



CPP
INVESTMENT
BOARD

Director Compensation, Travel and Expense Policy

June 19, 2018

DIRECTOR COMPENSATION, TRAVEL AND EXPENSE POLICY

1.0	DIRECTOR COMPENSATION	1
1.1	Overview.....	1
2.0	DIRECTOR TRAVEL AND EXPENSE POLICY	1
2.1	Objective.....	1
2.2	Approach	1
2.3	Air Travel.....	1
2.4	Ground Transportation.....	2
2.5	Accommodation.....	2
2.6	Meals.....	2
2.7	Telephone.....	3
2.8	Miscellaneous.....	3
2.9	Reimbursement of Expenses.....	3
APPENDIX A	BY-LAW NO. 2	
APPENDIX B	SAMPLE EXPENSE CLAIM FORM	

1.0 DIRECTOR COMPENSATION

1.1 Overview

Subsection 10(10) of the **Act** provides as follows:

A Director is entitled to receive from the Board such remuneration and benefits as may be fixed by the by-laws, which remuneration and benefits shall be fixed having regard to the remuneration and benefits received by persons having similar responsibilities and engaged in similar activities.

On November 9, 2017, the Board approved, effective April 1, 2018, By-law No. 2, a by-law to establish the remuneration of Directors, a copy of which is attached as Appendix A.

2.0 DIRECTOR TRAVEL AND EXPENSE POLICY

2.1 Objective

The objective of this policy is to establish the procedures by which the CPP Investment Board (“CPPIB”) will reimburse reasonable travel and related expenses of Directors incurred in the course of carrying out their activities related to CPPIB.

2.2 Approach

Directors shall exercise good judgement and act prudently when incurring expenses for the account of CPPIB. The applicable provisions of the Code of Conduct shall apply.

Travel on CPPIB business should be managed in a cost effective manner while maintaining high safety and reasonable comfort and taking into account the other professional and personal demands on individual Directors.

2.3 Air Travel

- (a) Business class airfare will be reimbursed;
- (b) Directors will be eligible for reimbursement of the air fare and other transportation costs actually incurred to attend a given event or meeting which they are required to attend, but not exceeding such costs between their Canadian place of permanent

DIRECTOR COMPENSATION, TRAVEL AND EXPENSE POLICY

residence and the location of such event or meeting unless the prior written consent of the Chair (who shall notify the Chair of the Governance Committee that such consent has been granted) in respect of that event or meeting has been obtained; and

- (c) CPPIB will pay for the use of a private automobile to and from either office or home to an airport and return.

2.4 Ground Transportation

- (a) CPPIB will reimburse expenses for transportation required between airports, event or meeting locations and hotels;
- (b) Car rental at destination required primarily for the purpose of CPPIB business may also be reimbursed;
- (c) CPPIB will provide an allowance to Directors for the use of a personal vehicle for business purposes at CPPIB's approved rate which is the Canada Revenue Agency's prescribed rate as amended from time to time; and
- (d) CPPIB will reimburse parking expenses incurred while carrying out duties while on travel status, including airports, hotels or event or meeting locations.

2.5 Accommodation

- (a) Where an overnight stay is necessary, reasonable out-of-pocket accommodation expenses will be reimbursed. Directors are encouraged to stay in hotels with which CPPIB has negotiated a corporate rate; and
- (b) Reasonable valet and telephone charges will be paid by CPPIB.

2.6 Meals

- (a) CPPIB will reimburse Directors for reasonable and appropriate expenses relating to meals while travelling or engaged on CPPIB business. Itemized receipts must be provided for meal expense reimbursement.
- (b) Without receipts, meal expenses may be claimed as follows:
 - Breakfast \$10.00
 - Lunch \$15.00
 - Dinner \$20.00
 - Daily total \$45.00

2.7 Telephone

CPPIB will reimburse Directors for CPPIB business calls incurred and for reasonable personal calls incurred while traveling or engaged on CPPIB business.

2.8 Miscellaneous

- (a) Directors may be reimbursed for other reasonable expenses they incur in the course of carrying out their duties (examples: periodic conference or course attendance). Approval by the Chairperson (and the Chair of the Governance Committee in the case of the Chairperson) for significant or unusual expenses should be obtained prior to incurring them.
- (b) Directors may be reimbursed for reasonable tips and goods and services or other sales tax related to reimbursable expenses.


2.9 Reimbursement of Expenses

- (a) Expense claims should be submitted in a timely manner. A claim form is attached as Appendix B for your use;
- (b) A quarterly summary of each Director's expenses, prepared by Management, will be reviewed by the Chairperson;
- (c) An annual summary of the Chairperson's expenses, prepared by Management, will be reviewed by the Chair of the Audit Committee;
- (d) Detailed receipts (not just credit card receipts or statements) are to be attached to the claims; and
- (e) Claims must be dated and signed by the claimant.

APPENDIX A

[Amended By- Law No. 2](#)

APPENDIX B
SAMPLE EXPENSE CLAIM FORM

																							
<h3>Expense Claim Form</h3>																							
Director's Name:	_____																						
Date of Expense Report:	_____																						
Meeting(s) Attended:	_____																						
Date of Meeting(s):	_____																						
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 70%;">Expense Details ¹</th> <th style="width: 30%;">Total Expense (Cdn \$)</th> </tr> </thead> <tbody> <tr> <td>Transportation</td> <td></td> </tr> <tr> <td> Air</td> <td></td> </tr> <tr> <td> Train</td> <td></td> </tr> <tr> <td> Taxi</td> <td></td> </tr> <tr> <td> Parking</td> <td></td> </tr> <tr> <td> Mileage</td> <td>km x \$0.54/km =</td> </tr> <tr> <td>Accommodation</td> <td></td> </tr> <tr> <td>Meals</td> <td></td> </tr> <tr> <td>Miscellaneous</td> <td></td> </tr> <tr> <td colspan="2" style="text-align: right;">Total To Be Reimbursed:</td> </tr> </tbody> </table>		Expense Details ¹	Total Expense (Cdn \$)	Transportation		Air		Train		Taxi		Parking		Mileage	km x \$0.54/km =	Accommodation		Meals		Miscellaneous		Total To Be Reimbursed:	
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Total To Be Reimbursed:																							
¹ attach receipts where applicable																							
_____ Signature of Claimant	_____ Approved By																						