

Governance Manual

for the

The Liquor Board Superannuation Commission

November 29, 2022

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I. Overview

Section 1 – What is Pension Plan Governance?

1.1 Brief History

In November of 1998, the Standing Senate Committee on Banking, Trade and Commerce issued its “Report on the Governance Practices of Institutional Investors”. This report included a recommendation that pension plans in Canada adopt industry best practices with respect to pension plan governance. The following are the key recommendations released by the Committee:

- That individuals appointed to the boards of pension plans have the necessary knowledge to effectively monitor a fund’s managers.
- The pension fund industry should develop practices and techniques that represent the outcomes that stakeholders would value.
- That the trustees of pension plans in Canada adopt one of the Association of Canadian Pension Management (ACPM), Pension Investment Association of Canada (PIAC) or Office of the Superintendent of Financial Institutions (OSFI) guidelines and report annually to pension plan members how they comply with, or exceed, the adopted guidelines. If they do not comply with a set of adopted guidelines, the trustees should explain to the pension plan members why they have elected not to do so.
- The primary responsibility of members of the boards of pension funds should be to the beneficiaries of the fund. Social investment or any other form of investment must be subordinate to the long-term growth of the pension plan.

The guidelines developed by the ACPM, PIAC and OSFI contained many common principles. As a result, these organizations formed a “Joint Task Force on Pension Plan Governance” to develop a common set of pension plan governance principles for plan administrators and governing bodies.

Upon release of the Joint Task Force’s report in January 2000, the Standing Senate Committee on Banking, Trade and Commerce recommended that pension plans in Canada consider the principles and the assessment tool developed by the Joint Task Force and implement the principles in a manner that is best suited to each plan’s circumstances.

Since that time, the Canadian Association of Pension Supervisory Authorities (CAPSA) (which counts OSFI among its member organizations), has elaborated and expanded on the principles enunciated by the Joint Task Force and on October 25, 2004, released its *Pension Plan Governance Guidelines and Self-Assessment Questionnaire*. The questionnaire has been updated and the questionnaire is based on the following principles:

1. Fiduciary responsibility

The plan administrator has fiduciary responsibilities to plan members and beneficiaries. The plan administrator may also have other responsibilities to other stakeholders.

2. Governance framework

The plan administrator should establish and document a governance framework for the administration of the plan.

3. Roles and responsibilities

The plan administrator should clearly describe and document the roles, responsibilities, and accountabilities of all participants in the pension plan governance process.

4. Performance monitoring

The plan administrator should establish and document performance measures to monitor the performance of participants in the governance and administration of the plan.

5. Knowledge and skills

The plan administrator, directly or with delegates, has a duty to apply the knowledge and skills needed to meet the plan administrator's responsibilities.

6. Governance information

The plan administrator should establish and document a process to obtain and provide governance participants appropriate information to meet fiduciary and other responsibilities.

7. Risk management

The plan administrator should establish and document a framework and ongoing processes, appropriate to the pension plan, to identify and manage the plan's risks.

8. Oversight and compliance

The plan administrator should establish and document appropriate processes to ensure compliance with the legislative requirements and pension plan documents.

9. Transparency and accountability

The plan administrator should establish and document a communication process with the aim to be transparent and accountable to plan members, beneficiaries and other stakeholders.

10. Code of conduct and conflict of interest

The plan administrator should establish a code of conduct, incorporating a policy to manage conflicts of interest.

11. Governance review

The plan administrator should establish and document a process for regular review of a pension plan's governance framework and processes.

1.2 Commission's Position

Effective pension plan governance is essential in order for the Commission to fulfill its fiduciary responsibilities to members of the Liquor Board Superannuation Plan. The Commission decided to adopt pension plan governance principles using the guidelines established by the Joint Task Force and CAPSA.

The Commission recognizes the need to take a systematic, coherent and transparent approach to:

- operating the superannuation fund;
- documenting the roles and responsibilities of service providers;
- establishing and maintaining a meaningful and remedial performance measurement process; and

- instituting an appropriate reporting structure.

The pension plan governance process needs to be clear and specific about its goals, priorities and expectations. As such, the Commission has developed a comprehensive governance manual in order to document the governance process and to communicate the open nature of the process to the Liquor Board Superannuation Plan members and other stakeholders. This governance manual will be made available to stakeholders on the Plan administrator’s website.

The Commission recognizes that communication is a key element to successful pension plan governance. The Commission is therefore committed to the transparency of the process to demonstrate their fiduciary responsibility to act in the best interest of all plan members.

As part of the on-going articulation and implementation of the governance principles contained in this governance manual, the governance process will be reviewed at least annually and modified as required. An annual self-assessment will be conducted by the Commission to ensure effectiveness of the governance process. The results of this assessment will be reported to the Liquor Board Superannuation Plan stakeholders.

1.3 History

Approval Date:	November 25, 2014, March 15, 2006, November 29, 2017, and September 24, 2019
Last Review:	November 29, 2022
Next scheduled review	November 2023

I. Overview

Section 2 – Background and Responsibilities

2.1 History of the Liquor Board Superannuation Plan

The origins of the Liquor Board Superannuation Plan (the Plan) date back to the formation of the Public Service Superannuation Plan in 1927. On January 1, 1945, the Liquor Board Superannuation Plan was established in its own right with the enactment of *The Liquor Board Superannuation Act* (the Act), taking with it Liquor Board employees who had been members of the Public Service Superannuation Plan. When the Public Employees (Government Contributory) Superannuation Plan was established to provide superannuation benefits for provincial public employees of designated participating employers on October 1, 1977, the Liquor Board Superannuation Plan was closed to new members. All employees of the Liquor Board (as it then was) hired after October 1, 1977 were required to join the Public Employees (Government Contributory) Superannuation Plan.

Section 3 of *The Liquor Board Superannuation Act* provides for a Commission, the sole member of which is the Minister assigned to the administration of *The Liquor Board Superannuation Act*.

2.2 Delegation of Responsibilities

The Minister, in their capacity as the Commission has the authority to delegate the duties of the Commission to a delegate (the Delegate).

Where the Minister, in their capacity as the Commission, has delegated any of their responsibilities with respect to the duties of the Commission, the Delegate shall exercise the power delegated to them in good faith until such time as the delegation is revoked.

The Minister shall have the ability to, at any time, revoke or limit any power or duty which it has delegated to the Delegate by providing written notice, at which point the Delegate shall cease performing such power or duty.

2.3 Responsibilities of the Minister

The Liquor Board Superannuation Plan (the Plan) is currently governed by *The Liquor Board Superannuation Act*, *The Superannuation (Supplementary Provisions) Act*, and *The Superannuation Acts Uniform Regulations*. (Please refer to section 5 entitled **Operation of Commission** in the Governance Manual for responsibilities of the Minister in his or her capacity as the Commission).

The Minister holds two roles related to the Plan and has responsibilities relative to each role.

1) Responsibilities resting with the Minister in his/her capacity as the Minister

The Minister holds administrative responsibilities that are external to their role as the Commission and in order to fulfill their administrative responsibilities under the Act, the Minister:

- Recommends to Cabinet amendments to the Act, as required or deemed necessary;
- Oversees the passage of amendments to the Act;
- Oversees the passage of Regulations to the Act and amendments thereto; and
- Answers questions in the Legislative Assembly of Saskatchewan regarding the Liquor Board Superannuation Plan.

2) Responsibilities resting with the Minister in his/her capacity as the Commission

The fiduciary responsibilities of the Commission (and the Delegate) are specified in subsections 2.4 and 2.5 of this policy.

The Minister responsible for *The Liquor Board Superannuation Act*, in their capacity as the Commission, has delegated the duties of the Commission to a delegate (the Delegate).

Any exceptions to the delegation of Commission duties are noted within the delegation document.

Within this governance manual, any reference to the Commission applies to the Delegate unless otherwise noted.

2.4 The Minister of Finance

Section **42** of the Act confers obligations upon the Commission to ensure that the assets of the fund are invested in accordance with the requirements for the investment of pension funds pursuant to *The Pension Benefits Act, 1992* and the *Income Tax Act (Canada)* and in accordance with any directions given by the Minister of Finance.

The Minister of Finance has, under subsection **42(1.1)** of the Act, the authority to

“ . . . impose any terms and conditions that he considers appropriate on an approval pursuant to subsection (1).”

2.5 Fiduciary Responsibility of the Commission

As the sole member of the Commission, the fiduciary responsibility of the Commission ultimately lies with the Minister. In order for the Commission to fulfill its primary fiduciary responsibility to all members and beneficiaries the Commission must:

- Act solely in the best interest of plan members and beneficiaries;
- Treat members and beneficiaries impartially;
- Act with the care, skill and diligence of a prudent person;
- Interpret the plan terms fairly, impartially, and in good faith;
- Prevent personal interests from conflicting with those of the Plan;
- and
- Within the scope of its authority, ensure that members and beneficiaries receive the benefits promised.

In addition to its primary fiduciary responsibilities, the Commission also bears responsibilities to the following:

- The Minister (the Delegate bears responsibility to the Minister in their capacity as the Minister);
-
- Organizations and individuals employed by the Commission to provide services to the Commission; and
- The Legislative Assembly of Saskatchewan.

In order to execute the Commission’s fiduciary responsibilities under the Act, the Commission shall administer the Act, as stated in Section **3(1)** of the Act.

The Commission may:

- Dispose of securities, in which the fund has been invested, in any manner and on any terms that it considers appropriate;
- Enter into agreements;
- Engage the services or retain any technical, professional or other advisor, specialist or consultant; or
- Do any other things that it considers necessary for the purposes of managing, investing or disposing of the assets of the fund.

Section **40** of the Act permits the establishment by the Liquor Board (with the permission of the Treasury Board) of a fund for the purposes of meeting any allowances payable or that may become payable under the Act.

Section **50** of the Act states that should any question arise as to the application of the Act to any employee, the question is to be determined by the Commission.

The costs incurred by the Commission for the administration of the Plan and other expenses related to managing, investing or disposing of the assets of the fund are payable out of the fund.

The Commission is responsible for the effective and timely operation and management of the Plan. To discharge this obligation, the Commission has delegated specific functions to its Plan Administrator, the Plannera Pensions and Benefits (Plannera) including provision of Executive Management Services, Executive Secretary Services and other services as outlined in Section 4 of this Governance Manual, as well as to the following service providers: Legal Counsel, Actuary, Auditor, Investment Managers, and a Custodian.

2.6 Fiduciary Responsibility and the Delegate

The Commission cannot delegate the fiduciary responsibility for the Commission to the Delegate, the Minister in their capacity as the Commission ultimately retains fiduciary responsibility for the Plan.

In providing services pursuant to the delegation, the Delegate shall at all times:

- have the same duties and be subject to the same standard of care as a person acting in the capacity of the Commission;
- shall exercise the care, diligence, and skill in the administration of the Act/Fund that a person of prudence would exercise in dealing with the property of another person;

- Act solely in the best interest of plan members and beneficiaries;
- Treat members and beneficiaries impartially;
- Act with the care, skill, and diligence of a prudent person;
- Interpret the plan terms fairly, impartially, and in good faith;
- Prevent personal interests from conflicting with those of the plan; and
- Within the scope of its authority, ensure that members and beneficiaries receive the benefits promised.

The Delegate shall inform Plannera when they do not possess the skills, information, and knowledge to properly carry out any of its duties. Plannera shall find and recommend to the Commission third parties who have the necessary skills, knowledge, and information.

2.7 History

Approval Date:	March 15, 2006, and September 24, 2019
Last Review:	November 29, 2022
Next scheduled review	November 2023

I. Overview

Section 3 – Mission Statement and Goals

3.1 Purpose

The purpose of the Liquor Board Superannuation Plan (the Plan) is to provide pension benefits to members.

3.2 Mission

Our mission as the Plan's administrator is to manage the assets and expenses solely in the best interests of the members.

3.3 Goals and Objectives

The Liquor Board Superannuation Commission's (the Commission's) goals and the associated objectives planned to meet those goals are as follows:

1. *Financial Management: The Commission provides sound financial management of the Plan.*
 - The Commission ensures the assets of the Liquor Board Superannuation Fund are invested appropriately by reviewing the Plan's Statement of Investment Policies and Goals (SIP&G) annually.
 - The Commission carries out an actuarial valuation of the Plan at least every three years.
 - The Commission annually reviews and approves the operating budget for the Plan and monitors it quarterly.

2. *Service Delivery and Communications: The Commission provides excellent service to the members of the Liquor Board Superannuation Plan.*
 - The Commission administers the Plan in compliance with *The Liquor Board Superannuation Act, The Superannuation (Supplementary Provisions) Act, and the Income Tax Act (Canada)*.
 - Plan members have access to the information they require to make decisions about their retirement.

- The Commission tables an annual report for the Plan in accordance with *The Executive Government Administration Act*.

3. *Performance Measurement: The Commission evaluates the performance of the Plan's service providers.*

- The Commission reviews the performance of the Plan's investment manager twice per year, including compliance with the Plan's SIP&G.
- The Commission evaluates the performance of the Plan's actuary annually.
- Administration performance is reported to the Commission on a quarterly basis.

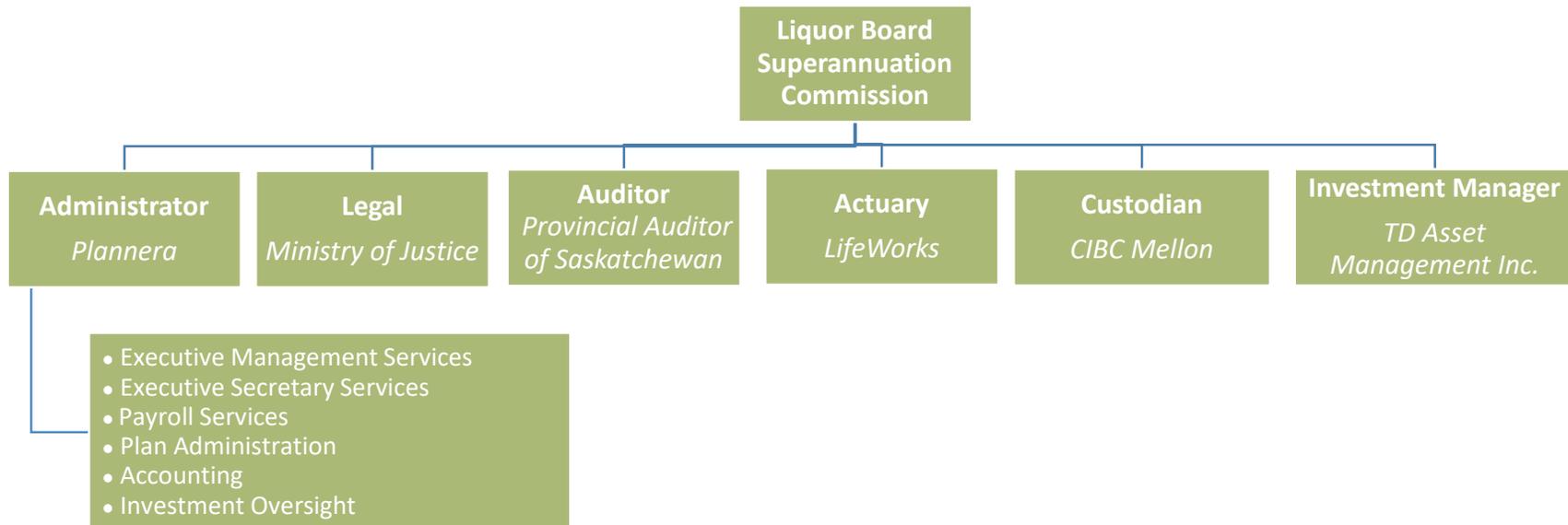
3.4 History

Approval Date:	November 25, 2014, March 15, 2006, and September 24, 2019
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I. Overview

Section 4 - Organizational Chart of Plan's Administration

4.1 Reporting Structure to Commission



- Plannera provides Executive Management services, Executive Secretary services, Payroll services, Plan administration, accounting and investment oversight.
- The Ministry of Justice provides advice on legal matters and draft plan amendments.
- The Provincial Auditor of Saskatchewan audits the financial statements of the Plan annually and reports its findings to the Commission and to the Members of the Legislative Assembly of Saskatchewan.
- LifeWorks provides actuarial services.
- CIBC Mellon provides custody services.
- TD Asset Management Inc. provides management of investments.

4.2 History

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II. Structure of Commission

Section 5 – Operation of Commission

5.1 Composition of the Commission

Subsection **3(1)** of *The Liquor Board Superannuation Act* (the Act) specifies that the Minister responsible for the administration of the Act is the sole member of the Liquor Board Superannuation Commission (the Commission).

The Minister, in their capacity as the Commission, has the authority to delegate the duties of the Commission to a delegate (the Delegate).

Any exceptions to the delegation will be noted within the delegation document.

Within this governance manual, any reference to the Commission also applies to the Delegate unless otherwise noted.

5.2 Information provided upon change of the Commission or the Delegate

The Plannera Pensions and Benefits (Plannera) shall provide the following materials for the Minister in their capacity as the Commission (through the Delegate) or to the Delegate whenever the person holding one of these position changes:

- The Commission's Governance Manual;
- The last Annual Report;
- The Statement of Investment Policies & Goals (SIP&G);
- The minutes from the last four Commission meetings; and
- The schedule of Commission meetings for the current fiscal year.

5.3 Minister or Delegate Change

If the Minister responsible for the Act or the Delegate changes, or if the delegation is revoked and the duties are delegated to another party, the person(s) leaving that or those position(s) shall return all materials related to Commission business to the Plannera Pensions & Benefits.

5.4 Executive Secretary Services

Plannera provides Executive Secretary services to the Commission. In consultation with the Commission, Plannera is responsible for:

- the organization of all Commission meetings and business;
- setting and distributing the agenda and related materials for all Commission meetings;
- taking and distributing the minutes of all Commission meetings and maintaining custody of the minutes and materials from Commission meetings;
- ensuring that Commission decisions are communicated and acted upon;
- corresponding with service providers and other stakeholders and preparing reports on the Commission's behalf;
- preparing and filing returns and other statutory reporting;
- preparing other documentation as requested by the Commission or the Delegate;
- executing documents as a signing authority; and
- coordinating the strategic planning and risk management processes and overseeing the execution of plans developed by the Commission with respect to the same.

5.5 Information to be Received by the Commission

The purpose of providing the Commission with periodic reports is to ensure the Commission can manage the Plan effectively and monitor the service providers it retains.

The reports required by this section are to be delivered to, or prepared by Plannera. Plannera will table the reports at the next available meeting of the Commission.

In the event the Commission requires additional information beyond that which had been provided, the Commission will provide direction to Plannera regarding the information required.

Information provided by Plannera

The Commission will receive information from its administrator in the form of quarterly administration reports. The report will contain the following information:

- Performance regarding service standards established for the Plan;
- Financial highlights and status of the budget;
- Status of any special projects;
- Reporting of any governance or legislative issues related to LBSP design and delivery;
- Exception reporting in the areas of compliance or investment performance; and
- Demographic information.

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

- The Periodic Checklist;
- The Goals and Objectives;
- The Governance Self-Assessment Questionnaire;
- The Annual Report;
- Market Trends Newsletter; and
- The Risk Management Plan for the current Plan year and The Risk Management Review for the preceding Plan year.

The Commission will receive information it needs to make decisions regarding investments in the form of semi-annual Investment Monitoring reports. Information from the Commission's Investment Manager is summarized in the Investment Monitoring reports.

5.6 Rules and Procedures for Reviewing and Acting on Information

The information received by the Commission is to be reviewed and acted upon in a timely and professional manner.

Actions required for the various items may include:

1. *Information Item*: Item is reviewed, background information is researched and a discussion relating to the subject takes place.
2. *Decision Item*: Item is reviewed, background information is researched and a decision relating to the subject takes place.
3. *Action Item*: Item is reviewed, background information is researched and an identified task is undertaken.

The following tables provide a summary of information provided and the purpose, key points, action required and results of action.

Meeting Items

Meeting Package			Frequency: 1 week prior to Meetings Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Information is delivered to the Commission prior to meeting. Ensures that Commission is given time to review items.	All items in package are for the Commission review and vary given the time of year and information required.	<u>Commission</u> <i>Information Item</i>	Commission is prepared for the meeting.

Meeting Minutes			Frequency: 1 week after meetings Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Ensures an accurate permanent record of the discussions and decisions of the previous meeting.	<ul style="list-style-type: none"> Attendance Approval of Agenda Approval of Minutes Quarterly Administration Report Governance Items Investment items Financial items 	<u>Commission</u> <i>Decision Item</i> <u>Administrator</u> <i>Action Item</i>	<p>Commission reviews and confirms accuracy of minutes.</p> <p>Delegate briefs Minister on any decisions that must be made by him/her.</p> <p>Plannera carries out decisions or causes the decisions to be carried out.</p>

Agenda			Frequency: 2 weeks prior to meetings Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Ensures an orderly and timely meeting. Provides attendees with an opportunity to add or delete items.	Full listing of the meeting topics.	<u>Commission</u> <i>Decision Item</i> <u>Administrator</u> <i>Action Item</i>	<p>Commission reviews and confirms the agenda. Items can be added, deleted or deferred. Agenda is approved as is or with amendments.</p> <p>Plannera uses draft agenda to prepare materials for the Commission meeting.</p>

Investment Monitoring

Investment Monitoring Review (Performance and Manager Evaluation)			Frequency: Semi-annually Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Provides a review of the investment managers and investment performance.	<ul style="list-style-type: none"> Executive Summary Trailing Period Performance Annual Performance Cash Flow Summary 	<u>Commission</u> <i>Information Item</i> <u>Administrator</u> <i>Action Item</i>	Commission reviews and discusses: <ul style="list-style-type: none"> Investment Manager Performance and Compliance with SIP&G Investment Performance and Objectives Capital Markets Plannera reviews the report to monitor performance and compliance with the SIP&G. Actions may be required based on the information received and discussions that take place.

Risk Management

Custodian and Actuary Evaluations			Frequency: Annually Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Ensures that the service providers are being evaluated.	<ul style="list-style-type: none"> Evaluation of service providers 	<u>Commission</u> <i>Decision Item</i> <u>Administrator</u> <i>Action Item</i>	The service providers are evaluated and documentation of the evaluation is recorded. Plannera prepares and reviews the evaluation to ensure that performance is satisfactory.

Risk Management

Risk Management Plan - Current Year			Frequency: Annually Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Ensures potential risks to the Plan are considered and actions are put in place to manage the identified risks.	<ul style="list-style-type: none"> • Strategic Risk • Financial Risk • Regulatory Risk • Operational Risk 	<u>Commission</u> <i>Decision Item</i> <u>Administrator</u> <i>Action Item</i>	<p>The Risk Management Plan (RMP), as approved, is used for the upcoming year to manage identified risks.</p> <p>Plannera uses the RMP to ensure that processes are in place to manage the identified risks.</p>

Risk Management Review - Previous Reporting Period			Frequency: Annually Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Ensures that the identified risk management strategies were implemented for the year.	<ul style="list-style-type: none"> • Strategic Risk • Financial Risks • Regulatory Risk • Operational Risk 	<u>Commission</u> <i>Decision Item</i> <u>Administrator</u> <i>Action Item</i>	<p>The Commission ensures that the administrator is managing the identified risks throughout the previous year.</p> <p>Plannera prepares the Risk Management Review (RMR) and outlines what actions were taken throughout the previous year to manage risks. The RMR is then used to develop the following year's Risk Management Plan.</p>

Risk Management

Investment Policy Review			Frequency: Annually Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
A review of the policy to ensure it is meeting the needs of the Plan, is compliant and reflects current beliefs, values and goals.	<ul style="list-style-type: none"> • Overview • Asset Mix and Diversification Policy • Permitted and Prohibited Investments • Monitoring and Control • Administration • Compliance Report 	<p><u>Commission</u></p> <p><i>Information Item and Decision Item</i></p> <p><u>Administrator</u></p> <p><i>Information Item and Action Item</i></p>	<p>Commission reviews the Statement of Investment Policies and Goals and makes changes as required.</p> <p>Plannera administers the Plan according to the Investment Policy. Plannera implements changes as identified by the Commission to the Investment Policy.</p>

Plannera Administration Report			Frequency: Quarterly Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Provides an update regarding the administrative operations of the Plan.	<ul style="list-style-type: none"> • Executive Summary • Activities in this Quarter • Service Standards • Financial Statements • Plan Statistics 	<p><u>Commission</u></p> <p><i>Information Item</i></p> <p><i>Action Item</i></p>	<p>Commission reviews:</p> <ul style="list-style-type: none"> • Budget and financial statements; • Administrators' service standards performance; • Status of Plan amendments and policies; • Compliance with regulatory authorities; • Status of any risk management issues; and • Plan demographics. <p>Commission uses items to measure service provider performance.</p>

Governance

Goals and Objectives – Plan and Review			Frequency: Annually Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Provides direction for the Plan in regard to the Commission's goals and the activities identified to meet objectives. Review activities for the past year and outline the plan for the upcoming year.	<ul style="list-style-type: none"> • Financial Management • Service Delivery and Communications • Performance Measurement. 	<u>Commission</u> <i>Decision Item</i> <u>Administrator</u> <i>Action Item</i>	<p>Objectives identified to fulfill the goals of the Commission are outlined in a plan for the upcoming year.</p> <p>Plannera includes a review of activities undertaken in the past year to satisfy the identified goals and objectives.</p>

Education Events			Frequency: At meetings Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Provides Commission with a list of upcoming education events.	Lists education providers, offerings, locations and dates.	<u>Commission</u> <i>Information Item</i>	The Commission is kept informed of upcoming educational events.

Periodic Checklist			Frequency: Semi-Annually Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
The Commission ensures that duties required to administer the Plan are being performed in a timely and effective manner. The Commission confirms whether an activity was completed, when it was completed or when it is to be completed.	<ul style="list-style-type: none"> • Legislative Compliance • Investment Management • Administration • Communication • Reporting, Guidelines and Standards • Governance • Service Provider Contracts 	<u>Commission</u> <i>Decision Item</i> <u>Administrator</u> <i>Action Item</i>	<p>The Commission is able to review the document to ensure that the duties required to administer the Plan are being completed.</p> <p>Plannera completes the checklist to ensure that tasks are being completed as planned. The checklist is used to monitor the review and evaluation schedules.</p>

Governance

Legislative Compliance Review			Frequency: As Required Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
A review of the Plan's compliance with applicable legislation.	Plan documents are reviewed.	<u>Commission</u> <i>Information Item</i> <u>Administrator</u> <i>Action Item</i>	The Commission is made aware of the Plan's compliance with applicable legislation. Action may be required to comply with legislation. Plannera reviews compliance with the Act and ensures that the Commission is made aware of necessary changes.

Market Trends Newsletter			Frequency: Weekly Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
The Commission has the opportunity to review pension and business news, monitor case law, and review market trends and developments.	<ul style="list-style-type: none"> • Education Events • Pension News • Business News • Legislation, Litigation and Regulation • Surveys, Studies and Opinions • Benefits News 	<u>Commission and Administrator</u> <i>Information Item</i>	The Commission and Administrator's staff reviews the newsletter to remain current in pension and business trends and developments.

Code of Conduct/Conflict of Interest			Frequency: Annually Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Ensures Commission maintains guidelines for conduct.	<ul style="list-style-type: none"> • Fiduciary Duties • Duty of Care • Ethical Standards • Conflict of Interest Procedures • Consequences of a Breach • Avoidance of Bias • Commission Member's Acknowledgement 	<u>Commission</u> <i>Action item</i>	The Commission and the Delegate are aware of the guidelines for their conduct. This item is reviewed and signed annually.

Governance

Governance Self-Assessment Review			Frequency: Annually Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Assists the Commission in assessing performance and recognizing weaknesses and strengths.	<ul style="list-style-type: none"> • Fiduciary Responsibility • Governance Framework • Roles and Responsibilities • Performance Monitoring • Knowledge and Skills • Governance Information • Risk Management • Oversight and Compliance • Transparency and Accountability • Code of Conduct and Conflict of Interest • Governance Review 	<p><u>Commission</u></p> <p><i>Decision Item</i></p> <p><u>Administrator</u></p> <p><i>Action Item</i></p>	<p>The Commission is made aware of the performance, weaknesses and strengths of its Governance Model.</p> <p>Plannera prepares the self-assessment review for the Commission.</p> <p>Actions identified by the Commission to strengthen the governance process are implemented.</p>

Annual Report			Frequency: Annually Provider: Plannera
Purpose	Key Points	Action Required	Result of Action
Provides Commission and Stakeholders with a comprehensive view of the Plan's operations and financial statements.	Communicates initiatives, operations and financials of the Plan.	<p><u>Commission</u></p> <p><i>Decision Item</i></p>	The Annual Report is tabled in the Saskatchewan Legislature annually and is made available on the website. Stakeholders are provided with a transparent view of the operations and financial statements of the Plan.

5.7 History

Approval Date:	November 25, 2014, November 26, 2012, October 8, 2009, November 18, 2008, November 30, 2007, March 15, 2006, November 29, 2017, and September 24, 2019
Last Review:	November 29, 2022
Next scheduled review:	November 2023

II. Structure of Commission

Section 6 – Commission Remuneration/Reimbursement

6.1 Commission Remuneration/Reimbursement

Subsection 3(2) of *The Liquor Board Superannuation Act* states:

(2) The necessary salaries and expenses of the administration of this Act shall be a charge upon and be paid out of the Liquor Board Superannuation Fund.

Neither the Liquor Board Superannuation Commission (the Commission) nor the Delegate is compensated for the performance of Commission duties, but the Commission or its Delegate shall be reimbursed for the following expenses:

- Hotel and travel expenses will be reimbursed as incurred;
- Mileage for use of personal vehicles and meals will be reimbursed at the rate established for the Saskatchewan Public Service Commission;
- Other expenditures authorized by the Commission.

In addition to the above, the Commission has authorized an education allowance for the Commission on an annual basis. The allowance is intended for education/training purposes associated with the performance of Commission duties and responsibilities. The allowance is currently \$5,000.00 per year.

6.2 History

Approval Date:	March 15, 2006, and September 24, 2019
Last Review:	November 29, 2022
Next scheduled review	November 2023

II. Structure of Commission

Section 7 – Education Program

7.1 Introduction

In order for the Liquor Board Superannuation Commission (the Commission) to fulfill its fiduciary responsibilities, the Commission should possess a sound knowledge and understanding of pension-related issues to better serve the interests of all Liquor Board Superannuation Plan (the Plan) members.

The Commission and any delegates must be in a position to question assumptions dealing with the operation of the Plan and be able to form independent judgments regarding the soundness and practicality of advice received from their service providers.

To achieve the desired objectives, an educational program must address relevant and current legislative and pension industry issues, as well as recognize the most relevant topics of the day. In order to meet the educational goals of the Commission, the Commission has decided to implement the following education program.

7.2 Orientation Program

When there is a new appointment to either the Minister responsible for the administration of *The Liquor Board Superannuation Act* (the Act) or the position to which the duties of the Commission are delegated, Plannera Pensions & Benefits (Plannera) will make available an orientation within three months which will include a review of:

- The Governance Manual;
- The minutes from the last four Commission meetings;
- Current issues being deliberated by the Commission; and
- *The Liquor Board Superannuation Act, The Superannuation (Supplementary Provisions) Act, and The Superannuation Acts Uniform Regulations.*

The following courses/seminars should be attended by the Commission and/or the Delegate within the first three years of administration of the Plan unless their educational background and/or work experience warrants an exemption

from the courses. The Commission and/or the Delegate shall inform Plannera if they require the following education and Plannera will assist in making it available.

- A course on basic investment principles facilitated by Plannera;
- A basic trustee development course facilitated by a recognized pension and benefits organization; and
- An advanced trustee development course facilitated by an industry recognized pension and benefits education organization.

Examples of courses can be found in the education events Information Item distributed to the Commission.

A significant function of the Commission is to review the recommendations and performance of the Actuary. The Commission should possess a sound knowledge of actuarial principles. They should be familiar with the methodology, practices and terminology in order to accurately evaluate actuarial assumptions and advice.

If the Commission or the Delegate determine they require education in actuarial principles, Plannera can make actuarial education available upon request.

7.3 Ongoing Developmental Program

The Commission recognizes that the skills necessary to administer the Plan can be strengthened through ongoing development.

The Commission and the Delegate are strongly encouraged to attend at least one educational event facilitated by an industry-recognized pension and benefits organization annually.

Examples of organizations that provide this type of educational opportunity include:

- The Canadian Pension and Benefits Institute;
- The International Foundation of Employee Benefit Plans; and
- The Association of Canadian Pension Management.

Plannera will inform the Commission, on a regular basis, regarding ad hoc courses/seminars being offered by the pension industry, for the Commission's consideration.

7.4 Commission Exemption

The Commission may be exempt from attending a particular course/seminar if their educational background and/or work experience warrants such exemption.

7.5 Commission Travel for Educational Purposes

The Commission recognizes that quality educational events are available in Canada. However, from time to time, educational events are offered outside of Canada.

If the Commission, or the Delegate, is interested in attending an educational event outside of Canada, they are expected to consider the following:

- Whether an educational opportunity of this type and caliber is also offered in Canada;
- How the event meets the objectives of the Commission's education program; and
- The cost of the event and the Commission's budget for education.

7.6 History

Approval Date:	October 8, 2009, March 15, 2006, November 25, 2015, and September 24, 2019
Last Review:	November 29, 2022
Next scheduled review	November 2023

II. Structure of Commission

Section 8 – Conduct of Meetings

8.1 Commission Meetings

The Liquor Board Superannuation Commission (the Commission) or the person occupying the position to which the duties of the Commission have been delegated (the Delegate) will chair meetings. The Commission shall, in consultation with Planner Pensions & Benefits (Planner), determine the frequency of meetings of the Commission whenever necessary to ensure the proper administration of the Act.

8.2 Venue

The meetings of the Commission shall be held at the office of Planner in Regina, Saskatchewan, or such other place, or in any other manner, as may be determined by the Commission.

8.3 Agenda

Planner, in its provision of Executive Secretary services, shall distribute an agenda, for the next scheduled Commission meeting, to the Commission at least one week prior to each meeting.

8.4 Approval of items

Commission approval of a decision will be provided through approval of a recommendation provided by Planner or other expert service provider, or through execution of a resolution and recorded within meeting minutes.

Where the Commission has delegated the duties to the Delegate, the Delegate will execute decisions on behalf of the Commission. Any Commission decisions which may only be approved by the Minister in their capacity as the Commission will be provided to the Minister by the Delegate for their approval/execution.

Approvals that the Minister is required to execute will be specified as exceptions within the delegation document that delegates the duties of the Commission to the Delegate.

The Delegate may defer approval of other decisions to the Minister in their capacity as the Commission, as the Delegate determines appropriate.

8.5 Minutes

Plannera shall record written minutes of each Commission meeting and distribute such minutes to the Commission at least one week prior to the next scheduled Commission meeting.

8.6 Confidentiality

The Commission may communicate decisions to the party or parties involved.

Any material of a confidential nature in the possession of the Commission must be held in a secure location and out of public view. Any printed material, which contains the name or names of members of the Liquor Board Superannuation Plan, must be returned to Plannera following the completion of a Commission meeting.

Minutes of Commission meetings are exempt from public release under *The Freedom of Information and Protection of Privacy Act*. The Commission will review any Access to Information requests for Commission minutes on a case-by-case basis.

8.7 In Camera Sessions

The Commission may request an *in camera* session during the course of a Commission meeting.

The Commission, and any other participants invited by the Commission, shall attend such *in camera* session. Minutes shall be recorded during an *in camera* session.

The Commission shall record or appoint someone to record the minutes of the *in camera* session and these minutes will be kept in a secure location separate from the regular meeting minutes.

In camera sessions shall be held to discuss items of a confidential nature.

8.8 History

Approval Date:	November 25, 2014, November 26, 2012, March 15, 2006, and September 24, 2019
Last Review:	November 29, 2022
Next scheduled review	November 2023

III. Duties and Responsibilities

Section 9 – Charter of Expectations

9.1 Commission Responsibilities

The Liquor Board Superannuation Commission (the Commission) has adopted a Charter of Expectations, which sets out the specific responsibilities of the Commission.

The Charter stipulates the personal and professional characteristics of the Commission.

In accordance with section 3.1 of *The Superannuation (Supplementary Provisions) Act*, the Commission is explicitly responsible for the administration of the Liquor Board Superannuation Plan (the Plan). To discharge this obligation, the Commission assumes responsibility in the following areas:

Administration:

- Ensure the timely payment of benefit entitlements to Plan members/beneficiaries;
- Monitor and review the performance of Plannera and other administrative Service Providers;
- Make decisions affecting the operational costs of the Plan.

Plan Design:

- Review the design of the Plan from time to time, recommend changes to the Plan when and/or where required, and implement changes to the Plan;
- Review marketplace statistics, imminent trends and analysis to ensure that the fund is competitive with/comparable to similar trusted pension plans.

Communication:

- Promote the communication, awareness and understanding of the Plan among Plan members;
- Review and approve the annual report including the financial statements;
- Ensure that all relevant information is provided to Plan members/beneficiaries which affects their rights, benefits and entitlements.

Funding and Custody:

- Review the performance of the actuary on a periodic basis and recommend termination of services when necessary;
- Approve the assumptions for actuarial valuations;
- Review the performance of the custodian on a periodic basis and recommend termination of services when necessary.

Investment:

- Manage the assets of the Superannuation Fund;
- Develop and review the Statement of Investment Policies and Goals regarding the appropriateness of the investment objectives and approve recommendations for amendments that are deemed necessary;
- Appoint Investment Manager(s), review their performance and that of the assets under their management, and terminate their services when necessary;
- Select asset classes for the investment of the Plan funds;
- Review Planner's co-ordination of the cash management of the Superannuation Fund and make appropriate changes, if necessary.

Compliance:

- Recommend changes to the Plan that are required by the *Income Tax Act* (Canada) or, with respect to investments, by *The Pension Benefits Act, 1992* (and accordingly, by the *Pension Benefits Standards Act, 1985* (Canada));
- Ensure timely reporting to Canada Revenue Agency in accordance with the *Income Tax Act* (Canada);
- Monitor the Statement of Investment Policies and Goals compliance reporting from the Investment Manager(s) and the Custodian of the Plan funds;
- Review reports from the Provincial Auditor of Saskatchewan, determine appropriate action and implement the recommendations contained therein;
- Monitor plan administration to ensure compliance with *The Liquor Board Superannuation Act*, *The Superannuation (Supplementary Provisions) Act*, and *The Superannuation Acts Uniform Regulations*;
- Monitor plan administration to ensure compliance with the *Income Tax Act* (Canada);
- Ensure that statutory disclosure regulations are being met and exceeded for the benefit of Plan members/beneficiaries.

Governance:

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

Goals and Objectives:

- Develop, implement and assess short and long-term measurable goals and objectives;
- Monitor performance against the goals and objectives.

Budgeting:

- Review and approve the annual budget;
- Monitor performance against the budget;
- Ensure, to the extent possible, that necessary resources will be available to pursue strategies, establish priorities and achieve objectives.

Commission Effectiveness:

- Evaluate the effectiveness of the Commission in fulfilling its responsibilities on a periodic basis.

Risk Assessment:

- Identify business risks which would adversely or positively affect the operation of the Plan;
- Ensure that appropriate systems and actions are in place to manage such risks.

Integrity:

- Ensure the integrity of the Plan's internal controls and information systems;
- Ensure ethical behavior of all participants involved in the administration of the Plan.

Orientation/Ongoing Education:

- Ensure the establishment and implementation of an appropriate, formal orientation program for the Commission;
- Ensure that resources are available for an appropriate and practical ongoing educational program for the Commission.

9.2 Appointment of Assistant Deputy Minister and Senior Management

Senior Level Staffing:

- Selection, appointment, evaluation and, if necessary, termination of the Assistant Deputy Minister of Planner, is the sole jurisdiction of the Ministry of Finance, Government of Saskatchewan;
- Succession planning, appointment, training, evaluation and, if necessary, termination of senior management at Planner is the responsibility of the Assistant Deputy Minister of Planner in conjunction with the Ministry of Finance, Government of Saskatchewan;

9.3 Commission/Delegate Attributes

To execute the Commission's responsibilities, the Commission must possess certain characteristics and traits:

Integrity and Accountability:

- The Commission must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on and remain accountable for its decisions;
- The Commission must act solely in the best interest of Plan members/beneficiaries and are required to exercise the care, skill and diligence of a prudent person in carrying out their duties;
- The Commission must be seen to possess the qualities of integrity and accountability by being able to demonstrate that it conducts itself at all times in accordance with the law as specified in section 11.5 entitled **Ethical Standards** in the Governance Manual– Compliance with Laws – in the Commission's Code of Conduct and Conflict of Interest Procedures.

Informed Judgment:

- The Commission must develop a depth of knowledge of pension-related matters in order to understand and question the assumptions upon which the strategic and operational plans are based, and to form an independent judgment regarding the probability that such plans can be achieved.

Financial Literacy:

- An important function of the Commission is to monitor financial performance. The Commission should have a high level of financial literacy including knowledge of financial statements and reports, and understand appropriate terminology for the evaluation of investment performance.

Actuarial Literacy:

- The Plan's actuary undertakes a vital role in determining the Plan's funding requirements. A significant function of the Commission is to review the recommendations and performance of the Actuary. The Commission should possess a sound knowledge of actuarial principles. They should be familiar with the methodology, practices, and terminology in order to accurately evaluate actuarial assumptions and advice.

Mature Confidence:

- The Commission should demonstrate openness to the opinions of others, and the willingness to listen should rank as highly as the ability to communicate persuasively;
- The Commission must approach others assertively, responsibly, and supportively, and be willing to raise difficult questions in a manner that encourages open discussion.

9.4 Chair Responsibilities and Duties

The Commission serves as the Chair and may delegate the duties of the Chair.

Primary Responsibilities of the Chair:

- Consult with Plannera regarding the frequency and dates of regular meetings;
- Call special meetings of the Commission when necessary;
- Preside over the meetings of the Commission;
- Cancel meetings of the Commission if necessary;
- Approve the agenda for Commission meetings;
- Approve draft minutes of Commission meetings;
- Approve/release the communication of Commission business;
- Authorize individuals to represent the Commission at meetings of the Public Accounts Committee or attend if required;
- Act as spokesperson and representative of the Commission to management;
- Authorize individuals to speak on behalf of the Commission with respect to outside parties;
- Communicate recommended amendments to the Plan to the Minister responsible for *The Liquor Board Superannuation Act*;
- Ensure that the contract with the Plannera Pensions and Benefits is appropriately carried out;
- Authorize or approve the timely and appropriate execution of Commission business;
- Ensure strategic planning is carried out;
- Be available for consultation with management when required.

9.5 History

Approval Date:	November 25, 2015, November 25, 2014, November 26, 2012, March 15, 2006, and September 24, 2019
Last Review:	November 29, 2022
Next scheduled review	November 2023

III. Duties and Responsibilities

Section 10 – Responsibilities and Accountabilities/Performance Measurement and Reporting

10.1 Purpose

In order to ensure the responsibilities listed in the Charter of Expectations (Section 9 of this Governance Manual) are being carried out, it is necessary for the Liquor Board Superannuation Commission (the Commission) to delegate some of its responsibilities to a number of service providers. This is in keeping with the Canadian Association of Pension Supervisory Authorities (CAPSA) pension plan governance principles in general (itemized in Section 1 of this manual), and in particular with the following of those principles:

- the plan administrator should clearly describe and document the roles, responsibilities, and accountabilities of all participants in the pension plan governance process;
- the plan administrator should establish and document performance measures to monitor the performance of participants in the governance and administration of the plan;
- the plan administrator should establish and document a framework and ongoing processes, appropriate to the pension plan, to identify and manage the plan’s risks.; and
- the plan administrator should establish and document appropriate processes to ensure compliance with the legislative requirements and pension plan documents.

The chart on the following pages is designed to provide a reference guide outlining the Commission’s delegation of roles and responsibilities to its service providers.

<i>Service</i>	<i>Provider</i>	<i>Contractual Documentation</i>
Administration	Plannera Pensions & Benefits (Plannera)	Statutory/Administration Agreement
Legal	Ministry of Justice	Statutory
Actuary	LifeWorks Inc.	Contract
Custodian	CIBC Mellon Trust Company	Contract
Auditor	Provincial Auditor of Saskatchewan	Statutory
Investment Manager	TD Asset Management	Contract

10.2 Administration

Ensure the timely payment of benefit entitlements to Plan members/beneficiaries

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENTS	REPORTING
Plannera	Commission	Order in Council	Maintenance of member accounts, benefit calculations, benefit payments, customer service	Yes – Standards set by Commission	Quarterly Reports
Actuary	Commission/Plannera	Contract to October 31, 2022	Pension administration system verification	Yes - Letters certifying calculations	Annual performance review
Employer	Commission/Plannera	<i>The Liquor Board Superannuation Act (the Act)</i>	Collecting & remitting contributions, liaising between members & Plannera	N/A	N/A
Plannera	Plannera	Order in Council	Pension payments, issue tax forms	Yes - must comply with ITA	Quarterly Reports

Monitor and review the performance of Plannera and other administrative Service Providers

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Select service providers, negotiate their contracts and evaluate their performance and self-report performance	No – Must meet with Commission satisfaction	Quarterly Report
Auditor	Commission	Independent Office of the Legislative Assembly	Audit reports	N/A	Annual Reports

10.2 Administration Continued ...

Make decisions affecting the operational costs of the Plan

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Recommend service providers, negotiate their contracts and evaluate their performance, plan accounting, financial statements, and annual budget	Yes – must meet with Commission satisfaction and comply with CICA Guidelines/ <i>The Executive Government Administration Act</i>	Quarterly Reports

10.3 Plan Design

Review the design of the Plan from time to time, recommend changes to the Plan when and/or where required, and implement changes to the Plan

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Perform Review/Provide Recommendations/Report on Administrative Issues/Plan Amendments Re: Legislative Changes/Communication Strategies Development	Yes – Must meet with Commission satisfaction and comply with ITA	Commission Meetings/Quarterly Reports
Legal	Commission/Plannera	Crown Agency	Research Legal Issues/Draft Plan Amendments	Yes – Must comply with ITA	N/A
Actuary	Commission	Contract to October 31, 2025	Actuarial advice/Financial implications	Yes - Must meet with Commission/Plannera satisfaction	N/A

Review market place statistics, imminent trends and analysis to ensure that the fund is competitive with/comparable to similar trusted pension plans

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Perform Review	No – Must meet with Commission satisfaction	Quarterly Reports

10.4 Communication

Promote the communication, awareness and understanding of the Plan among Plan members

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Develop and distribute communication material, communication strategies, member education, sessions, website development & maintenance	No – Must meet with Commission satisfaction	Quarterly Reports

Ensure that all relevant information is provided to Plan members/beneficiaries which affects their rights, benefits, and entitlements

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Develop and distribute communication material, communication strategies, member education, sessions, website maintenance & member counseling	Yes - Must meet with Commission satisfaction	Quarterly Reports
Employer	Commission/Plannera	<i>The Liquor Board Superannuation Act</i>	Distribution of informational materials to employees, answer basic queries	N/A	N/A
Legal	Commission/Plannera	Crown Agency	Legal advice	No - Must meet with Commission/Plannera satisfaction	N/A

10.5 Funding & Custody

Appoint Actuary, review performance on a periodic basis and terminate their services when necessary

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Recommend service providers, negotiate their contracts and evaluate their performance	Yes – Must meet with Commission satisfaction	Quarterly Report

Approve the assumptions for actuarial valuations

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Actuary	Commission	Contract to October 31, 2025	Provide a recommendation for the approval of assumptions	Yes – Must meet with Commission satisfaction	Decision Item
Auditor	Commission	Independent Office of the Legislative Assembly	Audit Reports	Nil	Annual Reports

Appoint Investment Custodian, review performance on a periodic basis and terminate their services when necessary

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Investment Manager	Commission	Investment Management Agreement	Pooled fund custodian	No – The Investment Manager retains the Custodian	No reporting as the Investment Manager retains the Custodian

10.6 Investment

Manage the assets of the Superannuation Fund

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Investment Manager	Commission	Investment Management Agreement	Perform transactions, provide transaction reports, performance analysis of managed assets	Yes – must comply with SIP&G	Semi-annual investment review by Investment Services - Plannera /Quarterly Reports

Develop and review the Statement of Investment Policies and Goals regarding the appropriateness of the investment objectives and approve recommendations for amendments that are deemed necessary

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Recommend SIP&G	Yes - Must receive Commission approval on an annual basis	Annual Review

10.6 Investment Continued ...

Appoint Investment Manager(s), review their performance and that of the assets under their management, and terminate their services when necessary

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Execute Investment Manager agreements	Search, select & evaluate Investment Manager(s), monitor and analyze investment performance	Annual Review

Select asset classes for the investment of the Plan funds

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Recommend SIP&G	Yes – SIP&G is appropriate	Operations Reports

Review Plannera 's co-ordination of the cash management of the Superannuation Fund and make appropriate changes, if necessary

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Auditor	Commission	Independent Office of the Legislative Assembly	Audit Reports	Nil	Annual Reports

10.7 Compliance

Recommend changes to the Plan that are required by the Income Tax Act (Canada) or, with respect to investments, by The Pension Benefits Act, 1992 (and accordingly, by the Pension Benefits Standards Act, 1985 (Canada))

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Compliance with ITA, plan document compliance	Yes – must comply with ITA and PBA at all times	Quarterly Reports
Legal	Plannera /Commission	Crown Agency	Draft plan amendments, legal issues, advice	Yes – amendments and advice must be consistent with ITA and PBA at all times	N/A

Ensure timely reporting to Canada Revenue Agency in accordance with the Income Tax Act (Canada)(ITA)

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Compliance with ITA	Yes – ITA	Quarterly Reports
Legal	Plannera /Commission	Crown Agency	Legal issues, advice	Yes – amendments and advice must be consistent with ITA and PBA at all times	N/A
Plannera	Plannera	Order in Council	Issue tax forms	Yes – ITA	Quarterly Reports

10.7 Compliance Continued ...

Monitor the Statement of Investment Policies and Goals compliance reporting from the Investment Manager(s) and the Custodian of the Pooled Funds

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Monitor SIP&G, compliance reporting from investment manager, custodian	Yes – Task verification	Quarterly Reports
Pooled Fund Custodian	Investment Manager/Plannera	Contract is with Investment Manager	Compliance Reporting	Yes - SIP&G	N/A
Investment Managers	Commission	Investment Management Agreements	Compliance reporting	Yes – compliance with SIP&G and applicable securities legislation	Quarterly Reports

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

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Provincial Auditor	Commission	Independent Office of the Legislative Assembly	Audit reports	N/A	Annual Reports

10.7 Compliance Continued ...

Monitor plan administration to ensure compliance with The Liquor Board Superannuation Act (the Act) and The Superannuation (Supplementary Provisions) Act (SSPA)

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Maintenance of member accounts, benefit calculations and payments, Plan changes, legislative amendments	Yes – the Act / SSPA compliance	Quarterly Reports

Monitor plan administration to ensure compliance with The Income Tax Act (Canada)

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Maintenance of member accounts, benefit calculations and payments, Plan changes, legislative amendments	Yes – ITA compliance	Quarterly Reports

10.7 Compliance Continued ...

Ensure that statutory disclosure regulations are being met and exceeded for the benefit of Plan members and beneficiaries

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Compliance with ITA, Plan document compliance	Yes – must be at all times in compliance with ITA and PBA	Quarterly Reports
Legal	Plannera /Commission	Crown Agency	Draft Plan amendments, legal issues, advice	Yes – amendments and advice must be at all times consistent with ITA and PBA	N/A
Auditor	Commission	Independent Office of the Legislative Assembly	Audit reports	N/A	Annual Reports
Actuary	Commission	Contract to October 31, 2025	Monitor actuarial rules & principles	Yes – compliance with Canadian Institute of Actuaries practices	

10.8 Governance

Conduct a self-assessment review of the governance process on a periodic basis

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Governance Manual	Provide recommendations in governance self-assessment process	Yes – Annual governance self-assessment must meet Commission approval	Annually
Legal	Plannera /Commission	Crown Agency	Legal issues, advice	N/A	N/A

10.8 Governance Continued...

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

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Governance Manual	Monitor, confirm, and amend governance framework	Yes – Annual Governance Self-Assessment must meet Commission approval	Annually
Legal	Plannera /Commission	Crown Agency	Legal issues, advice	N/A	N/A

10.9 Goals and Objectives

Develop, implement and track goals and objectives

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Provide recommended plan to meet goals and objectives	No – must meet Commission satisfaction	Regular Commission meetings, Quarterly Reports

Monitor performance against goals and objectives

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Provide review of activities	No – must meet Commission satisfaction	Regular Commission Meetings/Quarterly Reports

10.9 Goals and Objectives Continued ...

Review and approve annual budget and monitor performance against that plan

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Provide recommendations	No – must meet Commission satisfaction	Regular Commission Meetings, Quarterly Reports

Review and approve operating plan and monitor performance against that plan

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Provide recommendations	No – must meet Commission satisfaction	Regular Commission Meetings, Quarterly Reports

Review and approve Annual Report for tabling in the Saskatchewan Legislature

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Provide draft to Delegate; final version for tabling	No – must meet Commission satisfaction	Annually regular Commission Meeting

10.10 Commission Effectiveness

Evaluate the effectiveness of the Commission in fulfilling its responsibilities on a periodic basis

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Maintenance of Commission meeting minutes and records, provide recommendations in governance self-assessment process	Yes - Governance Self-Assessment must be approved by Commission	As required, annual self-assessment

10.11 Risk Assessment

Identify business risks which would adversely or positively affect the operation of the Plan

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Provide recommendations and report progress of risk management activities	No – must meet with Commission satisfaction	Risk Management Plan

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

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Maintenance of Commission meeting minutes and records, report progress of risk management initiatives	No - must meet with Commission satisfaction	Risk Management Plan

10.12 Integrity

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

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Maintenance of member accounts, benefit calculations, benefit payments, customer service	Yes – Standards set by Commission	Quarterly Reports, triennial Administration Agreement renewal
Legal	Plannera /Commission	Crown Agency	Legal issues, advice	Yes – advice must be consistent with applicable legislation	N/A
Auditor	Commission	Independent Office of the Legislative Assembly	Audit reports	N/A	Annual Reports

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

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Provide recommendations	No – must meet with Commission satisfaction	Quarterly Reports
Legal	Plannera /Commission	Crown Agency	Legal issues, advice	Yes – advice must be consistent with applicable legislation	N/A
Auditor	Commission	Independent Office of the Legislative Assembly	Audit reports	N/A	Annual Reports

Orientation/Ongoing Education

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

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Governance Manual	Monitor, confirm, amend the orientation program	Yes – program and amendments must be approved by the Commission	Quarterly Reports

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

SERVICE PROVIDERS	SERVICE PROVIDED FOR	CONTRACTUAL DOCUMENTATION	SERVICES	PERFORMANCE MEASUREMENT	REPORTING
Plannera	Commission	Order in Council	Monitor, confirm, amend the orientation program	Yes – program and amendments must be approved by the Commission	Quarterly Reports

10.13 History

Approval Date: March 15, 2006, November 25, 2015,
December 17, 2020, and November 29, 2021

Last Review: November 29, 2022

Next scheduled review: November 2023

IV. Code of Conduct/Conflict of Interest

Section 11 – Code of Conduct and Conflict of Interest Procedures

11.1 Purpose and Objective

The purpose of this section of the Governance Manual is to establish and document guidelines for the conduct required of persons performing the duties of the Liquor Board Superannuation Commission (the Commission) whether by statutory or delegated appointment.

The guidelines have been developed to create and sustain a business culture that promotes sound decision-making by the Commission.

Section 3 of *The Liquor Board Superannuation Act* provides for a Commission, the sole member of which is the Minister assigned to the administration of *The Liquor Board Superannuation Act* (the Minister). The Minister, in his/her capacity as the Commission has the authority to delegate the duties of the Commission to a delegate (the Delegate).

The purpose of establishing conflict of interest procedures goes beyond ensuring compliance with minimum statutory requirements. They provide a workable process for identifying, minimizing and resolving conflicts of interest, in order that anyone performing the duties of a Commission member may fulfill their fiduciary obligations effectively while maintaining their independence and integrity.

References to a Commission member in this policy apply equally to the Minister and the Delegate.

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

The Commission recognizes the need to review these guidelines and procedures on an annual basis and both the Minister and the Delegate shall review and acknowledge adherence with the guidelines and procedures by signing them upon appointment to the Commission, each time they are amended and, in any event, no less than upon each annual review.

11.2 Application

These guidelines and procedures govern the operation and conduct of Commission members in the execution of their duties and responsibilities under *The Liquor Board Superannuation Act*, *The Superannuation (Supplementary Provisions) Act* and associated Regulations.

11.3 Fiduciary Duties

The Minister, in his capacity as the sole member of the Commission, may delegate duties of the Commission but not the fiduciary responsibility for the Commission. As the sole statutory member of the Commission, the fiduciary responsibility of the Commission ultimately lies with the Minister.

These duties apply to the Minister in his or her capacity as the trustee of the pension fund and as the administrator of the pension plan.

While the Delegate does not possess a statutory fiduciary responsibility, in adherence to this Governance Manual and through appointment, the Delegate is required to act in a manner consistent with the requirements of a fiduciary.

As such, references to a Commission member in this policy apply equally to the Minister or the Delegate.

- *Duty of Loyalty*

The duty of loyalty requires a Commission member to act honestly and in good faith, and in the best interest of all Liquor Board Superannuation Plan (the Plan) members. Furthermore, a Commission member must consider the effect of their individual actions on the integrity and credibility of the Commission.

- *Opportunities Acquired Through Commission Business*

A Commission member must not take personal advantage of business opportunities of which he/she becomes aware in the course of carrying out Commission business.

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

- *Duty to Protect Confidential Information*

A Commission member must at all times keep confidential all information, proprietary material and records received by them in their capacity as a Commission member. Confidential information may only be disclosed if it is otherwise generally available to the public, if the disclosure is required by law, or if the disclosure is consistent with the purpose for which the information was obtained. To this end, the Commission has resolved to adhere to the provisions of *The Freedom of Information and Protection of Privacy Act* and associated Regulations.

- *Post Service Restrictions*

When the Minister or Delegate cease to serve in their positions and is no longer involved in Commission business, they must continue to refrain from taking improper advantage of their previous position.

Former members of the Commission must continue to observe the duty to protect confidential information, unless they have received written authorization from the current Minister to disclose the information and any disclosure must adhere to the provisions of *The Freedom of Information and Protection of Privacy Act* and associated Regulations. Furthermore, former members of the Commission must not use confidential information or opportunities acquired as a result of Commission business for personal gain, or for the personal benefit of others.

11.4 Duty of Care

In exercising their responsibilities toward the superannuation fund and as the administrator of the pension plan, it is the explicit duty of those serving on the Commission to exercise the care, skill and diligence that a reasonably prudent person would exercise in comparable circumstances.

In fulfilling this duty, members of the Commission have a responsibility to ensure that they obtain expert advice to acquire the necessary information required to make informed decisions for the effective and timely operation of the Plan. Commission decisions must be made pursuant to sound business practices respecting established policies and procedures.

Improper or ill-advised decisions can be costly to the Plan. Those serving on the Commission should undertake the training or educational opportunities necessary to ensure that they have a sufficient level of knowledge and understanding to fulfill their duties.

The Commission has established its mission, and a Commission member should take actions which are consistent with the mission and the policies which support it.

Though the Commission may delegate activities to its service providers, the Commission retains responsibility for oversight of the Plan, and Commission members should be engaged in reviewing the performance of the Plan and its success in meeting its goals.

11.5 Ethical Standards

Those serving as the Commission should adhere to the following standards when exercising all of their duties and responsibilities:

- *Preferential Treatment*

Commission members must not use their position to benefit persons or organizations in their dealings with the Plan if this may be perceived to result in preferential treatment to such persons or organizations.

- *Gifts, Benefits and Entertainment*

Commission members should not accept gifts, benefits, entertainment or other personal favours, which would create, or appear to create, a favoured position for persons or organizations doing business with the Plan.

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

Members of the Commission 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 Commission member's objectivity and impartiality; and
- would not compromise the integrity of the Commission.

- **Communication and Public Comment**

The Plan has the responsibility to communicate with its members and beneficiaries in a timely, accurate, and transparent manner. This communication is generally provided by the Plan, rather than by individual Commission members.

In the instance where communication directly from the Commission is necessary, public announcements or comments will be the responsibility of the Minister in his capacity as the Commission unless expressly delegated to the Delegate or senior officials at the Plannera Pensions & Benefits (Plannera).

Members of the Commission should refrain from making media announcements or comments regarding the activities of the Commission and the operation of the Plan, unless the Minister determines it to be necessary and if the Delegate, is authorized by the Minister to do so. Commission members must avoid making public comments which are likely to bring the Commission into disrepute or adversely affect the operation of the Plan. Commission members must not misrepresent the Plan in any communications, including oral representations, electronic communications, or written materials, whether publicly disseminated or not.

- *Commission Independence*

The Commission's primary duty and responsibility is to the members of the Plan. The Commission must not serve the interests of specific offices, groups, associations or organizations.

- *Compliance with Laws*

A Commission member must at all times be aware of and comply with all laws, rules and regulations applicable to the Plan.

A Commission member must conduct their personal affairs 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 administration of the Plan:

- (a) where the violation, charge or conviction occurred prior to the appointment of the individual as the Commission, prior to the first meeting that the individual attends;
- (b) where the violation, charge or conviction occurs after the appointment of the individual as the Commission, prior to the first meeting after it occurs.

Commission members must report criminal or other illegal or unethical conduct by themselves or any other Commission 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 no later than the next following regularly scheduled Commission meeting.

Reports are to be made to the Director, Policy and Governance, (the Director) Planner. The Director will advise the Commission whether the violation, charge or conviction may render the participation of the member in decisions of the Commission inappropriate, and advise whether the Commission should exclude or restrict the member of the Commission from participating in some or all of the decisions of the Commission.

11.6 Conflict of Interest Procedures

These procedures apply to Commission members with respect to their responsibilities toward the superannuation fund, administrators of the pension plan, and decision-makers with respect to disputes regarding the Plan.

A Commission member 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.

Commission 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*

Commission members shall disclose 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 Plan. Such disclosure shall be made to the Director as soon as practicable after the conflict of interest has been discovered by the Commission member.

The Director will determine the appropriate action under the circumstances with the assistance of any expert required.

Should the Delegate discover an actual or perceived conflict of interest during the course of a Commission meeting, the Delegate must immediately declare the conflict of interest. The Minister will determine the appropriate action under the circumstances.

- *Register*

Plannera, in its capacity of providing executive secretary services to the Commission, shall maintain a register of all actual, perceived or possible conflicts of interest disclosed by or in regard to the Commission.

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

- *Abstaining from Consideration and Approval*

If the Delegate has disclosed a conflict of interest, is required to disclose an actual or perceived conflict of interest, or has been found to be in a conflict of interest, the Delegate shall not participate in any discussion, decision or approval relating to any transaction involving the aforementioned conflict of interest. The Delegate must consult with the Minister to determine the appropriate process to consider and/or approve the matter.

- *Other Business Activities*

Should a Commission member engage in any other business activities, directly or indirectly, which may conflict with or are in competition with its duties and responsibilities as the Commission, they must make full disclosure of such activities.

Adhering to the *Disclosure* procedures in this section, a resolution to the matter will be undertaken by the Commission. The Commission should determine

whether an actual or perceived conflict of interest exists, and the appropriate action under the circumstances.

The person with the perceived or actual conflict of interest will be advised to comply with one of the following options determined by the Commission:

- Discontinuation of the activity;
- Appropriate action to remedy the situation; or
- Consent to the activity.

- *Gifts, Benefits and Entertainment*

It is deemed a conflict of interest if the Commission accepts gifts, benefits, entertainment or other personal favours of more than token or nominal value from persons or organizations doing business with the Plan.

Any person or organization offering such inducements must be advised to discontinue the practice immediately if a sustained business relationship is to continue with the Plan.

Similarly, Commission members must not offer gifts or favours to persons or organizations in order to secure preferential treatment for the Plan.

Inappropriate gifts or benefits that are received and which violate Section 11.5 – Ethical Standards, should be returned to the donor as soon as practicable. Where the donor may perceive the return of an inappropriate gift or benefit as offensive, for cultural or other reasons, the Commission must make full and immediate disclosure of receipt of the gift or benefit. Such gift or benefit must be delivered to Plannera, who will determine the suitable disposition of the item.

11.7 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.

Plannera may engage an external independent service provider to determine the consequences of a breach.

The following are examples of possible consequences, which may be considered, when dealing with a breach of the Code of Conduct and Conflict of Interest Procedures:

- Plannera may recommend to the Minister responsible for *The Liquor Board Superannuation Act* termination of the delegation of the Commission duties to the current Delegate;
- The Commission may be required to make full restitution of any personal gain acquired as a result of the breach, for disposition by Plannera;
- If the Commission is in breach of the law, the action will be reported to the proper authorities.

This list of consequences is not exhaustive, and does not preclude any other course of action, which Plannera or the external service provider may recommend as appropriate under the circumstances.

11.8 Avoidance of Bias

These procedures apply to the Commission with respect to its responsibilities as a decision-maker with respect to disputes regarding the Plan.

The Commission 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 favour or against a party with respect to whom a decision is to be made.

The Commission should familiarize itself with the range of actions that may constitute a potential bias issue, and the actions that might be taken to respond to the issue. A potential bias issue may arise as a result of circumstances such as:

- The Commission has a personal or business relationship with a party;
- The Commission is a member of an organization in which the party is also a member;
- The member has information about the party which has not been placed before the other members of the Commission as part of the decision-making process;
- The Commission member has expressed views in public respecting the subject matter of the decision; and
- The Commission member has communicated directly with one of the parties respecting the subject matter of the decision.

This list is not exhaustive. If a member of the Commission is aware of any circumstances which might give rise to a bias issue, the Commission member must disclose the circumstances to Plannera at the earliest opportunity.

A Commission 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 the Plan or a member or employee of a body that is entitled to appoint a member of the Commission.

11.9 History

Approval Date:	November 25, 2014, March 15, 2006, and December 17, 2020
Last Review:	November 29, 2022
Next scheduled review	November 2023

11.10 Commission Member's Acknowledgement

I ACKNOWLEDGE that I have read and considered the Code of Conduct and Conflict of Interest Procedures for the Liquor Board Superannuation Commission and agree to conduct myself in accordance with the Code of Conduct and Conflict of Interest Procedures as it applies to members of the Commission.

I UNDERTAKE to affirm in writing that I have read, understood and will comply with the most recent version of the Code of Conduct and Conflict of Interest Procedures for the Liquor Board Superannuation Commission.

Signature

Printed Name

Date

11.10 Commission Member's Acknowledgement

I ACKNOWLEDGE that I have read and considered the Code of Conduct and Conflict of Interest Procedures for the Liquor Board Superannuation Commission and agree to conduct myself in accordance with the Code of Conduct and Conflict of Interest Procedures as it applies to members of the Commission.

I UNDERTAKE to affirm in writing that I have read, understood and will comply with the most recent version of the Code of Conduct and Conflict of Interest Procedures for the Liquor Board Superannuation Commission.

Signature

Printed Name

Date

V. Commission Self-Assessment

Section 12 – Governance: Periodic Self-Assessment

12.1 Benefits of Self-Assessment

An effective governance system is a good method of overall risk management. Controlling legal and other risks facing the Liquor Board Superannuation Commission (the Commission) is one of the benefits of good governance practices. An equally important and transparent benefit of effective governance is the reliable assurance to its members that the Liquor Board Superannuation Plan (the Plan) is capable of providing benefits presently and into the future.

The Liquor Board Superannuation Commission Governance Self-Assessment Questionnaire is designed to assist the Commission in assessing its performance and determining where weaknesses exist that require corrective measures.

The self-assessment process also offers an opportunity for the Commission to share responsibility for the pension benefit delivery with other stakeholders.

Transparency of information about existing conditions, decisions and actions is integrally related to accountability. Reporting the self-assessment results provides accountability to interested stakeholders and is consistent with the recommendation by the Joint Task Force on Pension Plan Governance and with the Canadian Association of Pension Supervisory Authorities' (CAPSA) *Pension Plan Governance Guidelines* for industry best practices.

12.2 About the Questionnaire

The questionnaire used is the CAPSA *Guideline No. 4: Pension Plan Administrator Governance Self-Assessment Questionnaire*. This questionnaire and guideline are recommended as a useful tool for pension plan trustees and administrators in assessing their own plan's performance. Responses to the questions should be thorough and analytical in order to reflect the current situation of the plan, thus pointing out areas that require improvement.

This questionnaire will be completed by the person(s) who possesses the best knowledge of the answer to each question, and will be reviewed and approved by the Commission. The questionnaire will be completed annually, at the end of each fiscal year of the Plan.

Once approved by the Commission, the completed questionnaire will be made available to all interested stakeholders through the Plan's website.

12.3 History

Approval Date:	March 15, 2006, and September 24, 2019
Last Review:	November 29, 2022
Next scheduled review	November 2023

VI. General

Section 13 – Complaint Process

13.1 The Process

The Liquor Board Superannuation Commission (the Commission) is committed to making timely decisions in an open and consultative manner, in accordance with the principles of procedural fairness and natural justice, to ensure fair and equitable treatment of Liquor Board Superannuation Plan (the Plan) members.

The Complaint Process provides the parties to a dispute with an opportunity to have their respective points of view considered by the Commission before the matter in dispute is decided.

The parties to a dispute may be any combination of the following:

- a member of the Plan;
- the Saskatchewan Liquor and Gaming Authority (as the participating employer in the Plan); and
- the Plan's administration.

The Commission's authority to resolve disputes is derived from *The Liquor Board Superannuation Plan Act*, which states as follows:

Application of Act

"50 Where a question arises as to the application of this Act to any employee, it shall be determined by the [C]ommission."

The Commission has determined that the following process must be followed in order for a matter to come before the Commission for a decision:

1. A complaint is to be filed in writing or by email to complaints@plannera.ca, by the party or parties in dispute, with the Director, Policy and Governance (the Director) Plannera Pensions & Benefits (Plannera).
2. The Director will promptly inform the Commission that a complaint has been filed, affording the Commission the ability to respond appropriately, and in keeping with the Commission's Code of Conduct and Conflict of Interest Procedures (Section 11 of this Governance Manual) to any inquiries on the matter they may receive. The Director will provide the Commission with the names of the parties in dispute, but will not provide any further information with respect to the dispute.

3. The Director will research the complaint and prepare a report containing full details of the matter in dispute, a copy of which will be provided to each party having an interest in the matter together with a request for submissions with respect to the matter in dispute.
4. The Director will review the submissions from the parties. The review is to determine whether additional issues have been raised or additional parties have been identified which may require additional submissions in order for the Commission to have before it everything it needs to make an informed decision.
5. The Director will provide a copy of the submissions from each party to the other parties for their review and comment.
6. The Director will review the responses from the parties. The review is to determine whether additional issues have been raised or additional parties have been identified which may require additional submissions in order for the Commission to have before it everything it needs to make an informed decision.
7. A party to the dispute may request to make a presentation in person to the Commission when it meets to hear the matter. A party cannot request a presentation in person in lieu of a written or email submission. The request must state in writing or by email the reason for the request and provide submissions as to why the written or emailed materials would not be sufficient for the Commission to make a decision on the dispute. The Director will inform all parties with an interest in the matter of a party's request to appear in person before the Commission and provide the parties with an opportunity to:
 - i. make submissions with respect to the request; and
 - ii. notify the Commission whether, if the request is granted, they wish to also make a presentation in person to the Commission.
8. The Director will place a request pursuant to Paragraph 7 together with his or her report and all submissions, responses and documentation relating to the matter in dispute on the agenda for the next available meeting of the Commission. If the Commission decides to grant the request, the Commission will either:
 - i. schedule a hearing of the matter for the next available Commission meeting; or

- ii. if the Commission decides not to grant the request, the Commission will proceed to make a decision with respect to the dispute based on the written materials submitted by the party or parties.
9. Where the Commission grants a request pursuant to Paragraph 7, the Chair shall determine the procedure for making the presentations and may:
 - i. permit further documents to be filed at the hearing;
 - ii. permit the parties to ask questions of the party making a presentation; or
 - iii. adjourn the hearing to permit a party to respond to any document or information that had not been disclosed in the written submissions.
10. In the absence of a request pursuant to Paragraph 7, the Director will place the report and all submissions, responses and documentation relating to the matter in dispute before the next available meeting of the Commission, which will make a decision based upon the materials submitted by the party or parties.
11. The Commission will render its decision in writing, stating:
 - i. the decision; and
 - ii. the reasons for the decision.

The decision by the Commission is final and will be communicated in writing to all the parties involved in the dispute.

12. The Commission may review a decision, should the party or parties in dispute provide new information which was not available at the time of the initial decision, where the Commission considers it appropriate and no other party is prejudiced by the review.

13.2 Commission's Point of Reference

The Commission will make its decision based upon its interpretation of *The Liquor Board Superannuation Act*, *The Superannuation (Supplementary Provisions) Act*, the associated Regulations, and may consider established policy practices and previous decisions that it considers relevant.

13.3 History

Approval Date:	November 25, 2014, October 8, 2009, March 15, 2006, September 24, 2019, and December 17, 2020
Last Review:	November 29, 2022
Next scheduled review	November 2023

VI. General

Section 14 – Commission Liability

14.1 Indemnity of the Commission

The Legislation governing the Liquor Board Superannuation Plan (the Plan) does not specifically authorize the payment of any indemnity for liability incurred by the Liquor Board Superannuation Commission (the Commission). Any entitlement to an indemnity can only arise through the operation of the common law and the law relating to trustees generally. In that event, the indemnity is properly characterized as an expense that may be charged to the party normally responsible for the payment of the expenses of the Commission.

Should the Minister in their capacity as the Commission or the person to whom the duties of the Commission have been delegated (the Delegate) become liable to a third party as a result of actions taken in good faith in the course of discharging the duties of the Commission, the Minister and/or the Delegate may look to the Government of Saskatchewan for indemnity.

In addition, *The Trustee Act* provides that a trustee may be indemnified out of the assets of the fund if the trustee incurs a liability while acting in good faith in the discharge of his or her duties as a trustee.

The *Liquor Board Superannuation Act* (the Act) provides for the establishment of the Liquor Board Superannuation Fund and, although it does not constitute the Commission as trustee of the Fund, it does impose certain duties on the Commission that are consistent with those of a trustee, particularly the investment powers under section 42.

To that extent, the Commission may look to the assets of the Fund for indemnity in the event that liability is incurred by the member in the course of the good faith discharge of these trust obligations.

In the event that a claim is made against the Commission that might result in a liability for which the Commission would intend to seek an indemnity from either the Fund or the Government of Saskatchewan, the member must bring the claim to the attention of the Director, Policy and Governance, Plannera Pensions & Benefits (the Director).

The Director will consult with legal counsel for the Commission to determine:

- If the claim is one for which indemnity is available, and if so, from whom;
- Whether legal counsel will be provided for the Commission or whether the Commission should retain its own counsel; and
- In the event that the Commission retains its own counsel, whether an advance of funds should be made out of the Fund to the Commission on account of the Commission's legal expenses.

The Commission must provide the Director with any information that he or she may require for the purpose of administering this provision, and the Director may share that information with legal counsel for the Commission.

14.2 History

Approval Date:	November 30, 2007, March 15, 2006, September 24, 2019, and December 17, 2020
Last Review:	November 29, 2022
Next scheduled review	November 2023

VI. General

Section 15 – Investment Policy

15.1 Statement of Investment Policies and Goals

The Statement of Investment Policies and Goals is available on the website and shall be regarded as part of the Liquor Board Superannuation Commission Governance Manual.

15.2 History

Approval Date:	November 30, 2007, March 15, 2006
Last Review:	November 29, 2022
Next scheduled review	November 2023

VII. Definitions

Section 16 – Definitions

16.1 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 Liquor Board Superannuation Plan Governance Manual, the following shall apply:

- a) **“Act”** means *The Liquor Board Superannuation Act*
- b) **“Actuary”** means a Fellow of the Canadian Institute of Actuaries.
- c) **“Administrator”** means the Liquor Board Superannuation Commission as administrator of the Liquor Board Superannuation Plan.
- d) **“A.I.R.”** means the Annual Information Return required to be filed with the Canada Revenue Agency by the pension plan administrator on an annual basis.
- e) **“Annual Report”** means the report submitted in each fiscal year of the Liquor Board Superannuation Plan by the Commission to the Minister responsible for *The Liquor Board Superannuation Act* setting out the business of the Commission and audited financial statements for the preceding fiscal year.
- f) **“Assistant Deputy Minister”** means an individual, reporting to the Commission, who is responsible for communicating Commission decisions, negotiating and executing agreements on behalf of the Commission, recommending Commission policies and changes thereto, and apprising the Commission regarding the activities of any party with whom the Commission has entered into an agreement. The Commission has delegated the responsibility for the performance of such services to Plannera.
- g) **“CAPSA”** means the Canadian Association of Pension Supervisory Authorities.
- h) **“CRA”** means the Canada Revenue Agency.
- i) **“Chair”** means the person responsible for chairing the meetings of the Commission.

- j) **“CICA”** means the Canadian Institute of Chartered Accountants.
- k) **“Executive Secretary services”** means the tasks, subject to the direction and instructions of the Commission, required for the organization of all Commission business and meetings.
- l) **“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.
- m) **“ITA”** means the *Income Tax Act* (Canada).
- n) **“PA”** means Pension Adjustment, which determines the value of a plan member’s annual accrued benefit in respect of the member’s pensionable service with an employer during a calendar year, and reduces the member’s RRSP contribution room by that amount. The *Income Tax Act* (Canada) states that the PA for a defined benefit pension plan is the amount by which 9 times the annual accrued benefit exceeds \$600, i.e. $(9 \times \text{benefit accrued}) - \$600 = \text{PA}$ or, specifically for the Liquor Board Superannuation Plan, $(9 \times 2.0\% \times \text{salary}) - \$600 = \text{PA}$.
- o) **“PBA”** means *The Pension Benefits Act, 1992*.
- p) **“Plannera ”** means the Plannera Pensions & Benefits .
- q) **“Plan”** means the Liquor Board Superannuation Plan.
- r) **“Service Provider”** means an individual or organization providing administrative or support services, which have been delegated by the Commission through negotiated agreements, to ensure the proper administration and management of the Liquor Board Superannuation Plan. Service providers include the following: Plan Administrator; Actuary; Legal Counsel; Investment Managers; and Custodian.
- s) **“SIP&G”** means Statement of Investment Policies and Goals, which sets out the investment criteria and objectives for the assets of the Liquor Board Superannuation Plan.
- t) **“Stakeholder”** means an individual or organization that has a substantial interest in the operation and management of the Liquor Board Superannuation Plan, such as: plan members, beneficiaries, plan sponsor; employer, unions/associations, and plan administration staff.

16.2 History

Approval Date:	March 15, 2006, and September 24, 2019
Last Review:	November 29, 2022
Next scheduled review	November 2023