

MANDATE OF THE CHAIR OF THE HUMAN RESOURCES COMMITTEE

Appointment

The Board of Directors (hereinafter the “Board”) of Caisse de dépôt et placement du Québec (hereinafter “CDPQ”) appoints a member of the Human Resources Committee to serve as Committee Chair.

Role of the Chair

The Committee Chair sees to the proper functioning of the Committee meetings. The Chair exercises leadership and foresight in the exercise of their functions so that the Committee’s work will lead to the use of best practices in human resource management.

The Committee Chair ensures that all new members have the knowledge they require to exercise their functions on the Committee and offers them any required training.

The Chair must maintain efficient and transparent communications between the Committee and the President and Chief Executive Officer.

Main responsibilities

The responsibilities of the Chair of the Human Resources Committee include:

- a) Presiding over Committee meetings and ensuring that they are efficient and productive
- b) Seeking a consensus while encouraging frank, complete discussions
- c) Fostering a team spirit on the Committee
- d) Developing, in collaboration with the President and Chief Executive Officer, the Executive Vice-President, Talent and Performance and the Secretary, agendas for the Committee meetings
- e) Establishing, in advance and in collaboration with the Chair of the Board, the President and Chief Executive Officer and the Secretary, the annual schedule of Committee meetings
- f) Ensuring, in collaboration with the President and Chief Executive Officer, the Executive Vice-President, Talent and Performance and the Secretary, that the presentations and reports made to the Committee are well coordinated
- g) Ensuring that the Committee fulfills its roles and responsibilities in accordance with the *Act respecting the Caisse de dépôt et placement du Québec*, CDPQ’s regulations and policies and the Committee’s mandate
- h) Fostering a constructive relationship between the Committee and CDPQ’s Executive Vice-President, Talent and Performance
- i) Presenting the important issues discussed at Committee meetings to the Board
- j) Sending all the Committee’s recommendations to the Board



- k) Ensure that members are able to meet and discuss issues without members of management being present
- l) Being available to regularly meet with and advise the Executive Vice-President, Talent and Performance on important issues, as needed
- m) Closely monitoring the process for managing the succession of the President and Chief Executive Officer and members of senior management and, to this end, acquiring sufficient knowledge of the main succession candidates
- n) Helping develop succession plans for the position of Committee Chair and making any related recommendations, if applicable
- o) Assuming any other responsibilities that may be assigned to the Chair by the Committee or the Board