



MANDATE OF THE HUMAN RESOURCES COMMITTEE

1. Establishment

There is hereby established a committee of the Board of Directors called the Human Resources Committee.

(section 13.3)

2. Composition

The Committee is composed of independent members of the Board of Directors.

(section 13.4)

3. Guests

Other Board members may take part in Committee meetings on a regular or occasional basis without being members of the Committee or having voting rights.

The Chair of the Board of Directors may take part in any meeting of the Committee.

(section 13.7)

Upon invitation by the Committee, any other person may attend, in whole or in part, a meeting, when the Committee considers it necessary or desirable.

4. Meetings

Regular meetings are held on the dates, at the times and locations set by the Board of Directors. They are called by notice sent to members by the secretary or the assistant secretary on behalf of the Committee Chair. Committee meetings may be held without notice if the members consent to the holding of such meetings. The presence of a member at a meeting indicates his consent.

An extraordinary meeting may be called at any time by the Committee Chair, the Chair of the Board, the President and Chief Executive Officer, one of the Committee members or the Executive Vice-President, Talent Management and Organizational Development.

The Committee members meet regularly before or after meetings without management present. Any Committee member may ask the Chair that a Committee meeting, or any part of it, be held without management being present.



5. Quorum

Quorum at Committee meetings shall be constituted by a majority of the members.

In the absence of a quorum, the Chair of the Board may, if he is not a member of the Committee, and at the request of the Committee Chair, serve as a member for this meeting and have voting rights.

6. Chair

The Committee Chair, as designated by the Board of Directors from among independent members, chairs the Committee meetings. When the Committee chair is unable to attend a meeting, the Chair of the Board or a member of the Committee may act as Chair for this meeting.

7. Secretary

The secretary or assistant secretary of la Caisse may serve as secretary of the Committee.

8. Mandate

The mandate of the Committee is to review human resources management guidelines and strategies, particularly with regard to performance evaluations, succession planning, remuneration of senior management, and la Caisse's general human resources practices.

The responsibilities of the Human Resources Committee include the following:

Performance evaluations, succession planning, and remuneration of senior management

- a) Review and submit to the Board of Directors for approval:
 - i) the expertise and experience profile established for the purposes of appointing the President and Chief Executive Officer
(section 5.3 and 13.10 (2))
 - ii) appointment of the President and Chief Executive Officer
(section 5.3)
 - iii) the parameters that the Board of Directors should recommend to the Government during the consultation on remuneration and other conditions of employment of the President and Chief Executive Officer
(section 5.3)
 - iv) annually, the remuneration and other conditions of employment of the President and Chief Executive Officer according to the parameters set by the Government
(section 5.3)



- v) designation of a member of la Caisse's personnel to exercise the functions of the President and Chief Executive Officer in case that officer is absent or unable to act
(section 5.11)
 - vi) any recommendation to remove from office the President and Chief Executive Officer.
(section 5.14)
- b) Annually assess the performance of the President and Chief Executive Officer;
(section 13.10 (3))
- c) Annually assess the respective responsibilities of the members of senior management and ensure that succession planning mechanisms are in place, including processes to identify, develop the competencies of, and retain the talent of outstanding executives, and collaborate when deemed necessary with other Board committees on this subject;
- d) Annually review the performance evaluations of members of senior management carried out by the President and Chief Executive Officer;
- e) Review and, as necessary, recommend to the Board of Directors significant changes to the management organizational structure (including functions and reporting relationships of officers and officer job descriptions);
- f) Annually review and recommend to the Board of Directors the standards and scales of remuneration and other conditions of employment of its officers, other than the President and Chief Executive Officer, of other employees of la Caisse, and of the most senior officer and other employees of its wholly-owned subsidiaries in accordance with the conditions defined by the Government;
(section 13.1 (4) and 15)
- g) At the same time as any recommended change to the officers' incentive-compensation plan, model compensation scenarios illustrating the impact of future results on remuneration;
- h) Annually receive information about remuneration in la Caisse's reference market;
- i) Review, with the Chief Risk Officer and the President and Chief Executive Officer, the performance with respect to la Caisse's risk tolerance or other risk elements, if required, before annually establishing incentive compensation;
- j) Annually review and recommend to the Board of Directors, upon the recommendation of the President and Chief Executive Officer, the appointment and remuneration of officers reporting directly to the President and Chief Executive Officer and of the most senior officer of each wholly-owned subsidiary;
(section 13.1 (5))



- k) Review all agreements between la Caisse and the President and Chief Executive Officer and the other officers, including agreements concerning their retirement, termination of employment, or any other specific circumstance;
- l) Review all information concerning the remuneration of senior management before it is published in la Caisse's annual report;
- m) Establish expertise and experience profiles for the purposes of appointing independent members of the Board of Directors in collaboration with the Governance and Ethics Committee.

(section 13.10 (2))

General human resources practices

- n) Ensure human resources practices are put in place..
- o) At least annually, review management's assessment of significant human resource risks and the effectiveness of related internal controls, including controls related to pension plans and other incentive compensation arrangements and review a report on critical employee matters;
- p) Ensure that appropriate human resources policies, including hiring, incentive, training, and development policies, are in place so that la Caisse can attract, motivate, and retain the quality of personnel required to meet its business objectives; monitor and annually recommend to the Board of Directors any necessary changes.
- q) Review and, if advisable, recommend any new benefit plan or ancillary benefit plan or any amendments made to existing plans that affect senior management.
- r) Recommend to the Board of Directors, if advisable, the adoption of a regulation prescribing the cases and conditions in and on which exceptions to the application of the *Act respecting the Civil Service Superannuation Plan* or the *Act respecting the Government and Public Employees Retirement Plan* may be authorized under section 15.2 of the *Act respecting the Caisse*.

(section 15.2)

Assessment of the committee mandate

- s) Together with the Governance and Ethics Committee, carry out every other year an assessment of the adequacy of its mandate and annually of its performance.

9. Other mandates

The Committee carries out other mandates entrusted to it by the Board of Directors.

10. Resources

The President and Chief Executive Officer shall see that the Committee has adequate human, material and financial resources, particularly as regards external experts, to perform its functions.

(section 5.13)

When the Committee wishes to use the services of external experts, it shall send, for information purposes, prior notice to the Chair of the Governance and Ethics Committee, with copies to the Chair of the Board of Directors and the President and Chief Executive Officer. This notice shall include a description of the mandate and the budget. The Chair of the Board of Directors shall inform the Board of Directors when such mandates are granted.

To fulfill its responsibilities, the Committee may consult all Caisse records and contact any officer, employee or auditor, if that is justified to exercise its duties

11. Reports

The Committee shall report to the Board of Directors on the results of its work after each of its meetings. This report contains in particular the recommendations that it considers necessary.

It shall also submit to the Board of Directors a summary of its proceedings to be included in la Caisse's annual report. This summary shall discuss the performance of its mandate and include information about the remuneration of the Chief Executive Officer and the five most highly remunerated officers reporting directly to the Chief Executive Officer of la Caisse and its wholly-owned subsidiaries.

(section 13.6 and 46 (k))

(section 13.6 and 46 (l))

Records of deliberations of the Committee are accessible to members of the Board of Directors for information.