

Governance Manual

for the

Extended Health Care Plan Joint Board of Trustees

January 28, 2025

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I. Plan Overview

Section 1 – Background

1.01 History and Plan Description

As a result of collective bargaining between the Saskatchewan Public Service Commission (**PSC**) and the Saskatchewan Government and General Employees' Union (**SGEU**) (**PSC/SGEU Agreement**), established a trust called the Public Employees Extended Health Care Plans effective October 1, 1994 pursuant to subsection 64(2) of *The Financial Administration Act, 1993* in order to provide extended health care benefits through a health and welfare trust (**Trust**) to certain unionized employees of the Government of Saskatchewan.

The PSC/SGEU Agreement established the inaugural Joint Board of Trustees (**JBT or the Board**) as responsible for the governance and administration of the Trust. The JBT was comprised of equal representation from PSC and SGEU.

Collective bargaining between PSC and the Canadian Union of Public Employees, Local No. 600 (**CUPE 600**) (**PSC/CUPE 600 Agreement**), added CUPE 600 to the Plans effective October 1, 1996, and expanded the JBT to include CUPE 600 representation and additional representation from PSC.

The Extended Health Care Plans for Retirees were established and brought under the umbrella of the Plans on January 15, 2002 through additional collective bargaining.

The Plans consist of the:

- Extended Health Care Plan;
- Extended Health Care Plan for Retirees; and
- Enhancements to the Saskatchewan Public Employees Dental Plan.

In 2021, the JBT began the process of converting the Trust to an employee life and health trust, as defined in the *Income Tax Act* (Canada), due to the elimination of Income Tax Folio S2-F1-C1 and the discontinuance of health and welfare trusts as announced by the Federal Government.

Section 2 – Governance

2.01 Overview

Effective benefit plan governance is essential in order for the JBT to fulfill its responsibilities to insured employees and their employers within the Plans it administers.

The JBT also recognizes that in fulfilling its responsibilities it has an inherent fiduciary obligation to the Plan's beneficiaries. In recognition of these circumstances, the JBT has decided to adopt a comprehensive governance structure.

The Joint Board Trustees recognizes the need to take a systematic, coherent and transparent approach to:

- a) managing the Funds;
- b) documenting the roles and responsibilities of all relevant parties;
- c) establishing and maintaining a performance measurement process for Service Providers; and
- d) instituting an appropriate reporting structure.

The Plan governance process must be clear and specific about its goals, priorities and expectations. As such, the JBT has developed this governance manual (**Manual**) to supplement to the Trust Agreement dated October 19, 2022, to document the governance processes and procedures related to the Trust.

As part of the on-going articulation and implementation of the governance principles contained in this Manual, the governance process will be reviewed at least annually and modified as required.

Section 3 – Purpose and Mission

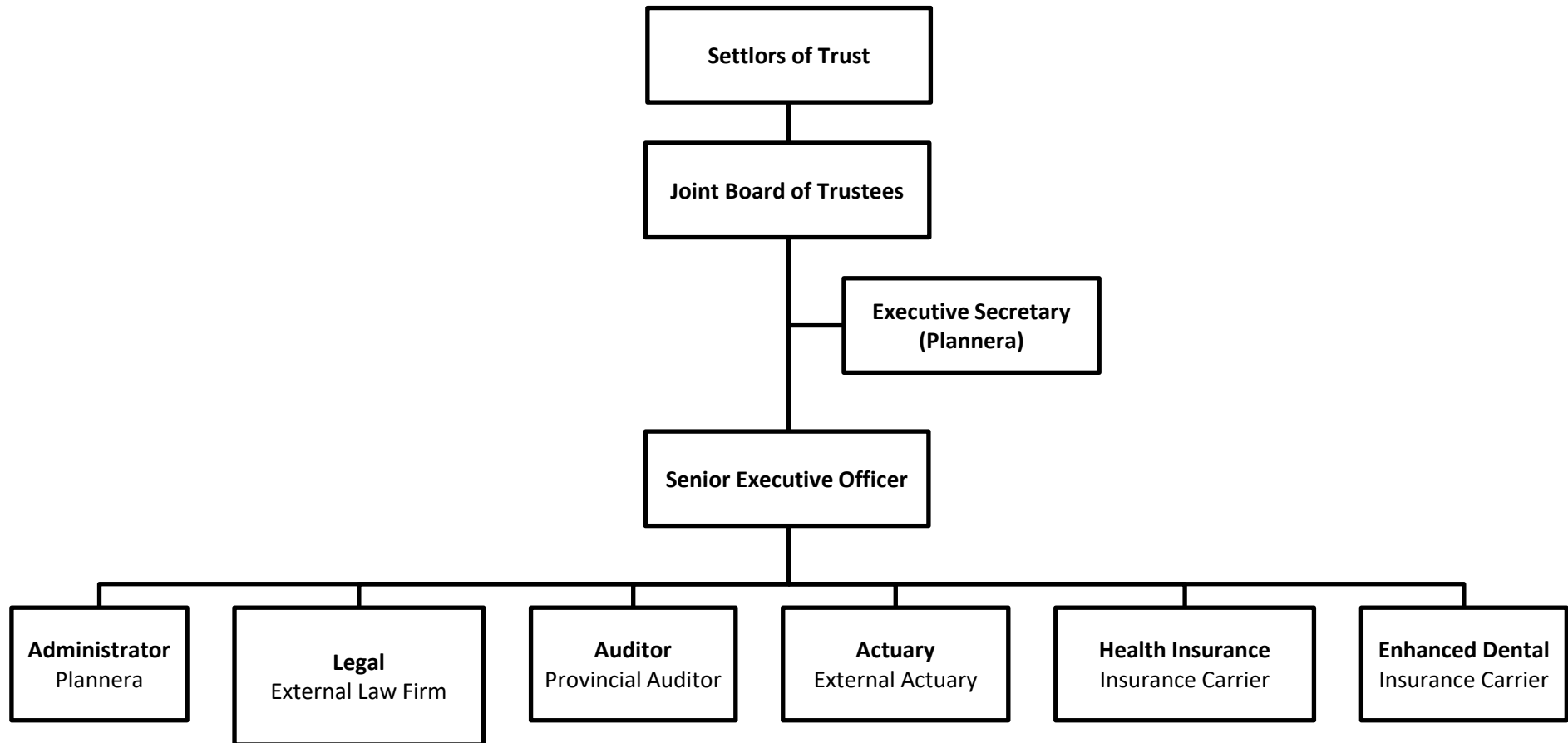
Purpose

The purpose of the JBT is to develop and administer the Trust through which the Plans are established, and the resources allocated to the Plans.

Mission

Our mission as the JBT is to govern, manage and administer the Trust, Plans and the related assets solely in the best interests of the beneficiaries.

Section 4 - Organization Chart



* Settlers of the Trust are SGEU, CUPE 600 and the PSC.

* Plannera Pensions and Benefits (Plannera) provides plan administration, client relations, plan accounting, record keeping, legislative/tax services and research. Plannera also provides executive management services.

* An external law firm provides advice on legal matters.

* A licensed insurance carrier provides claims audit and utilization review services.

* A licensed insurance carrier provides insurance coverage, including determination, adjudication and payment of benefits to eligible employees.

* A licensed insurance carrier provides administrative services only (ASO) in terms of payment of benefits.

II. Structure and Procedures

Section 5 – Operation of Joint Board of Trustees

5.01 Composition

The JBT is composed of twelve (12) members consisting of:

- a) Eight (8) members appointed in accordance with the PSC/SGEU Agreement, consisting of:
 - Four (4) members appointed by SGEU; and
 - Four (4) members appointed by the PSC.
- b) Four (4) members appointed in accordance with the PSC/CUPE 600 Agreement, consisting of:
 - Two (2) members appointed by CUPE 600; and
 - Two (2) members appointed by the PSC.

PSC, SGEU and CUPE 600 confirm that a majority of the Trustees are at arm's length (as that term is used paragraph 251(1)(c) of the *Income Tax Act* (Canada)) with the Participating Employers.

5.02 Appointment and Term

JBT members shall continue to serve as such, at the discretion of the respective appointing body, until death, incapacity, resignation or removal as provided for in this Manual.

5.03 Orientation of New Trustees

The Executive Secretary shall provide an orientation session for new appointees to the JBT in accordance with Section 9.02.

5.04 Incapacity, Resignation or Death

A member of the JBT who acts honestly and in good faith, and who dies, resigns or becomes incapacitated will be fully discharged from all future duties, responsibilities and liabilities set out this Manual, provided that written notice of such death, resignation or incapacity is sent by, or on behalf of, the member to the Executive Secretary and the appointing body. Such notice shall state the date of death, incapacity or the date on which the resignation is to come into effect, and will be effective from that date or such earlier date as a successor JBT member is appointed.

In the event of the death of a JBT member, the member's heirs, executors and

administrators shall have no duties, responsibilities or liabilities under this Manual or in relation to the Trust or Plans as of the date of death.

5.05 Conveyance of Records

A JBT member who resigns or is removed, and the personal representatives of any deceased or incapacitated member, shall return any and all records, books, documents or other property pertaining to the administration of the Trust or Plans, to the successor member or, if no successor member has yet been appointed, to the Executive Secretary.

5.06 Chair and Vice Chair

A Chair and Vice Chair shall be appointed from existing members of the JBT. The Vice Chair may, but is not required to, succeed the Chair at the conclusion of the appointment.

The Chair shall be selected by the Trustees and shall serve for a term of 24 months.

The Vice Chair shall be selected by the Trustees and shall serve for a term of 24 months.

At all times, the Chair and Vice Chair must represent PSC and one of SGEU or CUPE 600.

At the end of each term, the positions of Chair and Vice Chair shall alternate such that the position previously held by a PSC appointee shall subsequently be held by a SGEU or CUPE 600 appointee, and *vice versa*.

5.07 Executive Secretary

Pursuant to the Agreement for the Administration of the Extended Health Care Plan between the JBT and the Government of Saskatchewan as Represented by the Minister of Finance, and the Agreement for the Administration of the Extended Health Care Plan for Retired Employees between the JBT and the Government of Saskatchewan as represented by the Minister of Finance (jointly the **Agreements**), Plannera shall, upon the request of the Board, designate its Director of Governance Branch as Executive Secretary.

Section 6 – Rules of Procedure

6.01 Meetings and Special Meetings

The JBT shall meet at least quarterly in each calendar year. The Executive Secretary may, in conjunction with the Board, schedule additional *ad hoc* meetings whenever the Executive Secretary and the Chair jointly consider it necessary to ensure the proper administration of the Plans.

The Executive Secretary will provide each member of the JBT with a schedule of meetings in each year.

A special meeting of the JBT may be called by request of the Chair and Executive Secretary.

6.02 Notice

JBT members shall be notified, in writing, of the date, time, location and agenda for all meetings by such means as are deemed reasonable and sufficient. Notice, agenda and minutes from the meeting shall be provided to the JBT no less than seven (7) days after the meeting.

6.03 Venue

Meetings of the JBT shall be held at the office of Plannera Pensions and Benefits (Plannera) in Regina, Saskatchewan, or such other place, or in any other manner, as may be determined by the Board.

6.04 Absenteeism

Members of the JBT are expected to attend all meetings of the Board either in-person or through such electronic means as may be available. Should a member not attend two or more scheduled meetings in a calendar year, without sufficient reason, such absenteeism will be reported to the organization that appointed the member.

6.05 Quorum and Voting

Quorum for JBT decisions is six (6) Trustees plus the Chair or Vice Chair. At least four (4) of the Trustees constituting quorum must, where the presiding Chair or Vice Chair is a PSC representative, represent SGEU or CUPE 600.

Each member of the JBT shall have one vote. A motion brought forward by a JBT member is to be seconded by another JBT member.

The presiding Chair or Vice Chair, in the absence of the Chair, does not have a casting vote.

Motions shall be carried by majority vote. In the event of a deadlock, the motion shall fail.

6.06 Minutes

The Executive Secretary shall record written minutes of each JBT meeting and distribute such minutes to each member of the Board within one week following the meeting.

6.07 Confidentiality

To ensure open and frank deliberation among Trustees, all matters discussed at JBT meetings and individual positions on any subject matter will be held in strict confidence.

Detailed communication of approved motions must be released through the Executive Secretary and must be consistent with all applicable privacy legislation.

Any material of a confidential nature in the possession of JBT members must be held in a secure location and out of public view. Any material which contains the name or names of Plan beneficiaries must be returned to the Executive Secretary following the completion of a JBT meeting. Information of a confidential nature shall not be disclosed unless required by law.

All confidential information held in the possession of an individual who ceases to be a Trustee, for whatever reason, shall return all confidential materials and information related to the Trust to Plannera as of the effective date the Trustee ceases to act.

Obligations of Trustees in relation to confidentiality shall survive the term of individual appointments.

6.08 In Camera Sessions

A Trustee may request an *in camera* session during the course of a JBT meeting for purposes of discussing a confidential matter. Such request must have the support of a majority of the members of the Board to be conducted *in camera*.

All members of the JBT, the Executive Secretary, and any other participants invited by the Board for the purposes of the *in camera* session shall attend.

No minutes shall be recorded during an *in camera* session, unless an express request to record the decision reached is made and supported by a majority of the Board members present.

Section 7 – Board Reporting

7.01 Reporting Requirements

The purpose of providing the Board with periodic reports is to ensure the Board can fulfill its fiduciary obligations and manage the Trust effectively and monitor the Service Providers it retains.

The reports required by this section are to be delivered to the Executive Secretary, who is to table the reports at the next available meeting of the Board or at such other time as may be specified by the Board.

7.02 Information provided by Plannera

The Board will receive information from Plannera in the form of quarterly administration reports in accordance with the Administration Agreement. The report will contain the following information:

- performance information regarding service standards established for the Plan;
- financial highlights and the status of the budget;
- the status of special projects;
- reporting of any policy development, governance, or legislative issues related to plan design or service delivery;
- demographic information as of the end of the Plan year; and,
- any other information requested by the Board in relation to the Trust.

The Board will also receive information documents it needs to make decisions on governance and risk management issues. These documents may include:

- The Periodic Checklist;
- The Governance Self-Assessment Questionnaire;
- The Board Self-Assessment Questionnaire;
- The Risk Management Plan for the current Plan year; and
- The Risk Management Review for the preceding Plan year.

Section 8 – Remuneration/Reimbursement

8.01 Board Remuneration

JBT members are not compensated for the performance of their duties as members of the JBT.

JBT members shall, while at meetings and engaged on JBT business during regular business hours, receive their normal remuneration without additional compensation.

JBT members representing SGEU and CUPE 600 shall, while at meetings and engaged on JBT business during regular working hours, be recognized for purposes of service and seniority.

8.02 Reimbursement

While on JBT business, Board members shall be reimbursed for the following expenses:

- a) Reasonable hotel and travel expenses will be reimbursed as incurred;
- b) Mileage for members' personal vehicles and meals will be reimbursed at the rate established for the Saskatchewan Public Service Commission; and,
- c) Other expenditures authorized in writing in advance by the JBT as per such policy as may be established for this purpose.

Section 9 – Education Program

9.01 Introduction

In order for the JBT to fulfill its fiduciary responsibilities, each member of the JBT should possess a sound knowledge and understanding of fiduciary and benefits related issues to better serve the interests of all members of the Plans.

9.02 Orientation Program for New Trustees

Upon appointment to the JBT, the Executive Secretary shall hold an orientation session with each new Trustee during which the Executive Secretary will review the contents of the orientation binder containing the following information:

- Trust Agreement;
- Acceptance of Trust (to be signed and returned to Executive Secretary prior to the new Trustee's first meeting);
- Governance Manual;
- Plan documents;
- A list and description of documents that come before JBT members at regular JBT meetings;
- Member booklet;
- Annual report;
- Administration budget;
- JBT meeting minutes from the last 12 months;
- Risk Management Review and Risk Management Plan; and
- A sheet of common acronyms used in the benefits industry.

Prior to their first JBT meeting, new Trustees shall:

- Review the Governance Manual;
- Review the minutes of the JBT for the past 12 months; and,
- Review the current issues being deliberated by the JBT.

After each of the new Trustee's first three JBT meetings, the Executive Secretary will contact the new Trustee to answer any additional questions or address any concerns or issues that the new Trustee may have.

9.03 Mandatory Training

The following courses/seminars must be attended by new JBT members within the stated timeframe:

- Within **two (2) years** of appointment, Foundations of Trust Management Standards (FTMS); and,
- Within **four (4) years** of appointment, Advanced Trust Management Standards (ATMS).

Trustees are also encouraged to attend basic and/or advanced trustee development courses facilitated by one of the following organizations, or such other educational opportunities as may be identified and/or recommended by Plannera, during the term(s) of their appointment to the JBT:

- International Foundation of Employee Benefit Plans (IFEBC); or
- Canada Pension & Benefits Institute (CPBI)

JBT members who are completing the new Trustee education requirements are asked to report back to the Board with respect to the learnings and key outcomes of the session(s) completed.

JBT members will receive individual updates on their progress through the Orientation Program. If a JBT member is deficient in completing the required training, the deficiency will be highlighted and the next available training date(s) for the course will be provided.

9.04 Fiduciary Education Program

JBT members are expected to possess sufficient knowledge of the many disciplines encompassed by benefit plan investment and administration activities. In its capacity as a fiduciary in relation to the Trust and Plans, the JBT shall maintain an appropriate level of collective knowledge across a broad range of benefit-related topics including, but not limited to:

- Governance and fiduciary duty;
- Finance and funding;
- Benefit administration;
- Performance monitoring; and
- Legal considerations.

The JBT fiduciary education program consists of the following key elements:

- Orientation for new JBT members;

- In-house education and
- Access to external educational opportunities (as available and applicable), subject to budget availability and prior approval by the Chair and Executive Secretary.

JBT members shall be responsible for coordinating education in their respective areas of expertise and responsibility. Such education will include, but is not limited to: updates on applicable Canadian legislation and case law, capital market updates, trending and innovative developments in benefit administration, funding and, governance best practices, to ensure that JBT members remain current with benefit issues and operations pertinent to the Plans and Trust.

The Executive Secretary shall recommend the presentation of specific education materials to the JBT as an agenda item at an upcoming meeting for purposes of fulfilling the in-house education requirement.

III. Duties and Responsibilities

Section 10 – Charter of Expectations

10.01 Role of the Settlers of the Trust – PSC, SGEU, CUPE

PSC, CUPE 600, and SGEU are the settlers of the Trust. The settlers created the Trust through the collective bargaining agreements between PSC and SGEU and between PSC and CUPE 600. The Trust Agreement establishes the powers and responsibilities of the JBT to administer the Trust.

The settlers of the Trust have limited involvement in the administration of the Plans and Trust:

- a) through the collective bargaining process, the settlers set the level of funding available for the Plans; and,
- b) the Trust Agreement may only be amended or terminated with the support of the settlers.

All other areas of responsibility and decision-making fall within the purview of the Trustees.

10.02 Board Responsibilities

Pursuant to the Trust Agreement, the JBT, individually and jointly, stand as fiduciaries in relation to the Trust and Plans. In this capacity, the JBT is explicitly responsible for developing and administering the Plans within the financial resources allocated as set out in the original and subsequent collective bargaining agreements between the settlers of the Trust and the Trust Agreement.

To discharge its obligations, the duties and responsibilities of the JBT include, but are not limited to:

Plan Design

- Develop and administer the Plans within the financial resources allocated to them by the settlers of the Trust;
- Inform the settlers of the Trust in the event of a shortfall in any Fund for provision of premiums payable pursuant to the respective Plan;
- Regularly review the design of the Plans to ensure that they are consistent with their stated purpose and that they remain effective and relevant to member needs;
- Review marketplace statistics, imminent trends and analysis, to ensure that the design of the Plans is competitive/comparable to similar plans; and,

- Recommend changes to the Plans when and/or where required.

Compliance

- Monitor the Statement of Investment Policies and Goals (SIP&G) compliance reporting;
- Review reports from Provincial Auditor Saskatchewan, determine appropriate action and implement the recommendations contained therein; and,
- Monitor plan administration to ensure compliance with information distributed to Plan members.

Administration

- Monitor and review the performance of Service Providers.

Communication

- Promote the communication, awareness and understanding of the Plans among participating employees and their employers.

Funding, Custody and Actuarial

- Appoint and terminate the Funds' custodian as applicable, and review the custodian's performance on a periodic basis; and,
- Appoint and terminate, as applicable, the Plans' actuary, and review the actuary's performance on a periodic basis.

Insurance

- Appoint the insurance carrier(s) for the Plans;
- Terminate insurance contracts where necessary and/or desirable; and,
- Review the performance of the Insurance carrier(s) and the services they are providing.

Governance

- Conduct a self-assessment review of the governance process on a periodic basis; and,
- Monitor and confirm the governance framework, and implement changes as deemed necessary.

Operational Goals and Objectives

- Monitor the development, implementation and assessment of short and long- term

measurable directions and objectives;

- Approve the annual administration and operating budgets for the Plans within the financial resources allocated to the Plans by the settlors of the Trust;
- Monitor performance against adopted directions and objectives; and,
- Review and approve annual operating plans, and monitor performance against those plans.

Risk Assessment

- Monitor the identification of risks which would affect the Plans and stakeholders; and,
- Monitor the appropriateness of systems in place and actions being carried out to manage such risks.

Integrity

- Monitor the integrity of the Plans' internal controls and information systems;
- Implement processes for the prudent and proper management of the resources of the Plans; and,
- Establish protocols to monitor and promote the ethical behavior of all participants involved in the administration of the Plans.

Orientation/Ongoing Education

- Establish and implement an appropriate, formal orientation program for new members of the Board; and,
- Establish and implement appropriate and practical ongoing educational program for all members of the Board.

10.03 Role of Planner

The Minister of Finance has entered into Administration Agreements with the JBT and, pursuant to Subsection 64(2) of *The Financial Administration Act*, appointed Planner to administer the Plans.

Subject to the Administration Agreements, Planner provides all services required to operate, administer, and manage the Plans in a manner consistent with and according to all statutory provisions and regulations that apply to the Plans.

Subject to the Administration Agreements, Planner also provides to the JBT the services required of a senior executive officer and the services required of Executive

Secretary.

Subject to the Administration Agreements, Plannera may engage consultants or advisors or enter into contracts with other parties for the provision of services that it is obliged to provide under the Administration Agreements.

Plannera is not obliged to provide custodial services with respect to which the Board has entered into agreements with other parties.

Plannera is not an agent of the Board.

10.04 Appointment of Executive Secretary

The Board's Administration Agreement with Plannera provides that Plannera shall, upon the request of the Board, designate the Plannera Director - Governance Branch as the Executive Secretary.

The Executive Secretary is responsible for:

- a) The organization of all JBT meetings and monitoring of all JBT business;
- b) Consulting with the JBT regarding the frequency and dates of regular meetings;
- c) Calling special meetings of the JBT when necessary;
- d) Setting and distributing the agenda and related materials for all meetings;
- e) Taking and distributing the minutes of all meetings;
- f) Ensuring that decisions of the JBT are communicated to beneficiaries and participating employers;
- g) Receiving and tabling before the JBT notices of conflict of interest;
- h) In consultation with the JBT, determining the appropriate course of action regarding the resolution of conflicts of interest;
- i) Receiving and tabling before the JBT notices of bias;
- j) In consultation with the JBT, determining the appropriate course of action regarding the resolution of situations of bias;
- k) Representing the JBT at meetings of the Standing Committee on Public Accounts, as constituted by the Legislative Assembly of Saskatchewan, as required;
- l) Authorizing individuals to represent the JBT at meetings of the Public Accounts Committee;
- m) Acting as spokesperson and representative of the JBT to management and outside parties, or authorizing individuals to speak on behalf of the JBT;
- n) Approving and releasing the communication of the JBT business;

- o) Corresponding with Service Providers and stakeholders and preparing reports on behalf of the JBT;
- p) Coordinating the governance, planning and risk management processes and overseeing the execution of plans developed by the JBT with respect to these processes;
- q) Preparing and filing returns and other statutory reporting;
- r) Executing documents as a signing authority;
- s) Orienting new JBT members regarding their roles and responsibilities; and
- t) Attending to any other matter or responsibilities at the direction of the JBT.

Section 11 – Standard of Care

11.01 Standard of Care

JBT members have the explicit fiduciary duty to exercise the care, skill and diligence that a reasonably prudent person would exercise in comparable circumstances using all relevant knowledge and skill that each such JBT member possesses or, by reason of such member's profession, business or calling, ought to possess.

Though the Board may delegate activities to its Service Providers, the Board retains responsibility for oversight of the Plans, and Board members should be engaged in reviewing the performance of the Plans and their success in meeting their goals.

11.02 Fiduciary Duties

To discharge their collective fiduciary obligations as a Board of Trustees, individual Trustees must place the best interests of Plan beneficiaries above all other considerations and assume responsibility in the following areas:

Duty of Due Diligence

Act prudently and on a reasonably well-informed basis; ensure that reasonable efforts are expended to obtain appropriate and timely information on which a decision is based; engage third party expertise when and where appropriate.

For example:

- Keep informed about issues that affect the Plans/Trust;
- Develop a depth of knowledge of benefit-related matters to better understand and question decisions; and
- Attend Board meetings and contribute to the work of the Board.

Duty of Loyalty

Act with honesty, integrity and good faith in what are believed to be the best interests of the Plan and Trust participants

For example:

- Declare any real or perceived conflicts of interest in accordance with the Board's conflict of interest procedures; and,
- Avoid unnecessary or ill-advised risks.

Duty of Care

Unless a JBT member possesses subject-matter expertise as a result of their education or profession, use the skills that a person of ordinary prudence would exercise in dealing with the property of another person.

For example:

- Voice, clearly and explicitly at the time a decision is being made, any opposition to a decision being considered by the Board;
- Ask that the Board review any decision made if reasonable grounds exist to believe that the Board acted without full information or in a manner inconsistent with its authority; and,
- Work cooperatively with Plannera in recognition of established principles of good governance.

12 – Responsibilities and Accountabilities/Performance Measurement and Reporting

In order to ensure the responsibilities listed in Appendix A are being carried out, it is necessary for the Board and Plannera to delegate some of their responsibilities to a number of Service Providers. This is in keeping with the following benefit plan governance principles:

- the roles, responsibilities, and accountability of all participants in the governance process should be clearly described and documented;
- the establishment of performance measures and monitoring of the performance of participants who have decision-making authority in the governance process should be clearly defined;
- an internal control framework which addresses the Plans' risks should be established; and,
- mechanisms appropriate for overseeing the Plans and ensuring compliance with the legislative requirements, plan documents, and administrative policies should be established.

The attached Appendix A – Roles and Responsibilities Matrix is designed to provide a reference guide to Board members as to how the roles and responsibilities have been delegated in order to fulfill those roles.

IV. Code of Conduct/Conflict of Interest

Section 13 – Code of Conduct and Conflict of Interest Procedures

13.01 Purpose and Objective

The purpose of this Section is to establish and document guidelines for conduct required of all members of the JBT. The guidelines have been developed to create and sustain a collaborative culture that promotes sound decision-making by the JBT, and the fulfilment of their fiduciary obligations effectively and with integrity.

The following guidelines and procedures have been developed to ensure that Board members have a full understanding of the Board's principles and values, and to assist Board members in determining appropriate practices and behavior.

The Board recognizes the need to review these guidelines and procedures on an annual basis. JBT members are required to provide written acknowledgement that the guidelines and procedures have been reviewed:

- (a) upon appointment to the Board;
- (b) each time the Governance Manual is amended; and
- (c) upon completion of each annual review.

The form of acknowledgement is attached to this Manual as Schedule 1.

13.02 Expectations

These duties apply to the members of the Board in their capacity as trustees of the Trust and as administrators of the Plans.

Opportunities Acquired Through Board Business

Members of the Board must not take personal advantage of business opportunities of which they become aware in the course of carrying out their duties as Board members.

Similarly, confidential information obtained as a result of Board business must not be used for personal profit, or for the personal benefit of others.

Post Service Restrictions

Any Board member who ceases to serve on the Board must continue to refrain from taking improper advantage of his or her previous position. Former members of the Board must continue to observe the duty to protect confidential information, unless they have received written authorization from the Executive Secretary to disclose the information or it is required by law.

13.03 Ethical Standards

Members of the Board should adhere to the following standards when exercising all of their duties and responsibilities:

Preferential Treatment

Board members must not use their position to benefit persons or organizations in their dealings with the Plans if this may be perceived to result in preferential treatment to such persons or organizations. This does not apply to any decision that a letter of understanding or Collective Agreement provides may be made for the benefit of a specific organization or its members.

Gifts, Benefits and Entertainment

Board members should not accept gifts, benefits, entertainment or other personal favors from persons or organizations doing business with the Plans.

Board members must not solicit or accept gifts, benefits, entertainment or other personal favors in exchange for, or as a condition of, the exercise of their powers or as an inducement for performing an act associated with the powers and responsibilities of their position.

Members of the Board may generally accept gifts, hospitality or other benefits, of nominal value, associated with the duties and responsibilities of their position, if such gifts, hospitality or other benefits:

- are within the bounds of propriety, a normal expression of courtesy, or within the normal standards of hospitality;
- would not bring suspicion on the Board member's objectivity and impartiality; and
- would not compromise the integrity of the Board.

Communication and Public Comment

Members of the JBT shall make no public communication or comment regarding the activities of the Board or the Plans. Public communication and comment shall be made only by the parties to the Collective Agreements.

Board members must not misrepresent the Plans in any communications, including oral representations, electronic communications, or written materials.

Board Independence

Although members of the Board are appointed by various appointing bodies and organizations, their primary duty and responsibility is to members of the Trust and Plans. Board members must not serve the interests of any other specific groups, associations or organizations including those of the Settlers.

Compliance with Laws

Members of the Board must conduct themselves with integrity, and must report any violation of the Code of Conduct and Conflict of Interest Procedures, or any charge or conviction under the *Criminal Code* (Canada) or any statute that may apply directly or indirectly to the Plans or that could otherwise bring the Trust and/or Plans into disrepute.

Board members must report criminal or other illegal or unethical conduct by any other Board member of which they may become aware, including any potential violations of the Code of Conduct and Conflict of Interest Procedures. Such reports shall be made at the earliest possible opportunity and in any case no later than at the commencement of the next following regularly scheduled Board meeting.

Reports are to be made to the Executive Secretary.

13.04 Conflict of Interest Procedures

Members of the JBT shall not knowingly permit their interests, actual or perceived, monetary or otherwise, direct or indirect, to conflict with the proper exercise of their duties and responsibilities.

JBT members should familiarize themselves with the range of actions which may be taken to respond to a conflict of interest or ethical issue. Although not exhaustive, the following actions may be taken to remedy or avoid a possible conflict of interest or ethical issue.

Disclosure

Members of the Board shall disclose to the Executive Secretary, in writing, the nature and details of any actual, perceived or possible conflicts of interest, which could impair their ability to make unbiased decisions affecting the Plans. Such disclosure shall be made as soon as practicable after a real, perceived or possible conflict of interest has been discovered by the Board member.

The Executive Secretary will table any matter of real, perceived or possible conflict of interest at the next regularly scheduled Board meeting, as an *in camera* agenda item, unless the matter requires an immediate resolution due to ongoing JBT business. The Executive Secretary, in consultation with the JBT (excluding the member who is, or may

be, in conflict of interest), will determine the appropriate action under the circumstances.

Should a JBT member discover an actual, perceived or possible conflict of interest during the course of a Board meeting, the member must immediately declare the conflict of interest. The Executive Secretary, in consultation with the Board (excluding the member who is, or may be, in conflict of interest), will determine the appropriate action under the circumstances.

Register

The Executive Secretary shall maintain a register of all actual, perceived or possible conflicts of interest disclosed by JBT members.

The register shall contain a description of each conflict of interest and the name of the JBT member to whom the conflict of interest applies, the date upon which the conflict of interest arose and was subsequently disclosed by the Board member, and the manner in which the conflict of interest was dealt with by the Board.

Abstaining from Vote and Discussion

JBT members who have disclosed a conflict of interest, or who are required to disclose an actual, perceived or possible conflict of interest, shall not participate in any discussion, decision or vote relating to any transaction involving the aforementioned conflict of interest.

Where a JBT member has disclosed a conflict of interest, the member may continue to participate in the discussion, decision or vote, despite the conflict of interest, by obtaining prior approval from the Chair. The approval to participate should be noted by the Executive Secretary in the register. Participation in a discussion, decision or vote where a conflict of interest has been identified will not invalidate the vote or decision.

Other Business Activities

JBT members engaging in any other business activities, directly or indirectly, which may conflict with or are in competition with their duties and responsibilities as Board members, must make full disclosure of such activities to the Executive Secretary.

Adhering to the *Disclosure* procedures in this section. The Board should determine whether an actual or perceived conflict of interest exists, and the appropriate action under the circumstances.

The Executive Secretary will advise the Board member in a conflict of interest to comply with one of the following options determined by the Board:

- discontinuation of the activity;

- appropriate action to remedy the situation; or
- consent to the activity.

13.05 Consequences of a Breach

In the event of a breach of the Code of Conduct and Conflict of Interest Procedures, or a failure to remedy or disclose an actual or perceived conflict of interest, the consequences of such infractions should reflect the nature, magnitude and seriousness of the breach.

The Board may, upon the recommendation of the Chair in consultation with the Executive Secretary, consider the following consequences when dealing with a breach of the Code of Conduct and/or Conflict of Interest Procedures:

- Offered the opportunity to resign from the Board;
- Recommend to the appointing body to terminate the appointment of the JBT member;
- Required to make full restitution to the Board of any personal gain acquired as a result of the breach, for disposition by the Board;
- Legal action against the Board member; and/or
- If the Board member is in breach of the law, report the Board member's action to the proper authorities.

This above list is not exhaustive, and does not preclude any other course of action the Board may deem appropriate under the circumstances. The Board reserves the right not to sanction, or seek sanction, against a Board member in such circumstances where it is determined appropriate.

13.06 Avoidance of Bias

JBT members shall not knowingly permit any relationship or other circumstances, either in the past or the present, to be perceived as a possible reason for the member to hold a bias either in favor or against a party with respect to whom a decision is to be made. Such parties might include Plan members, employees eligible for membership in one of the Plans, Service Providers engaged by the Board, or any other party who might be impacted by a Board decision.

If a member of the Board is aware of any circumstances which might give rise to a bias issue, the member must disclose the circumstances to the Executive Secretary at the earliest opportunity. The Chair, in consultation with the Executive Secretary, may recommend to the Board:

- removal of the JBT member from the panel of members that are making the

decision;

- if the circumstances do not warrant removal of the member, the Chair (or Vice Chair if the matter involves the Chair) shall disclose the circumstances to the Board and provide the applicable member with an opportunity to make representations to the Board with respect to the ability of the member to participate in the hearing; and
- the Board shall determine the extent, if any, to which the member may participate in the hearing.

A member cannot be removed from the panel of the members that are making the decision where doing so would mean that a quorum of members would not be present, but the bias will be noted in the minutes.

A member is not required to disclose a relationship that is inherent in the manner of the member's appointment, such as being a member of a Plan or a member or employee of a body that is entitled to appoint a member of the Board.

V. Policies

Section 14 – Policies

14.01 Acquisition of Services

Purpose

The purpose of this policy is to outline the procedures the Board will follow when selecting a Service Provider to the Trust.

Policy

Services Acquired by Plannera

With respect to any initiative regarding the acquisition of individual services that has an estimated cost of over \$50,000, Plannera is to provide the Board with reasons why a party other than Plannera would better provide the service(s).

If the Board agrees to Plannera retaining a Service Provider, upon selection of the Service Provider, Plannera is to provide the Board with the following:

- A description of the request for proposal process and the criteria for awarding the contract;
- A description of the proposed project deliverables and the scheduling for the deliverables;
- The performance measures and the consequences of not meeting the performance standards; and
- A description of the responsibilities of the contractor and Plannera.

Any services to be acquired by Plannera that are unbudgeted and are \$20,000 or more must be brought to the Board for prior approval. If an unbudgeted expenditure would cause Plannera to be over-budget, the Board must authorize the expenditure.

Services Acquired by the Board

The following is a general policy for the acquisition of services required by the Board. Due to the specialty nature of the services used by the Board, the Board is of the opinion that, in general, the request for proposal process would be by invitation where suitability for such is subject to the recommendation of Plannera.

1. Service Provider Selection Criteria

Within the selection process, the following criteria will be taken into account with

respect to choosing a Service Provider:

- Experience providing similar services to other clients;
- Training of key staff within the organization;
- Access to special services or technology;
- Cost of services;
- Quality of past service delivery;
- Continuity of services, in terms of both operation of the organization and provision of the applicable services;
- Knowledge and understanding of the benefits industry; and,
- Recommendations and feedback from other clients.

2. Service Provider Review Criteria

Performance of each Service Provider will be reviewed at least annually. The results of each performance review will be reported to the Board. In reviewing Service Provider performance, each Service Provider will be rated in the following areas:

- Overall quality of services;
- Overall timeliness of the provision of services;
- Overall service satisfaction; and
- Achievement of the deliverables specified in the contract.

The selection and review criteria specified are applicable to all Service Providers, with the exception of legal counsel.

Actions to be taken in the event a Service Provider does not perform at a satisfactory level in any of these areas are determined on a case-by-case basis and are specified in all Service Provider contracts.

When applying the decision authority levels specified below, the total estimated cost of a project is to be used rather than the estimated cost of individual modules.

3. Services Estimated to Cost \$24,999 or Less

The President and CEO, Plannera (President & CEO) may authorize, on behalf of the Board, the acquisition of services that have an estimated cost of \$24,999 or less, if such an expenditure has been budgeted or can be managed within Plannera's current annual budget allotment.

In the event such an expenditure would cause Plannera to be over-budget, the

Board must authorize the acquisition of services.

To obtain Board authorization, the President and CEO is to provide the Board with:

- A description of the services to be acquired;
- The reasons why the services are necessary; and,
- The reasons why the provider of services was recommended.

If the Board approves the selection of the provider of services, the subsequent contract must specify:

- The project deliverables and the scheduling for the deliverables;
- The performance measures and the consequences of not meeting the performance standards; and,
- The responsibilities of all the parties to the contract.

The President and CEO, is to report to the Board regarding the service provided by the supplier of services in terms of the performance measures.

4. Services Estimated to Cost \$25,000 or More

Any services that have an estimated cost of \$25,000 or more must be acquired through a request for proposal process, and the acquisition must be approved by the Settlers of the Trust. The President and CEO is to provide the Board with:

- A description of the services to be acquired;
- Reasons why the services are necessary; and,
- A description of the proposed request for proposal process and selection process.

Any request for proposal for the acquisition of services must be sent to at least three firms qualified to perform the services required, subject to the recommendation of Plannera. Generally, the following criteria would be included in the selection:

- Types of service provided;
- Service (verified by references);
- Personnel; and,
- Fees.

If the Board recommends that the Settlers approve the acquisition of services, the request for proposal and subsequent contract must specify:

- The project deliverables and the scheduling for the deliverables;
- The performance measures and the consequences of not meeting the performance standards; and,
- The responsibilities of all the parties to the contract.

The President and CEO is to report to the Board regarding the service provided by the supplier regarding the performance measures.

14.02 Administrative Services

The nature of services provided by Plannera and the costs associated with the changing of an administrator is such that a regular request for proposal is not warranted.

14.03 Auditor

The auditor reviews internal controls to ensure financial transactions are properly carried out and recorded. The auditor also provides an opinion regarding:

- The accuracy of the Plans' financial statements; and,
- Compliance with legislative and professional standards.

The Provincial Auditor of Saskatchewan (PAS) is required to perform an audit of the Plan regardless of whether or not the Board has appointed an external auditor. PAS audit services are of no cost to the Plan.

14.04 Legal Services

The Ministry of Justice generally provides the Board with legal services. These services have been provided at no cost to the Board. The Board may engage external legal services subject to the approval process outlined above.

Rationale

As the trustee of the Funds and the body responsible for the administration and development of the Plans, the Board has the responsibility to ensure that expenditures paid by the Fund are appropriate and acquired in an appropriate manner.

VI. Board Self-Assessment

Section 15 – Governance: Periodic Self-Assessment

15.01 Benefits of Self-Assessment

An effective governance system is a good method of overall risk management. Controlling material risks facing the JBT is one of the benefits of good governance practices. An equally important and transparent benefit of effective governance is the reliable assurance to insured employees that the Plans are capable of providing benefits presently and into the future.

Transparency of information about existing conditions, decisions and actions is integrally related to accountability. Reporting the self-assessment results provides accountability to Stakeholders.

The Governance Self-Assessment, appended to this Manual as Schedule 2, has been designed to assist the Board in enhancing the effectiveness of the JBT in carrying out the mission of effective governance, and the objectives of the Plans.

The Governance Self-Assessment shall be completed annually and is required to consider and examine the performance of the JBT against fiduciary standards, as well as industry “best practices” as they apply to employee life and health trusts.

Completion of the Governance Self-Assessment by the JBT shall be recorded in the meeting minutes.

VII. Risk Mitigation

Section 16 – Board Liability

16.01 Protection of JBT Members

In accordance with *The Trustee Act, 2009* (Saskatchewan), neither the JBT as a whole, nor any individual member thereof, will be liable for any good faith error.

No member of the JBT will be personally liable for any liability or debt of a Plan or the Trust incurred in connection with their administration, nor for any other liabilities arising in connection with such administration, except where the liability arises out of fraudulent acts or omissions, negligence or bad faith on the part of the person against whom a claim is made.

The JBT shall be fully protected in acting in good faith on the opinion or advice of any employee, agent or delegate employed by Plannera or retained by the JBT in connection with the administration of the Plans and/or Trust in performing the duties and responsibilities of the Joint Board of Trustees.

Members of the JBT shall be entitled to rely conclusively on any instrument, certificate, paper or report prepared by such employee, agent or delegate and believed by the JBT to be genuine, and shall be under no duty to make investigations or inquiries as to any statement contained in such document.

The JBT, and every member thereof, shall be indemnified and saved harmless in respect of any matter arising out of the performance of its duties and responsibilities pursuant to Section 5.07 of the Trust Agreement.

16.02 Not Limiting Board Member Right of Indemnification

Where for any reason a Board member, or group thereof, has not requested moneys from the Trust in advance of a determination of a legal claim, nothing in this Manual prohibits that Board member or members from seeking reimbursement from the Trust for expenses reasonably incurred in responding to a legal claim merely because the protections under Section 5.07 of the Trust Agreement were not requested prior to the completion of the legal claim.

Section 17 – Risk Management

Within its mandate the JBT is responsible for managing risks that could negatively affect the Plans and/or the Trust. Through its risk management process, the Board identifies and evaluates such risks and ensures appropriate strategies are in place to manage the risks.

Annually, the Board will conduct a risk management review. To complete this review the Board will:

- Review the risk management performance for the previous year;
- Establish the risk management strategies for the current year and identify any specific goals for the year.

The outcomes of this review will be included as necessary in revisions to the Board's risk management processes.

The following are the material risks faced by the Plan and/or Trust and indicates the strategies implemented to manage these risks.

Financial

1. Excessive costs/expenses

- Annual budgeting
 - Each year the Board reviews and approves its operating budget.
 - The Board receives quarterly updates that report actual year to date expenditures against what was budgeted for the current and immediately preceding years.

Service Providers

2. Inadequate performance of Service Providers

- Establishment of performance measures and annual review
 - There are performance standards for the Board's administrator, and custodian
- Audit
 - Provincial Auditor of Saskatchewan reports to the Legislative Assembly regarding the audit of the Plans.
- Selection process and criteria
 - The Acquisition of Services detailed in this Manual outlines how the Board retains Service Providers.

3. Service provider issues

- Errors and omissions by Service Providers

- Provincial Auditor of Saskatchewan reports to the Legislative Assembly regarding the audit of the Plan.
- Service provider unable to carry out business
 - Service providers are to have a disaster recovery plan. Plannera requests confirmation from Service Providers that they have business continuance plans in place. That confirmation is maintained on file.
 - Indemnification terms outlined in engagement agreements.

4. Failure to meet fiduciary obligations

- Board Charter and Code of Conduct
 - Board members are required to review and sign the Board's Code of Conduct and Conflict of Interest procedures at least annually.
- Training and development policy for Board members
 - The Board has outlined the initial and ongoing education requirements of Board members and has an annual budget for training for each Board member.
- Annual planning process
 - The Board formally reviews its operational goals and objectives on a periodic basis.
- Periodic Checklist
 - The periodic checklist is a list of major items identified by the Board that are necessary for the administration of the Plans. The checklist is the verification that an activity has been carried out.
 - The completed periodic checklist is provided to the Board on a semi-annual basis.
- Practice of accessing legal advice
 - The Board regularly consults with legal counsel regarding issues it is deliberating. This includes the Department of Justice and/or external legal counsel.
- The Board retains Service Providers who are experts in the responsibilities to which they are assigned with respect to the Plan (i.e. administration Service Provider, custodian, investment manager).

Communications

5. Members and employers unaware of rights and obligations under the Plans

- The following items are designed to inform members/employer of Plan rules and their obligations:
 - Member booklet and other written materials; and
 - Presentation of information on website.

VIII. Definitions

Words importing the masculine gender will have the same meaning in the feminine gender, and words used in the singular form will have the same meaning as those used in the plural form, as the context requires.

For purposes of the Governance Manual, where capitalized terms are not incorporated from the Trust Agreement, the following shall apply:

- a) **“Actuary”** means a Fellow of the Canadian Institute of Actuaries.
- b) **“Annual Report”** means the report submitted in each Fiscal Year of the Extended Health Care Plans by the Board to the Minister of Finance setting out the business of the Board and audited financial statements for the preceding Fiscal Year.
- c) **“President and CEO”** means the individual who is responsible for the duties delegated by the Administration Agreement between the Board and Plannera to the Senior Executive Officer of Plannera. These duties include negotiating and executing agreements on behalf of the Board, recommending Board policies and changes thereto, and apprising the Board regarding the activities of any party with whom the Board has entered into an agreement.
- d) **“Executive Secretary”** means the Director, Governance Branch – Plannera, who is subject to the direction and instructions of the Board as set out in the Governance Manual.
- e) **“Fiscal Year”** means a period of time commencing on April 1 of any given year and ending on March 31 of the immediately following year.
- f) **“Plannera”** means Plannera Pensions and Benefits.
- g) **“Service Provider”** means an individual or organization providing administrative or support services, which have been delegated by the Board through negotiated agreements, to ensure the proper administration and management of the Plans. Service providers include the following: insurance carrier, actuary, legal counsel, auditor, investment managers, custodian and other parties engaged for the purposes outlined in the Governance Manual.
- h) **“Settlers”** means the parties that established the Trust which the Board is charged with developing and administering: the Public Service Commission, the Saskatchewan Government and General Employees Union, and the Canadian Union of Public Employees – Local 600.
- i) **“Stakeholder”** means an individual or organization that has a substantial interest in the operation and management of the Plans, such as: plan members and beneficiaries, participating employers, plan sponsor, unions and associations, and plan administration staff.
- j) **“Trust”** means the employee life and health trust, initially established through the collective bargaining process and ratified by means of the Trust Agreement dated October 19, 2022, applicable to the Plans established by the Settlers for the benefit of insured employees, and administered by the JBT.

- k) **“Trustee”** means the person or persons charged with administering a trust solely in the best interests of the beneficiaries of the trust. The term is used to refer both to individual members of the JBT and to the Board as a whole.

Appendix A - Roles and Responsibilities Matrix

Plan Design

Develop and administer the Plans within the financial resources allocated to them by the settlors of the Trust

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to fulfill this responsibility by the settlors of the Trust.	Review recommendations put forward by other parties and provide information to the settlors of the Trust	
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Review, provide recommendations, report on administrative issues, plan amendments, and develop communication strategies.	Board Meetings

Inform the settlors of the Trust in the event of a shortfall in any Fund for provision of premiums payable pursuant to the respective Plan

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Review recommendations put forward by other parties and provide information to the settlors of the Trust	
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Communicate with the settlors of the Trust as required	Board Meetings

Regularly review the design of the Plans to ensure that they are consistent with their stated purpose and that they remain effective and relevant to member needs

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Review recommendations put forward by other parties and provide information to the settlors of the Trust	
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Review, provide recommendations, report on administrative issues, plan amendments, and develop communication strategies	Board Meetings

Review marketplace statistics, imminent trends and analysis, to ensure that the plan design is competitive/comparable to similar plans

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Perform Review	Market Trends newsletter, Board Meetings

Recommend changes to the plan when and/or where required

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Provide information to the settlors of the Trust	Meeting minutes
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Perform review and make recommendations to the Board and the settlors of the Trust	Meeting minutes
Legal - external law firm	As engaged by Plannera/JBT	Research Legal Issues / Recommend Plan Amendments	As required
Actuary	Contract with Plannera	Actuarial Advice / Financial Implications	Annual actuarial reports

Compliance

Review reports from Provincial Auditor Saskatchewan, determine appropriate action and implement the recommendations contained therein

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Review audit reports / provide information to the settlors of the Trust	
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Facilitate audit and auditor's report, review reports, and make and implement recommendations to the JBT	Meeting minutes
Provincial Auditor	Independent Office of the Legislative Assembly	Audit reports	Annual reports

Monitor plan administration to ensure compliance with the Plan documents

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.		
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Maintenance of Member Files, Benefit Calculations / Payments, Plan Amendments	Meeting minutes
Canada Life	Contract with Plannera	Benefit administration	

Administration

Monitor and review the performance of Service Providers

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Provide information to the settlors of the Trust	
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Make recommendations regarding Service Provider selection, develop contracts, evaluate performance, and self-report performance	Meeting minutes, Periodic Checklist, annual reports
Provincial Auditor	Independent Office of the Legislative Assembly	Audit Reports	Annual reports

Communication

Promote the communication, awareness and understanding of the Plan among participating employees and their employers

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Develop and distribute communication materials, including development and maintenance of website	Meeting minutes
Employers		Liaise with Employees / Plannera	
Canada Life	Contract with Plannera	Publish plan booklets	

Funding, Custody and Actuarial

Recommend to the settlors of the Trust the appointment of the Funds' custodian, review performance on a periodic basis and terminate their services when necessary

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Provide information to the settlors of the Trust	Meeting minutes
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Make recommendations to the JBT	Meeting minutes
Custodian – Ministry of Finance		Provide custodial services over the assets of the Plans	Financial Statements

Recommend to the Minister the appointment of the Plan's Actuary, review performance on a periodic basis and terminate their services when necessary

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
Settlors of the Trust	Established the Plans and the Funds (the Trust) through collective bargaining	Make recommendations to Minister	
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Provide information to the settlors of the Trust	Meeting minutes
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Make recommendations regarding Service Provider selection, develop contracts, and evaluate performance	Meeting minutes
Actuary	Contract with Plannera	Provide Actuarial services	Annual Actuarial Reports

Insurance

Recommend to the settlors of the Trust the appointment of an Insurance carrier for the Plans and the termination of insurance contracts where necessary and/or desirable

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Make recommendations to the settlors of the Trust	Meeting minutes
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Provide recommendations to Board, settlors of the Trust, and Minister of Finance. Negotiate and execute insurance carrier contract.	Meeting minutes
Canada Life	Insurance carrier of record	Provide coverage	

Review the performance of the Insurance carrier and the services they are providing

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Review Planner's recommendations.	Meeting minutes
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Review performance of insurance carrier and make recommendation to the Board	Meeting minutes

Governance and Council Effectiveness

Conduct a self-assessment review of the governance process annually

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Review and approve self-assessment review	Meeting minutes
Plannera	Governance Manual	Assist/Provide Recommendations in Governance Self-Assessment Process	Meeting minutes
Legal- external law firm	As engaged by Plannera/JBT	Legal Issues/Advice	As required

Monitor and confirm the governance framework, and implement changes as deemed necessary

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Review Planner's recommendation and confirm or amend Governance Framework as appropriate	Meeting minutes
Plannera	Governance Manual	Monitor and periodically review the governance framework and make recommendations to the Board as necessary	Meeting minutes
Legal- external law firm	As engaged by Plannera/JBT	Legal Issues/Advice	As required

Operational Goals and Objectives

Monitor the development, implementation and assessment of short and long-term measurable directions and objectives

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Review recommendations regarding development, implementation and assessment of objectives	Meeting minutes
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Aid in development, implementation, and assessment of objectives; provide recommendations to Board	Meeting minutes

Monitor performance against adopted directions and objectives

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Review recommendations regarding performance against objectives	Meeting minutes
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Monitor performance against objectives; provide recommendations to Board	Meeting minutes

Review and approve annual operating plans, and monitor performance against those plans

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Review recommendations, approve operating plans, and monitor performance against objectives	Meeting minutes
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Develop, implement and assess objectives and provide information and recommendations	Meeting minutes

Risk Assessment

Identify risks which would affect the Plan or key Stakeholders

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Review recommendations and assess appropriateness of risk management initiatives	Meeting minutes
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Determine, risks and their severity, provide recommendations and report progress of risk management initiatives	Meeting minutes

Ensure that appropriate systems and actions are in place to manage identified risks

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Provide input on risk management plans/activities and assess appropriateness of risk management initiatives	Meeting minutes
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Determine, risks and their severity, provide recommendations and report progress of risk management initiatives	Meeting minutes

Integrity

Ensure the integrity of the Plan's internal controls and information systems

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Maintenance of Member Files, Benefit Calculations/Payments, Customer/Plan Member Service; make recommendations to Board as required.	Administration reports
Legal- external law firm	As engaged by Plannera/JBT	Legal Issues/Advice	As required
Provincial Auditor Saskatchewan	Independent Office of the Legislative Assembly	Audit Reports	Annual reports

Ensure prudent and proper management of the resources of the Plans

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Review recommendations and monitor the management of the Plans	
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Report on the management of the Plans and provide recommendations	Administration reports
Legal- external law firm	As engaged by Plannera/JBT	Legal Issues/Advice	As required
Provincial Auditor	Independent Office of the Legislative Assembly	Audit Reports	Annual reports

Ensure the ethical behavior of all participants involved in the administration of the Plans

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
JBT	The Board was established to develop and administer the Plans within the resources allocated to them.	Monitor, make decisions, and provide information to the settlors of the Trust as required	
Plannera	Administrator of the Plan appointed by Order-in-Council and contracted by the Board through an Administration Agreement.	Monitor and provide recommendations to the Board	Meeting minutes
Legal-external law firm	As engaged by Plannera	Legal Issues/Advice	As required
Provincial Auditor	Independent Office of the Legislative Assembly	Audit Reports	Annual Reports

Orientation/Ongoing Education

Ensure the establishment and implementation of an appropriate, formal orientation program for new members of the Council

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
Plannera	Governance Manual	Monitor/Confirm/Amend Orientation Program	Meeting minutes

Ensure that resources are available for an appropriate and practical ongoing educational program for all members of the Council

PERFORMS TASK	AUTHORITY	SERVICES	REPORTING
Plannera	Governance Manual	Inform the Board of upcoming educational events	Quarterly Report

Appendix B – Periodic Checklist

Performance of Plan Design

ACTIVITY	FREQUENCY	ACTIVITY STATUS COMPLETED? (YES/NO)	WHERE ACTIVITY IS REPORTED
Review plan design	Ongoing / Annually		Meeting Minutes
Review market trends and developments	Ongoing / Annually		Industry News Newsletter
Obtain information for benefit amendments arising from changes to the insurance contract	Ongoing / Annually		Meeting Minutes

Compliance

ACTIVITY	FREQUENCY	ACTIVITY STATUS COMPLETED? (YES/NO)	WHERE ACTIVITY IS REPORTED
Monitor case law	Ongoing		Industry News Newsletter
Monitor distribution of plan amendment explanation relating to benefits	As Required		Meeting Minutes
Monitor distribution of annual statements to Plan members	Annually		Meeting Minutes

Administration

ACTIVITY	FREQUENCY	ACTIVITY STATUS COMPLETED? (YES/NO)	WHERE ACTIVITY IS REPORTED
Measure Service Performance:			
• Enrolment	Quarterly, Annually		Meeting Minutes
• Retirements	Quarterly, Annually		Meeting Minutes
Monitor Plan experience	Quarterly, Annually		Meeting Minutes

Communication

ACTIVITY	FREQUENCY	ACTIVITY STATUS COMPLETED? (YES/NO)	WHERE ACTIVITY IS REPORTED
Content of materials	Ongoing; Annually		Meeting Minutes
Monitor distribution of communication materials to participating employees	As required		Meeting Minutes

Reporting, Guidelines and Standards

ACTIVITY	FREQUENCY	ACTIVITY STATUS COMPLETED? (YES/NO)	WHERE ACTIVITY IS REPORTED
Review Performance of Plan Administration – Planner	Annually		

Governance

ACTIVITY	FREQUENCY	ACTIVITY STATUS COMPLETED? (YES/NO)	WHERE ACTIVITY IS REPORTED
Conduct Board Self-Assessment Survey	Annually		Meeting Minutes
Conduct Plan Governance Self- Assessment Survey	Annually		Meeting Minutes
Review Educational Needs of Board Members	Annually		Quarterly Report

Service Provider Contracts

ACTIVITY	FREQUENCY	ACTIVITY STATUS COMPLETED? (YES/NO)	WHERE ACTIVITY IS REPORTED
Review, Confirm, Re-negotiate, Cancel or Tender Service Provider Contracts:	As Required; Annually		
Canada Life	As Above		Meeting Minutes
• Planner	As Above		Meeting Minutes

SCHEDULE 1 - CODE OF CONDUCT ACKNOWLEDGEMENT

SCHEDULE 2 - GOVERNANCE SELF-ASSESSMENT
