

Committee Chair Role Description

April 1, 2024



1.0 Appointment

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

Subject to the terms of the appointment of a Director reflected in the relevant federal appointing Order in Council, Board itself has determined that it views the term of a Committee Chair (other than the Chair of the Investment Strategy Committee) should normally be three years, renewable up to two additional years considering the expertise required to lead the relevant Committee (in aggregate, the Committee Chair Term Limit). The Board, upon the recommendation of the Governance Committee, may waive or vary the Committee Chair Term Limit if deemed by the Board to be in the best interests of CPP Investments.

2.0 Duties and Responsibilities

In addition to other specific duties and responsibilities deemed appropriate by the Board, including those set out in the Board Committee mandate, the Committee Chair has the responsibility to:

- (a) provide leadership to enable the Board Committee to be effective in carrying out its responsibilities;
- (b) manage the affairs of the Board Committee, and provide input to the Chairperson in relation to the scheduling of Board Committee meetings;
- (c) 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;
- (d) chair Board Committee meetings with regard to the proper organization and effective functioning of the Board Committee;
- (e) facilitate a candid and full discussion of matters that come before the Board Committee, ensuring sufficient time is allotted for effective consideration of agenda items.

- (f) provide advice to the Chairperson regarding the composition of the Board Committee so that the Board Committee is composed of members with the skills, experience and/or necessary training relative to the Board Committee's 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, retaining and managing 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;
- (k) ensure the Board Committee annually reviews its mandate, priorities and performance;
- (l) act as liaison between the Board Committee and the Board including by reporting to the Board at its next regularly scheduled meeting following any meeting of the Board Committee;
- (m) where applicable, provide input to the Chairperson regarding Committee Chair succession planning; and
- (n) where applicable, provide input to the Chairperson or the Governance Committee Chair regarding the orientation and development of Board Committee members.