



BOARD OF DIRECTORS
Ralph McGinn, Chair

Diana Miles
Lynn Bueckert
Donald Smith
Baltej Dhillon
Lee Loftus

Margaret McNeil
Brooks Patterson
Kay Teschke
Lillian White

2019/01/31-01

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

RESOLUTION OF THE BOARD OF DIRECTORS

RE: Bank Signing Authorities

WHEREAS:

Pursuant to section 82 of the *Workers Compensation Act*, R.S.B.C. 1996, c. 492 ("Act"), the Board of Directors must set and revise as necessary the policies of the Board of Directors, including policies respecting compensation, assessment, rehabilitation, and occupational health and safety and set and supervise the direction of the Board.

AND WHEREAS:

Diana Miles, President and CEO of WorkSafeBC, is set to retire as of January 31, 2019. Brian Erickson, Senior Vice-President of Finance and IT and CFO of WorkSafeBC, will act as interim President and CEO on February 1, 2019.

AND WHEREAS:

A resolution from the Board of Directors to update the bank signing authorities will be required.

THE BOARD OF DIRECTORS RESOLVES THAT:

1. the Bank of Montreal (the "**Bank**") be appointed to provide banking services to WorkSafeBC.
2. the following WorkSafeBC officers and employees (the "**Authorized Person(s)**") are authorized to do any one or more of the following on behalf of WorkSafeBC to the extent indicated in the table in Schedule A:
 - (a) to open or close any deposit or other account(s) with the Bank (the "**Accounts**") and to sign authorization, set-up or other documentation and agreements with the Bank regarding any of the Accounts, any services (including without limitation, cash management services) or any other matter as such Authorized Person(s) in his, her or their sole discretion deem advisable or as

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the Bank may request including, without limitation, ratifying any signature or action on behalf of WorkSafeBC;

- (b) to obtain and provide receipts for all statements of account and all bills of exchange, promissory notes, cheques, vouchers, drafts, payment instructions, bankers' acceptances, orders for the payment of money (including wire transfers and electronic payments and transfers), securities, coupons, notes, clearing items and other items whether negotiable or non-negotiable instruments, contracts for letters of credit and foreign exchange (individually, "**Instrument**" or collectively, "**Instruments**") not otherwise delivered to WorkSafeBC;
- (c) to withdraw or order payment of any of the funds deposited in the Accounts, and to bind or obligate WorkSafeBC, in such amounts and on such terms as such Authorized Person(s) may see fit, by signing, ratifying, or countermanding Instruments or other orders or agreements for the payment of money by manual or facsimile signature or as further provided in any agreement between WorkSafeBC and the Bank;
- (d) to issue written, telephone, electronic or verbal instructions for the transfer or payment of WorkSafeBC funds on deposit with the Bank (or at any other financial institution) by manual wire, electronic or other means, including, without limitation, instructions or agreements with the Bank which may further delineate the extent of authority hereby granted;
- (e) to purchase or otherwise acquire for and on behalf of WorkSafeBC, and to sell, transfer or otherwise dispose of, and endorse for sale, transfer or other disposition and to otherwise deal with on behalf of WorkSafeBC, any and all bonds, notes, shares of stock and other securities of any kind and by whomsoever issued, or interim, participation or other certificates therefor, and to apply, identify and guarantee signatures and endorsement thereon or on powers of attorney executed in connection therewith, and to authorize or direct charges to the Accounts for any costs, fees, charges or other amounts and to enter into any agreements relating to any of the foregoing;
- (f) to borrow and obtain credit from the Bank, by way of loans, advances, overdrafts, corporate credit or charge cards or other facilities, in such amounts and pursuant to such terms, conditions and provisions as such Authorized Person(s) in his, her or their sole discretion may deem advisable or as the Bank may require, and for

such purpose to sign, ratify and endorse Instruments and other documents and agreements, to mortgage, hypothecate, charge or pledge, or give security under the *Bank Act* (Canada) or otherwise create a security interest in all or any of the property, real and personal, immovable and moveable, undertaking and rights of WorkSafeBC, owned or subsequently acquired to secure payment and performance of any or all present or future indebtedness, liabilities or obligations of WorkSafeBC to the Bank and to execute and deliver to the Bank such charges, pledges, mortgages, assignments, hypothecs, grants of security interests and other security and related documentation as the Bank may require;

- (g) to revoke or modify any or all of the authorizations herein and to authorize on behalf of the Corporation from time to time at his, her or their discretion other person(s) or Authorized Person(s) to do all or any of the foregoing including the matters set out in this subparagraph 2(g).
- 3. previous authorities granted in respect of the foregoing matters are repealed as of the date of the resolution.
- 4. either of the General Counsel or the Corporate Secretary is authorized to certify the above resolutions and specimen signatures of Authorized Persons.

I, Lee Loftus, 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 January 31, 2019.

LEE LOFTUS
Vice-Chair, Board of Directors
Workers' Compensation Board

SCHEDULE A

Authorized Person Including all successor positions and all interim appointments to the positions	Authority	Financial Limit
Two of: <ul style="list-style-type: none"> • President and CEO • SVP Finance/IT and CFO • SVP and General Counsel • Corporate Controller Or one of the above in addition to one of the below <ul style="list-style-type: none"> • Director, Finance and Health Care Operations • Director, Corporate Finance • Manager, Investments 	The authorities set out in sections 2(a) and 2(b)	
Two of: <ul style="list-style-type: none"> • President and CEO • SVP Finance/IT and CFO • SVP and General Counsel • Corporate Controller 	The authority set out in sections 2(c), 2(d) and 2(e)	
Two of: <ul style="list-style-type: none"> • President and CEO • SVP Finance/IT and CFO • SVP and General Counsel • Corporate Controller • Manager, Investments 	The authority set out in sections 2(f)	
<ul style="list-style-type: none"> • President and CEO 	The authority set out in section 2(g)	