

**Statement of
Investment Policies
and Procedures**

Pension Plans
sponsored by the
Province of Prince
Edward Island

Effective
July 1, 2020

Approved on this day of

by Order of His Honour the
Lieutenant Governor in Council
attached hereto

Contents

Section 1—Overview	4
1.01 Purpose of Statement	4
1.02 Objective of Plans	11
1.03 Investment and Risk Philosophy	11
1.04 Administration	12
Section 2—Asset Mix and Diversification Policy	13
2.01 Portfolio Return Expectations	13
2.02 Expected Volatility	13
2.03 Asset Mix	13
Section 3—Permitted and Prohibited Investments	16
3.01 General Guidelines	16
3.02 Permitted Investments	16
3.03 Minimum Quality Requirements	18
3.04 Maximum Quantity Restrictions	20
3.05 Prohibited Investments	21
3.06 Securities Lending	22
3.07 Borrowing	22
Section 4—Monitoring and Control	23
4.01 Delegation of Responsibilities	23
4.02 Performance Measurement	26
4.03 Compliance Reporting by Investment Manager	26
4.04 Standard of Professional Conduct	27
Section 5—Administration	28
5.01 Conflicts of Interest	28
5.02 Related Party Transactions	28
5.03 Selecting Investment Managers	29
5.04 Monitoring of Asset Mix	29
5.05 Monitoring of Investment Managers	30
5.06 Dismissal of an Investment Manager	31
5.07 Voting Rights	31
5.08 Valuation of Investments Not Regularly Traded	32
5.09 Policy Review	32
5.10 Soft Dollar Arrangements	32

Section 1—Overview

1.01 Purpose of Statement

This Statement of Investment Policies and Procedures (the “Policy”) provides the framework for the investment of the assets of the following plans (the “Plans”) invested in the Province of Prince Edward Island Master Trust (the “Master Trust”):

- (a) The Province of Prince Edward Island Civil Service Superannuation Plan, registration number 0307017 (the “Civil Service Plan”)
- (b) The Province of Prince Edward Island Teachers’ Superannuation Plan, registration number 0361576 (the “Teachers’ Plan”)
- (c) The Pension Plan for Members of the Legislative Assembly of the Province of Prince Edward Island, registration number 1015080 (the “MLA Plan”)

This Policy is based on the “prudent person portfolio approach” to ensure the prudent investment and administration of the assets of the Plans within the parameters set out in the federal *Pension Benefits Standards Act* and the Regulations thereunder.

The Executive Council of the Province of Prince Edward Island (the “Province”) is responsible for this Policy, which has been approved by the Lieutenant Governor in Council and a copy of the order approving this Policy is attached.

1.02 Objective of Plans

The objective of the Plans is to provide a secure base on which to meet present and future pension obligations accumulated on behalf of the Plans’ participants.

1.03 Investment and Risk Philosophy

The Plans must provide levels of return to allow adequate benefit levels, which keep pace with inflation and maintain stability of employee and employer contributions. The Plans should be prudently managed to assist in avoiding actuarial deficits and excessive volatility in annual rates of return.

In order to achieve their long-term investment goals, the Plans must invest in assets that have uncertain returns, such as Canadian equities, global equities, alternative asset classes and non-government bonds. However, the Province of Prince Edward Island attempts to reduce the overall volatility level of the Plans by diversifying the asset classes and further diversifying within each individual asset class.

The Master Trust has been established as an investment vehicle for pension plans with a common investment risk profile, but there may be circumstances in which other pension plans could use the Master Trust. In particular, the Master Trust is a suitable investment vehicle for pension plans meeting the following criteria:

- (a) The plan characteristics meet the liability profile set out below; or
- (b) The plan characteristics may or may not meet the liability profile set out below, but it has been determined that the characteristics of the plan are similar to the liability profile set out below, the plan's pension fund is small and/or the Province is prepared to assume the additional funding risk, if any, of using the Master Trust.

Plans that are best suited for the Master Trust would have the following liability profile:

- (a) A medium to long-term time horizon indicating that the possibility exists that the assets may be held indefinitely. On the other hand, it would be inappropriate to assume a short-term investment focus at the expense of earning incremental investment returns over the longer term. In particular, it would be inadvisable to hold a significant portion of the portfolio in any one asset class that could experience a prolonged period of underperformance.
- (b) Below average to average liquidity needs indicating that the portfolio does not require a high level of predictable income and that the portfolio could have an allocation to illiquid investments. This consideration should not, however, justify the extensive use of less liquid investments; rather, these types of investments must be considered in light of the other options available.
- (c) An average to above average overall risk tolerance indicating that the investment strategy should not expose the fund to an excessive risk of a prolonged period of poor returns. This risk is normally associated with investing in only a few asset classes. Accordingly, a broadly diversified portfolio composed of fixed income securities, equities and alternative investments should be used. Risk should be mitigated further with a fixed income structure that is in-line with the liability characteristics.

1.04 Administration

The Province is the legal administrator of the Plans and is therefore responsible for all matters relating to the administration, interpretation and application of the Plans, including developing, monitoring and amending this Policy. A Joint Investment Advisory Committee (the "Committee") has been formed for the purpose of assisting the Province with the investment of the assets of the Plans.

Section 2—Asset Mix and Diversification Policy

2.01 Portfolio Return Expectations

The investment managers appointed by the Province to manage the investment of part or all of the assets of the Plans (the “Investment Managers”), through the Master Trust, are directed to achieve a satisfactory return through a diversified portfolio, consistent with acceptable risks and prudent management. The long-term objective of the Plans is to achieve a total annual nominal rate of return, net of all expenses, of at least 5.60% which is to be measured over rolling ten-year periods. Return objectives include realized and unrealized capital gains or losses plus income from all sources. A long-term asset mix policy has been established in order to provide a reference for long-term return requirements which are consistent with the liabilities of the Plans at a risk level acceptable to the Province.

2.02 Expected Volatility

To achieve this long-term objective, the Master Trust has adopted an asset mix that has a bias to equity and other return seeking investments. Risk is managed by investing in a well-diversified portfolio of asset classes and managers.

2.03 Asset Mix

Taking into consideration the investment and risk philosophy of the Plans, the following long-term strategic asset mix has been established for the Master Trust:

Assets	Minimum %	Benchmark %	Maximum %
Canadian Equities	7.0	10.0	13.0
Global Equities	20.0	24.5 ¹	29.0
Emerging Markets Equities	<u>0.0</u>	<u>5.0</u>	<u>8.0</u>
Total Equities	34.0	39.5	45.0
Canadian Real Estate	0.0	3.0	5.0
Global Real Estate	2.0	5.0 ¹	8.0
Global Infrastructure	<u>2.0</u>	<u>5.0</u>	<u>8.0</u>
Total Alternatives	4.0	13.0	16.0
Universe Bonds	22.0	25.0	28.0
Long-term Bonds and Promissory Notes ²	19.5	22.5	25.5
Cash and Short-Term Investments	<u>0.0</u>	<u>0.0</u>	<u>4.0</u>
Total Fixed Income	41.5	47.5	53.5
Total		<u>100.0</u>	

1. *50% of the global equity, global real estate and global infrastructure currency exposure shall be hedged to the Canadian dollar. However, the currency hedge ratio may vary from 0% to 100% at the discretion of the currency overlay manager.*
2. *The March 31, 2020 Promissory Note balance of \$471 million will be reduced by \$23.1 million each April 1 for years 2020 to 2022 and by \$56.6 million each January 1 for years 2023 to 2029. These principal amounts and related interest payments will be reallocated to the long-term CorePlus bonds mandates.*

For purposes of the total asset mix described above, the Investment Managers' asset class pooled funds are deemed to be 100% invested, even though these funds may contain a portion held in cash & cash equivalent instruments.

The assets of the Master Trust may be invested with balanced managers, specialty managers and/or index managers. The Committee shall establish an investment management structure and manager asset mix guidelines such that, when combined, the total asset mix and asset mix ranges are consistent with the preceding table. The active component may be invested with more than one active manager with different active styles and mandates to provide diversification and returns in excess of indices returns. The assets of the Master Trust may also include Province of PEI promissory notes which are classified as fixed income assets at the Total Fund level.

Active management has been adopted in all asset classes, as it is expected to provide the opportunity to outperform specific investment benchmarks and it can provide lower absolute volatility of returns. A dynamic currency overlay strategy has been adopted to control currency risk opportunistically, within the parameters established in this policy. A cash equitization strategy has been introduced to optimize the utilization of cash and short-term investments and to increase the Master Trust efficiency, within the parameters established in this policy. This multi-manager approach diversifies the manager risk, making the Master Trust less reliant on the skills of a single investment manager.

Section 3—Permitted and Prohibited Investments

3.01 General Guidelines

The investment of the Plans in the Master Trust must comply with the requirements and restrictions set out in the federal *Income Tax Act (Canada)* and the federal *Pension Benefits Standards Act* and their respective Regulations.

3.02 Permitted Investments

In general, and subject to the restrictions in this Section 3, the Investment Manager may invest in any of the following asset classes and in any of the investment instruments listed below:

- (a) Canadian and Global Equities
 - (i) Common and convertible preferred stock, listed on a recognized exchange
 - (ii) Debentures convertible into common or convertible preferred stock
 - (iii) Rights, warrants and special warrants for common or convertible preferred stock
 - (iv) Instalment receipts, American Depository Receipts and Global Depository Receipts
 - (v) Units of real estate investment trusts (REITs)
 - (vi) Units of income trusts domiciled in jurisdictions that provide limited liability protection to unitholders
 - (vii) Units of limited partnerships which are listed on developed country, globally recognized exchange
 - (viii) Exchange traded index participation units.
- (b) Bonds
 - (i) Bonds, debentures, notes, non-convertible preferred stock and other evidence of indebtedness of issuers, deemed to be Canadian, foreign or supranational issuers whether denominated and payable in Canadian dollars or a foreign currency, provided such instruments are traded on a recognized exchange or through established investment dealers

- (ii) Mortgages secured against Canadian real estate
 - (iii) Mortgage-backed securities
 - (iv) Term deposits and guaranteed investment certificates
 - (v) Asset-backed securities, provided they are 'AA' (or equivalent) or better rated and provided they meet the liquidity requirements of Section 3.03 below
 - (vi) Private placement bonds, provided the issue is \$250 million or more in size, and provided they meet the conditions in Section 3.03 (e) and 3.04 (b) (iii)
 - (vii) Real return bonds
 - (viii) Province of PEI promissory notes
- (c) Global Real Estate
- (i) The real estate portfolio should provide for a stable long-term income flow, capital gains should at least offset inflation over the long term;
 - (ii) The real estate portfolio should be diversified by property type (for example, office, retail, industrial); geographic distribution and investment size;
 - (iii) Land held for future development should be limited in amount, and only considered for investment if it is part of a defined development strategy;
 - (iv) There should be clearly stated investment goals and objectives in proposed investments (including the expected return on investment);
 - (v) The sponsor of the real estate investment should have an investment strategy or action plan that will enable it to carry out the stated objectives; and
 - (vi) The real estate manager must have clear policies to address and manage potential conflicts of interest.
- (d) Global Infrastructure
- (i) Infrastructure investments via independently managed pooled funds, limited partnerships or specialist corporate structures are permitted. The mandate of each fund, partnership or corporate structure will vary with the long-term goal of assembling a diversified portfolio
 - (ii) Permitted and prohibited investments in specific infrastructure transactions will be governed by the terms and conditions set out in the respective pooled fund contract, Offering Memorandum, Trust Agreement or similar document that is applicable to each Investment Manager.

- (e) Cash and Short-Term Investments
 - (i) Cash on hand and demand deposits;
 - (ii) Canadian and U.S. Treasury bills and bonds (with remaining maturities not exceeding 365 days) issued by the federal and provincial governments and their agencies
 - (iii) Sovereign short-term debt instruments of developed countries, with maturities not exceeding 365 days
 - (iv) Obligations of trust companies and Canadian and foreign banks chartered to operate in Canada, including bankers' acceptances
 - (v) Commercial paper and term deposits
 - (vi) Other money market instruments (maturity not exceeding 365 days)
- (f) Other Investments
 - Deposit accounts of the custodian can be used to invest surplus cash holdings.
- (g) Derivatives
 - The use of derivatives (such as options, futures and forward contracts) is permitted to protect against changes in exchange rates, interest rates and market indices; and for non-hedging purposes, as a substitute for direct investment. Sufficient assets or cash must be held to cover commitments due to the derivatives transactions. No derivatives can be used for speculative trading or to create a portfolio with leverage.
- (h) Pooled Funds
 - Investment in pooled funds is permissible. While the guidelines in this Policy are intended to guide the management of the Master Trust, it is recognized that, due to the use of pooled funds, there may be instances where there is a conflict between this Policy and the investment policy of a pooled fund. In that case the pooled fund policy shall dominate.
 - In addition, the Investment Manager will ensure that the Committee has received a copy of the most recent version of the pooled fund policy and of any amendments to the pooled fund policy.

3.03 Minimum Quality Requirements

- (a) Quality Standards
 - Within the investment restrictions for individual portfolios, all portfolios should hold a prudently diversified exposure to the intended market.
 - (i) The minimum quality standard for individual bonds and debentures is 'BBB' or equivalent as rated by at least two Recognized Bond Rating Agencies, at the time of purchase.

- (ii) Except for federal and provincial issues, the minimum quality standard for individual short-term investments is 'R-1' (low) or equivalent as rated by at least two Recognized Bond Rating Agencies, at the time of purchase.
- (iii) The investment manager of publicly listed investments shall consider the liquidity impact of a security at the portfolio level.

(b) Split Ratings

In cases where the Recognized Bond Rating Agencies do not agree on the credit rating, the bond will be classified according to the methodology used by FTSE Canada, which states:

- (i) If two agencies rate a security, use the lower of the two ratings
- (ii) If three agencies rate a security, use the most common
- (iii) If all three agencies disagree, use the middle rating

(c) Downgrades in Credit Quality

The Investment Manager will take the following steps in the event of a downgrade in the credit rating of a portfolio asset by a recognized bond rating agency to below the purchase standards set out in Section 3.03 (a) Quality Standards:

- (i) The Committee will be notified of the downgrade by telephone at the earliest possible opportunity
- (ii) Within ten business days of the downgrade, the Investment Manager will advise the Committee in writing of the course of action taken or to be taken by the Investment Manager, and its rationale
- (iii) The Investment Manager will provide regular reporting on the status of the asset until such time as it matures is sold or is upgraded to a level consistent with the purchase quality standards as expressed in the above guidelines

(d) Rating Agencies

For the purposes of this Policy, the following rating agencies shall be considered to be 'Recognized Bond Rating Agencies':

- (i) Dominion Bond Rating Service (Canadian issuers only)
- (ii) Standard and Poor's
- (iii) Moody's Investors Services
- (iv) Fitch Ratings (foreign issuers only)

(e) Private Placement Bonds

Private placement bonds are permitted subject to all the following conditions:

- (i) The issues acquired must be 'A' (or equivalent) or better rated; and
- (ii) The Investment Manager must be satisfied that there is sufficient liquidity to ensure a sale at a reasonable price

3.04 Maximum Quantity Restrictions

(a) Individual Investment Manager Level

The Investment Manager shall adhere to the following restrictions:

(i) Equities

- a. For the top 100 equity securities by market capitalization included in the S&P/TSX Composite Index (over the last four quarters), no one equity holding shall represent more than 10% of the market value of an Investment Manager's Canadian Equity portfolio **or** 125% of that equity's weight in the S&P/TSX Composite Index, whichever is greater subject to an absolute limit of 15% of the market value of the Investment Manager's Canadian equity portfolio.
- b. For all other equities, no one holding shall represent more than 10% of the market value of an Investment Manager's Canadian or global equity portfolio.
- c. No one equity holding shall represent more than 10% of the voting shares of a corporation.
- d. No one equity holding shall represent more than 10% of the available public float of such equity or private placement security.
- e. No more than 15% of the market value of the equity manager's portfolio shall be invested in income trusts and limited partnerships.

(ii) Bonds and Short-term

- a. Except for federal and provincial bonds, no more than 10% of an Investment Manager's bond portfolio may be invested in the bonds of a single issuer and its related companies
- b. Except for federal and provincial bonds, no one bond holding shall represent more than 10% of the market value of the total outstanding for that bond issue
- c. No more than 10% of the market value of an Investment Manager's bond portfolio shall be invested in bonds rated 'BBB' (or equivalent) or lower
- d. Net foreign currency exposure is limited to no more than 10% of the market value of the bond portfolio
- e. No more than 20% of the market value of a manager's bond portfolio shall be invested in bonds of foreign issuers

- (iii) Private Placement Bonds
 - a. No more than 5% of the market value of an Investment Manager's bond portfolio shall be invested in any one private placement issue
 - b. The Investment Manager's portfolio may not hold more than 5% of the market value of any one private placement
 - c. No more than 15% of the market value of an Investment Manager's bond portfolio shall be invested in private placement bonds
- (iv) Global Real Estate and Infrastructure

Investment in any one parcel of real property shall not have a book value greater than or equal to 5% of the book value of the Master Trust assets or an individual Plan's assets. The aggregate book value of all investment in real property and Canadian resource properties shall not exceed 25% of the book value of the Master Trust assets or an individual Plan's assets.
- (v) Other

The use of derivative securities shall be supported at all times by the explicit allocation of sufficient assets to back the intended derivative strategy. For greater certainty, Investment Managers are not permitted to leverage the Master Trust assets. The use of derivative securities is only permitted for the uses described in this Policy. Purchase or sale of any of these instruments for speculative purposes is prohibited.

3.05 Prohibited Investments

The Investment Manager shall not:

- (a) Invest in companies for the purpose of managing them
- (b) Purchase securities on margin, engage in short sales or purchase options (calls or puts) and other similar investment activity, except in the case of a currency overlay strategy
- (c) Make any investment not specifically permitted by this Policy

3.06 Securities Lending

The investments of the Master Trust or the Plans may be loaned, for the purpose of generating revenue for the Master Trust or the Plans, subject to the provisions of the federal *Pension Benefits Standard Act*, the federal *Income Tax Act* (Canada) and their applicable Regulations.

Such loans must be secured by cash and or/readily marketable government bonds, treasury bills and/or letters of credit, discount notes and bankers' acceptances of Canadian chartered banks. The amount of collateral taken for securities lending should reflect best practices in local markets. The market value relationship between collateral and securities on loan must be calculated at least daily.

The terms and conditions of any securities lending program will be set out in a contract with the securities lending agent. The securities lending agent shall, at all times, ensure that the Committee has a current list of those institutions that are approved to borrow the Master Trust's or the Plans' investments. If the Master Trust or the Plans are invested in a pooled fund, security lending will be governed by the terms and conditions set out in the pooled fund contract.

3.07 Borrowing

The Master Trust and the Plans shall not borrow money, except to cover short-term contingency such as providing the necessary liquidity to settle the losses of currency forward contracts when liquidity on the markets is deemed insufficient. The borrowing can be made for a period that does not exceed one hundred eighty days, in order to allow sufficient time for markets to stabilize, subject to the *Pension Benefits Standards Act* and the *Income Tax Act*. Written permission of the Province is necessary for all situations other than for settling currency forward contracts.

Section 4—Monitoring and Control

4.01 Delegation of Responsibilities

The Province has overall responsibility for the Plans. However, the Plans permit the Province to delegate its administrative duties and responsibilities to the Committee and third party agents. This Policy is intended to provide a basis for ongoing communication between the Committee and the Investment Managers to ensure that the management of the Master Trust is consistent with market conditions and the objectives of the Plans.

(a) Joint Investment Advisory Committee

The Joint Investment Advisory Committee will:

- (i) Recommend the Statement of Investment Policies and Procedures for the Master Trust and the Plans for adoption by the Executive Council, reviewing the Policy at least annually and recommending to the Executive Council amendments, as appropriate
- (ii) Recommend a management structure for the investments of the Master Trust and the Plans for approval by the Minister of Finance
- (iii) Develop manager mandates, which outline the guidelines and objectives for each manager
- (iv) Recommend the appointment or removal of investment managers, trustees, custodians, consultants and others as required to carry out the administration of the Master Trust and the Plans, for approval by the Minister of Finance
- (v) Monitor and coordinate the activities of the investment managers and other service providers to the Master Trust and the Plans
- (vi) Review and evaluate, both quantitatively and qualitatively, the investment performance of the assets of the Master Trust, including the rates of return achieved relative to objectives established and the degree of risk assumed by the managers
- (vii) Create, and monitor the activities of, sub-committees to undertake specialized research for the Committee

(b) Investment Manager

The Investment Manager will:

- (i) Invest the assets of the Master Trust and the Plans in accordance with this Policy and with their individual manager mandates
 - (ii) With the exception of pooled fund managers, avoid dealing with governments, corporations and organizations, which violate ethical and humanitarian principles to which the Province of Prince Edward Island subscribes, which are exemplified in Canada's support for the International Bill of Rights
 - (iii) Inform the Committee of any changes in their senior personnel, investment philosophy or style within one week of the change
 - (iv) Inform the Committee in writing, if the manager at any time feels any guidelines or restrictions are imprudent, or if these guidelines restrict the manager in achieving their performance objectives
 - (v) Inform the Committee of recommended strategies and investments, which would require revisions or exemptions to the stated guidelines
 - (vi) Meet with the Committee, with their firm's specialized asset investment personnel when reasonably requested and provide written reports regarding their past performance, their future strategies and other issues requested by the Committee
 - (vii) File quarterly compliance reports (see section 4.03), as required by the Committee
 - (viii) Provide the Custodian with all transaction and holdings information monthly and cooperate with the Custodian in resolving any discrepancies that may arise
 - (ix) Where investment via a pooled fund has been authorized by the Committee, the Investment Manager will provide the Committee with copies of each pooled fund's audited financial statements within 180 days of the pooled fund's fiscal year end
- (c) Custodian/Trustee
- The custodian/trustee will:
- (i) Maintain safe custody over the assets of the Master Trust and assets of the Plans
 - (ii) Meet with the Committee as required
 - (iii) Execute the instructions of the Executive Council, the Committee and, subject to any restrictions imposed by the Committee, any Investment Manager appointed to manage the assets of the Master Trust or of the Plans

- (iv) Record income and expenses of the Master Trust and the Plans and provide monthly financial statements as required by the Committee
- (d) Actuary
- The actuary will:
- (i) Perform actuarial valuations of the Plans as required
 - (ii) Advise the Committee on any matters relating to the design of the Plans, membership and contribution rates
 - (iii) Assist the Committee in any other way required
- (e) Investment Consultant
- The investment consultant will:
- (i) Assist in the development and implementation of this Policy and related documentation and research alternative investment strategies, including investment manager searches
 - (ii) Monitor the performance of the Master Trust and the Investment Managers on a quarterly basis
 - (iii) Support the Committee on matters relating to investment management and administration of the Master Trust and the Plans
 - (iv) Meet with the Committee and sub-committees as required
- (f) Accountant
- The accountant will provide annual audited financial statements of the Plans.

4.02 Performance Measurement

For purposes of evaluating the performance of the Master Trust, and the Investment Managers, all rates of returns are measured over rolling four-year periods. Return objectives include realized and unrealized capital gains or losses plus income from all sources.

(a) Total Fund Level

The primary objective for the Master Trust is to earn a rate of return that exceeds the rate of return earned on a benchmark portfolio consisting of the following returns, weighted as indicated:

Asset Class	Index ⁽¹⁾	%
Canadian Equities	S&P/TSX Composite Capped Index	10.0
Global Equities	MSCI World (ex-Canada) (NTR) Index	24.5
Emerging Markets Equities	MSCI Emerging Markets Index (Net)	5.0
Canadian Real Estate	MSCI/REALPAC Canada Quarterly Property Fund Index	3.0
Global Real Estate	50% NCREIF Fund Index - ODCE (EW) (Net) + 50% Global Real Estate benchmark of 9.5% USD p.a.	5.0
Global Infrastructure	Global Infrastructure benchmark of 8 % USD p.a.	5.0
Bonds	Fixed Income Benchmark	47.5
	<i>FTSE Canada Universe Bond Index</i>	25.0
	<i>FTSE Canada Long-Term Bond Index</i>	7.5
	<i>Promissory notes (yield-to-book)</i>	15.0
Currency Hedge	50% of the foreign currency exposure ⁽²⁾	0.0
	Total	100

1. In Canadian dollars unless otherwise stated

2. Applicable to global equity, global real estate and global infrastructure investments.

4.03 Compliance Reporting by Investment Manager

The Investment Manager is required to complete and deliver a compliance report to the Committee and the investment consultant each quarter. The compliance report will indicate whether the Investment Manager was in compliance with this Policy during the quarter. Copies of the compliance reports must be sent to the Committee and to the investment consultant.

In the event that the Investment Manager is not in compliance with this Policy, the Investment Manager is required to advise the Committee immediately, detail the nature of the non-compliance and recommend an appropriate course of action to remedy the situation.

The Master Trust and the Plans invest in pooled funds with separate investment policies. Should a conflict arise between those investment policies and this Policy, the Investment Manager is required to advise the Committee in the Compliance Report, detailing the nature of the conflict.

In the event an Investment Manager is not in compliance with the Investment Manager's own investment policy, the Investment Manager is required to advise the Committee immediately, detail the nature of the non-compliance and recommend an appropriate course to remedy the situation.

4.04 Standard of Professional Conduct

The Investment Manager is expected to comply, at all times and in all respects, with the Code of Ethics and Standards of Professional Conduct and Asset Manager Code of Conduct, as promulgated by the CFA Institute.

The Investment Manager will manage the Master Trust's and the Plans' assets with the care, diligence and skill that an investment manager of ordinary prudence would use in dealing with pension plan assets. The Investment Manager will also use all relevant knowledge and skill that it possesses or ought to possess as a prudent investment manager.

Section 5—Administration

5.01 Conflicts of Interest

This standard applies to the Province and the members of the Committee, as well as to all agents employed by them, in the execution of their responsibilities under the *Pension Benefits Standards Act* (the “Affected Persons”).

An “agent” is defined to mean an organization, association or individual, as well as its employees who are retained by the Committee to provide specific services with respect to the investment, administration and management of the assets of the Master Trust and the Plans.

Any Affected Person is required to comply with the Conflict of Interest Guidelines for the Civil Service endorsed by the Executive Council of the Province of Prince Edward Island.

A copy of the Conflict of Interest Guidelines will be provided on request.

5.02 Related Party Transactions

The Province, on behalf of the Plans, may not enter into a transaction with a related party unless:

- (a) The transaction is both required for operation and or administration of the Plan(s) and the terms and conditions of the transaction are not less favourable than market terms and conditions
- (b) The combined value of all transactions with the same related party is nominal or the transaction(s) is immaterial to the Fund

The Province, on behalf of the Plans, may not invest the moneys of the Plans in the securities of a related party unless those securities are acquired at a public exchange, as defined in the Regulations to the *Pension Benefits Standard Act* (Canada).

For the purposes of this Section 5.02, only the market value of the combined assets of the Plans shall be used as the criteria to determine whether a transaction is nominal or immaterial to the Plans. Transactions less than (0.5%) of the combined market value of the assets of the Plans are considered nominal.

A “related party” in respect of the Plans, means:

- (a) The administrator of the Plans or who is a member of the Committee, board of trustees or other body that is the administrator of the Plans
- (b) An officer, director or employee of the administrator of the Plans

- (c) A person responsible for holding or investing the assets of the Plans, or any officer, director or employee
- (d) An association or union representing employees of the Province, or an officer or employee
- (e) A member of the Plans
- (f) A person who directly or indirectly holds, or together with the spouse or a child of the person holds, more than ten percent (10%) of the voting rights attached to all voting securities of the Province
- (g) The spouse or child of any person referred to in any of paragraphs (a) to (f)
- (h) An affiliate of the Province
- (i) A corporation that is directly or indirectly controlled by a person referred to in any of paragraphs (a) to (g)
- (j) An entity in which a person referred to in paragraph (a), (b), or (f), or the spouse or a child of such a person, has a substantial investment
- (k) An entity that holds a substantial investment in the Province

Related party does not include government or a government agency, or a bank, trust company or other financial institution that holds the assets of the Plans, where that person is not the administrator of the Plans.

5.03 Selecting Investment Managers

In the event that a new Investment Manager must be selected or additional Investment Manager(s) added to the existing Investment Manager(s), the Committee will undertake an Investment Manager search. The criteria used for selecting an Investment Manager will be consistent with the investment and risk philosophy set out in Section 1.03 (Investment and Risk Philosophy).

5.04 Monitoring of Asset Mix

To ensure that the Master Trust operates within the guidelines stated in this Policy, the Committee shall monitor the asset mix quarterly. Rebalancing will take place, on a best effort basis, over a period of three months following the end of a quarter after which an imbalance has been identified. Rebalancing will be effected by redirecting the net cash flows to and from the Master Trust, or by transfers from one manager component to another within the Master Trust.

Rebalancing should occur if any manager component and/or asset class exposure exceeds a limit set out in this Policy or in the rebalancing guidelines established by the Committee.

5.05 Monitoring of Investment Managers

At least quarterly, the Committee will monitor and review the:

- (a) Assets and net cash flow of the Master Trust
- (b) Investment Manager's staff turnover, consistency of style and record of service
- (c) Investment Manager's current economic outlook and investment strategies
- (d) Investment Manager's compliance with this Policy, where a manager is required to complete and sign a compliance report
- (e) Investment performance of the Master Trust in relation to the rate of return expectations outlined in this Policy
- (f) Individual Manager Monitoring and Review Process in accordance with the following procedures

Quarterly Monitoring

Each of the fixed income and equity asset class investment managers will be monitored using the following factors:

Performance Factors:

- Did the portfolio underperform the portfolio's performance objective in 3 of the last 5 annual periods?
- Did the portfolio's annualized 4-year return trail the portfolio's performance objective?
- Did the portfolio's 4-year annualized return rank below the median comparable fund manager return?

Qualitative Factors:

- Was there a significant change in the ownership structure of the firm?
- Was there turnover of key investment personnel?
- Was there a significant change in investment process?
- Did the number of clients/AUM change materially?
- Has there been a downgrade in the Investment Consultant's investment manager rating?

An investment manager is placed on “Watch” if the answer to any of the questions above is “Yes”.

Watch List Procedures

If an investment manager remains on the watch list for a period of four consecutive quarters, the Joint Investment Advisory Committee must:

- 1) State the need and rationale for the investment manager to continue to remain on the watch list
- 2) Remove the investment manager from the watch-list, indicating the rationale for confidence in the investment manager’s ability to meet its long-term objectives
- 3) Initiate a review of other suitable options for consideration as a potential replacement for the investment manager

5.06 Dismissal of an Investment Manager

Reasons for considering the termination of the services of an Investment Manager include, but are not limited to, the following factors:

- (a) Changes in the overall structure of the Master Trust such that the Investment Manager’s services are no longer required
- (b) Dissatisfaction with client servicing
- (c) Failure to adhere to this Policy or the applicable manager mandate

5.07 Voting Rights

The Province has delegated voting rights acquired through the investments held by the Master Trust and the Plans to the custodian of the securities to be exercised in accordance with the Investment Managers’ instructions. Investment Managers are expected to exercise all voting rights related to investments held by the Master Trust and the Plans in the interests of the Plans’ members. On a quarterly basis, the Investment Managers shall report their voting activities to the Committee.

The Province reserves the right to take-back voting rights of assets held in segregated portfolios for specific situations.

5.08 Valuation of Investments Not Regularly Traded

The following principles will apply for the valuation of investments that are not traded regularly:

- (a) Equities
Average of bid-and-ask prices from two major investment dealers, at least once every month.
- (b) Bonds
Same as for equities.
- (c) Promissory notes
Promissory notes are valued at book value.
- (d) Mortgages
Unless in arrears, the outstanding principal plus/minus the premium/discount resulting from the differential between face rate and the currently available rate for a mortgage of similar quality and term, determined at least once every month.
- (e) Real Estate
A certified written appraisal from a qualified independent appraiser at least every two years.
- (f) Infrastructure
A certified written appraisal from a qualified independent appraiser at least every two years or audited financial statements as applicable and available.
- (g) Pooled Funds
According to the unit value calculated at least monthly by the Investment Manager or its custodian.

5.09 Policy Review

This Policy may be reviewed and amended at any time, but it must be formally reviewed by the Province, or the Committee, at least annually.

5.10 Soft Dollar Arrangements

The Committee may request Investment Managers responsible for segregated assets to direct security trades to specific investment brokers to generate commission rebates for the Master Trust or the Plans. This activity should in no way impact the Investment Managers' investment decisions or the Investment Managers' ability to trade securities for the Master Trust or the Plans.