

# Director Compensation, Travel and Expense Policy

APRIL 1, 2024



## 1.0 DIRECTOR COMPENSATION

### 1.1 OVERVIEW

Subsection 10(10) of the **CPPIB Act** provides as follows:

A Director is entitled to receive from the Board such remuneration and benefits as may be fixed by the by-laws, which remuneration and benefits shall be fixed having regard to the remuneration and benefits received by persons having similar responsibilities and engaged in similar activities.

The remuneration of Directors is established pursuant to By-law No. 2, which may be amended from time to time.

## 2.0 DIRECTOR TRAVEL AND EXPENSES

### 2.1 APPROACH

CPP Investments will reimburse reasonable and appropriate travel and other expenses incurred by Directors in the course of carrying out their activities related to CPP Investments. Directors shall exercise good judgement and act prudently when incurring expenses for the account of CPP Investments. The applicable provisions of the Code of Conduct shall apply.

Travel on CPP Investments business should be managed in a cost-effective manner while taking into account Directors' safety and reasonable comfort, as well as the other professional and personal demands on individual Directors.

Directors are encouraged to book travel, accommodation and other expenses with CPP Investments' preferred providers (e.g. airlines, hotels, car rental agencies) where available in order to better manage travel costs.

## 2.2 TRANSPORTATION

Directors are eligible for reimbursement of expenses for:

- (a) the air fare and other transportation expenses (up to business class) incurred to attend a given event or meeting which they are required to attend, but not exceeding such costs between their Canadian place of permanent residence and the location of such event or meeting unless the prior written consent of the Chairperson (who shall notify the Chair of the Governance Committee that such consent has been granted) has been obtained;
- (b) transportation (including the use of a private automobile) required to, from or between airports, event or meeting locations, and hotels;
- (c) car rentals required primarily for the purpose of CPP Investments business;
- (d) the use of a personal vehicle for the purpose of CPP Investments business and CPP Investments will reimburse at the prevailing automobile mileage allowance rates in accordance with the applicable local jurisdiction; and
- (e) parking incurred for the purpose of CPP Investments business, including at airports, hotels or event or meeting locations.

## 2.3 ACCOMMODATION

Directors are eligible for reimbursement of expenses for accommodation, where an overnight stay is necessary,, and the associated valet, telephone and other out-of-pocket charges.

## 2.4 MEALS

- (a) Directors are eligible for reimbursement of expenses relating to meals while travelling or engaged on CPP Investments business.
- (b) Itemized receipts must be provided for meal expense reimbursement. Without receipts, meal expenses may be claimed to a maximum amount of CAD\$100 per day.

**2.5 TELEPHONE**

Directors are eligible for reimbursement of expenses for CPP Investments business calls and for reasonable personal calls incurred while traveling or engaged on CPP Investments business, including the purchase of overseas mobile/data plans.

**2.6 MISCELLANEOUS**

- (a) Directors are eligible for reimbursement of other reasonable out-of-pocket expenses they incur in the course of carrying out their duties, including periodic attendance at conferences or courses).
- (b) Approval by the Chairperson (and the Chair of the Governance Committee in the case of the Chairperson) for significant or unusual expenses should be obtained prior to incurring them.
- (c) Directors are eligible for reimbursement of reasonable tips and goods and services or other sales tax related to reimbursable expenses.

**2.7 PROCESS FOR REIMBURSEMENT OF EXPENSES**

- (a) Expense claims should be submitted in a timely manner. (A claim form is attached as Appendix A for directors' use if desired);
- (b) Subject to section 2.4(b), detailed receipts (not just credit card receipts or statements) are to be provided.

**2.8 REPORTING**

- (a) A semi-annual summary of each Director's expenses, prepared by Management, will be reviewed by the Chairperson.
- (b) An annual summary of all Directors' expenses, prepared by Management, will be reviewed by the Audit Committee.

**APPENDIX A  
SAMPLE EXPENSE CLAIM FORM**

<b>CPP Investments</b>	
<b>Expense Claim Form</b>	
Director's Name:	_____
Date of Expense Report:	_____
Meeting(s) Attended:	_____
Date of Meeting(s):	_____
	_____
Expense Details (attach receipts where applicable)	Total Expense (Cdn \$)
Transportation	
Air	_____
Train	_____
Taxi	_____
Parking	_____
Mileage _____ km	_____
Accommodation _____	_____
Meals _____	_____
Miscellaneous _____	_____
	_____
<b>Total To Be Reimbursed:</b>	