



CPP
INVESTMENT
BOARD

Guidelines for Ad Hoc Board Committees

June 19, 2018

GUIDELINES FOR AD HOC COMMITTEES

| | | |
|-----|---------------------------------------|---|
| 1.0 | INTRODUCTION..... | 1 |
| 2.0 | CREATION..... | 1 |
| 3.0 | OPERATION..... | 1 |
| 4.0 | DUTIES AND RESPONSIBILITIES | 1 |
| 4.1 | Deliberation and Recommendation | 1 |
| 4.2 | Terms of Reference..... | 2 |

GUIDELINES FOR AD HOC COMMITTEES

1.0 INTRODUCTION

The terms of reference for each Ad Hoc Committee of the CPP Investment Board define the role of the particular committee.

These guidelines are designed to provide elaboration upon each Ad Hoc Committee's terms of reference.

To the extent that the Board, the Board Committees and the Ad Hoc Committees have overlapping issues, the **Guidelines for the Board** and the **Guidelines for Board Committees** provide guidance for Ad Hoc Committees.

2.0 CREATION

The Board may establish Ad Hoc Committees as it deems necessary and assign to them such duties as it considers appropriate.

3.0 OPERATION

An Ad Hoc Committee operates according to a Board approved terms of reference outlining its duties and responsibilities.

An Ad Hoc Committee must get an extension approved by the Board to go beyond the time limit specified in its terms of reference.

The **Guidelines for Board Committees** also apply to Ad Hoc Committees established by the Board.

4.0 DUTIES AND RESPONSIBILITIES

4.1 Deliberation and Recommendation

Each Ad Hoc Committee will consider and make periodic recommendations to the Board in respect of the subject on which it was created to advise.

The Board will take into consideration, but will not be bound by, Ad Hoc Committee recommendations.

4.2 Terms of Reference

Each Ad Hoc Committee must have terms of reference with the following headings, as applicable:

- Introduction
- Creation and Purpose
- Composition of Committee
- Duties and Responsibilities
- Budget for any expenses in excess of normal fees and disbursements of its members
- Completion Date