

2011 Report to Members



Report from the Chair of the HEPP Board

In recent years, people have begun to look more closely at their pension plans and other investments to help set and achieve their retirement goals. The Healthcare Employees' Pension Plan (HEPP) Board has been entrusted to provide oversight to ensure that pensions for healthcare sector employees in Manitoba remain healthy and sustainable for the future of our members and their beneficiaries. The Board remains diligent in recognizing and adapting to new and unknown challenges, and is confident that HEPP is positioned to meet the needs and expectations of our stakeholders.

In 2011, the Board continued its work toward completing the strategic goals that have been established for the Pension Plan. We want to provide ongoing enhancements to HEPP services, and we continue to look for new and innovative ways to improve service levels.

We announced in 2010 that two Cost of Living Adjustment (COLA) Funds would be established as a result of negotiations that took place in 2009. HEPP administration is working through the required legislative changes and administrative requirements to bring the COLA Funds into existence by 2014. This is an exciting development, as it provides a new benefit to members of the Pension Plan.

The global financial markets faced challenges in 2011, and the performance of the Pension Plan investments was directly impacted. The investment return for the Plan in 2011 was -0.8%, which is below the Plan's assumed rate of return of 6.5%. HEPP will require future positive returns to help remedy the existing deficit position. As at December 31, 2011, the Plan's going-concern ratio was 93.2%. The Board remains focused on providing due diligence in evaluating risks-versus-return to ensure the proper balance between contributions and benefits for our members.

The first phase of a 1.1% contribution rate increase was implemented in January 2011, with the employer contribution increasing by 1%. The remaining employer and employee contribution increases are scheduled for April 2012 and April 2013. The HEPP Board recommended, and the Plan Settlors approved, the 1.1% increase to both the employer and employee contribution rates in 2010 to ensure the Plan is sufficiently financed. To meet the obligations of the

Report from the Chair of the HEBP Board

The Healthcare Employees' Benefits Plan (HEBP) Board remains committed to providing our members with competitive benefits at a reasonable and acceptable cost, and delivering services to meet our members' needs. To fulfill these commitments, the Board and HEB Manitoba management have implemented a Global Review process to comprehensively review each HEBP Benefit Plan. This review process helps ensure financial stability for all HEBP Plans while balancing the interests of members and other stakeholders.

The most recent Global Review was completed in 2010 for the Life Insurance Plan. The Board approved several recommended improvements in 2011 for the Plan, such as the option to select an additional unit of coverage and an increase to benefit maximums. HEB Manitoba developed an action plan for 2012 to communicate Plan changes and to ensure member awareness of the time-sensitive open enrolment window for the enhanced Plan. The enhanced Life Insurance Plan coverage is effective April 1, 2013.

Also in 2011, the Board approved a prescription drug maximum increase for the Healthcare Plan. Effective January 1, 2012, the maximum will increase from \$450 to \$550, with all eligible expenses reimbursed at 80%. Previously, prescription drug expenses were being reimbursed at 80% of the first \$375 of eligible expenses, and 50% of the next \$300, to a combined maximum of \$450 per calendar year.

The Board approved a 2010 Ad Hoc Cost of Living Adjustment (COLA) for the Disability & Rehabilitation (D&R) Plan, which is the second D&R COLA approved in two years. The 2.1% COLA is effective January 1, 2012, for members who have a Date of Disability on or before December 31, 2010, and are in receipt of D&R Benefits or entitled to receive a D&R Benefit as of January 1, 2012. The D&R Plan announced in 2011 the removal of the three-month waiting period for enrolment, which means that effective January 1, 2012, D&R coverage for eligible employees can commence when employment starts.

Dental Plan premiums increased effective June 1, 2011, from \$27.92 to \$29.60 for single coverage, and from \$81.54 to \$86.44 for family coverage. Premiums for the Level I Retiree Healthcare Plan remained unchanged in 2011, as did premiums for the Level II Retiree Healthcare Plan. Premiums for the

continued on page 2

Report from the Chair of the HEPP Board

continued

Plan, the Plan Settlors will continue to monitor the ongoing contribution sufficiency.

As Chair of the HEPP Board in 2011, it has been my privilege to work with an exceptional group of Trustees. The leadership and dedication of these representatives directly contribute to the success of the Pension Plan. Together, we would like to express our thanks and appreciation to HEB Manitoba management and staff for their hard work, and their dedication to providing outstanding service to you, the Plan members.

Gloria O'Rourke

Chair

Healthcare Employees' Pension Plan Board

Report from the Chair of the HEBP Board

continued

D&R Plan, Life Insurance Plan, and the Healthcare Plan also remained unchanged in 2011, and each of these Plans continues to maintain a healthy financial position.

The HEBP Board and the HEPP Board continue to work collaboratively to govern and oversee HEB Manitoba operations in a consistent manner. We have clearly defined the common areas that the Boards are responsible for, and have jointly established and aligned governance programs across all HEB Manitoba services.

I would like to thank each Trustee for their dedication to the ongoing success of HEB Manitoba. Their experience, knowledge, and insight has been, and continues to be, a critical factor in the success of our Benefit Plans. On behalf of the Trustees, I would like to thank the management and staff of HEB Manitoba for their diligent work and the care they provide as they deliver services to our members.

Brian Ellis

Brian Ellis

Chair

Healthcare Employees' Benefits Plan Board

Report from the HEB Manitoba Chief Executive Officer (CEO)

HEB Manitoba management and staff worked on many concurrent initiatives in 2011, as a number of ongoing projects were completed and new projects got underway. The completed project most visible to our members is the redesigned HEB Manitoba website, which includes the new HEB Manitoba name and logo, and provides improved navigation and updated information. We also introduced HEB Manitoba Online, which members can use to securely update personal Pension information on the web. We will continue to add additional functionality to this online portal.

Each year, the HEPP and HEBP Boards recognize that the staff at HEB Manitoba are key to our continued success. In 2011, HEB Manitoba staff participated in the Best Small and Medium Business Employers survey, sponsored by Queen's School of Business and Aon Hewitt. The survey measured employee engagement and gathered feedback about how HEB Manitoba, as an employer, is performing. The feedback identified discussion topics for both short-term and long-term organizational improvements. Because this information is invaluable in identifying areas of greatest importance to HEB Manitoba employees, we have committed to ongoing participation in this survey program.

At HEB Manitoba, we are always looking for ways to better align Plan benefits with the needs of our members. We also collaborate with employers to improve the ways we work together. In 2011, we announced the removal of the threemonth waiting period for enrolment in the Disability & Rehabilitation Plan, effective January 1, 2012. This improves

the benefit for members, and simplifies the enrolment process for employers. The three-month waiting period was previously removed for enrolment in the Healthcare Plan and Dental Plan, and will be removed for the Life Insurance Plan in 2013.

The trend of increased work volumes across all Plans continued in 2011. HEB Manitoba management actively monitors our performance to ensure that we can meet the legislated performance metrics that are set for various services we provide, and to meet the expectations of our stakeholders.

Late in 2011, I took on the role of Acting CEO at HEB Manitoba. I have found the experience to be both exciting and rewarding, and it has been a pleasure working directly with our Boards and Committees. I have observed the depth of their knowledge and experience at work on behalf of our stakeholders and members, and greatly appreciate their proven commitment to the well-being of our Plans. I would also like to extend my appreciation to the management and staff of HEB Manitoba for their support, dedication, and exceptional efforts during my tenure as Acting CEO and throughout 2011.

Kerry Poole

Acting Chief Executive Officer HEB Manitoba

Pension Plan Financial Summary*

Increase in net assets	2011	2010 (restated [◊])
Current period change in market values	\$ -	255,476,597
Investment income	132,442,075	114,810,575
Contributions from employers	139,750,485	117,655,722
Contributions from employees	122,929,033	117,514,421
Total	395,121,593	605,457,315
Decrease in net assets		
Current period change in market values	163,368,094	-
Benefits paid to pensioners and beneficiaries	148,196,212	134,873,689
Refunds to terminated members	34,220,333	22,275,814
Investment and Plan administration expenses	19,200,413	17,601,960
Total	364,985,052	174,751,463
Net increase in net assets	30,136,541	430,705,852
Net assets available for benefits, January 1	4,016,091,396	3,585,385,544
Net assets available for benefits, December 31	\$ 4,046,227,937	4,016,091,396

^{*} Full Audited Financial Statements are available on our website at www.hebmanitoba.ca

Pension Plan Membership

Member Mix	2011	2010	Average Age (years)	2011	2010
Deferred Vested	10,986	10,285	Active member	43	43
Retired	14,257	13,428	Retired member	70	70
Active & Disabled	42,193	41,441	Deferred member	43	43
Total	67 /36	65 15/			

Pension Plan Highlights

The Healthcare Employees' Pension Plan (HEPP) provides a variety of services related to pension benefit entitlements for eligible employees of participating healthcare facilities.

HEPP is a defined benefit pension plan, and it uses a formula to determine a member's pension entitlement. The formula is based on years of service and the corresponding pensionable earnings, rather than pension contributions and investment income.

In 2011, HEB Manitoba continued to review and correct members' historical pension data, which we received from employers in past years. We will continue to review member data in 2012, so that we can provide members with accurate pension information in a timely manner.

HEB Manitoba continued to streamline HEPP's processes in 2011, as a result of the significant number of changes made by the Manitoba Pension Commission to The Pension Benefits Act

in 2010. The changes impacted most of the Plan's processes, including retirement, termination, and marriage/common-law relationship break-up processes. One change required us to include member information such as marital status, spousal information, and beneficiary information on the Annual Pension Statements that we send to active members.

To provide a convenient, secure, and timely way for members to verify and update their personal Pension Plan information, we developed and launched HEB Manitoba Online in 2011. To ensure that HEB Manitoba has the most up-to-date records, we ask that all Pension Plan members visit www.hebmanitoba.ca and use HEB Manitoba Online to update their information.

o 2010 amounts have been restated as a result of the retrospective application of Canadian accounting standards for pension plans.

Pension Plan Investment Highlights

HEPP Investment Returns

HEPP's investment returns were negatively impacted in 2011 because equity markets were weak as a result of increasing concerns regarding the global economic environment. As the table below shows, returns have been volatile in all equity markets over the past five years.

Annual Equity Market Returns

	5 Years	2011	2010	2009	2008	2007
Canadian	1.3%	-8.7%	17.6%	35.1%	-33.0%	9.8%
US	-2.9%	4.6%	9.1%	7.4%	-21.2%	-10.5%
International	-6.8%	-9.6%	2.6%	12.5%	-28.8%	-5.3%
Emerging	0.0%	-16.1%	13.0%	52.0%	-41.4%	18.6%

The five-year annualized return from the major equity markets we invest in ranged from -6.8% for international markets to 1.3% for the Canadian equity market. To fund the Plan's obligations, we need to achieve a long-term rate of return of 6.5%, as determined by the Plan's actuary. With interest rates around the world at historically low levels, the Plan requires exposure to investments that will generate higher returns. Over the long term, equity-type investments are expected to outperform fixed-income returns, but their performance is more volatile. In this regard, the Plan's investment policy has an exposure biased toward equity markets and real estate.

Major Market Returns

Global equity markets struggled during the year, impacted by ongoing concerns regarding the global economic recovery and sovereign debt issues in the Eurozone area. Of the major markets we invest in, the Canadian market returned -8.7% in 2011, as compared with a 17.6% return in 2010. International markets returned -9.6% in 2011, as compared with 2.6% in 2010, and the US market returned 4.6% in 2011, as compared with 9.1% in 2010. Emerging markets fell -16.1% in 2011 after rising 13.0% in 2010.

Bond market returns were positive, largely due to favourable returns in the corporate bond sector and strong performance from longer-dated maturities as interest rates fell during the year, as a result of the same factors driving equity prices lower.

The Canadian real estate market, as measured by the REALpac/IPD Canada Property Index, returned 15.9% in 2011, as compared with the 2010 return of 11.1%. The 2011 return is the third highest in the 12-year history of the Index. Income returns averaged 6.4% in 2011. Valuation adjustments ranged from 5.8% in Ottawa to 13.7% in Calgary.

HEPP Asset Mix

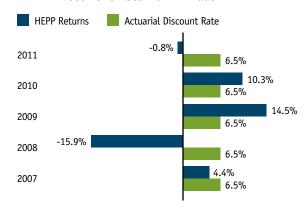
At the end of 2011, our overall asset mix comprised 53% equities, 37% fixed income, and 10% in real estate.

Late in 2011, we made a change to our policy asset mix, reducing exposure to Canadian equities from 30% to 25% and increasing exposure to non-Canadian equities from 25% to 30%.

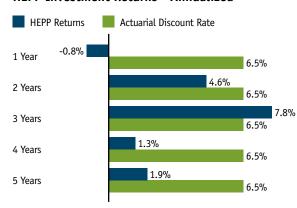
We have been reducing our exposure to commercial mortgages for some time, and, at year-end, our holdings had been reduced to less than 1%. Proceeds from mortgage investments have been redeployed to our bond portfolio. We initiated changes to our bond portfolio during the year, increasing our credit research capabilities within our corporate bond holdings.

We are maintaining our policy position of 10% exposure to the real estate market, which has been one of our best and most consistent long-term investments.

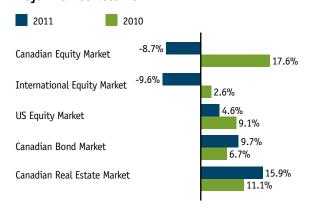
HEPP Investment Returns - Annual



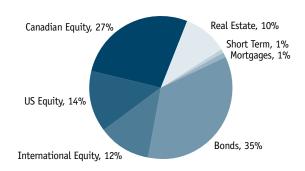
HEPP Investment Returns - Annualized



Major Market Returns



Asset Mix



Benefits Information

The Healthcare Employees' Benefits Plan (HEBP) offers the Healthcare Plan (including a Healthcare Spending Account), Dental Plan, Life Insurance Plan, and Disability & Rehabilitation Plan to eligible healthcare employees and their families throughout Manitoba. All employers do not necessarily participate in each of the Benefit Plans offered by HEBP. Employees should check with their employer to confirm which Plans they are eligible to join.

2011

Financial Summary

Active Healthcare Plan			
		2011	2010
Increases			
Premiums	\$	24,744,458	23,862,426
Investment income		207,099	96,928
		24,951,557	23,959,354
Decreases			
Claims		17,806,702	17,070,567
Administrative expenses		2,758,640	2,588,343
		20,565,342	19,658,910
Net increase prior to change in obligations		4,386,215	4,300,444
Change in obligations and internally restricted funds		(378,469)	(176,086)
Net increase after change in obligations		4,007,746	4,124,358
Net assets available for benefits, January 1		5,511,254	1,386,896
Net assets available for benefits, December 31	\$	9,519,000	5,511,254

Benefit Highlights

Plan Membership: 31,857

After comparing the projected Plan premiums to anticipated claim costs and reserve levels, HEB Manitoba determined that a rate change was not required for the Healthcare Plan in 2011. Benefit levels also remained unchanged. The Plan and all reserves are fully funded as at the end of 2011. Of claims incurred, 42% were for drugs, 11% were for vision care, and 47% were for paramedical and all other benefits.

Healthcare Spending Account (HSA)

This benefit is 100% funded by your employer.

Plan Membership: Members of the Active Healthcare Plan are eliqible for an HSA.

Effective April 1, 2010, a new Healthcare Spending Account was provided to eligible full-time and part-time employees. Effective April 1, 2011, eligible Healthcare Plan members saw an increase to their HSA amount. Members with 1500 or more regular paid hours were provided with a full-time HSA amount of \$500; members with less than 1500 regular paid hours were provided with a part-time HSA amount of \$250. The HSA provides members with an additional way to pay for healthcare and dental expenses in excess of existing HEB Manitoba benefit maximums.

Retiree Healthcare Plan

	2011	2010
Increases		
Premiums	\$ 4,267,849	3,994,700
Investment income	20,253	11,542
	4,288,102	4,006,242
Decreases		
Claims	3,648,466	3,439,159
Administrative expenses	331,390	320,074
	3,979,856	3,759,233
Net increase prior to change in obligations	308,246	247,009
Change in obligations and internally restricted funds	(116,880)	(145,905)
Net increase after change in obligations	191,366	101,104
Net assets available for benefits, January 1	170,040	68,936
Net assets available for benefits, December 31	\$ 361,406	170,040

Plan Membership: 6,311

Premium adjustments were not required for Level I and Level II coverage in 2011. After comparing projected premiums to anticipated claim costs and reserve levels, HEB Manitoba determined that the current premium rates would be sufficient to cover the projected premium requirements. The benefit levels for both Level I & Level II coverage remained unchanged. The Plan's financial position improved during 2011, and all reserves became fully funded at the end of 2011. Of claims incurred, 57% were for drugs, 12% were for ambulance and hospital benefits, and 31% were for paramedical and other benefits.

continued on page 6

Financial Summary

Benefit Highlights

Dental Plan		
	2011	2010
Increases		
Premiums	\$ 19,788,562	18,398,628
Investment income	38,137	41,569
	19,826,699	18,440,197
Decreases		
Claims	19,083,868	18,074,376
Administrative expenses	1,476,764	1,410,713
	20,560,632	19,485,089
Net decrease prior to change in obligations	(733,933)	(1,044,892)
Change in obligations and internally restricted funds	815,984	557,349
Net increase (decrease) after change in obligations	82,051	(487,543)
Net assets available for benefits, January 1	82,352	569,895
Net assets available for benefits, December 31	\$ 164,403	82,352

Plan Membership: 26,079

In order to support anticipated claim costs and maintain Dental Plan reserve levels, premium increases were implemented in 2011. The premium increases were the result of increased benefit utilization, Manitoba Dental Association fee guide increases, and inflationary increases. Of claims incurred, 85% were for basic services and 15% were for major and orthodontic services. Dental Plan benefit levels remained unchanged.

Life Insurance Plan

	2011	2010
Increases		
Premiums	\$ 10,053,848	9,658,609
Investment income	1,153,746	3,439,798
	11,207,594	13,098,407
Decreases		
Claims and related expenses	6,338,713	8,874,610
Administrative expenses	1,269,174	1,271,899
	7,607,887	10,146,509
Net increase prior to change in obligations	3,599,707	2,951,898
Change in obligations and internally restricted funds	(3,677,100)	229,000
Net increase (decrease) after change in obligations	(77,393)	3,180,898
Net assets available for benefits, January 1	16,912,844	13,731,946
Net assets available for benefits, December 31	\$ 16,835,451	16,912,844

2011

Plan Membership: 35,351

Life Insurance Plan claims and related expenses were at 63% of premiums in 2011, down from 92% in 2010, as a result of a decreased claims experience. There were no premium increases or benefit changes during 2011, and the Plan's reserves are fully funded.

In 2011, the HEBP Board reviewed and approved several enhancements to the Life Insurance Plan for active members. As a result, all members can re-enrol in the active Life Insurance Plan without providing evidence of insurability. Enhancements to the Life Insurance Plan are effective April 1, 2013, with a one-time open enrolment period in fall 2012. Please look for further information in upcoming communications and on the HEB Manitoba website.

Disability & Rehabilitation (D&R) Plan

, ,	2011 2010)
Increases		
Premiums	\$ 36,675,250 35,335,811	L
Investment income	13,448,617 9,183,708	ß
	50,123,867 44,519,519)
Decreases		
Claims and related expenses	24,875,722 22,073,512	-
Administrative expenses	4,516,477 4,320,424	ŀ
	29,392,199 26,393,936	,
Net increase prior to change in obligations	20,731,668 18,125,583	,
Change in obligations	(7,100,000) (10,907,000)	1
Net increase after change in obligations	13,631,668 7,218,583	,
Net assets available for benefits, January 1	35,811,422 28,592,839)
Net assets available for benefits, December 31	\$ 49,443,090 35,811,422	2

Plan Membership: 36,632

There were 1,344 members receiving D&R Benefits at December 31, 2011. Of these claims, 1,023 were being administered by our in-house program, up from 923 in 2010. Premium rates were unchanged in 2011. Obligations include reserves and assumption changes that occurred in 2011. The Plan is fully funded.

Directories

Board and Committee Members as of December 31, 2011

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Assiniboine Regional Health Authority

Autnority

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C. Leney Richardson, CFA

Investment Professional

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Michael Nesbitt

Montrose Mortgage Corporation Ltd.

Gloria O'Rourke

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C. Leney Richardson, CFA

Investment Professional

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The Exchange Consulting Group

Diane Jansen, CA

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Gloria O'Rourke

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Winnipeg Regional Health Authority

Bob Romphf (Co-Chair)

Manitoba Nurses' Union

continued on page 8

Directories continued

Executive Management and Professional Advisors as of December 31, 2011

HEB Manitoba Executive Management

Kerry Poole, BSc, PMP Acting Chief Executive Officer Ronald Queck, CFA Director of Investments

Melanie Bready, BA, CHRP Director of Corporate Services & Development

Brigitte Fisher, CEBS, PPAC Director of Pension & Benefits Administration Barbara Kieloch, RN, BN, MScA Director of Disability & Rehabilitation

Kerry Poole, BSc, PMP Director of Information Services & Chief Privacy Officer Grant D. Slater, B.Comm, CA Director of Finance

HEPP Professional Advisors

Custodian
CIBC Mellon Global Securities
Services Company
Legal Counsel
Koskie Minsky

Auditor KPMG LLP Actuary Aon Hewitt

HEBP Professional Advisors

Auditor Legal Counsel

KPMG LLP Koskie Minsky

Actuary Morneau Shepell



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