

Oversight Committee Mandate: Human Resources and Compensation Committee

1. Purpose

The Human Resources and Compensation Committee (“the Committee”) provides advice and recommendations to the Board of Directors (BOD) in carrying out its responsibilities related to the Workplace Safety and Insurance Board (WSIB) human resources (HR) function. The Committee oversees the areas of HR strategy and the HR function. It supports the BOD in its role as a Plan Sponsor and Administrator of the WSIB Employees’ Pension Plan and the Supplementary Pension Plan.

2. Scope

This mandate describes the core function of the Committee.

3. Composition, skills and competencies

- 3.1. The Committee consists of a minimum of three members of the BOD. The Chair of the BOD is an ex officio member of the Committee.
- 3.2. Experience with human resources is desirable.
- 3.3. Experience with oversight of pension plan administration is desirable.

4. Frequency of meetings

The Committee shall meet quarterly, and more frequently as circumstances dictate.

5. Quorum

The majority of members of the Committee shall constitute a quorum for the transaction of business at a meeting, and a decision of the majority is the decision of the Committee.

6. Role of the Committee Chair

The Committee Chair provides leadership and direction in carrying out the Committee’s responsibilities and duties. The Committee Chair also fosters relationships among the Committee members and ensures that the Committee operates as a cohesive unit. The Committee Chair encourages full participation, facilitates consensus, and ensures clarity. In addition, the Committee Chair shall:

- 6.1. Lead and manage the Committee to ensure its effectiveness
- 6.2. Ensure that members of the Committee are acquainted with relevant HR matters, and that their knowledge of the WSIB is sufficient, to the extent needed and expected for them to perform their duties

- 6.3. Create the best possible working conditions for members of the Committee, individually and collectively
- 6.4. Ensure that the expertise and skill of each member of the Committee are used in the best possible manner to benefit the WSIB
- 6.5. Maintain communications with the Chair of the BOD, ensuring the Chair is kept apprised of issues and concerns of the Committee
- 6.6. Provide regular reports to the BOD on matters discussed at the Committee meetings.

7. HRCC responsibilities

The specific functions of the Committee are:

- 7.1. Oversight of People Plan
 - 7.1.1. Recommend to the BOD an enterprise-wide People Plan that aligns and supports the business outcomes of the WSIB Strategic Plan
 - 7.1.2. Monitor management's progress on the execution of the People Plan
- 7.2. Oversight of human resources function
 - 7.2.1. Recommend to the BOD:
 - 7.2.1.1. Changes to the structure of the WSIB that impact the composition of the Executive Committee
 - 7.2.1.2. Any material changes to the total rewards program, including non-bargaining unit compensation, and benefits
 - 7.2.1.3. The collective bargaining mandate(s)
 - 7.2.1.4. Ratification of collective agreements
 - 7.2.1.5. Payment of short term incentive awards, to eligible employees and the total maximum pay envelope in compliance with government directives, based on the Governance Committee's assessment of the Executive Scorecard
 - 7.2.1.6. Annual NBU Compensation Salary Grade Structure
 - 7.2.2. Oversight of HR performance and compliance matters:
 - 7.2.2.1. Metrics that demonstrate HR performance and management of workforce risks
 - 7.2.2.2. Reports to confirm that the WSIB is in compliance with all applicable HR directives

- 7.2.2.3. Reports to confirm that the WSIB is properly discharging its responsibilities regarding the health, safety and wellness of its employees
- 7.2.2.4. Succession management plans and development programs for Executive Committee members and specific roles reporting to the BOD (Chief Risk Officer, VP Internal Audit, Chief Actuary, General Counsel, and Corporate Secretary)

7.3. Pension plan administration

7.3.1. Recommend to the BOD with respect to the WSIB Employees' Pension Plan (EPP) and Employees' Supplementary Pension Plan (ESPP):

- 7.3.1.1. Plan design and amendments
- 7.3.1.2. Governance structure of the EPP, including the mandates of those to whom the BOD has delegated aspects of the administration of the Plan
- 7.3.1.3. Reciprocal agreements for the transfer of contribution and credits between pension plans
- 7.3.1.4. Appointment, and if necessary, termination of the third- party pension benefit administrator
- 7.3.1.5. Annual Pension Report for the EPP and ESPP

7.3.2. The Committee shall:

- 7.3.2.1. Meet with Member Advisory Committee and Ontario Compensation Employees Union representatives of the EPP as required
- 7.3.2.2. Provide input to the Audit and Finance Committee on:
 - Audited financial statements for the EPP and the ESPP
 - Actuarial valuation reports on the funded status of the EPP
 - Required pension contributions for the EPP and the ESPP
The relationship with WSIB's pension plans actuarial consultant(s), including the appointment and termination of the external actuary, in consultation with the Audit and Finance Committee
- 7.3.2.3. Oversee pension plan risks (shared with Audit and Finance Committee)

7.4. Other responsibilities

Oversee HR and workforce risks and report to the Governance Committee any significant human resources risks.