

2018/03/29-02

**WORKERS' COMPENSATION BOARD
("WorkSafeBC")**

RESOLUTION OF THE BOARD OF DIRECTORS

RE: COMMITTEES OF THE BOARD OF DIRECTORS

WHEREAS:

The committees of the Board of Directors ("**BOD**") are created and governed in accordance with the terms of the Committee Operating Guidelines set out in the Board of Directors' Manual (the "**BOD Manual**"). The Committee Operating Guidelines permit the BOD to form new standing committees and to approve changes to existing committees;

AND WHEREAS:

The BOD wishes to establish a new standing committee called the Governance Committee whose primary function will be to focus on governance for WorkSafeBC to enhance WorkSafeBC's performance. The proposed Terms of Reference for the Governance Committee are attached as Appendix A;

AND WHEREAS:

The BOD wishes to change the existing Policy, Regulation & Governance Committee to: (a) re-name it the Policy, Regulation & Research Committee; and, (b) replace the Terms of Reference for the Policy, Regulation & Governance Committee with the new proposed form of Terms of Reference for the Policy, Regulation & Research Committee attached as Appendix B;

AND WHEREAS:

Upon the creation of the Governance Committee and the revisions to the Policy, Regulation & Research Committee described in this resolution, the Committee Membership Roster for the BOD's Committees will be as set out in Appendix C.

THE BOARD OF DIRECTORS RESOLVES THAT:

1. The Governance Committee is established as a standing committee of the BOD, and shall have as its Terms of Reference the Terms of Reference for the Governance Committee attached as Appendix A.

2. The Policy, Regulation & Governance Committee is amended by: (a) re-naming the committee the Policy, Regulation & Research Committee; and (b) replacing the Terms of Reference for the Policy, Regulation & Governance Committee with the Terms of Reference for the Policy, Regulation & Research Committee attached as Appendix B.
3. The Committee Membership Roster set out in Appendix C is approved.
4. The BOD Manual shall be revised to reflect the changes described in paragraphs 1-3 above.
5. This resolution is effective March 29, 2018.

I, Ralph McGinn, hereby certify for and on behalf of the Board of Directors of WorkSafeBC that the above resolutions were duly passed at a meeting of the Board of Directors held in Richmond, British Columbia on March 29, 2018.

RALPH MCGINN, P. ENG
Chair, Board of Directors
Workers' Compensation Board

**APPENDIX A
TERMS OF REFERENCE FOR THE GOVERNANCE COMMITTEE**

See attached.

TERMS OF REFERENCE FOR THE GOVERNANCE COMMITTEE

I. PURPOSE

The primary function of the Governance Committee ("the Committee") is to provide a focus on governance for WorkSafeBC which will enhance WorkSafeBC's performance. The Committee assesses and makes recommendations regarding BOD effectiveness and establishes and leads the process for developing potential director criteria and candidates for recommendation to the BOD for subsequent recommendation to the Government.

The Committee is also responsible for oversight of significant projects.

II. COMPOSITION AND OPERATIONS

- A. The Committee shall be composed of not fewer than three directors and not more than seven directors, one of these directors to be the Chair or Vice-Chair.
- B. The Committee shall meet at least three times each year.
- C. From time to time, as determined by the Committee, the Committee shall retain independent advice regarding governance or nominating issues.
- D. The secretary to the Committee shall be either the Corporate Secretary or his/her delegate.

III. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the BOD, the Committee will perform the following duties:

- A. Understand the emerging or material governance risks relative to WorkSafeBC's objectives, and receive updates from Management on changes to the risks and the status of strategies to address such risks.
- B. Develop and annually update a long-term plan for BOD composition that takes into consideration the current strengths, skills and experience on the BOD, retirement dates and the strategic direction of the BOD.
- C. Develop recommendations regarding the essential and desired experiences and skills for potential directors, taking into consideration the BOD's short-term needs and long-term succession plans.
- D. In consultation with the BOD Chair and President/CEO, recommend to the BOD for subsequent recommendation to the Government, criteria and potential candidates for consideration when they are appointing directors.
- E. Review, monitor and make recommendations regarding the orientation and ongoing development of existing and new directors.
- F. Review the directors' compensation program and make recommendations to the BOD for subsequent recommendation to the Government as required.
- G. Recommend to the BOD, and annually implement, an appropriate evaluation process for the BOD, the BOD Chair, and its Committees and Individual Directors.

TERMS OF REFERENCE FOR THE GOVERNANCE COMMITTEE

- H. Annually review the BOD Manual outlining the policies and procedures by which the BOD will operate, to ensure their continued adequacy and relevance, and the terms of reference for the BOD, the BOD Chair, the Vice-Chair, the CEO, individual directors and BOD committees.
- I. Annually review the Terms of Reference of the Governance Committee and make recommendations to the BOD, as required.
- J. Ensure there is a system that enables a committee or director to engage separate independent counsel in appropriate circumstances, at WorkSafeBC's expense, and be responsible for the ongoing administration of such a system.
- K. Assess the needs of the BOD in terms of the frequency and location of BOD and Committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the BOD as required.
- L. Monitor and make recommendations with respect to projects identified by management as having significant strategic importance to WorkSafeBC.
- M. Recommend to the BOD any reports on corporate governance that may be required or considered advisable.
- N. At the request of the BOD Chair, Vice Chair or the BOD, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the BOD.
- O. In conjunction with the Chair of the BOD, monitor adherence of Directors to the WorkSafeBC Code of Ethics.

IV. ACCOUNTABILITY

The Committee shall report its discussions to the BOD by oral or written report at the next BOD meeting

V. COMMITTEE TIMETABLE

The timetable on the following page outlines the Committee's schedule of activities, and will be set by the Committee following its appointment.

APPENDIX B
TERMS OF REFERENCE FOR THE POLICY, REGULATION & RESEARCH
COMMITTEE

See attached.

TERMS OF REFERENCE FOR THE POLICY, REGULATION & RESEARCH COMMITTEE

I. PURPOSE

- A. The purpose of the Policy, Regulation and ~~Governance~~Research Committee (the "~~Committee~~PRRC") is to provide a focus on governance that will enhance the organization's performance. — The ~~Committee~~PRRC's purpose is to develop and recommend the, policy, regulation and research priorities and changes for the Board of Directors (the "BOD"). In reviewing changes and developing the priorities, the ~~Committee~~PRRC shall take into consideration the mandate of the BOD, the needs of the organization, the views of the stakeholders and the time available for BOD deliberation.
- B. The ~~Committee~~PRRC's purpose includes recommending operating guidelines and procedures for the BOD, assessing and making recommendations regarding the BOD's effectiveness, making recommendations regarding the ~~funding~~priorities of research projects and establishing a process for recommending new directors (or the criteria for new directors) to the Minister responsible for WorkSafeBC (the "Minister").
- C. While stakeholder views in all these areas will be a significant factor in formulating ~~Committee~~PRRC recommendations, the ~~Committee~~PRRC will act in the best interests of the organization and all stakeholders in advising the BOD. In each case, the final decision will rest with the BOD.

II. COMPOSITION & ORGANIZATION

The ~~Committee~~PRRC shall consist of:

- A. At least three directors, one of whom shall be the BOD Chair.
- B. The President and Chief Executive Officer (the "CEO") and the Senior Vice President, Human Resources and Corporate Services~~Executive responsible for policy, regulation and research~~ will be ex-officio members of the ~~Committee~~PRRC.
- C. The ~~Committee~~PRRC shall meet not less than four times per year.

III. DUTIES & RESPONSIBILITIES

TERMS OF REFERENCE FOR THE POLICY, REGULATION & RESEARCH COMMITTEE

The ~~Committee~~ **PRRC** has the responsibility to:

- A. Review and recommend the policy, regulation and research priorities **for** the BOD. A plan and time frame for addressing the priorities should be presented to the BOD on a regular basis.
- B. Review and provide advice on specific policy proposals as required.
- C. Review and recommend research priorities and goals **for** the BOD on an annual basis. This includes the integration of the priorities of WorkSafeBC's administrative organization, the Policy and Research Division and WorkSafeBC's stakeholders. A plan and timeframe for addressing the research funding cycle should be presented to the BOD each year.
- D. Review for BOD approval, changes to the ~~BOD~~ **Board of Directors' Manual** as required.
- E. As directors approach the end of their appointment term, discuss and develop a long-term plan for BOD composition that considers the current strengths, skills and experience of the BOD, terms and the strategic direction of WorkSafeBC, for approval by the BOD.
- F. Develop recommendations regarding the essential and desired experiences and skills for potential directors, taking into consideration the BOD's short-term needs and long-term succession plans.
- G. In consultation with the BOD Chair, recommend to the BOD for subsequent recommendation to the Minister, criteria and potential candidates for consideration when it is appointing directors.
- H. Review the directors' compensation program and make recommendations to the BOD for subsequent recommendation to the Minister as required.
- I. Ensure there is a system that enables a committee or director to engage separate independent counsel in appropriate circumstances, at WorkSafeBC's expense, and be responsible for the ongoing administration of such a system.
- J. Recommend to the BOD, and implement on an annual basis, an appropriate evaluation process for the BOD as a whole, the BOD Chair,

TERMS OF REFERENCE FOR THE POLICY, REGULATION & RESEARCH COMMITTEE

committees and BOD members individually.

- K. Review, monitor and make recommendations regarding the orientation and ongoing development of directors.
- L. Recommend to the BOD any reports on corporate governance that may be required or considered advisable.
- M. At the request of the BOD Chair or the BOD, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of WorkSafeBC.

IV. ACCOUNTABILITY

The ~~Committee~~ **PRRC** shall report to the BOD at its next regular meeting all such action it has taken since the previous report.

V. COMMITTEE TIMETABLE

The major annual activities of the ~~Committee~~ **PRRC** are outlined in the schedule on the following page.

TERMS OF REFERENCE FOR THE POLICY, REGULATION & RESEARCH COMMITTEE

Agenda Item	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
A. Develop & recommend priorities to the BOD												
B. Review & advise on specific policy proposals	As Required											
C. Stakeholder meetings	As Required											
D. Review & recommend changes to BOD Manual as required, including committee terms of reference and the following:	As Required											
E. Review long term BOD composition												
F. Develop recommendations regarding essential & desired experiences & skills for potential directors												
G. Recommend criteria & potential candidates for consideration when appointing directors												
H. Review & recommend directors' compensation program	As Required											
I. Recommend & implement evaluation process for BOD, Chair, committees & BOD members												
J. Review the orientation & ongoing development of BOD members												
K. Recommend any reports on corporate governance that may be required or considered advisable.												
L. At the request of the BOD Chair or the BOD, undertake such other corporate governance initiatives as may be necessary or desirable	As Required											

**TERMS OF REFERENCE FOR THE POLICY, REGULATION & RESEARCH
COMMITTEE**

Research Priorities: Recommended Priorities and Goals												
Review loss of earnings												

APPENDIX C
COMMITTEE MEMBERSHIP ROSTER

See attached.

COMMITTEE MEMBERSHIP ROSTER

I. AUDIT COMMITTEE

Chair: Alan Cooke
Ralph McGinn
Lillian White
Director, Governance (ex officio)

II. HUMAN RESOURCES & COMPENSATION COMMITTEE

Chair: Ralph McGinn
Margaret McNeil
Brooks Patterson
President & CEO (ex-officio)
Senior Vice-President, Human Resources and Corporate
Services (ex-officio)
Director, Governance (ex-officio)

III. POLICY, REGULATION & RESEARCH COMMITTEE

Co-Chair: Lynn Bueckert
Co-Chair: Lillian White
Ralph McGinn
Brooks Patterson
Lee Loftus
Kay Teschke
President & CEO (ex-officio)
Senior Vice-President, Human Resources and Corporate
Services (ex-officio)
Director, Governance (ex-officio)

IV. GOVERNANCE COMMITTEE

Chair: Kay Teschke
Lynn Bueckert
Alan Cooke
Baltej Dhillon
Lee Loftus
Margaret McNeil
Ralph McGinn