



**Government of
Saskatchewan**

Saskatchewan Teachers' Superannuation Commission

GOVERNANCE MANUAL

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Section 1. Definitions

1.01 For the purposes of this manual, the following expressions shall have the meanings assigned to them in this section:

“Commission” or “TSC” means the Saskatchewan Teachers’ Superannuation Commission.

“Dental Plan” means the dental plan that is provided in accordance with *The Teachers’ Dental Plan Act*.

“Disability Benefits Plan” or “TSD” means the Teachers’ Disability Benefits Plan.

“Group Life Plan” means the group life insurance plan that is provided in accordance with *The Teachers’ Life Insurance (Government Contributory) Act*.

“IP&OS” means the Investment Policy & Objective Statement that outlines the TSC’s policies, risk and return objectives, asset mix, and performance objectives to the investment manager(s) for the Teachers’ Superannuation Fund and Teachers’ Voluntary Fund.

“Legislation” means collectively *The Teachers Superannuation and Disability Benefits Act*, *The Teachers’ Life Insurance (Government Contributory) Act*, and *The Teachers’ Dental Plan Act* and the regulations made to those Acts.

“Plans” means collectively the Saskatchewan Teachers’ Superannuation Plan, Disability Benefits Plan, Group Life Plan and Dental Plan.

“Plan Year” means the 12-month period ending on June 30.

“Province” means the Provincial Government of Saskatchewan.

“TSF” means the Saskatchewan Teachers’ Superannuation Fund.

“TSP” means the Saskatchewan Teachers’ Superannuation Plan comprising the TSF and the Teachers’ Voluntary Fund.

“TVF” means the Saskatchewan Teachers’ Voluntary Fund.

1.02 This manual provides general information only. In case of a discrepancy in interpretation, the applicable benefit plan text, the provincial teachers’ collective agreement and/or Legislation is the final authority.

Section 2. Overview

2.01 Purpose of the Governance Manual

This governance manual sets out the governance process to be followed by the Saskatchewan Teachers' Superannuation Commission in the delivery of the Saskatchewan Teachers' Superannuation Plan, the Saskatchewan Teachers' Disability Benefits Plan, the Group Life Insurance Plan and the Dental Plan in accordance with the provisions of the various Acts and Regulations thereto: *The Teachers Superannuation and Disability Benefits Act*, *The Teachers' Life Insurance (Government Contributory) Act*, and *The Teachers' Dental Plan Act*.

A seven member Commission whose responsibilities and composition are set out in the Legislation and summarized in this manual oversees the administration of the TSP, Disability Benefits Plan, Group Life Insurance Plan and Dental Plan.

2.02 Background of the Pension Plan

The TSP came into effect in 1930. In 1974, the TSP was formalized as a negotiable matter. The TSP has been closed to the enrolment of new members since 1980. The membership of the TSP is comprised of teachers who began teaching in Saskatchewan prior to July 1, 1980 and did not elect prior to July 1, 1991 to transfer to the Teachers' Annuity Plan [now the Saskatchewan Teachers Retirement Plan (STRP) for which administration has been transferred to the Saskatchewan Teachers' Federation (STF)].

Subject to eligibility conditions, the TSP provides a defined-benefit or, subject to certain conditions, a lump sum equivalent value to plan members upon retirement or termination of plan membership or to plan members' survivors upon the member's pre- or post-retirement death.

Pensions in payment are subject to annual cost-of-living changes of 80% of the annual increase in the Consumer Price Index.

Members are required to contribute 6.05% of the portion of their earnings that are covered by the Canada Pension Plan and 7.85% of their earnings that are not covered by the Canada Pension Plan. Teacher contributions are matched by the Province in the case of employees of Boards of Education and by the employer in the case of all other plan members.

The Province is required by the Legislation to contribute such amounts as may be required to ensure the payment of pensions and other benefits.

The costs of administering the TSP are borne by the Province. The Commission produces an annual report with financial statements for the TSP.

2.03 Background to the Disability Benefits Plan

The Disability Benefits Plan is available to the same group of plan members as the TSP, that is, teachers who began teaching in Saskatchewan prior to July 1, 1980 and who did not transfer to the Teachers' Annuity Plan by July 1, 1991.

Federal Legislation changes in 1991 indicated that disability benefits could no longer flow through the TSP.

The disability benefit is calculated pursuant to the same formula as the pension benefit, but without early retirement reduction. Teachers who are partially disabled and teaching on a part-time basis are entitled to benefits in proportion to the non-teaching time. Disability benefits cease at age 65. Following age 65, disability recipients convert to a superannuation allowance calculated under the provisions of the TSP.

The Disability Benefits Plan is funded on a "pay-as-you-go" basis by the Province. The Commission produces an annual report with a financial overview which is tabled with the Legislative Assembly.

2.04 Background to the Group Life Plan

The Group Life Plan is a negotiable item and thus any amendments to it occur only as the result of a Provincial Collective Bargaining Agreement. The plan became effective September 1, 1960. It provides coverage for all active teachers; superannuated teachers who chose to maintain their insurance coverage after retirement; teachers who are absent for certain specified reasons and certain other employees of Boards of Education.

The insurance coverage includes term life and accidental death and dismemberment benefits.

The Minister of Education is responsible for payment of 50% of the premium required to provide each teacher the coverage set out in the Provincial Collective Bargaining Agreement. Superannuated teachers, secretaries, treasurers, secretary-treasurers and superintendents of administration are responsible for 100% of the premiums required. The Commission produces an annual report with financial statements which is tabled with the Legislative Assembly.

2.05 Background to the Dental Plan

A dental plan came into effect in accordance with the 1985-86 Provincial Collective Bargaining Agreement. Coverage is provided in accordance with *The Education Act (1995)* for all teachers employed on an indefinite contract, a replacement contract or a temporary contract of employment requiring 20 consecutive teaching occurrences, for certain other teachers and dependents and for secretary-treasurers.

The Dental Plan covers preventive, routine and major dental services. The plan reimburses teachers a percentage of the eligible dental charges issued in the Saskatchewan fee schedules.

The Minister of Education is responsible for all of the costs associated with the dental plan. The Commission produces an annual report with financial statements which is tabled with the Legislative Assembly.

Section 3. Governance Structure

3.01 Governance Structure

This Section describes the governance structure for the Plans. The governance structure is depicted in [Appendix H](#).

3.02 The Legislation

The Plans are subject to provisions prescribed by the Legislation. Thus, these provisions are ultimately the responsibility of the Province. Changes to the Plans are first negotiated and included in the Provincial Collective Bargaining Agreement between the Government of Saskatchewan and the Boards of Education, on the one hand, and the Teachers of Saskatchewan on the other. Subsequently, the Legislation is amended, if required, to reflect the collectively bargained agreement.

The roles and responsibilities of the Minister of Education, the Minister of Finance and the Commission are set out in the legislation.

3.03 The Minister of Education

The Minister of Education is the Minister in charge of the administration of the Plans. The Minister has a number of responsibilities in this capacity, including being responsible for:

- the Legislation;
- the administration of the Plans through the Teachers' Superannuation Commission;
- nominating persons for appointment to the Teachers' Superannuation Commission;
- making and implementing funding decisions in order to pay the balance of the cost of allowances that cannot be paid from plan assets; and
- paying 50% of the premium required to provide the Group Life Plan and paying 100% of the cost of the Dental Plan benefits.

3.04 The Minister of Finance

The Minister of Finance is responsible for:

- holding the Teachers' Superannuation Fund and Voluntary Contribution Fund in trust; and
- entering into an underwriting contract respecting the Group Life Insurance Plan and Dental Plan, subject to the authorization of the Lieutenant Governor in Council and the approval of the STF.

The Minister of Finance has delegated to the Teachers' Superannuation Commission certain functions associated with the Teachers' Superannuation Fund and Voluntary Contribution Fund. These delegated functions include the establishment of the investment policy and the investment, disposition and management of the assets of the Teachers' Superannuation Fund and Voluntary Contribution Fund. The Minister of Finance's delegation is attached as [Appendix K](#).

3.05 The Commission

The Commission has a mandate set out in the Legislation to manage and direct the affairs of the Plans. The roles and responsibilities of the Commission are set out in Section 5.

3.06 Terms of Reference

The roles and responsibilities of the various parties who have responsibilities in respect of the Plans are set out in terms of reference that have been adopted and approved by the Commission. These terms of reference are reflected in this governance manual.

Section 4. Commission Membership and Meetings

4.01 Appointment of Members

The Commission consists of seven persons who are appointed by the Lieutenant Governor in Council pursuant to Legislation; three members are nominated by the Executive of the STF, three are nominated by the Minister of Education and the seventh member is the Chairperson.

Each member's appointment is for five years, but remains in effect until a successor is appointed. When a vacancy occurs at any time in the membership of the Commission it may be filled, by the Lieutenant Governor in Council, subject to the nomination process referred to in this section.

The current members are listed in [Appendix B](#).

4.02 Chairperson

The Lieutenant Governor in Council appoints a Chairperson nominated by the other six Commission members. The Commission elects another member as Vice-Chairperson. If the Chairperson is absent from a meeting, the Vice-Chairperson performs the duties and exercises the powers of the Chairperson.

If both the Chairperson and Vice-Chairperson are absent, the remaining members of the Commission select a Chairperson for the meeting.

The Chairperson presiding at any meeting has a vote in all matters considered by the Commission.

4.03 Frequency of Meetings

Meetings may be called at any time, but shall be held at least quarterly. Meetings may be held at the call of the Chairperson, or by any two members of the Commission.

4.04 Notice

Reasonable notice, preferably seven days before the meeting, shall be given in writing by electronic mail or by facsimile communication to each member of the Commission and associated material shall be sent to each member preferably at least seven days prior to each meeting. Refer to Appendix C for approved submission standards.

A member may in any manner waive notice of a meeting. Attendance of a member at a meeting is a waiver of notice of the meeting except where a member attends for the express purpose of objecting to the transaction of business on the grounds that the meeting is not lawfully called.

4.05 Quorum

A quorum for the meeting shall be four of the members of the Commission, present either in person or by telephone or other telecommunication device that permits all members to participate in the meeting.

4.06 Voting

When matters require a vote of members, a simple majority of members voting shall be sufficient to decide the matters. In the event of a tie vote, the proposition put will be deemed to be lost.

4.07 Procedures

Subject to the requirements of this governance manual, the Commission may establish its own rules and procedures for its meetings. Refer to Appendix C: Submission Standards for Commission Meetings.

4.08 Secretary

The Executive Director, or designate, shall perform the role of Secretary to the Commission.

4.09 Minutes

The Secretary shall record an outline of material issues addressed by the Commission, and all recommendations, decisions and directives of the Commission, in the minutes of the meeting. The minutes of the meeting will be prepared and distributed in accordance with the submission standards in Appendix C and signed by the Commissioners who were present at the meeting to which the minutes relate and the Secretary to the Commission.

4.10 Attendance of Non-Members

The Commission shall at all times have the right to determine which non-Commission people shall or shall not be present at any of the meetings and shall determine any conditions that apply to attendance. The Commission shall require a member designate who attends meeting(s) prior to their approval through an Order in Council, be bound by the codes and ethics, confidentiality agreement and conflict of interest agreement, of all Commission members.

When the Commission determines it is desirable to have the attendance and participation of an “observer”, the Commission may allow such person to attend and participate in a non-voting capacity provided the person makes such undertakings as required by the Commission.

4.11 Committees

The Commission may appoint any special committees that it considers necessary for the efficient conduct of the affairs and business of the Plans and may prescribe the duties and accountabilities of any committee it appoints.

Section 5. Commission Roles and Responsibilities

5.01 Adherence to Legislation

The Commission must administer the Plans in compliance with the Legislation and the *Income Tax Act (Canada)* and *Income Tax Regulations*.

5.02 Commission’s Mission

The Commission’s mission is to provide pensions and benefits for plan members through prudent stewardship of assets and liabilities and effective plan administration in accordance with current legislation.

5.03 Interpretation

The Commission will interpret or will obtain interpretations of the provisions of the Plans where required to ensure compliance in the administration or operation of the Plans including all matters affecting the eligibility of any person to be a member of or to receive benefits from the Plans.

5.04 Disability Benefit Applications

The Commission shall establish procedures for the review and approval of all applications for disability benefits. Refer to Appendix D for details of eligibility.

5.05 Investment Policy

The Minister of Finance has delegated responsibilities for investing the TSP assets to the Commission. The Commission strives to meet best practices by establishing and implementing an Investment Policy & Objectives Statement (the "IP&OS") that is suitable to the TSP's characteristics and meets the requirements of both applicable and guiding legislation. The Commission must:

- i) establish an appropriate investment mix for the TSP's assets; and
- ii) establish an investment manager structure and strategy as the means to implement the IP&OS that specifies the number of managers and the rebalancing of the asset mix.

The Commission must review the IP&OS at least annually.

5.06 Monitoring Investments

The Commission must carry out the responsibilities and duties set out in the IP&OS including ensuring the appropriate monitoring of the performance of the plan investments. The Commission shall meet with the Investment Consultant and Investment Manager(s) at such intervals as are required by the IP&OS or more frequently if necessary to assess each Investment Manager's suitability within the overall investment structure, and to monitor the Investment Managers' compliance with the IP&OS.

The Commission shall as appropriate replace Investment Managers or appoint additional Investment Managers.

5.07 Awareness and Understanding

The Commission is responsible in partnership with the Plans' stakeholders to promote awareness and understanding of the Plans. The Commission will strive to ensure that a suitable Communication Plan is in place and will strive to assess the effectiveness of the plan and its components on a regular basis.

5.08 Human Resources

The Commission is responsible for the overall governance and administration of the TSC. *The Teachers Superannuation and Disability Benefits Act and Regulations* establishes the Chairperson as the permanent head of the TSC. The Commission is responsible to the Minister of Education and is considered the employer with respect to employees at the TSC, not the Government of Saskatchewan.

As the employer, the Commission is responsible for human resource functions which include hiring staff and employee performance management, where the Commission Chairperson has the final authority relating to human resource matters as the permanent head. The Commission has the responsibility to hire staff, but also must adhere to the budget allocation appropriated by the Legislature for its operations.

5.09 Monitoring the Administration

The Commission delegates the responsibilities for the daily operations of the TSC to its Executive Director. Through reports prepared by and received from the Executive Director, the Commission shall monitor the activities of the Commission's administrative staff in order to assess the general effectiveness of the Plans' administration.

5.10 Management

The Commission must ensure all administrative and business processes with respect to the Plans are managed in accordance with this governance manual and the Legislation.

5.11 Reporting

The Commission shall prepare and present a report annually to the Minister of Education on the financial position, investment performance and operations of the Plans and will be tabled with the Legislative Assembly in accordance with *The Executive Government Administration Act* where applicable.

- The annual report of the Teachers' Superannuation Plan will include:
 - a financial overview, including financial statements;
 - changes in assets and investment performance;
 - information on plan membership and contributions;
 - significant events and initiatives undertaken by the Commission in the year;
 - a description and update on plan governance;
 - an explanation of the investment strategy and results of the TSP;
 - the actuarial position of the TSP; and
 - such other matters as required by legislation or considered appropriate by the Commission.
- Annual Report for the Teachers' Superannuation Commission must be tabled with the Legislative Assembly by October 28th.
- The annual report of the Teachers' Disability Benefit Plan will include:
 - a financial overview;
 - significant events and initiatives undertaken by the Commission in the year;
 - a description of the plan;
 - the actuarial position of the disability plan; and
 - such other matters as required by legislation or considered appropriate by the Commission.
- Annual Report for the Teachers' Superannuation Commission must be tabled with the Legislative Assembly by October 28th.
- The annual report of the Teachers' Group Insurance Benefit Plan will include:
 - a financial overview including financial statements;
 - information on plan membership and contributions;
 - significant events and initiatives undertaken by the Commission in the year;
 - a description of the plan and plan claim experience; and

- such other matters as required by legislation or considered appropriate by the Commission.
- Annual Report for The Teachers' Group Life Insurance Plan must be tabled with the Legislative Assembly by December 29th.
- The annual report of the Teachers' Dental Plan will include:
 - a financial overview including financial statements;
 - information on plan membership and contributions;
 - significant events and initiatives undertaken by the Commission in the year;
 - a description of the plan; and
 - such other matters as required by legislation or considered appropriate by the Commission.
- Annual Report for the Teachers' Superannuation Commission must be tabled with the Legislative Assembly by October 28th.

5.12 Strategic Planning

To discharge its responsibilities as outlined in this governance manual, the Commission will:

- periodically review and adopt long-term objectives and directions and monitor performance against these objectives and directions;
- review and complete the Plan Activity Chart;
- where practical, provide for the establishment of performance measures to be used in monitoring the performance of parties who have decision-making powers with respect to the Plans and evaluate these parties against the performance measures; and
- ensure that it has accurately identified the resources needed to pursue strategies and objectives.

5.13 Risk Management

Within its sphere of responsibility, the Commission is responsible for identifying and managing the risks that could adversely affect the operation of the Plans and the provision of the benefits provided by the Plans. Periodically the Commission will update a risk management plan that identifies and describes:

- principal risks and categorizes them by impact and probability;
- monitoring processes designed to provide early warning of rising risks;
- the strategies employed to avoid or manage risks; and
- tools or processes to be developed in the coming year.

5.14 Communication Plan

The Commission acknowledges and accepts the responsibility to communicate effectively with members and stakeholders. This responsibility flows from the importance of providing high quality service to plan members, commitment to good governance and the need for good relationships with stakeholders.

The purpose of the Communication Plan is to effectively use communications as a tool for the Commission to deliver its key messages to target audiences. The plan considers utilizing

communication vehicles regularly employed by the Commission as well as identifies major initiatives for the short and long term. The Communication Plan is aligned with the overall Strategic Plan of the STSC and this Governance Manual.

5.15 Other Duties

The Commission shall carry out such other tasks relating to the Plans as it considers appropriate in relation to its mandate.

Section 6. Duties and Obligations

6.01 Plan Administration

The Commission shall use its best efforts to ensure the Plans are administered in accordance with all applicable legislation and prevailing industry standards.

6.02 Duty of Care

The Commission and each of its members shall carry out its duties and responsibilities with respect to the Plans honestly, in good faith and in the best interests of the members of the Plans and any other person to whom a fiduciary duty is owed. Furthermore, the Commission and each of its members shall act with the care, diligence and skill that a person of ordinary prudence would exercise in dealing with the property of another person. Each Commission member shall use all relevant knowledge and skill that the member possesses or, by reason of the member's profession, business or calling, ought to possess.

6.03 Appointment of Agents or Advisors

The Commission may delegate certain of its duties and responsibilities to another person or persons or employ such qualified agents or advisors from time to time as it deems necessary in order to carry out its duties in a prudent manner. The Commission must follow appropriate due diligence criteria in selecting agents and advisors to determine if they are suitably qualified. The criteria used to select agents and advisors should include confirmation that the agent or advisor:

- is suitably qualified and experienced;
- has no conflicts of interest;
- has adequate resources to deliver the required services;
- is adequately insured to cover potential liabilities; and
- provides reasonably cost-effective services.

Currently, the Commission has delegated certain duties and responsibilities to the agents and advisors listed in [Appendix E: Agents and Advisors](#).

6.04 Competitive Selection Process

The Commission shall adhere to the relevant requirements of *The Purchasing Act, 2004* and The Financial Administration Manual. To the greatest extent practical the Commission shall select and appoint agents and advisors through a competitive selection process.

The process of selecting agents and advisors shall normally include the following steps:

- identification of a reasonable number of candidates who satisfy the selection criteria;
- a request for submissions from the qualified candidates;
- assessment of all candidates against pre-established criteria; and
- checking of references.

The Commission may choose to make an appointment without competition in accordance with the Government of Saskatchewan's Financial Administration Manual, where the dollar amount of the engagement, the degree of urgency or the specialization of the services required warrants such an appointment.

At such intervals as the Commission considers appropriate, the Commission shall review the appointment of each agent and advisor appointed for the Plans. The criteria for such review shall include as applicable performance in relation to terms of reference and engagement objectives, cost competitiveness, the availability of alternatives and developments in the industry.

6.05 Documentation of Appointment or Delegation to Agents or Advisors

Any appointment of agents/advisors or delegation of duties and responsibilities shall be documented in writing by way of the Commission's minutes, an appointment letter or service contract. The type of documentation used shall be appropriate to the significance of the appointment and shall be determined by the Commission in accordance with the Financial Administration Manual at the time the appointment is made. Where the Commission enters into a service contract, the contract should include:

- period of engagement;
- process of renewal/termination of the engagement;
- confidentiality/ownership of information;
- required insurance coverage (if applicable);
- services to be performed;
- process for authorization of services; and
- basis of compensation for services.

6.06 Reporting on Agents or Advisors

The Commission shall evaluate the performance of each agent or advisor in relation to the terms of their engagement at least annually. The assessment checklist in [Appendix I-2](#) will be used to complete the review and will include comments that support how the agent/advisor met the criteria used for the evaluation. Each agent or advisor will receive a copy of the evaluation and the Executive Director shall obtain a signed copy acknowledging receipt of the assessment. The Commission may obtain independent advice, where required, to evaluate the agent or advisor's performance.

The evaluation of the Office of the Provincial Auditor shall be performed biennially using the Auditor's Post-audit Questionnaire that accompanies the annual Audit Planning Memorandum.

At least every three years, the Executive Director shall provide the Commission documentation from each agent or advisor that confirms that:

- the agent or advisor adhere to a certain code of conduct;
- the firm has a disaster recovery plan; and
- the firm has a business continuity plan.

Section 7. Commission Development and Effectiveness

7.01 Governance Principles

The Commission believes it functions more effectively when its members demonstrate the following principles.

- Integrity and Accountability
 - pursue high ethical standards in all activities;
 - be willing to act and be accountable for decisions;
 - act in the best interests of plan members and beneficiaries, subject to the limitations of the Legislation; and
 - exercise the care, skill and diligence of a prudent person in carrying out all duties.
- Informed Judgment
 - acquire requisite knowledge of pension and benefit matters;
 - understand and question the assumptions upon which professional advice and strategic and operational plans are based; and
 - form independent judgments regarding advice or plans.
- Financial Literacy
 - be financially literate;
 - understand actuarial advice and reports; and
 - understand relevant terminology for the evaluation of the pension fund's performance.
- Mature Confidence
 - value team performance over individual performance;
 - respect and be open to others; and
 - encourage honest discussion of difficult issues.
- Individual Development
 - participate in appropriate educational and developmental initiatives.

7.02 Orientation of New Members

To support Commission members in becoming familiar with their responsibilities as members, the Executive Director shall ensure each new member is provided, prior to the member's first meeting of the Commission, the following materials:

- this governance manual;
- the most recent annual report on the Plans;
- the Legislation;
- the IP&OS;
- new member sign a Conflict of Interest and Confidentially Agreement (as attached in [Appendix J](#)) before receiving meeting minutes and attend a Commission meeting; and
- the minutes of the Commission meetings held in the last twelve months.

The new member or member designate shall acknowledge in writing receipt of this orientation package.

The member designate will sign the Commission Confidentiality and Conflict of Interest Agreement prior to receiving Commission documentation and minutes. Refer to [Appendix J](#) for the confidentiality and conflict of interest agreement.

The chairperson or delegate shall meet with the member designate to discuss any questions that the member may have after reviewing the package.

7.03 Ongoing Development

Commission members are expected to commit appropriate time and energy to maintaining or upgrading their knowledge and familiarity with pension plan management, stewardship of assets, investment policies and parameters, legislative and other legal obligations and fiduciary responsibilities of plan trustees. As part of its annual self-assessment, Commission members track and disclose professional development courses they attend outside of the Commission for the purposes of documenting effective governance towards professional development. A professional development tracking document is distributed to Commission members to complete semi-annually and returned to the Executive Director.

The Commission will regularly review and update a list of courses and conferences that it believes may be of value to some Commission members. The current list is attached as [Appendix G](#). Each member may be reimbursed for appropriate fees and expenses for training and development in accordance with an annual training and development budget.

7.04 Effectiveness and Continuous Improvement

The Commission recognizes that an ongoing improvement mechanism is helpful in providing feedback and assessing whether objectives are being met. The Commission is therefore committed to an annual review of the effectiveness of the Commission as a governance body.

The Commission adopted the Canadian Association of Pension Supervisory Authorities (CAPSA) questionnaire as contained in [Appendix I-1](#) as the guide for this review. The Executive Director will complete the CAPSA governance questionnaire. The information compiled by Administration will assist the Commission in assessing how the Commission successfully follows effective governance principles and where gaps may exist.

Section 8. Plan Administrator: Roles and Responsibilities

8.01 Plans' Administrator

The role of the Plans' Administrator is performed by the staff of the Commission.

8.02 Accounting and Financial Reporting

The Commission's management and staff will provide accounting and financial reporting services for the Plans, including:

- monitor the activities of the Investment Managers and of the Plans on a regular basis;
- monitor market developments;
- report financial results to the Commission on a quarterly basis;
- provide reports to the Commission on the management of the Plans; and
- propose changes to the Commission's policies and strategies.

On a quarterly and annual basis, financial statements will be prepared using generally accepted accounting principles (GAAP) for:

- the Teachers Superannuation Plan; Interest on teacher and government contributions will only be applied on the annual financial statements and the drawdown will only be calculated annually;
- the Teachers' Voluntary Contributions Fund;
- the Teachers' Disability Benefits Plan;
- the Teachers' Group Life Insurance Plan; and
- the Teachers' Dental Plan.

On a quarterly basis, TSC financial reports will be prepared and will include:

- cashflow analysis for Minister of Finance contributions to the TSP;
- funding forecasts for the superannuation, disability, dental and group life insurance plans;
- TSC operating budget which will include actual and forecast expenditures; and
- training days equivalent for the TSC staff.

8.03 Document Retention

The Commission shall establish and regularly review its document retention policy, including the following:

- specification of the types of documents to be retained;
- the length of time various categories of documents are to be retained; and
- authorization to access the various categories of documents.

The Commission shall ensure it complies with the relevant provisions of *The Archives Act and Public Records Management* and *The Freedom of Information and Protection of Privacy Act*.

8.04 Pension Administration Services

The TSC staff will fulfill the regular duties of an administrative service provider, and will deliver the day-to-day administration services, including:

- maintain personal data records of the information necessary to properly determine and administer the benefits under the TSP;
- receive notices of termination, retirement or death and provide the necessary information regarding the member's benefit options;
- receive members' elections regarding their benefit options;
- process the members' options and execute payments;
- prepare and distribute member communication and education materials;
- reconcile financial and membership data at least annually;
- apply the rate of return to be credited to member contribution account balances;
- respond, as is reasonable, to members' requests for information;
- prepare and file annual information returns as required by regulatory authorities;
- make the Investment Managers aware of events that could have a material impact on cash-flow; and
- make the Plan Actuary aware of events that could have a material impact on the TSP's financial position.

8.05 Disability Benefits Administration Services

The TSC staff will fulfill the duties of an administrative provider, and will deliver administration services for the disability benefits including:

- preparation for eligibility for new disability applications as described in [Appendix D-1](#);
- process disability reviews as described in [Appendix D-2](#); and
- execute disability recipients' payments.

8.06 Dental Plan Administration Services

An insurance company has been contracted to pay the benefits provided by the Dental Plan. Teachers can submit claim forms directly to the insurance company. The TSC staff maintains and updates teacher's records on-line with the insurance company.

8.07 Group Life Administration Services

The TSC's staff is responsible for administering the underwriting contract between the Minister of Finance and the insurance company. This includes the collection and payment of life insurance premiums to the underwriter.

Section 9. Executive Director: Roles and Responsibilities

9.01 Executive Director

The Executive Director shall perform the following duties:

- provide executive leadership to the Commission staff;
- carry out decisions made by the Commission;
- negotiate and enter into agreements on behalf of the Commission in accordance with written delegation from the Commission;
- support the Commission in the development of strategic plans and risk management initiatives;
- assist in the orientation and continuing development of Commission members;
- keep the Commission informed of legislative changes and other developments that could have an impact on the Plans or on their operation;
- maintain effective communication with the Deputy Minister of Education, Saskatchewan Teachers' Federation Executive Director and Superannuated Teachers of Saskatchewan as partners; and
- manage the Commission's financial and human resources to support the effective daily operation of the TSC along with providing quality service to teachers and their families.

9.02 Individual Performance Plan

The Executive Director, in consultation with the Commission chairperson and Deputy Minister of Education, shall establish and regularly review an individual performance plan that sets out:

- the services that are to be provided in respect of the Plans;
- relevant service standards;
- the timing and content of reports to the Commission; and
- the method(s) of monitoring and evaluating the Executive Director's performance.

9.03 Performance Review

The Commission shall conduct a review of the Executive Director's performance annually or more frequently if desired by either the Commission or the Executive Director. The performance review is to occur in a timely way so that the results can form part of the Executive Director's annual compensation review. The Commission Chair is responsible for organizing the performance review, including the time and location. The review shall:

- be conducted within the context of the written performance objectives that have been established for the period under review;
- include the gathering and presentation of feedback from Commission members, stakeholders and staff regarding the Executive Director's performance in the role; and
- be discussed in a meeting between the Executive Director and the Commission Chair and such other Commission members as the Commission may determine.

9.04 Duty to Disclose

The Executive Director shall promptly advise the Commission of any exceptional issues that may arise in the day-to-day operations of the Commission which may impact the Plans.

The Executive Director shall provide the Commission access to any third party service agreements upon request.

Section 10. Investment Manager(s): Roles and Responsibilities

10.01 Management of Assets

Each Investment Manager, with respect to the assets allocated to it, shall manage the assets of the TSP in accordance with a mandate as specified by the Commission, the IP&OS and the terms of an investment management agreement.

10.02 Advice to the Commission

At the discretion of the Commission, each Investment Manager will participate in reviews of the IP&OS. The Investment Manager will inform the Commission promptly of any element of the IP&OS or of any other circumstances that could prevent the attainment of the TSP's objectives and of any material deviation from the IP&OS.

10.03 Reviews and Analysis

On a quarterly basis, each Investment Manager will prepare a written report respecting the Investment Manager's performance for the quarter, the investment holdings and transactions, and intended strategy for the following quarter, deviation from the intended strategy for the preceding quarter, and compliance with the IP&OS and investment management agreement.

10.04 Reports

Each Investment Manager will provide the Commission with the annualized time-weighted rates or return on a quarterly basis, along with any other periodic reports the Commission requests.

10.05 Attendance and Accessibility

Each Investment Manager shall be reasonably accessible and upon request attend meetings of the Commission to participate in discussions.

10.06 Policies and Procedures

Each Investment Manager shall provide the Commission on an annual basis, or whenever changes occur, their policies and procedures relating to voting rights on securities, soft dollars, professional standards, conflicts of interest, internal controls and trading policies.

10.07 Proxy Votes

The Investment Managers are delegated the responsibility of exercising all voting rights acquired as a result of the investments held by the pension funds. The Investment Managers will exercise acquired voting rights with the intent of fulfilling the investment objectives and policies established for the pension funds.

Following the end of each quarter, the Investment Managers will provide the Commission with a summary of all proxy voting matters faced during the quarter along with an indication of how the Investment Manager voted in respect of each matter. Should the Investment Managers vote against management of the particular investment, then the Investment Managers will provide the Commission with an explanation of their rationale for doing so. Except in the case of pooled fund investments, the Commission shall retain the right to give the Investment Managers specific direction in writing in advance of any voting right that may be exercised on its behalf.

If the Investment Managers, or any of their officers, have any direct or indirect pecuniary interest in any matter for which the fund has a right to vote, the concern must be brought to the attention of the Commission, which will, in line with the principles described in the preceding paragraph, either:

- (a) instruct the Investment Manager to exercise the voting right on the grounds that the relevant pecuniary interest is not material; or
- (b) instruct the Investment Manager how to cast the fund's vote.

The Executive Director will monitor the proxy voting reports submitted by the Investment Manager, including all proxy votes against management from the TSF's segregated funds and report any anomalies to the Commission that may arise. The Executive Director shall provide the Commission access to the investment manager proxy vote reports upon request.

10.08 Duty to Disclose

Each Investment Manager shall be reasonable accessible and upon request attend meetings of the Commission to participate in discussions.

Section 11. Investment Consultant(s): Roles and Responsibilities

11.01 Review of Investment Policies

At the discretion of the Commission, the Investment Consultant(s) will participate in the annual review of the IP&OS.

11.02 Analysis and Advice

At the discretion of the Commission, the Investment Consultant(s) shall provide information, advice and quantitative and qualitative analysis for the purpose of assisting the Commission to discharge its responsibilities. The Investment Consultant shall:

- prepare reports as needed and personally present to the Commission a report at least twice a year on the TSP and the Investment Managers' performance using investment returns calculated independently;
- advise the Commission of issues relating to the TSP and the Investment Managers as they arise, including legislative and other developments that could affect the investment of plan assets;
- identify business risks that could adversely affect the operation of the TSP and the provision of the benefits provided by the TSP; and
- provide such other advice as requested by the Commission.

Section 12. Plan Actuary: Roles and Responsibilities

12.01 Principal Responsibilities

The Plan Actuary shall be responsible to:

- perform periodic actuarial valuations of the TSP for the purpose of assessing the accrued liabilities, the current service cost of benefits, and the financial position of the TSP to accepted actuarial practice and generally accepted accounting principles;
- perform periodic financial projections of the expected future operations of the TSP showing expected contributions and benefit payments from the valuation date to the date the last benefit payment is expected to be made;
- advise the Commission staff on standards and procedures to be adopted to determine commuted values, reciprocal transfer values and valuations due to spousal relationship breakdown;
- advise on the cost of benefit improvements; and
- advise on any other actuarial matters that may affect the TSP from time to time.

12.02 Reporting

The Plan Actuary will be available to discuss reports that:

- assess the TSP's financial position, accrued liabilities and current service cost of benefits;
- provide financial projections of the funding of the TSP;
- provide the cost of benefit improvements; and
- provide advice on any other actuarial matters that may affect the TSP.

Section 13. Other Parties: Roles and Responsibilities

13.01 Plan Custodian

The Plan Custodian shall, under the terms of a written custodian agreement, perform the role of custodian with respect to the TSP assets, including:

- holding custody of the assets of the TSP, execute transactions and collect income;

- monitor transactions as they occur for compliance with applicable legislation and the broad terms of the IP&OS;
- provide recordkeeping services;
- may provide securities lending services; and
- may provide cash collateral services in relation to securities lending.

13.02 Provincial Auditor

The Provincial Auditor of Saskatchewan provides an audit opinion in accordance with its statutory mandate.

Section 14. Conflicts of Interest and Confidentiality

14.01 Application of Guidelines

The guidelines set out in this Section apply to:

- (a) employees of the Commission who serve the Plans;
- (b) members or member designate of the Commission;
- (c) Investment Managers and delegates;
- (d) the Custodian or other fiduciary;
- (e) any employee or agent retained to provide services to the Plans; and
- (f) any party directly related to those listed in (a) through (e) above.

14.02 Definition of Conflict of Interest

Commission members recognize the Commission's joint structure as a source of strength. It enables the Commission's considerations and decisions to be informed by different perspectives. Bringing these perspectives to Commission discussions does not in itself constitute a conflict of interest.

A conflict of interest includes any circumstances in which a person listed in Section 14.01 above:

- owes a duty to another person which may conflict with duties owed to the Plans or to the members; or
- may materially benefit from knowledge of or by virtue of an investment decision or holding of the TSP.

Without limiting the generality of the foregoing, this would include benefit from any asset held by the TSP. It also includes a situation in which a member has significant holdings in or is a member on the board of organizations with whom the TSP may have or may be considering having a contractual relationship.

The Conflict of Interest and Confidentiality Agreement that bounds the Commission and will be reviewed and signed annually is contained in [Appendix J](#).

14.03 Disclosure and Other Requirements

If a conflict of interest arises, the person in the actual or perceived conflict must immediately disclose to the Commission the nature and extent of the person's conflict of interest.

Persons disclosing a conflict may not participate in any discussion, consideration or voting related to the issue or conflict or may continue their activities with the unanimous approval of the Commission.

14.04 Register

The Secretary of the Commission shall record in the minutes of the Commission's proceedings any conflicts of interest that have been disclosed to the Commission. The minutes shall include a description of each conflict of interest, the party to whom the conflict of interest applied, the date on which the conflict of interest arose and the manner in which the conflict of interest was dealt with.

14.05 Conflicts of Interest Policy

The Commission shall satisfy itself that an appropriate policy regarding conflicts of interest exists and is followed by any party, to whom it delegates responsibility, including any investment manager that it has appointed. As a minimum, the Code of Ethics and Standards of Professional Conduct adopted by the Chartered Financial Analyst (CFA) Institute shall be expected to apply to such investment managers.

14.06 Confidentiality

All deliberations of the Commission and all corporate records, material and information obtained by a member of the Commission and not generally available to the public shall be considered confidential. Commission members shall maintain the confidentiality of each deliberation and shall safeguard such records and information from improper access. The Commission shall adopt and regularly review a communication policy that recognizes that varying partner interests are represented at the Commission which includes the Saskatchewan Government and Saskatchewan Teachers' Federation.

14.07 Conduct

Every person to whom these guidelines apply shall:

- conduct business practices in a fair and honest manner;
- abide by all applicable legislation and jurisprudence;
- be aware that openness, understanding and communications are essential to effective plan operations and governance;
- bring professionalism, accountability and integrity to the role; and
- promote and participate in continuing education.

Section 15. Dispute Resolution Process

15.01 Principles for Dispute Resolution Process

The Commission is committed to making timely decisions in an open and consultative manner, in accordance with the principles of procedural fairness and natural justice, to ensure fair and equitable treatment of all parties involved.

The Dispute Resolution Process provides the parties with a complaint an opportunity to have their respective points of view considered by the Commission before the matter in dispute is decided.

15.02 Definition of the Parties to a Dispute

The parties to a dispute may be any combination of the following:

- a member of the Plan;
- a participating Employer (i.e., Saskatchewan Teachers' Federation, School Divisions) in the Plan; and
- TSC's administration.

15.03 Commission Authority

The Commission's authority to resolve disputes is derived from Section 45 of *The Teachers Superannuation and Disability Benefits Act*, which states as follows:

"Determination of questions re Act"

45 The commission shall determine any question as to the application of this Act, the period or periods of service to be counted or the date on which an allowance commences, and the decision of the commission is final.

15.04 Dispute Resolution Process

The Commission has determined that the following process must be followed in order for a matter to come before the Commission for a decision:

- (1) A complaint is to be filed in writing, by the party or parties in dispute, with the Executive Director to the Commission.
- (2) The Commission's Executive Director will promptly inform all members of the Commission that a complaint has been filed, affording all Commission members the ability to respond appropriately, and in keeping with the Commission's Conflict of Interest and Confidentiality Procedures (Section 14 of this Governance Manual) to any inquiries on the matter they may receive. The Executive Director will provide Commission members with the names of the parties in dispute, but will not provide any further information with respect to the dispute.

- (3) The Executive Director will research the complaint and prepare a report containing full details of the matter in dispute, a copy of which will be provided to each party having an interest in the matter together with a request for submissions with respect to the matter in dispute.
- (4) The Executive Director will review the submissions from the parties. The review is to determine whether other issues have been raised or additional parties were identified which may require additional submissions in order for the Commission to have everything it needs to make an informed decision.
- (5) The Executive Director will provide a copy of the submissions from each party to the other parties for their review, and shall provide each party with the opportunity to reply to the submission of the other party or parties.
- (6) The Executive Director will review the replies from the parties. This review is to determine whether further issues have been raised or additional parties were identified which may require extra submissions in order for the Commission to have everything it needs to make an informed decision.
- (7) A party to the dispute may request to make a presentation in person to the Commission when it meets to hear the matter. A party cannot request a presentation in person in lieu of a written submission. The request must state in writing the reason for the request and provide submissions as to why the written materials would not be sufficient for the Commission to make a decision on the dispute. The Executive Director will inform all parties with an interest in the matter of a party's request to appear in person before the Commission and provide the parties with an opportunity to:
 - (a) make submissions with respect to the request; and
 - (b) notify the Commission whether, if the request is granted, they also wish to make a presentation in person to the Commission.
- (8) The Executive Director will place a request pursuant to Paragraph 7 together with his or her report and all submissions, responses and documentation relating to the matter in dispute on the agenda for the next available meeting of the Commission. If the Commission decides to grant the request, the Commission will consider the matter at the next available Commission meeting.

If the Commission decides not to grant the request, the Commission will proceed to make a decision with respect to the dispute based on the written materials submitted by the party or parties.

- (9) Where the Commission grants a request pursuant to Paragraph 7, the Chair shall determine the procedure for making the presentations and may:
 - (a) permit further documents to be filed at the meeting;
 - (b) permit the parties to ask questions of the party making a presentation; or
 - (c) adjourn the hearing to permit a party to respond to any document or information that had not been disclosed in the written submissions.

(10) In the absence of a request pursuant to Paragraph 7, the Executive Director will place the report and all submissions, responses and documentation relating to the matter in dispute before the next available meeting of the Commission, which will make a decision based upon the materials submitted by the party or parties.

(11) The Commission will render its decision in writing, stating:

- (a) the decision; and
- (b) the reasons for the decision.

The decision by the Commission is final and will be communicated in writing to all the parties involved in the dispute.

(12) The Commission may review a decision, should the party or parties in dispute provide new information which was not available at the time of the initial decision, where the Commission considers it appropriate and no other party is prejudiced by the review.

15.05 Point of Reference for the Dispute Resolution Process

The Commission will make its decision based on its interpretation of *The Teachers Superannuation and Disability Benefits Act* and its *Regulations* in addition to other relevant governing legislation. The Commission may also consider established policy, practices and previous decisions that it considers relevant.

Section 16. General Provisions

16.01 Liability Insurance

The Commission members do not have liability or fiduciary insurance for the reasons outlined at [Appendix F](#).

16.02 Compensation

The Lieutenant Governor in Council determines the remuneration and reimbursement of expenses for members of the Commission. Remuneration and reimbursement are in accordance with provisions of the Financial Administration Manual.

16.03 Adoption of Manual

This governance manual shall be adopted by the Commission.

16.04 Amendment of Manual

The Commission shall review this manual annually and as necessary may amend it.

Appendices

Appendix A. Plan Activity Chart

| ACTIVITY | FREQUENCY | PREPARED BY | RECEIVED BY | RECEIVED/ APPROVED BY | ACTIVITY COMPLETE (Y/N) | COMMISSION MINUTE # |
|---|--|--------------------|-----------------------|-----------------------------|-------------------------------|------------------------|
| Board Mandate | | | | | | |
| Self-Assessment of Governance | Annually | Commission | N/A | N/A | | |
| Conflict of Interest Declaration | Annually | Commission | Executive Director | N/A | | |
| Review Governance Manual | Annually | Executive Director | Commission | Commission | | |
| Strategic Plan Assessment | Annually | Executive Director | Commission | Commission | | |
| Risk Assessment | Annually | Executive Director | Commission | Commission | | |
| Orientation, and Identification of Education Opportunities, for TSC Members | On-going | Commission | N/A | N/A | | |
| Executive Director Performance Review | Annually | Executive Director | Commission | Commission | | |
| Legislative Compliance | | | | | | |
| Review Act and Regulations for Compliance | Ongoing | Executive Director | N/A | Commission | | |
| Review Annual Statement of Pension Benefits for "Best Practices" as not subject to Sask PBA | Ongoing | Executive Director | N/A | Commission | | |
| Review Investment Policies & Objective Statement for "Best Practices" | Ongoing | Executive Director | N/A | Commission | | |
| Monitor Legislation | Ongoing | Executive Director | N/A | Commission | | |
| Filing Annual Reports | Annually | Executive Director | Minister of Education | Commission | | |
| Monitor Case Law | Ongoing | Legal Counsel | Executive Director | Commission | | |
| Filing Plan Amendments (if applicable) | Within 60 days of sign-off by stakeholders | Executive Director | Canada Revenue Agency | Canada Revenue Agency | | |
| Filing Valuation Report | Triennially | Actuary | N/A | Commission | | |
| Filing of Crown Employment Acts Document | Annually | Executive Director | Executive Council | N/A | | |

| ACTIVITY | FREQUENCY | PREPARED BY | RECEIVED BY | RECEIVED/ APPROVED BY | ACTIVITY COMPLETE (Y/N) | COMMISSION MINUTE # |
|---|-------------|----------------------------------|--------------------|-----------------------------|-------------------------------|------------------------|
| Plan Valuation/Accounting | | | | | | |
| Approve Valuation Report | Triennially | Actuary | Commission | Commission | | |
| Approve Actuarial Method and Assumptions | Triennially | Actuary | Commission | Commission | | |
| Approve Financial Statements | Annually | Executive Director | Commission | Commission | | |
| Review Performance of Actuary | Annually | Executive Director | N/A | Commission | | |
| Review Performance of Auditor | Biennially | Executive Director | N/A | Commission | | |
| Performance of Asset Management | | | | | | |
| Monitor Investment Performance | Quarterly | Investment Consultant | Executive Director | Commission | | |
| Confirm or Amend Investment Strategy | Annually | Invest. Cons./ Exec. Director | Executive Director | Commission | | |
| Review Content and Appropriateness of IP&OS | Annually | Invest. Cons./ Exec. Director | Executive Director | Commission | | |
| Approve Asset Mix | Annually | Investment Consultant | Executive Director | Commission | | |
| Approve Benchmarks | Annually | Investment Consultant | Executive Director | Commission | | |
| Approve Investment Restrictions and Quality Standards | As required | Investment Consultant | Executive Director | Commission | | |
| Approve Investments Outside of Asset Class Ranges of a Minor and Temporary Nature | As required | Invest. Cons./ Exec. Director | Executive Director | Commission | | |
| Approve Investments Outside of List of Eligible Investments | Annually | Invest. Cons./ Exec. Director | Executive Director | Commission | | |
| Review Performance of Investment Manager(s) | Annually | Invest. Cons./ Exec. Director | Commission | Commission | | |
| Review Performance of Custodian | Annually | Executive Director | Commission | Commission | | |
| Review Performance of Investment Consultant | Annually | Executive Director | Commission | Commission | | |

| ACTIVITY | FREQUENCY | PREPARED BY | RECEIVED BY | RECEIVED/ APPROVED BY | ACTIVITY COMPLETE (Y/N) | COMMISSION MINUTE # |
|---|-------------|--------------------|--------------------|-----------------------------|-------------------------------|------------------------|
| Administration | | | | | | |
| Provide Plan interpretation and provide other guidance as needed to the administrator | As Required | Legal Counsel | Executive Director | Commission | | |
| Communication | | | | | | |
| Review of the TSC Communication Plan | Annually | Executive Director | N/A | Commission | | |
| Plan Member Communication Content & Distribution | Ongoing | Executive Director | Commission | N/A | | |
| Plan Member & Organizations Feedback | Ongoing | Executive Director | N/A | Commission | | |
| Written request to acknowledge receipt of pension payment | Triennially | Executive Director | Commission | N/A | | |
| Hiring or Terminating of Agents/Advisors | | | | | | |
| Actuary | As Required | Executive Director | N/A | Commission | | |
| Auditor/Accountant | As Required | Executive Director | N/A | Commission | | |
| Custodian | As Required | Executive Director | N/A | Commission | | |
| Investment Consultant | As Required | Executive Director | N/A | Commission | | |
| Investment Manager(s) | As Required | Executive Director | N/A | Commission | | |
| Legal Counsel | As Required | Executive Director | N/A | Commission | | |
| Confirmation of Agent/Advisor's Code of Conduct, Disaster Recovery and Business Continuity Plans | | | | | | |
| Actuary | Triennially | Executive Director | N/A | Commission | | |
| Custodian | Triennially | Executive Director | N/A | Commission | | |
| IT Consultant | Triennially | Executive Director | N/A | Commission | | |
| Insurance Carrier | Triennially | Executive Director | N/A | Commission | | |
| Investment Consultant | Triennially | Executive Director | N/A | Commission | | |
| Investment Manager(s) | Triennially | Executive Director | N/A | Commission | | |

Appendix B. Commission Members

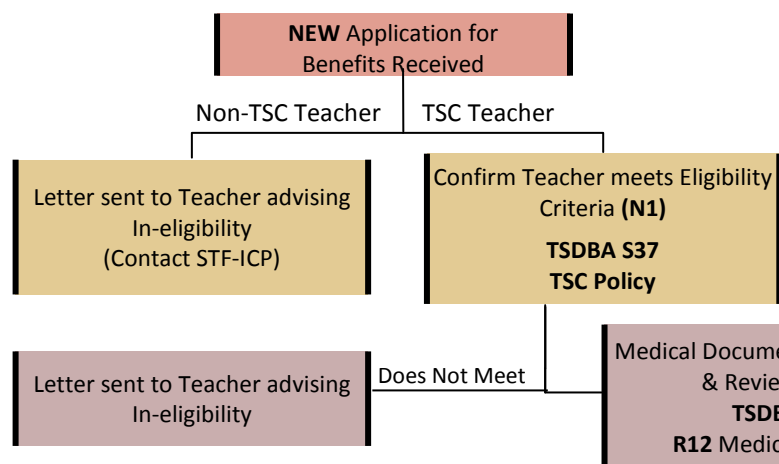
| | |
|---|--|
| <p>Derwyn Crozier-Smith, B.A., B.Ed., M.Ed., Ph.D.</p> <p>Chairperson</p> <p>Term Expires – May 18, 2021</p> | |
| <p>Clint Repski, B. Admin, CPA-CA Assistant Deputy Minister</p> <p>Ministry of Education</p> <p>Term Expires – November 1, 2023</p> | <p>Laurel Irving Piot, B.Ed., P.G.D., M.Ed. Senior Administrative Staff (Retired)</p> <p>Saskatchewan Teachers’ Federation</p> <p>Term Expires – April 27, 2022</p> |
| <p>Doug Schell, CPA-CA Director, Financial Analyst and Reporting, Education Funding</p> <p>Ministry of Education</p> <p>Term Expires – March 15, 2023</p> | <p>Murray Wall, B.Ed., B.Sc., M.Ed. Senior Administrative Staff (Retired)</p> <p>Saskatchewan Teachers’ Federation</p> <p>Term Expires – September 4, 2019</p> |
| <p>Dustin Antonini, CPA-CGA Director of Public Investments</p> <p>Saskatchewan Healthcare Employees’ Pension Plan</p> <p>Term Expires – September 23, 2020</p> | <p>Rob Lehne, B.Ed. Senior Administrative Staff</p> <p>Saskatchewan Teachers’ Federation</p> <p>Term Expires – March 15, 2023</p> |

Appendix C. Submission Standards for Commission Meetings

The six norms listed below are the approved standard of practice that will be used by the Administration for the preparation and distribution of Commission agendas.

1. The agenda package will be sent by courier to Commission members 7 calendar days before the meeting;
2. The agenda package will include any administrative, investment manager and consultant reports along with supporting material that will be considered at the meeting;
3. Administration will ensure that only time sensitive matters are added to the agenda after the package has been sent to Commission members;
4. The Commission will make a practice of deferring items which require more time for consideration, particularly when documentation has been received after the agenda package has been sent to Commission members;
5. Commissioners will notify the Executive Director or Chair 14 calendar days in advance of the meeting if they wish to place an item on the agenda; and
6. Draft minutes for Commission review will be distributed electronically within 10 business days following the meeting.

Appendix D1. Details of Eligibility for New Applications



N1 – Eligibility – TSDBA Section 37

- Disabled from teaching for 60 or more days.
- Has 10+ years of service and not yet age 65.
- Not less than 3 years eligible service in preceding 5 years.
- Not receiving pension allowance.
- Makes written application and submits evidence of eligibility as required.

Policy

- 8.1 Pro-ration of benefit based on % teaching.
- 8.10 All sick leave must be used up prior to receiving disability benefit unless excepted.
- 8.11 Must be employed as teacher making contributions to TSF at time illness commences.

N2 – Medical Factors – TSDBA Section 39

- SHALL consider opinions of 2 physicians, one whom can be personal doctor.
- No benefit unless medical opinions concur that the teacher is incapacitated for TEACHING and a device, operation or treatment not available to render otherwise.
- Restrict medical examinations to physicians – not include psychologists or other health care professionals.
- Accept ICP medicals as personal physician if requested by the teacher.

N3 – Medical Fees – TSDB Reg. Section 12

- Commission may direct that examination fees be paid by teacher.
- Commission may pay any sum it considers reasonable to qualified medical practitioner who performs or authorizes examination.

N4 – Powers of Commission – TSDBA Section 40

- May grant the application.
- Where, in the opinion of the Commission the teacher is capable of undertaking employment, teaching or otherwise can:
 - reduce suspend or cancel the disability benefit;
 - review physical/mental condition and reduce, suspend, cancel or change benefit; or
 - refer to a medical board and consider the report.

Policy

8.3 Medical and length of time between reviews

Pensioner Stmt. each review, at least once a year, personal physician each review, Commission physician every 5 years.
 Discretion to extend benefits without review approx. age 62.
 Chronic illness Pensioner statement years, physician every 2 years.
 Life-threatening – extend without further review.

8.5 Effective date of retroactive application

Retroactive effective date to one year from date of approval.

8.6 Reduced employment

Continue to grant benefits to teachers who benefit from period of reduced employment.

8.8 Death of member

Disability benefit paid to a teacher is used to reduce the amount payable to the estate on death.

8.9 Requirement to apply for CPP benefits

8.12 Retroactive application for disability allowance

When inadequate information provided at time of illness.

POWERS OF COMMISSION (N4) TSDBA S40/S42 and Policy

DECLINED

Letter sent to teacher advising Commission decision

Approved

Administrative Action

Letter sent to teacher advising decision
 Input into DMS
 Record Commission decision
 Process for payroll
 Set up review process

Reviews

(Refer to Review Decision Tree)

Benefit Ceases (N5) TSDBA S41

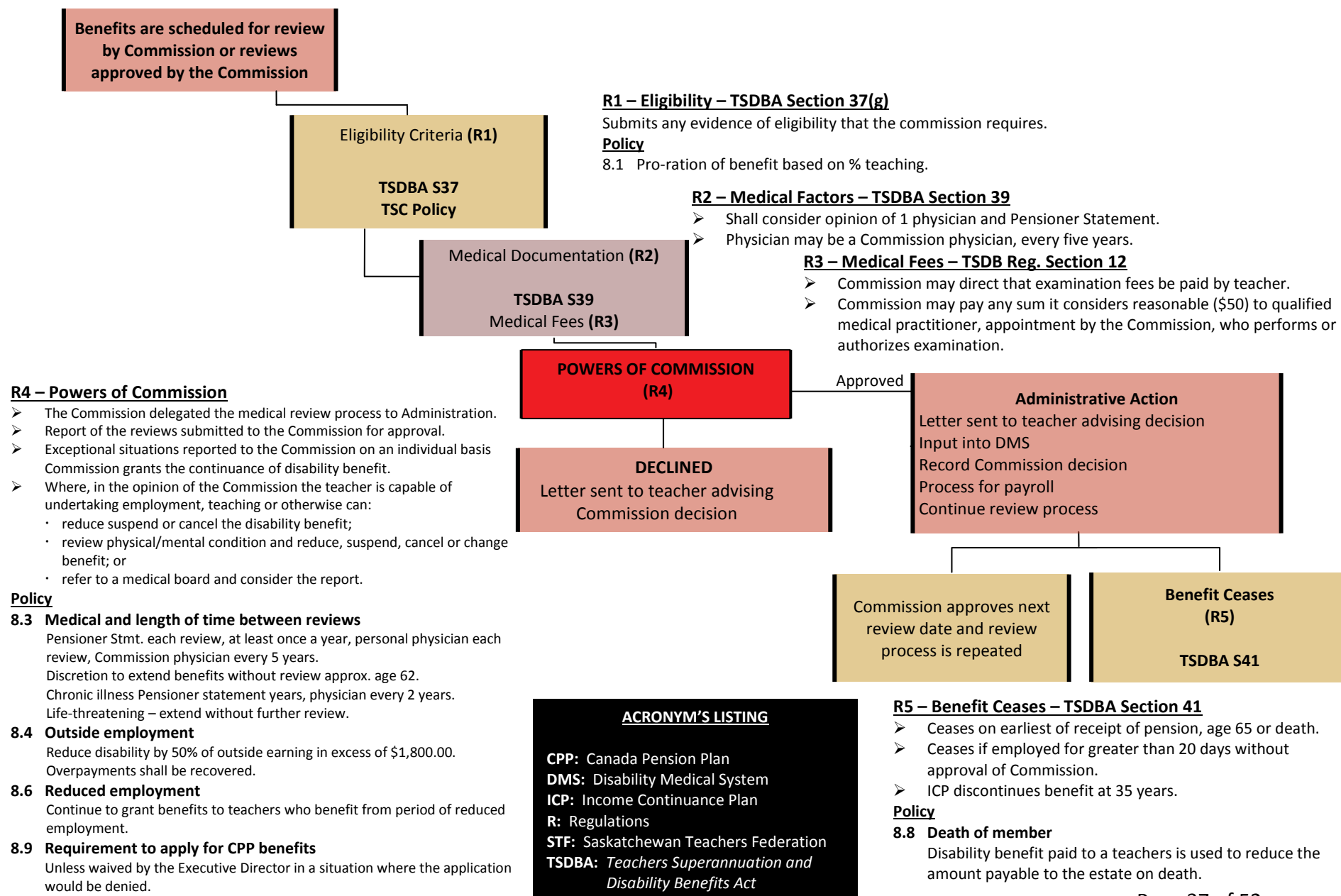
N5 – Benefit Ceases – TSDBA Section 41

- Ceases on earliest of receipt of pension, age 65 or death.
- Ceases if employed for greater than 20 days without approval of Commission.
- ICP discontinues benefit at 35 years.

ACRONYM'S LISTING

CPP: Canada Pension Plan
DMS: Disability Medical System
ICP: Income Continuance Plan
R: Regulations
STF: Saskatchewan Teachers Federation
TSDBA: Teachers Superannuation and Disability Benefits Act

Appendix D2. Details of Eligibility for Disability Reviews



Appendix E. Agents and Advisors

The following agents or advisors have been delegated the duties and responsibilities set out in Section(s) 10, 11, and 12 in the Governance Manual:

| Agent/Advisor | Appointed |
|----------------------------------|---|
| Actuary | Aon |
| Auditor | Provincial Auditor |
| Benefit Plan Insurance Carrier | Sun Life Financial |
| Custodian and Securities Lending | State Street |
| Investment Consultants | Aon |
| Investment Managers | TD - Greystone State Street Global Advisors |
| Information Technology | ESTI Consulting JEA Pension System Solutions |

Appendix F. Fiduciary Insurance

Commission members do not carry any fiduciary insurance. The following is the current state of the law as interpreted by Saskatchewan Justice legal counsel assigned to the Commission, Mr. Tony Koschinsky.

There are three functions that the Commission carries out. The first function of trustee is not one directly imposed on the Commission, but rather one which it undertakes as delegate of the Minister of Finance. As such, the primary responsibility for meeting the obligations of a trustee rests with the Minister of Finance and in the event of a lawsuit alleging breach of the trustee's duty to the fund or its members the Minister would be the defendant. At that point, the Minister would have to determine whether the Commission committed a wrongful act in the course of carrying out its delegated responsibilities. If that was the case, the members of the Commission could be joined as defendants in the lawsuit for the purpose of indemnifying the Minister.

It would not be reasonable for the Minister to disclaim any and all liability on the part of the Commission. For example, a disclaimer with respect to a criminal or fraudulent act would be void at law and would not be enforceable in the courts. This leaves matters of either ordinary negligence or innocent breach of the fiduciary duties that the Commission undertakes in the course of exercising the delegated trustee responsibilities. Since the recently amended provisions of *The Trustee Act* would absolve the Minister from liability with respect to actions of this sort, and the potential liability of the Commission would be by way of indemnity of the Minister's liability, the Commission is effectively shielded by these provisions as well.

The second function is that of administrative adjudicator of the provisions of the Act. If a decision of the Commission is challenged, the person aggrieved by the decision can challenge the decision in court by way of judicial review. Where that remedy is available, the courts will not permit an action for damages against the decision maker unless it is alleged that the decision maker acted illegally or in bad faith. The practical result is that with respect to the administrative functions there is no real risk of liability. For example, if the Commission incorrectly calculates a pension such that the member gets less than he or she is entitled to, the member's remedy is to have the calculation reviewed and the proper pension paid from the fund, and not to pursue the members of the Commission for the difference in the form of damages.

The third function is as advisor to the Minister responsible for the plan. Since any decision taken as a result of the advice is that of the Minister of the government, the Commission would not be liable for those decisions being made.

The Commission is the least likely to face liability issues because of its insulation from the trust duties.

Appendix G. Commission Member Education Opportunities

1. The following is a listing of educational opportunities for Commission members:

- International Foundation of Employee Benefits Plans (IFEBP) www.ifebp.org
 - Canadian Fundamentals for Trustees (pre-requisite) (2 days)
 - Provides the knowledge base needed to prosper in a closely regulated environment, a simplification of the complexities as a trustee and a solid foundation in the key components of good governance.
 - Foundations of Trust Management Standards (FTMS) (2 ½ days)
 - Assessment-based certificate program that addresses the basics of effective trust management through four key knowledge areas: Legal, Governance, Administration, and Funding/Investment/Finance.
 - Advanced Trustee Management Standards (ATMS)
 - Provides advanced education in the following areas: Fiduciary responsibility, underwriting methods, governance, managing plan costs, funding and plan design, communication, administration, ethics, investments, and leadership.
 - The ATMS program offers two levels of certificates in two separate tracks:
 - Level 1 Management Certificate: Pension Fund Management
 - Level 2 Leadership Certificate: Pension Fund Leadership.
 - IFEBP Annual Conferences and other specific programs (1 day)
- Humber Centre for Employee Benefits www.humber.ca/ceb
 - Trustee Development Program – Basic (3 days)
 - Trustee Development Program – Advanced (3 days)
 - Understanding the fiduciary responsibilities and the governance function.
 - Pension Fund Investment Certificate (5 modules)
 - Provides a better understanding of financial markets, products and how to make appropriate investment strategy decisions.
- Canadian Pension Benefits Institute (CPBI) www.cpbi-icra.ca
 - Educational opportunities on variety of pension and benefit topics through breakfast/lunch sessions (1.5 hours)
 - CPBI Saskatchewan Regional Conference (2 days)
 - CPBI Western Regional Conference (2 days)
 - CPBI National Forum (2 days)
- In-service and information sessions presented by service providers:
 - Aon
 - TD - Greystone
 - Sun Life Assurance Company
 - State Street Trust Company
 - State Street Global Advisors

2.

Teachers' Superannuation Commission
Self-Assessment – Knowledge and Skills
Record of Commission Professional Development
For the period July to December
For the period January to June

Name: _____

| | Course Date | Course Name | Course Provider | Description | # of Hours |
|----|-------------|-------------|-----------------|-------------|------------|
| 1 | | | | | |
| 2 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |
| 11 | | | | | |
| 12 | | | | | |
| 13 | | | | | |
| 14 | | | | | |
| 15 | | | | | |
| 16 | | | | | |

Source: Saskatchewan Teachers' Superannuation Commission, Governance Manual, Section 7. Commission Development and Effectiveness

7.03 Ongoing Development

Commission members are expected to commit appropriate time and energy to maintaining or upgrading their knowledge and familiarity with pension plan management, stewardship of assets, investment policies and parameters, legislative and other legal obligations and fiduciary responsibilities of plan trustees. As part of its annual self-assessment, Commission members track and disclose professional development courses they attend outside of the Commission for the purposes of documenting effective governance towards professional development. A professional development tracking document is distributed to Commission members to complete semi-annually and returned to the Executive Director.

The Commission will regularly review and update a list of courses and conferences that it believes may be of value to some Commission members. The current list is attached as Appendix G.

Appendix G. Commission Member Education Opportunities

The following is a listing of educational opportunities for Commission members:

International Foundation of Employee Benefits Plans (IFEBC) www.ifebc.org

- Canadian Fundamentals for Trustees (pre-requisite) (2 days)
 - Provides the knowledge base needed to prosper in a closely regulated environment, a simplification of the complexities as a trustee and a solid foundation in the key components of good governance.
- Foundations of Trust Management Standards (FTMS) (2 ½ days)
 - Assessment-based certificate program that addresses the basics of effective trust management through four key knowledge areas: Legal, Governance, Administration, and Funding/Investment/Finance.
- Advanced Trustee Management Standards (ATMS)
 - Provides advanced education in the following areas: Fiduciary responsibility, underwriting methods, governance, managing plan costs, funding and plan design, communication, administration, ethics, investments, and leadership.
 - The ATMS program offers two levels of certificates in two separate tracks:
 - Level 1 Management Certificate: Pension Fund Management
 - Level 2 Leadership Certificate: Pension Fund Leadership
- IFEBC Annual Conferences and other specific programs (1 day)

Humber Centre for Employee Benefits www.humber.ca/ceb

- Trustee Development Program – Basic (3 days)
- Trustee Development Program – Advanced (3 days)
 - Understanding the fiduciary responsibilities and the governance function.
- Pension Fund Investment Certificate (5 modules)
 - Provides a better understanding of financial markets, products and how to make appropriate investment strategy decisions.

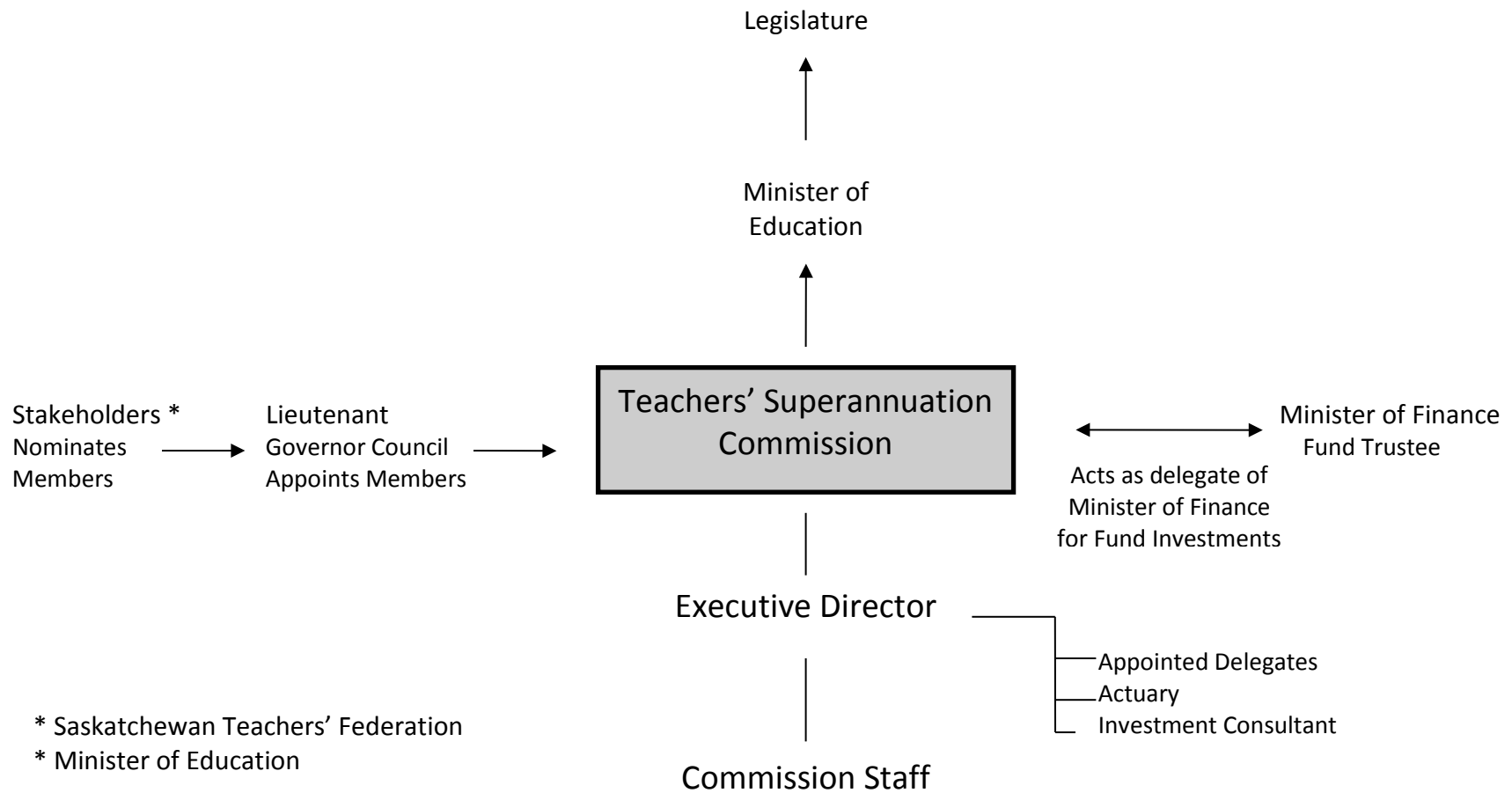
Canadian Pension Benefits Institute (CPBI) www.cpbi-icra.ca

- Educational opportunities on variety of pension and benefit topics through breakfast/lunch sessions (1.5 hours)
- CPBI Saskatchewan Regional Conference (2 days)
- CPBI Western Regional Conference (2 days)
- CPBI National Forum (2 days)

In-service and information sessions presented by service providers:

- Aon
- TD - Greystone
- Sun Life Assurance Company
- State Street Trust Company
- State Street Global Advisors

Appendix H. Governance Structure



Appendix I. Performance Assessment

| Principle 1: Fiduciary responsibility | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|---|--|---|--|
| a) Have you identified your fiduciary and other responsibilities to plan members and beneficiaries (i.e. those members currently accruing a pension, those who are in receipt of a pension, and any others who may be entitled to a benefit from the plan)? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| b) Have you identified any responsibilities to other stakeholders? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| c) Do any delegates have fiduciary duties? If yes, has the fiduciary role been clearly identified and communicated to the delegates? | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| d) Is there a clear delineation between the plan administrator and other roles? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 2: Governance framework | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|--|---|---|--|
| Have you established and documented a governance framework for the administration of the pension plan? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 3: Roles and responsibilities | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|---|---|---|--|
| a) Have you identified your roles and responsibilities, including any necessary delegation, for the effective governance of the pension plan? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| b) Have you clearly documented expectations for yourself and each of your delegates? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 3: Roles and responsibilities | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|---|---|---|--|
| c) Do you appropriately document decisions related to the pension plan? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 4: Performance monitoring | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|--|---|---|--|
| a) Have you established and documented clear measures for assessing the performance of all participants in the governance process? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| b) Do you have a regular performance monitoring, review and remedial process for all participants in the governance process? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 5: Knowledge and skills | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|--|---|---|--|
| a) Have you established an ongoing process to identify and fill any gaps in the knowledge and skills needed for the effective governance and administration of the pension plan? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| b) Do you, together with all delegates, have the necessary qualifications, resources and experience? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 6: Governance information | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|--|---|---|--|
| Have you established and documented a process to obtain and provide to governance participants appropriate information to carry out your fiduciary and other responsibilities? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 7: Risk management | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|--|---|---|--|
| a) Have you identified, assessed and prioritized the pension plan's risks? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 7: Risk management | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|--|---|---|--|
| b) Do you have a continuous process to monitor and manage these risks? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 8: Oversight and compliance | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|--|--|---|--|
| a) Have you identified the legislative requirements, plan documents and any regulatory or plan-specific policies that apply to the pension plan? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| b) Do you have a documented process to ensure you comply with legislative requirements and pension plan documents and policies? If yes, does this process include a regular review to monitor changes to support future compliance? | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 9: Transparency and accountability | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|--|---|---|--|
| Have you established and documented a communication process that: | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| a) provides plan members, beneficiaries and other stakeholders with access to information about the pension plan as required by applicable legislation as well as any other information that you have identified as appropriate? | | | |
| b) informs plan members and beneficiaries about the process for asking questions and raising concerns? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| c) communicates how important decisions are made? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| d) informs members about the risks, benefits, options and responsibilities of membership in the pension plan? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 10: Code of conduct and conflict of interest | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|--|--|---|--|
| a) Do you have a code of conduct that sets out the expected behaviours for you as the plan administrator and your delegates? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| b) Does your code of conduct incorporate a conflict of interest policy that identifies and addresses potential conflicts of interest that may arise in particular circumstances of your pension plan, whether actual or perceived? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| c) Do your delegates have a code of conduct that incorporates a conflict of interest policy? Do you have processes in place to receive appropriate disclosure of conflicts and any breaches of the code of conduct? | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

| Principle 11: Governance review | Response | Comments /Actions / Where Documented | Timeframes: Implemented / Last Reviewed |
|--|---|---|--|
| a) Have you established and documented a process for a regular review of your pension plan's governance? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| b) Does your governance review process include methods to address identified governance shortfalls? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |

Completed by:

Approved by: (if different)

Name

Name

Title

Title

Date

Date

2. Assessment of Agents/Advisors

| ASSESSMENT | YES | NO |
|---|-----|----|
| Were services provided in accordance with the provider's service agreement? | | |
| Did the service provider clearly identify issues on which Commission decisions were required? | | |
| Did the service provider deliver the information needed by the Commission to make decisions? | | |
| Did the service provider keep the Commission informed of relevant new developments? | | |
| Did the service provider collaborate effectively with the Administration Office? | | |

Comments: _____

 Date

 Teachers' Superannuation Commission

 Date

 Signature of Agent/Advisor Representative

Appendix J. Conflict of Interest and Confidentiality Agreement

(1) Application of Guidelines

The guidelines set out in this Section apply to:

- (a) employees of the Commission who serve the Plans;
- (b) members or member designate of the Commission;
- (c) Investment Managers and delegates;
- (d) the Custodian or other fiduciary;
- (e) any employee or agent retained to provide services to the Plans; and
- (f) any party directly related to those listed in (a) through (e) above.

(2) Definition of Conflict of Interest

Commission members recognize the Commission's joint structure as a source of strength. It enables the Commission's considerations and decisions to be informed by different perspectives. Bringing these perspectives to Commission discussions does not in itself constitute a conflict of interest.

A conflict of interest includes any circumstances in which a person listed in Section (1) above:

- owes a duty to another person which may conflict with duties owed to the Plans or to the members; or
- may materially benefit from knowledge of or by virtue of an investment decision or holding of the Teachers' Superannuation Plan (TSP).

Without limiting the generality of the foregoing, this would include benefit from any asset held by the TSP. It also includes a situation in which a member has significant holdings in or is a member on the board of organizations with whom the TSP may have or may be considering having a contractual relationship.

(3) Disclosure and Other Requirements

If a conflict of interest arises, the person in the actual or perceived conflict must immediately disclose to the Commission the nature and extent of the person's conflict of interest.

Persons disclosing a conflict may not participate in any discussion, consideration or voting related to the issue or conflict or may continue their activities with the unanimous approval of the Commission.

(4) Register

The Secretary of the Commission shall record in the minutes of the Commission's proceedings any conflicts of interest that have been disclosed to the Commission. The minutes shall include a description of each conflict of interest, the party to whom the conflict of interest applied, the date on which the conflict of interest arose and the manner in which the conflict of interest was dealt with.

(5) Conflicts of Interest Policy

The Commission shall satisfy itself that an appropriate policy regarding conflicts of interest exists and is followed by any party, to whom it delegates responsibility, including any investment manager that it has appointed. As a minimum, the Code of Ethics and Standards of Professional Conduct adopted by the Chartered Financial Analyst (CFA) Institute shall be expected to apply to such investment managers.

(6) Confidentiality

All deliberations of the Commission and all corporate records, material and information obtained by a member of the Commission and not generally available to the public shall be considered confidential. Commission members shall maintain the confidentiality of each deliberation and shall safeguard such records and information from improper access. The Commission shall adopt and regularly review a communication policy that recognizes that varying partner interests are represented at the Commission which includes the Saskatchewan Government and Saskatchewan Teachers’ Federation.

(7) Conduct

Every person to whom these guidelines apply shall:

- conduct business practices in a fair and honest manner;
- abide by all applicable legislation and jurisprudence;
- be aware that openness, understanding and communications are essential to effective plan operations and governance;
- bring professionalism, accountability and integrity to the role; and
- promote and participate in continuing education.

(8) Commission Member’s Acknowledgement

I ACKNOWLEDGE that I have read and considered the Conflicts of Interest and Confidentiality for members of the Teachers’ Superannuation Commission, and as a member of the Commission, agree to conduct myself in accordance with the Conflicts of Interest and Confidentiality as it applies to members of the Commission.

I UNDERTAKE to affirm in writing that I have read, understood and will comply with the most recent version of the Conflicts of Interest and Confidentiality for members of the Teachers’ Superannuation Commission.

Signature

Printed Name

Date

Appendix K. Delegation

The following is the authorization as signed by the Honourable J. Gary Lane, Minister of Finance on June 15, 1988 that delegates certain functions including the establishment of the investment policy and the investment, disposition and management of the assets of the Teachers' Superannuation Fund and Voluntary Contributions Fund.

Authorization

(Pursuant to subsection 13(4) of *The Teachers' Superannuation Act*)

To: The Teachers' Superannuation Commission

Pursuant to the provisions of subsection 13(4) of *The Teachers' Superannuation Act* (the "Act"), the Minister of Finance hereby authorizes the Teachers' Superannuation Commission ("the Commission") as follows:

1. To invest all monies of any Fund continued or established by the Act in any securities authorized for investment of monies pursuant to *The Pension Benefits Act*;
2. To dispose of any securities in which any part of any Fund continued or established by the Act has been invested pursuant to paragraph 1 hereof in such manner and on such terms as the Commission deems expedient, but subject at all times to the provisions of the Act and this Authorization;
3. To enter into, execute and deliver, on behalf and as representative of The Teachers' Annuity Fund (which for such purposes includes the Teachers' Money Purchase Pension Fund, the Teachers' Retired Lives Fund and the Teachers' Supplementary Allowance Fund) and The Teachers' Superannuation Fund (which for such purposes includes the Teachers' Defined Benefit Pension Fund and the Teachers' Voluntary Contribution Fund), the Unanimous Shareholder Agreement (the "Unanimous Shareholder Agreement"); dated as of the 1st day of June, 1988 initially between The Anti-Tuberculosis League Employees Superannuation Fund, The Contributory Superannuation Plan for the Employees of Saskatchewan Government Insurance, Crown Investments Corporation Pension Fund No. 39562, The Injury Fund, Judges of the Provincial Court Superannuation Fund, Liquor Board Superannuation Fund, The Members of the Legislative Assembly Superannuation Fund, The Municipal Employees' Superannuation Fund, Power Corporation Superannuation Fund, Public Employees (Government Contributory) Superannuation Fund, The Public Trustee for Saskatchewan, The Saskatchewan Auto Fund, The Saskatchewan Development Fund, Saskatchewan Government Insurance - General Fund, The Saskatchewan Pension Plan Fund, Saskatchewan Telecommunications Superannuation Fund, Saskatchewan Transportation Company Employees Superannuation Fund, The Teachers' Annuity Fund, The Teachers' Superannuation Fund, The Workmen's Compensation Board Superannuation Fund, Her Majesty the Queen in Right of the Province of Saskatchewan and Investment Corporation of Saskatchewan;

4. To exercise all rights, powers and privileges, and discharge all liabilities and obligations, as shareholder of Investment Corporation of Saskatchewan ("ICS") as described, contemplated or required from time to time under the Unanimous Shareholder Agreement including, without limiting the generality of the foregoing, participating in all meetings of shareholders and voting all shares in the capital of ICS registered in the name of the Minister as trustee of any Fund under the Act; it being agreed that all shares in the capital of ICS issued in respect of the assets owned by any Fund under the Act and managed by ICS shall be registered in the name of the Minister;
5. To enter into, execute and deliver contracts between the Commission and ICS whereby the investment management services of ICS are, in the manner described in the Unanimous Shareholder Agreement, retained in respect of the assets of any Fund under the Act and to exercise all rights, powers and privileges and discharge all duties and obligations under such contracts, and for such purposes to establish investment policies and guidelines within which ICS shall be required to perform its services provided that such policies and guidelines are consistent with the Act and, in particular, subsection 13(1.2) thereof; and
6. To enter into, execute and deliver such other contracts, agreements and arrangements and to do such other acts and things as are necessary or desirable to give effect to, but at all times consistent with, the provisions of this Authorization and the Act, including, without limiting the generality of the foregoing, entering into, executing and delivering contracts, agreements and arrangements respecting custodial services relating to the assets of any Fund under the Act.

The Minister of Finance agrees to execute and deliver such proxies and other instruments as may be necessary or desirable to evidence the authority granted to the Commission as set forth herein, upon the request of the Commission from time to time.

The conditions of this Authorization are as provided above and as set forth below:

1. That the Authorization shall remain in force and effect until otherwise determined by the Minister;
2. That as to any aspect of the activities of the Commission hereunder the Commission shall, annually during the term of this Authorization at such time as the Minister may reasonably request, and at any time and from time to time upon request of the Minister, consult with the Minister and provide him with such information, copies of contracts and agreements and other material as he may request; and
3. That in the conduct of its activities under this Authorization, the Commission cooperate generally with the Minister and, in particular, coordinate its activities and investment policies with the requirements of the Minister so as to allow the Minister to discharge his responsibilities including, inter alia, his responsibilities in respect of payments to be made out of any Fund under the Act.