



CPP
INVESTMENT
BOARD

**TERMS OF REFERENCE FOR
COMMITTEE CHAIRS**

February 9, 2011

TERMS OF REFERENCE FOR COMMITTEE CHAIRS

1.0	APPOINTMENT	1
2.0	RESPONSIBILITIES	1
3.0	SUMMARY	2

TERMS OF REFERENCE FOR COMMITTEE CHAIRS

1.0 APPOINTMENT

The Committee Chair is appointed by the Board upon recommendation of the Chairperson in consultation with the Governance Committee.

2.0 RESPONSIBILITIES

The Committee Chair shall:

- (a) Provide leadership to enable the Board Committee to act as an effective team in carrying out its responsibilities;
- (b) Act as liaison between the Board Committee and the Board;
- (c) Manage the affairs of the Board Committee, including ensuring that the Board Committee is organized properly and functions effectively, and provide input to the Chairperson in relation to scheduling Board Committee meetings with a view to having the Board Committee meet as often as is required to carry out its responsibilities;
- (d) Chair Board Committee meetings;
- (e) Provide advice to the Chairperson regarding the composition of the Board Committee so that the Board Committee is composed of members with the skill, experience and/or necessary training relative to the Board Committee's responsibilities;
- (f) In consultation with the Chairperson and Corporate Secretary, and with Management as required, develop meeting agendas to ensure all required business is brought before the Board Committee to enable the Board Committee to carry out its responsibilities;
- (g) Work closely with the Chairperson and Corporate Secretary, and with Management as required, to ensure Board Committee members receive all the information they require in a timely fashion;
- (h) In consultation with the Chairperson, ensure the Board Committee has adequate access to all members of Management necessary for it to undertake its responsibilities;
- (i) In consultation with the Chairperson, retain and manage the relationship with any outside consultants retained by the Board Committee to assist the Board Committee in undertaking its mandate;
- (j) Ensure the Board Committee has an opportunity to meet separately without Management present;

TERMS OF REFERENCE FOR COMMITTEE CHAIRS

- (k) Ensure the Board Committee annually reviews its performance; and
- (l) Report to the Board at its next meeting following any meeting of the Board Committee to ensure accountability and to provide for effective communication with the Board.

3.0 SUMMARY

The foregoing list of duties is not exhaustive, and the Committee Chair may, in addition, perform such other functions as may be necessary or appropriate in the circumstances. The Committee Chair shall have the power to delegate his or her authority and duties to an individual member of the Board Committee as he or she considers appropriate, after consultation with the Chairperson if deemed necessary or desirable.