



Report from the Chair of the HEPP Board

The Healthcare Employees' Pension Plan (HEPP) is an irreplaceable asset for healthcare employees in Manitoba. The HEPP Board has been entrusted with the responsibility to ensure that the Plan will provide our members with a stable and lasting source of retirement revenue.

The annual investment return for the Pension Plan in 2013 was 19.1%, which ranks in the highest quartile for comparative peer performance. This is the second consecutive year the Plan has experienced above-average returns. Despite these exceptional investment results, the Plan still remains in a deficit position. The Plan's going-concern ratio has risen only 2.9% since 2011, from 93.2% to 96.1%. These numbers show that there is still some work required to get the Plan to the 100% funded level and above, and that the Plan cannot rely solely on investment returns to remain sustainable.

Pension plans, particularly defined benefit plans like HEPP, face a number of challenges to their long-term sustainability. Recent studies have shown that Canadians are living longer than previously estimated, which means more pension payments are required. Interest rates have also been low for many years. Low interest rates have a negative effect on certain types of investments, and increase the liabilities of a pension plan.

To address these challenges, many pension plans have introduced alternative solutions in recent years. New Brunswick announced the transition of their public sector plan to a risk-sharing plan, and the federal government has also proposed risk sharing as an option. Alberta announced sweeping changes to all public sector plans to reduce their combined deficits. Prince Edward Island will implement changes to their public sector plans over the next six years to address sustainability issues. Furthermore, a large number of defined benefit plans have converted to a defined contribution or hybrid plan design.

The HEPP Board has evaluated these and many other alternatives. We continually monitor our situation to evaluate what changes, if any, are required to ensure the Plan meets its objectives. The Board remains fully committed to maintaining the defined benefit promise that has been the cornerstone of this Plan since inception.

continued on page 2

Report from the Chair of the HEBP Board

I am pleased to have been your Chair of the Healthcare Employees' Benefits Plan (HEBP) Board in 2013. In this past year, we saw the positive impacts of previous years' efforts to achieve a strong balance between the needs of our members and the costs of delivering benefits.

In 2013 we were able to maintain premium costs for the Healthcare Plan, even after a full year of implementing Plan improvements. This is a strong indicator that current Plan use and costs are aligned with the needs of our members.

Our Disability & Rehabilitation (D&R) Plan also maintained premium costs, due in large part to the exceptional success rate in helping members return to work. The D&R team has developed and implemented progressive methods of assisting members to return to work, which are focused on the needs of both our members and employers.

Effective June 1, 2013, monthly Dental Plan premiums increased from \$31.40 to \$32.66 for single coverage, and from \$91.66 to \$95.32 for family coverage.

The Level I Retiree Healthcare Plan premiums remained unchanged in 2013, while the Level II Retiree Healthcare Plan monthly premiums increased from \$43.75 to \$45.94 for single coverage and from \$69.15 to \$72.61 for family coverage, effective June 1, 2013.

Once again, the Board approved a D&R Plan ad hoc Cost of Living Adjustment (COLA). A COLA of 1.0% will become effective January 1, 2014, for members who have a Date of Disability on or before December 31, 2012, and are in receipt of D&R Benefits, or who are entitled to receive D&R Benefits as of January 1, 2014. This is the fourth consecutive year that the D&R Plan has announced a COLA.

As part of our commitment to service members across the province, the D&R Department has opened a second satellite office in Brandon in 2013.

The enhanced provisions of the Life Insurance Plan went into effect April 1, 2013, providing additional coverage for both employees and their beneficiaries.

I wish to thank the HEBP Board of Trustees for their continued dedication and efforts toward meeting the needs of the Plan.

continued on page 2

Report from the Chair of the HEPP Board

continued

The Pension Plan's contribution rate increased 0.3% for both employers and employees on April 1, 2013. This was the third and final incremental contribution rate increase of an overall 1.1% increase, which the Settlers approved in 2010. The Plan's contribution sufficiency ratio rose from 100.9% in 2012 to 105.6% in 2013. The Board continues to closely monitor the contribution sufficiency ratio.

The groundwork to implement Cost of Living Adjustment (COLA) Plan Funds continued in 2013, and the Funds will start receiving contributions on April 1, 2014. Our COLA Plan Funds are unique in the Canadian pension industry and will provide a dedicated source for COLA funding in the future.

It has been my pleasure to serve as your HEPP Board Chair this past year. With the ongoing support and dedication of my fellow Trustees, we have worked very hard to guide our Plan through the toughest of times these past few years. The management team and staff of HEB Manitoba continue to put forward exceptional efforts to provide you with the best services possible. On behalf of the Board of Trustees, I wish to extend our thanks for their ongoing commitment to caring for, and administering, your Plan.



Paul Kochan

Chair
Healthcare Employees' Pension Plan Board

Report from the Chair of the HEBP Board

continued

HEBP provides a very diverse benefit offering, and our Trustees must gain an in-depth and extensive level of knowledge to provide direction and guidance. On behalf of the Board and our stakeholders, I wish to once again thank the management and staff of HEB Manitoba for ensuring the success of our Plan through their hard work and unwavering efforts during this past year.



Bob Malazdrewich

Chair
Healthcare Employees' Benefits Plan Board

Report from the HEB Manitoba Chief Executive Officer (CEO)

In 2013, HEB Manitoba focused on numerous behind-the-scenes projects to improve our delivery of service and introduce efficiencies into our operations. Staff continue to work diligently so our organization can better serve all of our stakeholders.

We worked closely this past year with the Manitoba Pension Commission and the Canada Revenue Agency to implement the HEPP Cost of Living Adjustment (COLA) Plan. The COLA Plan establishes funds that are dedicated to providing COLA benefit payments to retired Pension Plan members.

We also completed the required work to administer a new Employee Assistance Plan (EAP), which Participating Employers will provide to their employees in place of the employer-administered program. The HEBP Trustees and Participating Employers determined that HEB Manitoba management of the EAP along with the other HEB Manitoba benefit plans will increase efficiency through consistent, centralized administration. The new EAP is scheduled for implementation on April 1, 2014.

We upgraded our offsite disaster recovery site, which is where we backup our data and systems. The site has been fully operational for the past four years, and our ongoing

investments and upgrades ensure our operations will run without interruption in the event of unforeseen circumstances.

We are very satisfied with the progress we have made over the past few years, but we continue to develop ambitious goals to further improve our services. In the next two years, we are working to build a foundation that will enable us to take advantage of new and innovative methods of service delivery. I look forward to sharing future updates as we continue down this path.

Finally, I must thank the Trustees from both the HEPP and HEBP Boards for their ongoing support of myself and HEB Manitoba. I also wish to thank the HEB Manitoba staff, management and executive team for their truly exceptional work over this past year.



Kerry Poole

Chief Executive Officer
HEB Manitoba

Pension Plan Financial Summary*

	2013	2012
Increase in net assets		
Current period change in market values	\$ 728,556,498	322,726,226
Investment income	141,880,198	131,103,626
Contributions from employers	150,710,771	145,379,588
Contributions from employees	150,539,783	139,317,683
Total	1,171,687,250	738,527,123
Decrease in net assets		
Benefits paid to pensioners and beneficiaries	178,935,697	162,478,896
Refunds to terminated members	39,326,958	37,515,662
Investment and Plan administration expenses	26,310,130	20,941,129
Total	244,572,785	220,935,687
Net increase	927,114,465	517,591,436
Net assets available for benefits, January 1	4,563,819,373	4,046,227,937
Net assets available for benefits, December 31	\$ 5,490,933,838	4,563,819,373

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

Pension Plan Membership

Member Mix	2013		2012	
	2013	2012	Average Age (years)	
Active & Disabled	43,328	42,870	Active member	43
Retired	15,969	15,014	Retired member	70
Deferred Vested	12,753	11,980	Deferred member	43
Total	72,050	69,864		

Pension Plan Highlights

The Healthcare Employees' Pension Plan (HEPP) is a defined benefit pension plan that uses a formula to determine a member's pension entitlement at retirement. A defined contribution plan, by comparison, uses the money contributed to the plan, plus any accumulated investment income, to determine a member's pension entitlement.

The HEPP formula is based on a member's years of credited service and the average of their highest 5 years of pensionable earnings in their final 11 years of work. Contributions paid by members and employers, plus any accumulated interest, are used to pay pensions; however, they do not determine the amount of monthly pension entitlement.

As the Plan administrator, HEB Manitoba provides member services related to pension benefit entitlements for eligible employees of participating healthcare facilities.

Negotiated Cost of Living Adjustment (COLA) Plan Funds

In 2013, HEB Manitoba worked toward ensuring the timely implementation of COLA Plan Funds that were announced in

2010. The direction for the establishment of these Funds and the benefits payable from them was provided through a Letter of Understanding (LOU) from unions and employers. The LOU requires separate COLA Plan Funds to be established and ready to accept contributions effective April 1, 2014. If sufficient funds are available, the earliest date a COLA may be granted from these Funds is January 1, 2018.

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. It is important that HEB Manitoba has the most up-to-date information for members' records. We encourage all active Pension Plan members to visit www.hebmanitoba.ca and use HEB Manitoba Online to review and update their personal and beneficiary information.

Pension Plan Investment Highlights

HEPP Investment Returns

The Healthcare Employees' Pension Plan (HEPP) generated strong investment results in 2013, achieving a 19.1% return, our highest annual return since the Plan's inception. The returns in our underlying portfolios exhibited solid results in 2013, with a 32.1% return in equities, a 12.5% return in real estate, and a -0.4% return in fixed income.

In four of the five years following the financial crisis of 2008, HEPP has earned double-digit investment returns. For the first time since the 2008 financial crisis, our five-year investment return, now at 10.7%, is above the 6.5% rate required to fund the Plan's obligations. With interest rates remaining at historically low levels, the Plan's exposure to equity-type investments has generated strong returns over this period. 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 an allocation to infrastructure investments, which will be funded over the next several years.

Major Market Returns

With the exception of fixed-income markets, all markets that we invest in produced positive returns in 2013, following a strong year in 2012.

Equity-market returns were strong in 2013, with US and international equity markets producing returns more than double that of Canadian markets. The weakening Canadian dollar added approximately 9% to the return of the US equity market when measured in Canadian dollars.

Our real estate investments continue to do well, having earned a return in excess of our actuarial discount rate every year except two since the Plan's inception.

With 10-year Government of Canada bonds yielding less than 2% at year-end 2012, interest rates rose during 2013, resulting in negative returns in our overall fixed-income portfolios. Our non-government bond portfolios generated positive returns in 2013. We continue to expect the returns in our fixed-income portfolio will not meet the 6.5% discount rate required to fund the Plan's obligations.

HEPP Asset Mix

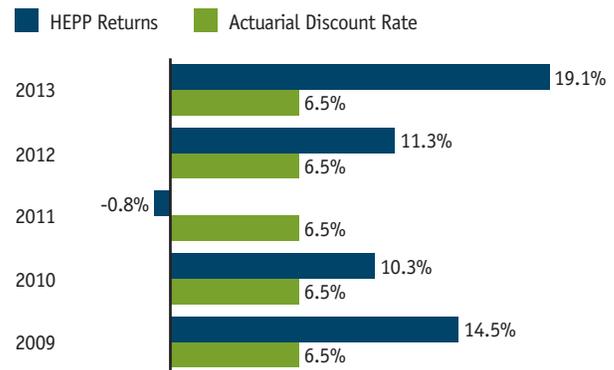
At the end of 2013, relative to our 2012 year-end positions, equity exposure was approximately 5% higher, fixed income exposure was 4% lower, and exposure to real estate was 1% lower.

We continue to maintain our 10% policy weight in Canadian real estate.

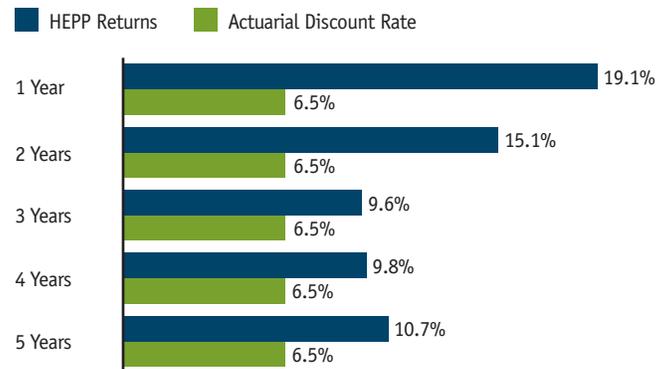
With interest rates remaining at low levels, we will be funding our infrastructure program by reducing our fixed-income holdings over time.

As part of our overall risk management framework, we actively monitor our exposure to equities as well as our regional allocations to Canadian, US and international equity markets. Over time, these allocations change to reflect varying return expectations and risk profiles.

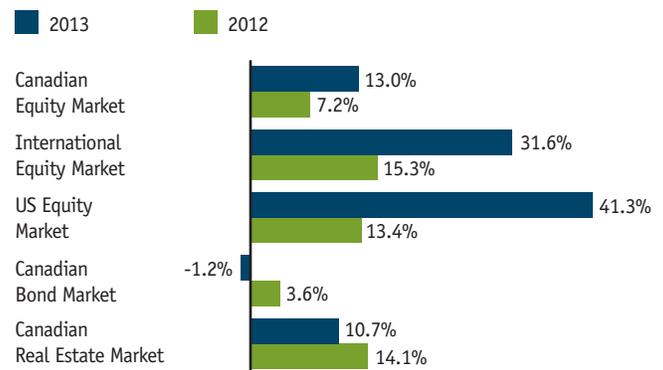
HEPP Investment Returns - Annual



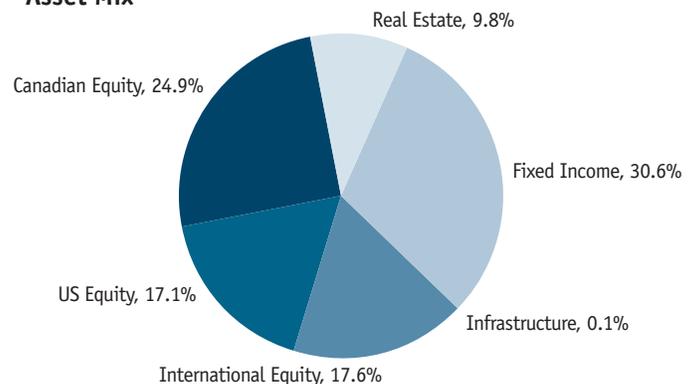
HEPP Investment Returns - Annualized



Major Market Returns



Asset Mix



*Total does not equal 100% due to rounding.

Benefits Information

The Healthcare Employees' Benefits Plan (HEBP) offers Healthcare, Dental, Life Insurance, and Disability & Rehabilitation Plans to eligible healthcare employees and their families throughout Manitoba. The Healthcare Plan includes a Healthcare Spending Account. 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.

Financial Summary

Active Healthcare Plan

	2013	2012
Increases		
Premiums	\$ 25,967,777	25,514,000
Investment income	213,924	163,656
	26,181,701	25,677,656
Decreases		
Claims	21,370,652	20,407,403
Administrative expenses	3,184,770	3,087,174
	24,555,422	23,494,577
Net increase prior to change in obligations	1,626,279	2,183,079
Change in obligations	(82,863)	(215,942)
Net increase after change in obligations	1,543,416	1,967,137
Net assets available for benefits, January 1	15,040,783	13,073,646
Net assets available for benefits, December 31	\$ 16,584,199	15,040,783

Healthcare Spending Account (HSA)

This benefit is 100% funded by your employer.

Retiree Healthcare Plan

	2013	2012
Increases		
Premiums	\$ 4,884,793	4,484,836
Investment income	21,160	15,461
	4,905,953	4,500,297
Decreases		
Claims	4,083,057	3,950,397
Administrative expenses	392,519	378,232
	4,475,576	4,328,629
Net increase prior to change in obligations	430,377	171,668
Change in obligations	(12,256)	(15,041)
Net increase after change in obligations	418,121	156,627
Net assets available for benefits, January 1	1,158,212	1,001,585
Net assets available for benefits, December 31	\$ 1,576,333	1,158,212

Benefit Highlights

Plan Membership: 33,909

After comparing Plan premiums with anticipated claim costs and reserve levels, HEB Manitoba determined that a premium rate change was not required for the Healthcare Plan in 2013.

HEB Manitoba was able to increase prescription drug coverage by an additional \$100, to a new maximum of \$650, effective January 1, 2013. The Plan and all reserves are fully funded as at the end of 2013. 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.

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

The Healthcare Spending Account is provided to eligible full-time and part-time employees. Members with 1,500 or more regular paid hours (excluding overtime) in the previous calendar year are provided with the full-time HSA of \$500. Members with less than 1,500 regular paid hours (excluding overtime) in the previous calendar year are provided with an HSA of \$250. The HSA provides members with an additional way to pay for healthcare and dental expenses that exceed HEB Manitoba benefit maximums.

Plan Membership: 7,007

After comparing the Plan's premiums with anticipated claim costs and reserve levels, HEB Manitoba determined that premium rates for Level I coverage were adequate, however premium rates were increased for Level II coverage. Benefits for both Level I and Level II coverage remained unchanged. The Plan's reserves remained fully funded as at the end of 2013. Of total claims incurred in the year, 54% were for prescription drugs, 12% were for ambulance and hospital benefits, and 34% were for paramedical and all other benefits.

continued on page 6

Financial Summary

Dental Plan

	2013	2012
Increases		
Premiums	\$ 23,083,066	21,839,494
Investment income	30,253	21,225
	23,113,319	21,860,719
Decreases		
Claims	20,459,744	19,816,545
Administrative expenses	1,736,567	1,645,373
	22,196,311	21,461,918
Net increase prior to change in obligations	917,008	398,801
Change in obligations	(13,400)	(15,264)
Net increase after change in obligations	903,608	383,537
Net assets available for benefits, January 1	1,040,668	657,131
Net assets available for benefits, December 31	\$ 1,944,276	1,040,668

Life Insurance Plan

	2013	2012
Increases		
Premiums	\$ 14,657,004	10,411,666
Investment income	6,483,250	3,950,135
	21,140,254	14,361,801
Decreases		
Claims and related expenses	11,530,678	7,437,171
Administrative expenses	2,104,011	1,796,176
	13,634,689	9,233,347
Net increase prior to change in obligations	7,505,565	5,128,454
Net assets available for benefits, January 1	55,567,004	50,438,550
Net assets available for benefits, December 31	\$ 63,072,569	55,567,004

Disability & Rehabilitation (D&R) Plan

	2013	2012
Increases		
Premiums	\$ 40,354,333	39,311,865
Investment income	(172,964)	8,190,061
	40,181,369	47,501,926
Decreases		
Claims and related expenses	30,012,225	28,883,516
Administrative expenses	4,970,431	4,757,623
	34,982,656	33,641,139
Net increase prior to change in obligations	5,198,713	13,860,787
Change in obligations	(1,256,000)	(3,238,000)
Net increase after change in obligations	3,942,713	10,622,787
Net assets available for benefits, January 1	166,890,877	156,268,090
Net assets available for benefits, December 31	\$ 170,833,590	166,890,877

Benefit Highlights

Plan Membership: 27,764

In order to support anticipated claim costs and maintain Dental Plan reserve levels, premiums were increased in 2013. 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, 87% were for basic services and 13% were for major and orthodontic services. Dental Plan benefit levels remained unchanged.

Plan Membership: 42,967

Life Insurance Plan claims and related expenses were at 79% of premiums in 2013, up from 71% in 2012. There were no premium increases during 2013, and the Active Life Insurance Plan's reserves are fully funded.

On April 1, 2013, the enhanced provisions of the HEB Manitoba Life Insurance Plan took effect for active Plan members. Through the one-time open enrolment period held in fall 2012, existing active Plan members had the opportunity to review their coverage and select an appropriate level of insurance to meet their needs.

Plan Membership: 38,094

There were 1,427 members receiving D&R Benefits at December 31, 2013. Of these claims, 1,173 were being administered by our in-house program, down from 1,180 at the end of 2012. Premium rates were unchanged in 2013. Obligations include reserves and assumption changes that occurred in 2013. The Plan is fully funded.

Directories

Board and Committee Members as at December 31, 2013

HEPP Board of Trustees

Paul Kochan, CPA, CBV, FCA (Chair)

Appointed by: Winnipeg Regional Health Authority

Bob Romphf (Vice-Chair)

Appointed by: Manitoba Nurses' Union

Gerry Gattinger

Appointed by: Regional Health Authorities of Manitoba

Monica Girouard, CGA

Appointed by: Manitoba Government and General Employees' Union

Ryan Green, BA, CMA

Appointed by: Regional Health Authorities of Manitoba

Jason Lange

Appointed by: St. Boniface General Hospital

Doug Laurie

Appointed by: Manitoba Council of Health Care Unions

Bob Malazdrewich, CEB

Appointed by: Canadian Union of Public Employees

Cynthia Ostapyk, CA

Appointed by: Regional Health Authorities of Manitoba

Ken Swan

Appointed by: Manitoba Association of Health Care Professionals

Janet Wilcox-McKay, BA, CGA

Appointed by: Regional Health Authorities of Manitoba

Bruno Zimmer

Appointed by: Manitoba Council of Health Care Unions

HEBP Board of Trustees

Bob Malazdrewich, CEB (Chair)

Appointed by: Canadian Union of Public Employees

Gerry Gattinger (Vice-Chair)

Appointed by: Regional Health Authorities of Manitoba

Monica Girouard, CGA

Appointed by: Manitoba Council of Health Care Unions

Ryan Green, BA, CMA

Appointed by: Regional Health Authorities of Manitoba

Jason Lange

Appointed by: Regional Health Authorities of Manitoba

Doug Laurie

Appointed by: Manitoba Council of Health Care Unions

Cynthia Ostapyk, CA

Appointed by: Regional Health Authorities of Manitoba

Bob Romphf

Appointed by: Manitoba Nurses' Union

Ken Swan

Appointed by: Manitoba Council of Health Care Unions

Janet Wilcox-McKay, BA, CGA

Appointed by: Regional Health Authorities of Manitoba

HEPP Investment Committee

Trustees

Bob Malazdrewich, CEB (Chair)

Paul Kochan, CPA, CBV, FCA

Jason Lange

Bob Romphf

Board Appointments

Michael Nesbitt (Vice-Chair)

Montrose Mortgage Corporation Ltd.

Brett Becker, CFA

Coughlin & Associates

Alan Brownridge, CGA, CFA

Retired Investment Executive

C. Leney Richardson, CFA

Investment Professional

HEBP Investment Committee

Trustees

Bob Malazdrewich, CEB (Chair)

Paul Kochan, CPA, CBV, FCA

Jason Lange

Bob Romphf

Board Appointments

Michael Nesbitt (Vice-Chair)

Montrose Mortgage Corporation Ltd.

Brett Becker, CFA

Coughlin & Associates

Alan Brownridge, CGA, CFA

Retired Investment Executive

C. Leney Richardson, CFA

Investment Professional

HEPP Audit Committee

Trustees

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

Cynthia Ostapyk, CA

Bob Romphf
(Ex-officio member)

Ken Swan

Board Appointments

Gordon Webster, FCA (Chair)

*Retired Partner,
PricewaterhouseCoopers*

James Husiak, CA, CMC, CFE

The Exchange Consulting Group

Diane Jansen, CA

Winnipeg Regional Health Authority

HEBP Audit Committee

Trustees

Gerry Gattinger
(Ex-officio member)

Monica Girouard, CGA

Bob Malazdrewich, CEB
(Ex-officio member)

Janet Wilcox-McKay, BA, CGA

Board Appointments

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

Terry Dyck

Manitoba Nurses' Union

Gabriel J. Forest, CFA

*Retired Partner,
PricewaterhouseCoopers*

HEPP/HEBP Joint Governance Committee

Trustees

Doug Laurie (Chair)

Gerry Gattinger

Monica Girouard, CGA

Ryan Green, BA, CMA

Bob Malazdrewich, CEB

Cynthia Ostapyk, CA

Janet Wilcox-McKay, BA, CGA

Bruno Zimmer

HEPP/HEBP Joint Executive Committee

Trustees

Gerry Gattinger (Co-Chair)

Bob Romphf (Co-Chair)

Paul Kochan, CPA, CBV, FCA

Bob Malazdrewich, CEB

Executive Management and Professional Advisors as at December 31, 2013

HEB Manitoba Executive Management

Kerry Poole, BSc, PMP
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

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
KPMG LLP

Legal Counsel
Koskie Minsky

Actuary
Morneau Shepell



900-200 Graham Avenue
Winnipeg, MB R3C 4L5
Phone: (204) 942-6591 • Fax: (204) 943-3862
Toll-free: 1-888-842-4233 (outside Winnipeg)
E-mail: info@hebmanitoba.ca

www.hebmanitoba.ca