



Workers' Safety and  
Compensation Board

———— Yukon ————

**Board of Directors'**

# **GOVERNANCE GUIDE**

**Adopted January 2006**

*[Amended July 1, 2022]*

## **Board of Directors' Commitment**

The appointed Board of Directors commit to govern the Workers' Safety and Compensation Board as set out in this Governance Guide, adopted January 11, 2006.

The current Directors, in appreciation, acknowledge SBM Davis & Associates Management Consulting Ltd. and previous Directors for the work undertaken in collaboration with the Board of Directors in the development of this Governance Guide.

Mark Pike, Chair

Vicki Hancock, Vice Chair

Keith Ellert, Representative of Workers

Heather McIntyre, Representative of Employers

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Lisa Martin, Representative of Employers

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## Introduction

The Board of Directors of the Workers' Safety and Compensation Board (WSCB) is mandated by the Government of Yukon to oversee the implementation and administration of the *Workers' Safety and Compensation Act* and related regulations. This Governance Guide provides the framework within which the Board of Directors carries out its responsibilities outlined by this legislation. The Board of Directors publishes this Guide as a demonstrated ongoing commitment to uphold the highest standards of performance in its work as Directors of WSCB.

The Board of Directors approved in principle its first Governance Handbook in August 2002 and amended the Handbook in May 2003. The Handbook was originally designed to include the necessary legislative and policy information to guide the Board of Directors in its work. In 2006, a new Governance Guide was adopted to guide the Board of Directors in delivering on ten principal governance responsibilities to WSCB. These responsibilities are as follows:

1. Define WSCB Long-Term Direction
2. Understand and Interpret WSCB Accountability Framework
3. Define and Ensure Value for WSCB Stakeholders
4. Establish WSCB Board of Directors' Structure and Process
5. Interface with WSCB Stakeholders
6. Partner with WSCB Management
7. Plan for WSCB Succession
8. Monitor and Evaluate WSCB Organizational Performance
9. Foster Change and Manage Issues for WSCB
10. Define and Develop Policy for WSCB

This Guide contains the significant information and tools the Board of Directors will use to provide governance over the next five years. Each section contains a **definition** of the specific responsibilities in that area, the principal **tools** the Directors will use to carry out the responsibilities in each area, and the specific **commitment** the Directors will make to ensure the responsibility is honoured.

Upon appointment, the Board of Directors will sign the Declaration of Commitment to the Governance Guide, which may be found in the appendices.

The Board of Directors will review and update this Governance Guide on an annual basis and will sign the Declaration of Commitment acknowledging their continued commitment.

## Definitions

Workers' Safety and Compensation Board (WSCB) refers, in this document, to the whole organization including the Board of Directors, President/CEO and staff.

**Board of Directors** refers to the group of individuals appointed by the Commissioner in Executive Council to collectively provide governance to WSCB.

**Director/Directors** refers to the appointed individual(s) on the Board of Directors.

**President/CEO** refers to the individual, recruited and hired by the Board of Directors, responsible for the administration of WSCB and other duties as described in section 13 of the *Workers' Safety and Compensation Act*.

**Staff** refers to the individuals employed by the Public Service Commission on behalf of WSCB.

The President/CEO and staff are members of the Public Service of the Yukon.

## 1. Define WSCB Long-Term Direction

### Definition

In order to effectively implement and administer the relevant legislation, the Board of Directors of an organization is responsible for developing a plan. The Board of Directors takes the "long, wide view" for setting the long-term direction for the organization. This normally takes place through a process such as strategic or business planning. The Board of Directors is responsible for developing the contents of the Strategic Plan - notably "Mission", "Mandate", "Values", "Vision" as well as the "Goals" "Objectives", and "Accountability" for the organization for a specific period of time. The President/CEO is responsible for developing the operational "Tactics", which describe what will be done to reach the objectives.

To develop this plan, the Board of Directors, in cooperation with WSCB Executive Committee (senior management team), identifies and evaluates risk and positioning, consults with stakeholders and then develops the long-term plan to favourably position WSCB relative to these risks and stakeholder perspectives.

In summary, the Board of Directors is responsible for:

- ◆ Developing and adopting a strategic planning process;
- ◆ Identifying the principal risks of the corporation's business;
- ◆ Consulting stakeholders with respect to their views and needs; and
- ◆ Ensuring implementation of appropriate systems to achieve organizational success in managing risks and meeting stakeholder needs.

## Tools

The Board of Directors will utilize the following tools to fulfill its responsibilities in this area:

- ◆ A Five-Year Strategic Plan
- ◆ A Five-Year Strategic Scorecard
- ◆ An annual operational Business Plan

## Commitment

The Board of Directors will develop a long-term plan for WSCB, called the Strategic Plan, every five years. This plan will be based on a process of environmental scanning and stakeholder consultation and will include the following components:

### **Message from the Chair, on Behalf of the Board of Directors**

### **Message from the President/CEO**

### **Mission – Who We Are**

### **Mandate – What We Do**

- **Preventing Disability**

### **Values – How We Do It**

- **Partnership**
- **Accountability**
- **Compassion**

### **Vision: Zero – Why We Do It**

### **Goals, Objectives, Tactics and Accountability**

Once this plan has been developed, it is the responsibility of the Board of Directors to provide clear objectives and directions for the President/CEO and to identify and monitor performance measurables for those objectives. The Board of Directors, therefore, in cooperation with the President/CEO, will develop a Strategic Scorecard to monitor and measure performance. Performance will be monitored against the scorecard on a quarterly basis.

Specifically, the Board of Directors will:

- ◆ Annually review the WSCB Strategic Plan and ensure:
  - Relevance to the legislated requirements;
  - Needs of stakeholders are addressed;
  - Risks and opportunities facing WSCB are identified;
  - Appropriate responsive actions to current environmental scans are taken;

- Goals are established for WSCB on an annual basis, as evolved from the Strategic Plan, for one or more years;
- Tactics are approved and an annual Business Plan put forward by the President/CEO for the attainment of the goals and initiatives over and above day-to-day operations; and
- Attainment of the end results of the plan on a quarterly and annual basis is monitored.

The current Strategic Plan is located on the WSCB website at [www.wcb.yk.ca](http://www.wcb.yk.ca).

## 2. Understand and Interpret WSCB Accountability Framework

### Definitions

The Accountability Framework defines the delegated powers and the reporting requirements for WSCB. There are three principal components to the WSCB Accountability Framework:

- ◆ Legislative Framework, which describes the Board of Directors and its accountability to the Minister and Yukon workers and employers;
- ◆ Governance Framework, which describes the Board of Directors' governance processes and the relationship of responsibilities between the Directors and the President/CEO; and
- ◆ Strategic and Business Plan Scorecards, which specifically detail the results for which the President/CEO will be held accountable by the Board of Directors.

Each of these components is detailed below.

### The Legislative Framework

The foundation for the WSCB Accountability Framework has been established by the Legislature to establish a board and a board of directors, independent of government, with equal representation from workers and employers, and a chair and vice chair, to administer workers' compensation and workplace health and safety for all industries."

Implicit in the legislation is that the Board of Directors is the 'guardian of the system' and should act in such a way as to fulfill the principles and objectives of the legislation. Therefore, the Directors must act in good faith and in the best interests of the system as a whole while recognizing their fiduciary obligations.

The Board of Directors is responsible for administering the *Workers' Safety and Compensation Act* and is bound by the Act and regulations. The roles and responsibilities of the Board of Directors are established in the Act and are outlined below.

### **General**

The Board of Directors:

- ◆ Is responsible for overseeing the administration of the Workers' Safety and Compensation Act;
- ◆ Shall promote awareness of the basic rights and obligations of workers and employers;
- ◆ Are to ensure that workers, dependents of deceased workers and employers are treated with compassion, respect and fairness;
- ◆ Shall plan for the future of WSCB; and

### **Functioning**

The Board of Directors:

- ◆ Will remain independent from government;
- ◆ Will meet at least every three months; and
- ◆ May act despite any vacancy.

### **Accountability**

The Board of Directors:

- ◆ Shall hold an annual information meeting;
- ◆ Shall appear before the Yukon Legislative Assembly annually, represented by the Chair and the President/CEO;
- ◆ Shall advise, investigate and report to the Minister, in a timely manner, on any matter the Minister may request; and
- ◆ Shall provide the Minister with an annual report no later than April 30<sup>th</sup> of each year, which will include: audited financial statements and the annual report of the auditor, an actuarial statement of opinion on the Compensation Fund, a summary of the financial and management practices, policies and plans, including a strategic plan that sets out the Board of Directors' priorities, objectives and performance measures, and a summary of the activities of WSCB.

### **Confidentiality**

The Board of Directors:

- ◆ Are to maintain confidentiality in matters respecting the compensation and workplace health and safety systems when discussing or conducting the affairs of the systems; and
- ◆ Shall establish rules for conflict of interest and provide guidelines regarding participation and voting at meetings by a member of the Board of Directors who has a conflict.

### **Adjudication**

- ◆ Through the budget process and policies, the Board of Directors will:
  - Provide an open and fair system of guaranteed, adequate compensation for all workers or their dependents for work-related injuries; and
  - Promote recovery from workplace injuries through early and safe return to work, appropriate health care as well as vocational rehabilitation, where required.



## **Finance**

The Board of Directors:

- ◆ Will maintain a solvent Compensation Fund managed in the interest of workers and employers;
- ◆ Will consider and approve the capital and operating budgets of WSCB;
- ◆ Will cause an actuarial valuation of the Compensation Fund to be performed in accordance with applicable actuarial and financial reporting standards; and
- ◆ Will provide the Minister with an audited financial statement as required by legislation.

## **Prevention**

- ◆ The Board of Directors, through the budget process and policies, will combine efforts and resources to prevent workplace injuries including the enforcement of health and safety legislation.

## **Appeals**

- ◆ The Board of Directors will provide an appeal procedure that is simple, fair and accessible, with minimal delays.

## **The Governance Framework for WSCB**

The Board of Directors is the first line of accountability for WSCB. As such, it is responsible for implementing a governance process, which facilitates the sound functioning of the organization.

Board of Directors govern rather than manage. Governance is the act of establishing and providing stewardship of the organization. In this Guide, governance refers to the processes used by the Directors to provide overall direction to WSCB. These define the delegation of decision-making power and resources to conduct the Board of Directors' business, as well as the development of key policies and principal tools the organization will use to manage its performance.

The Canadian Comprehensive Auditing Foundation establishes Six Principles of Effective Governance for Boards. Effective governing Board of Directors:

- ◆ Are comprised of people with the necessary knowledge, ability and commitment to fulfill their responsibilities;
- ◆ Understand their purpose and whose interests they represent;
- ◆ Understand the objectives and strategies of the organization;
- ◆ Understand what constitutes reasonable information for good governance and obtain it;
- ◆ Once informed, are prepared to act to ensure the organization's objectives are met and that performance is satisfactory; and
- ◆ Fulfill their accountability obligations to those whose interests they represent by reporting on their organization's effectiveness.

The Governance Framework for WSCB is designed to uphold these principles through the use of various tools for the Board of Directors' development, planning, and monitoring performance.

The relationship between the Board of Directors and President/CEO is defined as follows:

1. The Directors assumes responsibility for the leadership and stewardship of WSCB.
2. The President/CEO is held responsible for delivering results identified by the Board of Directors, and for respecting the Accountability Framework developed by the Directors.
3. Both parties are responsible for ensuring a sound and effective working relationship between the two parties.

### **President/CEO Accountability**

The Strategic and Business Plan Scorecards are the principle tools used by the Board of Directors to hold the President/CEO accountable for specific performance objectives. The President/CEO will report to the Board of Directors quarterly, on the status of these scorecards.

## **Tools**

The key tools, which form the basis of the Accountability Framework, are as follows:

- ◆ Acts and Regulations
- ◆ Strategic Plan
- ◆ Governance Guide
- ◆ Strategic Scorecard and Business Plan Scorecard

## **Commitment**

In conjunction with its responsibilities and accountabilities, the Board of Directors commits to the following:

- ◆ Ensure it operates independently from Government;
- ◆ Review and update its governance processes and the Governance Guide annually;
- ◆ Approach its tasks and responsibilities in a manner which emphasizes strategic leadership as opposed to administrative management and will focus on long-term goals and ends as opposed to means. The Directors will ensure the development and use of measurements of those ends;
- ◆ Respect the boundaries between the President/CEO and the Board of Directors, as established through mutual discussions;
- ◆ In conjunction with the President/CEO, will quarterly review the Strategic and Business Plan Scorecards. These scorecards will be based on the approved Strategic Plan, Operational/Business Plan and resulting budget of the organization; and
- ◆ Establish discretionary spending limits for the President/CEO. These discretionary spending limits will be reviewed each year during budget presentations and approval.

### 3. Define and Ensure Value for WSCB Stakeholders

#### Definition

There are two key sets of values which the Board of Directors must consider in defining and ensuring value for stakeholders. The first set of values represents those considered by stakeholders to be important to their perceptions and needs.

These may include the following:

- ◆ Degree and ease of access to services and the quality of services provided;
- ◆ Style utilized by WSCB to provide services and communicate with stakeholders;
- ◆ Fairness in the decisions made relative to compensation and care;
- ◆ Cost of services, as well as how resources are allocated;
- ◆ Degree to which the organization consults with and listens to the views of stakeholders; and
- ◆ Speed and timeliness of response to concerns and issues of stakeholders.

It is the responsibility of the Board of Directors to identify WSCB key stakeholders and determine the values specific to each of these groups of stakeholders. The Directors must then determine if these needs can be met and value can be demonstrated.

The second key responsibility of the Board of Directors is to develop the values of the organization in the strategic planning process. These values represent the ethics which will characterize the way in which WSCB does business. These values will be developed from the understanding the Directors have regarding its stakeholders' views and perceptions of value.

It is not sufficient to simply identify values. The Board of Directors must monitor the respect for these values as it does business. This implies a process of monitoring stakeholder feedback and issues, as well as a more formal review of whether or not WSCB values are being respected by all parties in the organization.

#### Tools

- ◆ The Strategic Planning Process
- ◆ Stakeholder and Internal Consultations
- ◆ Annual Board of Directors' Values and Strategic Plan Review

## Commitment

The Board of Directors commits to the following to ensure value for all stakeholders:

- ◆ Conduct an ongoing and regular program of consultation with all stakeholders and include representative groups - workers and employers, as well as employees and key government officials;
- ◆ Identify key values in the Strategic Plan and modeling these values in the Directors' governance process; and
- ◆ Monitor the respect for the espoused values on an ongoing basis, and conduct an annual values audit as part of the strategic planning process to ensure the values are appropriate and practiced.

## 4. Establish WSCB Board of Directors' Structure and Process

### Definition

The current composition of the Board of Directors is established as the result of the *Workers' Safety and Compensation Act*. The Board of Directors is comprised of seven to nine members, one of whom sits as the Chair. There must be no fewer than four and no more than six voting members consisting of equal representation from employers and workers. The Chair and the Vice Chair are members of the Board of Directors. The Vice Chair is non-voting unless they are required to act as the Chair. The President/CEO also sits on the Board of Directors as a non-voting member.

The effectiveness of the Board of Directors influences the effectiveness of WSCB as a whole. The Directors must have an effective structure and process to ensure that business proceeds in a timely and efficient manner.

### Tools

#### The Role of the Chair

By legislation, the Chair will call and preside over meetings in accordance with procedures established by the Board of Directors and will report annually to the Legislature on matters relating to the administration of the Act and the financial status of WSCB.

By delegation from the Board of Directors, the Chair will:

- ◆ Advise the Minister on developments in the field of compensation and workplace health and safety;
- ◆ Submit the annual report to the Minister pursuant to the Act;
- ◆ Call and preside over all meetings of Board of Directors' committees (unless directed otherwise);

- ◆ Ensure appropriate reports of Board of Directors' committee activities are submitted to the Directors;
- ◆ Co-ordinate appropriate, necessary support to the Directors' committees to accomplish their mandates;
- ◆ Facilitate discussions of the Directors;
- ◆ Act as the chief spokesperson for WSCB on behalf of the Board of Directors, relative to the public and government, including, but not limited to, all correspondence; and
- ◆ Delegate his/her authority as necessary and appropriate.

When the Chair is unavailable, the Vice Chair will assume the role of Chair. The duties of the Vice Chair are the same as those of the Chair, but carried out only in the absence of the Chair. In addition, the Vice Chair:

- ◆ Learns the duties of the Chair and keeps informed on key issues;
- ◆ Works closely as consultant and advisor to the Chair; and
- ◆ Prepares to let their name stand for a future term as Chair.

### **The Role of the Board of Directors**

- ◆ The Directors are expected to conduct themselves with decorum at all meetings and functions in which they are representative of the Board of Directors, respecting the opinions of other Directors and WSCB itself.
- ◆ As representative members, the Directors appointed as representative of workers and employers have the unique role of acting in the best interest of WSCB while ensuring that they are fully aware of the interests and needs of their representative stakeholders. Workers and employers have both shared and diverse interests. There may be the perception that when opposing issues arise, the Directors are expected to hold to the positions of their stakeholder groups. There will be instances where the Directors will rise above stakeholder positions to embrace another perspective which they believe to be in the best interest of injured workers, employers and ultimately, the system.

### **Meetings**

#### **Conduct of Meetings**

- ◆ The Chair will set the agenda for each meeting. A Director may request an item be placed on the agenda prior to the meeting package distribution.
- ◆ Meeting agenda and materials will be provided to the Directors by the end of the week prior to the regular scheduled Board of Directors meeting.
- ◆ Additions to the agenda at the time of the meeting will be permitted providing all members of the Directors agree. Otherwise, the item will be tabled to the next meeting.
- ◆ The Directors will provide direction and advice regarding the form, content, level of detail and relevance of agenda material provided.
- ◆ Meetings will be conducted in a business-like fashion with each Director being provided suitable opportunity to speak to each issue.
- ◆ Directors are expected to attend all Board of Directors' meetings.

- ◆ The Board of Directors will operate on the basis of consensus. The Chair may use alternative processes to facilitate consensus.
  - ◆ Directors representative of employers and workers are expected to participate in voting and approval processes. Under the Act, the Chair has the right to vote. The Vice Chair can vote only if acting for the Chair
  - ◆ Each Director is responsible for being familiar with the material provided and will be prepared to discuss and debate the issues raised.

### **Order of Business**

- ◆ The Board of Directors will meet at least every three months and may conduct its proceedings in such a manner as it considers appropriate.
- ◆ Electronic meetings may be considered formal meetings of the Board of Directors, provided minute requirements are met.

### **Recording of Board of Directors Meetings**

- ◆ The Board Manager or designate will record all Board of Directors' meetings.
- ◆ Minutes will include:
  - Date, location and time of convening/adjourning of meetings;
  - Agenda and action items;
  - Attendance and regrets; and
  - Motions and voting results.
- ◆ Issues and discussion arising will be recorded to provide clarity as to how decisions were made. Minutes may indicate whether items were expressed by the Board of Directors, the President/CEO or guests.
- ◆ Finalized draft minutes will be provided in the packages for the following meeting.
- ◆ Finalized minutes, approved by the Board of Directors, will be held in the Information Management Unit along with all relative materials and meeting package references. Recording notes will be destroyed once the Directors have approved the minutes.
- ◆ There will be minutes taken at all Board of Directors' meetings. The purpose of the minutes is to assure a clear record of the considerations made by the Directors when making decisions.

### **Correspondence Authorized by the Board of Directors**

The Chair or Vice Chair will sign correspondence, as authorized by the Board of Directors, which has been duly recorded in the meeting minutes. Where correspondence arises out of a legal opinion provided to the Board of Directors and the Directors determine it is appropriate to provide that opinion and waive solicitor / client privilege, there will be a cover letter signed by the Chair, indicating that the legal opinion is attached.

### **Board Orders, Policies and Rules**

Board Orders, policies and rules will be signed by the Chair or Vice Chair, as authorized by Board of Directors' meeting minutes, and the signature of the Chair/Vice Chair will be deemed to be signatory on behalf of the Directors.

## **Committees**

The Board of Directors may, from time to time, constitute and dissolve both standing and ad hoc committees, by resolution. The Board of Directors will determine the membership and specific responsibilities of committees; however, the responsibilities of committees, in general, are to provide research, advice and direction to the Directors. Committees do not have decision-making powers.

There are three standing committees of the Board of Directors. Each committee is a committee of the full Board of Directors. The Terms of Reference for these committees may be found in the appendices.

- Finance, Investment and Audit Committee (FIAC)
- Board Policy Committee
- Board Audit and Risk Committee

There are two standing consultation committees, the Stakeholder Advisory Committee and the Prevention and Safety Advisory Group, consisting of members of the Board of Directors, the President/CEO and appointed volunteer stakeholder representatives of employers and workers. Staff attend as appropriate.

From time to time, ad hoc committees are established by the Board of Directors focused on stakeholder participation, consisting of members of the Board of Directors, the President/CEO and volunteer stakeholder representatives of employers and workers. Staff attend as appropriate. The groups may include, but are not limited to:

- Policy Working Group.

## **Board of Directors' Support**

The Board of Directors is supported by a Board Manager whose responsibilities include, but are not limited to:

- ◆ Assisting in planning, directing, coordinating the activities of the Board of Directors, including Director and committee meetings, as requested by the Chair;
- ◆ Maintaining communication links between the Directors;
- ◆ Providing support and advice to the Board of Directors as a whole and to individual Directors;
- ◆ Providing advice on business meeting protocol and rules of order;
- ◆ Providing orientation and training to new Directors;
- ◆ Ensuring accurate, professional and timely distribution of sensitive and confidential information from external and internal sources;
- ◆ Managing the Board office including procedures, a Bring Forward System, maintenance of Board of Directors' documentation and office security;
- ◆ Providing executive assistance to the Chair, while taking direction from the Chair (or Vice Chair as appropriate); and
- ◆ Recording minutes at all Board of Directors meetings and other business meetings as requested, such as stakeholder meetings.

## **Board of Directors Professional Guidelines**

The following guidelines are intended to provide members of the Board of Directors with a clear description of behavioural expectations.

### **Unanimity**

No member of the Board of Directors may engage in public criticism of WSCB or in public disagree with any decision of the Directors. The Board of Directors must speak with one voice to establish and maintain trust and credibility with all stakeholders.

### **Confidentiality of Information**

Information gathered or prepared for use by the Board of Directors is confidential under the provisions of the Act. No Director will divulge or allow to be divulged that information except in the performance of their duties or under the authority of the Board of Directors and in conformance with the *Access to Information and Protection of Privacy Act* (ATIPP).

Information regarding individual worker or employer information is not the business of the Board of Directors and shall not be sought out. Directors are only involved with individual matters in their role as appeal bodies. In addition, the Board of Directors establishes the following rules regarding information use and dissemination.

The following information or issues are to be kept confidential:

- ◆ Any information identified as confidential either in written or any other form;
- ◆ Personnel matters;
- ◆ Claims, appeals or employer specific information;
- ◆ Items related to physical security of the premises or staff;
- ◆ Legal opinions pertaining to legal matters involving the Board of Directors, unless approved by General Counsel and authorized by a motion passed by the Directors (protected by solicitor/client privilege);
- ◆ Information which, if released, could prejudice the Board of Directors, the Appeal Tribunal or WSCB in its administration of the Act;
- ◆ Minutes of Board of Directors' meetings, items dealt with 'in camera' and/or submission documents where marked confidential;
- ◆ Draft material involving court cases;
- ◆ Personal information including medical, psychiatric or psychological history, diagnosis, condition, treatment or evaluation;
- ◆ Except as required by law, information with respect to a possible violation of the Act; and
- ◆ Information with respect to the amount of monies or benefits paid out to an injured worker.

This provision is not intended to limit a member of the Board of Directors from discussing issues and policies with stakeholders. The intent is that Directors must maintain a proper governance role and must not provide, to any party, information which could be damaging to the operation of WSCB, bring WSCB under public embarrassment or be detrimental to the credibility of the Board of Directors. Each Director must comply with the Confidentiality Provisions in this Governance Guide when they are appointed to the Board of Directors as well as adhere to the principles of the ATIPP Act. The provisions are included in the appendices.



### **IFRS Disclosure Form**

A requirement under the International Financial Reporting Standards (IFRS) is for members of the Board of Directors and Executive Committee to complete a "Declaration of Personal Interests" form. This information is reviewed during the annual financial audit and relevant items will be disclosed in the notes of the audited financial statements. This form may be found in the appendices.

### **Conflict of Interest**

The Board of Directors will arrange their private affairs in a manner that will prevent real, potential, apparent or perceived conflicts of interest from arising. Each Director will comply with the Conflict of Interest Provisions in this Governance Guide when they are appointed. Details regarding Conflict of Interest Provisions, as established by the Board of Directors may be found in the appendices.

### **Liability of Board of Directors**

Pursuant to section 189 of the Act, no action or proceeding may be brought against a member of the Board of Directors for anything done or omitted to be done (a) in the performance or intended performance of a duty that is imposed under this Act; or (b) in the exercise or intended exercise of a power under this Act.

### **Discipline of the Board of Directors**

Directors are required to act within the guidelines and spirit of this Governance Guide, the legislation and Board of Directors' policies. If a Director believes that another Director has, or is, acting in a manner contrary to the above, he/she may bring the issue to the attention of the Chair. The Chair will determine the seriousness of the issue and may bring the item to the attention of the full Board of Directors, 'in camera', and the Director will be given an opportunity to defend or explain his/her actions. Pursuant to Section 10(11) of the Act, members of the Board of Directors, other than the President/CEO may be removed by the Commissioner in Executive Council only for cause. If the Chair is unable to resolve any issues of conduct unbecoming a Director, the Chair may address the matter with the Minister. The Board of Directors' Code of Conduct is as follows.

### **Code of Conduct**

The Board of Directors developed a Code of Conduct for Directors in September 2005 and it is reviewed annually. This Code of Conduct governs the behaviour of all Directors while engaged in Board of Directors' activities. The Code of Conduct forms part of this Governance Guide and, therefore, all Directors demonstrate their commitment to this Code when they sign the Guide's Declaration of Commitment. If the Chair is unable to resolve any issues of compliance to the Code of Conduct, the Chair may address the matter with the Minister.

#### **Code of Conduct**

We, the Board of Directors of the Workers' Safety and Compensation Board (WSCB) are engaged in WSCB activities and events. These behaviours are intended to guide the conduct of Directors to facilitate a high-performing Board of Directors.

- Practice fair, ethical, sound and defensible decision-making.
- Achieve consensus in decision-making wherever possible.
- Practice active listening and embrace healthy debate while respecting all opinions.
- Fairly and accurately present and debate the perspectives of stakeholders.
- Respect the practice of governance, the neutrality of the Chair and Vice Chair, the role of the President/CEO, and all other WSCB business relationships.
- Maintain focus on, and respect for, the foundation documents of WSCB, including the Meredith Principles, legislation, Board of Directors' policies, Strategic Plan and Governance Guide.
- Report for meetings promptly, be prepared and be ready to actively participate.
- Demonstrate respect for one another, encourage respectful interaction and support one another both in and out of the Boardroom.

## **Commitment**

The Board of Directors commits to upholding and following these guidelines as outlined in this Governance Guide. Further, the Directors commit to reviewing its processes annually.

## 5. Interface with WSCB Stakeholders

### Definition

To be effective in delivering its mandate, WSCB must be closely attuned to the diverse interests of its stakeholders. One of the challenging responsibilities facing the Board of Directors is to seek, organize, weigh and evaluate stakeholder input. The relationship between Directors and stakeholders should promote:

- ◆ Accessibility of the Board of Directors to stakeholders;
- ◆ Communication of the 'facts' with respect to issues and situations, prior to motions and votes;
- ◆ Sound consultative processes; and
- ◆ When decisions are made at the Board table, the Board of Directors and each Director must be prepared to go to stakeholders to explain what decisions were made and upon what criteria the Directors made such informed decisions. This may include motivators, background information, and perhaps even the actual points raised in discussions without revealing the votes. The Directors, acting pursuant to a motion or the Chair, speaking on behalf of the Board of Directors, will provide the required information to go back to the stakeholders.

The Board of Directors has identified its key stakeholders as follows:

- ◆ **President/CEO.** The primary relationship for Strategic Plan implementation is with the President/CEO. The Board of Directors intends to build an honest, open, trusting relationship with a shared vision and mutual accountability for Strategic Plan achievement.
- ◆ **Staff.** The Directors see staff as the front-line partners in implementation of the Strategic Plan. The Board of Directors cannot have a direct relationship with staff; therefore, it will work through the President/CEO to establish a respectful and personable rapport. Directors' role with staff is to model the values of the organization and inspire and motivate staff to achieve the vision.
- ◆ **Legislators.** Legislators are essential players in the WSCB Strategic Plan. The Board of Directors' intent is to maintain communication with legislators to develop mutual trust to a point where legislators become advocates for the WSCB Strategic Plan.
- ◆ **Employers.** As one of the fundamental stakeholder groups in the WSCB Strategic Plan, the Board of Directors intends to develop a solid working relationship with employers and all levels of government (municipalities, Yukon government and First Nation governments) by maintaining open lines of communication, and by keeping employers informed so that employers can implement WSCB's strategic vision in their work places. Directors also intend to strengthen the relationship between employers and workers with a focus on preventing disability.
- ◆ **Workers and Youth.** As one of the fundamental stakeholders in the WSCB Strategic Plan, the Board of Directors intends to keep workers (union and non-

union, public and private, First Nations, as well as employers who are also workers), injured workers, and youth well informed with respect to their rights and well being, and motivate a belief in self-empowerment and shared responsibility for safety and workplace wellness.

- ◆ **Health Care Community.** To demonstrate the importance of the health care community's expertise, the Board of Directors has developed partnerships for care and health, as well as facilitated the development of relationships between, and among, service providers to build a strong, caring community.

## Tools

- ◆ Stakeholder Advisory Committee; Prevention and Safety Advisory Group; Policy Working Group
- ◆ Annual Information Meeting
- ◆ Ministerial Communication and Legislative Reporting
- ◆ Liaise with First Nation Governments
- ◆ Presentations by the Board of Directors to Various Representative Stakeholder Groups
- ◆ Tailgate Meetings with President/CEO and Staff
- ◆ Press Conferences and Releases
- ◆ Stakeholder Consultations and Education
- ◆ WSCB Annual Report

## Commitment

Under section 23 of the Act, the Directors will hold an Annual Information Meeting once the annual report is tabled in the Legislative Assembly or made publicly available, and will discuss the contents of the report with employer and worker organizations..

The Chair of the Board of Directors will provide the Minister with informal updates on the activities of the Directors and the current status of the organization as a whole at least quarterly.

The Board of Directors will commit to regular, ongoing consultations and communications with stakeholder groups.

## 6. Partner with WSCB Management

### Definition

The achievement of the legislative mandate and the Strategic Plan are dependent upon the cooperation and communication between the Board of Directors and the President/CEO. The Directors have the first responsibility to define the type of relationship that will best facilitate implementation of WSCB business, and to build this relationship with the President/CEO.

## Tools

- ◆ Quarterly Strategic Scorecard and Business Plan Scorecard
- ◆ Quarterly Management Reports
- ◆ Quarterly Partnership Feedback Sessions
- ◆ Annual Performance Evaluations
- ◆ Monthly President/CEO's Reports

## Commitment

The Board of Directors commits to quarterly discussions through the Strategic and Business Plan Scorecards on the status of the partnership between the Directors and the President/CEO. At that time, informal performance feedback will be provided to the President/CEO, as well as feedback to the Board of Directors.

The Board of Directors commits to conducting an annual performance evaluation of the President/CEO based on expectations set out in the Strategic and Business Plan Scorecards as well as requirements under the *Public Service Act* with respect to the President/CEO's role as a Deputy Minister.

## 7. Plan for WSCB Succession

### Definition

There are two aspects of succession that are important to the Board of Directors. The first is the succession of new Directors on the Board. The Commissioner in Executive Council is responsible for appointing Directors. The Board of Directors' concern, therefore, is with the effective orientation of new Directors.

The second aspect of succession is related to the role of the President/CEO. The position of the President/CEO is the most critical position within management. The President/CEO is the liaison between the Board of Directors and staff. It is the President/CEO who is responsible for achieving the results set out by the Board of Directors. At the same time, the relationship between the President/CEO and the Board of Directors is the single most important relationship in the organization. Therefore, succession planning for the position of the President/CEO is a principal concern of the Board of Directors. Succession is a process that requires thoughtful design and includes the specification of criteria for hiring, promoting from within and rewarding performance.

## Tools

The Board of Directors utilizes a Succession Plan process which has been developed by the President/CEO. The Plan is based on the following steps:

### **WSCB President/CEO Succession Plan Process**

- ◆ Target Key Positions
  - specialized expertise
  - high skill/knowledge/ability levels (management)
- ◆ Target Key Individuals
- ◆ Plan for Five (5) Years
  - jobs = number of individuals prepared for the job
- ◆ Assess Competencies
  - job competencies
  - individual competencies
- ◆ Complete Development Plan

The WSCB Succession Plan is reviewed on an annual basis before the formal performance review process is complete.

### **Recruiting and Orienting the Board of Directors**

Recognizing the Board of Directors have no input into the recruitment of new Directors, it remains within its responsibility to ensure that the Minister is aware of the competencies to be considered in the appointment of the Directors. This will assist the Minister to review nominees with an eye to their knowledge, skills, time constraints, strengths and competency, ensuring appointments of people who are ready and willing to actively and fully participate.

In 2006, the Board of Directors developed a "Board Member Profile" outlining key characteristics, expectations and obligations, to assist the Minister as well as those interested in putting their names forward to serve on this board. The "Board Member Profile" is updated annually.

Once appointed, it is the responsibility of the Board of Directors, the President/CEO and the Board Manager to ensure proper, extensive orientation of new Directors to their roles, responsibilities and expectations.

Orientation should include:

- ◆ Meeting with the Chair;
- ◆ Meeting with the President/CEO
- ◆ Meeting with the Board Manager;
- ◆ Review of the Governance Guide and Orientation and Training Manual;
- ◆ Review and signing of the Declaration of Commitment to the Governance Guide;
- ◆ Scheduling and attendance at appropriate training; and
- ◆ Meeting with Directors of the same representative stakeholder group.

## Commitment

The Board of Directors commits to reviewing succession for the role of the President/CEO and key positions on an annual basis.

The Board of Directors commits to conducting the required orientation for each new Director.

## 8. Monitor and Evaluate WSCB Organizational Performance

### Definition

The Board of Directors will have a primary interest in the ongoing performance of WSCB. Monitoring this performance on a regular basis will be essential to ensuring that WSCB is on track in achieving the desired results.

There are three levels of performance requiring ongoing monitoring:

- ◆ WSCB Performance;
- ◆ Board of Directors' and Chair Effectiveness; and
- ◆ President/CEO Performance.

### WSCB Performance

At the WSCB level, performance expectations are set through legislation, the Strategic Plan and the Strategic and Business Plan Scorecards, as well as various policies. The Board of Directors needs to be reassured that results in plans are being achieved and legislative requirements are respected. To obtain this reassurance the Directors will require regular sharing of performance information by the President/CEO. The President/CEO will prepare and deliver to the Board of Directors, a report/update on the activities and status of the organization, which will include, but is not limited to:

#### Monthly

- ◆ Changes in Human Resources, which may impact expected and current changes to staffing and impacts of said changes;
- ◆ Financial reports;
- ◆ Reports on major projects, which may impact concerns and issues within each department, by department; and
- ◆ Requests for the Board of Directors to consider needs and expectations for policy development and/or amendments as considered necessary by each department.

#### Quarterly

- ◆ A progress report on the specific results set out in the Strategic Scorecard in specified key result areas; and
- ◆ Financial and budget variance reports.

### **Board of Directors' Effectiveness**

The Board of Directors will assess its own effectiveness in delivering on its responsibilities by conducting a self-evaluation on an annual basis. The Directors will assess its effectiveness relative to the ten responsibilities outlined in this Governance Guide.

### **Chair Effectiveness**

The Board of Directors will include an evaluation of the Chair in its effectiveness evaluation.

### **President/CEO Evaluation**

The performance of the President/CEO will be evaluated annually. This annual evaluation will be based on the Strategic and Business Plan Scorecards and will also incorporate appropriate sections of the public service evaluation form.

## **Tools**

- ◆ Quarterly Strategic Scorecard and Business Plan Scorecard
- ◆ Quarterly Performance Reports
- ◆ Board of Directors and Chair Effectiveness Evaluations
- ◆ President/CEO Performance Evaluation
- ◆ Annual Performance Report

## **Commitment**

The Board of Directors will:

- ◆ Monitor the performance of the organization monthly on an informal basis and quarterly on a formal basis;
- ◆ Perform regular informal evaluations and a formal annual evaluation of the President/CEO's performance; and
- ◆ Assess its own effectiveness annually.

## **9. Foster Change and Manage Issues for WSCB**

### **Definitions**

Two of the key responsibilities of the Board of Directors are to promote and foster change, and to manage issues.

The Board of Directors will foster change by identifying and developing new partnerships with stakeholders, and shifting expectations regarding WSCB programs and services. The Board of Directors intends, as well, to provide stakeholders with a new awareness regarding the responsibilities and provision of programs and services



by WSCB. The Board of Directors will also explore and implement new initiatives to achieve the Strategic Plan.

The Board of Directors will foster change within WSCB by changing its expectations and processes regarding monitoring and reporting of performance. Rather than managing, the Board of Directors will seek to provide leadership and inspiration to the President/CEO.

With respect to the management of issues, an "issue" is defined as an area of controversy, or where a performance result is not being achieved. The majority of issues are brought forward by the President/CEO or the Board of Directors and may be discussed at the meeting. At that time, the Board of Directors decides whether or not the Directors involvement in the subject is appropriate.

The Board of Directors anticipates that new issues will arise as the implementation of the Strategic Plan proceeds. These will likely occur in the areas of assessment, Prevention Strategy, incentives, Board of Directors processes, and management styles. The Directors intend to proactively address these issues by creating funding opportunities in areas such as prevention, enhancing communication, and responding as quickly as possible when the issues arise.

## **Tools**

- ◆ Communication
- ◆ Consultation
- ◆ Funding
- ◆ Education

## **Commitment**

The Board of Directors commits to following the Strategic Plan and the cultural shift necessary to implement the plan with the intent of evolving to a high-performing organization.

The Board of Directors commits to leading and examining its own practices and progress to enhance its own effectiveness.

The Board of Directors commits to managing issues as quickly and effectively as appropriate.

## **10. Define and Develop Policy for WSCB**

### **Definition**

One of the most critical responsibilities of the Board of Directors is to establish policy. Policy is the primary vehicle of governance. Through policy, the Board of Directors provides explicit direction to the organization and informs stakeholders regarding the

parameters within which the legislation will be administered and programs and services will be provided. The Board of Directors is mandated to establish policy in areas related to WSCB. The Board of Directors may consult on policies with employer and employer organizations and workers and worker organizations in such a manner as the Board considers necessary.

The Board of Directors may also establish:

- ◆ Rules relating to Conflict of Interest for Board of Directors;
- ◆ Rules relating to decisions of the Board of Directors;
- ◆ Classes of industries;
- ◆ Assessment rates;
- ◆ Experience, merit rating or other incentive programs; and
- ◆ Any other matter that reasonably is necessary or advisable for the effective and orderly performance of the duties of the Board of Directors.

The Board of Directors may also develop Codes of Practice for workplace health and safety.

## **Tools**

- ◆ Policies and Codes of Practice approved by the Board of Directors and posted to the WSCB website
- ◆ Board Policy Committee
- ◆ Policy Working Group
- ◆ Stakeholder Advisory Committee
- ◆ Prevention and Safety Advisory Group

## **Commitment**

The Board of Directors commits to participation on the Board Policy Committee.

The Directors will commit to developing annual policy priorities and to providing clear policy direction to the President/CEO.

The Directors commit to consultation with stakeholder groups during the development of policies using stakeholder committee and advisory groups.

## ***Appendix 1. Declaration of Commitment to the Governance Guide***

The Governance Guide is a document produced by the Board of Directors of the Workers' Safety and Compensation Board to govern the activities of the Board of Directors. The Guide outlines the key responsibilities of the Board of Directors, and the spirit and processes the Directors will use to carry out these responsibilities.

As an appointed Director of the Workers' Safety and Compensation Board, I have read and I understand the contents of the Governance Guide, including the Confidentiality, Conflict of Interest Provisions and Code of Conduct, and I will commit to supporting and implementing the terms of the Governance Guide.

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**Director Name & Signature**

---

**Date**

## ***Appendix 2. Board of Directors' Committee Terms of Reference***

### **Standing Committees**

#### **Finance, Investment and Audit Committee (FIAC), Terms of Reference**

##### **Purpose**

The Finance, Investment and Audit Committee is a standing committee of the Board of Directors, established to make recommendations to the full Board of Directors on financial issues and concerns.

##### **Responsibilities**

The committee may review and make recommendations to the full Board of Directors on any of the following matters:

- ◆ Review the Investment Policy annually and put forward changes to the Board of Directors for recommendation to Cabinet;
- ◆ Recommend to the Board of Directors the appointment of agents, advisors and investment managers and their termination if necessary;
- ◆ Recommend to the Board of Directors new and/or modified investment manager mandates, and the benchmark portfolio;
- ◆ Monitor and report quarterly to the Board of Directors on investment performance of the total Fund, Asset Mix Classes and investment manager(s) to the respective benchmarks;
- ◆ Monitor compliance of investment manager(s) to their respective mandates and the policy; and
- ◆ Report the financial position of the Fund to the Board of Directors. This report will include the opinions of WSCB auditors and actuary.

##### **Composition**

The committee may consist of:

- ◆ Board of Directors, Committee of the Whole; or
- ◆ Chair or Vice Chair;
- ◆ One Director Representative of Employers;
- ◆ One Director Representative of Workers;
- ◆ President/CEO;
- ◆ Vice President of Operations & CFO; and
- ◆ Additional staff may attend meetings to provide support or information, as decided by the committee.

Where the Committee of the Whole sits during a Board of Directors meeting, when the Committee of the Whole votes on an issue and passes a motion, the Committee of the Whole is considered to be acting as the Board of Directors.

### **Procedure**

- ◆ The committee will set its own processes for meetings, including designation of a Chair, if desired.
- ◆ Meetings will be held as agreed upon by the committee or as delegated by the committee.
- ◆ Minutes of recommendations and follow-up actions will be kept. The Board Manager may provide administrative support.

## **Board Policy Committee, Terms of Reference**

### **Purpose**

The Board Policy Committee is a standing committee of the Board of Directors, established to make recommendations to the full Board of Directors on policy issues and concerns in the development of Board of Directors' policies.

### **Responsibilities**

The committee may review and make recommendations to the full Board of Directors on any of the following matters:

- ◆ Drafts of policies or discussion papers (committee may also provide preliminary feedback);
- ◆ Stakeholder consultation requirements for claims for compensation or assessment matters;
- ◆ Final drafts of policy, after reviewing any stakeholder input and other advice; and
- ◆ Annual priority list for policy development / amendment.

### **Composition**

The committee may consist of:

- ◆ Board of Directors, Committee of the Whole; or
- ◆ Chair or Vice Chair;
- ◆ One Director Representative of Employers;
- ◆ One Director Representative of Workers;
- ◆ President/CEO or designate; and
- ◆ Additional staff may attend meetings to provide support or information, as decided by the committee.

Where the Committee of the Whole sits during a Board of Directors' meeting, when the Committee of the Whole votes on an issue and passes a motion, the Committee of the Whole is considered to be acting as the Board of Directors.

### **Procedure**

- ◆ The committee will set its own processes for meetings, including designation of a Chair, if desired.
- ◆ Meetings will be held as agreed upon by the committee or as delegated by the committee.
- ◆ Minutes of recommendations and follow-up actions will be kept. The Board Manager may provide administrative support.

## **Board Audit and Risk Committee, Terms of Reference**

### **Purpose**

The Board Audit and Risk Committee is a standing committee of the Board of Directors, established to make recommendations to the full Board of Directors on internal audit and risk management issues and concerns.

### **Responsibilities**

The committee provides oversight on internal audit and risk management functions and may review and make recommendations to the full Board of Directors on any of the following matters:

- ◆ Internal audit plans and reporting and monitoring requirements;
- ◆ Audit reports and implementation plans;
- ◆ Risk management governing guidelines and reporting and monitoring requirements; and
- ◆ Risk reports and implementation plans.

### **Composition**

The committee may consist of:

- ◆ Board of Directors, Committee of the Whole; or
- ◆ Chair or Vice Chair;
- ◆ One Director Representative of Employers;
- ◆ One Director Representative of Workers;
- ◆ President/CEO or designate;
- ◆ Vice President of Operations & CFO; and
- ◆ Additional staff may attend meetings to provide support or information, as decided by the committee.

Where the Committee of the Whole sits during a Board of Directors' meeting, when the Committee of the Whole votes on an issue and passes a motion, the Committee of the Whole is considered to be acting as the Board of Directors.

**Procedure**

- ◆ The committee will set its own processes for meetings, including designation of a Chair, if desired.
- ◆ Meetings will be held as agreed upon by the committee or as delegated by the committee.
- ◆ Minutes of recommendations and follow-up actions will be kept. The Board Manager may provide administrative support.

### ***Appendix 3. Confidentiality Provisions***

The Board of Directors of the Workers' Safety and Compensation Board must keep confidential, information that they have learned, either through involvement as a Director or as a member of an Appeal Panel of the Board of Directors under prior legislation.

The duty of confidentiality includes, but is not limited to, an obligation to not disclose information received as a Director or when sitting as an Appeal Panel member.

The Board of Directors are aware of and understand subsection 181 of the *Workers' Safety and Compensation Act* ("the Act") which states:

A person or body must not use or disclose any information that they obtain under this Act except

- (a) in the performance of their duties under the Act or the regulations;
- or
- (b) as authorized by the board.

The Board of Directors is bound by the provisions of the collection, use and release of information under the *Access to Information and Protection of Privacy Act* (ATIPP Act).

The Board of Directors, when they cease being a Director, will not reveal any information obtained when they were a Director or a member of an Appeal Panel.



## ***Appendix 4. IFRS Disclosure of Personal Interests***

### **DECLARATION OF PERSONAL INTERESTS**

1. Upon commencement of their positions, and annually after that, all Board of Directors and Senior Executive members (Decision Maker) must complete a "Declaration of Personal Interests Form". The purpose of the form is pursuant to International Financial Reporting Standards (IFRS) for accountability and that all decisions for the Workers' Safety and Compensation Board (WSCB) are made by a Decision Maker, free from any conflict of interest. A conflict of interest is any situation where a Decision Maker's ability to act in the best interests of the WSCB is compromised or potentially compromised by business, family or personal relationships. A conflict of interest may be actual or apparent, potential or perceived and exists whether or not financial advantages or other valuable benefits have been or may be derived by a Decision Maker.
2. A Decision Maker must review this explanation and fill out the form annually or where applicable, and provide it to the Chief Financial Officer, setting out all activities (business and otherwise) in which they are involved that might reasonably be construed as, or giving rise to, a conflict of interest. A Decision Maker, including their close family member (a spouse or domestic partner, children of the Decision Maker or the domestic partner, or dependants of a Decision Maker) becomes a party to a material contract or a proposed material contract with the WSCB, or is a director or officer of a corporation or non profit society or trade union, or has a material interest in, any business or organization that is a party to a material contract or a proposed material contract with the WSCB must also advise the CFO of any subsequent changes in such relationships or activities.
3. Where applicable and on an annual basis, a Decision Maker must inform the CFO of any related party relationships and related party transactions with WSCB that are outside the scope of their official capacity. Such information may be subject to financial statement disclosure in compliance with IFRS.
4. With the exception of statutory transactions and/or obligations<sup>1</sup>, the following commercial interests must be disclosed to the CFO, if they include activities that might reasonably be construed as, or give rise to, a conflict of interest with the WSCB:
  - a) The Decision Maker's financial and/or business interests;
  - b) The Decision Maker's material contracts with WSCB;
  - c) Any financial or personal interests of parties related to the Decision Maker that may place or seem to place the member in a conflict of interest with respect to any decision of WSCB; and
  - d) Positions held by Decision Maker in other corporations, tribunals, societies, associations, charities, etc., with which WSCB may reasonably be involved from time to time.
5. Notwithstanding the foregoing, for financial statement purposes, the following related party relationships and transactions are subject to disclosure:
  - i. Provision or receipt of services to or from WSCB by Decision Maker acting outside of his or her capacity as a Board member or Senior Executive member;
  - ii. Transactions with WSCB through business interests in which the Decision Maker and/or a close family member has a controlling or material interest;
  - iii. Transactions with WSCB through close family members of the Decision Maker and/or business interests with control or significant interest held by close family members; and

- iv. Any material financial or other benefit received by related parties other than (i), (ii) and (iii), by virtue of the Decision Maker's position with WSCB.

<sup>1</sup> Statutory transactions and/or obligations that arise through legislation rather than from commercial considerations, e.g., WCB assessment coverage, health care coverage, etc.

*The personal information on this form will be used solely for the purpose of analyzing and disclosing any related party transactions for the Workers' Safety and Compensation Board.*

**I, the undersigned, hereby declare that:**

1. I am a director or officer of, or have a direct or indirect material interest in, the following businesses or organizations (including, as the case may be, corporations, partnerships, sole proprietorships, tribunals, societies, associations or charities) that might reasonably be construed as, or give rise to, a conflict of interest:

BUSINESS(ES) OR ORGANIZATION(S) AND NATURE OF INTEREST

- a. \_\_\_\_\_  
b. \_\_\_\_\_

(Attach additional pages as required)

2. To the best of my knowledge, the following contracts are in place between the Workers' Safety and Compensation Board:

BUSINESS(ES) OR ORGANIZATION(S) AND NATURE OF INTEREST

- a. \_\_\_\_\_  
b. \_\_\_\_\_

(Attach additional pages as required)

3. Should my personal situation with regard to the above relationships change before the yearly renewal of this declaration, I will notify the Chief Financial Officer in writing as soon as possible.

4. A close family member is a director or officer of, or have a direct or indirect material interest in, the following businesses or organizations (including, as the case may be, corporations, partnerships, sole proprietorships, tribunals, societies, associations or charities) that might reasonably be construed as, or give rise to, a conflict of interest:

BUSINESS(ES) OR ORGANIZATION(S) AND NATURE OF INTEREST

- a. \_\_\_\_\_  
b. \_\_\_\_\_

In the event that a close family member (that is, a spouse or domestic partner, children of the Decision Maker or their domestic partner, or dependants of the Decision Maker) becomes a party to a material contract or a proposed material contract with the WSCB, or is a director or officer of, or has a material interest in, any business or organization that is a party to a material contract or a proposed material contract with the WSCB, I will notify the Chief Financial Officer in writing as soon as possible.

5. I have read the declaration of personal interest's information and form and state that my signature confirms and agrees that the information provided above is true and correct.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Position Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

## **Appendix 5. Honoraria**

Honoraria, if claimed, will only be paid to the Board of Directors for preparation and attendance at meetings, including travelling time.

Honoraria, if claimed, will be paid as established under the Government of Yukon General Administration Manual

- Policy 1.8, Corporate Policies General, Boards and Committees, Schedule A, Honoraria rates under Category D; and
- Any approved Cabinet minute or Order in Council pertaining to honoraria rates for the Board of Directors will be reflected

For every meeting, honoraria, if claimed, will be paid at a day rate or one-half (1/2) the day rate for meetings of less than four hours.

Preparation time, if claimed, will be paid as follows:

- a. One half day preparing for a meeting of less than four hours.
- b. One day preparing for a meeting of one day.

The Chair is authorized to spend additional time in preparing and attending to the business of the Board of Directors and is under an obligation to account for this additional time, in accordance with the budget allocation.

## ***Appendix 6. Travel***

Travel outside Yukon by members of the Board of Directors must be approved by the Board of Directors and recorded in the minutes of a Board meeting.

The Board of Directors must authorize travel for the President/CEO outside Yukon.

Travel must be pre-authorized.

Authorization to travel must be obtained on a "Travel Authorization and Claim" form. The form shall identify the number of days spent on travel status and the number of days spent on non-travel status.

Travel expenses, if claimed, are set out in the rates established in the Government of Yukon travel directive for meals, incidental expenses, mileage, and private accommodation for employees on travel status, as published on Yukon.ca

## ***Appendix 7. Conflict of Interest Provisions***

A Director will arrange their affairs in a manner that will prevent an actual conflict of interest, which includes a perceived conflict of interest and a potential conflict of interest.

The Board of Directors carries out reviews of Appeal Tribunal decisions and requires an additional duty of ensuring there is no real or perceived bias. The test is whether a reasonably informed and right-minded person would reasonably conclude that a Director, whether consciously or unconsciously, may not decide a question fairly.

A conflict of interest is any situation where an individual Director's ability to act in the best interests of the Workers' Safety and Compensation Board is compromised or potentially compromised by business, family or personal relationships. A conflict of interest may be actual or apparent, potential or perceived and exists whether or not financial advantages or other valuable benefits have been or may be derived by an individual Director.

For example, a Director could have their corporation or business enter into a contract with the Workers' Safety and Compensation Board. Under the Act, the Board of Directors must consider and approve operating and capital budgets. Because of this duty, to have a Director enter into a contract with WSCB, could be seen as influencing management and perceived as a conflict of interest.

A personal interest means an opportunity to produce a loss or benefit because of a decision made by the Board of Directors in respect of that individual Director's business, family or personal relationships. Individual Directors shall take all reasonable steps to avoid a conflict of interest.

The Board of Directors shall respect and comply with any rules dealing with a conflict of interest or bias, as established by Board Order. Where there exists a possibility of a conflict of interest or bias, the Board of Directors will take the steps required within the Rules Respecting Conflict of Interest.

The current rules respecting conflict of interest are:

## **RULES RESPECTING CONFLICT OF INTEREST**

### **Purpose**

1. To provide guidance to directors of the corporation in determining and resolving conflicts of interest. It is the corporation to whom a director owes this duty.

### **Definitions**

2. In these rules

an "actual conflict of interest" occurs when a director has knowledge of a private interest that is sufficient to influence the exercise of his or her duties and responsibilities as a director

an "apparent or perceived conflict of interest" exists when there is a reasonable apprehension that reasonably well-informed persons could properly have that an "actual conflict of interest" exists on the part of a director

"conflict of interest" includes an actual conflict of interest, apparent or perceived conflict of interest, or a potential conflict of interest

"corporation" means the Workers' Safety and Compensation Board continued under section 2 of the *Workers' Safety and Compensation Act*

"director" means a member of the Workers' Safety and Compensation Board, as appointed by the Commissioner in Executive Council under section 10 of the *Workers' Safety and Compensation Act*

a "potential conflict of interest" occurs when there exists a personal interest that could influence the exercise of a director's duty or responsibility, provided that he or she has not yet exercised that duty or responsibility.

### **Conflict of interest**

3. A conflict of interest is any situation where a director's ability to act in the best interests of the corporation is compromised or potentially compromised by business, family or personal relationships. A conflict of interest may exist whether or not financial advantages or other valuable benefits have been or may be derived by a director.
4. A personal interest means an opportunity to produce a loss or benefit because of a decision made by the directors in respect of that director's business, family or personal relationships. Directors shall take all reasonable steps to avoid a conflict of interest.

### **Principles**

5. On appointment as a director, directors will arrange their affairs in a manner that will prevent an actual conflict of interest or a potential conflict of interest.

### **Ethical considerations**

6.
  - a. no director shall use information gained as a director that is not available to the public to advance, or seek to advance the director's private interest during his or her time in office
  - b. no director shall step out of the role of a director to assist private entities or persons in their dealings with the corporation
  - c. no director shall use his or her position to seek to influence the staff of the corporation to further the director's private interest
  - d. no director shall accept a fee, benefit or gift from a supplier or potential supplier, or vendor or potential vendor, who has applied or may in the future apply for a contract with the corporation

### **Natural justice**

7. The common law courts have placed an obligation on administrative tribunals to make decisions that are not only free of bias but that are also free of a reasonable apprehension of bias. A decision that is perceived to be biased may be set aside for breach of natural justice. Directors who have a role reviewing Appeal Tribunal decisions shall disclose biases with respect to an appeal and remove themselves from the decision making process.

### **Disclosure of Conflict of Interest Process**

8. If, despite these actions, a conflict of interest arises between the private interests of a director and the duties and responsibilities of the director to the corporation, the director is expected to disclose the conflict of interest and resolve it in favour of his or her duties and responsibilities to the corporation.
9. A director who has a conflict of interest must immediately bring this to the attention of the chair. A director who is unsure as to whether he or she has a conflict of interest must immediately disclose this to the chair. The chair will determine if a conflict of interest exists. Where the chair determines that a conflict of interest exists, or where the chair determines that no conflict of interest exists, the chair shall provide written notice to the director providing a brief summary of the facts marked "confidential and not for release".
10. If the chair and the director agree that a conflict of interest exists, then the director shall abstain from participating in any matter affecting the conflict of interest.



11. If the director disagrees, then the chair shall, at the earliest opportunity, place the matter on the agenda for discussion at a meeting of the directors.
12. The director affected shall be given an opportunity to address the directors on the issue of whether a conflict of interest exists. All directors may participate in deliberations until such time as the other directors are satisfied that they are sufficiently informed of all applicable information. Prior to a final decision, the director shall leave the meeting. The remaining directors shall make a determination as to whether a conflict of interest occurred or exists.
13. If the directors, after deliberation, determines that the director has a conflict of interest, it shall inform the director in writing.
14. The minutes of the directors' meeting shall record, with reasons, whether the directors have decided that the director had a conflict of interest.
15. If a director believes another director has a conflict of interest, that director must disclose this to the chair. The chair shall then meet at the earliest possible opportunity with the affected director.
16. If the director agrees that there is a conflict of interest and agrees to step aside and not participate, the matter is concluded. If the director disagrees, then the chair shall, at the earliest possible opportunity, place the matter on the agenda for discussion at a meeting of the directors and the procedure shall comply with sections 11, 12 and 13.
17. Where a director
  - a. intentionally refrains from declaring a conflict of interest and one exists; or
  - b. participates in a meeting where a conflict of interest exists; or
  - c. participates in a review of an Appeal Tribunal decision where a conflict of interest, bias or potential bias exists,

the chair shall bring this to the attention of the directors at the next meeting where the director shall be permitted to address the other directors. The other directors shall be permitted to ask questions.

Once all outstanding issues and questions have been dealt with then the issue is the decision. The director who is alleged to have the conflict of interest shall not participate in the decision and shall exit the meeting room.

18. If the decision of the directors as recorded in the approved minutes was that a director has intentionally refrained from declaring a conflict of interest and one exists, or participated in a meeting where a conflict of interest exists, or

participated as a member of an appeal panel where a conflict of interest, bias or potential bias exists, a certified copy of the minutes will be given to the director. If that director is not in attendance at the meeting, then a copy will be sent by registered mail to his or her home address. Once this has occurred, the chair shall advise the Minister responsible for the corporation and recommend by letter, the removal of the director.

**Post service restrictions**

19. For a period of twelve months from the date a director ceases to serve as a director, he or she must refrain from taking improper advantage of their previous membership as a director. For instance, a retired director must continue to observe the duty to protect confidential information after he or she ceases being a director, unless that director has received written authorization from the directors to disclose the information. In addition, directors must not use corporate information of opportunities acquired as a result of their membership for personal gain.