

Board of Directors Meeting Minutes

February 22, 2023, 1:00 p.m. to 4:30 p.m.

February 23, 2023, 9:00 a.m. to 2:00 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, Bathy Bent, Dino Scichilone, Scott Allaby, Michael Freeze, Yanjun Wang, Carol Veysey, Courtney St. Peter

Guests: Roy Siliker (New Brunswick Construction and Safety Association)

1. Adoption of Agenda

The agenda for the Board of Directors meeting dated February 22 & 23, 2023, 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 February 22 & 23, 2023, was adopted as presented.

2. Safety Moment

The Board of Directors discussed the importance of paying attention to the weather especially after it rains and then freezes.

3. Declaration of Conflicts of Interest

The Chairperson asked the Board Members if they have any conflicts of interest arising from the meeting agenda and, if so, to declare that conflict.

A member declared a conflict for item 13b – Nomination of Board Member – Worker Representative (x1) and agreed to recuse himself from that item.

4. Approval of Minutes

a. Dated November 23 & 24, 2022

The minutes of the November 23 & 24, 2022, were reviewed and a Member noted edits to the French version.

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

That the minutes of the Board of Directors meeting minutes dated November 23 & 24 2022, be approved as amended.

b. **Dated January 24, 2023 (In-Camera)**

The minutes of the January 24, 2023, meetings were approved.

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

That the minutes of the Board of Directors meeting minutes dated January 24, 2023, be approved.

5. **Consent Agenda**

a. **2023 Workplan**

The Board of Directors received the 2023 workplan for information.

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

That the Board of Directors receive the 2023 workplan for information.

b. **Mandate Letter Update**

The Board of Directors received an update on the Mandate Letter for information.

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

That the Board of Directors receive the Mandate Letter Update for information.

6. **President & CEO Report – Q4 and Preliminary Year End Results**

The President & CEO provided an overview of the CEO Report – Q4 and Preliminary Year End Results.

He provided the results for the 2022 employee engagement survey and introduced the Learning and Development project under the Modernization efforts. The project aims to design and deliver a collaborative framework to build skills, capacity, mindset, and behavioural changes needed to support WorkSafeNB employees in new ways.

The President & CEO also provided results from the last client survey, and satisfaction results from both groups have remained stable. He indicated there is a new Client Survey and initiatives are underway to improve results in 2023. Initiatives include online forms, rehab services, and technology foundations.

The Board of Directors watched WorkSafeNB's new video campaign "Getting Back is Part of Getting Better" which was developed in partnership with workers' compensation board in Newfoundland and Labrador, Nova Scotia and Prince Edward Island. One member indicated their thoughts that the message WorkSafeNB is trying to communicate may not come across well to workers. Another member of the Board indicated concern about the current nurse crisis and wondered what their reaction might be.

The President & CEO, in response, advised that the video was developed on collaboration with several Boards, and that staff would take feedback away for consideration.

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 10th to May 12th 2023, in Fredericton.

The President & CEO introduced the Data Strategy and Roadmap which will provide the blueprint to enable consistent and proper handling of data and promote a better understanding of information across WorkSafeNB.

The President & CEO told the Board of Directors that the Chief Financial Officer, Perry Cheeks, will be retiring that the March and Carolyn MacDonald will serving in an acting role until year end and then the position will be posted. A member asked if there was any in-house talent and if the posting will be internal. The President & CEO indicated that there is in-house talent, and the posting will be internal and external.

The Vice-chair of the Board of Directors said that in the past there a was score card that was used to break down of financials and risk for the Board of Directors. She asked if it was possible to go back to using that score card. Another member asked if the plan was to report the KPI's in a different way. The President & CEO said that he has been reporting the KPI's verbally but can go back to the previous way.

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

That the Board of Directors received the President & CEO Report – Q4 and Preliminary Year End Results for information.

7. Legislative Priorities

a. Amend the WCA to include Correctional Officer under the PTSD presumption

The President & CEO asked the Board of Directors to determine if they wish to pursue a legislative amendment to the *Workers' Compensation Act* to include "correctional officers" under the PTSD Presumption list. He indicated that no one knows why they were excluded and there are only two other jurisdictions that don't include correctional officers.

The President & CEO said the cost of the amendment is minimal and it would not affect the current rate. He said the decision, if the Board of Directors wishes to pursue with the amendment, would be to follow the Alberta definition of correctional officer.

He said if there is an issue regarding Stakeholder consultation the Executive Director of Corporate Communications and her group can conduct that consultation and bring back the results to the next Board of Directors meeting.

The Board of Directors asked that management put together a consultation plan to be approved by the Board of Directors at the next meeting.

b. Explore the repeal of the FCA and adding provisions to the WCA

The Executive Director of Strategic Planning, Policy & Risk said to the Board of Directors that the Legislative Agenda introduced the notion to potentially repealing the Firefighters' Compensation Act (FCA). She said that New Brunswick is currently the only jurisdiction to still have a FCA.

The Director of Fiscal & Economic Planning indicated that it is just a preliminary discussion regarding potentially repealing the *Firefighters' Compensation Act* and amending the *Workers' Compensation Act* to provide the presumptive firefighter coverage. He said that if the Board of Directors decides to pursue further discussion, then WorkSafeNB will return to the Board with further discussion and decisions for:

- Requirements of such a merger including transfer of assets and liabilities, changes needed to WorkSafeNB's systems, policies and practices, and any legal requirements to facilitate such a merger.
- Potential approaches regarding funding presumptive coverage including how the annual cost of coverage is collected. This will include a full jurisdictional review.
- Information for stakeholder consultation purposes.

The Board of Directors instructed management to prepare a robust analysis and bring it back at the next Board of Directors meeting.

On motion duly made, seconded and carried, it was unanimously resolved:
That the Board of Directors receive the discussion to the repeal of the FCA and adding provisions to the WCA for information.

8. International Financial Reporting Standards 17

The Director of Fiscal & Economic Planning and the Controller provided the Board of Directors an overview of the International Financial Reporting Standards 17 (IFRS 17).

They indicated that IFRS 17 came into effect on January 1, 2023, and changes how WorkSafeNB reports and discloses liabilities on the financial sheets. The reason WorkSafeNB adopted this standard is for compliance.

On motion duly made, seconded and carried, it was unanimously resolved:
That the Board of Directors receive the International Financial Reporting Standards 17 for information.

9. Stakeholder Presentation

a. New Brunswick Construction and Safety Association – Roy Siliker

The President & CEO introduced Roy Siliker from the New Brunswick Construction and Safety Association (NBCSA). He said Mr. Siliker helps make sure New Brunswick is safest Province to work in and making sure all employees go home after work.

Mr. Siliker told the Board of Directors that the NBCSA provides safety training for \$50 a day. He indicated that they use those same standards that are used across the Country. This means training received by NBCSA can be used in any Province except for Alberta.

Mr. Siliker provided details on the NBCSA's COR and Audit Program. He said this program helps companies set up their own safety program, companies are provided everything they need including a working manual which they can adapt to fit the companies needs. The company will submit internal audits which are verified by NBCSA conducting an external audit. Mr. Siliker said that the NBCSA would like to receive stop work orders issued by WorkSafeNB as it would help with an understanding especially if an audit was just completed and everything appeared to be in good working order.

The President & CEO asked Mr. Siliker what tone was being set by leadership in companies, Mr. Siliker said that when the people at the top are supportive of these safety courses so are the employees.

Mr. Siliker indicated that WHIMS and safety orientations are being offered to high school students for free and if that student goes into trades for post-secondary education NBCSA will transfer their transcript to NBCC so they don't have to repeat the safety course.

Mr. Siliker mentioned he would like to see WorkSafeNB implement a COR initiative program. he said that right now WorkSafeNB only uses the SAFIS but it's only used for larger companies and that most jurisdictions use a program like COR.

10. Modernization Update

a. General Update

The Executive Director of Communication provided a general update of the modernization efforts. She said that of the 5 programs and 26 projects WorkSafeNB has completed 3 projects and has 4 programs and 8 more projects in progress.

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

That the Board of Directors received the Modernization General Update for information.

i. Reallocation of One-Time Reorganizing Costs

The Executive Director of Communication told the Board of directors that reorganization costs were collected in 2019 and 2020 and were used in 2019, 2020, 2021 and 2022 for reorganization. WorkSafeNB is asking for approval to move the remaining funds into the Business Transformation Fund. If approved any future reorganizing cost would link to a modernization project o fall under the administrative budget.

The Vice-chair of the Board of Directors asked to have an analysis provided to the Board before making a decision on the recommendation of one-time reorganizing costs.

b. Internal Audit

The Director of Internal Audit provided a memo regarding the internal audit of the modernization update to the Board of Directors.

On motion duly made, seconded and carried, it was unanimously resolved:
That the Board of Directors received the Modernization Internal Audit memo for information.

c. Stakeholder Consultation Plan (In-Camera)

The Vice-president of Claims Management & Rehabilitation and the Director of Claims Management provided an overview of the Stakeholder Consultation Plan to the Board of Directors in-camera.

A motion was passed by the Board while in-camera.

11. Break (light Lunch)

12. Governance Committee Update

a. Chairperson's Report of Governance Committee of December 16 and February 21

The Governance 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 Governance Committee Chairperson's report for information.

b. Nomination of Board Member – Worker Representative (x1) (In-camera)

The Governance Committee Chair said that 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 workers representative vacancy.

13. Finance & Investment Committee Update

a. Chairperson's Report of Finance & Investment Committee of December 8 and January 31

The Finance & 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 & Investment Committee Chairperson's report for information.

b. Real Return Bonds

The Finance and Investment Committee Chair provided an overview of the memo provided to the Finance and Investment Committee from the CFO. The

recommendation is to buy back real return bonds and the cost to do so would be minimal.

On motion duly made, seconded and carried, it was unanimously resolved:
That the Board of Directors approve the recommendation that WorkSafeNB accept SEI's proposed solution and repurchase Real Return Bonds to restore a 1% holdings position within the Accident Fund.

14. HR & Compensation Committee Update

a. Chairperson's Report of HR & Compensation Committee of December 1

Mr. Guérette provided an overview of his report for the HR & Compensation Committee meeting to the Board.

On motion duly made, seconded and carried, it was unanimously resolved:
That then Board of Directors received the HR & Compensation report for information.

b. Ratification of Stand-In Committee Chair

The General Counsel and Interim Corporate Secretary indicated that there is need for a ratification of stand-in committee chair.

On Motion duly made, seconded and carried, it was unanimously resolved:
That the Board of Directors confirm the ratification of the stand-in chair for the December 1 Committee meeting.

c. Performance Review of CEO

The President & CEO said that there was a lot of notable work completed in 2022 and would like a document to reflect the work. It is recommended that the Board of Directors approve the Performance Review of CEO.

On motion duly made, seconded and carried, it was unanimously resolved:
That the Board of Directors approve the performance review of the CEO.

15. Fatality Review Committee Update

a. Chairperson's Report of fatality Review Committee of December 7 and February 16

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 then Board of Directors received the Fatality review Committee Chairperson's report for information.

16. New Business

The Vice-chair asked for an update on the Corporate Governance Counsel position. The President & CEO provided an update to the Board.

A member asked for an update on the benefit improvement for injured workers. The President & CEO responded that WorkSafeNB has been very active with PETL in drafting a Memorandum to Executive Council. He indicated that the memorandum should be before the Chair and CEO for signatures in the next 2 weeks and then within the following two weeks it should be before Cabinet.

On motion duly made, seconded and carried, it was unanimously resolved: *That then Board of Directors received updates on the Corporate Governance Counsel and benefit improvements for injured workers for information.*

17. In-Camera

An in-camera session was held.

Motion to adjourn at 12:30 p.m. February 23, 2023