

Governance Committee Mandate

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1. Purpose

The Governance Committee (“the Committee”) advises and assists the Board of Directors (BOD) on issues relating to the governance of the Workplace Safety and Insurance Board (WSIB) and its stewardship role with respect to the management of the WSIB including enhancing performance.

2. Scope

This mandate describes the authority and responsibilities of the Committee.

3. Authority

The Committee shall oversee the following:

- 3.1. WSIB’s enterprise governance, including the Enterprise Governance Framework
- 3.2. Enterprise Risk Management (ERM) Strategy, significant enterprise risks and compliance
- 3.3. WSIB’s privacy program.

4. Composition, skills & competencies

- 4.1. The Committee shall consist of, at a minimum, the chairs of each WSIB BOD committee. The Chair of the BOD is the Chair of this committee. The President and CEO is a member of this committee
- 4.2. Knowledge of corporate governance and risk management.

5. Access to the Committee

The Chief Risk Officer shall have direct and unrestricted access to the Committee.

The agenda for each Committee meeting may include an in-camera session with the Chief Risk Officer (CRO). The CRO may be invited to attend the meeting at the discretion of the Committee Chair. Such sessions are to occur without management present and are to be treated as strictly confidential between the CRO and the Committee.

6. Frequency of meetings

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

7. 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.

8. Role of the Committee Chair

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

- 8.1. Lead and manage the Committee to ensure its effectiveness
- 8.2. Ensure that members of the Committee are acquainted with their duties, and their knowledge of the WSIB is sufficient, to the extent needed and expected, to perform their duties
- 8.3. Create the best possible working conditions for members of the Committee, individually and collectively
- 8.4. Ensure that the expertise and skill of each member of the Committee is used in the best possible manner to benefit the WSIB
- 8.5. Provide regular reports to the BOD on matters discussed at the Committee meetings.

9. Responsibilities of the Committee

The specific functions of the Committee are:

9.1. Corporate governance

Oversee enterprise governance of the WSIB by recommending to the BOD:

- 9.1.1. Changes to the Memorandum of Understanding with the Minister of Labour
- 9.1.2. Changes to the By-Law
- 9.1.3. Changes to the Enterprise Governance Framework and policy
- 9.1.4. Changes to the structure and mandate of BOD (Oversight-Level) Committees, including the BOD Mandate
- 9.1.5. Annual Statutory Delegation of Power and Duties document
- 9.1.6. A director orientation program
- 9.1.7. An annual plan to evaluate the BOD, the Chair and the President in the

performance of their duties and obligations and their effectiveness

- 9.1.8. Skills, knowledge and expertise that would assist the BOD in discharging its duties, for consideration by the Minister of Labour, when appointing new members of the BOD and/or a new President
- 9.1.9. The WSIB's Ethics Framework including;
 - 9.1.9.1. Changes to the Code of Business Ethics and Behaviour and associated oversight policies such as Conflict of Interest and, Disclosure of Wrongdoing
 - 9.1.9.2. Regular reports on the WSIB Ethics Framework, to monitor the organization's ethical culture. (See 9.3.2.2 below for details.)

9.2. Stewardship

- 9.2.1. Recommend to the BOD:
 - 9.2.1.1. Multi-year strategic plans (or updates)
 - 9.2.1.2. In conjunction with the Audit and Finance Committee, the annual Corporate Business Plan
 - 9.2.1.3. Management reporting systems with targets and measures to:
 - Assess the performance of programs established under *Workplace Safety and Insurance Act, 1997* (WSIA)
 - Achieve annual business and multi-year strategic objectives
 - Support oversight of strategic projects
 - Assess the Executive Scorecard, including the weighting of executive objectives
- 9.2.2. Monitor quarterly management performance against the Executive Scorecard and recommend to the Human Resources and Compensation Committee an annual assess of management's performance.

9.3. Compliance

- 9.3.1. Recommend annually to the BOD:
 - 9.3.1.1. Updates to the Corporate Compliance Policy
- 9.3.2. Review quarterly compliance reports, and make recommendations to the BOD on the management of significant compliance issues, as appropriate:
 - 9.3.2.1. Significant compliance breaches refer to those with a high risk to the WSIB or have an enterprise-wide implication and include all

WSIB non-financial programs and functions.

- 9.3.2.2. With regard to breaches of the WSIB Ethics Framework, the report shall include aggregate information to help the Committee (a) assess the ethical culture, (b) identify trends in specific categories of violations, and (c) monitor enterprise mitigation plan
- 9.3.2.3. Status of significant compliance issues previously reported
- 9.3.2.4. Upcoming changes to legislation and government directives.

9.4. Enterprise Risk Management (ERM)

- 9.4.1. Recommend annually to the BOD:
 - 9.4.1.1. Updates to the Corporate Risk Management Policy
 - 9.4.1.2. Annual ERM Strategy, including risk appetite statements and programs
 - 9.4.1.3. An Annual Risk Report.
- 9.4.2. Review the regular risk reports and make recommendations to the BOD on the management of the significant risks, as appropriate.

9.5. Privacy stewardship

Oversee the WSIB's Privacy Program by:

- 9.5.1. Reviewing information pertaining to privacy breaches reported in the Quarterly Compliance Report
- 9.5.2. When required, make recommendations to management for improvement to the WSIB's Privacy Program.

9.6. Fair Practices Commission

- 9.6.1. Recommend to the BOD the appointment of the Fair Practices Commissioner
- 9.6.2. Conduct the Fair Practices Commissioner performance evaluation annually.

9.7. IT Advisory Group

- 9.7.1. Direct the activities of the IT Advisory Group (ITAG)
- 9.7.2. Recommend to the BOD Submissions from ITAG as required.

9.8. Other functions of the Committee

- 9.8.1. Oversee the function of the Office of the Corporate Secretary

- 9.8.2. Conduct, with input from appropriate members of management, the annual performance evaluation of the Corporate Secretary
- 9.8.3. Conduct, with input from the President and CEO the annual performance evaluation of the General Counsel.
- 9.8.4. Recommend to the BOD :
 - 9.8.4.1. Resolution of policy issues referred to the WSIB by the Workplace Safety and Insurance Appeals Tribunal pursuant section 126 of the WSIA
 - 9.8.4.2. Information sharing agreements for the Ministry of Labour to obtain Lieutenant Governor in Council approval (WSIA S159).
- 9.8.5. Review the WSIB's annual:
 - 9.8.5.1. Policy Agenda
 - 9.8.5.2. Grants Agenda
 - 9.8.5.3. Sponsorship Agenda.