Financial Statements of

HEALTHCARE EMPLOYEES' BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

And Independent Auditors' Report thereon

Year ended December 31, 2021

KPMG LLP
1900 - 360 Main Street
Winnipeg MB
R3C 3Z3

Telephone (204) 957-1770
Fax (204) 957-0808
www.kpmg.ca

INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of Healthcare Employees' Benefits Plan - Manitoba - Disability and Rehabilitation Plan

Opinion

We have audited the financial statements of Healthcare Employees' Benefits Plan - Manitoba - Disability and Rehabilitation Plan (the "Plan"), which comprise the statement of financial position as at December 31, 2021, the statements of changes in net assets available for benefits and changes in benefit obligations for the year then ended, and notes to the financial statements, including a summary of significant accounting policies (hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Plan as at December 31, 2021, and its changes in net assets available for benefits and its changes in benefit obligations for the year then ended in accordance with Canadian accounting standards for pension plans.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Plan in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for pension plans, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Plan's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Plan or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Plan’s financial reporting process.

Auditors’ Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors’ report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

  The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Plan’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors’ report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors’ report. However, future events or conditions may cause the Plan to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

KPMG LLP

Chartered Professional Accountants

Winnipeg, Canada

June 10, 2022

HEALTHCARE EMPLOYEES' BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Statement of Financial Position

December 31, 2021, with comparative information for 2020

	2021	2020
Assets		
Cash	$ 3,895,154	$ 1,177,552
Premiums receivable	3,553,123	2,999,859
Other receivables	258,461	303,335
Due from Manulife Financial (note 3)	61,923	79,454
Investments (note 4)	272,396,894	283,310,874
Total assets	$ 280,165,555	$ 287,871,074
Liabilities		
Claims payable and accrued liabilities	$ 1,763,523	$ 1,391,268
Due to Healthcare Employees' Pension Plan - Manitoba (note 13)	902,949	670,256
Obligation for IBNR (note 7)	22,598,000	23,121,000
Total liabilities	25,264,472	25,182,524
Net assets available for benefits	254,901,083	262,688,550
Actuarial value of benefit obligations (note 8):		
Disabled lives	163,705,000	164,464,000
Commitment (note 14)		
Excess of net assets available for benefits over benefit obligations (note 9)	$ 91,196,083	$ 98,224,550

See accompanying notes to financial statements.

Approved by the Trustees:

Chair

Vice-Chair

HEALTHCARE EMPLOYEES' BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2021, with comparative information for 2020

	2021	2020
Increase in net assets:		
Premiums	$ 49,895,210	$ 47,457,466
Investment income	8,689,179	12,397,749
Change in fair value of investments	–	13,220,443
	58,584,389	73,075,658
Decrease in net assets:		
Claims incurred	43,381,375	40,836,655
Administrative expenses (notes 5 and 13)	7,201,346	6,790,054
Claims-related expenses	2,726,143	2,612,075
Change in fair value of investments	13,585,992	–
	66,894,856	50,238,784
Increase (decrease) in net assets before change in obligation for IBNR	(8,310,467)	22,836,874
Change in obligation for IBNR	523,000	(83,000)
Increase (decrease) in net assets available for benefits	(7,787,467)	22,753,874
Net assets available for benefits, beginning of year	262,688,550	239,934,676
Net assets available for benefits, end of year	$ 254,901,083	$ 262,688,550

See accompanying notes to financial statements.

HEALTHCARE EMPLOYEES' BENEFITS PLAN - MANITOBA - DISABILITY AND REHABILITATION PLAN

Statement of Changes in Benefit Obligations

Year ended December 31, 2021, with comparative information for 2020

	2021	2020
Actuarial value of benefit obligations, beginning of year	$ 164,464,000	$ 149,150,000
Claims accrued	49,895,000	47,458,000
Claims paid and administrative expenses	(53,309,000)	(50,239,000)
Interest accrued on benefits	1,546,000	3,000,000
Effect of experience gains and losses	1,758,000	4,278,000
Effect of addition of cost of living benefits	1,177,000	2,312,000
Effect of change in valuation basis	(1,826,000)	8,505,000
Actuarial value of benefit obligations, end of year	$ 163,705,000	$ 164,464,000

See accompanying notes to financial statements.

1. General and description of the Plan:

Healthcare Employees' Benefits Plan - Manitoba (HEBP) is jointly trusteed which includes the Disability and Rehabilitation plan, Extended Health Plan and Group Life Insurance Plan (the "Plan") for healthcare employees in Manitoba.

The Plan is a trust under the Income Tax Act. By virtue of Canada Revenue Agency (CRA) administrative rules, the Plan is viewed as a health and welfare trust and calculates its income for tax purposes under CRA administrative guidelines.

As the CRA administrative guidelines will no longer apply to the Health and Welfare Trusts after December 31, 2022, in the current year, HEBP has filed an election to be deemed as an Employee Life and Health Trust (ELHT).

The Plan was established on October 1, 1988 to administer the long-term disability plan for employees of participating healthcare facilities of Manitoba. The employees' share of the Plan was insured with Manulife Financial for claims with disability dates on or before May 31, 2002 (Insured Plan). The employers' share of the Plan was self-insured for claims with disability dates on or before May 31, 2002 but administered by Manulife Financial on an Administrative Services Only (ASO Plan) basis. Claims adjudication for the Plan is provided by Manulife Financial for claims with disability dates on or before May 31, 2002. Claims with disability dates on or after June 1, 2002 are self-administered and self-insured.

2. Significant accounting policies:

(a) Basis of presentation:

The Plan follows Canadian accounting standards for pension plans for accounting policies related to its investment portfolio and benefit obligations. In selecting or changing accounting policies that do not relate to its investment portfolio or benefit obligations, the Plan complies on a consistent basis with Canadian accounting standards for private enterprises.

These financial statements are prepared on a going concern basis and present the aggregate financial position of the Plan as a separate financial reporting entity, independent of the participating employers and members. Only the assets and obligations to members eligible to participate in the Plan have been included in these financial statements. These financial statements do not portray the funding requirements of the Plan or the benefit security of the individual plan members.

2. Significant accounting policies (continued):

(b) Financial instruments:

Financial instruments are recorded at fair value on initial recognition. Freestanding derivative instruments that are not in a qualifying hedging relationship, cash and investments are subsequently measured at fair value. All other financial instruments are subsequently measured at cost or amortized cost, unless management has elected to carry the instruments at fair value. The Plan has elected not to carry any such financial instruments at fair value.

Transaction costs incurred on the acquisition of financial instruments measured subsequently at fair value are expensed as incurred. All other financial instruments are adjusted by transaction costs incurred on acquisition and financing costs. These costs are amortized using the straight-line method.

(c) Fair value measurement:

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction on the measurement date. The Plan uses closing market price for fair value measurement.

When available, the Plan measures the fair value of an instrument using quoted prices in an active market for that instrument. A market is regarded as active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on an arm's length basis.

If a market for a financial instrument is not active, then the Plan establishes fair value using a valuation technique. Valuation techniques include using recent arm's length transactions between knowledgeable, willing parties (if available), reference to the current fair value of other instruments that are substantially the same, discounted cash flow analyses and option pricing models.

All changes in fair value, other than interest and dividend income, are recognized in the statement of changes in net assets available for benefits as part of the current period change in fair value of investments.

Bond pooled funds are recorded at fair values established by the respective fund trustee.

2. Significant accounting policies (continued):

(d) Investment transactions and income recognition:

(i) Investment transactions:

Investment transactions are accounted for on a trade date basis.

(ii) Income recognition:

Investment income includes interest and dividend income. Investment income has been accrued as reported by the issuer of the pooled funds.

(e) Premiums:

Premiums recorded in the statement of changes in net assets available for benefits include the employees' and employers' share of the premiums required for the disability coverage. Premiums are recorded on an accrual basis.

(f) Claims:

Claims are recorded in the period in which they are paid or payable. Any claims not paid at fiscal year-end are reflected in claims payable and accrued liabilities.

(g) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets during the year. Significant items subject to such estimates and assumptions include the determination of the actuarial value of benefit obligations. Actual results could differ from those estimates.

3. Due from Manulife Financial:

Due from Manulife Financial represents the ASO Plan surplus of $61,923 (2020 - $79,454). At May 31, 2002, the Trustees terminated the insured arrangement with Manulife Financial for claims with disability dates on or after June 1, 2002. Manulife Financial holds reserves to fund the fully insured portion of the claims with disability dates on or before May 31, 2002 until the release of all related liabilities.

Interest is earned on the due from Manulife Financial at prime less 1 percent (2020 -prime less 1 percent).

Manulife Financial is to provide the Plan with terminal accounting in respect of the Insured Plan for the period from June 1, 2002 to December 31, 2027. The deficit of the Insured Plan as at May 31, 2002 was carried over as the opening balance for the terminal accounting period, with a $1,800,000 payment applied as a premium payment in the terminal accounting period.

Any surplus generated during the terminal accounting period will first be applied to the deficit carried forward from May 31, 2002 and any other deficits arising during the terminal accounting period.

Manulife Financial is obliged to pay the Plan any remaining surplus at the end of the terminal accounting period within 60 days thereof, together with interest from December 31, 2027 to the date of payment. Should the Insured Plan generate a deficit during the terminal accounting period or generate a surplus that is insufficient to eliminate the deficit existing as of May 31, 2002, no further amounts shall be owing or paid by the Plan in respect of any deficit existing at the end of the terminal accounting period.

4. Investments:

	2021	2020
Bond pooled funds	$ 272,396,894	$ 283,310,874

Investments are held in bond pooled funds which returned a loss of 1.72 percent (2020 - return of 9.89 percent).

5. Administrative expenses:

		2021		2020
Salaries and benefits	$	5,451,896	$	5,057,473
Other administrative expenses		1,353,174		1,276,028
Investment management fees and related expenses		234,498		239,542
Trustee and custodial fees		15,979		35,431
Actuarial fees		26,371		94,301
Legal fees		65,334		39,471
Audit fees		54,094		47,808
	$	7,201,346	$	6,790,054

6. Role of the actuary:

The actuary, HUB International Limited, has been appointed pursuant to the Trust Agreement. With respect to the preparation of financial statements, the actuary has been engaged to carry out an estimation of the Plan's obligations for IBNR and disabled lives to the members. The estimation is made in accordance with accepted actuarial practice and reported thereon to the Board of Trustees. In performing the estimation of the liabilities, which are by their nature inherently variable, assumptions are made as to future claims, members' ages, benefit amounts, rates of recovery and interest rates.

7. Obligation for incurred but not reported (IBNR):

The obligation for IBNR relates to those claims which have been incurred but not reported at the date of the financial statements. This obligation is calculated as the estimated claims cost for six months.

8. Benefit obligations - disabled lives:

The obligation for disabled lives is calculated annually by HUB International Limited, an independent actuary, under each plan for every disabled member receiving benefits. As at December 31, 2021, the date of the most recent actuarial valuation, the actuarial value of benefit obligations for disabled benefits was $163,705,000 (2020 - $164,464,000). It reflects the liability for future benefit payments and is developed on the basis of the member's age, benefit amount and normal rates of recovery and an assumed interest rate of 1.67 percent (2020 - 0.95 percent). The next actuarial valuation will be prepared as at December 31, 2022.

9. Excess of net assets available for benefits over benefit obligations:

The Board of Trustees has approved the establishment of a stabilization reserve consisting of the claims fluctuation reserve, operational risk reduction reserve, and investment reserve. The claims fluctuation reserve has been established at an amount equal to 10 percent of the current year's premiums and is fully funded. The operational risk reduction reserve has been established at an amount equal to 10 percent of the current year's premiums. The investment reserve has been established at an amount equal to 10 percent of the current year's disabled life reserve plus IBNR. At December 31, 2021, the Board of Trustees has restricted $28,600,000 (2020 - $28,200,000) of the excess of net assets available for benefits over benefit obligations for these reserves.

10. Capital management:

The main objective of the Plan is to sustain a certain level of net assets, including internally restricted funds, in order to meet the obligations of the Plan. The Plan fulfills its primary objective by adhering to specific investment policies outlined in its Statement of Investment Policies and Procedures (the "SIPP"), which is reviewed annually by the Plan. The Plan manages net assets by engaging knowledgeable investment managers who are charged with the responsibility of investing existing funds and new funds (current year's employee and employer contributions) in accordance with the approved SIPP. Increases in net assets are a direct result of investment income generated by investments held by the Plan and contributions into the Plan by eligible employees and by the employers. The main use of net assets is for claim payments to eligible Plan members.

11. Risk management:

The COVID-19 pandemic and the geopolitical situation in Europe have created global economic disruption and uncertainty. Despite the uncertainty as to the outcome and ultimate effects of these events, the Plan has continued to follow its valuation governance process. This comprehensive process used extensive sources of available information in providing its best estimate of the impact that these events have had on the valuation of its investments as of the date of these financial statements. However, these estimates are sensitive to key assumptions and drivers that are subject to material changes. Please refer to the risk discussions below for sensitivity analyses. The Plan is monitoring developments relating to these events and continuing to assess the ongoing impact on the Plan's investments. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy and the financial effect on the Plan is not known at this time.

Due to these events, financial markets have experienced exceptional volatility. The Plan's exposures across all risk parameters including market, credit and liquidity, remained within all risk limits set by the Plan.

11. Risk management (continued):

(a) Market risk:

(i) Interest rate risk:

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or fair values of financial instruments. The Plan's fixed income investments are exposed to the risk that the value of interest-bearing investments will fluctuate due to changes in the level of market interest rates. The Plan's exposure to interest rate risk is concentrated in its investment in the bond pooled funds. To properly manage the Plan's interest rate risk, appropriate guidelines on the weighting and duration for fixed income investments are set and monitored.

The remaining terms to contractual maturity of fixed income investments at December 31 are as follows:

	2021	2020
One to five years	$ 103,547,068	$ 106,331,105
After five years	168,849,826	176,979,769
Total market value	$ 272,396,894	$ 283,310,874

As at December 31, 2021, if the prevailing interest rates were raised or lowered by 100 basis points, with all other factors held constant, net assets would likely have decreased or increased, respectively, by approximately $26,780,000 (2020 - $29,707,000). The Plan's interest rate sensitivity was determined based on portfolio weighted duration.

(ii) Foreign currency and other price risk:

The Plan believes it is not exposed to foreign currency or any other price risk in relation to the Plan's financial instruments.

(b) Credit risk:

The Plan is exposed to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due or requested. The Plan's greatest concentration of credit risk is in its fixed income securities. The fair value of the fixed income securities includes consideration of the creditworthiness of the debt issuer. All transactions in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as payment is made on a purchase once the securities have been received from the broker.

11. Risk management (continued):

For sales transactions, the securities are released once the broker has made payment.

The breakdown of the Plan's bond pooled funds by credit ratings from various rating agencies is presented below:

Credit rating	2021 Fair value	%	2020 Fair value	%
AAA	$ 59,086,719	21.7	$ 59,996,680	21.2
AA	46,934,608	17.2	47,506,140	16.8
A	94,082,579	34.6	104,282,896	36.8
BBB	69,436,697	25.5	70,425,387	24.8
BB	2,856,291	1.0	1,099,771	0.4
	$ 272,396,894	100.0	$ 283,310,874	100.0

Credit risk associated with premiums and other receivables is minimized due to their nature. Premiums are collected from participating members through the payroll process. In 2021, a provision for doubtful other receivables of nil (2020 - nil) has been recorded.

(c) Liquidity risk:

Liquidity risk is the possibility that investments of the Plan cannot be readily converted into cash when required under both normal and stressed conditions. The Plan may be subject to liquidity constraints because of insufficient volume in the markets for the securities of the Plan or other securities may be subject to legal or contractual restrictions on their resale. Liquidity risk is managed by investing the majority of the Plan's assets in investments that are traded in an active market and can be readily disposed.

The Plan's claims payable and accrued liabilities and due to HEPP balances have contracted maturities of less than one year.

(d) Claims and premiums risk:

The nature of the unpaid claims is such that the establishment of obligations is based on known facts and interpretation of circumstances, on a case by case basis, and is therefore a complex and dynamic process influenced by a variety of factors.

Consequently, the establishment of obligations and premium rates relies on the judgment and opinions of a number of professionals, on historical precedent and trends, on prevailing legal, economic, social and regulatory trends and on expectations as to future developments. The process of determining premium rates and reserves necessarily involves risks that the actual results will deviate, perhaps substantially, from the best estimates made.

12. Fair value of financial instruments:

The fair value of the financial assets and liabilities of the Plan approximates their carrying value due to their short-term nature (except cash and investments which are stated at fair value, note 4).

The Plan's assets which are recorded at fair value are required to be classified into one of three levels, depending on the inputs used for valuation. The hierarchy of inputs is summarized below:

Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Changes in valuation methods may result in transfers into or out of an investment's assigned level.

The following is a summary of the classifications used as of December 31 in valuing the Plan's investments carried at fair value:

December 31, 2021	Level 1	Level 2	Level 3	Total
Cash	$ 3,895,154	$ –	$ –	$ 3,895,154
Bond pooled funds	6,465,243	265,931,651	–	272,396,894
	$ 10,360,397	$ 265,931,651	$ –	$ 276,292,048

December 31, 2020	Level 1	Level 2	Level 3	Total
Cash	$ 1,177,552	$ –	$ –	$ 1,177,552
Bond pooled funds	6,069,948	277,240,926	–	283,310,874
	$ 7,247,500	$ 277,240,926	$ –	$ 284,488,426

There were no transfers between Level 1 and Level 2 in the years ended December 31, 2021 and 2020.

13. Related party transactions:

HEBP and the Healthcare Employees' Pension Plan - Manitoba (HEPP) have a certain number of common trustees and a cost sharing agreement to allocate certain costs based on factors such as square footage, number of employees and time usage. The balance due to HEPP is non-interest bearing, and has no fixed terms of repayment.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

14. Commitment:

The Plan's allocation of annual lease payments under an operating lease with an expiry date of October 31, 2028 is as follows:

2022	$	452,000
2023		434,000
2024		434,000
2025		436,000
2026		437,000
Thereafter		800,000
	$	2,993,000