

**POLICY NUMBER: POL-40**

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**Chapter:  
BOARD OF DIRECTORS**

**Subject:  
BOARD - CHIEF EXECUTIVE OFFICER RELATIONSHIP, DELEGATION TO THE CHIEF EXECUTIVE OFFICER**

**Effective Date:  
April 4, 1995**

**Last Update:  
January 23, 2014**

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**REFERENCE:**

*Workers Compensation Act R.S.P.E.I.1988, Cap. W-7.1, Section(s) 28(1), 29, 30 and 31*  
*Occupational Health and Safety Act R.S.P.E.I.1988, Cap. 0-1.01, Section(s) 5 and 5.1*  
Workers Compensation Board Policy, POL-121, Policy Development and Maintenance

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**DEFINITION:**

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**POLICY:**

1. All authority of the Board of Directors that is delegated to staff is delegated through the Chief Executive Officer, so that all authority and accountability of staff - as far as the Board of Directors is concerned - is considered to be the authority and accountability of the Chief Executive Officer.
  2. The Board of Directors retains inclusive powers, duties, authority, and discretion for the following:
    - approval of Workers Compensation Board governance and program policies;
    - approval of annual operating and capital budgets;
    - approval of the creation and abolishment of staff positions;
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- appointment of external auditors;
  - approval of the Workers Compensation Board annual financial statements;
  - approval of the Workers Compensation Board Corporate Strategic Plan;
  - approval of purchase or sale of real property or construction of buildings;
  - approval of annual employer assessment rates.
3. The Board of Directors will direct the Chief Executive Officer to achieve results as established by the *Ends* policies. The Board of Directors will limit the latitude of the Chief Executive Officer through establishment of *Executive Limitations* policies.
  4. As long as the Chief Executive Officer uses any reasonable interpretation of the *Ends* and *Executive Limitations* policies, the Chief Executive Officer is authorized to approve all operational policies, establish all further procedures, make all decisions, take all actions, establish all practices, and develop all activities.
  5. The Chief Executive Officer, although retaining accountability, may delegate to other Workers Compensation Board staff members or to external service providers the responsibility for exercising any of the decision-making or other powers delegated under this policy.
  6. The Board of Directors may change its *Ends* and *Executive Limitations* policies, thereby shifting the boundary between the Board of Directors' and Chief Executive Officer's domains. But so long as any particular delegation is in place, the Board of Directors will respect and support the Chief Executive Officer's choices. This does not prevent the Board of Directors from obtaining information in the delegated areas.
  7. Only decisions of the Board of Directors acting as a body are binding upon the Chief Executive Officer.
  8. Decisions or instructions of individual Board members, officers, or committees are not binding on the Chief Executive Officer except when the Board of Directors has specifically authorized such exercise of authority.
  9. In the case of Board members or committees requesting information or assistance without authorization from the Board of Directors, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer's judgment, a material amount of staff time or funds or is disruptive.

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**HISTORY:**

January 23, 2014 – Amended to reflect that the Board of Directors has delegated approval of operational policies to the Chief Executive Officer. Removed the last two bullets in section #4 to be consistent with the Audit and Finance Committee Terms of Reference.

October 24, 2013 – Amended to clarify section #2 and remove the list of specific delegated duties to the CEO.

January 23, 2013 – Editorial changes to be made to the policy as a result of a review by the Board of Directors.

October 28, 2010 - Amended to provide clarity with respect to the delegation of the IRO process to the CEO and to clarify that the Workers Compensation Board can enter into agreements with the Workers Compensation Board or similar body in other jurisdictions as set out in the *Workers Compensation Act*.

June 24, 2009 - Amended to clarify approval for abolishment of positions, annual report, and terms and conditions of employment for excluded employees.

September 25, 2008 - Amended to add the development, approval, implementation, and maintenance of a business continuity program as a responsibility delegated to the Chief Executive Officer.

April 24, 2008 – Amended section #6 to add the delegation to external service providers.

April 4, 2006 – Amended to delete “reconsideration under Section 56 of the Workers Compensation Act” in section #2 and other editorial changes as a result of a review by the Board of Directors.

January 23, 2003 - Amended to combine “delegation of powers” policy with new policy on “Delegation to the Chief Executive Officer”. Replaces POL01-03.

May 30, 2002 - Amended to delegate negotiation of exchange of information agreements to Chief Executive Officer.

February 23, 2001- Statement "Approval of new staff positions" under Board of Directors powers was in error not included in amended text version May 18, 2000. Added to section #1.

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May 18, 2000 - Board of Directors review. Amended text and format.

December 22, 1994 - Amended text. "Delegation of Powers", Workers Compensation Board, Policy and Practice Manual, December 22, 1994.

Board of Directors Approval Date - April 4, 1995