

In this Governance Manual (save and except for the Authorities Policy, which has its own glossary), the following capitalized terms shall have the following meanings throughout:

<b>Act</b>	The Canada Pension Plan Investment Board Act, 1997, c. 40, as amended
<b>Ad Hoc Committee</b>	A Board Committee which is established for a specific period of time to undertake a specific task in accordance with its terms of reference, and is then disbanded.
<b>Annual Report</b>	A report on the operations of the CPP Investment Board which is prepared annually in accordance with the requirements of the <b>Act and Regulations</b>
<b>Appropriate Provincial Minister</b>	In respect of a province, means the province's minister of the Crown who has primary responsibility for that province's finances.
<b>Authorities Policy</b>	Policy that reflects authorities in connection with the management and investment of the assets of the CPP Investment Board, and in the approval of expenditures, which policy has been approved by the Board
<b>Board</b>	The board of directors of the CPP Investment Board
<b>Board Committee</b>	A committee of the CPP Investment Board which is comprised of Directors and operates in accordance with a Board approved terms of reference and <b>Board Committee Guidelines</b> .
<b>Business Plan</b>	Plan (including budget) prepared by Management for the fiscal year for review and approval by the Board
<b>By-laws</b>	By-laws of the CPP Investment Board
<b>CFO</b>	The Chief Financial Officer of the CPP Investment Board
<b>Chairperson</b>	The Chairperson of the Board
<b>Code of Conduct</b>	A document establishing a code of conduct for Directors, Officers and Employees and procedures for identifying potential conflicts of interest and resolving such conflicts of interest, which document is reviewed and approved by the Board from time to time

<b>Committee Chair</b>	The chairperson of a Board Committee
<b>Conduct Review Advisor</b>	A part-time external contact for and advisor to the CPP Investment Board's Directors, Officers and Employees, and relevant third parties, with respect to issues arising under the Code of Conduct on the basis contemplated therein.
<b>Corporate Secretary</b>	The Senior Vice President – General Counsel and Corporate Secretary of the CPP Investment Board
<b>CPP</b>	Canada Pension Plan
<b>CPP Investment Board</b>	Canada Pension Plan Investment Board
<b>CPP Reference Portfolio</b>	The portfolio which represents the passive, low cost, low complexity strategic approach and against which the results of active management are compared
<b>Director</b>	A member of the board of directors of the CPP Investment Board
<b>Employee Benefits</b>	Benefits provided to Employees as part of their employment with the CPP Investment Board
<b>Employee Pension Plans</b>	Two defined contribution pension plans for Employees, the RPP and the SPP, the details of each of which are found in their respective plan texts
<b>Employee(s)</b>	Individual(s) employed by the CPP Investment Board
<b>Enterprise Risk Management</b>	A process designed to assist the Board and the Board Committees discharge their responsibilities with respect to risk management and to provide the CPP Investment Board with a framework for risk assessment
<b>External Nominating Committee</b>	The external nominating committee composed of federal and provincial representatives envisaged by the <b>Act</b> to assist the Minister of Finance in undertaking Director appointments

<b>Governance Policy for Subsidiaries</b>	Policy relating to governance of Subsidiaries, which policy is reviewed and approved by the Governance Committee
<b>Governor in Council</b>	The Governor in Council is the Governor General acting on the advice of the Committee of Council. Orders and Minutes of Council are signed by the Governor General and thus give legal force to Cabinet decisions taken pursuant to a statutory authority.
<b>Guidelines for Board Committees</b>	Guidelines which provide elaboration upon each Board Committee's terms of reference
<b>Guidelines for the Board</b>	Guidelines which provide elaboration upon the <b>Terms of Reference for the Board</b>
<b>Human Resources Policies</b>	Policies relating to human resources matters, which policies are reviewed and approved by the Human Resources and Compensation Committee
<b>Incentive Compensation Awards</b>	Awards made to Employees pursuant to an annual bonus plan and a long-term incentive plan based upon performance measures and compensation framework recommended by the Human Resources and Compensation Committee and approved by the Board annually
<b>Investment Officers</b>	President, Executive Vice President – Investments and Senior Vice Presidents for i) Public Market Investments, ii) Private Investments, iii) Real Estate and iv) Portfolio Design and Investment Research
<b>Investment Statements</b>	Written statements of investment objectives, policies, return expectations and risk management for the investment portfolio of the CPP Investment Board and the cash for benefits portfolio of the CPP Investment Board, established under section 35 of the Act

<b>Management</b>	Investment Officers, the Chief Operations Officer, the Chief Financial Officer, the Senior Vice President – Communications and Stakeholder Relations, the Senior Vice President – General Counsel and Corporate Secretary, the Senior Vice President – Human Resources and such other officers as the Board may designate from time to time
<b>Management Authorities</b>	President approved authorities whereby the President delegates to Management the authorities delegated to the President under Policies
<b>Member Education and Communication Policy</b>	A policy in respect of the Employee Pension Plans which addresses various matters including the role of external service providers and the Pension Committee and is confirmed by the Human Resources and Compensation Committee
<b>Minister of Finance</b>	Minister of Finance for the government of Canada
<b>Officer</b>	Employees who are either the President, Executive Vice President, a Senior Vice President, the Chief Financial Officer or the Chief Operations Officer
<b>Participating Province</b>	A province other than: (a) a territory; and (b) a province providing a comprehensive pension plan as defined in subsection 3(1) of the <i>Canada Pension Plan</i>
<b>Pension Committee</b>	Committee comprised of plan members appointed in accordance with the guidelines in the plan text for the RPP and the SPP
<b>Policies</b>	Board approved policies which specify matters reserved to the Board and Board Committees and delegates all other authorities to Management
<b>President</b>	The President and Chief Executive Officer of the CPP Investment Board

<b>Proxy Voting Principles and Guidelines</b>	Principles and Guidelines that indicate how the CPP Investment Board is likely to vote at annual and special meetings of shareholders, which document has been approved by the Board
<b>Regulations</b>	Canada Pension Plan Investment Board Regulations, SOR/99-190, as amended
<b>Risk Policy</b>	A document that contains the policy for the measurement, management, and reporting of CPP Investment Board investment portfolio risk and which document has been approved by the Board
<b>Risk/Return Accountability Framework</b>	The framework pursuant to which accountability for risk and return is appropriately allocated
<b>RPP</b>	A defined contribution pension plan for which all Employees are eligible for membership
<b>SPP</b>	A supplementary pension plan for which Employees exceeding the covered earnings threshold of the RPP may accrue entitlements
<b>Strategic Plan</b>	The Board approved strategic plan of the CPP Investment Board
<b>Subsidiary</b>	A corporation that is wholly owned by the CPP Investment Board directly or indirectly through any number of subsidiaries each of which is wholly owned directly or indirectly by the CPP Investment Board
<b>Terms of Reference for the Audit Committee</b>	A document designed to clarify the Audit Committee's responsibilities, which document is reviewed by the Audit Committee and the Governance Committee annually and reviewed and approved by the Board annually
<b>Terms of Reference for the Board</b>	A document designed to clarify the Board's responsibilities, which document is reviewed by the Governance Committee annually and reviewed and approved by the Board annually

<b>Terms of Reference for the Governance Committee</b>	A document designed to clarify the Governance Committee's responsibilities, which document is reviewed by the Governance Committee annually and reviewed and approved by the Board annually
<b>Terms of Reference for the Human Resources and Compensation Committee</b>	A document designed to clarify the Human Resources and Compensation Committee's responsibilities, which document is reviewed by the Human Resources and Compensation Committee and the Governance Committee annually and reviewed and approved by the Board annually
<b>Terms of Reference for the Investment Committee</b>	A document designed to clarify the Investment Committee's responsibilities, which document is reviewed by the Investment Committee and the Governance Committee annually and reviewed and approved by the Board annually