

## Board of Directors Meeting Minutes

November 23, 2022, 1:00 p.m. to 4:00 p.m.

November 24, 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, Monica Mallaley, Jeff Duplessie, Joyce Hawkins, Lisa Walker, Carol Veysey, Courtney St. Peter

**Guests:** WCB Prince Edward Island Board of Directors, Conrad Ferguson (LifeWorks), Jeff Queen (LifeWorks) – for Board Education Session item only; Kelli Simmonds (Workers' Compensation Appeals Tribunal) – for item 18 only;

### 1. Adoption of Agenda

The agenda for the Board of Directors meeting dated November 23 and November 24, 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 November 23 and November 24, 2022, was adopted as presented.*

### 2. Safety Moment

The Board of Directors discussed the importance of watching for falling ice.

### 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.

Mr. Guérette declared a conflict for item 16c – Nomination of Board Member and agreed to recuse himself from that item.

### 4. Approval of Minutes

#### a. Dated September 28 and September 29, 2022

Mr. Vautour asked that his name be added to the attendees list of the September 28 and September 29, 2022 minutes.

The minutes of the September 28 and September 29, 2022, meetings were approved as amended.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That the minutes of the Board of Directors meeting minutes dated September 28 and September 29, 2022, be approved as amended.*

**5. Consent Agenda**

**a. Dated April 27, 2022**

The Board of Directors received the 2022 workplan for information.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors receive the 2022 workplan for information.*

**b. Policy 37-110 New Brunswick Industrial Aggregate Earnings**

The Board of Directors received Policy 37-110 New Brunswick Industrial Aggregate Earnings for information.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors receive Policy 37-110 New Brunswick Industrial Aggregate Earnings for information.*

**6. Chairperson's Report**

**a. 2023 Workplan and 2023 Meeting Calendar**

The Chairperson provided an overview of the 2023 Workplan and 2023 Meeting Calendar.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors approve the 2023 Workplan and 2023 Meeting Calendar.*

**7. Q3 Accountability Report**

The President and CEO provided an overview of the Q3 accountability report. He provided high-level results of the employee engagement survey and said more detailed results will be provided in the Q4 accountability report.

The President and CEO advised that the Health and Safety Conference will be held in person for the first time since the pandemic on May 10<sup>th</sup> to May 12<sup>th</sup> 2023, in Fredericton.

The President and CEO said new resources for youth have been posted to our website and Prevention is working on a larger strategy for health and safety for youth.

The President and CEO informed the Board of Directors that the legislative change for commercial fishing has had its second reading, should be in committee soon; there will be a third reading, and then royal ascent.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors receive the Q3 accountability report for information.*

**8. Board Investment Education Session**

The Chief Financial Officer introduced the annual Board Investment Education Session.

He said ongoing access to education to the Board of Directors, Finance and Investment and staff is crucial to ensure the policies remain consistent. Members of the Board of Directors are expected to maintain their knowledge of investment to fulfil their fiduciary duty.

Jeff Queen and Conrad Ferguson from LifeWorks provided investment education training to the WorkSafeNB Board of Directors and the WCB Prince Edward Island Board of Directors.

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

*That the Board of Directors receive the Board Investment Education Session for information.*

## **9. Alternate Committee Chairperson**

The Board of Directors had a discussion regarding alternate committee chairpersons.

The President and CEO said having alternate Board Members chair a committee meeting when the committee chair is unable to attend would prevent having to reschedule meetings and eliminate the risk of not being able to move committee meetings.

After discussion, the Board agreed that a member of the committee, or an alternate, can chair that committee meeting as long as the committee is maintaining fair employer/worker representation. The Chair or Vice Chair can also chair the meeting if required.

The President and CEO said this process will be embedded in the Board of Director's Terms of Reference, which will return (through the Governance Committee) for the Board's later approval.

## **10. Policy**

### **a. 25-003 Homecare and Independence**

The Manager of Policy and Hearing Representation provided an overview of Policy 25-003 (Release 6) Homecare and Independence.

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

*The Board of Directors approve the proposed Policy 25-003 (Release 6) Homecare and Independence, and Rescind the associated Release 5.*

### **b. 25-004 Acute and Post-Surgical Home Services**

The Manager of Policy and Hearing Representation provided an overview of Policy 25-004 (Release 1) Acute and Post-Surgical Home Service.

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

*That the Board of Directors approve the proposed Policy 25-004 (Release 1) Acute and Post-Surgical Home Service.*

### **c. 46-500 Review of Decisions by the Decision Review Office**

The Manager of Policy and Hearing Representation provided an overview of Policy 46-500 (Release 1) Review of Decisions by the Decision Review Office.

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

*That the Board of Directors approve Policy 46-500 (Release 1) Review of Decisions by the Decision Review Office.*

#### **11. 2023 Policy, Legislation, Consultation Plan**

The Director of Planning, Policy and Risk provided an overview of the proposed planned work for 2023 related to legislative reviews, stakeholder consultation, and policy priorities.

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

*That the Board of Directors approve the proposed planned work for 2023 related to legislative reviews, stakeholder consultation, and policy priorities.*

#### **12. Modernization Update**

##### **a. Governance Playbook**

The Executive Director of Communications and Business Modernization provided a progress update on the modernization roadmap and an overview of the modernization governance model as outlined in the “playbook”.

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

*That the Board of Directors approve the Modernization Governance Model as outlined in the “playbook”. One member was opposed, believing that the playbook was too operational for the Board's approval.*

#### **13. President and CEO Objectives for 2023**

The Chair of the Board provided an overview of the President and CEO performance objectives for 2023.

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

*That the Board of Directors approve the President and CEO performance objectives for 2023.*

#### **14. Information Technology Update**

The Chief Information Officer said they were tasked with looking into equipment options for the Members of the Board of Directors. She introduced the Senior Business Analyst who presented a demonstration of a possible solution.

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

*That the Board of Directors receive the information technology update for information, and approve the associated recommended technology equipment configuration.*

#### **15. Fatality Review Committee Update**

##### **a. Chairperson’s Report**

The Fatality Review 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 Chairperson's report for information.*

## **16. Governance Committee Update**

### **a. Chairperson's Report**

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

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That then Board of Directors received the Governance Committee Chairperson's report for information.*

### **b. Amendments to the Governance Statement**

The Governance Committee Chair said the Committee was asked to review the Governance Statement and provide clarity around claiming expenses and per-diem.

It was moved that the Chair and Vice-Chair of the Board of Directors be added to all Committees as "Ex Officio" members.

**On Motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors add the Chair and Vice-Chair to all Board Committees as "Ex Officio" members.*

The General Counsel and Interim Corporate Secretary advised the Board that the associated Terms of Reference for each Committee would need to be amended to include references to same. Revised terms of Reference will return to the Board (through the Governance Committee) for further approval reflecting the intention of the Board.

The Governance Committee also recommends that the Board of Directors approve Appendix H – Board of Directors' Compensation and append it to Policy 41-002 – Governance Statement.

**On Motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors approve Appendix H – Board of Directors' Compensation and append it to Policy 41-002 – Governance Statement.*

### **c. Nomination of Board Member (In-camera)**

The Governance Committee Chair said the Committee recommends that the Board of Directors nominate the candidate(s) as recommended by the Governance Committee.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors approve the Governance Committee's recommendation for the employer representative vacancy.*

### **d. Stakeholder Engagement**

The Governance Committee Chair reported the Governance Committee recommends that the Board have stakeholders from both the employer group and worker group present at each Board of Directors meeting in 2023.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors approve the stakeholder engagement plan for 2023.*

**e. Corporate Governance Counsel Selection Process**

The Governance Committee provided the Board of Directors with a recommendation for the selection process for the Corporate Governance Counsel.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*The Board of Directors approve the Corporate Governance Counsel selection process.*

**f. OHS Act Five-Year Review Report for Minister**

The Governance Committee recommended the proposed revised report to the Minister be approved by the Board of Directors.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors approve the revised Occupational Health and Safety Five-Year Report to the Minister.*

**17. Audit Committee Update**

**a. Chairperson's Report**

The Audit Committee Chairperson provided an overview of his report to the Board of Directors.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors receive the Audit Committee Chairperson's report for information.*

It was moved that the external audit plan and the internal audit committee workplan be deferred and done through electronic vote.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors receive the External Audit Plan and Internal Audit Committee Workplan through electronic vote.*

**18. Meeting with WCA Chair – Kelli Simmonds**

The Board of Directors met with the Chairperson of the Workers' Compensation Appeals Tribunal.

**On motion duly made, seconded and carried, it was unanimously resolved:**  
*That the Board of Directors met with the Chairperson of the Workers' Compensation Appeals Tribunal as required by ss 25.2 of the Workplace Health Safety, and Compensation Act and the Workers' Compensation Appeals Tribunal Act.*

## **19. New Business**

One Member of the Board requested that the New Brunswick Construction Association be invited to meet with the Board of Directors in 2023.

Some Members would like to see more information on different topics for Joint Health and Safety Committees throughout the Province. Management proposed messaging around JHSCs at the annual Health and Safety Conference in 2023.

One Member requested further information on the new proposed policy 25-004 Acute and Post-Surgical Home Services regarding spouses or partners being included as a provider.

One Member also requested a legal opinion around liability associated with a service provider conducting work at an injured worker's home.

## **20. In-Camera**

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

Motion to adjourn at 12:03 p.m. November 24, 2022