



## College Pension Plan Governance Policy

### Purpose and Scope

The *Pension Benefits Standards Act* and regulations (PBSA) require that the Board of Trustees of the College Pension Plan (the board and pension plan respectively) ensure that a written governance policy is established in respect of the structures and processes for overseeing, managing and administering the pension plan. The College Pension Plan Governance Policy (policy) is established to guide and inform the various stakeholders on the governance framework of the pension plan, including the board, plan partners, agents, service providers and pension plan members as those terms are used in the policy.

This policy is the only “governance policy” for the purposes of the PBSA.

Nothing in this policy is intended to be construed or to impose on the board (or on any delegate or agent of the board), a standard of care or a duty that exceeds the standard of care or duty that is applicable by law at the relevant time. Further, nothing in this policy changes the terms or effect of the Joint Trust Agreement (JTA), as defined, below, or the terms of the pension plan. In the event of a conflict, the terms of the JTA or pension plan (as applicable) will prevail.

### Governance Framework

The *Public Sector Pension Plans Act* (PSPPA) establishes the ability for the plan partners to enter into a joint management agreement that provides, amongst other things, for:

- The joint management of the pension plan and the pension fund
- The establishment of who will manage the joint management agreement
- The composition of the board, the appointment process and the powers, duties and functions of the board
- The method for amending the pension plan by agreement of the plan partners

The joint trust framework for the pension plan was initially set out in the PSPPA, and was effective on April 1, 2000. Subsequently, the plan partners entered into a joint management agreement called the [College Pension Plan Joint Trust Agreement](#) (JTA), effective on June 22, 2012.

The plan partners for the pension plan are the Government of British Columbia and the Post-Secondary Employers’ Association (plan employer partners) and the Federation of Post-Secondary Educators of BC and the BC Government and Service Employees’ Union (plan member partners). The plan partners appoint the trustees to the board in the manner set out in the JTA.

The JTA states that the board is responsible for the administration of the pension plan and the management of the pension fund. The JTA confers on the board all the powers necessary to administer the pension plan and manage the pension fund, in accordance with applicable federal and provincial statutes, the JTA and the pension plan rules.

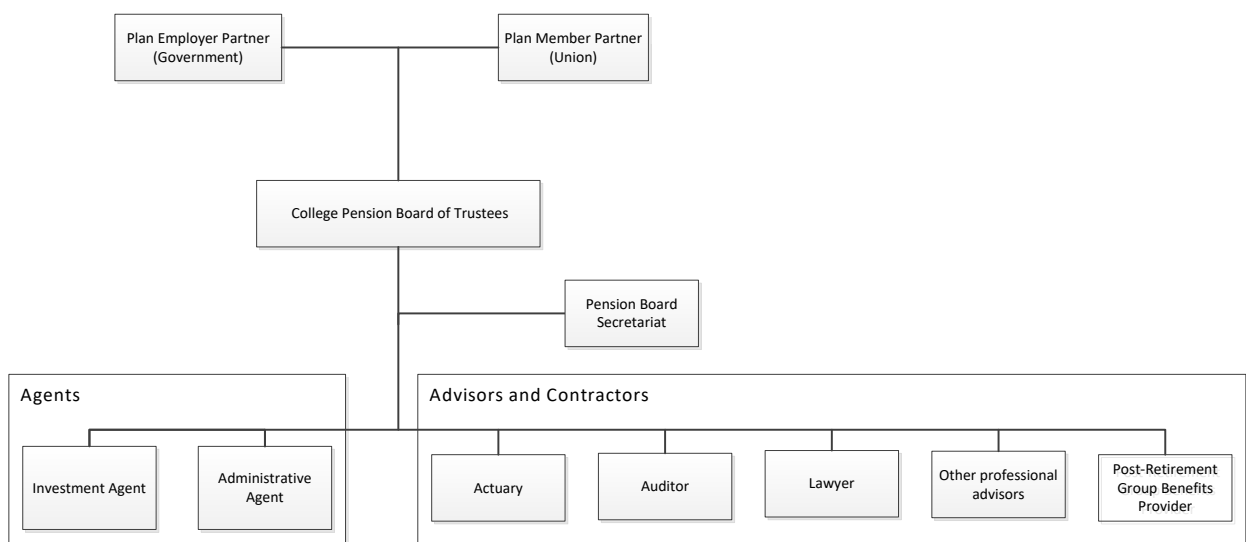
The PSPPA establishes two agencies which provide services to the board:

1. the BC Pension Corporation (Pension Corporation or plan administrative agent), which must provide the pension plan administration services required to deliver pension benefits to plan members, and
2. the BC Investment Management Corporation (BCI or plan investment agent) which may provide investment management services including the making of investments and loans and any additional services as may be agreed, for funds placed with BCI.

As contemplated by the JTA, the board:

- monitors the performance of the Pension Corporation and BCI or any other fund manager with which the board has placed all or some of the pension fund;
- ensures that the pension fund is invested in the best financial interests of plan members;
- directs the plan administrative agent in the application of the plan rules;
- adopts annual budgets for plan administration and investment activities;
- prepares an annual report including audited financial statements, on the pension plan and the pension fund;
- obtains an actuarial valuation on the pension plan at least every three years;
- retains professional, technical and other advisors the board feels necessary for the purpose of assisting the board with the administration of the pension plan and management of the pension fund;
- provides for the financial administration of the pension plan; and
- establishes committees of the board, and determines the composition, mandate, duties and responsibilities of those committees.

The following graphic illustrates the governance framework for the pension plan:



## **Purpose of the Governance Framework**

The JTA states its purpose as “to provide for the prudent management of the pension plan and the pension fund in a framework where the plan members and employers share the responsibility of plan governance and share the risks and rewards of plan sponsorship.”

The governance structures described in this policy also help ensure accountability of decision makers and help ensure that decisions are made by the person or entity with the most appropriate knowledge or skill.

## **Governance Framework Participants and Responsibilities**

**Plan Partners:** are the signatories to the JTA and are the only ones who may make amendments to the JTA. The plan partners are responsible for appointing the trustees to the board, and have the authority to remove a trustee they appointed. The partners may direct the board to amend the plan rules, having first received and considered advice from the board on the cost and administrative impact of the proposed amendment and provided the board can make the amendment given the terms of the JTA. The plan partners may terminate the JTA or the pension plan, in whole or in part at any time, but only after first receiving a recommendation from the board to do so.

**Board of Trustees:** is the administrator of the pension plan. As permitted by the JTA the board may:

- pass resolutions it considers necessary or advisable to administer the pension plan and the pension fund;
- exercise its duties and functions;
- make and/or change the pension plan rules;
- make recommendations to the plan partners about amending the JTA; and
- take other actions as described in the JTA.

The board must make amendments to ensure that the pension plan complies with the applicable law.

The board is responsible for having an actuarial valuation report conducted on the pension plan at least every three years and will respond to the report as required by law and the terms of the JTA. If the valuation report indicates that the pension plan has surplus assets, the board may apply the surplus assets in a manner consistent with the JTA and the board’s funding policy and in accordance with applicable law.

The board is responsible for appointing trustees to act as directors of the management boards of the Pension Corporation and BCI, and for rescinding those appointments.

The board is accountable to the pension plan members and any other party to whom a fiduciary duty is owed, as set out in the PBSA.

**Pension Corporation:** as an agent of the board, the Pension Corporation provides pension plan administration services as set out in the service agreement between the board and the Pension Corporation (service agreement).

The Pension Corporation must adhere to the standards set out in the service agreement.

The Pension Corporation is accountable to the board for the conduct and completion of the delegated activities and must report on that accountability as required by the board.

**BCI:** as an agent of the board, BCI provides investment management services as set out in the Funds Investment and Management Agreement (FIMA).

As described in the FIMA, BCI must invest funds in a manner consistent with the board's policies and relevant legislation.

BCI is accountable to the board for the conduct and completion of the delegated activities and must report on that accountability as required by the board.

### **Performance Measuring and Monitoring**

**Plan Partners:** The plan partners have a unique role in the governance framework of the pension plan and, therefore, there are no applicable performance measures.

**Board of Trustees:** The board conducts, at intervals chosen by the board, an assessment which reviews the board's practices in fulfilling its governance responsibilities. The assessment examines the board's responsibilities and accountabilities with respect to the pension plan and pension fund including legislative compliance, plan funding, asset management, benefit administration and communication. The board's processes also include trustee assessment, chair and vice chair assessments, and board committee assessments.

As permitted by the JTA, the board establishes committees which may, in accordance with their respective mandates as set out by the board from time to time, assist the board in its oversight and monitoring of the board's agents and service providers through reports and recommendations to the board.

**Pension Corporation:** The service agreement between the board and the Pension Corporation includes a service delivery plan which sets out the performance measures for administration services. The Pension Corporation reports to the board on its achievements against the service standards at regular intervals. The Pension Corporation may provide, from time to time, an independent benchmarking report in which its administration costs and service complexity are compared to those of Canadian and international peers.

**BCI:** The board's [Statement of Investment Policies and Procedures](#) sets out the investment performance objectives and required reporting and other criteria which are used by the board to review and evaluate the investment results of the pension fund. BCI reports to the board on its achievements against the

performance objectives at regular intervals. In addition, BCI provides, on an annual basis, an attribution analysis which summarizes whether the organization added value due to its tactical asset mix decisions and security selection. BCI may provide, from time to time, an independent benchmarking report in which its management fees are compared to those of Canadian peers.

### **Access to Relevant Information**

The board receives regular reports from the Pension Corporation as described in the service agreement and service delivery plan, and from BCI as described in the FIMA and the Statement of Investment Policies and Procedures.

Reporting from the Pension Corporation includes, but is not limited to, reports on legal and legislative compliance, plan rules compliance, write-offs and settlements, service dashboards and administrative service costs. Reporting from BCI includes, but is not limited to, reports on net cash flows, fund values, investment returns, investment strategy, economic analysis, changes in key personnel, compliance certificates and investment management fees.

The board also receives briefing notes and reports from its committees and executive support staff on various issues regarding board-related business, for the board's decision or information.

When urgent issues arise between reporting periods, the board is contacted by the Pension Board Secretariat and takes appropriate action.

The Pension Board Secretariat produces and distributes a number of documents, as described in the Pension Board Secretariat Service Standards, summarizing decisions of the board and requests of the board to the agents and service providers. The board-approved meeting minutes are the official record of the board's decisions and proceedings. Meeting minutes are distributed to the board's agents as is appropriate in the quarter following the subject meeting. Information about the board's decisions is also provided to the plan partners.

For the purposes of transparency to the pension plan members and others, an array of documents about the pension plan is posted on the [pension plan website](#).

### **Code of Conduct and Conflict of Interest Policy**

The board has a [Code of Conduct Policy](#), including conflict of interest provisions, that outlines the primary duties of the trustees and the rules and procedures for addressing conflicts or potential conflicts of interest. The terms of the Code of Conduct Policy will prevail but by way of summary, each trustee must:

- in the administration of the pension plan, exercise the degree of care that a person of ordinary prudence would exercise in dealing with the property of another person;
- in respect of the investment of the plan fund, invest the assets in a manner that a reasonable and prudent person would apply in respect of the assets of a pension fund;

- act on behalf of the pension plan beneficiaries and must act in the beneficiaries' best interests; and
- not knowingly permit their personal interests or interests from their roles with other organizations to conflict or appear to conflict with their duties and powers with respect to the management of the pension plan and the pension fund.

Trustees must review and reaffirm their commitment to and compliance with the board's operational policies and the [Code of Conduct Policy](#) annually.

### **Trustee Knowledge, Skills and Ongoing Development**

The board is comprised of trustees with varied backgrounds and experiences which broadly reflect the membership of the pension plan itself.

Trustees are encouraged to develop the knowledge and skills required to properly fulfill their responsibilities and do so in accordance with procedural documents adopted by the board from time to time.

The board participates in an Interplan Trustee Education Committee (ITEC) with the Municipal, Public Service and Teachers' boards. The mandate of the ITEC is to develop the knowledge and skills of the trustees, to work together on common educational issues and to provide information to trustees on trends in benefits, pensions, investments, etc., in a variety of jurisdictions.

### **Risk Management**

The board, on a periodic cycle, completes a comprehensive risk management review with its agents and service providers, to understand material risks to the board, risk exposure, mitigation and action required. The board has identified the following major risk categories:

- Investment risk: the risk that changes in the market will negatively affect the return on the investment of the pension plan's assets.
- Valuation risk (to the extent that it arises given the nature of the benefits provided through the pension plan): the risk that the methods and assumptions used to estimate the relevant portion of the pension plan's assets and liabilities will result in values that differ from actual experience.
- Operational risk: the risk that deficiencies or breakdowns in internal controls or processes, human errors or fraud will negatively affect pension plan administration.
- Legal and regulatory risk: the risk that the pension plan will not be administered in accordance with the applicable law.

For the risks that are in the purview of the board's agents or service providers, the board receives reports on the risk mitigation measures implemented by the agents and service providers.

**Dispute Resolution for Those Entitled to Benefits under the Plan**

If a member of the pension plan, or any other person or organization is directly affected by a decision of the Pension Corporation about the application of the pension plan rules, the member is encouraged to try and resolve the dispute with the Pension Corporation. If such resolution is not achieved, the individual may appeal to the board in accordance with the process adopted by the board from time to time. Any such review process is established in accordance with the JTA and the pension plan rules.

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