



## ROLES AND RESPONSIBILITIES

Revised November 2008

### BACKGROUND

The purpose of this document is to clarify the roles and responsibilities of the various participants in the governance of the General Insurance Statistical Agency (GISA), including the GISA Board of Directors, Secretary-Treasurer, Committees and Secretariat staff.

It is intended that this document should be periodically reviewed to reflect changing priorities, and to ensure GISA continues to advance its strategic priorities in an efficient and effective manner.

The roles and responsibilities of participants in the governance of GISA are set out below.

### 1. GISA Board of Directors

The Chair of the GISA Board will:

- chair GISA meetings and conference calls;
- authorize GISA expenditures based on budget approved by the Board; and
- act as primary industry and media contact regarding GISA initiatives.

All GISA Board Directors will:

#### *Leadership*

- Provide leadership in setting the Vision and Mission and ensuring these reflect the current values and circumstances of the Corporation; establishing GISA's strategic priorities and initiatives; and ensuring the sound management of the Corporation.

#### *Ethics and Integrity*

- Set the ethical tone and create a culture of integrity throughout the organization and in relationships with stakeholders; foster compliance with the Code of Conduct for Directors.

#### *Governance*

- Provide a structure and forums within which the work of the Committees can be discussed and regular reports received there from;
- Review and approve GISA corporate policies, assessments, operating budgets, financial statements and corporate by-laws;
- Consider and make decisions on recommendations of GISA Management Committee/ Secretariat and review and approve GISA minutes, reports, bulletins and publications; annual report to the Members;
- Consider nominations and make appointments to Committees of the Board as necessary; and ensure current Terms of References are maintained by all Committees of the Board;
- Participate in meetings, conference calls and Committees of the Board.

### *Communications, Disclosure and Compliance*

- Ensure policies and procedures are in place for compliance with applicable law, including timely disclosure of relevant corporate information and regulatory reporting;

### *Orientation / Education*

- Oversee the development and implementation of the Director Orientation programme and an ongoing Director Education programme.

### *Service Providers*

- Retain independent service providers, as required, to assist the Board in its activities;

### *Board Performance*

- Oversee and participate in an annual evaluation of Board performance;

All GISA Member Directors, in addition to the responsibilities articulated above, will:

- Participate in the annual Members meeting;
- Make recommendations for the appointment of the Officers of the Board and members of the Executive Committee of the GISA Board;
- Elect Member Directors, Public Directors and Industry Directors to serve on the Board;
- Facilitate identification statistical plan data requirements and, if a rate board exists in the Member's jurisdiction, facilitate coordination such requirements with the rate board; and
- Appoint GISA's external auditors.

#### ***GISA Board Members:***

*Member Directors: Bob Christie, Winston Morris, Arthur Hagan, Robert Bradley, Fiona Charbonneau, Doug Doak, Deborah McQuade, Doug Murphy*

*Industry Directors: Jeff Goy, Charles Brindamour, Martin-Eric Tremblay*

*Public Directors: Fred Barth, Bryan Davies*

## **2. GISA Secretary-Treasurer**

Responsibilities include:

- maintain and update corporate by-laws and resolutions as needed;
- complete the necessary GISA corporate filings;
- review and recommend payments from the GISA account;
- provide information for preparation of FSCO quarterly billings;
- support the preparation of GISA audited financial statements;
- ensure compliance with the GISA investment policy;
- prepare annual GISA Secretariat operating budget;
- prepare GISA annual report;
- respond to questions from the GISA Board of Directors on the budget and/or financial matters; and
- develop corporate and financial policies as needed.

***GISA Secretary-Treasurer:***

*Rosemin Jiwa-Jutha*

### 3. GISA Committees

#### (a) Executive Committee

Responsibilities include:

- provide ongoing direction and advice to GISA Management/ Secretariat in implementing decisions of the Board;
- act as the Nominating Committee for appointments to the Board and its Committees;
- review and approve key communication documents and correspondence;
- establish priorities and approve agenda for Board meetings; and
- make ongoing decisions as necessary.

**GISA Executive Committee:**

**Chair – Bob Christie**

**Vice-Chairs – Winston Morris, Arthur Hagan**

#### (b) Finance and Audit Committee

Responsibilities include:

- oversee the external audit process, including:
  - recommend the appointment of an external auditor and the terms of the engagement to the annual meeting of members;
  - review any non-audit services provided to GISA or its service provider by the auditor;
  - discuss the audit plan and scope with the external auditor and management;
  - receive the external auditor's report and meet with the external auditor and management to discuss audit findings and management responses;
- assess and make recommendations regarding internal control and risk management, including:
  - the significant operation and financial risk exposures faced by GISA;
  - the adequacy and effectiveness of the internal control system maintained by management to ensure the efficiency and effectiveness of operations;
  - the reliability of financial reporting, and compliance with legislation and regulation;
  - administering the whistle blower procedure adopted by the Board;
- review financial plans and results with management and any relevant external parties to ensure that they reflect Board policies and priorities, including:
  - recommend the annual budget to the Board and review proposed in-year changes;
  - review with management its performance targets, operating and capital budgets, and assessment of results compared to budget;
  - review the terms of the contract with the service provider, the performance under this contract, and management's recommendations for any performance sanctions;
  - review the terms of staffing arrangements for the GISA Secretariat;
  - recommend and review a mechanism for recovering costs of GISA's operation;
  - review officers' and directors' expense summaries;

*(c) Statistical Plan Committee*

Responsibilities include:

- Oversee, provide advice and make recommendations to the Board of Directors on:
  - GISA's Data Rationalization Strategic Initiative, including
    - Review and discuss the project scope and services of the external consultant to assure adherence with the project mandate;
    - Monitor the efficiency of the project work plan and effectiveness of the terms of reference;
    - Recommend industry representation and consultation as required;
    - Receive the external consultant's report and review project findings;
    - Provide advice and make recommendations to the Board based on the project findings.
  - GISA's Data Collection, Analysis and Reporting Strategic Initiative; including
    - Monitor the implementation of the recommendations from the Data Quality Review report;
    - Provide feedback on the action plans and assessment / evaluation tools related to the Data Quality Processes, Actuarial Resources, and Technology components of the strategic initiative;
    - Ensure collaboration, as required, with appropriate GISA Board Committees regarding the procurement of any necessary consulting services;
    - Ensure that the project plan and terms of reference of the initiative reflect Board objectives;
    - Provide advice and recommendations to the Board based on the implementation of the strategic initiative and oversee the implementation of recommendations approved by the Board.
  - the Non-financial aspects of the Technology Renewal Program; including
    - Monitor progress of the Technology Renewal Program as it relates to the collection, analysis and reporting of statistical plan data;
    - Provide advice and recommendations to the Board on non-financial aspects of the Technology Renewal Plan and oversee the implementation of recommendations approved by the Board.
  - systemic issues affecting statistical plan data quality integrity; and
  - any other issues as requested by the Board of Directors.

*(d) Industry Advisory Committee*

Responsibilities include:

- Provide advice on technical and business issues pertaining to the mandated statistical plans (Automobile Statistical Plan, the Commercial Liability Statistical Plan for Ontario, and the Ontario Statutory Accident Benefits Statistical Plan) and other statistical data as requested by the Statistical Plan Committee.

*(e) Strategic Plan Implementation Teams*

GISA's Strategic Initiatives Implementation Plan established four teams charged with the different elements of GISA's Strategic Plan as follows:

- Governance Review Team responsible for pursuing the effective governance of GISA and the statistical plans. Responsibilities include:
  - Review and enhance mechanisms for the oversight and operation of GISA.
  - Review and enhance processes for the collection of data.
  - Establish performance criteria, evaluate performance of current service providers and when necessary, establish a competitive tender process for the selection of service providers.
  - Implement a governance framework and provide effective oversight of the IT Renewal Plan.
- Data Collection, Analysis and Reporting Team responsible for promoting the harmonized collection of accurate and reliable data. Responsibilities include:
  - Establish mechanisms to ensure quality, accuracy and completeness of data, including self assessments, data quality reviews, taking advantage of evolving technology and the procurement of actuarial services to conduct a second level review.
  - Establish a mechanism for acquiring an understanding of the technology and data processing systems used by the service provider.
- Data Rationalization Team responsible for promoting the harmonized collection of accurate and reliable data. Responsibilities include:
  - Conduct a review and analysis to promote rationalization of statistical data collected.
  - Provide a forum for establishing data requirements on a consultative and harmonized basis.
- Stakeholder Relations and Communications Team responsible for working towards building effective stakeholder relationships. Responsibilities include:
  - Determine GISA's stakeholders.
  - Facilitate ongoing dialogue with stakeholders.
  - Develop a strategic communication plan for ongoing communication with stakeholders.

*(f) GISA Management Committee*

Responsibilities include:

- ongoing oversight of GISA's service providers, finances and implementation of the Information Technology Renewal Plan, including review of quarterly reports; and
- work with Secretariat to provide ongoing analysis, advice, recommendations and reports to the Board on various issues affecting GISA.

<b>GISA Committees:</b>	<b>Chair/ Lead</b>	<b>Members</b>
<i>Executive</i>	<i>Bob Christie</i>	<i>Arthur Hagan, Winston Morris Rosemin Jiwa-Jutha (Secretary)</i>
<i>Finance and Audit</i>	<i>Fred Barth</i>	<i>Fiona Charbonneau, Bryan Davies, Jeff Goy Arthur Hagan, Deborah McQuade, Rosemin Jiwa-Jutha (Secretary)</i>
<i>Statistical Plan Committee</i>	<i>Arthur Hagan</i>	<i>Robert Bradley, Charles Brindamour, Bob Christie, Martin-Eric Tremblay Sabitha Kanagasabai (Secretary)</i>
<i>Industry Advisory Committee</i>	<i>Jerry Dalla Corte</i>	<b>IBC Industry Members:</b> <i>Gerald Daviau, Mike Lardis, John McGowan,</i> <b>Non-IBC Industry Members:</b> <i>Christian Jobidon, Richard Van Dyke</i> <b>IBC Staff:</b> <i>Bruce Johnston, Ron Noiles, Michael Pott,</i>
<i>GISA Management</i>	<i>Nurez Jiwani</i>	<i>Doug Connolly, Del Dyck Darlene Hall, John Marman, Sabitha Kanagasabai (Secretary)</i>

**4. GISA Secretariat**

*(a) GISA Secretariat Manager*

Responsibilities include:

- coordinate and manage GISA Board, Executive and Finance and Audit Committee meetings;
- coordinate and manage GISA projects and communication strategies;
- provide advice, policy recommendations and support to the Board of Directors with regard to governance issues and strategic planning;
- provide advice, policy recommendations and support to the Board of Directors on the financial administration of GISA;
- provide support to GISA Committees;
- prepare the annual GISA Secretariat operating budget;
- prepare expenditure reports to ensure that GISA operates within the established budget, as well as identify and resolve potential budget expenditure issues;

- analyze service provider’s annual budget and make a recommendation to the Board regarding approval;
- analyse and recommend to the Board whether or not to accept proposals for budget amendments, Chargeback System amendments, and Chargeback System User Guide amendments;
- evaluate the quarterly budget and variance reports from the service provider and report to GISA on their appropriateness;
- review and recommend changes to, or acceptance of, the quarterly GISA Deposit Account reports and quarterly billing statements from the service provider;
- manage purchasing decisions for the GISA Secretariat and make recommendations to the Board on major purchases;
- oversee the annual external audit of GISA’s expenditures;
- manage the procurement process for external auditor and other service providers, manage effective working relationships and lead discussions to investigate and resolve contract issues as required;
- provide support to the Board of Directors as Corporate Secretary and Treasurer;
- manage the operations of the GISA Secretariat office;
- prepare the Annual Report to Members; and
- provide technical direction to GISA Contract Manager and Administrative Coordinator.

***GISA Secretariat Manager: Rosemin Jiwa-Jutha***

*(b) GISA Contract Manager*

Responsibilities Include:

- participate as member and Secretary of GISA’s Statistical Plan Committee and Industry Advisory Committee;
- act as the primary liaison with the statistical service provider to manage the execution of the statistical service agreement to deliver statistical products;
- manage the execution of the statistical service agreement by maintaining effective working relationships;
- liaise with statistical service provider to investigate and resolve any issues related to the production of statistical products;
- manage and co-ordinate the tendering process for choosing the statistical service providers for GISA’s needs;
- manage projects on issues requiring the invocation of the change management procedure set out in the service agreement;
- lead or coordinate strategic projects to improve data requirements, data quality and processes, and technology;
- conduct research and analysis for the review, planning, development and implementation of various GISA projects and policy initiatives; and
- prepare policy recommendations, correspondence, discussion papers, research documents and presentations for GISA, as required.

***GISA Contract Manager: Sabitha Kanagasabai***

*(c) GISA Administrative Coordinator*

Responsibilities include:

- provide administrative support to GISA Secretariat Manager and Contract Manager;
- Coordinate arrangements for GISA meetings, committee meetings and conference calls;
- prepare and distribute materials for GISA Board and committee meetings,
- prepare and revise correspondence, reports and presentations;
- receive and deal with incoming GISA e-mails and telephone inquiries;
- maintain and update GISA stakeholder mailing list, as well as other address lists;
- maintain calendars for the GISA Secretariat Manager and Contract Manager;
- make travel and accommodation arrangements for GISA Secretariat Manager and GISA Contract Manager attending GISA meetings, as required;
- coordinate expenditure payments for Secretariat and process payments in accordance with applicable policies; and
- track and requisition office supplies and equipment for the Secretariat.
- maintain computerized and manual filing systems.
- maintain GISA's financial records
- monitor and update GISA's public website

***GISA Administrative Coordinator: Margaret Rowe***

**5. FSCO Management Support**

*(a) Director, Regulatory Coordination Branch (FSCO)*

Responsibilities include:

- provide day-to-day policy, operational and project management advice and direction to the GISA Secretariat staff and service providers to support the work of the GISA Board of Directors and committees;
- work with the Chair, Executive, Committees and members to set the overall strategic direction and address strategic issues;
- monitor progress of GISA initiatives; and
- oversee the work of the GISA Secretariat.

***Director, Regulatory Coordination Branch (FSCO): Nurez Jiwani***

*(b) Director, Automobile Insurance Services Branch (FSCO)*

Responsibilities include:

- provide day-to-day advice and guidance to the GISA Secretariat and service providers on technical issues related to the statistical plans, to support the work of the GISA Board of Directors and committees.

***Director, Automobile Insurance Services Branch (FSCO): Darlene Hall***

**Organizational Chart of GISA Secretariat and FSCO Management Support**

