

**COAST CONSERVATION ENDOWMENT
FUND FOUNDATION**

INVESTMENT GUIDELINES

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SECTION 1 – INTRODUCTION

Background

- 1.1 The Coast Conservation Endowment Fund Foundation (“Fund”) was created to support specific conservation activities.
- 1.2 The Board of Directors of the Foundation (“Board”) has overall responsibility for the Fund.
- 1.3 The Statement of Investment Policy (“Policy”) adopted by the Board documents the policies for the management of the Fund.
- 1.4 The Investment, Finance and Audit Committee (“Committee”) established by the Board is responsible for developing, reviewing and monitoring detailed guidelines and constraints for the management of the Fund investments, referred to as the Investment Guidelines (“Guidelines”).
- 1.5 This document constitutes the Guidelines.

Section 2 – Permitted Categories of Investments

Permitted Categories of Investments

- 2.1 Section 1.19 to 1.12 of the Policy sets out the rules for permitted investment in asset classes and the process for adding new asset classes.
- 2.2 The permitted categories of investments are:
- (a) equities, including common and preferred shares, income trusts, warrants, rights, instalment receipts and convertible debentures, all of which may be issued by Canadian or non-Canadian issuers, and Depository Receipts of companies based outside Canada and the United States;
 - (b) debt securities of Canadian and non-Canadian issuers, issued in Canadian or non-Canadian currencies, including sovereign, provincial, municipal and corporate bonds, debentures, mortgages, mortgage-backed securities, asset-backed securities, notes and other debt instruments;
 - (c) interest-bearing cash and cash equivalents, including guaranteed investment contracts or term deposits with banks, trust companies or insurance companies;
 - (d) unitized pooled funds or mutual funds consisting of eligible investments in the above categories, managed in accordance with the guidelines and constraints as set out in Section 4.
 - (e) forward contracts, futures or options solely for the purposes and subject to the constraints set out in paragraphs 4.18 and 4.19.

Section 3 – Fund Structure

Investment Management Structure

3.1 The Committee has established the following investment management structure:

Asset Category				
Investment Manager	Canadian equities	Global equities	Fixed income	Total
Genus	15%			15%
Baker Gilmore			40%	40%
Sceptre	20%	25%		45%
Total	35%	25%	40%	100%

3.2 In the event that the total allocation to an investment manager at the end of a quarter is more than 4% higher or lower than the total allocation set out in paragraph 3.1, the Chair of the Committee will instruct staff to reallocate the assets to the percentages set out in the "Total" column.

Asset Mix

3.3 The asset mix of the Fund shall at all times be maintained within the following ranges:

Asset Mix			
Asset Class	Minimum	Benchmark	Maximum
Canadian Equities	30%	35%	40%
Global Equities	15%	25%	35%
Fixed Income	25%	40%	55%
Short-Term Investments	0%	0%	20%

3.4 In the event that the allocation to an asset class at the end of a quarter is outside of the range of the minimum and maximum as set out in paragraph 3.3, the Chair of the Committee will instruct staff to reallocate the assets to the percentages set out in the "Total" column in paragraph 3.1 and direct the investment managers to reallocate their assets in accordance with paragraph 3.1

Investment Manager Mandates.

3.5 The Committee has established mandates for each Investment Manager, as set out in Schedule A.

3.6 The Committee, shall monitor the performance of the Investment Managers, in accordance with Section 6, and shall recommend to the Board any changes in Investment Managers as the Committee deems in the best interest of the Fund.

Section 4 – Guidelines and Constraints

Application of Guidelines and Constraints

- 4.1 All investments shall conform to the Constitution, the Policy, these Guidelines and any applicable law and regulations
- 4.2 Investment Managers shall not invest in any assets that are not in an approved category of investment.
- 4.3 All securities shall be purchased through normal public market facilities, unless the purchase price approximates the prevailing market price and is negotiated on an arm's length basis.
- 4.4 The Fund shall be invested in accordance with the Environmental, Social and Governance standards set out in the Policy. In no event shall the Fund be invested in industries directly extracting from the Alberta Oil Sands.
- 4.5 The Committee has the responsibility for making recommendations to the Board on any additional screens that may incorporate either positive or negative elements.
- 4.6 The Fund will be invested in individual securities, and not in pooled funds or mutual funds, unless otherwise specifically permitted in writing by the Chair.

Fixed Income and Cash

- 4.7 All investments in Canadian fixed income securities shall be in securities that are subject to regular price quotations by recognized investment dealers in Canada and for which ratings are available for the borrower or the debt issuer.
- 4.8 The target duration of the fixed income portfolio shall be the duration of 8 years. The duration of the fixed income portfolio will be maintained within a band of 5-9 years.
- 4.9 No more than 5% of a fixed income portfolio shall be invested in debt issues of any one corporate issuer rated AA or above by the Dominion Bond Rating Service ("DBRS") or equivalent service; no more than 3% of a fixed income portfolio shall be invested in debt issues of any one corporate issuer rated A by the DBRS or equivalent service.
- 4.10 At least 30% of a fixed income portfolio will be invested in Government of Canada or Government of Canada guaranteed issues. No more than 40% of a fixed income portfolio will be invested in the bonds or other fixed income assets of corporations.
- 4.11 No more than 25% of a fixed income portfolio shall be invested in debt issues of corporate issuers with an A rating. No part of a fixed income portfolio shall be invested in debt issues of issuers with a BBB or lower rating. A minimum AA- average portfolio rating will be maintained at all times.
- 4.12 All Short-Term investments, including Canadian cash equivalents and Short-Term commercial paper, having a maturity of one year or less, shall be rated minimum R-1 Low by the DBRS, an equivalent rating from another agency, or, where not rated, an equivalent level as determined by the market.
- 4.13 No more than 5% of the market value of the Short-Term investments may be invested in the commercial paper of any one single issuer except in the case of paper of, or guaranteed by, one of the five major chartered banks.

Section 4 – Guidelines and Constraints (Continued)

Equities

- 4.14 The following constraints shall apply to each Canadian and global equity portfolio:
- (a) All securities shall be publicly traded and listed on a recognized stock exchange of the applicable country;
 - (b) Each portfolio shall always contain at least 25 holdings. The market value of the 20 largest positions shall amount to no more than 75% of the market value of the portfolio;
 - (c) The portfolio weight invested in the common stock or other equity issue of any one corporation shall not be more than 6% of the market value of the portfolio;
 - (d) Investments in small capitalization equities (defined as stocks of corporations having a total equity market capitalization of \$1 billion or less) shall not exceed 10% of portfolio assets.

Other Limitations

- 4.15 Investment Managers shall not purchase securities on margin or engage in short sales.
- 4.16 No entity, including the Board, the Committee, the Investment Managers, or any member of such entity may lend, pledge or otherwise encumber any of the Fund's assets.
- 4.17 Investment Managers may create exposure in currencies only by direct investment in foreign equities or debt acceptable under the Policy.
- 4.18 An Investment Manager managing a global equity portfolio that wishes to hedge the exposure to a currency, may do so through forward contracts, futures or options. Investment Managers may not increase the portfolio's exposure to a currency (other than the Canadian dollar), except as provide in paragraph 4.17.
- 4.19 Investment Managers may not engage in the purchase or sale of derivatives, options or futures except as permitted under paragraph 4.18 or to replicate a market index for a portion of the Investment Manager's portfolio not exceeding 5% of the total, for a period of time not exceeding 90 days.

Section 5 – Communication Requirements

Communication by the Investment Managers

- 5.1 Each Investment Manager will prepare and deliver a report on the management of its portfolio as soon as practicable at the end of each calendar quarter. Such report shall contain a list of the securities held in the portfolio of the end of the quarter, a list of all of the transactions conducted by the Investment Manager since the previous report, a summary the cash flows to and from the portfolio in the quarter, the rate of return earned by the portfolio in the quarter, the performance target, the rate of return relative to the performance target, and an overview of its current economic outlook and investment strategy.
- 5.2 Investment Managers will meet with the Committee or with the Fund's staff at least twice a year to review the results the Investment Manager has achieved and the report described in paragraph 5.1, and to discuss its economic outlook and investment strategy.
- 5.3 Investment Managers shall inform the CEO of the Fund promptly of any changes in the Investment Manager's firm, including any changes in ownership, senior investment personnel or investment management style.

Communication by the Investment Committee

- 5.4 The Chair will meet at least quarterly with the Board to report on the investment management of the Fund. The Chair's report will include a review of the investment performance of the Fund and any recommendations to amend the Policy.

Section 6 – Monitoring and Review

Review of the Policy

- 6.1 The Committee shall review the Policy and Guidelines at least once every year, and recommend to the Board any changes the Committee feels are necessary.
- 6.2 The Committee shall review the Policy as soon as practicable when any legislative changes may affect the investment of the Fund, and recommend to the Board any revisions they feel are necessary.

Monitoring and Review of Investment Performance

- 6.3 Each calendar quarter, the Committee shall review the evaluation conducted of the performance of the Investment Managers. The Committee shall review:
 - (a) the investment returns of the Investment Managers, including each component of the Investment Managers' portfolios, over both the short term and the long term;
 - (b) the value added or lost by each Investment Manager relative to the performance target of the Investment Manager, as set out in Appendix A, and the sources and amounts of the value gained and lost;
 - (c) the level of risk taken by each Investment Manager in making its decisions, and the appropriateness of those decisions;
 - (d) the Investment Manager's adherence to the Policy and Guidelines;
 - (e) the Investment Manager's adherence to the investment approach and decision-making process for which the Investment Manager was hired;
 - (f) any changes in the Investment Manager's firm, including ownership, organizational structure and key investment personnel.
- 6.4 An Investment Manager's continued suitability may be examined at any time should the Investment Committee lose confidence in the Investment Manager's ability to succeed. Factors that might lead to a review include one or more of the following:
 - (a) performance over the short term substantially below the performance target or inappropriate levels of risk;
 - (b) changes in the Investment Manager's investment approach and decision-making processes;
 - (c) fundamental changes within the Investment Manager's firm, including changes in ownership, personnel or a substantial growth or reduction in assets under management;
 - (d) evidence of malfeasance by the Investment Manager;
 - (e) failure to adhere to this Policy.
- 6.5 Concerns about the performance of an Investment Manager shall be noted in the minutes of the Committee's meeting, and shall include the conclusions of the Committee as to the next steps that will be taken in connection with the retention of such Investment Manager.

Section 7 – Miscellaneous Provisions

Conflict of Interest

- 7.1 A conflict of interest exists when a person has the opportunity to advance or protect his or her own interest or the private interests of others with whom the person has a relationship, including a familial or other personal or business relationship, in a way detrimental to the interests, or potentially harmful to the integrity or fundamental mission of the Fund.
- 7.2 No member of the Board, the Committee or an Investment Manager, or a Fund employee or contractor may exercise their powers with regard to the investment of the Fund in their own personal or business interest or in the interest of their family or of a third person, nor may any such member place themselves in a position of conflict of interest or potential conflict of interest.
- 7.3 An individual, upon first becoming aware of a conflict of interest or a potential conflict of interest shall disclose in writing the nature and extent of an interest to the Chair immediately. The Chair shall report such disclosure to the Committee.
- 7.4 If the party disclosing the conflict of interest has the capacity to participate in or to make decisions affecting the investments of the Fund, the party may continue to participate only with the approval of the Committee.
- 7.5 The failure of a person to comply with the procedures described in this Section shall not of itself invalidate any decision, contract or other matter.

Delegation of Voting Rights

- 7.6 Investment Managers are delegated the responsibility of directing the Custodian in the exercise of voting rights acquired through the Fund's investments in the portion of the Fund managed by them.
- 7.7 Investment Managers will exercise acquired voting rights with the intent of fulfilling the Fund's investment objectives and policies.
- 7.8 Investment Managers will maintain a record of how voting rights are exercised on behalf of the Fund.

Appendix A – Investment Manager Mandates

Genus

- A.1 Genus Capital (“Genus”) has been retained to manage a portion of the Canadian equities of the Fund. They may hold up to 10% of their portion of the Fund in short-term investments, cash or cash equivalents.
- A.2 Genus’s target rate of return is 1.3% on average over rolling four-year periods, before the deduction of investment management expenses, in excess of the S&P / TSX Composite Index

Baker Gilmore

- A.3 Baker Gilmore (“Baker Gilmore”) has been retained to manage the fixed income portion of the Fund. They may hold up to 10% of their portion of the Fund in short-term investments, cash or cash equivalents.
- A.4 Baker Gilmore’s target rate of return is 0.4% on average over rolling four-year periods, before the deduction of investment management expenses in excess of the sum of 65% of the DEX Universe Bond Index and 35% of the DEX Long Term Bond Index.

Sceptre

- A.5 Sceptre (“Sceptre”) has been retained to manage a portion of the Canadian equities of the Fund and all of the global equities. They may hold up to 10% of their portion of the Fund in short-term investments, cash or cash equivalents.
- A.6 Sceptre’s normal allocation is 44% in Canadian equities and 56% in global equities. They may vary the allocation to these two asset classes within a range of 5% around the normal allocation. They may hold up to 10% of their portion of the Fund in short-term investments, cash or cash equivalents.
- A.7 Sceptre’s target rate of return is 1.3% on average over rolling four-year periods, before the deduction of investment management expenses, in excess of combination of 44% of the S&P / TSX Composite Index and 56% of the MSCI-World Index (Canadian dollars).