



REPORT ON GOVERNANCE PRACTICES

JUNE 2025



FINANCIAL AND
CONSUMER SERVICES
COMMISSION OF
NEW BRUNSWICK

Prepared by the Financial and Consumer
Services Commission of New Brunswick

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ROLE OF COMMISSION MEMBERS

The Commission is a corporate entity created for the purpose of administering financial and consumer services legislation in New Brunswick. The Commission is accountable to the Government of New Brunswick (GNB) through the Minister of Finance and Treasury Board (Minister). Members of the Commission perform two distinct functions in support of the Commission's mandate – making policies and rules (regulatory) and serving as a board of directors (governance).

In their policy and rule-making role, the members approve and oversee policy proposals and make rules that have the force of law. In their governing role, the members oversee the management of the financial and operational affairs of the Commission. As a whole, the board is responsible for the overall stewardship of the Commission, including strategic planning, annual budgeting, risk assessment and internal controls, financial review, reporting and disclosure and board governance. Further details of this oversight are contained in the [Governance Policy](#), which can be found on the Commission's website.

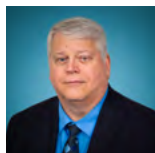
The Chair presides over Commission meetings and is ultimately responsible for providing strong leadership to the Members. The Chair is also responsible to ensure that a number of legislated annual deliverables are approved by Members and submitted to the Minister within the set timeframes. The Chair's detailed responsibilities are contained in the *Governance Policy*.

INDEPENDENCE

The Members of the Commission, including the Chair, are independent of management and are appointed by the Lieutenant-Governor in Council on the recommendation of the Minister and Cabinet. Candidates for appointment are recommended to the Minister by the Commission following a recruitment process led by the Human Resources and Governance (HRG) Committee. The board is comprised of a chair and at least five and not more than 10 members. The initial term of a member cannot exceed five years, but a member may be eligible for reappointment for a second term of up to five years, resulting in a possible overall term of 10 years. Members are responsible for the independent governance of the Commission. The Commission also ensures board independence by including in camera-sessions without management present at every board and committee meeting.

COMMISSION MEMBERS

The Members of the Financial and Consumer Services Commission of New Brunswick for 2024-2025 were:



PAUL VAN IDERSTINE (CHAIR)

Residence: Moncton

Mr. Van Iderstine has been a member of the Financial and Consumer Services Commission since October 31, 2019. He was appointed Chair of the Commission effective January 1, 2024.

Mr. Van Iderstine is a former audit and business advisory partner of a national chartered professional accounting firm. He is also a senior cybersecurity professional who retired as the Chief Information Security Officer of a national insurance company. His experience in the financial, audit and cybersecurity fields is supported by his strong analytical skills and understanding of governance practices garnered from 30 years of working with various boards and audit committees.

Mr. Van Iderstine has extensive volunteer experience in the community and is a past president of the Moncton West and Riverview Rotary Club and the Windsor and District Board of Trade. He has also served as Treasurer for the Codiac Regional Police Association and Moncton Headstart Inc.

Appointed: October 31, 2019

Reappointed as Commission Member: November 4, 2021

Appointed as Commission Chair: January 1, 2024

Term ends: November 3, 2026

Committees:

- Audit and Risk Management (ex officio)
- Human Resources and Governance (ex officio)

Areas of expertise and industry experience:

- Financial and business oversight
- Strategic planning
- Risk management
- Cybersecurity and change management
- Regulatory oversight
- Governance
- Audit and advisory
- Internal and system controls

Education and professional designations:

- Chartered Professional Accountant (CPA, CA), CPA Nova Scotia
- Various CPA certificates including: Audit Committee Fundamentals, Audit Committee, Oversight of Enterprise Risk Management, Financial Reporting and Internal Control, Internal and External Audit, Not for Profit, CPA Canada
- Certificate of Reconciliation Education, First Nations University of Canada
- Certified Information Systems Security Professional (CISSP), ISC2
- GIAC Security Essentials Certification (GSEC), SANS Institute
- GIAC Critical Controls Certification (GCCC), SANS Institute
- Bachelor of Civil Engineering (B. Eng.), Technical University of Nova Scotia
- Diploma of Engineering, University of Prince Edward Island



TANIA MORRIS (VICE-CHAIR)

Residence: Dieppe

Ms. Morris is a professor of finance in the Faculty of Administration at the Université de Moncton. Throughout her career, she has contributed to research in corporate governance and financial literacy, and to numerous articles published in scientific journals. With a keen interest in the financial well-being of New Brunswickers, she has organized several conferences on topics related to financial literacy over the years, appeared numerous times on Radio-Canada to discuss financial issues and news, and participated as a speaker at numerous conferences, seminars and roundtables on topics ranging from corporate governance, senior executive compensation to financial literacy.

In her role at the university, Ms. Morris was director of the Master of Business Administration program (M.B.A.), Assistant Director of the Accounting Department, Chair of the Research Committee of the Faculty and she is holder of the Chaire d'études Jeanne et J.-Louis-Lévesque in financial management. She initiated a course in financial literacy, offered for the first time in 2020 at the Université de Moncton.

Ms. Morris completed the ICD-Rotman Directors Education Program in 2024. In addition to her extensive professional experience, Ms. Morris has served as treasurer on various boards of directors and as a member of the Université de Moncton retirement committee. She currently sits on the board of CPA Atlantic School of Business.

Appointed: November 4, 2021

Term ends: While her term was initially scheduled to end on November 3, 2024, as provided in the *Financial and Consumer Services Commission Act*, she will remain in office until she resigns, is reappointed, or replaced.

Committee:

- Audit and Risk Management

Areas of expertise and industry experience:

- Accounting
- Education and communication
- Financial literacy
- Governance
- Securities

Education and professional designations:

- Doctorate and D.E.A. (Financial Sciences), Université Pierre Mendès-France (Grenoble II)
- M. Sc. (Financial Sciences), Université de Sherbrooke
- BBA (Financial Sciences), Université de Moncton
- Chartered Professional Accountant (CPA), CPA New Brunswick
- ICD.D Designation, Institute of Corporate Directors



LUCIE BOUCHER

Residence: Shediac-River

Ms. Boucher worked for more than 25 years in the financial industry as a financial advisor, wealth manager as well as an insurance agent. She held numerous positions throughout her career, both with a private company as well as a national financial institution. Until her retirement in March 2019, she maintained her securities licence through the Investment Industry Regulatory Organization of Canada (IIROC) and her insurance licence in the four Atlantic Provinces and in Ontario.

Having held positions as the Atlantic Canada regional vice-president and regional manager for MD Management Limited, a subsidiary of the Canadian Medical Association, and in other management positions over the years, she brings a wealth of knowledge in compliance, budgeting, governance and strategic thinking.

Ms. Boucher currently serves as a member of the Fondation Louis-J.-Robichaud's investment committee.

Appointed: November 4, 2021

Term ends: While her term was initially scheduled to end on November 3, 2024, as provided in the *Financial and Consumer Services Commission Act*, she will remain in office until she resigns, is reappointed, or replaced.

Committee:

- Human Resources and Governance (Chair)

Areas of expertise and industry experience:

- Audit
- Financial institutions
- Governance
- Management
- Insurance
- Securities

Education and professional designations:

- Fellow of the Canadian Securities Institute (FCSI) (until her retirement in 2019)
- Certified Financial Planner (CFP) (until her retirement in 2019)
- Financial Management Advisor (FMA) (until her retirement in 2019)
- Professional Financial Planning (PFP) Course, Canadian Securities Institute
- Wealth Management Techniques (WMT), Canadian Securities Institute
- Branch Manager's Course, Canadian Securities Institute
- CSC/CPH – Canadian Securities Course / Conduct and Practices Handbook, Canadian Securities Institute



NORMA KELLY

Residence: Sussex

Ms. Kelly is an experienced professional accountant and internal auditor, having held numerous positions in these professional capacities with private companies, including Chief Audit Executive at a provincial Crown corporation. She brings a wealth of knowledge in corporate governance and the area of credit unions, having served as President and Vice-President for the Bayview Credit Union Ltd., and on the board of directors for the Brunswick Credit Union Stabilization Board Limited (RMA). She has also served as Treasurer for Saint John Kings Adult Learning Inc., and as Treasurer for Fundy Funeral Home Cooperative, as well as serving on other boards.

Appointed: October 31, 2019

Reappointed: December 15, 2022

Term ends: December 14, 2025

Committee:

- Audit and Risk Management (Chair)

Areas of expertise and industry experience:

- Accounting
- Financial institutions
- Management
- Internal audit
- Risk management
- Strategic planning

Education and professional designations:

- Audit Committee Certificate, Chartered Professional Accountants of Canada
- Chartered Professional Accountants (CPA), CPA New Brunswick
- COSO Enterprise Risk Management Program
- Certified Internal Auditor (CIA) designation
- Certificate of Professional Development for Credit Union Directors
- Certified Management Accountant (CMA) designation
- Advanced Certificate in Accounting, University of New Brunswick
- Diploma in Business Technology (Automation) (Honours), New Brunswick Community College



CATHERINE LAHEY, K.C.

Residence: Saint John

Ms. Lahey is a Senior Partner at the Stewart McKelvey law firm with a diverse practice in banking and financing, securities, insurance, bankruptcy and receivership, corporate formation, labour and employment and more. She was named “Lawyer of the Year” in 2021 for her work in corporate and commercial litigation.

Ms. Lahey has presented and published widely on issues of workplace law, health law and litigation. Since 1995, she has been an instructor for the New Brunswick Law Society Bar Admission course and a frequent speaker for the New Brunswick branch of the Canadian Bar Association.

She is also an active volunteer through her work with many local charities. For nearly 20 years, she has worked with the local United Way, first as a campaign cabinet volunteer in 2004 to serving as chair of the United Way of Saint John, Kings and Charlotte County’s 2022 annual campaign. She has also contributed her time to the Saint John Region Chamber of Commerce and the Business Community Anti-Poverty Initiative.

Appointed: December 15, 2022

Term ends: December 14, 2027

Committee:

- Human Resources and Governance

Areas of expertise and industry experience:

- Legal
- Securities
- Insurance
- Financial institutions
- Human resources
- Risk management

Education and professional designations:

- Dalhousie University, LL.B.
- University of New Brunswick, BA (honours)



GINNY MacDONALD

Residence: Fredericton

Ms. MacDonald is an accomplished global professional, having served roles in various corporate environments, including leading the development of two Alberta power generation projects. She brings a wealth of knowledge of commercial growth in international and domestic markets and enterprise risk management with a focus on environmental social governance and policy. She currently serves as President of MMCI (21) LTD, a private consulting firm providing board governance, interim leadership and consulting advice.

Ms. MacDonald completed the ICD-Rotman Directors Education Program as well as the Competent Boards ESG Designation Program in 2007 and 2021, respectively. She is a member of several other professional associations, including the Women on Boards. She applies her wide range of skills and experiences sitting on various corporate, Crown, municipal and not-for-profit boards. Currently, she also sits on the boards of the New Brunswick Housing Corporation and the Atlantic Regional Nature Conservancy of Canada.

Appointed: December 8, 2023

Term ends: December 7, 2026

Committee:

- Human Resources and Governance

Areas of expertise and industry experience:

- Risk management and strategy
- Governance, including Environment, Social and Governance (ESG)
- Human resources
- Public policy
- Audit

Education and professional designations:

- BSc. (General Science - Biology-Chemistry focused), University of New Brunswick
- MBA (General Management, Operations, Marketing & E-commerce), Strathclyde Graduate Business School
- ICD.D, Corporate Director
- GCB.D, ESG Corporate Director Board Certification



MICHÈLE HÉBERT

Residence: Shippagan

Michèle Hébert is a lawyer with more than 24 years of experience in different areas of law. Throughout her career, she has held various legal positions in government, including that of Crown prosecutor, and spent some time working in New Brunswick financial institutions.

She began her career practising law for the New Brunswick Department of Justice and Crown Prosecutors Office. She then spent seven years working in various roles at UNI Financial Cooperation, gaining experience in the compliance and governance of New Brunswick financial institutions. She now holds the position of Executive Director at KortoJura Inc., a non-profit organization offering online language assessment services in a legal context.

Michèle Hébert is a current member of several legal associations, including the Canadian Bar Association, the Law Society of New Brunswick and the Association des juristes d'expression française du Nouveau-Brunswick.

An active member of her community, she served as president of the parent-teacher associations of two Shippagan schools for 14 years, and she is currently serving as an education advisor on the Conseil d'éducation du District scolaire francophone Nord Est.

Appointed: December 8, 2023

Term ends: December 7, 2027

Committee:

- Audit and Risk Management

Areas of expertise and industry experience:

- Legal
- Financial institutions
- Governance
- Regulatory compliance
- Human resources

Education and professional designations:

- Bachelor of Laws (LL.B.), Faculty of Law, Université de Moncton
- Bachelor's degree in psychology, Université de Moncton



GREG McKIM

Residence: Moncton

Mr. McKim is an accomplished executive senior operations and sales leader, who has successfully led organizations across multiple industries in Eastern Canada and Ontario, in addition to owning small businesses. He has experience in transitional and change management. As President of McKim and Associates, he is a recognized consultant in the private and public sectors, in areas such as planning, leadership development and evaluation.

Mr. McKim has extensive experience in community-based health services and has co-chaired both the New Brunswick Home Support Association and the Nova Scotia Health Association Home Care Network and has represented home care for the Nova Scotia Continuing Care Council.

He has served as a committee chair for the Horizon Health Network and has served as Secretary of the Athol Coop Forestry Board.

Appointed: December 8, 2023

Term ends: December 7, 2025

Committee:

- Human Resources and Governance

Areas of expertise and industry experience:

- Human resources
- Strategic planning
- Governance
- Cooperatives

Education and professional designations:

- BComm. (Business, Management, Marketing), Mount Allison University

The term of Sylvain Raymond (residence Campbellton) ended on October 31, 2024.

CODE OF CONDUCT

The Commission's *Governance Policy* states that the highest ethical standards are expected of our Members and staff. In addition, the Commission has a [*Conflict of Interest Rule \(CO-001\)*](#) and a *Code of Conduct and Conflict of Interest Policy* in place. These documents stipulate that all Members and staff must act in a manner that ensures that public confidence and trust in the integrity, objectivity and impartiality of the Commission are conserved and enhanced.

Members and staff are exposed to confidential information. As such, they are required to immediately report actual or potential conflicts that might be seen to influence decisions. Each year, Members and staff are provided with an annual reminder of the requirements contained in the rule and in the policy. They must provide written confirmation to their supervisor, or the Chair in the case of members, that they have received the reminder and reviewed the rule and its supporting policy.

OFFICIAL LANGUAGES

We are committed to providing quality services to members of the public in their official language of choice. All educational resources and programs are available in both official languages. We strive to meet the spirit of the Province of New Brunswick's *Language of Work Policy and Guidelines* by promoting a balanced use of both official languages in the workplace. Although language of work and language of service have separate applications, we view their connection as essential to the overall commitment of the organization to official languages matters.

DISCLOSURE AND ACCOUNTABILITY

The Commission highly prioritises transparent disclosure practices and accountability. This annual report on governance practices has been created to embody these principles.

The *Accountability and Continuous Improvement Act (ACIA)* requires the Commission to enter into a [Memorandum of Understanding \(MOU\)](#) with the Minister of Finance and Treasury Board. The purpose of this MOU is to provide a framework to enhance the parties' abilities to meet their respective legislative and policy objectives in a collaborative and effective manner. The terms of the MOU delineate the relationship between the parties, clarify the parties' roles and responsibilities and ensure complete and full disclosure of information. The ACIA stipulates that the MOU must be reviewed every three years and published on our website. The ACIA also requires the Commission to develop, submit to the Minister, and publish a business plan that outlines the goals and objectives to implement the government's strategic and operational direction within the Commission's mandate, as specified by the Minister in the annual mandate letter. As a Crown corporation, the Commission must also prepare and submit an annual report to the Minister and the legislature concerning its preceding fiscal year, which must be published online.

In addition to its statutory disclosure obligations, the Commission publishes on its website its various governance-related policies, including the *Governance Policy* and the *Conflict of Interest Rule*.

PUBLIC INTEREST DISCLOSURE

The *Public Interest Disclosure (PID) Act* encourages provincial public service employees to report any wrongdoing that has occurred or is about to occur in the workplace that is potentially unlawful, dangerous to the public or harmful to the public interest.

The *PID Act* ensures employees are safeguarded from reprisal for disclosing these wrongdoings and provides a fair and objective process for those employees who are alleged to have committed a wrongdoing. As a public sector workplace, the Commission is required to have and has adopted a written procedure to receive disclosures and conduct investigations. All Commission staff periodically receive training on the topic of public interest disclosure, the Commission's procedure and alternative reporting options available under the *PID Act*.

As a Crown corporation, the Commission is also required to disclose in its annual report the number of complaints received, and the action taken; the number of investigations begun as a result of a disclosure; the number of claims referred from the Ombudsman and the action taken; and the number of investigations begun as a result of such claims.

We are pleased to report that no disclosures or claims against any employee of the Commission were received under the *PID Act* during the period of 2024-2025.

PRIVACY

The Commission is committed to upholding privacy and confidentiality standards. We manage and protect personal and confidential information according to *New Brunswick's Right to Information and Protection of Privacy Act*, the *Financial and Consumer Services Commission Act*, the various pieces of financial and consumer services legislation administered by the Commission, the Commission policies, including its *Privacy Policy* and the Commission's directives and procedures.

The Commission's *Privacy Policy* incorporates the 10 principles of the Canadian Standards Association *Model Code for the Protection of Personal Information* (CSA Model Code), which was published as a National Standard of Canada by the Standards Council of Canada. The Commission's Privacy Delegate is responsible for ensuring proper procedures are in place for compliance with the policy. On a yearly basis, the Commission receives a Privacy and Access Management Annual Overview, providing a summary of access and privacy issues addressed by the Commission over the past year.

To maximize the security of information exchanged between management and Members, the Commission uses a secure board portal as an information repository for the board.

MEMBER ORIENTATION AND CONTINUING EDUCATION

New Members must participate in an extensive and mandatory orientation program. This orientation provides an overview of the Canadian and New Brunswick financial and consumer services regulatory, compliance and enforcement landscape. The program is led by senior management and includes a detailed overview of our legal framework, regulated areas, strategic direction, operations, key initiatives, financial affairs, governance practices, as well as information technology and cybersecurity practices. One new Member participated in an orientation session in the 2024-2025 fiscal year, which was held in April 2024. Detailed documentation about the organization and the industries we regulate was made available to the Members in preparation for and throughout the program.

The Commission places high value on continuing education and its programs are comprised of individual and common education sessions. Over the years, Members have taken courses to enhance their knowledge of the areas regulated by the Commission and their governance skills.

A description of the common education sessions offered to Members during fiscal year 2024-2025 is set out below:

COMMON EDUCATION SESSIONS

Date	Topic	Presenters	Attendees
May 15, 2024 (4 hours)	White Collar Crime Symposium: <i>Investment Scams – Hiding in Plain Sight</i>	Maude Blanchette, Chair, Investor Fraud Task Force, Canadian Securities Administrators	Paul Van Iderstine Norma Kelly Tania Morris Catherine Lahey Ginny MacDonald Michèle Hébert Greg McKim Sylvain Raymond
	White Collar Crime Symposium: <i>Artificial Intelligence – A Whole New World</i>	Jake van der Laan, Instructor, UNB Faculty of Computer Science	
	White Collar Crime Symposium: <i>The New Consumer Protection Legislation and more...</i>	Susan Powell, Director of Enforcement, Commission Alaina Nicholson, Director of Consumer Affairs, Commission	
October 17, 2024 (3 hours and 30 minutes)	Engagement through Effective Communications	Ross Preston, Adroit Solutions	Paul Van Iderstine Norma Kelly Gérald Lévesque Lucie Boucher Tania Morris Catherine Lahey Ginny MacDonald Greg McKim Michèle Hébert Sylvain Raymond
February 12, 2025 (2 hours and 45 minutes)	Summary of Take-aways from the Crown Corporate Governance Conference	Alicia Love, Corporate Secretary and Corporate Governance Counsel, Commission	Paul Van Iderstine Tania Morris Norma Kelly Lucie Boucher Catherine Lahey Ginny MacDonald Michèle Hébert Greg McKim
	Overview of the Securities Division's mandate and responsibilities, and its involvement with the Canadian Securities Administrators (CSA)	To-Linh Huynh, Executive Director, Securities, Commission	
	Cybersecurity: Key threats and responses	Leanne Kinnear, Manager, Data Systems and Chief Information Security Officer, Commission	

The total amount of hours allocated to group sessions for fiscal 2024-2025 was 10.25 hours.

In addition to the group sessions offered by the Commission, Members are encouraged to pursue individual learning initiatives that are relevant to the work of the Commission. Our *Professional Development for Members Policy* provides a yearly allotment of \$4,000 per member to support Members' learning activities. Below is a list of the courses that Members attended throughout the year:

INDIVIDUAL LEARNING INITIATIVES

Member	Date	Course
Michèle Hébert	August 2024	L'École des dirigeantes et dirigeants HEC Montréal : « Démystifier la finance : pour apprécier l'information financière »
Ginny MacDonald	February 2025	Sustainability micro-credential: Elevating Oversight of Human Capital Management (HCM) and Diversity, Equity, Inclusion, and Belonging (DEIB)
Tania Morris	September 2024	Institute of Corporate Directors (ICD) – Rotman Directors Education Program (DEP) – Module 3
	November 2024	ICD-Rotman Directors Education Program (DEP) – Module 4
Paul Van Iderstine	February 2025	ICD – Chairing Boards Module 1 (Boosting Your Board Leadership Effectiveness: Relationship Management Strategies to Galvanize Your Directors and CEO)
	March 2025	ICD – Chairing Boards Module 2 (Prepare for and Facilitate Highly Engaging and Effective Board Meetings)

As part of this year's strategic plan, the Commission Members have committed to complete two hours of self-study focused on Inclusion, Diversity, Equity and Accessibility (I.D.E.A.).

INCLUSION, DIVERSITY, EQUITY AND ACCESSIBILITY (I.D.E.A.)

The Commission believes that inclusion, diversity, equity, and accessibility (I.D.E.A.) among Members and employees enriches both the Board's decision-making process and the Commission's regulatory role by bringing a variety of perspectives to discussion. With an I.D.E.A. focus, the Commission considers people's personal experiences to reduce barriers to access opportunities to promote participation, which can create a more diverse, equitable, and inclusive workplace.

The Commission believes that increased knowledge of I.D.E.A. principles and practices enhances both individual and organizational actions.

The Commission supports the appointment of candidates who reflect the gender and linguistic representation as well as the cultural and geographic diversity of the province.

Staff at the Commission monitor I.D.E.A. developments in governance, leadership and law throughout the year. The resulting research is presented on an annual basis to the Members of the Commission. This topic is a standing item for yearly discussion as part of our commitment to maintain best practices in corporate governance. This report keeps Commission Members apprised of developments in Canada, of the trends with respect to diversity on boards, as well as the importance of equity, inclusion and accessibility generally in the workplace to attract and retain a more diverse pool of candidates for Member and staff positions.

The Commission is committed to embracing the ethical and practical values of Environmental, Social and Governance (ESG) factors toward a more inclusive, sustainable and prosperous future. To this end, it has included ESG factors as part of its strategic plan. To achieve this strategic goal, the Commission has implemented a target of four hours of self-study in I.D.E.A. for all staff and two hours for all Members. The Commission has also committed to offer three hours of training as part of the Members' group education sessions on the topic of ESG.

Since 2022, the Commission has been an Employer Partner with the Canadian Centre for Diversity and Inclusion (CCDI), a registered charity dedicated to promoting inclusivity and eliminating prejudice and discrimination. Through this partnership, Commission staff have access to bilingual resources, webinars and conferences throughout the year.

GOVERNANCE REVIEW

This past year, the Commission completed its work on implementing the recommendations from its 2021 governance review with substantive work on the establishment of an internal audit function. In 2024-2025, a Request for Proposals was issued, the selection process completed, and a firm engaged to undertake the internal audit function for the Commission. Based on an outsourced model, the implementation of the internal audit framework will provide the Commission independent assessment of the effectiveness of its programs and objective assurances, which will bring a systematic and disciplined approach to evaluate and improve our risk management, control and governance processes.

PURPOSE GOVERNANCE

In 2023, the Commission adopted its purpose statement: *Giving New Brunswickers confidence in their financial lives*. Embedding purpose throughout the organization is a long-term journey. In 2024, a staff-led working group established an activation plan for the phased implementation of the organizational purpose. This two-year plan sets out how we will activate our purpose authentically across our operations, culture and, eventually, to our stakeholders.

ASSESSMENTS

The HRG Committee conducts a biennial assessment of the effectiveness of the Commission, its standing committees and its Members. The last assessment took place in fiscal 2023-2024. As part of the process, the Members are asked to evaluate a number of areas, both qualitatively and numerically, via an online survey. The responses from the Members are directed anonymously to the Chair of the HRG Committee, who prepares a report for the HRG Committee, which ultimately reports back to the Commission. Finally, a report on the results of the assessment is provided to the Chief Executive Officer so that any concerns and opportunities for improvement are considered in the coming year's organizational work plan, if any. The next assessment is scheduled for 2025-2026.

For the purposes of assessing individual Members, the Chair holds private meetings with each of the Members from time to time but also has a formal discussion with individual Members on a yearly basis. This discussion is guided by a series of questions, which are shared with Members ahead of the meeting and which also ensure consistency in the assessment process. The process is also intended to assist in identifying the educational needs of the Members. Every second year, the content of the private meetings with Members is expanded to include a peer assessment component guided by a set of pre-established questions, which are also shared with Members ahead of the meeting. The next peer review will take place in 2025-2026.

The Commission recognizes that feedback from senior management is important. As part of the 2025-2026 assessment process, the Chief Executive Officer will collect feedback from Members of the executive management committee and share the information with the Chair for consideration during the next assessment process.

COMMISSION CHAIR AND CEO ASSESSMENTS

The HRG Committee conducts an annual evaluation of the Commission Chair. The HRG Committee circulates a formal questionnaire to all Members, which covers the Commission Chair's leadership skills with both the Members and senior management. It also evaluates the Commission Chair's effectiveness in communicating, fostering a good board culture, reporting to the Minister and managing meetings as well as conflicts of interest.

In terms of the Chief Executive Officer's performance, it is assessed by the Chair of the Commission, in consultation with Members, using a questionnaire. The annual assessment is based on the Chief Executive Officer's priorities set at the beginning of the fiscal period, as well as performance in areas such as strategy, leadership, stakeholder relations and people management.

SKILLS AND EXPERIENCE

The HRG Committee regularly reviews the qualifications, attributes, skills and experience of the Members to ensure that Members, individually and collectively, meet the standards necessary to exercise their responsibilities effectively. The Commission applies a competency matrix to identify any gaps in attributes, skills and qualifications that may occur due to an upcoming vacancy.

ATTENDANCE

The Commission held a total of nine meetings during the fiscal year, consisting of eight regular meetings and one strategic planning session.

Attendance at Commission and committee meetings is reflected in the chart below. Figures show the total number of meetings attended compared to the total number of meetings that could have been attended during the Member's tenure:

Members	Commission Meetings	Audit and Risk Management Committee Meetings ¹	Human Resources and Governance Committee Meetings ²	Joint Committee Meetings
Paul Van Iderstine	9/9	5/5	4/4	1/1
Lucie Boucher	6/9	1/1	4/4	0/1
Norma Kelly	9/9	5/5	N/A	1/1
Tania Morris	9/9	5/5	N/A	1/1
Catherine Lahey	9/9	0/1	3/4	1/1
Ginny MacDonald	9/9	1/1	4/4	1/1
Michèle Hébert	7/9	5/5	N/A	1/1
Greg McKim	9/9	1/1	4/4	1/1
Sylvain Raymond	4/4	4/4	1/1	N/A

- 1 All non-Committee Members were invited to attend the June 26, 2024 ARM Committee meeting to review the Annual Audit Report with the external auditors. Additionally, Ms. MacDonald, Ms. Boucher and Ms. Lahey attended as observers the special ARM Committee meeting that was held on September 5, 2024 to address internal auditor selection. Ms. MacDonald also attended the following ARM Committee meetings as an observer: October 16, 2024 and February 11, 2025.
- 2 Special HRG Committee meeting was held on July 30, 2024 to address Members' succession planning. Conflicted Members did not attend.

COMMITTEES

The Commission has two standing committees: Audit and Risk Management; and Human Resources and Governance. The responsibilities for each committee are outlined in their terms of reference in our *Governance Policy*. Commission Members are expected to have the time, experience and education to serve on a committee. A Member's ability to participate must not be compromised by service on other external boards or committees. The Commission Chair attends committee meetings as an ex officio and non-voting member.

AUDIT AND RISK MANAGEMENT COMMITTEE

The ARM Committee is responsible for reviewing the Commission's risk management policies and procedures, financial reporting and public disclosure, audit processes, and systems of internal control as established by management and the Commission. It meets at least five times each year.

The Members of the ARM Committee are required to be financially literate and able to understand the financial statements of the Commission.

Annual Report of Audit and Risk Management Committee

The ARM Committee (the Committee) held a total of six meetings during the fiscal year, consisting of four regular meetings, one joint meeting with the HRG Committee, and one special meeting. The Committee's work covered 11 major areas:

Financial Review, Reporting and Public Disclosure

The Committee conducted regular reviews of the Commission's quarterly financial statements and recommended, for approval by the Commission, the year-end audited financial statements and management's discussion and analysis of the statements. The Committee also reviewed the draft 2025-2026 budget for recommendation to the Commission, and reviewed Members' expense claims quarterly. The Committee reviewed and approved the Chair's and the Chief Executive Officer's expenses quarterly. All reviews and other activities of the Committee were reported to the Commission.

Risk Management and Review of Strategic Risks

As part of its enterprise risk management program, the Commission conducted its assessment of the 10 identified key strategic risks. To ensure appropriate oversight of these risks, the program provides that each risk must be reviewed and discussed annually by the relevant board risk owner group, consisting of the Commission and its two standing committees. At each regular meeting, the Committee undertook a review of risk exposures in the strategic areas identified under the enterprise risk management program. These risks were monitored using heatmaps on a quarterly basis.

Additionally, the Committee was responsible for reviewing the risk registers for two of the 10 strategic risks, namely Data and Systems Risk and Finance Risk. The Committee received comprehensive reports on both these risk areas from the Chief Information Officer (CIO) and the Director of Finance and Facilities, respectively.

The Committee also reviewed financial and other risks of the Commission during the budget process.

Internal Controls

The Committee reviewed management's annual report on internal controls and reported its findings to the Commission. The Committee confirmed with management following each quarterly meeting that the Commission remained current on all statutory withholdings and remittances.

External Auditors

For the 2023-2024 audit period, the Committee met with representatives of Deloitte LLP (Deloitte) in the Spring of 2024 to review the Commission's audited financial statements and, in accordance with the Commission's governance practices, met with Deloitte without management. Following the completion of the Commission's 2023-2024 audit, the Committee, with input from management, undertook an assessment of its external auditors using an auditor assessment tool modeled after guidelines published by the Chartered Professional Accountants of Canada, the Canadian Public Accountability Board, and the Institute of Corporate Directors, which is tailored for the Commission's structure.

In October 2024, the Committee recommended to the Commission to continue with the appointment of Deloitte for the 2024-2025 audit. In February, the Committee met with representatives of Deloitte to review the audit plan for 2024-2025 and recommended for approval by the Commission the 2024-2025 audit engagement.

Insurance Assessment

In May 2024, the Committee reviewed the annual assessment for the insurance sector for fiscal year ending March 2024, as prepared by staff of the Commission's Insurance Division in accordance with the *Insurance Act* and recommended its approval to the Commission.

Unclaimed Property

In May 2024, the Committee reviewed and recommended approval of the annual assessments for the costs associated with the administration of the Unclaimed Property Program for fiscal year ending March 2024, in accordance with s. 20 of the *Unclaimed Property Act*.

Credit Union Annual Levies and Assessment of the Deposit Protection Fund

In June 2024, the Committee reviewed the annual analysis of the Deposit Protection Fund (Fund) under s. 194 of the *Credit Unions Act*, which was conducted with the assistance of actuaries from a third-party consulting firm, Eckler Ltd. The consultants confirmed that the Fund is in adequate financial condition and the Committee reported to the Commission that the Fund was not impaired nor was it about to be impaired. The Committee recommended to the Commission that it retain the existing minimum fund level, targets and assessment rate for the Fund.

In February 2025, in accordance with s. 193(1) of the *Credit Unions Act* and as part of the annual budget development, the Committee recommended to the Commission the amount of money to be levied and collected from the New Brunswick credit union system for maintaining the Fund during the 2025 calendar year.

Financial Policies

The Committee completed a review of the Commission's financial policies. Changes included terminology updates, mainly to reflect the new structure of the Tribunal, and an adjustment of the review cycle for the financial policies.

Commission's IT Systems, Projects and Cybersecurity

The Committee received quarterly reports from the Chief Information Officer (CIO) concerning the Commission's cybersecurity posture, identifying areas of potential risk and associated controls and provided updates with respect to the external reviews of the Commission's cybersecurity systems that were conducted throughout the fiscal year. Additionally, the Committee received regular updates from the CIO concerning the Commission's Information Technology and Regulatory Informatics Division operations and ongoing projects as well as a report from the CIO on the Commission's controls related to common frauds that impact organizations and how to mitigate the risk of falling prey to these scams.

Privacy Delegate Report

In February 2025, the Committee received its fourth annual report from the Commission's Privacy Delegate. This report provided a comprehensive overview of the types of requests and issues the Commission regularly addresses relating to access and privacy.

Internal Audit

Throughout the year, the Commission continued to develop its new internal audit function. In June 2024, the Committee established a selection committee to select the outsourced internal auditor through a request for proposal (RFP) process. The RFP was posted publicly throughout July and the selection committee conducted its evaluations in August. In September 2024, the Committee recommended the selection of the internal auditor to the Commission. In January 2025, KPMG LLP (KPMG) was engaged as the Commission's outsourced internal auditor. Following the award of the contract, the Committee Chair, along with the Internal Audit Coordinator held debriefing sessions with each of the unsuccessful proponents who requested same. In February and March, the Committee Chair, the Commission Chair and members of Executive Management and Leadership Team met with KPMG to commence the development of a flexible internal audit plan that will be adaptable to changing risks.

HUMAN RESOURCES AND GOVERNANCE COMMITTEE

The HRG Committee is responsible for reviewing and approving human resources policies and for setting management's compensation structure. It is also responsible for the Commission's governance-related matters. It meets at least four times each year.

Annual Report of the Human Resources and Governance Committee

The HRG Committee (the Committee) held a total of five meetings during the fiscal year, consisting of four regular meetings, and one joint meeting with the ARM Committee. The Committee's work covered nine major areas:

Member Nomination Process

The Commission, through the Committee, plays an active role in the nomination process that leads to recommendations of candidates to be appointed by the Lieutenant Governor in Council as Commission Members.

Candidates for Commission Member positions are recommended for appointment based on a profile contained in the *Governance Policy*. The profile reflects the need for appropriate skills and experience among Members as a group, as well as geographic, gender and linguistic representation.

During the fiscal year, the terms of two Members expired. The Committee assisted the Commission in the nomination process by assessing and interviewing candidates to provide recommendations to government.

Employee Engagement Survey

The Committee received and discussed the results of the 2023-2024 employee engagement survey and reviewed the action plan stemming from the survey results as developed by Executive Management and the Leadership Team.

Inclusion, Diversity, Equity and Accessibility

The Committee undertook its ninth annual review of trends on the topic of inclusion, diversity, equity and accessibility (I.D.E.A.). The report included an overview of developments, media coverage and reports on board diversity, as well as a summary of regulatory developments and advancements made around I.D.E.A. in leadership. The report also included an overview of the Commission's I.D.E.A. initiatives.

Review of Human Resources and Commission Policies

The Committee conducted cyclical review of applicable Human Resources and Governance related policies. It recommended the approval of housekeeping amendments to the *Professional Development for Members Policy*, *Compensation for Members Policy*, and to the *Health and Safety Policy*.

As part of the biennial review of the Commission's corporate governance practices, the Committee reviewed and recommended amendments to the Commission's *Governance Policy*. Updates included revisions to the terms of reference for the Commission's two standing committees as well as insertion of a section addressing respectful workplace and harassment prevention to address procedures for handling complaints.

The Committee also reviewed and recommended amendments to the *Members' Travel and Expenses Policy* regarding the process for reviewing and approving Members' expenses, and to increase the meal allowances and the kilometric rate to align with allowance rates provided by government.

Compensation Review

The Committee reviewed and recommended that the Commission proceed with a Request for Proposals (RFP) in relation to a review of employee salary and benefits, which is to include an evaluation of the CEO's compensation range. This review is conducted every four years. Additionally, the Committee recommended the appointment of a selection committee for the RFP selection. The Committee met with a third-party consultant, who has been engaged to assist throughout the process, to discuss the project scope without staff/management present.

Management Succession Planning

The Committee received its fourth report from the CEO on management succession planning, in accordance with the *Succession Planning Policy*. The report summarized the activities undertaken to carry out the multi-step succession planning process, including short-, medium- and long-term succession planning for identified critical positions.

Review of Strategic Risks

As part of the refreshed risk management program, the Committee was responsible for reviewing the risk registers for two of the 10 strategic risks, namely Governance Risk and People Risk. The Committee received comprehensive report on the Governance Risk from the Corporate Secretary in February 2025.

CEO Assessment and Salary Adjustment

This year, the CEO assessment process, led by the Chair, included a self-evaluation by the CEO, an assessment of the CEO by each Commission Member using a questionnaire, and a review of the results of the assessment, as well as the CEO's proposed priorities for the coming fiscal year by the Committee.

Based on the results of the CEO's assessment and the financial information provided, the Committee also formulated a recommendation for the Commission's consideration of the CEO's salary adjustment for fiscal 2024-2025.

Chair Assessment

The Committee led the annual Commission chair evaluation process in May 2024 for the prior fiscal year. As the Commission Chair was new to the role, commencing on January 1, 2024, the Committee Chair led the process through an informal approach, meeting individually with each Member to seek feedback and discuss expectations for the new Commission Chair. As part of this informal process, the Committee Chair debriefed the Members of the Committee at the May meeting and the Commission Members during the private session, after which she communicated the results with the Commission Chair.

REMUNERATION

Members, including the Chair, are remunerated in accordance with Commission Bylaw No. 3, *Commission Remuneration*, (Bylaw No. 3) which is subject to ministerial approval.

Bylaw No. 3 provides the annual retainers and per diems for the Chair, Vice-Chair, committee Chairs and Members, as set out below:

Position	Annual Retainer	Per Diems
Chair	Up to \$30,000	Up to \$500 per day
Vice Chair	Up to \$12,000	Up to \$500 per day
Committee Chair	Up to \$12,000	Up to \$500 per day
Members	Up to \$10,000	Up to \$500 per day

Unless directed by the Minister, the Commission Members' remuneration model is reviewed every four years through a staff-led comparative analysis of the different compensation models and levels used by other New Brunswick agencies, boards and commissions.

MEMBERS' REMUNERATION AND EXPENSES

The Members' retainers, service fees, per diems and expenses related to travel, meals, hotel, parking and education for the fiscal year 2024-2025 are included below. Members, including the Chair, received per diems for attendance at meetings or duties performed for the Commission, including preparation for each Commission meeting, in accordance with revised Bylaw No. 3. Group training costs of \$5,202 were utilised to provide comprehensive training to Members, equipping them to fulfill their roles and responsibilities.

Members	Retainer	Per Diems	Allotment for travel time ³	Total remuneration ³	Expense reimbursement and allowances
Paul Van Iderstine, Chair (Moncton)	\$30,000	\$18,000	\$1,000	\$49,000	\$4,499
Tania Morris (Dieppe)	\$12,000	\$6,250	\$600	\$18,850	\$7,041
Norma Kelly (Sussex)	\$12,000	\$9,000	\$300	\$21,300	\$1,132
Lucie Boucher (Shediac-River)	\$12,000	\$7,000	\$400	\$19,400	\$1,135
Catherine Lahey (Saint John)	\$10,000	\$6,000	nil	\$16,000	\$62
Ginny MacDonald (Fredericton)	\$10,000	\$6,250	\$600	\$16,850	\$1,799
Michèle Hébert (Shippagan)	\$10,000	\$5,500	\$1,200	\$16,700	\$4,086
Greg McKim (Moncton)	\$10,000	\$6,500	\$600	\$17,100	\$1,395
Sylvain Raymond (Campbellton)	\$5,833	\$4,500	\$1,500	\$11,833	\$2,836

3 Variation in expenses reflects in part the distance to travel to Commission-related events.

CEO REMUNERATION

The CEO's compensation and benefit structure is set by the Commission, in accordance with the recommendations of an external consultant. Compensation adjustments are approved annually by the Commission, based on the CEO's performance evaluation, as set out in his employment contract.

STAFF REMUNERATION

The Commission's human resource philosophy embodies employment and pay equity, diversity and inclusion, employee recognition, fair compensation, safe working environment, and opportunities for career and professional development. The Commission is committed to responding appropriately to evolving employment conditions and employee expectations.

In general, the Commission employee remuneration and benefit practices are consistent with the Province of New Brunswick's own policies and directives regarding remuneration and benefits. However, the Commission and the Department of Finance and Treasury Board recognize the specialized skillsets required of Commission staff and the competitive job market in which the Commission operates. As such, to ensure the remuneration and benefits program remains competitive, a comprehensive review of the program is performed every four years, with the next review planned for 2025-2026. The review includes the remuneration of the executives.