

Board of Directors Meeting Minutes

September 28, 2022, 1:00 p.m. to 4:00 p.m.

September 29, 2022, 9:00 a.m. to 12:00 p.m.

Head Office Boardroom/Webex

Attendees: Mel Norton (Chairperson), Haley Flaro (Vice Chairperson), Bert Cyr, Donna McNeill, Gaëtan Guérette, Mike MacMullin, Lucien Sonier, Tina Soucy, James Stanley, Denny Vautour, Tim Petersen (President and CEO)

Regrets: None

Staff Present for the Meeting: David Luther, Perry Cheeks, Laragh Dooley, Carolyn MacDonald, Dr. Paul Atkinson, Monica Mallaley, Yanjun Wang, Thane McKay, Mike Freeze, John Hurley

1. Adoption of Agenda

The agenda for the Board of Directors of meeting dated September 28 and September 29, 2022, was adopted as presented.

On motion duly made, seconded and carried it was unanimously resolved:

That the agenda for the Board of Directors meeting dated September 28 and September 29, 2022, was adopted as presented.

2. Safety Moment

The Board of Directors discussed the importance of being cautious in construction areas.

3. Declaration of Conflicts of Interest

The Chairperson asked Board members if they have any conflicts of interest arising from the meeting agenda and, if so, to declare that conflict. No conflicts were declared.

4. Approval of Minutes

a. Dated April 27, 2022

The minutes of the April 27, 2022, meeting were approved as written.

On motion duly made, seconded and carried, it was unanimously resolved:

That the minutes of the Board of Directors meeting dated April 27, 2022, be approved as written.

b. Dated May 26, 2022

The minutes of the May 26, 2022, meeting were approved as written.

On motion duly made, seconded and carried, it was unanimously resolved:

That the minutes of the Board of Directors meeting dated May 26, 2022, be approved as written.

c. Dated August 10, 2022

The minutes of the August 10, 2022, meeting were approved as written.

On motion duly made, seconded and carried, it was unanimously resolved:

That the minutes of the Board of Directors meeting dated August 10, 2022, be approved as written.

d. Dated August 18, 2022

The minutes of the August 18, 2022, meeting were approved as written.

On motion duly made, seconded and carried, it was unanimously resolved:

That the minutes of the Board of Directors meeting dated August 18, 2022, be approved as written.

a. Consent Agenda

a. Mandate Letter Update

The Board of Directors received the mandate letter update for information.

6. Chairperson's Report

a. 2022 Workplan

The Board of Directors received the 2022 workplan for information.

7. Presumptive Cancers Under the Firefighters' Compensation Act

The President and CEO said the Board of Directors had previously requested medical information for presumptive coverage under *Firefighters' Compensation Act*. He said after looking at other jurisdictions, coverage has changed dramatically and where we were once leading, we are now lagging.

He asked the Board for direction on re-engaging with stakeholders about expanded coverage as well as the possibility of repealing the *Firefighters' Compensation Act* and providing coverage under the *Workers' Compensation Act* instead. WorkSafeNB is the only jurisdiction that has separate coverage for firefighters.

The Chief Medical Advisor provided an overview of his review of the medical evidence related to the risk of cancer in firefighters.

The Board received a summary of the financial impacts for adding nine additional cancers, which would bring the list of total cancers covered under the *Firefighters' Compensation Act* to 19 for eligible firefighters. If the Board chooses to expand coverage, the soonest it can take place is in 2024.

The Board of Directors requested that management re-engage with stakeholders on possible expanded coverage for firefighters. The Board also requested that management engage with stakeholders on the possibility of repealing the *Firefighters' Compensation Act* and providing coverage under the *Workers' Compensation Act* instead.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors receive the presumptive cancers under the Firefighters' Compensation Act memo for information.

8. Q2 Accountability Report

The President and CEO provided an overview of the Q2 accountability report.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors receive the Q2 accountability report for information.

9. Modernization Update

The Executive Director of Communications and Business Transformation provided an update on modernization.

She said there are 18 initiatives underway with a total of 35-40 individual projects taking place over the next few years.

The Executive Director of Communications and Business Transformation outlined the project process, provided an overview of the modernization budget and the governance structure model.

The playbook, which will house the governance materials, processes, tools, etc., will be brought to the Board of Directors in November for approval

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors receive the modernization update for information.

10. LinkedIn Learning Training

The HR Organizational Development Specialist provided the Board of Directors with LinkedIn Learning training.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors receive the LinkedIn Learning training for information.

11. Policy

a. Policy 46-305 – Indemnification

The Executive Director of Planning and Policy provided an overview of the changes to the Indemnification Policy.

She said the recommendation is to rescind the policy completely as the Act, provides clear provisions around indemnity for employers, directors and officers and board members.

On motion duly made, seconded and carried, it was resolved:

That the Board of Directors rescind Policy 46-305 Indemnification, release 4. Two Board members were opposed.

b. Policy 44-005 – Official Languages

The Executive Director of Planning and Policy provided an overview of the changes to the Official Languages Policy.

She said the Commissioner recommended that we create a policy that ensures that clients receive services in their language of choice.

The Board of Directors requested that the policy be sent to the Language Commissioner’s office for feedback and be brought back to the Board of Directors for approval.

The meeting of September 28, 2022, adjourned at 3:50 p.m.

The meeting of September 29, 2022, began at 9:00 a.m.

12. Human Resources and Compensation Committee Update

The Committee Chair provided an overview of her report to the Board of Directors.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors receive the Human Resources and Compensation update for information.

13. Governance Committee Update

a. Chairperson's Report

The Committee Chair provided an overview of her report to the Board of Directors.

b. Policy Development Training

The Committee Chair said the Committee looked at policy development training for this year for the board. Management will source that training and develop a date and time to have that delivered.

Move that board approve policy development training for this year.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors approve policy development training for 2022.

c. Board Compensation

The Committee Chair said the Committee looked at Board compensation levels in other jurisdictions as well as other crown corporations.

The Governance Committee recommends that the Board remain at the current rates. Management will look at standards for claiming per diems.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors approve that the board maintain the current board compensation at this time and that management review standards for claiming per diems.

d. Board Professional Development Plan

The Committee Chair provided an overview of the board professional development plan.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors approve the proposed board professional development plan.

e. Policy 41-003 – Stakeholder Engagement

The Governance Committee recommends that the Board of Directors approve proposed Policy 41-003 Governance – Stakeholder Engagement, Release 3; and rescind Policy 41-003 Governance – Stakeholder Engagement, Release 2.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors approve Policy 41-003 Governance – Stakeholder Engagement release 3 and rescind Policy 41-003 Governance – Stakeholder Engagement, Release 2.

f. Board Corporate Governance Counsel PDQ

At its meeting of May 26, 2022, the Governance Committee received a recommendation from the Acting General Counsel and Corporate Secretary that WorkSafeNB engage an external provider to fulfill the functions of Corporate Secretary.

The Committee did not agree with management's recommendation and asked that the CEO prepare a role description along with financial considerations for an internal corporate secretary.

The Governance Committee recommends that the Board of Directors approve the position description questionnaire (PDQ) and that the position go to competition.

Management will move forward with the job posting and get clarity on the process – interview committee, etc., at the next Governance Committee meeting in November.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors approve the PDQ for Corporate Governance Counsel.

g. Committee Appointment – Denny Vautour

The Committee Chair said WorkSafeNB's newest Board member, Denny Vautour, is not on any Board committees and there are committees that have no alternates. As such, he has agreed to become an alternate on the Finance and Investment Committee and on Fatality Review Committee.

The Board also discussed the process of being reappointed. Currently, members must apply and are interviewed by their peers if they are interested in second or third terms. There was discussion around reaching out to their stakeholder group to see if they continue to support this member on the Board or if that process can be changed to make it easier for Board members to reapply. Management will look into the process through

the Executive Council Office and bring the information back to the Governance Committee.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors approve Denny Vautour as an alternate on the Fatality Review Committee and the Finance and Investment Committee.

14. Fatality Review Committee Update

The Committee Chair provided an overview of his report to the Board.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors receive the Fatality Review Committee update for information.

15. Finance and Investment Committee Update

a. Chairperson's Report

The Finance and Investment Committee Chair provided an overview of his report to the Board.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors receive the Finance and Investment Committee Chairperson's report for information.

b. 2023 Administrative Budget

The Finance and Investment Committee recommended that the Board of Directors approve the 2023 administrative budget.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors approve the 2023 administrative budget as presented.

c. 2023 Rate Setting Report WCA

The Senior Actuarial Manager reminded the Board of Directors of the long-term discipline for funding of the system as per policy 37-100. The target funding level is 115% to 125% and if it is over or under there is an amortized credit or surcharge of up to 35 cents included in the rate.

After discussion around upcoming benefit improvements, stability for employers and the unpredictability of the markets the Board of Directors agreed that the average 2023 assessment rate under the *Workers' Compensation Act* is \$1.31.

On motion duly made, seconded and carried, it was resolved:

That the Board of Directors approve the 2023 average assessment rate for the Workers' Compensation Act at \$1.31. One Board member was opposed.

d. 2023 Rate Setting Report FCA

The Senior Actuarial Manager said this is a calculation that flows out of the year-end 2021 valuation. This is the first year it has been fully funded at 109.8% at the end of 2021.

The legislation is not precise on what to do when there is an excess and as such, he is recommending amortizing that over a 20-year period which results in a 55\$ rebate or \$360 per firefighter for 2023. This is the lowest rate since its inception in 2009.

On motion duly made, seconded and carried, it was unanimously resolved:

That the Board of Directors approve the assessment rate under the Firefighters' Compensation Act at \$360.

16. New Business

The President and CEO said the Executive Leadership Team will have a strategy session next week that will focus on the workplan for the Board of Directors and Committees for 2023. Plans will then be brought to the Committees and the Board for input.

He asked the Board's preference for meetings, all-day versus half-day, and the majority agreed their preference is two half-days – the afternoon of the first day and the morning of the second day.

17. In-Camera

An in-camera session of the Board of Directors was held.

Motion to adjourn at 10:40 a.m. September 29, 2022