

SENIOR MANAGEMENT TEAM: PORTFOLIO AND RESULTS COMMITTEE

TERMS OF REFERENCE

1. Introduction

- 1.1 The *Canada Infrastructure Bank Act* (the “**CIB Act**”) sets out the purpose of the Canada Infrastructure Bank (“**CIB**”) as follows:

The purpose of the Bank is to invest, and seek to attract investment from private sector investors and institutional investors, in infrastructure projects in Canada or partly in Canada that will generate revenue and that will be in the public interest by, for example, supporting conditions that foster economic growth or by contributing to the sustainability of infrastructure in Canada.

- 1.2 As defined in the By-laws of the CIB, the Board of Directors has delegated to management, through the Chief Executive Officer (“**CEO**”), the authority to manage the day-to-day business, activities and other affairs of the CIB, subject to the oversight of the Board of Directors.
- 1.3 To fully realize the CIB’s purpose and its public policy priorities communicated by the Minister, and to support accountability and the achievement of the CIB’s objectives and planned results set out in the corporate plan, the Senior Management Team: Portfolio & Results Committee (the “**Committee**”) is hereby established with the following Terms of Reference.

2. Purpose of the Committee

- 2.1 The Committee serves as a cross-functional advisory and decision-making body with respect to matters related to the CIB’s strategic priorities, investment focus areas, corporate targets, organizational development initiatives, resulting outcomes and performance indicators. By bringing together senior leaders across the organization, the Committee also plays an essential role in advancing the CIB’s ongoing commitment to foster the inclusion of a broad range of voices and views in governance and decision-making.
- 2.2 **Decision-Making Responsibilities** – The Committee’s decision-making responsibilities include reviewing proposed investment strategies and theses to be recommended to the Impact and Risk Committee of the Board of Directors, including alignment with the CIB’s purpose and authorities, strategic objectives, expected impact outcomes, material risks and performance indicators.
- 2.3 **Advisory Responsibilities** – The Committee serves as an advisory body and provides a forum for the CIB’s senior leaders to review and discuss the following matters:

- proactively engaging in strategic planning discussions and providing advice and recommendations to the Executive Committee to inform the development of the objectives and planned results included in the CIB's corporate plan and the operating and capital budgets;
- reviewing the progress in achieving the CIB's objectives and targets set out in the corporate plan;
- reviewing the status of the investment funnel, including project origination, investment outlook and timing, upcoming major milestones and tracking to the CIB's priority sectors, objectives and targeted deployment of capital;
- proactively drive the planning and implementation of organizational priorities and initiatives related to the CIB's culture and performance to successfully execute its purpose, objectives, and targets; and
- reviewing the status of organizational priorities and initiatives developed to achieve the CIB's objectives and targets.

3. Membership

3.1 **Members** – In addition to the CEO, the Committee is comprised of the individuals holding the following positions and such other senior-level employees who may be appointed to the Committee by the CEO from time to time:

- Chief Investment Officer
- Chief Financial Officer
- Group Head, Communications and Public Affairs
- General Counsel & Corporate Secretary
- Group Head, Strategy
- Managing Director, Investments
- Head, Project Development
- Head, Investment Operations & Initiatives
- Head, Finance and Asset Management
- Head, Credit Risk & Fiscal Impact
- Head, Enterprise Risk Management
- Head, Human Resources

3.2 **Standing Invitees** – Given their important role in setting and driving strategic priorities at the CIB, a number of additional individuals holding the following positions also receive standing invitations to attend and participate in the Committee's discussions:

- Associate General Counsel, Investments
- Associate General Counsel, Enterprise Legal
- Senior Director, Corporate Planning, Policy & Research
- Director, Sector Strategies

- Director, Corporate Communications
- Director, Communications
- Director, Public Affairs

The CEO may also invite from time to time such individuals as they may see fit to attend its meetings to contribute expertise on specific issues and to take part in the discussions.

- 3.3 **Quorum** – The Committee may only conduct business when a two-thirds majority of its members are present.

4. **Authority**

- 4.1 Decision-making is led by the CEO and the Committee will aim to reach a consensus on matters requiring a decision. Committee members do not vote on matters before them. Rather, the CEO (or meeting Chair) will call on the members to reach a consensus after the members have expressed their views on the matter. When consensus cannot be reached, the CEO makes the final decision, taking the majority opinion into consideration.
- 4.2 With respect to the Committee's advisory responsibilities, the authority of the Committee is limited to providing advice and recommendations and determining follow-up items for action. Final decision-making authority will rest with the Executive Committee.

5. **Activities and Responsibilities**

- 5.1 **Decision-Making Responsibilities** – The Committee will have decision-making responsibilities with respect to the following activities:
- 5.1.1 **Investment Strategies and Initiatives** – Review, provide advice, and approve the recommendation to the Impact and Risk Committee for consideration, preliminary investment strategies and initiatives, including investment theses, having regard to the CIB's purpose and authorities, expected impact outcomes against the Investment Framework, materials risks and key performance indicators for investments and initiatives.
- 5.1.2 **Updates to Investment Strategies and Initiatives** – Review, provide advice, and approve the recommendation to the Impact and Risk Committee for consideration, updates to approved investment strategies and initiatives, having regard to the initiative's expected impact outcomes, risk profile, performance indicators, portfolio allocation, and other criteria as appropriate.
- 5.2 **Advisory Responsibilities** – The Committee will provide advice and recommendations to the Executive Committee with respect to the following activities:

5.2.1 **Strategy and Objectives** –

- a) Review and provide advice on the development and implementation of the CIB's objectives and strategies that are planned to achieve those objectives, having regard to the CIB's purpose and public policy priorities communicated by the Minister; and
- b) Review the CIB's progress against its objectives, targets and key performance indicators and providing advice for the quarterly dashboard and other reporting tools prepared for the Executive Committee and the Board of Directors;

5.2.2 **Investment Funnel** – Review and validate the status of the investment funnel, including project origination, investment outlook and timing, upcoming major milestones and tracking to the CIB's priority sectors and targeted deployment of capital.

5.2.3 **Portfolio Review** –

- a) Review at least quarterly the performance of the investment portfolio against the expected medium- and long-term impact outcomes in the corporate plan.
- b) Review the performance of programs and investments to evaluate their performance against the expected impact outcomes and expected financial performance.
- c) Receive updates from management on changes to the risk profile of investments and the status of strategies to address such risks.

5.2.4 **Organizational Priorities and Initiatives** –

- a) Review, provide advice and recommendations, and lead the execution of organizational priorities and initiatives related to the CIB's culture and performance planned or implemented to execute the CIB's purposes, objectives and targets.
- b) Review the CIB's progress in developing and implementing organizational priorities and initiatives identified, including discussing pain points and areas for action, to achieve the CIB's objectives and targets.

5.2.5 **Other Duties** – Provide advice on any other matters which are brought to the Committee's attention for discussion, and perform other duties as are necessary or appropriate to further the Committee's purposes, or as the CEO may assign to it.

6. **Reporting**

- 6.1 The Committee shall provide advice and recommendations to the CEO on any matters covered by these Terms of Reference.

- 6.2 The CEO, or delegate, will report to the Impact and Risk Committee of the Board of Directors on a quarterly basis on the relevant issues reviewed and recommended by this Committee, including:
- investment impact outcomes, expected results and performance indicators recommended by management for inclusion in the corporate plan;
 - new investment strategies and initiatives against the Investment Framework, including investment target impact outcomes, risks, expected results, performance indicators for investments within the initiative;
 - the performance of the investment portfolio against the expected medium- and long-term impact outcomes in the corporate plan;
 - the performance of programs and investments against the expected impact outcomes and expected financial performance.
- 6.3 The Committee may form, and delegate any of its responsibilities to, a subcommittee, which will have the authority to establish its own procedures and report on its findings and recommendations to the Committee.

7. Meeting Procedures

- 7.1 **Frequency of Meetings** – The Committee will meet at least once every quarter, or more frequently, as the CEO deems necessary for the Committee to discharge properly its responsibilities. The CEO will determine the time and prescribe the procedures for meetings.
- 7.2 **Notice of Meetings** – Committee meetings will be scheduled at the discretion of the Chair. Notice of meetings will be given to all Committee members listed in section 3.2 of these Terms of Reference at least 5 business days before each meeting.
- 7.3 **Participation** – Any member may participate in a meeting of the Committee by means of telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with each other.
- 7.4 **Chair** – The CEO will act as the chair and preside over the meetings of the Committee.
- 7.5 **Secretary** – The Chair will designate an employee of the CIB to provide administrative support to the Committee, take notes at the meeting and present a draft Summary of Proceedings (including key decisions and actions arising) to the Committee for approval at the next meeting.
- 7.6 **Agenda and Meeting Materials** – Meeting agendas and supporting documentation to be considered are expected to be available at least 48 hours in advance of each meeting to

allow adequate time to review the materials and prepare in advance of the meeting. The Committee will not maintain minutes of its meetings.

7.7 **Summary of Proceedings** – The Committee will not maintain minutes of its meetings. The Summary of Proceedings approved by the Committee will be posted and made available to Employees in the 'All Staff' SharePoint site.

8. **Approval and Effective Date**

These Terms of Reference were most recently reviewed and approved by the CEO on June 9, 2023.