POLICY NUMBER: POL-98

Chapter:
BOARD OF DIRECTORS

Subject:
EXECUTIVE LIMITATIONS, COMMUNICATION, INFORMATION AND ADVICE TO THE BOARD OF DIRECTORS

Effective Date:
January 23, 2003

Last Update:
April 4, 2024

PURPOSE:

The purpose of this policy is to set out the Chief Executive Officer's (CEO) responsibilities to inform and support the Board of Directors.

REFERENCE:

Workers Compensation Act, R.S.P.E.I. 1988, Cap. W-7.1, Sections 28(1), 30(2)(b)
Occupational Health and Safety Act, R.S.P.E.I. 1988, Cap. O-1.01, Section 4
Public Interest Disclosure and Whistleblower Protection Act, R.S.P.E.I. 1988, Cap. P-31.1
Workers Compensation Board Policy, POL-40, Board – CEO Relationship, Delegation to the CEO
Workers Compensation Board Policy, POL-112, Board – CEO Relationship, Monitoring CEO Performance

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DEFINITION:

In this policy:

"Consent agenda" means items placed on the Board of Directors' agenda that have already been delegated to the CEO but are required by law or contract to be approved by the Board of Directors.

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POLICY:

1. The CEO shall not permit the Board of Directors to be uninformed or unsupported in its work.

   Accordingly, they shall not:

   A. Neglect to submit monitoring data required by the Board of Directors, as set out in Workers Compensation Board (WCB) policy, POL-112, Board - CEO Relationship, Monitoring CEO Performance. All monitoring data must be submitted by the CEO in a timely, accurate, and understandable fashion, directly addressing provisions of the WCB policies monitored.

   B. Let the Board of Directors be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any WCB policy has previously been established.

   C. Fail to inform the Board of Directors of reports of, and any investigations into, suspected wrongdoing at the WCB under the *Public Interest Disclosure and Whistleblower Protection Act.*

   D. Allow the Board of Directors to be uninformed if, in the CEO's opinion, the Board of Directors is not in compliance with its own policies on Governance Process and Board-CEO Relationship, particularly in the case of Board of Directors' behaviour which is detrimental to the work relationship between the Board of Directors and the CEO.

   E. Allow the Board of Directors to operate without as many staff and external points of view, implications, and options as needed for fully informed Board of Directors' decisions.

   F. Present information in an unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.

   G. Operate without a mechanism for official WCB, officer or committee communications.

H. Fail to deal with the Board of Directors as a whole except when:

(a) Fulfilling individual requests for information; or
(b) Responding to officers or committees duly charged by the Board of Directors.

I. Fail to report in a timely manner an actual or anticipated noncompliance with Executive Limitations or Ends policies.

J. Fail to supply for the consent agenda all items delegated to the CEO yet required by law or contract to be approved by the Board of Directors, along with the associated monitoring assurance.

Monitoring

2. This policy will be monitored by the Board of Directors annually and reviewed in accordance with the annual monitoring schedule as set out in WCB policy, POL-112, Board - CEO Relationship, Monitoring CEO Performance.

HISTORY:

April 4, 2024 – Editorial changes made to the policy as a result of a review by the Board of Directors.

May 18, 2023 – Amended to include reporting requirements for reports of, and investigations into, suspected wrongdoing.

May 9, 2019 – Added a purpose statement and reference to the annual monitoring schedule.

October 24, 2013 – Amended several parts of section 1 to provide clarity.

August 21, 2013 – Editorial changes to be made to the policy as a result of a review by the Board of Directors.

March 13, 2006 – Added a definition on “Consent agenda” and editorial changes made to the policy as a result of a review by the Board of Directors.

Board of Directors Approval Date: January 23, 2003