

2012 Report to Members



Report from the Chair of the HEPP Board

Pension plans around the globe continue to face external factors that influence their long-term sustainability. These factors can be short-lived or long-lasting, can result from local or global sources, and are typically beyond our direct control.

Aging demographics, global economic events, and excessively low interest rates have created unprecedented challenges for the pension industry. Recent changes to the Old Age Security (OAS) program by the Government of Canada, and ongoing discussions and proposals for future changes to the Canada Pension Plan (CPP), are indications that conditions have changed and that our expectations for the future will need to change along with them.

The impact of these external influences is demonstrated in our 2012 valuation and investment performance results. As at December 31, 2012, the Plan Fund experienced an above-average annual investment return of 11.3%. In contrast, our going-concern ratio, which measures whether the Plan Fund is in a surplus or deficit, dropped 1% to 92.3%, meaning our deficit grew slightly. To monitor the effects of external factors closely, and to explore the options available to ensure that HEPP is best positioned for the future, the Board conducts annual valuations to track and evaluate the sustainability of the Plan.

The Board does not control or set contribution rates, and we can only adjust pension benefit levels if necessary. The most recent contribution rate increase of 1.1% over a three-year period was approved by the Settlors in 2010. The second phase of this increase took effect April 2012. The third and final phase is scheduled for April 2013. The Contribution Sufficiency ratio as at December 31, 2012, is 100.9%, which is concerning. The ratio must remain at or above 100% at all times. If the ratio drops below 100%, some combination of changes to contribution rates and/or benefit levels would be required. If this scenario were to occur, all pension benefits would be considered for possible reductions or eliminations.

The Board has been a leader in the area of governance and is committed to ensuring our practices meet or exceed standards in this area. The Board continues to assess and adjust our internal control framework through the work of our Governance Committee and through ongoing reviews of our processes.

Report from the Chair of the HEBP Board

As Chair of the Healthcare Employees' Benefits Plan (HEBP) Board in 2012, I would like to say that my confidence continues to grow each year in our ability to provide members with the most competitive benefits package possible, at a reasonable and acceptable cost.

I am pleased to announce, that in 2012, HEBP was able to maintain or improve benefit levels, with no change to premiums, for the Disability & Rehabilitation (D&R) Plan, the Healthcare Plan, the Retiree Healthcare Plan, and the Life Insurance Plan. Impressively, despite having no premium increases for the Healthcare Plan, we were able to increase the prescription drug maximum by \$100 to a maximum of \$550, effective January 1, 2012.

The Dental Plan was the only Plan that required premium increases, due to rising benefit use and costs. Effective June 1, 2012, premiums increased from \$29.60 to \$31.40 for single coverage, and from \$86.44 to \$91.66 for family coverage.

For the third consecutive year, the Board approved an Ad Hoc Cost of Living Adjustment (COLA) for the D&R Plan. A COLA of 2.7% is effective January 1, 2013, for members who have a Date of Disability on or before December 31, 2011, and are in receipt of D&R Benefits or entitled to receive a D&R Benefit as of January 1, 2013.

The D&R Plan celebrated its 10th anniversary in 2012, and the Board is proud to acknowledge this milestone. Our goal for the D&R Plan was to provide a supportive and proactive approach to providing services when working with members and stakeholders. Administering an in-house Plan allowed us to dedicate resources to the rehabilitation of members, promote early intervention and return-to-work programs, and eliminate duplicated services and expenses. A key factor to our successful delivery of service is the strong partnerships that have been built with the Plan's stakeholders—members, employers, and unions.

The Board is extremely pleased that the open enrolment process for the enhanced Life Insurance Plan was completed in 2012. The open enrolment provided a one-time opportunity for each member to elect Life Insurance coverage without the need to provide Evidence of Insurability. The enhanced

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Report from the Chair of the HEPP Board

continued

The work to implement the Cost of Living Adjustment (COLA) Funds announced in 2010 continues. The regional health authorities are working together with HEB Manitoba to put the required solutions in place to support the Funds. Contributions to the COLA Funds begin April 1, 2014. The earliest date a COLA may be granted from these Funds is April 1, 2018.

As Chair of the HEPP Board in 2012, I would like to thank my fellow Trustees for their support and dedication through a most interesting and challenging year. To the management and staff of HEB Manitoba, I thank you on behalf of the Board of Trustees for your tremendous efforts this past year, and for taking such care and attention in delivering pension services to our members. I would also like to acknowledge the HEPP and HEBP Boards of Trustees' selection of Kerry Poole as CEO in July. Kerry's reputation as a leader who can turn vision into reality, and his proven track record of instilling a culture of implementation, have had a substantial impact in a very short time. With Kerry as CEO, the Boards have great confidence that HEB Manitoba is well positioned for ongoing and future successes.

Bob Romphf

Chair

Healthcare Employees' Pension Plan Board

Report from the Chair of the HEBP Board

continued

provisions of the Life Insurance Plan are effective April 1, 2013. The Board went about implementing the enhancements after a global review of the Plan in 2010. Enhancing the Life Insurance Plan is one example of the Board's ongoing effort to improve benefits for members and their families.

I would like to take this opportunity to recognize each Trustee and thank them for contributing to the ongoing success of HEB Manitoba through their hard work and dedication. On behalf of the Board, I acknowledge and thank the HEB Manitoba management and staff for their exceptional performance administering HEBP on behalf of the stakeholders and members.

Gerry Gattinger

Chair

Healthcare Employees' Benefits Plan Board

Report from the HEB Manitoba Chief Executive Officer (CEO)

This past year has brought a high degree of change to HEB Manitoba, as we continue to adapt to the many new business challenges and opportunities that have come our way. It was also a year of collaboration, as HEB Manitoba worked in partnership with the healthcare regions, employers, and unions on multiple initiatives.

The amalgamation of the province's healthcare regions, and the provincial Retail Sales Tax (RST) changes announced midway through the year, were two examples where HEB Manitoba worked closely with our stakeholders to implement changes within exceptionally short time frames. I would like to commend all impacted organizations for their swift and thorough actions to complete the necessary work.

The Life Insurance open enrolment project was a large undertaking for HEB Manitoba in 2012. The planning and execution of this multi-year initiative was world-class, and the volume of activity over such a compressed period was unprecedented for our teams.

From a pension perspective, it is important to note that the pension industry is currently going through a unique period. Several key factors are influencing the sustainability of pension plans in a way not historically seen. In response, the Board of Trustees continues to be diligent, scrutinizing and evaluating the long-term sustainability of the Healthcare Employees' Pension Plan (HEPP). This work is an ongoing process and, as new challenges emerge, will require constant attention.

We continue to adapt our benefits services to meet the changing needs of all stakeholders. Moving into 2013, we have undertaken efforts to deliver more distinct Pension Plan and Benefits Plan services, to improve the member experience.

This year also marks the 10th anniversary of our Disability & Rehabilitation Plan. Our team of professionals is to be commended for providing exceptional care for members year after year.

In closing, I would like to take a moment to comment on my personal experiences over the past year. HEB Manitoba has been a very busy environment in 2012 due to the volume of change affecting our industry. The Boards, our executive team, management and staff have put in an outstanding effort over my first year as CEO, and it has been my pleasure to work with each of them in this capacity. I wish to thank all of them for their support, and I look forward to our continued success in the future.

Kerry Poole

Chief Executive Officer HEB Manitoba

Pension Plan Financial Summary*

Net assets available for benefits, December 31	\$ 4,563,819,373	4,046,227,937
Net assets available for benefits, January 1	 4,046,227,937	4,016,091,396
Net increase	517,591,436	30,136,541
Total	 220,935,687	364,985,052
Investment and Plan administration expenses	20,941,129	19,200,413
Refunds to terminated members	37,515,662	34,220,333
Benefits paid to pensioners and beneficiaries	162,478,896	148,196,212
Current period change in market values	-	163,368,094
Decrease in net assets		
Total	738,527,123	395,121,593
Contributions from employees	139,317,683	122,929,033
Contributions from employers	145,379,588	139,750,485
Investment income	131,103,626	132,442,075
Current period change in market values	\$ 322,726,226	-
Increase in net assets	2012	2011

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

Pension Plan Membership

Member Mix	2012	2011	Average Age (years)	2012	2011
Active & Disabled	42,870	42,193	Active member	43	43
Retired	15,014	14,257	Retired member	70	70
Deferred Vested	11,980	10,986	Deferred member	43	43
Total	69,864	67,436			

Pension Plan Highlights

The Healthcare Employees' Pension Plan (HEPP) is a defined benefit (DB) pension plan. A DB plan uses a formula to determine a member's pension entitlement, rather than pension contributions and investment income. Under HEPP, the formula is based on years of credited service and the corresponding pensionable earnings.

HEPP provides a variety of services related to pension benefit entitlements for eligible employees of participating healthcare facilities.

Negotiated Cost of Living Adjustment (COLA) Funds

In 2012, HEB Manitoba was fully engaged in the planning process required to implement COLA Funds that were announced in 2010. The direction for the establishment of

these COLA Funds, and the benefits payable from them, was provided through a Letter of Understanding (LOU). The LOU requires separate COLA Funds to be set up and ready to accept contributions effective April 1, 2014. The earliest date a COLA may be granted from these Funds is January 1, 2018. A COLA will only be granted if sufficient funds are available.

Update Your Personal Pension Plan Information Online

HEB Manitoba Online provides members with a convenient, secure, and timely way to verify and update their personal Pension Plan information. To ensure HEB Manitoba has up-to-date records, we ask that all active Pension Plan members visit www.hebmanitoba.ca and use HEB Manitoba Online to update their personal and beneficiary information.

Pension Plan Investment Highlights

HEPP Investment Returns

The Healthcare Employees' Pension Plan (HEPP) generated strong investment results in 2012, achieving an 11.3% return. In three of the four years following the financial crisis of 2008, HEPP has earned double-digit investment returns. Despite global, political, and economic headwinds, the returns in our underlying portfolios exhibited solid results in 2012, with a 15% return in equities, a 12% return in real estate, and a 5% return in fixed income.

Despite our favourable returns in 2012, the impact of the 2008 financial crisis is still being felt, as our five-year investment return is still less than the 6.5% rate required to fund the Plan's obligations. With interest rates around the world remaining 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 investments, but their performance is more volatile. In this regard, the Plan's investment policy has an exposure biased toward equity markets and real estate, as well as a new allocation to infrastructure investments.

Major Market Returns

All markets that we invest in produced positive returns in 2012, a welcome change from 2011 when most equity market returns were negatively impacted by global economic and sovereign debt issues.

The US equity market and the Canadian bond market have produced positive returns each year since the financial crisis of 2008. International and Canadian equity markets have produced positive returns each year, excepting 2011 when the European sovereign debt crisis was at its peak.

In 2012, while still generating positive returns, Canadian equities were hampered by weak returns in the materials and energy sectors, which make up almost half of the S&P/TSX Index.

With 10-year Government of Canada bonds yielding less than 2% at year-end 2012, we do not expect returns in our fixed-income portfolio to meet the 6.5% discount rate required to fund the Plan's obligations.

HEPP Asset Mix

At the end of 2012, our overall asset mix comprised 54.8% equities, 34.5% fixed income, and 10.7% in real estate.

At year end, our exposure to Canadian equities was 25.1%, down from a 36% exposure at the end of 2007. We have been reducing our Canadian equity exposure since 2007 and redeploying funds into both US and international equities.

We continue to maintain our 10% policy weight to Canadian real estate. Our real estate investments have earned a return in excess of our actuarial discount rate in nine of the last 10 years.

In 2012, we approved an allocation to investments in infrastructure. With interest rates at historic lows, we will be reducing our fixed-income holdings over time to fund our infrastructure program, where expected returns are higher than fixed-income investments.

HEPP Investment Returns - Annual



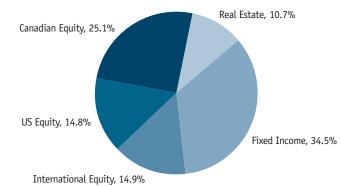
HEPP Investment Returns - Annualized



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.

8,939,418

13,073,646

\$ 15,040,783 13,073,646

Financial Summary

Active Healthcare Plan 2012 2011* Increases Premiums \$ 25,514,000 24,744,458 Investment income 163,656 207,099 25,677,656 24,951,557 **Decreases** 20,407,403 17,806,702 Claims Administrative expenses 3,087,174 2,758,640 23,494,577 20,565,342 4,386,215 Net increase prior to change in obligations 2,183,079 Change in obligations (215,942)(251,987)Net increase after change in obligations 1,967,137 4,134,228

Benefit Highlights

Plan Membership: 32,967

After comparing the projected Plan premiums with anticipated claim costs and reserve levels, HEB Manitoba determined that a rate change was not required for the Healthcare Plan in 2012. The prescription drug maximum was increased by \$100, to a new maximum of \$550, effective January 1, 2012. The Plan and all reserves are fully funded as at the end of 2012. Of the total claims incurred in the year, 43% were for prescription drugs, 10% were for vision care, and 47% were for paramedical and all other benefits.

Healthcare Spending Account (HSA)

Net assets available for benefits, December 31

Net assets available for benefits, January 1

This benefit is 100% funded by your employer.

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

The Healthcare Spending Account is provided to eligible full-time and part-time employees. Members with 1500 or more regular paid hours are provided with a full-time HSA amount of \$500; members with less than 1500 regular paid hours are provided with an 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

Increases		
Premiums	\$ 4,484,836	4,267,849
Investment income	15,461	20,253
	4,500,297	4,288,102
Decreases		
Claims	3,950,397	3,648,465
Administrative expenses	378,232	331,390
	4,328,629	3,979,855
Net increase prior to change in obligations	171,668	308,247
Change in obligations	(15,041)	(75,907)
Net increase after change in obligations	156,627	232,340
Net assets available for benefits, January 1	1,001,585	769,245
Net assets available for benefits, December 31	\$ 1,158,212	1,001,585

Plan Membership: 6,620

Premium adjustments were not required for Level I and Level II coverage in 2012. After comparing projected premiums with anticipated claim costs and reserve levels, HEB Manitoba determined that current premium rates would be sufficient to cover the projected premium requirements. Benefits for both Level I and Level II coverage remained unchanged. The Plan's reserves remained fully funded as at the end of 2012. Of total claims incurred in the year, 55% were for prescription drugs, 12% were for ambulance and hospital benefits, and 33% were for paramedical and other benefits.

2012

2011*

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^{*}Obligations and Net Assets Available for Benefits have been restated for 2011 to conform to the updated reporting standards included in section 4600 of the Canadian Institute of Chartered Accountants (CICA) Handbook.

Financial Summary

Benefit Highlights

Dental Plan		
	2012	2011*
Increases		
Premiums	\$ 21,839,494	19,788,562
Investment income	21,225	38,136
	21,860,719	19,826,698
Decreases		
Claims	19,816,545	19,083,868
Administrative expenses	1,645,373	1,476,764
	21,461,918	20,560,632
Net increase (decrease) prior to change in obligations	398,801	(733,934)
Change in obligations	(15,264)	204,898
Net increase (decrease) after change in obligations	383,537	(529,036)
Net assets available for benefits, January 1	657,131	1,186,167
Net assets available for benefits, December 31	\$ 1,040,668	657,131

Plan Membership: 27,030

In order to support anticipated claim costs and maintain Dental Plan reserve levels, premium increases were implemented in 2012. The premium increases were the result of increased benefit use, Manitoba Dental Association fee guide increases, and inflation. Of the total claims incurred in the year, 86% were for basic services and 14% were for major and orthodontic services. Dental Plan benefit levels remained unchanged.

Life Insurance Plan

	2012	2011*
Increases		
Premiums	\$ 10,411,666	10,053,848
Investment income	3,950,135	1,153,746
	14,361,801	11,207,594
Decreases		
Claims and related expenses	7,437,171	6,338,713
Administrative expenses	1,796,176	1,269,175
	9,233,347	7,607,888
Net increase prior to change in obligations	5,128,454	3,599,706
Net assets available for benefits, January 1	50,438,550	46,835,844
Net assets available for benefits, December 31	\$ 55,567,004	50,438,550

Plan Membership: 41,211

Life Insurance Plan claims and related expenses were at 71% of premiums in 2012, up from 63% in 2011, as a result of an increased claims experience. There were no premium increases or benefit changes during 2012, and the Active Life Insurance Plan's reserves are fully funded.

In 2012, HEB Manitoba held an open enrolment period for the Life Insurance Plan's enhanced provisions, which are effective April 1, 2013. The open enrolment offered active eligible employees a one-time opportunity to elect new Life Insurance coverage without Evidence of Insurability, and provided members and their families the ability to review their coverage and select an appropriate level of insurance to meet their needs.

Disability & Rehabilitation (D&R) Plan

, ,	2012	2011*
Increases		
Premiums	\$ 39,311,865	36,675,250
Investment income	8,190,061	13,448,617
	47,501,926	50,123,867
Decreases		
Claims and related expenses	28,883,516	24,875,722
Administrative expenses	4,757,623	4,516,477
	33,641,139	29,392,199
Net increase prior to change in obligations	13,860,787	20,731,668
Change in obligations	(3,238,000)	1,022,000
Net increase after change in obligations	10,622,787	21,753,668
Net assets available for benefits, January 1	156,268,090	134,514,422
Net assets available for benefits, December 31	\$ 166,890,877	156,268,090

Plan Membership: 38,120

There were 1,470 members receiving D&R Benefits at December 31, 2012. Of these claims, 1,180 were being administered by our in-house program, up from 1,023 at the end of 2011. Premium rates were unchanged in 2012. Obligations include reserves and assumption changes that occurred in 2012. The Plan is fully funded.

^{*} Obligations and Net Assets Available for Benefits have been restated for 2011 to conform to the updated reporting standards included in section 4600 of the Canadian Institute of Chartered Accountants (CICA) Handbook.

Directories

Board and Committee Members as at December 31, 2012

HEPP Board of Trustees

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Manitoba Government and General Employees' Union

Doug Laurie

Manitoba Council of Health Care Unions

Bob Malazdrewich, CEB

Canadian Union of Public Employees

Bob Romphf (Chair)

Manitoba Nurses' Union

Ken Swan

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Southern Health - Santé Sud

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(Vice-Chair)

Winnipeg Regional Health Authority

Jason Lange

St. Boniface General Hospital

Cynthia Ostapyk, CA

Interlake-Eastern Regional Health

Janet Wilcox-McKay, BA, CGA Prairie Mountain Health

HEBP Board of Trustees

Union Representatives

Monica Girouard, CGA

Manitoba Council of Health Care Unions

Doug Laurie

Manitoba Council of Health Care Unions

Bob Malazdrewich, CEB

Canadian Union of Public Employees

Bob Romphf

Manitoba Nurses' Union

Ken Swan

Manitoba Council of Health Care Unions

Employer Representatives

Gerry Gattinger (Chair)

Prairie Mountain Health

Ryan Green, BA, CMA Southern Health - Santé Sud

Jason Lange

St. Boniface General Hospital

Cynthia Ostapyk, CA

Interlake-Eastern Regional Health

Authority

Janet Wilcox-McKay, BA, CGA Prairie Mountain Health

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Coughlin & Associates

Alan Brownridge, CGA, CFA

Retired Investment Executive Paul Kochan, CPA, CBV, FCA

Winnipeg Regional Health Authority

Jason Lange

St. Boniface General Hospital

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Canadian Union of Public Employees

Michael Nesbitt (Chair)

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C. Leney Richardson, CFA Investment Professional

Bob Romphf

Manitoba Nurses' Union

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Coughlin & Associates

Alan Brownridge, CGA, CFA

Retired Investment Executive

Paul Kochan, CPA, CBV, FCA

Winnipeg Regional Health Authority

Jason Lange

St. Boniface General Hospital

Bob Malazdrewich, CEB (Vice-Chair)

Canadian Union of Public Employees

Michael Nesbitt (Chair)

Montrose Mortgage Corporation Ltd.

C. Leney Richardson, CFA

Investment Professional

Bob Romphf

Manitoba Nurses' Union

Monica Girouard, CGA

HEPP Audit Committee

James Husiak, CA, CMC, CFE The Exchange Consulting Group

Diane Jansen, CA

Winnipeg Regional Health Authority

Paul Kochan, CPA, CBV, FCA (Ex-officio member)

Winnipeg Regional Health Authority

Cynthia Ostapyk, CA

Interlake-Eastern Regional Health **Authority**

Bob Romphf (Ex-officio member)

Manitoba Nurses' Union

Ken Swan

Manitoba Association of Health Care **Professionals**

Gordon Webster, FCA (Chair)

Retired Partner, PricewaterhouseCoopers

HEBP Audit Committee

Terry Dyck

Manitoba Nurses' Union

Gabriel J. Forest, FCA

Retired Partner, **PricewaterhouseCoopers**

Gerry Gattinger (Ex-officio member) Prairie Mountain Health Manitoba Council of Health Care Unions

Frank Ryplanski, CGA (Chair) Retired, St. Boniface General Hospital

Janet Wilcox-McKay, BA, CGA

Prairie Mountain Health

HEPP/HEBP Joint Governance Committee

Gerry Gattinger

Prairie Mountain Health

Monica Girouard, CGA

Manitoba Council of Health Care Unions

Ryan Green, BA, CMA (Chair) Southern Health - Santé Sud

Doug Laurie

Manitoba Council of Health Care Unions

Bob Malazdrewich, CEB

Canadian Union of Public Employees

Cynthia Ostapyk, CA

Interlake-Eastern Regional Health

Janet Wilcox-McKay, BA, CGA

Prairie Mountain Health Bruno Zimmer

Manitoba Council of Health Care Unions

HEPP/HEBP Joint Executive Committee

Gerry Gattinger

Prairie Mountain Health

Paul Kochan, CPA, CBV, FCA (Chair) Winnipeg Regional Health Authority

Bob Romphf Manitoba Nurses' Union

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Directories continued

Executive Management and Professional Advisors as at December 31, 2012

HEB Manitoba Executive Management

Kerry Poole, BSc, PMP Chief Executive Officer & Chief Privacy 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

Grant D. Slater, B.Comm, CA

Director of Finance

Paul Vallée, B.Comm Director of Information Services

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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