

# **University of Victoria Staff Pension Plan**

## **Governance Committee**

### **Terms of Reference**

#### **1. COMPOSITION OF THE GOVERNANCE COMMITTEE**

1. The Governance Committee shall consist of the following:
  - the Vice-President, Finance and Operations;
  - the Associate Vice-President, Financial Planning and Operations;
  - the Associate Vice-President, Human Resources;
  - the Director, Pensions and Investments; and
  - a member of the Board of Governors, appointed by the Board of Governors, or a person external to the University who is experienced in pension plan matters, appointed by the Board of Governors.
  
2. **Non-Voting Members of Governance Committee**

The Governance Committee may designate one or more officers or employees of the University with specific expertise to act as non-voting members of the Governance Committee to assist the Governance Committee in its deliberations and activities. Unless the Governance Committee otherwise directs, the Manager, Pension Administration, shall be a non-voting member of the Governance Committee, and shall act as the Secretary of the Governance Committee.

#### **2. BOARD OF GOVERNORS MANDATE**

- Any duty not assigned, or power not delegated' by this Governance Policy to a Committee shall remain with the Board.
  
- Without limiting the application of Section E.1, the Board, acting to the extent it considers appropriate on the recommendations received from the IAC; shall review, adopt, and amend, as necessary, the statement of investment policies and procedures ("SIP&P") for the Plan in accordance with the requirements of the PBSA.

#### **3. GOVERNANCE COMMITTEE MANDATE**

The Governance Committee shall have the following duties and the required corresponding powers necessary to:

1. Develop a strategic plan that:
  - establishes the mission and objectives of the Plan, which mission and objectives shall be approved by the Board;
  - sets out targets, performance measures, risks and reporting requirements and such other steps as are necessary to evaluate success in meeting the Plan's mission and objectives; and
  - provides for a periodic review of the Plan's governance structure to ensure that it continues to be appropriate to enable the Plan to meet its mission and objectives;
  
2. Appoint members to the IAC and appoint members to the Pension Advisory Committee in accordance with those Committees' terms of reference;
  
3. Recommend to the Board of Governors amendments to the Plan that the Governance Committee deems necessary or advisable so that the Plan remains compliant with applicable law and continues to meet its mission and objectives;
  
4. Interpret the provisions of the Plan in matters where the interpretation is without precedent and may either have a large single material impact or a widespread material impact; and

5. Adopt and maintain policies, including, but not limited to:
- a Policy on Delegated Signing Authorities which shall be subject to the approval of the Board of Governors; in the absence of a policy, any agreements, notices or other documentation required in connection with the investment of the Trust Fund, or the administration or payment of benefits under the Plan must be signed by no less than two officers or employees of the University who are members of the Governance Committee;
  - a Code of Conduct Policy;
  - a Discretionary Fee Policy applicable to the administration of pension division and subject to applicable laws and regulations;
  - a Small Benefit Policy which shall be subject to approval of the Board of Governors and applicable laws and regulations and which establishes the minimum amount of a benefit calculated under the provisions of this Plan below which the benefit must be paid to the member in the form of a Commuted Value of that benefit and not in the form of a monthly pension;
  - a Meeting Procedures Policy for the Committees;
  - a Committee Member Education Policy;
  - a Plan Member Communications Policy for the Plan; and
  - a Dispute Resolution Policy for the Plan

#### 4. **PERFORMANCE STANDARDS**

In the execution of their duties and responsibilities, the Committee members will comply with:

- Applicable law;
- The terms of the Plan;
- This Governance Policy; and
- All relevant Committee policies.

#### 5. **REPORTING**

The Governance Committee shall report to the Board at least annually a report on:

- The administration of the Plan and the University's compliance with the provisions of the Plan, the PBSA and the ITA that do not relate to the investment of the Trust Fund;
- Significant issues that arose in the operation of the Plan

The Governance Committee shall also receive a report on the actuarial valuation, and on periodic asset/liability studies as commissioned by the IAC.

#### 6. **DELEGATION BY A COMMITTEE**

- Unless otherwise indicated in this Plan, the Governance Committee or the IAC may delegate such of their respective responsibilities and corresponding powers as either deems appropriate, provided that the Committee ensures that any party to whom it delegates responsibilities are properly supervised by the Committee and has the appropriate skills and training to carry out the responsibilities delegated to them.
- The Governance Committee and the IAC shall ensure that if they delegate any of their responsibilities to other parties, such parties shall report to such Committee at such intervals as may be established by those Committees.

#### 7. **COMMITTEE MEMBER REMUNERATION**

- Committee members are not entitled to compensation, beyond their normal compensation as employees, for the time spent on the conduct of their duties as Committee members.
- Committee members are entitled to reimbursement by the University, or as otherwise provided by the Plan, for reasonable expenses incurred personally in the conduct of their duties, in accordance with the expense payment procedures established by the University.