



# **Investment Valuation Committee**

## **Terms of Reference**

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<b>Document Owner:</b>	CEO
<b>Author:</b>	Certainty Compliance Pty Ltd
<b>Approved by:</b>	Investment Valuation Committee
<b>Any questions about this document:</b>	Sofie Remmery (PFM Compliance Manager) <a href="mailto:sofie.remmery@plenary.com">sofie.remmery@plenary.com</a>
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# 1. Purpose

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This Terms of Reference sets out the role, responsibilities, composition, and operation of the Investment Valuation Committee that has been established as a governing committee of Plenary Funds Management Pty Ltd (“**PFM**”).

## 2. Definitions

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In this Terms of Reference, unless the context otherwise indicates:

Term	Definition
<b>Board</b>	means the Board of Directors of PFM
<b>CEO</b>	means Chief Executive Officer
<b>Committee</b>	means the Investment Valuation Committee
<b>PFM</b>	means Plenary Funds Management Pty Ltd, the Investment Manager of the Fund(s) or separately managed client account(s)
<b>DoA</b>	means the PFM Delegations of Authority, approved by the Board
<b>Member</b>	means member of the Committee
<b>SMA</b>	means Separately Managed Account
<b>Trustee</b>	means Responsible Entity or Trustee of the fund
<b>Fund</b>	means the funds listed in Appendix A
<b>IAG</b>	means the Investor Advisory Group(s) of the Fund(s) operated by PFM
<b>IAG ToR</b>	means the Terms of Reference of a given Investor Advisory Group

### **3. Authority**

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The Committee is appointed by the CEO, with the Investor Advisory Group required to consent to the appointment of independent members.

The CEO appoints internal and independent members of the Committee under the DoA.

Each Investor Advisory Group must consent to the appointment of an independent member of the Committee under their IAG ToR.

## **4. Composition and Committee Membership**

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### **4.1 Members**

The CEO determines the Committee's composition and has determined that the Committee shall have four members of which two are internal members and two are independent members.

#### **4.1.1 Appointment of internal members**

Internal members must be employees of PFM and must not be representatives of Plenary Group Holdings Pty Ltd. The members must have sufficient knowledge and expertise to exercise the responsibilities required under this Terms of Reference.

The current internal members are outlined in Appendix B.

#### **4.1.2 Appointment of independent members**

Independent members can be recommended by PFM, but their appointment is subject to the consent of each IAG.

#### **4.1.3 Alternates**

An internal member of the Committee may appoint an alternate provided the alternate is an employee of PFM and is approved by the Chair of the Committee.

Independent members are not permitted to appoint alternates.

#### **4.1.4 Term**

Internal members appointed to the Committee will serve in perpetuity until they are replaced or otherwise removed from the Committee.

Independent members appointed to the Committee will serve for a one-year engagement term. Their engagement may be renewed on an annual basis, subject to IAG consent.

#### **4.1.5 Chair**

The Committee Chair is appointed by the CEO. The Committee Chair cannot be the same for both the Investment Committee and Investment Valuation Committee.

If the Committee Chair is not available, a temporary Chair will be appointed by a majority vote of the Committee.

## 5. Role and Responsibilities

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The overall role of the Committee is to review and approve valuations of the assets managed by PFM (excl. derivative instruments).

The key responsibilities of the Committee are:

1. Review and approve the PFM Valuation Policy.
2. Confirm that each asset has been valued in accordance with the PFM Valuation Policy and the methodologies detailed therein.
3. Review the methodology adopted and confirm it is appropriate for the asset type.
4. Review the performance of the asset as part of the valuation approval process.
5. Consider the appropriateness of the assumptions and other variables underpinning the valuation
6. Approve the engagement of an external valuer (as required).
7. Approve the commissioning of an internal valuation (where appropriate)
8. Consider the asset's strategy and how it fits into the asset's valuation, including operational and capital expenditure programmes, ESG initiatives, etc.
9. Identify any potential conflicts of interest and how they have been avoided or otherwise managed.



## **6. Scope of Authority**

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Under the DoA, the Committee has the authority to approve the following:

1. Updates to the PFM Valuation Policy.
2. Changes in asset valuations for those assets in funds or separately managed client accounts (“SMAs”) managed by PFM.
3. Appointment of external valuers to undertake the asset valuations; and
4. The undertaking of and outcome of an internal valuation.

## **7. Meetings**

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### **7.1 Frequency**

The Committee will meet at least twice per calendar year or more frequently as required, as determined by the Chair. All members are expected to attend each meeting.

### **7.2 Modes of meeting**

A meeting may be held by members of the Committee communicating with each other by video- or teleconference. The resolutions and business arising of the Committee will be circulated at each meeting.

### **7.3 Secretariat support**

The Committee will have a secretary.

The role of the secretary will include:

1. Arranging meetings and preparing agendas.
2. Recording decisions and actions arising from the Committee meetings (including instructing those responsible for undertaking actions).
3. Advising the Chair, Committee members and parties making submissions to the Committee of outstanding actions arising from prior meetings, matters of process, and other such relevant matters.
4. Supporting the reporting obligations of members.
5. Ensuring the PFM Board has access to a current copy of the Terms of Reference.

### **7.4 Other attendees**

Parties making submissions to the Committee should attend the meeting to explain the submission and respond to any questions from the members.

External valuers may also attend all or part of the Committee with approval from the Chair.

## **8. Voting and Quorum**

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### **8.1 Quorum**

A meeting of the Committee shall be taken to be convened if at least three members including the Committee Chair, or their alternates, are present.

The Committee Chair will ensure that a quorum is met prior to commencing the meeting.

### **8.2 Voting at the meeting**

All members that have not declared a conflict of interest may vote on resolutions.

A unanimous vote by all members present who have not declared a conflict of interest at the meeting of the Committee is required to carry a resolution.

Alternates are permitted to vote on resolutions .

### **8.3 Circular resolution**

A resolution may be passed via circular resolution (i.e., without a Committee meeting) if all members entitled to vote consent to the resolution and the number of members voting is sufficient to constitute a quorum.

A member may consent to a resolution by:

- a. Signing a document which states that the member is in favour of the resolution (and details the resolution); or
- b. Providing written notice to the Committee secretary stating that the member is in favour of the resolution (and detailing the resolution).

## **9. Committee Procedures**

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### **9.1 Minutes and records**

The Committee secretary will circulate the resolutions and business arising at each Committee meeting. Minutes and/or decision sheets will be completed and circulated by the Committee secretary for signature.

### **9.2 Agenda for meetings**

The Committee's meeting agenda shall consist of such items as the Chair decides and may include, but will not be limited to, the following items:

1. Conflict disclosure.
2. Relevant items for noting, including previous minutes, decisions, and business arising.
3. Valuation approvals.
4. Valuer appointments.
5. Other business.

## 10. Conflicts of Interest

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The Committee and its members are subject to the PFM Conflicts of Interest Policy. In the event any conflict of interest or duty arises, the interests of investors should be given priority and conflicts must be managed in accordance with the policy and any applicable asset class guidelines or requirements under mandates.

Members must be vigilant to:

1. Disclose to the Committee any actual, apparent or potential conflicts of interest or duty that may exist or might reasonably be thought to exist, as soon as the situation arises; and
2. If deemed desirable by the Committee, take the necessary and reasonable steps to resolve any conflict of interest or duty within an appropriate time period.

The Chair will determine whether or not members who have declared a conflict should abstain from voting on the relevant matter or be absent from the meeting.

## **11. Review**

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The members of the Committee will review and approve the Terms of Reference as and when appropriate and at least once every two years.

Any change to this Terms of Reference must be approved by the Committee and noted by the PFM Board.

## **12. Appendix A - Funds**

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1. Public Sustainable Infrastructure Fund (PSIF)

## **13. Appendix B – Composition**

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### **13.1 Internal members**

Julie-Anne Mizzi – Managing Partner and CEO (PFM)

Simon Hunter – Partner and Head of Asset Management (PFM)

### **13.2 Independent members**

Erin Flaherty (subject to IAG consent)

Sylvia Wiggins (subject to IAG consent)