
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.
Asset Class	A group of assets with similar risk and return characteristics that cannot be closely replicated using a combination of other assets
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
Chairperson	The Chairperson of the Board

Code of Conduct and Conflict of Interest Procedures for Directors	A document establishing a code of conduct for Directors 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
Code of Conduct and Conflict of Interest Procedures for Officers and Employees	A document establishing a code of conduct for 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 and Conflict of Interest Procedures for Directors and the Code of Conduct and Conflict of Interest Procedures for Officers and Employees on the basis contemplated therein.
Corporate Secretary	The 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
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-Wide 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
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 Vice Presidents for i) Public Market Investments, ii) Private Investments, iii) Real Estate and iv) Research and Risk Management
Investment Policies	A document that contains the investment policies that the CPP Investment Board will adhere to in managing its portfolio, and which document has been approved by the Board

Investment Statement	Written statement of investment policies, standards and procedures in respect of the CPP Investment Board's portfolio of investments established under section 35 of the Act
Management	Investment Officers, the Vice President – Finance and Operations, the Vice President – Communications and Stakeholder Relations, the Vice President – General Counsel and Corporate Secretary, the Vice President – Human Resources and such other officers as the Board may designate from time to time
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 or a Vice President
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
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
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
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

VP Finance

The Vice President – Finance and Operations of the CPP Investment Board