member possesses.

All committee members shall be independent of management of the WCB. At least one committee member shall have accounting or financial management expertise.

Ex officio, non-voting members of the Finance, Audit and Risk Committee include: Chief Executive Officer, CFO and Executive Corporate Secretary.

Any Director who is a member of the Finance, Audit and Risk Committee serves at the pleasure of the Board Chair.

From time to time, additional non-voting resources may be added to the Committee by the Board Chair where considered necessary to enable the Committee to fulfill its mandate.
The Finance, Audit and Risk Committee shall meet at least four (4) times per year, with additional meetings at the call of the Committee Chair, or as directed by the Board of Directors. The WCBNS’ external auditor, internal auditor, or any two members of the Finance, Audit and Risk Committee, may call a special meeting of the Finance, Audit and Risk Committee by contacting the Committee Chair.

The agenda will normally be set by the Committee Chair based upon the Committee’s work plan and annual objectives. Committee members or the Board Chair may also suggest agenda items to the Committee Chair. The agenda and background material for meetings will be delivered to members at least five (5) days prior to the Committee meeting.

The Finance, Audit and Risk Committee will have separate private meetings with the external auditors, the chief internal auditor, Management or any other persons to discuss any matters that the Committee or these groups believe should be discussed.

The external auditor and the internal auditor shall attend meetings of the Finance, Audit and Risk Committee if either has requested the opportunity to do so or has been requested to do so by a Finance, Audit and Risk Committee member. The external or internal auditors may be invited to make presentations to the Finance, Audit and Risk Committee, as appropriate.

**Quorum & Decision Making**

A quorum for the transaction of business at a meeting of the Committee will be a majority of Directors appointed to the Committee.

The Committee will attempt to reach consensus on recommendations to the Board on decisions delegated to the Committee. In exceptional circumstances, where consensus does not appear to be possible, the Committee may refer the matter directly to the Board without a recommendation.

**Accountability and Reporting to the Board**

The Chair of the Committee will prepare written reports for the Board of Directors on the work of the Committee and will be guided in the preparation of these reports by a reporting template for Committees.

**Committee Objectives, Annual Work Plan and Timetable**

In consultation with the Board Chair, the Committee will formulate annual objectives for the Finance, Audit and Risk Committee for each year and review progress against them at least annually.

The Committee will annually establish a work plan for its scheduled committee meetings, which plan will include any specific priorities assigned to the
Committee by the Board of Directors. The attached table sets out the basic work plan to be used as a starting point each year.

<table>
<thead>
<tr>
<th>Finance, Audit &amp; Risk Committee Agenda Item</th>
<th>Q1</th>
<th>Q2</th>
<th>Q3</th>
<th>Q4</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Financial Statements</strong></td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>- Reviews external audited annual financial statements and recommends to the Board of Directors.</td>
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<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>- Recommends unaudited quarterly financial statements, including public reports on financial statements for consistency of disclosure with financial statements</td>
<td></td>
<td></td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>- Reviews quarterly and annual financial performance of the WCB and reports highlights to the Board of Directors</td>
<td></td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>- Approves financial content and the Management Discussion and Analysis section of the Annual Report</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>- Annual meeting with the external actuary to understand the valuation of the organization’s liabilities.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td><strong>Corporate Plan and Budget</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Reviews and recommends annual business plan, including balanced scorecard measures and targets and proposed rate of return.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>- Reviews and recommends funding strategy and target average assessment rate</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>- Reviews and recommends operating and capital budgets, including proposed rate of return</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td><strong>Internal Controls and Risk Oversight</strong></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>- Approves internal audit plan for the coming year</td>
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<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>- Monitors and reports to the Board of Directors on the effectiveness of the enterprise risk management system</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>
through an annual risk assessment by the internal auditor

Reviews and discusses inventory of plans in place to address disaster recovery/business continuity issues and reports highlights to the Board of Directors

**Internal Auditor**
- Approves terms of internal audit plan for the coming year.  
  - Reviews internal audit reports and recommends action as required.  
  - Regular *in camera* meeting with Internal Auditor and with Committee alone.

**External Auditors**
- Approves terms of yearly engagement letter.  
- Monitors and reports to the Board on the plan, conduct and reporting of the annual external audit  
- *Annual in camera* meeting with External Auditor

**Compliance and Other Oversight**
- Recommends quarterly reports on goods and services procurement, statutory employer remittances and OH&S compliance.  
- Receives annual report from the CEO of any litigation matters that could significantly affect the financial statements  
- Receives and recommends annual report from the CEO regarding the organization’s statutory compliance under the Workers’ Compensation Act (en route to inclusion of that information in the WSIS report).
3.14.2 Investment Committee - Terms of Reference

**Introduction and General Purpose**

The Investment Committee assists the Board of Directors to:

- Establish investment policies and guidelines for the WCB’s funds
- Evaluate and analyze all major financial issues.

**Specific Responsibilities**

The Board of Directors delegates the following roles and responsibilities to the Investment Committee:

<table>
<thead>
<tr>
<th>Delegated Committee Role</th>
<th>Responsibilities</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Review and recommend to the Board of Directors</strong></td>
<td>1. Approval of investment and procurement policies (or amendments thereto)</td>
</tr>
<tr>
<td></td>
<td>2. On an annual basis, the continued appropriateness of the Statement of Investment Policy and Objectives</td>
</tr>
<tr>
<td></td>
<td>3. Approval of material transactions as required in policies such as investment, procurement, etc.</td>
</tr>
<tr>
<td></td>
<td>4. Approval of borrowing/line of credit</td>
</tr>
<tr>
<td></td>
<td>5. The appointment/termination of investment consultants and managers directly contracted by the WCB</td>
</tr>
<tr>
<td></td>
<td>6. Annually review and recommend revisions (if necessary) to investment-related Conflict of Interest Guidelines and revisions</td>
</tr>
<tr>
<td><strong>Decide/approve and report to the Board of Directors</strong></td>
<td>7. Review and approve investment consultants mandates</td>
</tr>
<tr>
<td></td>
<td>8. Investment manager mandates for managers directly contracted by the WCB including the asset class and any constraints on investments within that class</td>
</tr>
<tr>
<td></td>
<td>9. Periodic assessment of the investment consultant’s performance and fees</td>
</tr>
<tr>
<td></td>
<td>10. Approval of investments in accordance with delegated limits</td>
</tr>
<tr>
<td><strong>Monitor and report highlights to the Board of Directors</strong></td>
<td>11. Quarterly investment reports outlining the performance for all asset classes plus the total portfolio against performance measurement targets, and the actual performance of the portfolios versus the appropriate benchmarks</td>
</tr>
</tbody>
</table>
12 On an annual basis, the risk assumptions and asset return assumptions imbedded in the current investment policy and, if changes have occurred, then review the policy asset mix and the weighted benchmark standard of performance.

13 At least annually, the organization’s compliance with investment policies.

**Other Duties**

The Committee will also carry out such other duties as may be determined from time to time by resolution of the Board.

**Committee Functioning**

The Investment Committee will have access to Management and WCB documents as required/appropriate. It will also be provided with the resources necessary to carry out its responsibilities. The Committee may engage independent counsel and other consultants, and set and pay the compensation for any consultants so engaged.

In co-ordination with the Governance and Policy Committee, the Committee shall annually review and assess the adequacy of its mandate in relation to evolving best practices and evaluate its effectiveness in fulfilling its mandate.

The secretary to the Committee shall be the Executive Corporate Secretary and is responsible for:

- Ensuring that minutes are prepared recording decisions, recommendations and general discussion of the Committee
- Ensuring that decisions and recommendations of the Committee are forwarded to the Board for its next meeting
- Compiling and distributing the agenda of Committee meetings at least five (5) days prior to the Committee meetings, and
- Ensuring that action points identified are carried out.

**Membership**

The Board Chair, in accordance with s. 157(5) of the Act, appoints board members to committees. The Investment Committee will consist of three Board members, one of whom shall be appointed as Chair of the Committee by the Board Chair. All committee members shall be independent of management of the WCB. In the administration and investment of the WCB investment portfolio, Committee members shall exercise the care, diligence and skill that a person of
ordinary prudence would exercise in dealing with the property of another person and shall use all relevant knowledge and skill that the member possesses.

Ex officio, non-voting members of the Committee include: Chief Executive Officer, CFO and Executive Corporate Secretary.

Any Director who is a member of the Committee serves at the pleasure of the Board Chair.

The Board Chair shall not serve as a member of the Investment Committee, but may attend Committee meetings. Directors who are not members of the Investment Committee may attend committee meetings but will not have the right to vote on matters requiring decisions.

From time to time, additional non-voting resources may be added to the Committee by the Board Chair where considered necessary to enable the Committee to fulfill its mandate.

**Meetings**

The Investment Committee shall meet at least four (4) times per year, with additional meetings at the call of the Committee Chair, or as directed by the Board of Directors.

The agenda will normally be set by the Committee Chair based upon the Committee’s work plan and annual objectives. Committee members or the Board Chair may also suggest agenda items to the Committee Chair. The agenda and background material for meetings will be delivered to members at least five (5) days prior to the Committee meeting.

**Quorum & Decision Making**

A quorum for the transaction of business at a meeting of the Committee will be a majority of Directors appointed to the Committee. The Committee will attempt to reach consensus on recommendations to the Board on decisions delegated to the Committee. In exceptional circumstances, where consensus does not appear to be possible, the Committee may: a) take a vote; or b) refer the matter directly to the Board. The Committee Chair may only vote in a case of a tie vote.

**Accountability and Reporting to the Board**

The Chair of the Committee will prepare written reports for the Board of Directors on the work of the Committee and will be guided in the preparation of these reports by a reporting template for Committees.

**Committee Objectives, Annual Work Plan and Timetable**
In consultation with the Board Chair, the Committee will formulate annual objectives for the Investment Committee for each year and review progress against them at least annually.

The Committee will annually establish a work plan for its scheduled committee meetings, which plan will include any specific priorities assigned to the Committee by the Board of Directors. The attached table sets out the basic work plan to be used as a starting point each year.

<table>
<thead>
<tr>
<th>Investment Committee Agenda Item</th>
<th>Q1</th>
<th>Q2</th>
<th>Q3</th>
<th>Q4</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Investment Reports</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Reviews and recommends Year end Investment Report.</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Monitors and reports highlights of quarterly Investment Reports.</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td><strong>Investment Managers</strong></td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>- Monitors performance of the Outsourced Chief Investment Officer</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td><strong>Investment Policy</strong></td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>- Reports on annual review of Statement of Investment Policy and Objectives (including the risk and asset return assumptions imbedded in the current investment policy and the organization’s compliance with investment policies) and recommends revisions to the Statement of Investment Policy and Objectives as required.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>- Reports on periodic review on specific investment issues and makes recommendations as required.</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td><strong>OTHER</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Regular <em>in camera</em> session with the Committee alone.</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>- Monitors the Custodian</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
3.14.3 Governance & Policy Committee - Terms of Reference

Introduction and General Purpose

The Governance and Policy Committee assists the Board of Directors to:

- Continuously improve the effectiveness and efficiency of the Board’s functioning through the adoption of progressive governance policies and practices
- Determine priorities and consider proposals for program policies, governance policies and legislative/regulatory amendments
- Consider priorities for the WCB through the review of emerging issues and long term trends
- Provide human resources oversight, including leadership in the annual evaluation and compensation of the CEO
- Consider appropriate levels of stakeholder involvement in relation to policy development/revision and strategic or annual business planning

Specific Responsibilities

The Board of Directors delegates the following roles and responsibilities to the Governance and Policy Committee:

<table>
<thead>
<tr>
<th>Delegated Committee Role</th>
<th>Responsibilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Review and recommend to the Board of Directors</td>
<td>1. Approval of/revisions to governance policies, including the Board’s Code of Conduct and Conflict of Interest policies and a Communications and Stakeholder Relations Policy.</td>
</tr>
<tr>
<td></td>
<td>2. Approval of terms of reference for Board nominees to WSIS committees</td>
</tr>
<tr>
<td></td>
<td>3. Approval of a process for developing program policies for the organization</td>
</tr>
<tr>
<td></td>
<td>4. Approval of a process for periodically developing/reviewing WCB priorities for legislative and regulatory changes</td>
</tr>
<tr>
<td></td>
<td>5. Approval of new/amended program policies</td>
</tr>
<tr>
<td></td>
<td>6. Approval of WCB-recommended changes to legislation and/or regulations</td>
</tr>
<tr>
<td></td>
<td>7. Approval of process guidelines for the recruitment/selection of a CEO</td>
</tr>
<tr>
<td></td>
<td>8. Approval of annual CEO performance objectives and evaluation process</td>
</tr>
<tr>
<td></td>
<td>9. Approval of annual performance rating and</td>
</tr>
</tbody>
</table>
10. Approval of compensation policy/philosophy re CEO
11. Approval of annual compensation level for the CEO
12. Approval of high level principles for collective bargaining
13. Approval of high level human resources principles for the organization
14. Approval of the appointment of the Executive Corporate Secretary
15. Approval of an annual board evaluation process
16. Approval of a structure and terms of reference for Board Committees
17. Approval of a macro (12-24 months) Board agenda

<table>
<thead>
<tr>
<th>Decide/approve and report to the Board of Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>18. Review and approve succession plan for the CEO’s position</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Monitor and report highlights to the Board of Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>19. Quarterly reports on staff programs for health, safety and wellness</td>
</tr>
<tr>
<td>20. Changes to senior management structure</td>
</tr>
<tr>
<td>21. Organizational succession plan</td>
</tr>
<tr>
<td>22. Annual highlights of long-term HR strategy through the CEO</td>
</tr>
<tr>
<td>23. Annual stakeholder relations and communications plan</td>
</tr>
<tr>
<td>24. The effectiveness of the WCB’ stakeholder relations and communications, as contemplated by the stakeholder relations and communications policy</td>
</tr>
<tr>
<td>25. Oversight of the annual board evaluation process</td>
</tr>
<tr>
<td>26. Progress updates on the business plan and balanced scorecard measures</td>
</tr>
</tbody>
</table>

**Other Duties**

The Committee will also carry out such other duties as may be determined from time to time by resolution of the Board.

**Committee Functioning**

The Governance and Policy Committee will have access to Management and WCB documents as required/appropriate. It will also be provided with the
resources necessary to carry out its responsibilities. The Committee may engage independent counsel and other advisors, and set and pay the compensation for any advisors so engaged.

The Committee shall annually review and assess the adequacy of its mandate in relation to evolving best practices and evaluate its effectiveness in fulfilling its mandate.

The secretary to the Committee shall be the Executive Corporate Secretary and is responsible for:

- Ensuring that minutes are prepared recording decisions, recommendations and general discussion of the Committee
- Ensuring that decisions and recommendations of the Committee are forwarded to the Board for its next meeting
- Compiling and distributing the agenda of Committee meetings at least five (5) days prior to the Committee meetings, and
- Ensuring that action points identified are carried out.

**Membership**

The Board Chair, in accordance with s. 157(5) of the Act, appoints board members to committees. The Governance and Policy Committee will consist of the entire board membership and will be chaired by the Board Chair. All committee members shall be independent of management of the WCB.

Ex officio, non-voting members of the Committee include: Chief Executive Officer, Vice-President Corporate Services and Chief Financial Officer and Executive Corporate Secretary.

Any Director who is a member of the Committee serves at the pleasure of the Board Chair.

From time to time, additional non-voting resources may be added to the Committee by the Board Chair where considered necessary to enable the Committee to fulfill its mandate.

**Meetings**

The Governance and Policy Committee shall meet at least four (4) times per year, with additional meetings at the call of the Committee Chair, or as directed by the Board of Directors.

The agenda will normally be set by the Committee Chair based upon the Committee’s work plan and annual objectives. Committee members or the Board Chair may also suggest agenda items to the Committee Chair. The agenda and background material for meetings will be delivered to members at least five (5) days prior to the Committee meeting.
Quorum & Decision Making

A quorum for the transaction of business at a meeting of the Committee will be a majority of Directors appointed to the Committee.

The Committee will attempt to reach consensus on recommendations to the Board on decisions delegated to the Committee. In exceptional circumstances, where consensus does not appear to be possible, the Committee may refer the matter directly to the Board without a recommendation.

Accountability and Reporting to the Board

The Chair of the Committee will prepare written reports for the Board of Directors on the work of the Committee and will be guided in the preparation of these reports by a reporting template for Committees.

Committee Objectives, Annual Work Plan and Timetable

The Governance and Policy Committee will formulate annual objectives for the Committee for each year, in keeping with the Board’s governance improvement objectives, and review progress against them at least annually.

The Committee will annually establish a work plan for its scheduled committee meetings, which plan will include any specific priorities assigned to the Committee by the Board of Directors. The attached table sets out the basic work plan to be used as a starting point each year.

| Governance and Policy Committee Agenda Item | Q1 | Q2 | Q3 | Q4 |
| CEO | - Reviews and approves succession plan for CEO | X | | | |
|  | - Compiles results of annual CEO performance evaluation, reviews findings and recommends annual CEO performance rating to the Board. | | X | | |
|  | - Recommends annual compensation level for CEO | | | X | |
|  | - Recommends CEO performance objectives for the coming year. | | X | | |
| Human Resources | - Receives quarterly reports on staff programs for health, safety and wellness | X | X | X | X |
|  | - Receives and reports on highlights of long-term HR strategy, including leadership succession plan | | | | X |
| Corporate Governance | - Recommends changes to the Corporate Governance Manual from annual review. | | | X |
|  | - Reviews and recommends specific governance policies as required. | X | X | X | X |
3.14.4 Business Transformation Advancement Program Subcommittee – Terms of Reference

**Introduction and General Purpose**

The Business Transformation Advancement Program Subcommittee (‘BTAP Subcommittee’) provides advice, guidance and direction to the Board of Directors in its oversight of the Business Transformation Advancement program.

The BTAP Subcommittee’s mandate includes review of Business Cases for specific projects, risk management oversight, issues management oversight and monitoring the performance of the program. The BTAP Subcommittee also approves Stage Gates within its delegated limits, as approved by the Board of Directors in the Stage Gate Plan.

**Specific Responsibilities**

The Board of Directors delegates the following roles and responsibilities to the BTAP Subcommittee:

<table>
<thead>
<tr>
<th>Delegated Committee Role</th>
<th>Review and Recommend</th>
<th>Decide and Report</th>
<th>Monitor and Report</th>
</tr>
</thead>
</table>

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<table>
<thead>
<tr>
<th>Delegated Committee Role</th>
<th>Review and Recommend</th>
<th>Decide and Report</th>
<th>Monitor and Report</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>1. Business Cases</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Review and recommend approval of business cases for all projects.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>2. Stage Gating</strong></td>
<td></td>
<td></td>
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<tr>
<td>- Review and recommend approval of the idea stage and funding release for all projects.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Review and recommend approval of the Stage Gate Plan for very large projects.</td>
<td>X</td>
<td></td>
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<tr>
<td>- Review and recommend the exit criteria for Stage Gates for very large projects that are approved by the Board of Directors.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Approve the exit criteria for Stage Gates for very large projects that have been delegated to the BTAP Subcommittee as per the Stage Gate Plan.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- For projects categorized as very large, review and recommend Stage Gates that are approved by the Board of Directors including approval of the project to proceed and release of funding.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- For projects categorized as very large, approval of any Stage Gate level that has been delegated to the BTAP Subcommittee as per the Stage Gate Plan, including approval of the project to proceed and release of funding.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>3. Risk Management and Issues Management</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Risk Management:</strong></td>
<td></td>
<td></td>
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<tr>
<td>- Review and recommend updates to the Program Risk Management Plan including updates to the program risk appetite and risk tolerance.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Oversee the management of risks connected with BTAP including the identification and monitoring of program and project level risks.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Review management’s response plans for identified risks and approve Risk Response Plans where appropriate based on parameters defined by the Board of Directors.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Monitor management’s resolution of program and project level risks at the appropriate level as defined in the Program Risk Management Plan.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Issues Management:</strong></td>
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</tbody>
</table>
### Delegated Committee Role

<table>
<thead>
<tr>
<th>Delegated Committee Role</th>
<th>Review and Recommend</th>
<th>Decide and Report</th>
<th>Monitor and Report</th>
</tr>
</thead>
<tbody>
<tr>
<td>- Review and recommend the Issues Management and Escalation Plan.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Oversee program and project level issues including the identification of issues and monitoring of issues that have been escalated by management.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Review management’s response plans for identified issues and approve Issues Response Plans where appropriate based on parameters defined by the Board of Directors.</td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>- Monitor management’s resolution of program and project level issues at the appropriate level as defined in the Issues Management and Escalation Plan.</td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td><strong>Internal Auditor:</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Inform the Internal Auditor of any areas of concern to direct the work of the Internal Auditor in providing risk advisory services for the Program.</td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>- Meet with the Internal Auditor to receive observations and advice on program and project risks as outlined in the Internal Auditor’s annual plan approved by the Finance, Audit and Risk Committee.</td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>- Meet in camera with the Internal Auditor.</td>
<td></td>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>

### 4. Performance Monitoring

<table>
<thead>
<tr>
<th>Delegated Committee Role</th>
<th>Review and Recommend</th>
<th>Decide and Report</th>
<th>Monitor and Report</th>
</tr>
</thead>
<tbody>
<tr>
<td>- Define and recommend appropriate performance indicators to track progress of the program and projects over time.</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Monitor financial and non-financial performance of the program and projects against the business case, budget, scope and schedule via the Stage Gate process.</td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>- Review management’s response plans to address performance issues of the program or projects and approve response plans where appropriate based on parameters defined by the Board of Directors.</td>
<td></td>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>

### Other Duties

The BTAP Subcommittee will also perform other functions as may be necessary or appropriate:

- For determining the performance of its duties; and
To provide advice, guidance and direction to the Board of Directors in its oversight of the Business Transformation Advancement Program.

**Committee Functioning**

The members of the BTAP Subcommittee will be entitled to rely on WCB management or other persons submitting information to the BTAP Subcommittee, and on the accuracy of the information provided, as required to fulfill its governance oversight responsibilities. It will also be provided with the resources necessary to carry out its responsibilities and may engage independent counsel and other advisors consistent with the WCB’s procurement policies and practices.

The BTAP Subcommittee shall annually review and assess the adequacy of its mandate in relation to evolving best practices and evaluate its effectiveness in fulfilling its mandate.

**Membership**

The Board Chair, in accordance with s. 157(5) of the Act, appoints Board members to committees. The BTAP Subcommittee will consist of two Board members and an external advisor. The two Board Subcommittee members will share the responsibility of Chairing the Subcommittee. All Subcommittee members shall be independent of management of the WCB and serve at the pleasure of the Board Chair.

The BTAP Subcommittee shall determine if and when it needs ex-officio support. The secretary to the BTAP Subcommittee will be the Executive Corporate Secretary and is responsible for:

- Ensuring that minutes are prepared recording decisions, recommendations and general discussion of the BTAP Subcommittee;
- Ensuring that decisions and recommendations of the BTAP Subcommittee are forwarded to the Board of Directors for its next meeting;
- Compiling and distributing the agenda of BTAP Subcommittee meetings at least five (5) days prior to the BTAP Subcommittee meetings;
- Ensuring that action points identified are carried out; and
- Assist the BTAP Subcommittee members in the development of a work plan.

**Meetings**

The BTAP Subcommittee will meet as required in order to discharge its duties and responsibilities.
The meeting agenda will normally be set by the BTAP Subcommittee members based upon the BTAP Committee’s work plan.

**Quorum & Decision Making**

A quorum for the transaction of business at a meeting of the BTAP Subcommittee will be attendance by both Board members appointed to the BTAP Subcommittee.

The BTAP Subcommittee will attempt to reach consensus on recommendations and decisions delegated to the BTAP Subcommittee. In exceptional circumstances, where consensus does not appear to be possible, the BTAP Subcommittee may refer the matter directly to the Board of Directors without a recommendation.

**Accountability and Reporting to the Board**

The BTAP Subcommittee reports to the Board of Directors. The BTAP Subcommittee will prepare quarterly reports for the Board of Directors on the work of the Committee.

**Committee Work Plan**

The BTAP Subcommittee will establish a work plan for its scheduled meetings, which will include any specific priorities assigned to the BTAP Subcommittee by the Board of Directors.
4 Governance Responsibilities

4.1 Governance Principles

Governance is the process and structure for decision-making within an organization, with a view to establishing clear responsibilities and accountabilities. Effective governance provides a framework for action/implementation and enables an organization to move forward with confidence to achieve its mission and vision.

The Board of Directors of the WCB believes that effective and efficient governance is an essential foundation for the organization’s success. The following principles describe the governance philosophy endorsed by the Board of Directors:

We believe that:

- Our governance must never lose sight of our historic reasons for being - our organization was established by the provincial government as an act of public policy flowing from the Meredith Report (1913)
- All board members, no matter how they are appointed to the Board of Directors, have a fiduciary duty to act in the best interests of the organization as a whole (and not any particular stakeholder interests).
- The best interests of the organization are served when the public policy reasons for its creation are advanced. These include:
  - The framework established by the Meredith Report
  - Financial viability of that insurance system
    - Compensation/benefits that is/are reasonable to support the injured workers
    - Rates need to be reasonable for employers
    - A fully-funded system
  - Safe and healthy workplaces
  - Efficient and specialized administration of claims
    - Lack of red-tape
    - User friendly, accessible and plain language system
  - Workers are being referred to professionals using best practices (quality care through leading/best/safe practices, with quality monitoring)
  - WCB as the final arbiter of issues (with rare exceptions where referrals to Courts/WCAT or recommendations to Government for legislative change are advanced) in a timely and fair manner
  - Reduction of litigiousness of the system
- Our decision-making methods (i.e. consensus, majority vote, etc.) should be clear before we are called upon to decide matters
- Once decisions are made in accordance with the processes and structures in place, everyone within the organization should publicly support the organization’s position
• Our governance should be rooted in ethical conduct and legal compliance
• Our governance should promote and preserve the public trust in our organization
• The Board of Directors should be focused on the future and provide “high level” strategic direction and oversight to the organization (versus operationally focused on day-to-day management issues)
• Our governance should be based upon clearly defined and respected responsibilities and roles (e.g. of the system organizations, stakeholders, government, the Board of Directors and the CEO)
• Stakeholders should have appropriate and meaningful engagement in our governance
• Decisions at all levels of the organization should be based upon reasonable evidence/information, including the consideration of trends and their implications for our organization and its stakeholders
• Our governance needs to foster the ability to make difficult decisions and to keep moving the organization forward
• Effective planning, implementation and monitoring/reporting systems are foundations for our organization’s accountability to its stakeholders
• Our governance should foster proactive policies and decision-making versus reactive ones and should encourage stakeholders to look to and respect the ability of WCB to solve major issues or concerns (versus government or the courts)
• Our governance should focus on the WCB as an independent and autonomous organization, while maintaining awareness that our organization is part of a broader WSIS system

4.2 **Board Culture**

The Board of Directors expects ethical and businesslike conduct of its members and of itself as a whole. Members of the Board of Directors are accountable for exercising the powers and discharging their duties honestly, in good faith, in the best interests of the WCB. This accountability supersedes the personal interest of any board member.

In order for the Board of Directors to be an effective decision-making “unit” and to add value to the organization through its collective action, the members of the Board need to develop a “high performance” culture that supports this.

The members of the Board of Directors of the WCB define their desired board culture as one in which:

• The Board of Directors functions as a team and speaks with one voice
• The Board of Directors is open, transparent and accountable with respect to its decisions
• Board members are encouraged to engage in healthy debate with a view to constructively exploring solutions that are in the best interests of the organization
• Board members are very aware of conflicts of interest (be they real, potential or perceived) and are vigilant about raising them, discussing them and resolving them

• Board members are mindful and/or aware of all stakeholder interests – in other words, during the “information in” discussion phase of a particular matter, a broad range of stakeholder interests may be identified and discussed; however, once the Board moves to the decision-making phase, the Board must weigh any competing interests and make a decision that is in the long-term best interests of the organization and the system

• The Board and its members will collectively seek solutions that are in the best interests of the organizations vs. individual stakeholder interests

• The board members demonstrate a shared understanding of the best interests of the organization

• There is a strong deference to Committee work, assuming that there are opportunities for “broad board input” at initial stages of a committee’s consideration of an issue and that the committee reporting back to the Board outlines the process and alternatives considered in coming to a particular recommendation

• The Board will make difficult decisions to allow the organization to continue to move forward

• The Board strives for consensus

• The Board of Directors strives for excellence, not perfection; it supports the concept of continuous improvement and learns from both its successes and challenges

• There is a mutually supportive and sense of “oneness” with management/staff of the organization, and within the context of a larger system

• The relationship between the Board of Directors and the CEO and the Corporate Secretary is based on trust, collaboration and clear understanding of responsibilities

• The Board is flexible enough to recognize that a changing environment may require “mid-course” corrections to previously approved plans

• The Board make decisions based upon research and evidence versus anecdotal references

• Board members act as valuable “early warning signals” by identifying potential issues or risks to the Chair or the CEO, based upon their knowledge of stakeholder groups

Each newly appointed Board of Director member shall receive an orientation, which will include a review of the Board Culture.

4.3 Accountability

The Board of Directors will govern in accordance with its Board Culture and specific accountabilities. Subject to the Board Culture and section 4.4, there should be openness and transparency regarding all matters considered by the Board of Directors, other than for:
a. acquiring or selling property;
b. personnel matters;
c. labour relations issues;
d. specific case files;
e. contract negotiations;
f. litigation and potential litigation;
g. legal advice;
h. security; and
i. other confidential matters designated by the Board of Directors.

The Board of Directors is responsible to stakeholders for providing competent, conscientious, and effective delivery of the responsibilities entrusted to it by legislation, through its role as part of the Workplace Safety and Insurance System and as defined in the Vision, Mission, Strategic Goals and Objectives for Governance and Accountability. The Board of Directors will take measures through WCB management and create processes to help facilitate ongoing contact between stakeholders and the Board of Directors as well as between individual Board members and stakeholders. In particular, The WCB will hold biannual stakeholder meetings to ensure that stakeholders have an opportunity to meet with and discuss issues in roundtables with the Board of Directors. The Board of Directors will also participate in the annual general meeting of the Workplace Safety and Insurance System.

4.4 Confidentiality of Information

These guidelines have been developed with the intention of (a) preserving the privacy to which workers and employers are entitled, (b) protecting information the confidentiality of which is essential to effective decision-making by the Board, and (c) permitting the development of public education and awareness.

Confidentiality is legally governed by the Workers’ Compensation Act and the Freedom of Information and Protection of Privacy Act. However, the Board’s broader goal of fair, efficient and effective decision-making may, in some circumstances, place further restrictions on the release of information. Although part-time Board members are representatives of employers and workers, their primary role is to act as a cohesive, deliberate body for the management and government of the Board.

Section 192 of the Workers’ Compensation Act stipulates:

“No person who is
a) a member of the Board of Directors;
b) an officer or employee of the Board;…

shall release any information obtained by virtue of the person's office or employment except in accordance with the Freedom of Information and Protection of Privacy Act, unless the information is released...
e) in the performance of the person's office or employment;
f) with the approval of the Board of Directors or the Chief Appeal Commissioner; or
g) pursuant to this Part.

The WCB’s files contain sensitive medical and personal information. It is particularly important in maintaining the confidence of workers and employers that such information not be disclosed to anyone without the express authority of the Board as a whole and in compliance with the Freedom of Information and Protection of Privacy Act and Board Policy 10.3.10 Corporate Information Protection Policy.

Board members are encouraged to participate in communications that assist in educating the public, workers and employers about the role of the Board and the general administration of the Act.

Board members may find the following guiding principles to be of assistance:

(a) The content of a specific claim file should never be disclosed.
(b) The substance of the Board’s oral deliberations should not be disclosed.
(c) Agenda items for future Board meetings may be disclosed to facilitate general consultations with constituents regarding such agenda items. Specific options or recommendations advanced by Board staff for discussion at future Board meetings should not be disclosed.

Written materials received by Board members that analyze and review general issues may be disclosed. Such disclosure should be limited to such individuals as are necessary to assist Board members in effectively carrying out their functions as Board members. Written materials identifying a specific worker or employer should not be disclosed.

4.5 Conflict of Interest Guidelines

As detailed in Section 4.2, the members of the Board of Directors are accountable for exercising their powers and discharging their duties honestly, in good faith and in the best interests of the WCB as described in Section 4.1. When there is a conflict of interest, the member’s ability to discharge his/her responsibilities to the WCB is inhibited. For that reason, where a conflict of interest is declared to exist by a member or the Chair, the member must refrain from voting on or participating in any way in any matter in which the conflict exists, and must refrain from any attempt to influence decision-making on any such matter.

Because of their role as representatives of workers or employers, Board members are not expected to adhere to the degree of restriction on
conflict of interest that is appropriate for WCB employees. Nevertheless, situations may still arise where a Board member is in an unacceptable position of conflict of interest.

For purposes of these guidelines, a conflict of interests exists where a Board member’s outside interests, whether personal, familial, financial, professional or otherwise, have an undue influence or may reasonably be perceived to have an undue influence on the member’s discharge of his/her responsibilities as a Board member. An undue influence is defined as the improper use of power or trust that deprives a person of free will and substitutes another’s objectives. For greater clarity, the Board member’s position as a representative of workers or employers is not an undue influence on the member’s discharge of his/her responsibilities.

Further, Board members receiving workers’ compensation benefits, especially those nominated by injured workers’ associations, cannot be treated as being in a conflict of interest situation each time there is a decision that might impact benefits payable or available to injured workers or be treated as being in a personal conflict of interest each time there is a decision that might have an impact on the benefits they receive.

It is impossible to enumerate all of the situations in which a conflict of interests might be said to exist. However, examples where a conflict of interest exists include:

1. a Board member accepts or is offered any remuneration in any form that is related to his/her discharge of the duties of a Board member, other than his/her remuneration from the Board or salary offset from his or her employer while attending to the work of the Board of Directors;
2. a Board member’s employer would be directly affected by a Board decision in a manner out of proportion to other employers in the same class;
3. a Board member has a claim with the WCB and is part of a small group potentially affected by a policy decision of the Board regarding a particular type of benefit;
4. a Board member’s workers compensation benefits arise by virtue of being a member of a distinct class of injured workers created and identified by events in the legislative and litigated history of the workers’ compensation program and the benefits payable to such class of injured workers would be potentially affected by a policy decision of the Board;
5. a Board member is a current or former board member of an organization that receives substantial funding from the WCB where the decision to provide such funding is made by the Board;
6. a Board member has an interest (i.e., an investment) in another organization supplying products or services to WCB clients or employees;
7. a Board member is employed by a company bidding on a contract with the WCB;
8. a Board member has an association (e.g., family member, close friendship, etc) with the principals of any firm bidding to provide internal or external audit services or investment advisory services to the WCB;
9. a Board member makes very public statements regarding their individual position on an issue that indicates they are unable to change that position and participate in consensus decision-making on the issue;
10. a Board member is unwilling to take a position that is contrary to that taken by other Board colleagues representing the same stakeholder group;
11. a Board member is employed by an employer who is promoting a particular policy decision where the Board member is unable keep an open mind and participate in consensus decision-making on the issue;
12. a Board member feels compelled to follow a stakeholder’s position rather than exercising their own judgment about an issue;
13. a Board member feels compelled to give stakeholders advance notice (i.e., before a decision is made) that a decision they may not like is about to be made by the Board;
14. a Board member actively participates in processing WCB claims or in meetings related to return to work between WCB staff, employers and injured workers;
15. a Board member acts in an advocacy or representational role on behalf of an injured worker or an employer, other than by referral of the issue to the CEO;
16. a Board member is an active participant on behalf of his/her employer in an appeal(s) before the WCAT;
17. a Board member actively participates in (versus merely attending) an information session for stakeholders presented by WCB staff members.

The Board as a whole relies on individual Board members to report promptly the existence of or the possibility of actual or perceived conflict of interest. When a conflict does or may exist, the Board member must declare the conflict and either voluntarily withdraw from consideration of the matter in issue or allow the Chair to take appropriate action. The Chair need not wait for the member to report a conflict and may raise an actual or perceived conflict of interest with a Board member.

When there is, in the opinion of the member or of the Chair, an actual or possible conflict of interest, the Board member must identify and disclose to the Chair all details of the situation pertinent to the determination by the Chair of whether a conflict of interest exists, and if so, the appropriate remedy.
If the Chair determines there may be an actual or perceived conflict of interest of a Board member, the Chair may take whatever action he or she deems appropriate to resolve the conflict, including but not limited to the following:

(a) Directing the Board member to divest himself/herself of the outside interests;
(b) Directing the Board member to transfer the outside interests to a neutral or third party;
(c) Publicizing the potential conflict so that actual conflict may be avoided; or
(d) Excluding the Board member from discussions or decisions relating to the matter in which the Board member has a conflict of interests.

4.5.1 Board Member Compensation Claims

If a member of the Board of Directors has a compensation claim with the WCB of Nova Scotia, staff shall refer all matters of claim adjudication externally to avoid any perception of conflict. Such referrals will generally be to Workers’ Compensation Boards in other jurisdictions that have appropriate expertise in compensation matters to apply the Nova Scotia Act, Regulations, and Policies. All claims functions not requiring adjudication, such as cheque processing, will continue to be handled by the WCB of Nova Scotia.

4.6 Board of Directors Agenda

The Board of Directors is responsible for its agenda. Issues will be considered that are within the Board of Directors governance role and responsibilities.

- The Governance and Policy Committee shall review for recommendation to the Board of Directors the annual agenda outline and meeting schedule constructed by the Chair in consultation with the CEO; the Board macro agenda is attached as Appendix D.
- Agenda items will be scheduled for discussion or decision in keeping with the Annual WCB Business Plan.
- The Board of Directors approves the meeting agenda at the commencement of each meeting. The minutes of the previous meeting are reviewed and approved. Items requested by members may be added to the agenda with the approval of the Board of Directors; such items may be discussed at the meeting introduced or referred to staff for research and/or recommendation.
- The Chair may refer matters to a standing committee of the Board, if the nature of the agenda item warrants such.
All supporting materials provided by staff shall, where appropriate, be accompanied by a brief executive summary, which generally should not exceed two typewritten pages.

The Board of Directors shall have an in camera period at each meeting.

At each Board of Director meeting the following standing items will appear on the agenda:

- Report of the Chair – highlights any communications, meetings held or actions taken by the Chair between Board meetings; outlines the agenda items for the Board of Director’s consideration at the meeting.
- CEO Report – informs the Board of significant issues, events or pending matters, internal or external, that may affect its relationship with clients and business partners, or which place at risk the WCB’s resources, reputation or achievement of its goals and objectives; the information included may be in support of the Board’s governance role as defined in Section 3.3 or for the information of the Board.
- Business Arising items – information requested by the Board of Directors at previous meetings; the Corporate Secretary shall track outstanding requests.
- Reports from Committees – the Chairs or designates of each standing Committee shall report on activities of the Committee since the previous Board of Directors meeting and bring forward recommendations and any other items for Board of Directors' decision.

4.7 Communications and Stakeholder Relations

The Board of Directors has adopted a WCB Communications and Stakeholder Relations Policy to establish some basic requirements and principles to guide the WCB’s communications and stakeholder relations. A copy of this Policy is attached as Appendix E.

4.8 Policy Development Process

The Board of Directors has approved a process for the development of program policies for the WCB. The details of this process are set out in Board Policy 10.3.11 - Policy Consultation and on the WCB website.
5 Governance Operations

5.1 Board Meetings

Board meetings shall be held to conduct the business of the Board of Directors at the discretion of the Chair.

5.2 Authority to Preside

The Chair presides at all Board of Directors meetings and in the Chair’s absence the Deputy Chair shall preside, and failing the Deputy Chair, the Chair may designate a Director to serve as Acting Chair (section 155(4)).

5.3 Quorum

The quorum of the Board of Directors is the Chair or Deputy Chair or designated Acting Chair, and one half of the voting members of the Board of Directors (section 155 (1) of the Act).

5.4 Attendance

All Board members are expected to attend all meetings. A member participating via conference call is deemed present at the meeting. If the Chair requests a member be present at a meeting then expenses will be reimbursed for attendance at the meeting.

Should a member be unable to attend, the member should give prior notice to either the Chair or the Executive Corporate Secretary. Any member who is absent from a regularly scheduled Board of Directors’ meeting without due cause or has failed to give prior notice shall meet with the Chair to explain the reason for the absence.

5.5 Meeting Conduct

Sufficient time shall be allocated for the meeting as a whole and for individual agenda items to enable all views to be heard and considered before a decision is taken.

Board members, including non-voting members, shall participate as equals in the discussion and dissenting points of view shall be encouraged for full exploration of an issue. Members shall participate productively in the discussion within the boundaries of conduct identified within Section 4.2 of this Corporate Governance Manual.
5.6 **Motions and Voting**

Motions require a mover and a seconder from the voting members of the Board. It is preferred, but not required, that the mover and seconder represent both employer and worker representatives.

Given the bipartite nature of the Board of Directors, significant emphasis is placed on reaching decisions by consensus. The Chair or Deputy Chair acting in place of the Chair may only vote in instances of a tie vote. Members present may only abstain from a vote in a case of a conflict of interest recognized by the Chair regarding the matter before the Board.

The Board of Directors has adopted the following decision making process:

**Goal** is everyone in agreement (unanimity)

**Steps:**
- Recommendation (framed by staff and/or Committee Chair)
- Proposal framed (motion moved and seconded)
- Further discussion
- Amendments, if any
- Motion as amended
- Testing of the waters – using tools (straw poll/coloured cards)
- C-2 (6/2) – Chair declares consensus – Minutes reflect motion carried
- If less than consensus, Chair discretion – keep discussing, table (postpone temporarily) or call for formal vote. (Can’t continuously table – need to land)
- In case of formal vote – majority rules and Chair breaks a tie
- Minutes reflect motion carried or defeated

5.7 **Meeting Material**

The Executive Corporate Secretary shall distribute available material relevant to the meeting agenda to all Board members five business days prior to the meeting. Material prepared by WCB staff should generally include, where applicable:
- an executive summary no more than two pages;
- background information which may be attached as appendices;
- statistical information including graphical representation where possible;
- jurisdictional comparisons;
- current legislation, regulation and/or policy;
- options for course of action where appropriate;
- staff recommendation including draft policy where appropriate.

5.8 **Presentations**
Presentations are to be made by the Vice President responsible for the issue or a specific subject matter expert. Attendance at the presentation is limited to staff members with specific knowledge or responsibility for an issue. Presentations should not duplicate material previously sent to Board members and should be twenty minutes or less in duration.

Following a presentation and the answering of questions, the Board of Directors may deliberate an item without staff present, except the CEO and Corporate Secretary.

5.9 Meeting Frequency and Location

The Board’s schedule of regular meetings will be determined by its annual macro agenda (see Appendix D). Ideally, the Board will hold seven (7) regular meetings between September and June each year. Regular Board meetings will normally be scheduled over two (2) days.

Each Standing Committee will meet a minimum of four times per year. Committee meetings will generally be scheduled sufficiently in advance of Board meetings to allow for a written report of the Committee’s work to be provided to the next scheduled meeting of the Board.

Meetings are held at the offices of the WCB in Halifax. At least once a year the Board of Directors will hold a Board meeting in Sydney. The Board of Directors will hold one meeting per year outside of Halifax and Sydney. This meeting is held in a different location each year in order that the Board may reach other areas of the Province.

5.10 Meeting Notification

Board members shall receive a schedule of Board and Committee meeting dates for the upcoming year for review before the end of the 4th quarter.

The Chair has the discretion to call a meeting if circumstances arise requiring attention of the Board of Directors before the next scheduled meeting. The Chair will instruct the Executive Corporate Secretary to send written notification to Board members regarding such meetings endeavoring to give as much notice as possible.

If additional meetings are required for the business of a Committee, the Chair of the Committee shall instruct the Executive Corporate Secretary to send written notification to Committee members a minimum of five business days prior to the meeting.

5.11 Minutes of Meetings

The Executive Corporate Secretary or staff designate shall record minutes of all duly constituted Board of Directors and Board Committee meetings.
The minutes are not intended to be a verbatim transcript of all proceedings but a high level summary to provide the context for Board of Directors’ decisions.

The minutes shall record:
- date and location of meeting;
- Board of Directors member and staff attendance;
- presenters during the meeting;
- all items of decision including approval of agenda, previous minutes and motions;
- a summary of the discussions noting relevant background information and key points;
- any specific reference, comment or discussion point requested for inclusion by a Board member;
- action items for follow up.

The Chair will inform the Executive Corporate Secretary to record any decisions made by the Board or follow up items requested during in camera sessions. Committee Chairs shall advise the Executive Corporate Secretary of any decisions made during committee in camera meetings.

Highlights of Board of Directors meetings will be drafted by the Executive Corporate Secretary and approved by the Chair for posting to the WCB website as soon as practical following the meetings.

5.12 **Board of Directors Orientation**

Each new Board member shall receive, as soon as practical upon appointment, an orientation to the Board of Directors and the Workers’ Compensation Board. In some instances a Board of Directors meeting is scheduled before a member’s official appointment date in which case the member may attend as an observer.

The orientation shall cover:
- the *Workers’ Compensation Act* and regulations;
- an overview of the workers’ compensation system and agencies;
- the WCB Policy Manual approved by the Board of Directors;
- the Corporate Governance Manual;
- introduction to the Chair and other members of the Board of Directors;
- introduction of the CEO and executive management with an overview of their roles and responsibilities;
- an overview of the CEO evaluation process and provide a copy of the CEO remuneration agreement;
- an overview of the Workers’ Compensation Board structure and process including relevant financial, statistical and operational information;
- other material as may be deemed appropriate.
Following completion of the orientation Board members shall sign an acknowledgement that they have received and understood the Corporate Governance Manual.

New Board members shall be assigned a ‘Peer Mentor’ by the Board Chair. The Peer Mentor serves as a resource and sounding board for new members, helps new members become more comfortable and confident in carrying out their new responsibilities and helps to introduce them to the issues and work of the Board.

Peer Mentor partnerships pair worker representatives with employer representatives (and vice versa). This approach helps to inform new Board members of all stakeholder perspectives and supports the Board culture of making decisions that are in the best interest of the system, rather than individual stakeholder interests.

Mentoring partners may meet in person and/or virtually prior to and after each meeting during the first year of their term.

5.13 Ongoing Board of Directors Education

The Board of Directors recognizes the importance of providing ongoing development and education for its members on workers’ compensation issues as well as governance roles and responsibilities. The first component is an orientation of new Board of Directors members as noted in section 5.12 of this manual.

To facilitate ongoing education, the WCB is a member of several organizations that provide educational venues in the form of colleges or conferences:

- Association of Workers Compensation Boards of Canada (AWCBC) www.awcbc.org/
- American Association of State Compensation Insurance Funds (AASCIF) www.aascif.org/
- Institute of Corporate Directors (ICD) www.icd.ca/
- International Foundation of Employee Benefits www.ifebp.org/

Website addresses are provided for the convenience of Board members who may wish to review the events offered by these organizations. As well, the Executive Corporate Secretary will advise Board members of relevant developmental and educational events as information becomes available.

Yearly Board member attendance and budget formulation will take the following guidelines into consideration:

1. **Self-identified skills gaps** – Board members complete a self-assessment of the knowledge and skills required to fulfill their role as Board members, as part of a competency assessment process.
Individual competency and skills gaps are reviewed annually with the Chair and Deputy Chair to identify appropriate development opportunities for members during the upcoming year.

2. **Tenure** – The development needs of new Board members will be assessed by the Chair as part of their orientation to the Board. The following are examples of course offerings for members, based on the length of their term with the Board:

   o **Years 1 and 2**: AWCBC Governance and Learning Symposium (AWCBC), AWCBC Congress, Governance Essentials Program for Directors of Not-For-Profit Organizations (ICD), Boardroom Financial Essentials (ICD), First Aid and Defensive Driving.
   
   o **Years 3 and 4**: AWCBC Governance Symposium, AWCBC Congress, Foundations of Trust Management Standards (IFEBP), Advanced Trustee Management Standards (IFEBP).
   
   o **Years 5 onwards (if re-appointed)**: AWCBC Governance Symposium, Advanced Trustee Management Standards (IFEBP), First Aid and Defensive Driving (renewal) and other training program or conference based on individual Director’s development needs as recommended by the Chair.

3. **Participation on Committees** – Members of Board Committees may require specific training on topics relevant to the work of the Committee. The Committee Chair or the Executive Corporate Secretary will advise Committee members of relevant education opportunities as information becomes available.

4. Except in extraordinary circumstances, no member would attend *more than* 2 conferences, courses or colleges outside the province in a year. This does not include the governance sessions or other training sessions that the Chair deems appropriate for the development of a member.

   Subject to the above guidelines, Board of Directors members may attend other conferences or repeat AWCBC Symposiums or other focused relevant education that, in the judgement of the Chair, are appropriate.

   In consideration of the budget, where courses or conferences are offered at multiple locations, attendance at locations in-province or in-country will be arranged where possible.

   Board members are encouraged to bring lessons learned from conferences/education sessions back to the full Board for discussion.

5.14 **Remuneration and Expenses**
The per diem rate for Board of Directors members is specified in the Order in Council appointments. Per diems shall be paid for meetings and time related to the discharge of Board duties, including:
- preparation time for Board and Committee meetings;
- travel time to and from meetings if a member cannot reasonably complete travel on the day of the meeting;
- time attending conferences as per ongoing Director development, and
- other Board business on the direction of the Chair.

Travel expenses for meals, mileage and miscellaneous expenses shall be reimbursed in accordance with the staff policy on travel expenses.

The Chair designates the Executive Corporate Secretary for authorization of Board of Directors claims for per diems and expenses incurred by the Board member in accordance with this policy. The Chair of the Audit and Risk Oversight Committee shall authorize expenses of the Chair, or the Deputy Chair if acting in the capacity as Chair.

5.15 Board Evaluation

The Board of Directors has established a process to evaluation its performance on an annual basis. The purpose of the annual board evaluation is to help the Board of Directors continuously improve its effectiveness and efficiency. The most important part of the process is the goal-setting for the next year, based on a realistic assessment of the Board's strengths and opportunities for improvement.

The Board of Directors, as well as the CEO and Executive Corporate Secretary in their capacity as ex officio members of the Board, will use an evaluation questionnaire (see Appendix F attached) for its annual evaluation process. It may be distributed to board members in either a print or online format, the latter using an online survey tool that enables easier analysis of the results. Normally, the evaluation questionnaire will be completed by board members in July each year, enabling the results to be analyzed and an evaluation report prepared for discussion by the Board of Directors at its September meeting.

The Board Chair will collate and analyze the feedback on a confidential basis. An evaluation report that includes a summary of the numerical ratings and highlights of the general comments will be prepared by the Board Chair for distribution to the Board of Directors.

With the benefit of the evaluation report, the Board of Directors will then identify specific governance improvement objectives for itself for the coming year. Each objective will be assigned to a specific board committee or officer with an indication of when the Board of Directors will consider a recommendation relating to that objective. These assigned priorities will then be incorporated into the annual work plans of the relevant committees and will also be incorporated into the Board’s annual macro agenda.
5.16 Competency Assessment

The Board of Directors has established an annual competency assessment process to evaluate the individual competencies of Directors. The purpose of the annual competency assessment process is to help the Board of Directors continuously improve the knowledge, skills and experience to effectively fulfill their roles and responsibilities as members of the Board of Directors.

The Board of Directors will use a competency assessment questionnaire (see Appendix G attached) for its annual assessment process. The survey will be distributed to Board members for self-assessment either in print or electronically in the fourth quarter each year. The Board Chair and Deputy Chair will analyze the self-assessment results on a confidential basis, validate the ratings and if necessary, meet with Board members individually to discuss the results. The Executive Corporate Secretary will be responsible for coordinating the assessment process.

Based on the results of the competency assessments, the Chair and the Deputy Chair will work with Board members to identify specific education and development needs for the upcoming year, consistent with section 5.13.
Appendix A - Roles Analysis- Board of Directors and CEO

Responsibility: Mission, Vision, and Values
- Approve, affirm (as part of the regular business planning process) and continually support the Mission, Vision and Values of the WCB
- Ensure that the organization’s values are clearly stated, widely shared and provide a framework for decision-making throughout the WCB
- E.g. Code of Conduct and Conflict of Interest policies in place to support the values

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<tr>
<th>Roles of the Board</th>
<th>Roles of the CEO</th>
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<tr>
<td>Policy-Making:</td>
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<tr>
<td>▶ Approve the organization’s Mission and Vision, developed through a collaborative process</td>
<td>▶ Work with the Board to develop and recommend the Mission, Vision and Values for approval by the Board</td>
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<td>▶ Endorse the organization’s Values</td>
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<td>Decision-Making:</td>
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<tr>
<td>▶ Ensure decisions are consistent with Mission, Vision and Values</td>
<td>▶ Ensure decisions are consistent with Mission, Vision and Values</td>
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<tr>
<td>▶ Model the Values of the organization in conducting Board business</td>
<td>▶ Model the Values and related expectations for employees</td>
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<tr>
<td>Monitoring:</td>
<td></td>
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<tr>
<td>▶ Receive and consider the following information:</td>
<td>▶ Critical evaluation of progress against strategic plan</td>
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<tr>
<td>▶ Summary of staff and injured worker/employer surveys (annual)</td>
<td>▶ Staff surveys and culture assessments</td>
</tr>
<tr>
<td>▶ Annual summary of positive and negative feedback (trends); implications to the organization, if any</td>
<td>▶ Injured worker and employer satisfaction surveys</td>
</tr>
<tr>
<td>▶ Critical evaluation by CEO of progress against strategic plan</td>
<td>▶ Formal complaint process</td>
</tr>
<tr>
<td>▶ Ongoing sharing of community feedback with CEO, as appropriate</td>
<td>▶ Ongoing informal feedback (positive and negative)</td>
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Responsibility: Legislation Stewardship and Policy Development
- Approve a process for the development and periodic review of program policies for the WCB
- Determine and approve program policies* of the organization
- Make recommendations to the Governor in Council for legislative changes and creation of regulations under s. 184 of the Act
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<td><strong>Policy-Making:</strong></td>
<td><strong>Policy-Making:</strong></td>
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<tr>
<td>- Approve a process* for developing program policies for the organization</td>
<td>- Create the process* for developing program policies, for Board approval</td>
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<tr>
<td>- Approve a process for periodically developing/reviewing WCB priorities for legislative or regulatory changes</td>
<td>- Recommend program policies for the consideration of the Board</td>
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<tr>
<td>- Ensure recommended legislative and regulatory changes are consistent with the strategic direction of the organization and the WSIS</td>
<td>- Advise the Board on issues arising from legislation and regulations and recommend changes for the consideration of the Board</td>
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<tr>
<td>- Approve entering into inter-jurisdictional agreements</td>
<td>- Recommend inter-jurisdictional agreements for Board approval</td>
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<tr>
<td><strong>Decision-Making:</strong></td>
<td><strong>Decision-Making:</strong></td>
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<tr>
<td>- Approve program policies</td>
<td>- Implement the approved policies</td>
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<tr>
<td>- Approve recommendations to government for legislative or regulatory changes</td>
<td>- Implement inter-jurisdictional agreements</td>
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<td>- Approve entering into inter-jurisdictional agreements</td>
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<tr>
<td><strong>Monitoring:</strong></td>
<td><strong>Monitoring:</strong></td>
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<tr>
<td>- Receive annual report from CEO re compliance with statutory (Workers, Compensation Act) compliance (en route to inclusion of that information in WSIS report)</td>
<td>- Regular monitoring of legal and regulatory requirements, program policies and inter-jurisdictional agreement implementation and compliance</td>
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<tr>
<td>- Exception reporting through CEO Reports at Board meetings of any significant actual or anticipated non-compliance with any legal or regulatory requirement, any Board program policy or inter-jurisdictional agreement</td>
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*The involvement (“touch points”) of the Board in the program policy process will be defined in the description of that process to be created by the CEO and approved by the Board.*
Responsibility: Strategic Plans & Corporate Performance

- Provide strategic direction in the development, and final approval of the strategic plan for the WCB
- Contribute to and support the WCB strategic plan
- Approve the Annual Business Plan, ensuring alignment between the WCB Strategic Plan and the Annual Business Plan
- Approve the process for strategic planning and annual business planning (e.g. including touch points with Board, how consultative process will be, etc.)
- Monitor the performance of the WCB against its plan(s) through a performance measurement system that is linked to the organization’s strategic plan.
- Review results of external reviews of the organization and monitor appropriate follow-up plans
- Contribute to the development of goals for the Workplace Safety and Insurance System Strategic Plan

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<tr>
<th>Roles of the Board</th>
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<td><strong>Policy-Making:</strong></td>
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<tr>
<td>- Approve a process for developing a strategic and annual business plan</td>
<td>- Develop the process for strategic and annual business planning for Board approval</td>
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<tr>
<td>- Approve terms of reference for Board nominees to WSIS committees</td>
<td>- Leadership role in development of strategic and annual business plan</td>
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<td></td>
<td>- Make Board aware of WSIS goals as context for WCB planning</td>
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<td>- Recommend balanced scorecard measures and targets, for Board approval</td>
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<td></td>
<td>- Develop a performance management and monitoring system</td>
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<td><strong>Decision-Making:</strong></td>
<td><strong>Decision-Making:</strong></td>
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<tr>
<td>- Approve the strategic plan</td>
<td>- Implement the approved plans</td>
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<td>- Approve the annual business plan</td>
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<tr>
<td>- Approve balanced scorecard measures and targets as part of the annual and long term business plans</td>
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<tr>
<td><strong>Monitoring:</strong></td>
<td><strong>Monitoring:</strong></td>
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<tr>
<td>- Annual critical evaluation of progress against strategic plan by the CEO</td>
<td>- Regular evaluation of progress against strategic plan</td>
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<tr>
<td>- Quarterly progress updates vis-à-vis annual business plan, by CEO</td>
<td>- Quarterly reporting to Board on annual plan progress</td>
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<tr>
<td>- Quarterly performance reports from the CEO relative to balanced scorecard targets</td>
<td>- Monthly monitoring with Executive Team</td>
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<td></td>
<td>- Performance relative to balanced scorecard and operational targets- monthly, quarterly or</td>
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- Exception reporting through CEO reports at Board meetings
- annual review as appropriate
- Ongoing monitoring of activities of Investigations Department

**Responsibility: Relationship with Chief Executive Officer**

- Appoint and fix duties and remuneration of a Chief Executive Officer in accordance with Section 158 of the Act
- Respect and ensure good clarity in the distinct roles of the Board and the CEO
- Monitor and annually evaluate the CEO’s performance in relation to performance expectations agreed upon by the Board and the CEO
- Support and encourage the CEO’s participation in professional development opportunities on an ongoing basis

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<td><strong>Policy-Making:</strong></td>
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<tr>
<td>Approve process guidelines for recruitment and selection of CEO</td>
<td>Involvement in the development of the Board-approved processes</td>
</tr>
<tr>
<td>Develop and approve annual CEO performance objectives and evaluation process</td>
<td>Contribute to the Board’s development of a succession plan for CEO</td>
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<tr>
<td>Develop and approve a compensation policy/philosophy re CEO</td>
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<tr>
<th><strong>Decision-Making:</strong></th>
<th><strong>Decision-Making:</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Appoint/terminate the CEO</td>
<td>Significant role in defining CEO’s annual performance objectives, for Board approval</td>
</tr>
<tr>
<td>Determine the annual performance rating and performance objectives for the CEO</td>
<td></td>
</tr>
<tr>
<td>Decide compensation level for CEO</td>
<td></td>
</tr>
<tr>
<td>Develop and approve succession plan for CEO</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Monitoring:</strong></th>
<th><strong>Monitoring:</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual CEO performance evaluation process</td>
<td>Ongoing tracking and demonstrating progress vis-à-vis established goals</td>
</tr>
<tr>
<td>Ongoing informal through CEO interactions/reports</td>
<td>Input into performance evaluation through self-evaluation</td>
</tr>
</tbody>
</table>
### Responsibility: Financial Oversight

- Consider and approve the annual business plan and comprehensive budget for the WCB; ensure that these are aligned with the organization’s strategic plan
- Review and approve financial statements on a quarterly basis
- Appoint an external auditor
- Approve annual audited financial statements
- Review and approve material transactions as required in policies such as investment, procurement, etc.
- Appoint an internal auditor and approve the internal audit plan
- Approve the WCB funding strategy and target average assessment rate
- Approve the organization’s:
  - (a) investment policy, principles and objectives,
  - (b) financial policies and
  - (c) procurement policies
- Provide high level stewardship over the resources of the WCB in order to ensure the long-term sustainability of the workers’ compensation system

### Roles of the Board

<table>
<thead>
<tr>
<th>Policy-Making:</th>
<th>Approve financial, investment and procurement policies (including budgeting policy, investment policies and objectives, borrowing approvals, procurement policies, compliance reporting, etc.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Decision-Making:</td>
<td>Approve operating and capital budgets and amendments thereto, including funding strategy and target average assessment rate</td>
</tr>
<tr>
<td></td>
<td>Approve borrowing/line of credit</td>
</tr>
<tr>
<td></td>
<td>Approve the quarterly financial statements and the annual audited financial statements</td>
</tr>
<tr>
<td></td>
<td>Approve the appointment of the external auditor</td>
</tr>
<tr>
<td></td>
<td>Approve the appointment of the investment advisors</td>
</tr>
<tr>
<td>Monitoring:</td>
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</table>

### Roles of the CEO

<table>
<thead>
<tr>
<th>Policy-Making:</th>
<th>Develop financial, investment and procurement policies for the Board’s approval</th>
</tr>
</thead>
<tbody>
<tr>
<td>Decision-Making:</td>
<td>Manage the approved budgets to ensure that administrative activity takes place within the approved level of expenditures</td>
</tr>
<tr>
<td></td>
<td>Ability to draw on line of credit to cover cash shortfalls in accordance with policy</td>
</tr>
<tr>
<td>Monitoring:</td>
<td></td>
</tr>
</tbody>
</table>
- Annual audited financial statements
- Quarterly financial report (budget year to date with variance analysis) to Audit and Finance Committee
- Quarterly investment report to Investment Committee
- Periodic review of investment advisor's performance, informed by management evaluation of same

- Quarterly review of organization’s finances, performance of investment portfolio and compliance with procurement policy
- Ongoing monitoring of organization’s finances
- External audit process
- Periodic evaluation of investment advisors’ performance

**Responsibility: Risk Management Oversight**

- Understand the principal risks facing the organization and receive and consider an annual review of enterprise risk assessment
- Ensure, through the CEO, that there are systems in place to mitigate/manage those risks and monitor the effectiveness of those systems

<table>
<thead>
<tr>
<th>Roles of the Board</th>
<th>Roles of the CEO</th>
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<tbody>
<tr>
<td><strong>Policy-Making:</strong></td>
<td><strong>Policy-Making:</strong></td>
</tr>
<tr>
<td>Approve a risk management framework (i.e. categories of potential risk)</td>
<td>Develop the risk management framework for Board approval</td>
</tr>
<tr>
<td>Be aware of organization’s risk management process</td>
<td>Develop a risk management process</td>
</tr>
<tr>
<td>Understand the internal controls and MIS that are in place within the organization</td>
<td>Identify, assess and put in place appropriate systems to minimize risks facing the organization</td>
</tr>
<tr>
<td></td>
<td>Ensure that appropriate internal controls and management information systems in place</td>
</tr>
</tbody>
</table>

| | **Decision-Making:** |
| **Decision-Making:** | All decisions relating to implementation of risk management processes/systems |
| Determine the overall risk tolerance of the organization (through approval of annual business plan) | Implementation of appropriate internal controls |
| Approve the appointment of the internal auditor and the annual internal audit plan | Discretion to resolve any incidents or complaints |

| Monitoring: | Monitoring: |
| Annual enterprise risk assessment from internal auditor | Ongoing monitoring of safety and risks |
| Quarterly reports from internal auditor of results of internal audits | Report to the Board as required |
| Timely reports from CEO of any issues, events or pending matters that may affect the Board’s relationship with its clients and business partners, or which place at | Ensure remittance of statutory deductions |
| | Internal audit process |
| | Monitoring of adherence to internal controls |
risk the organization’s resources, reputation or achievement of its goals and objectives

- Quarterly Management representations re due diligence requirements (e.g. CCRA, Workers’ Compensation Act, etc.)
- Review of annual management letter from external auditors re sufficiency of internal controls

**Responsibility: Human Resources Oversight**

- Ensure, through the CEO, that the WCB develops and maintains a long-term, comprehensive, human resource plan
- Ensure that policies and systems are in place to foster a work environment that (a) attracts, develops and retains talented people and (b) demonstrates leadership in wellness and safety
- Ensure that a succession plan is in place for the CEO’s position and that the CEO, in turn, has a succession plan in place for senior leadership and other key positions within the WCB

<table>
<thead>
<tr>
<th>Roles of the Board</th>
<th>Roles of the CEO</th>
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<tbody>
<tr>
<td><strong>Policy-Making:</strong></td>
<td><strong>Policy-Making:</strong></td>
</tr>
<tr>
<td>- Recommend high level principles for collective bargaining</td>
<td>- Develop and recommend principles and guidelines for human resource policies</td>
</tr>
<tr>
<td>- Approve high-level principles for HR</td>
<td>- Develop a long-term, comprehensive HR plan and HR policies consistent with principles and guidelines recommended by the Board</td>
</tr>
<tr>
<td><strong>Decision-Making:</strong></td>
<td><strong>Decision-Making:</strong></td>
</tr>
<tr>
<td>- Approve the appointment of the Executive Corporate Secretary</td>
<td>- Establish organizational and management structure to implement the corporate plan approved by the Board</td>
</tr>
<tr>
<td></td>
<td>- Provide leadership to the organization in terms of teamwork, ethical conduct, honesty, integrity, and commitment to performance excellence</td>
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<td></td>
<td>- Ensure the appointment of competent and motivated staff</td>
</tr>
<tr>
<td></td>
<td>- Appoint Vice-Presidents</td>
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<td></td>
<td>- Monitor and evaluate members of executive management and inform the Board of any disciplinary action or severance of the employment relationship of executive management</td>
</tr>
<tr>
<td></td>
<td>- Develop the succession plan for senior leadership and other key positions within the WCB</td>
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</tbody>
</table>
In conjunction with the Chair, recommend the appointment of the Executive Corporate Secretary to the Board

<table>
<thead>
<tr>
<th>Monitoring:</th>
<th>Monitoring:</th>
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<tbody>
<tr>
<td>▶ Receipt of quarterly reports on staff programs for health, safety and wellness</td>
<td>▶ Prepare quarterly reports on health, safety and wellness</td>
</tr>
<tr>
<td>▶ Awareness, through the CEO, of changes to senior management structure</td>
<td>▶ Provide periodic updates on collective bargaining</td>
</tr>
<tr>
<td>▶ Sharing of organizational succession plan by CEO</td>
<td>▶ Direct observation of leadership potential</td>
</tr>
<tr>
<td>▶ Receipt of periodic reports on progress of collective bargaining</td>
<td>▶ Systematic performance management/leadership talent review system</td>
</tr>
<tr>
<td>▶ Annual highlights of long-term HR strategy through the CEO</td>
<td></td>
</tr>
</tbody>
</table>
Responsibility: Communications, Stakeholder Relations, Advocacy and Accountability

- Ensure that the WCBNS has policies and systems in place to:
  - protect and continuously enhance the WCB brand and reputation
  - maintain strong and effective relations with all stakeholders, including clients, service providers, workers, employers and government
  - promote the principles of open and transparent dialogue and discussion with our stakeholders
  - advocate on behalf of the WCB and its strategic priorities
  - appropriately receive and address stakeholder concerns/complaints
  - demonstrate accountability to its stakeholders
  - monitor the effectiveness of the WCB stakeholder relations and advocacy

- At least annually, report to our stakeholders on the organization’s progress towards all plans (strategic, financial, advocacy, etc.)

- Ensure that the organization has a communications plan in place that aligns with its annual business plan and that fosters open, honest and accountable communications with stakeholders

<table>
<thead>
<tr>
<th>Roles of the Board</th>
<th>Roles of the CEO</th>
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<tbody>
<tr>
<td><strong>Policy-Making:</strong></td>
<td><strong>Policy-Making:</strong></td>
</tr>
<tr>
<td>Approve a corporate communications policy</td>
<td>Develop a corporate communications strategy, consistent with the policy</td>
</tr>
<tr>
<td>Approve a stakeholder relations policy</td>
<td>Develop a stakeholder relations strategy that is consistent with the stakeholder relations policy</td>
</tr>
<tr>
<td><strong>Decision-Making:</strong></td>
<td><strong>Decision-Making:</strong></td>
</tr>
<tr>
<td>Approve Annual Report</td>
<td>In accordance with communications strategy, represent the organization to outside parties and organizations to promote a credible corporate image</td>
</tr>
<tr>
<td></td>
<td>Within the communications strategy, represent the organization in its communications and relationships with WSIS agency partners</td>
</tr>
<tr>
<td></td>
<td>Develop Annual Report for Board Approval</td>
</tr>
<tr>
<td><strong>Monitoring:</strong></td>
<td><strong>Monitoring:</strong></td>
</tr>
<tr>
<td>Participate in annual general meeting and one other annual meeting with stakeholders</td>
<td>Ongoing informal feedback</td>
</tr>
<tr>
<td>Review annual communications and stakeholder relations plan(s) (for information only)</td>
<td>Media scan</td>
</tr>
<tr>
<td>Receive information on the evaluation of our stakeholder relations/communications</td>
<td>Design and implement systems to evaluate effectiveness of stakeholder relations and communications</td>
</tr>
<tr>
<td>Ongoing feedback to the CEO or the</td>
<td></td>
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</tbody>
</table>

Revised December 15th 2016
Corporate Governance Manual   WCB of NS
**Responsibility: Board Governance**

- Contribute to the appointment process for new directors, the Board Chair and Deputy-Chair (e.g. responsibilities of the Board, skills required, geographic gaps, etc.)
- Ensure that directors have a thorough initial orientation followed by ongoing opportunities to increase their capabilities as directors of the WCB
- Annually establish goals for the work of the Board and organize/adapt the Board committees and meeting agendas to accomplish these goals
- Approve the structure and terms of reference of Board of Directors’ committees
- Annually evaluate the performance of the Board, its Chair and its Committees
- Foster an effective relationship with the CEO and recognize the distinct roles
- Review Governance Policies and Board practices in the context of evolving standards of governance in the public sector
- Ensure that a process is in place to identify and resolve conflicts of interests on the part of board members

<table>
<thead>
<tr>
<th>Roles of the Board</th>
<th>Roles of the CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Policy-Making:</strong></td>
<td><strong>Policy-Making:</strong></td>
</tr>
<tr>
<td>Approve annual evaluation process</td>
<td>Assist the Board in its policy development efforts</td>
</tr>
<tr>
<td>Approve governance policies</td>
<td>Facilitate access to professional development opportunities</td>
</tr>
<tr>
<td>Approve structure and terms of reference of Board Committees</td>
<td>Distribute information on governance trends and best practices</td>
</tr>
<tr>
<td>Approve macro (12-24 month) agenda</td>
<td>Input into board evaluation</td>
</tr>
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</table>

<table>
<thead>
<tr>
<th><strong>Decision-Making:</strong></th>
<th><strong>Decision-Making:</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Corrective/disciplinary action vis-à-vis Board members</td>
<td>Adhere to practices of good corporate governance as identified in corporate governance policies</td>
</tr>
<tr>
<td>Appoint Committee Chairs and members (delegated to Chair)</td>
<td></td>
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</tbody>
</table>

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<thead>
<tr>
<th><strong>Monitoring:</strong></th>
<th><strong>Monitoring:</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual board evaluation</td>
<td>Maintain open, honest and effective communications with the Chair and the Board</td>
</tr>
<tr>
<td>Meeting evaluations</td>
<td>Discuss concerns, if any, regarding governance/management roles with Board Chair</td>
</tr>
<tr>
<td>Ongoing monitoring of the relationship between the Board and the organization by the Board Chair</td>
<td></td>
</tr>
</tbody>
</table>

Appendix B – Glossary of Terms


**Board of Directors** – Not more than ten persons, which shall include a Chair, a Deputy Chair and representatives of workers and employers, appointed by Order in Council in accordance with section 151 of the *Act* to govern the Workers’ Compensation Board.

**CEO** – Chief Executive Officer of the WCB appointed by the Board of Directors under section 158 of the *Act*.

**Chair** – Chair of the Board of Directors appointed under section 151(3) of the *Act*.

**Committee Chair** – Director appointed by the Chair under section 157(5) to chair a committee of the Board of Directors.

**Deputy Chair** – Deputy Chair of the Board of Directors appointed under section 151(3) of the *Act*.

**Heads of Agencies Committee** – A committee of the Heads of the WCB, WAP, WCAT and OH&S with the mandate to oversee the coordinated implementation of the plans developed by each agency and, in particular, to improve collaboration among the agencies.

**Minister** – Minister of Labour and Workforce Development, responsible for the administration of the *Workers’ Compensation Act*.

**Officers of the WCB** – The CEO, the Chief Financial Officer, the Vice-Presidents and the Executive Corporate Secretary appointed pursuant to section 151 (1) of the *Act*.

**Stakeholder Counselor System** – A two-year pilot initiative, consisting of an Employer Counselor Program and a Worker Counselor Program, whose purpose is to increase stakeholder understanding and involvement in the workers’ compensation system to ensure that the right decision is being made as early as possible.
**Stakeholder Liaison Committee**: A Committee comprised of stakeholder nominated representatives, the Co-Chairs of the OH&S Advisory Council and a worker and employer representative from the Board of Directors. The Committee’s mandate is to advise Coordinating Committee on agenda topics and other important terms of engagement for the WSIS Fall Stakeholder Consultation Session and the Spring AGM.

**System Coordinating Committee** – An advisory committee to the Minister, comprised of the Chair and the Deputy Minister of Labour and Workforce Development, with a mandate that includes coordinating recommendations on legislation and overall system coordination.

**WCB** – Workers’ Compensation Board of Nova Scotia created under section 151(1) of the *Act*.

**Workplace Safety and Insurance System** – system of agencies – Workers’ Compensation Board (WCB), Workers’ Compensation Appeals Tribunal (WCAT), Workers’ Advisers Program (WAP), Occupational Health & Safety (OH&S) - as well as stakeholders of workers and employers, and others who provide services in the System.
Appendix C – Selection Process for Chair & Deputy Chair of the WCB

SELECTION COMMITTEE FOR THE CHAIR AND DEPUTY CHAIR OF THE WORKERS’ COMPENSATION BOARD

Revised 2005
Appointment Process for Selecting a Chair or Deputy Chair, Workers' Compensation Board

1. Appointment of the Selection Committee

When the Minister of the Labour and Workforce Development determines that the appointment of a new Chair or Deputy Chair is desirable, the Minister will appoint members to an ad-hoc Selection Committee from the following stakeholders:

- 2 members representing employers,
- 2 members representing employees,
- 1 member from the Public Service Commission, who shall act as Chair of the Committee

All members are voting members of the Committee, with the Chair being able to cast the deciding vote in the event of an absence of consensus. A staff member from the Public Service Commission will assist the Committee and Chair on the selection and interview process.

The Committee will meet expeditiously to set their agenda, review the criteria, questions for candidates, to conduct interviews and review candidates and make their recommendations to the Minister of Environment and Labour.

Members of the Committee shall receive no remuneration, other than their travel expenses and accommodation.

2. Advertising and Screening

The Public Service Commission will conduct the advertisement for the Chair or Deputy Chair through the Government website and advertisement in the provincial and/or national papers. The ad will run prominently in the Careers and Business sections to draw as much interest as possible from those with experience in the workers compensation system, in working with committees related to injury and accident prevention, disability and insurance plans, law, insurance, safety and the corporate sector.

Screening will be conducted by the Selection Committee to ensure the Committee is focused on the most promising and qualified candidates. All background and reference checks will be conducted by the Public Service Commission.

3. Interviewing and Scoring

The interviews will be conducted by the Selection Committee through the Public Service Commission’s offices and will be scored on a consistent basis. Following the interview process and scoring, the Committee will make its recommendations
to the Minister. The Committee will conduct its selection process in a confidential and impartial manner, recognizing that the final selection must be made by the Minister and approved by Cabinet.

4. Criteria to be applied by the Committee

The Committee will use the following criteria when evaluating applicants:

1. Personal Characteristics
   a) respect for the essential dignity of all persons
   b) integrity and fairness
   c) politeness and consideration for others
   d) moral courage
   e) punctuality and good, regular work habits
   f) good health, except to the extent that any physical or mental disability would not reasonably preclude performance as a member
   g) not involved in serious, unresolved professional complaints, civil actions, or outstanding financial claims such as unpaid taxes or insolvency proceedings
   h) an absence of pomposity and authoritarian tendencies.

2. Intellectual ability
   a) fair and open-minded
   b) flexible and not unreasonably rigid
   c) able to make decisions promptly or within a reasonable period of time
   d) patient
   e) good listening and mediation skills

3. Professional excellence
   a) excellent administrative skills to carry out the Board’s governance role
   b) good writing and communication skills
   c) if a member in a professional association for the insurance industry, law, etc, the Chair or Deputy Chair shall have
      - good standing within the professional organization
      - at least five years experience in that profession
      - a record of achievement in the profession.

4. Community awareness and understanding
   a) a commitment to public service
   b) awareness of the stakeholder interests that relate to matters before the Board
c) sensitivity to the changes in social values relating to matters to be determined by the Board
d) the ability to understand fiscal and public policies inherent in matters coming before the Board.

5. Selection Process

1. The Committee will consider all written material submitted in support of an application.

2. The Committee will interview all candidates screened by the Selection Committee.

3. The Committee will assess the candidates and make notes regarding the strengths and weaknesses of each candidate.

4. The Committee will submit to the Minister a shortlist of recommended candidates with a précis of information about each.

5. The shortlist will contain not fewer than 2 nor more than 5 candidates and the candidates will not be ranked in order of the Committee’s preference.

6. To ensure that the Government is given full and frank advice, the reports of the Committee will not be disclosed except to members of the Executive Council or to persons preparing the material for consideration by the Executive Council. All reports of the committee will be kept strictly confidential.

7. Where the advice received from other sources appears to be at variance with that of the Committee, the Minister may ask the committee for a reassessment.

8. The Governor in Council has the ultimate responsibility to make appointments under the Workers’ Compensation Act.

9. The Members of the Selection Committee shall sign a confidentiality agreement prior to participating in the process.
# Appendix D – Annual Board Macro Agenda 2016 - 2017

<table>
<thead>
<tr>
<th>Meeting</th>
<th>Policy-Making</th>
<th>Decision-Making</th>
<th>Monitoring</th>
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<tbody>
<tr>
<td>September</td>
<td>Annual review of Terms of Reference for Governance and Policy Committee, Investment Committee and Finance, Audit and Risk Committee Program Policy on Pre-existing Conditions: Consultation Paper</td>
<td>Quarterly approval of financial statements and Community Report Appointment of External Auditor</td>
<td>Quarterly progress update from CEO on annual business plan and balanced scorecard measures including year-end forecasts and implications for 2017 targets Results of mid-year actuarial review Quarterly progress update on investment performance Quarterly risk discussion and Enterprise Risk Management update Annual review of disaster recovery/business continuity plans Second quarter WCB Occupational Health, Safety and Wellness update Quarterly update on Business Transformation Advancement Program Review first draft of 2016 Board meeting calendar and 2016-2017 macro agenda Education item on Environmental, Social and Governance ratings for investments</td>
</tr>
<tr>
<td>October</td>
<td>Approval of housekeeping Program Policy revisions</td>
<td>Approval of 2016 Board meeting calendar Approval of 2016-2017 Board of Directors macro agenda 2016 Annual Report – initial concept discussion</td>
<td>Update from Business Transformation Advancement Program Subcommittee Board of Directors Governance Discussion</td>
</tr>
<tr>
<td>December</td>
<td>Annual review of Statement of Investment Principles and Objectives (SIPO) Annual Board of</td>
<td>Quarterly approval of financial statements and Community Report Changes in</td>
<td>Quarterly update from CEO on 2016 operational plan and balanced scorecard measures Year-end update from CEO on</td>
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| Jan | Annual review of WCBNS Operational Policies:  
- Code of Conduct  
- Conflict of Interest  
- Disclosure of Wrongdoing  
- Fraud, Misrepresentation and Other Irregular Activity  
- Occupational Health, Safety and Wellness  
- Privacy  
Approval of Program Policy on Pre-existing Conditions | 2016 Annual Report – initial review including text for front end of report excluding financial statements Evaluation of 2016 CEO and Executive Corporate Secretary performance 2017 CEO and Executive Corporate Secretary goals | Process for developing 2018 Budget and Operational Plan CEO succession update including replacement plan Annual review of Board evaluation results Receive plan for 2017 Annual General Meeting Discuss 2017 director education and development needs Review Board retirements and additions for upcoming year Update on Business Transformation Advancement Program |
<table>
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<tr>
<th>Month</th>
<th>Details</th>
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<tbody>
<tr>
<td><strong>March</strong></td>
<td>Approval of final/revised 2017 Balanced Scorecard targets&lt;br&gt;2018 Budget and Operational Plan – initial discussion of parameters and business priorities&lt;br&gt;Year-end update from CEO on 2016 balanced scorecard results&lt;br&gt;Quarterly Internal Audit reports&lt;br&gt;Quarterly risk assessment and Enterprise Risk Management update&lt;br&gt;Review of communications plan for 2017 including annual summary of feedback trends&lt;br&gt;Fourth quarterly report on OH&amp;S and wellness&lt;br&gt;Risk management identification for 2018 internal audit plan&lt;br&gt;Leadership succession and replacement planning for leadership (non CEO)&lt;br&gt;Quarterly report on Business Transformation Advancement Program&lt;br&gt;Meeting with Heads of WAP, WCAT and OH&amp;S Division at Department of Labour and Advanced Education</td>
</tr>
<tr>
<td><strong>April</strong></td>
<td>Approval of 2016 audited financial statements&lt;br&gt;Approval of 2016 Annual Report&lt;br&gt;Approval to exit Plan Stage for core systems replacement under the Business Transformation Advancement Program&lt;br&gt;Approval of the exit criteria and funding release for the Design Stage for core systems replacement under the Business Transformation Advancement Program.&lt;br&gt;Year-end investment performance report&lt;br&gt;Annual legislative compliance report from CEO&lt;br&gt;Review external audit report on financial statements&lt;br&gt;Annual review of results from injured worker and employer surveys&lt;br&gt;Update on Business Transformation Advancement Program&lt;br&gt;Annual meeting with WCB Client Relations Officer</td>
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<tr>
<td>May</td>
<td>2018 Operational Plan, Budget and Funding Strategy – input on first draft</td>
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<td>2018 Internal Audit Plan – input on first draft</td>
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<td>Update on Business Transformation Advancement Program</td>
</tr>
<tr>
<td>June</td>
<td>Approval of 2018 business plan including operating and capital budgets, funding strategy, average assessment rate and Balanced Scorecard Measures. Approval of 2018 Internal Audit Plan Quarterly approval of financial statements and Community Report</td>
</tr>
<tr>
<td></td>
<td>Quarterly progress update from CEO on annual business plan and Balanced Scorecard Measures</td>
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<tr>
<td></td>
<td>Quarterly investment performance report</td>
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<tr>
<td></td>
<td>Quarterly Internal Audit reports</td>
</tr>
<tr>
<td></td>
<td>Quarterly report on OH&amp;S and wellness</td>
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<tr>
<td></td>
<td>Quarterly update on Business Transformation Advancement Program</td>
</tr>
</tbody>
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As needed

- Approve organization’s Vision and Mission
- Approve recommendations for legislative or regulatory change
- Approve entering into inter-jurisdictional agreements
- Exception reporting of any significant actual or anticipated non-compliance
- Approve process guidelines for recruitment and selection of CEO
- Develop and approve compensation policy/philosophy re CEO
- Appoint/terminate CEO
- Approve financial, investment and procurement policies
- Approve borrowing/line of credit
- Approve appointment of investment advisors
- Recommend high level principles for collective bargaining and receive progress reports
- Approve high level principles for HR
- Approve appointment of Corporate Secretary
- Approve governance policies
- Approve structure and terms of reference of Board Committees
Appendix E – WCB Communications and Stakeholder Relations Policy

1.0 Overview

Our governing legislation establishes a stakeholder model for the WCB board of directors. Board members with roots in key stakeholder groups are appointed to the board of directors by government. By virtue of their experience in and knowledge of key stakeholder environments, board members can ensure that the implications of policies and decisions on various stakeholders will be identified and considered as part of their governance of the organization. While board members must act in the best interests of the WCB as a whole, and not as advocates for particular stakeholder interests, their ongoing connection with stakeholder groups provides a valuable source of information and perspective.

The board of directors believes that it is essential for stakeholders to have trust and credibility in the WCB if we are to succeed in achieving our Vision and Mission. Effective stakeholder relations and communications play a critical role in achieving this trust and credibility. As we carry out our work, the board of directors is interested in understanding and being responsive to stakeholder interests and concerns.

Generally our stakeholders include workers, employers and associations that represent their interests; government and partner agencies. Other people and organizations in Nova Scotia may also have an interest in the WCB.

The purpose of this policy is to establish some basic requirements and principles to guide our organization’s communications and stakeholder relations. Given the range of communications that occur on a daily basis in an organization like ours, it is not intended to be exhaustive, but rather to establish guiding principles and key minimum standards.

The WCB’s Communications and Stakeholder Relations are guided by the following principles. Our stakeholder relations and communications will strive to:

- *Engage and consult stakeholders* in an open exchange of information to help the WCB become better informed about the range of views on a particular topic. This open exchange will help us make decisions that are in the best interests of the system as a whole.

- *Clearly explain in plain language* our policies and decisions, including the reasons for them.

- *Keep stakeholders informed* about our plans and our progress by presenting a balanced and accountable picture of our accomplishments and challenges.
• **Value relationships and partnerships** as we work to create a workplace safety culture in Nova Scotia. Only by working together with all Nova Scotians can we change attitudes and behaviours and reduce the human suffering associated with workplace injury. This includes leveraging partnerships to raise awareness of workplace injury in Nova Scotia.

• **Maximize the use of technology** to make our stakeholder relations and communications accessible and efficient.

• **Live the WCB’s values** of being safety champions, caring and compassionate and having a can-do attitude. These values guide our communications, stakeholder relations and all other decisions the WCB makes.

### 2.0 Responsibilities

Clarity of roles and responsibilities provides a solid foundation for effective WCB communications and stakeholder relations.

**The WCB board of directors** is responsible for the governance of the WCB based upon a stakeholder model of governance prescribed in legislation. As part of its stewardship of the organization, the board of directors is responsible to approve the WCB’s Communications and Stakeholder Relations Policy, to receive the WCB’s annual communications plan and to ensure evaluation of the effectiveness of the WCB’s stakeholder relations and communications.

In addition to their oversight responsibilities, board members are uniquely positioned, because of their connection to our stakeholder communities, to foster positive stakeholder relations and communications by:

- Receiving regular feedback via injured worker and employer surveys, the results of which are shared with the board of directors,
- Participating in the annual general meeting
- Attending formal stakeholder discussions and consultation sessions,
- Obtaining informal feedback from stakeholders through their linkages in the community and sharing that information with the CEO to assist with operational and/or communications planning, and
- Referring specific complaints about operational matters to the CEO or designate.

Through effective communications and stakeholder relations, the board of directors makes informed decisions as they develop policies and set the organization’s priorities. Ultimately, the board must act in the best interests of the WCB as a whole.

**The CEO** is responsible for the development and implementation of a communications strategy/plan in keeping with this policy. The CEO plays a
significant leadership role in representing the organization and in fostering strong relationships with significant stakeholders. The CEO will foster positive stakeholder relations and communications by:

- Ensuring the WCB receives regular feedback from injured workers and employers through stakeholder satisfaction surveys;
- Fostering relationships with WSIS agency partners;
- Ensuring the publication of Annual and Quarterly Reports;
- Participating in the annual general meeting;
- Attending formal stakeholder discussions and consultation sessions;
- Obtaining informal feedback from stakeholder discussions and feedback through the board of directors; and
- Monitoring service complaints.

In addition, the CEO will monitor the effectiveness of the WCB’s stakeholder relations and communications and report on that evaluation to the board of directors.

3.0 Implementation

The following minimum requirements will guide WCB communications and stakeholder relations.

3.1 Spokespersons

The board Chair is the principal spokesperson for the WCB Board of Directors; the CEO is the principal spokesperson for WCB operations.

When a board member is contacted for comments on the WCB or to represent it publicly, he or she will inform the Chair before taking action. Board members will only act as spokespersons with the approval of the Chair.

The CEO may appoint other spokespersons for WCB operations as appropriate.

3.2 Annual/Quarterly Reports

The WCB prepares an annual report by April 1 of each year and quarterly reports 90 days after the end of each quarter and delivers those to the Minister of Labour and Workforce Development in accordance with the Workers’ Compensation Act. The annual report contains financial and other information as approved by the board of directors. The Chair approves the quarterly financial reports on behalf of the board.

Copies of annual and quarterly reports are posted to the WCB’s corporate website upon tabling in the House of Assembly. Annual reports are available to stakeholders, media and the public free of charge.
3.3 Release of Other Public Information

As above, the board of directors and/or the Chair approves the annual and quarterly financial reports. The Chair also approves highlights of board meetings that are available to the public.

All public information that does not require prior approval of the board of directors (e.g. press releases, fact sheets, presentations, backgrounders, speeches, public awareness programs etc.) must receive approval from the CEO or designate before being released unless the CEO advises otherwise.

3.4 Stakeholder Relations

As a key partner in the Workplace Safety and Insurance System, the WCB facilitates stakeholder consultation on strategic planning for the system at regular fall consultation sessions and takes the lead on coordinating the annual meeting each spring. All Nova Scotians are encouraged to attend annual meetings.

The WCB is interested in engaging stakeholders in a dialogue about what we are doing. We encourage stakeholder involvement in the process and stakeholders affected by changes to programs or service delivery mechanisms are consulted regarding the changes where appropriate. Management may utilize a variety of tools such as small group discussions, e-consultations, surveys, etc as appropriate to the discussion topic.

As per policy 10.3.11, stakeholders are consulted on new or significantly revised policies and the annual policy agenda – all of which are approved by the board of directors.

3.5 Stakeholder Enquiries/Complaints

Enquiries regarding publicly available information will be dealt with promptly by the Director, Communications or designate.

The Chair or CEO generally will deal with enquiries from the Minister or other senior government officials.

Other enquiries normally will be directed to the Director, Communications who will evaluate the request, respond directly or through a designate when appropriate or gather the necessary background information and direct the request to the CEO.

Enquiries regarding personal information held by the WCB will be dealt with in accordance with the Freedom of Information and Protection of Privacy Act (FOIPOP).

Complaints about the WCB’s service are dealt with by the WCB’s Client Relations Officer according to Policy 10.3.1R.
3.6 Media Enquiries

The WCB is open and responsive to media inquiries on any topic related to the WCB (in keeping with requirements under the *Freedom of Information and Protection of Privacy Act*). Enquiries from the media will be directed to the Director, Communications or designate who will evaluate the request, respond directly or gather the necessary background information and direct the request to the CEO or Chair, as appropriate.

3.7 Speeches and Presentations

Prior to accepting invitations for speeches and presentations on behalf of the WCB, board members will obtain the approval of the Chair.

Prior to accepting invitations for speeches and presentations on behalf of the WCB, employees will obtain approval from the CEO or designate.

3.8 Websites

WCB websites are a vital means of public communication. Ensuring the websites are user-friendly and maintaining the timeliness and currency of the websites is the responsibility of the Director, Communications.

All policies approved by the board of directors are available directly through the WCB’s corporate website.

3.9 Use of Plain Language

We will strive for continuous improvement in making our communications to clients and stakeholders easy to understand through the use of plain language wherever possible.

4.0 Reporting and Other Operating Procedures

4.1. Routine Reporting

The Chair and/or CEO, as appropriate, will inform the board of relevant communications, stakeholder and media relations activities at regularly scheduled board meetings.

4.2 Alternates

If the position of Chair is vacant, the communications responsibilities of the Chair will be fulfilled by the Deputy Chair or another individual so authorized by the board.

If the position of CEO is vacant, the responsibilities of the CEO will be assigned to another individual authorized by the board.
If the position of Director, Communications is vacant, the responsibilities of the Director, Communications will be fulfilled by an individual authorized by the CEO.

4.3 Evaluation

The WCB will monitor the effectiveness of this policy through a stakeholder engagement index that is publicly reported as part of the organization’s balanced scorecard.

In addition, the WCB regularly surveys injured workers and registered employers on their satisfaction with the service they receive from the WCB, including clarity of information. The results of these surveys will assist in evaluating the effectiveness of this policy.

The WCB may also undertake periodic audits/evaluations of its compliance with this policy.
Introduction

The purpose of the board evaluation process is to foster continuous improvement in the effectiveness and efficiency of the Board’s structure and functioning. It provides an opportunity to celebrate existing strengths and to identify areas of potential improvement for the coming year. Feedback will be summarized on a non-attribution basis.

PART 1 - THE BOARD OF DIRECTORS

A. High Level Stewardship Responsibilities:

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1. The Board of Directors approves, affirms (as part of the regular business planning process) and continually supports the Mission, Vision and Values of the WCBNS.

2. The Board of Directors and its members understand and adhere to the Code of Conduct, Accountability, Confidentiality of Information and Conflict of Interest Guidelines (Sections 4.2-4.5 of the Governance Manual).

3. The Board of Directors approves a process for the development or revision of program policies for the WCB.

4. The Board of Directors approves program policies of the organization.

5. The Board of Directors makes recommendations to the Governor in Council for legislative changes and creation of regulations under the Workers' Compensation Act (s. 184 of the Act).
### High Level Stewardship Responsibilities (cont’d):

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<td>6.</td>
<td>The Board of Directors approves governance policies in areas relating to the Board of Directors' stewardship responsibilities.</td>
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<td>7.</td>
<td>The Board of Directors provides strategic direction in the development, and final approval of the strategic plan for the WCBNS.</td>
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<td>8.</td>
<td>The Board of Directors monitors the performance of the WCBNS against its plan(s) through a performance measurement system that is linked to the organization's strategic plan.</td>
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<td>9.</td>
<td>The Board of Directors contributes to the development of goals for the Workplace Safety and Insurance System Strategic Plan.</td>
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<td>10.</td>
<td>The Board of Directors appoints and fixes the duties and remuneration of the Chief Executive Officer in accordance with s. 158 of the Act.</td>
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<td>11.</td>
<td>The Board of Directors fosters an effective relationship with the CEO and respects and ensures good clarity in the distinct roles of the Board of Directors and the CEO.</td>
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## High Level Stewardship Responsibilities (cont’d):

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12. The Board of Directors monitors and annually evaluates the CEO's performance in relation to performance expectations agreed upon by the Board of Directors and the CEO.

13. The Board of Directors considers and approves the Annual Business Plan and comprehensive budget for the WCBNS and ensures that these are aligned with the organization's Strategic Plan.

14. The Board of Directors monitors and oversees WCBNS performance against the Annual Business Plan, budget and Balanced Scorecard Targets on a quarterly basis.

15. The Board of Directors understands the principal risks facing the organization, considers an annual review of enterprise risk assessment and ensures, through the CEO, that there are systems in place to mitigate/manage those risks and monitor the effectiveness of those systems.

16. The Board of Directors ensures, through the CEO, that the WCBNS develops and maintains a long-term, comprehensive, human resource plan and that policies and systems are in place to foster a work environment that (a) attracts, develops and retains talented people, and (b) demonstrates leadership in wellness and safety.
High Level Stewardship Responsibilities (cont’d):

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<td>17. The Board of Directors ensures that a succession plan is in place for the CEO's position and that the CEO, in turn, has a succession plan in place for senior leadership and other key positions within the WCBNS.</td>
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<td>18. The Board of Directors ensures that the WCBNS has policies and systems in place to:</td>
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<td></td>
<td>(a) maintain strong and effective relations with all stakeholders, including clients, workers, employers and government</td>
<td>Excellent 7 6 5 4 3 2 1</td>
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<td>(b) promote the principles of open and transparent dialogue and discussion with our stakeholders</td>
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<td>(c) appropriately receive and address stakeholder concerns/complaints</td>
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<td>(d) demonstrate accountability to its stakeholders</td>
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<td>19. The Board of Directors contributes to the appointment process for new directors, the Board Chair and Deputy-Chair.</td>
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<td>20. The Board of Directors ensures that directors have a thorough initial orientation followed by ongoing opportunities to enhance their capabilities as directors of the WCBNS.</td>
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<td>21. The Board of Directors annually establishes goals for the work of the Board of Directors and organizes/adapts the Board committees and meeting agendas to accomplish these goals.</td>
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High Level Stewardship Responsibilities (cont’d):

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22. The Board of Directors reviews Governance Policies and Board practices in the context of evolving standards of governance in the public sector.

23. Our governance never loses sight of our historic reasons for being - our organization was established by the provincial government as an act of public policy flowing from the Meredith Report (1913).

24. All board members, no matter how they are appointed to the Board of Directors, fulfill their fiduciary duty to act in the best interests of the organization as a whole.

25. Our decision-making process (i.e. consensus, majority vote, etc.) is clear before we are called upon to decide matters.

26. Our governance promotes and preserves the public trust in our organization.

27. The Board of Directors is focused on the future and provides "high level" strategic direction and oversight to the organization (versus operationally focused on day-to-day management issues).

B. Living Up to Our Governance Principles

23. Our governance never loses sight of our historic reasons for being - our organization was established by the provincial government as an act of public policy flowing from the Meredith Report (1913).

24. All board members, no matter how they are appointed to the Board of Directors, fulfill their fiduciary duty to act in the best interests of the organization as a whole.

25. Our decision-making process (i.e. consensus, majority vote, etc.) is clear before we are called upon to decide matters.

26. Our governance promotes and preserves the public trust in our organization.

27. The Board of Directors is focused on the future and provides "high level" strategic direction and oversight to the organization (versus operationally focused on day-to-day management issues).
Living Up to Our Governance Principles (cont’d);

28. Our governance is based upon clearly defined and respected responsibilities and roles (e.g. of the WSIS organizations, stakeholders, government, the Board of Directors and the CEO).

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29. Our governance fosters the ability to make difficult decisions and to keep moving the organization forward.

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C. Our Board Culture

30. The Board of Directors functions as a team and speaks with one voice.

31. The Board of Directors is open, transparent and accountable with respect to its decisions.

32. Board members are encouraged to engage in healthy debate with a view to constructively exploring solutions that are in the best interests of the organization.

33. Board members are mindful and/or aware of all stakeholder interests - in other words, during the “information in” discussion phase of a particular matter, a broad range of stakeholder interests may be identified and discussed; however, once the Board moves to the decision-making phase, the Board weighs any competing interests and makes a decision that is in the long-term best interests of the organization and the system.

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Our Board Culture (cont’d):

34. There is a strong deference to committee work (assuming the opportunity for “broad board input” at initial stages of a committee’s consideration of an issue and reporting back from the committee that outlines the process and alternatives considered in coming to a recommendation).

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35. The Board has defined and strives for consensus.

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36. There is a mutually supportive and sense of “oneness” with management/staff of the organization, and within the context of a larger system.

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37. The relationship between the Board of the Directors, the CEO and the Corporate Secretary is based on trust, collaboration and a clear understanding of responsibilities.

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38. The directors act as valuable “early warning signals” by identifying potential issues or risks to the Chair or the CEO, based upon their knowledge of stakeholder groups.

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### D. Board Organization

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<td>39.</td>
<td>The Board of Directors has the right balance of skills, experience and backgrounds.</td>
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<td>40.</td>
<td>Board meetings are organized properly in terms of number, timing and length.</td>
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<td>41.</td>
<td>The material sent in advance for Board of Directors meetings is appropriate and is distributed on a timely basis.</td>
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<td>42.</td>
<td>Directors have an opportunity to provide input to Board of Directors agendas if they wish to do so.</td>
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<td>43.</td>
<td>There is an appropriate ongoing development program for directors.</td>
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<td>There are clear written terms of reference/expectations for:</td>
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<td>(b)</td>
<td>individual Directors.</td>
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**The top three strengths of the Board are:**

**The top three areas in which we could improve as a Board are:**
## PART II - MY PERFORMANCE AS A DIRECTOR

### A. During Board Meetings

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<td>45. I am prepared for board and committee meetings.</td>
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<td>46. I participate and offer perspectives openly and honestly</td>
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<td>47. I am open and receptive to the views of others.</td>
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<td>48. I objectively make decisions in the best interests of the organization not individual stakeholder interests.</td>
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<td>49. I bring forward stakeholder perspectives as &quot;information in&quot; but then let them go in order to make decisions in the best interests of the organization.</td>
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<td>50. I adhere to meeting rules/norms.</td>
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<td>51. I am constructive and helpful in my question-posing; I assume good intent and seek to understand the perspectives of others.</td>
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### B. Between Board Meetings

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<td>52. I respect the confidentiality of board discussions.</td>
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<td>53. I listen and understand informal feedback but understand that it is critically important not to create expectations among stakeholders.</td>
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<td>54. I am informed and aware of stakeholder views/opinions on WCB issues.</td>
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<td>55. I support board decisions, once made.</td>
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<td>56. I live and represent the values of the organization and am a goodwill ambassador for the organization.</td>
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MY PERFORMANCE AS A DIRECTOR (cont’d):

Level of Performance

### C. Interactions with Management

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<td>57. If I have information requests, I direct them to the CEO, the appropriate Vice-President or the Corporate Secretary; I do not make requests of any other staff</td>
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<td>58. My &quot;real hat&quot; or &quot;day job&quot; may cause interactions with staff at WCBNS; I normally avoid this contact by delegating the file to others within my organization.</td>
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### D. Ongoing Learning and Development

59. I remain abreast of best practices and developments relating to my work as a board/director/committee chair.

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### E. General

60. My greatest strengths as a member of the WCBNS Board of Directors are:

61. The areas in which I would like to improve my performance as a board member are:
## PART III - THE BOARD CHAIR'S PERFORMANCE

### A. During Meetings

<table>
<thead>
<tr>
<th></th>
<th>Level of Performance</th>
<th>Comments</th>
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<tbody>
<tr>
<td>62.</td>
<td>There are clear written terms of reference/expectations for the Chair.</td>
<td>7 6 5 4 3 2 1 Unsure</td>
</tr>
<tr>
<td>63.</td>
<td>The Chair effectively manages the affairs of the Board of Directors.</td>
<td>7 6 5 4 3 2 1 Unsure</td>
</tr>
<tr>
<td>64.</td>
<td>The Chair keeps the meeting focused; keeps us on track and on time and maintains effective meeting discipline.</td>
<td>7 6 5 4 3 2 1 Unsure</td>
</tr>
<tr>
<td>65.</td>
<td>The Chair demonstrates leadership and effectively manages the affairs of the Board.</td>
<td>7 6 5 4 3 2 1 Unsure</td>
</tr>
<tr>
<td>66.</td>
<td>The Chair uses judgment when potentially contentious issues are on the table.</td>
<td>7 6 5 4 3 2 1 Unsure</td>
</tr>
<tr>
<td>67.</td>
<td>The Chair values the importance of consensus decision-making.</td>
<td>7 6 5 4 3 2 1 Unsure</td>
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### B. Between Board Meetings

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<thead>
<tr>
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<th>Level of Performance</th>
<th>Comments</th>
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</thead>
<tbody>
<tr>
<td>68.</td>
<td>The Chair provides feedback to Management on their participation in the meetings.</td>
<td>7 6 5 4 3 2 1 Unsure</td>
</tr>
<tr>
<td>69.</td>
<td>The Chair represents the Board of Directors at meetings and other public engagements and in its interface with elected representatives and government officials (along with the CEO).</td>
<td>7 6 5 4 3 2 1 Unsure</td>
</tr>
<tr>
<td>70.</td>
<td>The Chair acts as the chief spokesperson for the Board of Directors.</td>
<td>7 6 5 4 3 2 1 Unsure</td>
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### THE BOARD CHAIR'S PERFORMANCE (cont’d):

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<tbody>
<tr>
<td>71. The Chair keeps the Board of Directors informed of significant/sensitive issues.</td>
<td>7</td>
<td>6</td>
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<tr>
<td>72. The Chair is an effective relationship-builder - with board members, stakeholders, etc.</td>
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<tr>
<td>73. The Chair represents the WCBNS within WSIS and nationally on AWCBC and maintains regular contact with the Minister responsible for workers' compensation on matters of interest or concern to government and the WCB.</td>
<td>7</td>
<td>6</td>
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<tr>
<td>74. The Chair advances board business between meetings.</td>
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### C. Interactions with Management

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<tr>
<td>75. The Chair has a strong working relationship with the CEO (and the Senior Management Team as appropriate).</td>
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<tr>
<td>76. The Chair fosters a relationship with the CEO that is mutually supportive, loyal, honest and objective.</td>
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<tr>
<td>77. The Chair is ever-conscious that he/she represents the Board of Directors in his/her relationship with the CEO.</td>
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</table>
THE BOARD CHAIR’S PERFORMANCE (cont’d):

D. Ongoing Learning and Development

78. The Chair remains abreast of best practices and developments relating to our work as a board/directors, through interactions with other WCBs and the national organization AWCBC.  

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<td>7 6 5 4 3 2 1</td>
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E. General

79. The Chair’s greatest strengths are:

80. What suggestions, if any, do you have about how the Chair might improve his/her performance?

PART IV - THE DEPUTY CHAIR’S PERFORMANCE

81. The Deputy Chair fulfills the expectations of the Chair, in the absence of the Chair.

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82. The Deputy Chair provides assistance to the Chair, when required.

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83. The Deputy Chair participates actively in the discussion.

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84. The Deputy Chair’s greatest strengths are:

85. What suggestions, if any, do you have about how the Deputy Chair might improve his/her performance?
# PART V - COMMITTEES

## A. General

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<tr>
<td>86. The Board of Directors has established the appropriate committees to undertake the Board of Directors' mandate and their Terms of Reference are clear and appropriate.</td>
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<tbody>
<tr>
<td>87. Committee reports to the Board of Directors are timely, clear and sufficiently comprehensive to provide the Board of Directors with a good knowledge of the committees' deliberations and recommendations.</td>
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<tr>
<td>88. Do you have any general comments about any of the current Board committees on which you do not sit?</td>
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## B. Specific Committees

For each Committee that you belong to, please respond to the questions on the following pages:

**Committee 1:**

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<tbody>
<tr>
<td>89. The Committee is effective in carrying out its mandate.</td>
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<tr>
<td>90. Committee members receive adequate material in advance of committee meetings, in sufficient time and detail to permit members to effectively consider issues to be dealt with.</td>
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<tbody>
<tr>
<td>91. The Committee has established and follows a Committee work plan.</td>
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<tr>
<td>93. What suggestions do you have about how to improve the Committee's effectiveness?</td>
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### PART VI: BOARD EVALUATION

#### QUESTIONNAIRE

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<tr>
<td>94. The Board Evaluation Questionnaire is a useful tool in assessing the Board of Directors.</td>
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95. Is there anything that we've missed on which you would like to comment?
Welcome
This Assessment focuses on the inventory of skills and competencies that the Board has available to contribute to the governance success of the Workers’ Compensation Board.

The purpose of this assessment is to confirm areas of governance strength and to also identify where there is room for improvement.

You have been invited to complete this self-assessment as a member of the Board of Directors. These results will be reviewed by the Board Chair to identify priorities where development can be focused.

It is expected this survey will take you approximately 60 minutes to complete. You can stop and start the survey at any time. However, it is recommended that you save the document before closing the survey.

If you have any questions as you complete this survey, please contact the Board’s Executive Corporate Secretary, Brad Fraser at 491-8303 or via e-mail at Brad.Fraser@wcb.gov.ns.ca

Name: [Insert Name]
Time spent on Board: [Insert Time]
Email Address: [Insert Email]
Daytime telephone: [Insert Phone]

Assessment Overview
The Board of Directors of the Workers’ Compensation Board (WCB) of Nova Scotia is accountable to provide effective stewardship and strategic leadership for the organization. The quality and effectiveness of governance is an important contributor to the achievement of the vision, mission and strategic goals of the organization.

The knowledge, skills and experience of each Director and the Board as a whole are important elements in the success and viability of the Workers’ Compensation Board. Each Director should possess a range of critical attributes and qualifications in order to effectively fulfill the responsibilities as a member of the Board. Common attributes to all Directors include good judgment, maturity, personal integrity and strong interpersonal skills.

There are eleven core competencies that are important for all Workers’ Compensation Board Directors. The degree of skill, experience and knowledge regarding these competencies will vary between Directors.

1. WCB System Knowledge
2. Stakeholders Relations/Communications
3. Governance and Board Experience
4. Ethics
5. Leadership
6. Financial Literacy
7. Investment Knowledge
8. Strategic Planning
9. Audit and Risk Management
10. Human Resources Management
11. Policy and Legislative/Regulatory Experience
Appendix G – Director Competency Assessment Tool

For each core competency there will be a range of level of skills. Each is described below:

**Basic Competency:**
- Some knowledge and experience of the competency
- Understands basic terminology
- Can identify basic skills and attributes associated with the competency

**Good Competency:**
- Good understanding of the fundamentals of the competency gained through an appropriate combination of education, working knowledge, previous Board experience and completion of Director training
- Sufficient knowledge and experience to apply concepts to less complex issues

**Strong Competency:**
- Significant understanding and expertise of the competency gained through a combination of education, practical experience, previous Board experience and completion of Director education
- Participates fully in Board analysis, discussion and debate on more complex issues
- Ensures sufficient information is provided to support analysis and recommendations
- Challenges management’s assumptions when needed and speaks out appropriately at Board meetings
- Uses knowledge to mentor new Directors and provide greater understanding of competency
- Makes significant contributions to long-term planning

**Expert Competency:**
- Expert understanding of the competency gained through an appropriate combination of education, practical experience, previous Board experience, professional designation, qualification or degree in the subject matter and completion of a Director training program
- Participates fully in Board analysis, discussion and debate on more complex issues
- Ensures sufficient information is provided to support analysis and recommendations
- Challenges management’s assumptions when needed and speaks out appropriately at Board meetings
- Uses knowledge to mentor new Directors and provide greater understanding of competency
- Makes significant contributions to long-term planning
- Interprets complex data to contribute new knowledge in the competency areas
- Provides expert analysis and advice on complex issues
1. Workers’ Compensation System Knowledge

Workers’ Compensation system knowledge encompasses your knowledge of the Workers’ Compensation Act, Regulations and Program Policies. It also includes knowledge of the stakeholders that comprise the workers’ compensation system which includes workers, employers, associations that represent their interests, the agencies – Workers’ Compensation Board (WCB), Workers’ Compensation Appeals Tribunal (WCAT), Workers’ Advisers Program (WAP), the Occupational Health & Safety (OH&S) Division of the Department of Labour and Workforce Development - and others who provide services in the System.

1a. What is your current level of Workers’ Compensation system knowledge (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

1b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.
Appendix G – Director Competency Assessment Tool

2. Stakeholder Relations and Communications

It is essential for stakeholders to have trust and credibility in the WCB in order to achieve its vision, mission and strategic goals. Effective stakeholder relations and communications play a critical role in achieving this trust and credibility. Board members foster positive stakeholder relations and communications by:

- Maintaining ongoing connection with stakeholder groups
- Keeping abreast of issues and developments that impact stakeholders
- Attending formal stakeholder discussions and consultation sessions
- Obtaining informal feedback from stakeholders through your linkages in the community and sharing that information with the CEO to assist with operational and/or communications planning
- Approving and monitoring the WCB’s Communications and Stakeholder Relations Policy
- Receiving regular feedback via injured worker and employer surveys
- Participating in the Annual General Meeting
- Referring specific complaints about operational matters to the CEO or designate

2a. How would you rate your current level of Stakeholder Relations and Communications Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

2b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.
3. Governance and Board Experience Competency

Governance is the process and structure for decision-making within an organization, with a view to establishing clear responsibilities and accountabilities. Effective governance provides a framework for action/implementation and enables an organization to move forward with confidence to achieve its mission and vision. The Board of Directors of the WCB believes that effective and efficient governance is an essential foundation for the organization’s success.

Governance competency includes understanding and contributing to the development and articulation of the strategic plans, goals, policies and processes which govern and guide the way the Workers’ Compensation Board is managed. Board members should understand their role in providing effective stewardship and strategic leadership for the organization and have experience fulfilling key governance responsibilities including the following areas:

- Legislative and Policy Development
- Strategic Planning and Corporate Performance
- Providing Financial Oversight
- Risk Management Oversight
- Human Resources Oversight
- Communications, Stakeholder Relations, Advocacy and Accountability
- Monitoring and evaluating CEO performance

3a. How would you rate your current level of Governance and Board Experience Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

3b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.
4. Ethics Competency

Ethical actions are those that are made in accordance with established laws, rules and organizational values that are supported by reasoned and objective evidence without any bias or self interest. Directors are expected to:

- act in good faith and exercise the good care, diligence and skills of a reasonably prudent person
- act as an agent and trustee of the WCB in the execution of its mandate and the protection of the WCB’s assets
- make decisions in the best interest of the workers’ compensation system as a whole rather than individual stakeholder interests
- approve, affirm and continually support the mission, vision and values of the WCB
- ensure the values of fairness, openness, consultation and transparency are reflected in the governance and accountability of the system
- ensure that the organization’s values are clearly stated, widely shared and provide a framework for decision making throughout the organization (i.e. code of conduct and conflict of interest policies in support of those values)

4a. How would you rate your current level of Ethics Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

4b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.
5. Leadership

Leadership encompasses the ability to influence decisions while building consensual solutions. Effective leaders recognize the importance of all participants in deliberations and the importance of constructive discussions and debate. Leaders are effective communicators. Leadership involves approaching initiatives from a strategic perspective, championing new initiatives and working with others to achieve the strategic objectives of the Workers’ Compensation Board.

5a. How would you rate your current level of Leadership Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

5b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.
6. Financial Literacy

Financial literacy involves understanding financial reports and statements, accounting standards and assumptions and legislative requirements in order to effectively oversee the financial performance of the Workers’ Compensation Board.

A critical element of the success of the Workers’ Compensation Board includes the development of an annual business plan and budget which are approved by the Board. Directors are required to understand how these are developed and the types of analysis required to effectively monitor results and variances.

6a. How would you rate your current level of Financial Literacy (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

6b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.
7. Investment Knowledge

The Board of Directors have a fiduciary responsibility for prudently managing the assets in the Accident Fund on behalf of employers and injured workers. Effective governance and management of the pension fund is of paramount importance to the achievement of the financial goals of the organization.

In the administration of the WCB investment portfolio, Board members should exercise the care, diligence and skill that a person of ordinary prudence would exercise in dealing with the property of another person and shall use all relevant knowledge and skill that the member possesses to avoid undue risk of loss and obtain a reasonable return.

7a. How would you rate your current level of Investment Knowledge (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

7b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.
Appendix G – Director Competency Assessment Tool

8. Strategic Planning

Strategic planning is a process that helps determine or confirm the Workers’ Compensation Board’s overall vision and long-term direction. It includes assessing the broader environment, having a good understanding of the workers’ compensation Board’s operations, understanding strategic planning processes and strategy formulation. It also requires collaboration and consultation in developing an appropriate and effective strategic plan, monitoring and implementation of the plan and evaluation methodologies.

8a. How would you rate your current level of Strategic Planning Competency (select one as per the definition above)?
   - Basic
   - Good
   - Strong
   - Expert

8b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.
9. Audit and Risk Management

The Board is responsible for the oversight of the Board’s risk management practices, including Enterprise Risk Management. Risk management involves identifying, measuring and managing significant risks and events that may impact on organization’s objectives. It encompasses policies, procedures and controls and how risks are managed.

Directors must have an understanding of the risks facing the organization, the ways in which Management addresses and mitigates those risks and ensure that the financial statements accurately reflect the activities of the organization. These functions are addressed through the activities which are carried out in combination of external and internal auditors, which involves systematically reviewing key risks and ensuring that the organization is compliant with legal and legislative requirements.

9a. How would you rate your current level of Audit and Risk Management Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

9b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.
10. Human Resources Management

The Board is responsible for providing human resources oversight for the organization. This includes approval of high level human resource principles for the organization, appointment of the CEO, approval and monitoring of CEO compensation levels, succession planning for the CEO, monitoring reports on staff programs for health, safety and wellness, approval of high level principles for collective bargaining and approval of/revisions to governance policies such as the Board’s Code of Conduct and Conflict of Interest Policies.

10a. How would you rate your current level of Human Resources Management Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

10b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.
11. Program Policy and Legislative/Regulatory Experience

The Board is responsible for determining a process for developing program policies for the organization, establish priorities through a review of emerging issues and long term trends, considering proposals for program policies and approve new/amended program policies.

Board members are also responsible for recommending amendments to the *Workers’ Compensation Act* and/or the Regulations to the Minister of Labour and Advanced Education.

11a. How would you rate your current level of Program Policy and Legislative/Regulatory Experience Competency (select one as per the definition above)?

- Basic
- Good
- Strong
- Expert

11b. Please describe your skills, experience and/or levels of education/accreditation that supports your above selected level of competency.