

In this Governance Manual, the following capitalized terms shall have the following meanings throughout:

Act	The Canada Pension Plan Investment Board Act, 1997, c. 40, as amended
Ad Hoc Committee	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.
Annual Report	A report on the operations of the CPP Investment Board which is prepared annually in accordance with the requirements of the Act
Appropriate Provincial Minister	In respect of a province, means the province's minister of the Crown who has primary responsibility for that province's finances.
Authorities Policy	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
Board	The board of directors of the CPP Investment Board
Board Committee	A committee of the CPP Investment Board which is comprised of Directors and operates in accordance with a Board approved terms of reference and Board Committee Guidelines .
Business Plan	Plan (including budget) prepared by Management for the fiscal year for review and approval by the Board
By-laws	By-laws of the CPP Investment Board
CFO	The Chief Financial Officer of the CPP Investment Board
Chairperson	The Chairperson of the Board
Code of Conduct	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

Committee Chair	The chairperson of a Board Committee
Conduct Review Advisor	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.
Corporate Secretary	The Senior Vice President – General Counsel and Corporate Secretary of the CPP Investment Board
CPP	Canada Pension Plan
CPP Investment Board	The Canada Pension Plan Investment Board
CPP Reference Portfolio	The portfolio which represents the passive, low cost, low complexity strategic approach and against which the result of active management are compared
Director	A member of the board of directors of the CPP Investment Board
Employee Benefits	Benefits provided to Employees as part of their employment with the CPP Investment Board
Employee Pension Plans	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
Employee(s)	Person(s) employed by the CPP Investment Board
Enterprise Risk Management	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
External Nominating Committee	The external nominating committee composed of federal and provincial representatives envisaged by the Act to assist the Minister of Finance in undertaking Director appointments

Governance Policy for Subsidiaries	Policies relating to governance of Subsidiaries, which policies are reviewed and approved by the Governance Committee
Governor in Council	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.
Guidelines for Board Committees	Guidelines which provide elaboration upon each Board Committee's terms of reference
Guidelines for the Board	Guidelines which provide elaboration upon the Terms of Reference for the Board
Human Resources Policies	Policies relating to human resources matters, which policies are reviewed and approved by the Human Resources and Compensation Committee
Incentive Compensation Awards	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
Investment Officers	President and Senior Vice Presidents for i) Public Market Investments, ii) Private Investments, iii) Real Estate and iv) Portfolio Design and Risk Management
Investment Statements	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

Management	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
Management Authorities	President approved authorities whereby the President delegates to Management the authorities delegated to the President under Policies
Member Education and Communication Policy	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
Minister of Finance	Minister of Finance for the government of Canada
Officer	Employees who are either the President, a Senior Vice President, the Chief Financial Officer or the Chief Operations Officer
Participating Province	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>
Pension Committee	Committees comprised of plan members appointed in accordance with the guidelines in the plan text for each of the RPP and the SPP
Policies	Board approved policies which specify matters reserved to the Board and Board Committees and delegates all other authorities to Management
President	The President and Chief Executive Officer of the CPP Investment Board

Proxy Voting Principles and Guidelines	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
Regulations	Canada Pension Plan Investment Board Regulations, SOR/99-190, as amended SOR/2000-333, as further amended SOR/2001-522
Risk Policy	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
Risk/Return Accountability Framework	The framework pursuant to which accountability for risk and return is appropriately allocated
RPP	A defined contribution pension plan for which all Employees are eligible for membership
SPP	A supplementary pension plan for which Employees exceeding the covered earnings threshold of the RPP may accrue entitlements
Strategic Plan	The Board approved strategic plan of the CPP Investment Board
Subsidiary	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
Terms of Reference for the Audit Committee	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
Terms of Reference for the Board	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

Terms of Reference for the Governance Committee	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
Terms of Reference for the Human Resources and Compensation Committee	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
Terms of Reference for the Investment Committee	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