

Board of Directors Mandate

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1. Purpose

The Workplace Safety and Insurance Board (WSIB) Board of Directors (BOD) is constituted to exercise the powers and perform the duties of the WSIB under the *Workplace Safety and Insurance Act, 1997* (WSIA). The BOD is accountable to the Government of Ontario through the Chair and the Minister of Labour for:

- Oversight and governance of the WSIB
- Setting goals, objectives and strategic direction for the WSIB
- Carrying out the roles and responsibilities assigned to it under the WSIA, applicable Treasury Board and Management Board of Cabinet Directives, and the Memorandum of Understanding (MOU) with the Minister of Labour.

2. Scope

This mandate describes the responsibilities of the BOD and applies to all its members and External Advisors.

Statutes, regulations, and directives that apply to the WSIB and the MOU between the Minister of Labour and the Chair supersede this mandate.

3. Authority

The BOD is constituted to govern the WSIB and to exercise the powers and perform the duties assigned to it under the WSIA and any other pertinent act. Subject to the WSIA, the BOD has the powers of a natural person.

4. Access to the BOD

The Vice President and Chief Actuary, the Chief Risk Officer, the General Counsel and the Vice President of Internal Audit shall have direct and unrestricted access to the BOD.

5. Composition, skills & competencies

5.1. Composition

The BOD is composed of the Chair, the President and Chief Executive Officer (CEO), plus a minimum of seven or a maximum of nine members. The positions of Chair and President must be held by different persons. All BOD members are appointed by the Lieutenant Governor in Council.

5.2. Skills and competencies

An inventory of the skills and competencies of current members of the BOD is maintained. A regular assessment is conducted of available skills against those required to support the WSIB's multi-year Strategic Plan. Gaps in the BOD's skills and competencies are communicated to the Minister of Labour to inform the appointment process for new members of the BOD.

5.3. External advisors

To augment the skills and competencies available to the BOD, external advisors may be appointed. Three categories of external advisors exist:

- 5.3.1. Those who advise the BOD and/or a BOD committee on a specific issue or topic.
- 5.3.2. Those who are full members of a committee.
- 5.3.3. Those who are members of an advisory group reporting to a BOD committee.

6. BOD training and education

The WSIB is committed to ensuring that new members of the BOD receive appropriate orientation and education. In recognition of the importance of ongoing development, training and education opportunities are available to supplement the skills of BOD members.

7. Meetings

7.1. Frequency of meetings

The BOD shall meet at the call of the Chair, and in no case shall more than two months elapse between meetings of the BOD.

7.2. Notice of meetings

An annual schedule of all regular BOD and BOD committee meetings is issued.

7.3. Agenda

The BOD mandate is supported by an annual work plan that drives the work plans of BOD committees and the agendas of BOD committee and the BOD meetings.

7.4. Quorum

A majority of members of the BOD holding office constitutes a quorum, and a decision of a majority of the members constituting the quorum is the decision of the BOD. The BOD may act despite a vacancy in its membership.

7.5. Minutes

Minutes of the business transacted at the meetings of the BOD and its committees are prepared and kept.

7.6. Remuneration

Members of the BOD receive remuneration, benefits, and reimbursements for reasonable expenses in accordance with any applicable Orders-In-Council and Management Board of Cabinet Directives and Guidelines.

8. Responsibilities of the BOD

While the BOD maintains oversight of the WSIB, it delegates to the President and CEO the responsibility for day-to-day management. The BOD discharges its oversight responsibilities directly and through its committees.

8.1. Stewardship and strategic direction

The BOD directs and approves the strategic plan, the annual corporate business plan and budget to support the achievement of strategic objectives, and the delivery of programs and services.

8.2. WSIA responsibilities

To monitor WSIB's service delivery and oversee the Insurance Fund to ensure current and future benefits can be paid.

8.3. Performance monitoring

To monitor the progress of programs, services and strategic objectives (including projects), the BOD approves management reporting systems that include performance measures, targets and the weighting of measures. Progress against these measures and targets is reported regularly. Annual progress is reported to the Legislative Assembly through the WSIB's Annual Report.

8.4. Risk management and internal controls

The BOD is responsible for ensuring that the WSIB has an appropriate risk management and internal control framework to support the provision of ongoing programs and services, the achievement of strategic objectives in alignment with the enterprise risk appetite, and the integrity of WSIB's accounting and financial reporting. The BOD is responsible for complying with the requirements of the Agency and Appointments Directive (June 2017) for risk-based management and accountability.

8.5. Pension administration

The BOD is the administrator of the WSIB Employees' Pension Plan and the Supplementary Pension Plan pursuant to the Pension Benefits Act, as well as the Plan Sponsor of the WSIB Employees' Pension Plan. As Plan Sponsor, the BOD makes employer-related decisions in matters relating to the pension plan and the pension fund.

9. Roles on the BOD

9.1. Chair of the BOD

The Chair is accountable to the Government of Ontario. This means he or she is directly accountable to the Minister of Labour for the performance of the WSIB in fulfilling its mandate. See Attachment 1 for details.

9.2. Members of the BOD (Directors)

The BOD must act in a financially responsible and accountable manner in exercising its powers and performing its duties. See Attachment 2 for details.

9.3. President and CEO

The President and CEO is accountable to the BOD, through the Chair, for the management and administration of the WSIB in a manner consistent with the directions of the BOD. See Attachment 3 for details.

10. BOD-level evaluations

The effectiveness of the BOD, the committees, the Chair and the President and CEO is assessed regularly. The evaluations inform the BOD's review of BOD committee mandates, committee membership and education needs.

11. BOD mandate review

The mandate of the BOD is reviewed annually together with the mandates for BOD committees. The overall effectiveness of the BOD mandate is assessed every three years to determine how it has contributed to WSIB enterprise governance.

Attachments

Attachment 1

Role of the Chair

1. The Chair promotes communication to and with the stakeholders of the WSIB.
2. The Chair and President act as the liaison between the BOD and WSIB management.
3. The Chair is responsible for ensuring that all members of the BOD are informed of their responsibilities under the *Public Service of Ontario Act* (PSOA) and the WSIB's Conflict of Interest Policy and are aware of their rights and obligations under the PSOA related to political activity and disclosure and investigation of wrongdoing.
4. The Chair attests to the Minister annually that the WSIB is compliant with legislation, directives, and accounting and financial policies.
5. The Chair is responsible for ensuring timely communications with the Minister about any issue relating to the WSIB that may affect the Minister in the exercise of his or her responsibilities.
6. The Chair is the "Head" of the WSIB for the purposes of the *Freedom of Information and Protection of Privacy Act*.

Role of the BOD

1. Directors must act in a financially responsible and accountable manner in exercising its powers and performing its duties.
2. Directors are responsible for the execution of the statutory functions.
3. Directors set the strategic direction and oversee the management of the WSIB's operations. In this capacity, the BOD focuses on issues related to overall objectives, strategic direction, and major policy and program initiatives, rather than on issues related to the day-to-day management of the WSIB.
4. Directors are responsible for monitoring management's performance against measures.
5. Directors must certify annually their compliance with conflict of interest requirements
6. Directors must meet the responsibilities under the PSOA including and are aware of their rights and obligations under the PSOA related to political activity and disclosure and investigation of wrongdoing.

*Specific responsibilities of the BOD are included in the BOD Work Plan.

Role of the President and CEO

1. The President and CEO manages the day to day operations of the WSIB and provides guidance to staff.
2. The President and CEO is responsible for reporting to the BOD through the Chair about in-year performance.
3. The President and CEO is responsible for providing timely, accurate and relevant information including analysis, options, recommendations and context to enable the BOD to make informed decisions and to discharge its duties.
4. The President and CEO is responsible for attesting to the Chair on the WSIB's compliance with applicable Treasury Board and Management Board of Cabinet directives.
5. The President and CEO is responsible for keeping the Chair and the BOD advised on issues or events that may concern them in the exercise of their respective responsibilities.
6. The President and CEO is responsible for a system for creating, collecting, maintaining and disposing of records, for retaining records of formal WSIB documents, for making such documents publicly available when appropriate, and for complying with the *Freedom of Information and Protection of Privacy Act*.