

REVISED STATEMENT OF INVESTMENT PRINCIPLES

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Papers with this report

SUMMARY

As a result of continuing asset allocation review by the fund, the Pension Fund Committee ratified the Investment Sub Committee suggestion to invest approximately 2% of the fund's assets in US Treasury Inflation Protected Securities (TIPS) as part of the Tactical Asset Allocation strategy.

In addition, it was agreed that the investment limits in partnerships would be increased from 5% to 15% of fund assets to accommodate increased investments in partnerships (Private Equity, M&G and Macquarie) for an initial period of one year.

These have necessitated amendments to the Statement of Investment Principles as required by the LGPS Regulations (Revised) 2009. In addition, following the withdrawal of membership from LAPFF, sections of the SolP have been updated.

RECOMMENDATIONS

That Committee agree under Regulations 12 (5) and 14 (1) of the Local Government Pension Scheme (Management and Investments Funds) Regulations 2009:

- 1. To approve the Revised Statement of Investment Principles (March 2014) reflecting changes in the funds asset allocation and Investment mix and extend period of increase percentage (15%) of all partnership investments by five years till December 2018, as attached.**

Information

1. Based on the recommendation of the fund's independent investment advisor, Scott Jameison, Committee ratified an allocation of 2% of fund's assets to investments in US TIPS in June 2013.
 2. The tactical allocation was executed in June 2013 by UBS Global Asset Management for the fund, free of charge in accordance with a standing agreement between both parties on investments in futures.
 3. Due to increased drawdown of commitments to investments in both M&G funds, partnership investments as a percentage of the fund's assets have increased to about 10% and in order to operate within the guidelines of the Local Government Pension Scheme (Management and Investments Funds) Regulations 2009, there is a need to further extend the period of increased limits (15%) in these types of investments for another five years. By which time hopefully, increased return of capital by Private Equity managers will ensure the initial permissible limits (5% of fund assets) will suffice.
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FINANCIAL IMPLICATIONS

The financial implications are explained within the report.

LEGAL IMPLICATIONS

There are no legal implications arising directly from the report

Statement of Investment Principles

(Revised March 2014)

INTRODUCTION

- The London Borough of Hillingdon (the Council) is the administering authority of the London Borough of Hillingdon Pension Fund (the Fund). The Fund operates under the national Local Government Pension Scheme (LGPS), which was established by statute to provide death and retirement benefits for all eligible employees. This Statement of Investment Principles applies to the Fund.
 - In preparing the Statement of Investment Principles, the Council has consulted its professional advisers and representatives of the members of the Fund and has received written advice from the Fund Actuary and the Investment Practice of Hymans Robertson LLP.
 - The Local Government Pension Scheme (Management and Investment of Funds) Regulation 2009 sets out the powers and duties of the administering authority (the authority) to invest Fund monies. The authority is required to invest any monies which are not required immediately to pay pensions and any other benefits and, in so doing, to take account of the need for a suitably diversified portfolio of investments and the advice of persons properly qualified on investment matters.
 - The CIPFA Pension Panel's guidance "Principles for Investment Decision Making in the Local Government Pension Scheme in the United Kingdom" which was issued in 2002 brought together ten principles with practical comment on their application to funds in England, Wales, Scotland and Northern Ireland. In 2008, following extensive consultation, the ten original principles which were issued by the government for application to pension funds, corporate and public sector were updated and consolidated into six new principles.
 - The Investment Governance Group, with members drawn from the Pensions Regulator, the Department for Communities and Local Government, the CIPFA Pension Panel and LGPS interests, examined these six principles and with the agreement of the Pensions Regulator made changes to the wording to reflect the particular circumstances of the LGPS. The revised principles and guidance reflecting the changes in wording was released at the end of 2009 and this Statement complies with the disclosure of the revised principles.
 - This Statement of Investment Principles outlines the broad rules governing the investment policy of the Pension Fund. Attached, at Appendix A, are the six headline principles of investment decision making and disclosure and the extent to which the London Borough of Hillingdon complies with the principles.
 - The Council has delegated its responsibilities in relation to investment policy to the Pensions Committee.
 - Management of the investments is carried out by fund managers appointed by the Pensions Committee. Fund Managers work within the policies agreed by the Pensions Committee.
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- The Council's investment powers are set out in Regulations made by the Department of Communities and Local Government, applicable to the Local Government Pension Scheme. This Statement is consistent with these powers.
- The investment managers may only delegate their duties to a third party in accordance with the terms of their client agreement and subject to providing appropriate safeguards to the Council.

INVESTMENT RESPONSIBILITIES

The structure of investment responsibilities and decision making is listed below and follows best practice adopted by other Local Authorities in relation to their Pension Schemes.

The **Pensions Committee** has responsibility for:

- Appointing the investment manager(s) and any external consultants felt to be necessary,
- Appointing the custodian,
- Reviewing on a regular basis (quarterly) the investment managers' performance against established benchmarks, and satisfying themselves as to the managers' expertise and the quality of their internal systems and controls,
- Ensuring that investments are sufficiently diversified, are not over concentrated in any one type of investment, and that the Fund invests in suitable types of investments,
- Approving the Statement of Investment Principles, and
- Monitoring compliance with the Statement and reviewing its contents from time to time.

The **Investment Sub Committee** has responsibility for:

- Monitoring financial risks, including all investment risks relative to liabilities, within the Pension Committee's risk framework,
- Keeping asset allocation under review within range guidelines set by the Pension Committee,
- Considering the framework for the allocation of new money among managers and similarly, in the event that assets need to be realised,
- Formally reviewing the mandates of the managers, and their adherence to their expected investment process and style,
- Considering the need for any changes to the investment managers' mandates or manager arrangements,
- Evaluating the credentials of potential managers and make recommendations to the Pension Committee in respect of any change of managers.
- Monitoring the investment advice from their investment consultant and investment adviser at least annually,
- Maintaining the Funds Statement of Investment Principles.

The **Chief Finance Officer** has responsibility for:

- Preparation of the Statement of Investment Principles to be approved by the Pensions Committee,
 - Assessing the needs for proper advice and recommending to the Committee when such advice is necessary from an external adviser,
 - Deciding on whether internal or external investment management should be used for day to day decisions on investment transactions,
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- Ensuring compliance with the Statement of Investment Principles and bringing breaches thereof to the attention of the Pensions Committee, and
- Ensuring that the Statement of Investment Principles is regularly reviewed and updated in accordance with the Regulations.

The **Investment Consultants** are responsible for:

- Assisting the Pensions Committee and the Chief Finance Officer in their regular monitoring of the investment managers' performance,
- Assisting the Pensions Committee and the Chief Finance Officer in the setting of investment strategy
- Assisting the Pensions Committee and the Chief Finance Officer in the selection and appointment of investment managers and custodians, and
- Assisting the Pensions Committee and the Chief Finance Officer in the preparation and review of this document

The **Actuary** is responsible for:

- Assisting the Pensions Committee in the preparation and review of this document, and
- Providing advice as to the maturity of the Fund and its funding level in order to aid the Pensions Committee in balancing the short-term and long-term objectives of the pension Fund.

The **Investment Managers** are responsible for:

- The investment of the Fund's assets in compliance with prevailing legislation, the constraints imposed by this document and the detailed Investment Management Agreement,
- Tactical asset allocation around the strategic benchmark,
- Security selection within asset classes,
- Preparation of quarterly reports including a review of investment performance,
- Attending meetings of the Pensions Committee as requested,
- Assisting the Pensions Committee and the Chief Finance Officer in the preparation and review of this Statement, and
- Voting shares in accordance with the Council's policy except where the Council has made other arrangements.

The **Custodian** is responsible for:

- Its own compliance with prevailing legislation,
- Providing the authority with quarterly valuations of the Fund's assets and details of all transactions during the quarter
- Collection of income, tax reclaims, exercising corporate administration and cash management.
- Providing a Securities Lending Service and complying with the limitation that no more than 25% of the fund is to be on loan.

FUND LIABILITIES

Scheme Benefits

The LGPS is a defined benefit scheme, which provides benefits related to final salary for members. Each member's pension is specified in terms of a formula based on salary and

service and is unaffected by the investment return achieved on the Fund's assets. Full details of the benefits are set out in the LGPS regulations.

Financing benefits

All active members are required to make pension contributions based on the percentage of their pensionable pay as defined in the LGPS regulations.

The London Borough of Hillingdon is responsible for meeting the balance of costs necessary to finance the benefits payable from the Fund by applying employer contribution rates, determined from time to time by the Fund's actuary.

Actuarial valuation

The Fund is valued by the actuary every three years in accordance with the LGPS regulations and monitored each year in consultation with employers and the actuary. Formal inter-valuation monitoring has also been commissioned.

INVESTMENTS

Approach

- The investment approach is to appoint expert fund managers with clear performance benchmarks and place maximum accountability for performance against those benchmarks with the investment manager.
- Overall, the strategic benchmark is intended to achieve a return such that the Fund can, without excessive risk, meet its obligations without excessive levels of employers' contributions.
- Performance is monitored quarterly and a formal review to confirm (or otherwise) the continued appointment of existing managers is undertaken annually.
- The investment strategy is reviewed annually, with a major review taking place following the triennial actuarial valuation.

Investment managers and advisers

The investment managers currently employed by the Council to manage the assets of the Fund are, Adams Street Partners, Barings Asset Management, JP Morgan Asset Management, Kempen International Investments, LGT Capital Partners, M&G Investments, Macquarie Infrastructure & Real Assets Europe, Marathon Asset Management, Newton Asset Management, Ruffer LLP, State Street Global Advisors and UBS Global Asset Management. Each manager is responsible for the day-to-day management of a portfolio of investments for the Fund.

Custodian services for the Fund's assets are provided by Northern Trust.

The investment managers are authorised under the Financial Services and Markets Act 2000 to undertake investment business.

Hymans Robertson LLP acts as the Fund's Actuary and Investment Consultant and gives written advice on appropriate investment strategies. Scott Jamieson acts as an

independent advisor to the pension fund and provides advice and challenge on appropriate investment strategies.

Client agreements have been made with each of the above investment managers and advisers. The Chief Finance Officer has been delegated the authority to agree amendments to these agreements.

The Pension Committee regularly monitors the performance of the investment managers and its advisers, on behalf of the Council.

Types of investments to be held and the balance between these investments

Based on expert advice and taking into account the Fund's liabilities, the Pension Committee has determined a benchmark mix of assets considered suitable for the Fund. The asset mix currently includes equities (public and private), bonds (government, corporate and index-linked), property, cash and absolute return and fund of hedge fund strategies. Investments are made in the UK, the major overseas markets and in emerging markets. The fund managers have discretion to vary the allocation of investments between markets on a tactical basis. Appendix D shows the benchmarks for the fund managers and the permitted ranges in which the assets can fluctuate, as at the date of this document.

A review is carried out after each actuarial revaluation and used to consider the suitability of the existing investment strategy.

The suitability of investments

The managers may invest in equities and bonds, including collective vehicles, property and cash, consistent with their mandates, without consultation with the Council. Managers invest in accordance with Schedule 1 'Limits on Investments' of the LGPS (Management and Investment of Funds) Regulations 2009 as amended. The current Limits for the London Borough of Hillingdon Pension Fund are set out at Appendix B.

Other types of investment may be approved by the Committee after taking professional advice.

The expected return on investments

Investment managers are given target performance standards and their actual performance is measured against these. These targets (gross of fees) are:

| | |
|----------------------------------|---|
| Adams Street Partners | - Outperform benchmark |
| Barings Asset Management | - 4% p.a. in excess of benchmark |
| JP Morgan Asset Management | - Outperform benchmark |
| Kempen International Investments | - 2 – 4.00% p.a. in excess of benchmark |
| LGT Capital Partners | - Outperform benchmark |
| M&G Investments | - 5.00% p.a. in excess of benchmark |
| Marathon Asset Management | - Outperform benchmark |
| Macquarie Infrastructure | - Outperform internal rate of return hurdle |
| Newton Asset Management | - 2% p.a. in excess of benchmark |
| Ruffer LLP | - Outperform benchmark |
| State Street Global Advisors | - Achieve Benchmark |
| UBS Asset Management | - 2.00% p.a. in excess of benchmark |

UBS Asset Management - Property - 1.00% p.a. in excess of benchmark

Overall, the targets are intended to achieve above average performance, relative to earnings and inflation, without excessive risk, so that the Fund can meet its obligations without excessive levels of employer's contribution.

Performance is monitored quarterly and a formal review to confirm (or otherwise) the continued appointment of existing managers is undertaken annually.

Fee Structures

| | |
|----------------------------------|---|
| Adams Street Partners fee | - Fee based on subscribed capital + performance |
| Barings Asset Management | - Fixed Fee based on portfolio value |
| JP Morgan Asset Management | - Fixed fee based on portfolio value |
| Kempen International Investments | - Fixed fee based on portfolio value |
| LGT Capital Partners fee | - Fee based on subscribed capital + performance |
| M&G Investments | - Fixed fee based on drawn capital |
| Marathon Asset Management | - Fee based on performance |
| Macquarie Infrastructure fee | - Fee based on committed capital + performance |
| Newton Asset Management | - Fixed fee based on portfolio value |
| Ruffer LLP | - Fixed flat fee based on portfolio value |
| State Street Global Advisors | - Fixed flat fee based on portfolio value. |
| UBS Asset Management | - Tiered fee based portfolio value. |
| UBS Asset Management - Property | - Fixed fee based on portfolio value. |
| Hymans Robertson LLP | - Price per piece |
| Scott Jamieson | - Fixed fee |

In each case best value is the basis for selection of fee structures.

Schedule 1 Limits on Investments

At their meeting on 12 December 2012, the Committee agreed to an increase in the limit on investments in contributions to any single partnership from 2% to 5%, an increase in the limit on investments in contributions to all partnerships from 5% to 15% and an increase in the limit on investments in any single insurance contract from 25% to 35%. Before taking this decision, the Committee took proper advice from its investment adviser, Hymans Robertson LLP, in relation to the impact of the increase on overall risk within the Fund and how the Committee monitors and manages that risk. The decision was taken to allow for diversification into private equity and infrastructure; both categories use partnerships and single insurance contracts are utilised for safekeeping of transitioned assets from disengaged managers. The decision will apply for a period of 1 year from the date of the meeting (12 December 2012), at which point it will be re-considered. This decision complies with The Local Government Pensions Scheme (Management and Investment of Funds) Regulations 2009.

Risk and diversification of investments

It is the Council's policy to invest the assets of the Fund so as to spread the risk on investments.

The diversification of asset types is intended to ensure a reasonable balance between different categories of investments to reduce risk to an acceptable level.

Each manager is expected to maintain a diversified portfolio within each asset class and is permitted to use collective investment vehicles as a means of providing diversification in particular markets.

Where managers wish to use futures, specific arrangements are agreed to limit the Fund's exposure to risk.

The management of Fund assets is spread over more than one manager, with different performance targets, as a further measure to reduce overall risk.

The key risks facing the Pension Fund are reported to the Pension Committee on a quarterly basis where they are monitored and reviewed.

The realisation of investments

The majority of stocks held by the Fund's Investment Managers are quoted on major stock markets and may be realised quickly if required. Property and private equity investments, which are relatively illiquid, currently make up a modest proportion of the Fund's assets. In general, the investment managers have discretion as to the timing of realisations. If it becomes necessary for investments to be sold to fund the payment of benefits, the Pension Committee and the manager(s) will discuss the timing of realisations.

Pension Fund Treasury Management Policy

The Local Government Pension Scheme (Management and Investment of Funds) 2009 requires the pension fund to hold its own separate bank account. The use of a separate pension fund bank account requires the introduction of a dedicated treasury management activity solely for the pension fund.

The prime objective of the pension fund treasury management activity is the security of the principal sums invested. As such it will take a prudent approach towards the organisations employed as the banker and deposit taker.

For the Banker, the minimum criteria will be the lowest equivalent short term and long term ratings assigned by Fitch, Moody's and Standard & Poor's (where assigned).

Long term minimum: A+ (Fitch); A1 (Moody's); A+ (S&P)

Short term minimum: F1 (Fitch); P-1 (Moody's); A-1 (S&P)

The deposit taker will be limited to AAA-rated money market fund.

The Pension Fund will also take into account information on corporate developments of and market sentiment towards these organisations.

The pension fund will ensure it has adequate, though not excessive, cash resources to enable it at all times to have the level of funds available to it which are necessary for the achievement of its objectives.

The pension fund may borrow by way of temporary loan or otherwise any sums which it may require for the purpose of paying benefits due under the scheme, or to meet investment commitments arising from the implementation of a decision by it to change the

balance between different types of investment. The pension fund may only borrow money for these circumstances if, at the time of borrowing, the pension fund reasonably believes that the sum borrowed and interest charged in respect of such sum can be repaid out of its pension fund within 90 days of the date of the borrowing.

The pension fund will ensure that it has identified the circumstances which may expose it to the risk of loss through fraud, error, corruption or other eventualities in its treasury management dealings. Accordingly, it will employ suitable systems and procedures, and will maintain effective contingency management arrangements, to these ends.

In terms of treasury management the Pension Fund will operate separately from the Council and as such any transactions carried out by or on behalf of either party will be settled by cash transfer in a timely manner. The financial accounting is also separated, monitored and reconciled, to ensure any balances are identified and accounted for in the proper manner.

POLICY ON SOCIALLY RESPONSIBLE INVESTMENT

The Council supports the principle of socially responsible investment, within the requirements of the law and the need to give the highest priority to financial return. The investment managers are expected to have regard to the impact of corporate decisions on the value of company shares in making their investment decisions. The Council will consider supporting actions designed to promote best practice by companies where necessary and appropriate. The investment managers' discretion as to which investments to make will not normally be overridden by the Council, except on the basis of written information from other advisers.

The Pensions Committee has discussed socially responsible investment in the context of investment strategy. It has decided that the principle of the Fund's investment policy is to obtain the best possible return using the full range of investments authorised under the Local Government Pension Scheme regulations.

The Council supports the Stewardship Code issued by the Financial Reporting Council, however in practice the fund's policy is to apply the code through its fund managers.

In addition to the Stewardship Code the Council also supports the UK Environmental Investor Code and the CERES Principles.

EXERCISE OF RIGHTS ATTACHING TO INVESTMENT

It is the Council's policy to be an active shareholder. Where the pension Fund has securities held in a portfolio which have associated with them a right to vote on resolutions, the Pension Committee has delegated the exercise of these rights to the Fund Managers in accordance with the authority's corporate governance policy. The Council's policy is that that all proxies are to be voted where practically possible.

The Council's policy on corporate governance is that it normally expects the Fund Managers and companies to comply with the Combined Code published by the London Stock Exchange in June 1998 following the recommendations of the Hampel Committee. The Code integrated the earlier Cadbury and Greenbury Codes together with some additional recommendations.

Fund Managers' right to vote on behalf of the Fund are subject to conforming with the overall principles set out in this Statement and with the prevailing regulations.

From time to time, the Pension Committee may feel strongly concerning certain policies and at this time would advise the managers how to execute their votes. Attached at Appendix C are the Pension Committee's broad guidelines on exercising the Council's voting rights.

STOCK LENDING

The Stock Lending programme is managed by the Fund's custodian Northern Trust. They comply with the limitation that no more than 25% of the fund is to be on loan.

All loans are fully collateralised with Government obligations, Local Authority Bonds or Bills, letters of credit, certificates of deposit or equities issues.

Information regarding Stock Lending activity is reported to Pensions Committee on a quarterly basis.

COMPLIANCE

The London Borough of Hillingdon as the administering authority of the London Borough of Hillingdon Pension Fund complies with the guidance given by the Secretary of State.

The investment managers and all other investment advisers are requested to exercise their investment powers in support of the principles set out in this Statement and in accordance with the Regulations.

The Pension Committee reviews the performance of the investment managers on a quarterly basis. Northern Trust provides an independent monitoring service. Scott Jamieson meets with Fund Managers on a quarterly basis and make a report on those meetings to Committee. Professional advice is taken as appropriate and an annual review is carried out. This Statement of Investment Principles is reviewed by the Pensions Committee at least annually and revised when necessary.

CIPFA Principles for Investment Decision Making and Disclosure

The table below identifies the basis and status of Compliance of the Pension Fund with the CIPFA Principles of Investment Decision Making and Disclosure.

| | | |
|--|--|--|
| <p>Principle 1 Effective Decision Making</p> | <p>Administering Authorities should ensure that:</p> <ul style="list-style-type: none"> • decisions are taken by persons or organisations with the skills, knowledge, advice and resources necessary to make them effectively and monitor their implication and • those persons or organisations have sufficient expertise to be able to evaluate and challenge the advice they receive, and manage conflicts of interest. | <p>Compliant</p> <p>All investment decisions are taken within a clear and documented structure by the Pension Committee, which is responsible for the Management of the Council's Pension Fund. Committee are provided with bespoke training when specific decisions are required and have committed to regular training.</p> <p>The officer support team has sufficient experience to support Committee in making decision making responsibilities. It undertakes regular training as part of a continued personal development plan.</p> <p>There is an Investment Sub Group made up of senior officers, committee members, the scheme adviser and an independent Chair which acts as a specialist investment and asset allocation advisory body.</p> <p>An independent adviser sits on the Pension Committee to add additional challenge to the advice received.</p> |
| <p>Principle 2 Clear objectives</p> | <p>An overall investment objective(s) should be set out for the fund that takes accounts of the scheme's liabilities, the potential impact on local taxpayers, the strength of the covenant for non-local authority employers, and the attitude to risk of both the administering authority and scheme employers and these should be clearly communicated to advisors and investment managers.</p> | <p>Compliant</p> <p>The investment objectives and attitudes to risk are set out in the Statement of Investment Principles and Funding Strategy Statement.</p> <p>Overall fund objects are reviewed properly as part on the ongoing monitoring of the fund.</p> |

| | | |
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| <p>Principle 3 Risk and liabilities</p> | <p>In setting and reviewing their strategy, administering authorities should take account of the form and structure of liabilities.</p> <p>These include the implication for local taxpayers, the strength of the covenant for participating employers, the risk of their default and longevity risk.</p> | <p>Compliant</p> <p>The review of the Funding Strategy takes into account relevant issues and implications.</p> |
| <p>Principle 4 Performance assessment</p> | <p>Arrangements should be in place for the formal measurement of performance of the investments, investment managers and advisers.</p> <p>Administering authorities should also periodically make a formal assessment of their own effectiveness as a decision making body and report on this to scheme members.</p> | <p>Partly Compliant</p> <p>Both the performance of the fund and the performance of the fund managers are monitored on a regular basis. Committee procedures, decision making and deferral of decisions are recorded in the committee papers.</p> <p>Assessment of the authority's own effectiveness and that of the advisers is yet to be implemented.</p> |
| <p>Principle 5 Responsible ownership</p> | <p>Administering authorities should:</p> <ul style="list-style-type: none"> • adopt, or ensure their investment managers adopt, the Institutional Shareholders' Committee Statement of Principles on the responsibilities of shareholders and agents • include a statement of their policy on responsible ownership in the statement of investment principles • report periodically to scheme members on the discharge of such responsibilities. | <p>Partially Compliant</p> <p>The Council includes a policy on Socially Responsible Investment within the Statement of Investment Principles.</p> <p>Fund manager engagement and Local Authority Pension Fund Forum activities are reported and reviewed on a quarterly basis.</p> |
| <p>Principle 6 Transparency and reporting</p> | <p>Administering authorities should:</p> <ul style="list-style-type: none"> • act in a transparent manner, communicating with shareholders on issues relating to their management of investment, its governance and risks, including performance against stated | <p>Partially Compliant</p> <p>The Statement of Investment Principles and Funding Strategy Statement are published on the Council's website and are updated as required.</p> |

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| | <p>objectives</p> <ul style="list-style-type: none">• provide regular communication to scheme members in the form they consider most appropriate. | <p>The Pension Annual Report provides details of manager and fund monitoring and is available on the Council website. Members are directed to the website but hard copy reports are available on request.</p> <p>The minutes and decisions taken at Pension Committee meetings are available on the Council website.</p> |
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Limits on Investments

The Local Government Pension Scheme (Management and Investment of Funds) Regulations 2009 as amended, Schedule 1, set out the legal requirements which apply to the investments of the Fund. The statutory regulations specify the following restrictions on investments:

| Investment | Limit |
|--|-------|
| Any single sub-underwriting contract | 1% |
| All contributions to any single partnership | 5% |
| All contributions to partnerships. | 15% |
| The sum of: All loans (except Government Loan) Any deposits with any local authority; or any body with power to issue a precept or requisition to a local authority, or to the expenses of which a local authority can be required to contribute, which is an exempt person (within the meaning of the 2000 Act) in respect of accepting deposits as a result of an order made under section 38(1) of that Act. | 10% |
| All investments in unlisted securities of companies | 10% |
| Any single holding (but see paragraphs 1 and 2 below). | 10% |
| All deposits with any single bank, institution or person (other than the National Savings Bank). | 10% |
| All sub-underwriting contracts. | 15% |
| All investments in units or shares of the investments subject to the trusts of unit trust scheme managed by any one body (but see paragraph 2 below | 25% |
| All investments in open-ended investment companies where the collective investment schemes constituted by the companies are managed by one body. | 25% |
| All investments in unit or other shares of the investments subject to the trusts of unit trust schemes and all investments in open-ended investment companies where the unit trust schemes and the collective investment schemes constituted by those companies are managed by any one body (but see paragraph 2 below). | 25% |
| Any single insurance contract. | 35% |
| All securities transferred (or agreed to be transferred) by the authority under stock lending arrangements. | 25% |
| <p>Restrictions identified in the above table does not apply if:</p> <ul style="list-style-type: none"> the investment is made by an investment manager appointed under regulation 8; and the single holding is in units or other shares of the investments subject to the trusts of any one unit trust scheme. <ul style="list-style-type: none"> • Restrictions identified in the above table do not apply to: <ul style="list-style-type: none"> National Savings Certificates; fixed-interest securities issued by Her Majesty's Government in the United Kingdom, the Government of Northern Ireland or the Government of the Isle of Man and registered in the United Kingdom or the Isle of Man or Treasury Bills; any securities the payment of interest on which is guaranteed by Her Majesty's Government in the United Kingdom or the Government of Northern Ireland; or a deposit with a relevant institution. | |

An Investment Management Agreement is in place with each Fund Manager which clearly defines the investment guidelines for the portfolio they manage.

If individual managers invest outside the laid down investment guidelines then they will consult with the Chief Finance Officer for direction and report to the Pension Committee at the next available opportunity.

Voting Guidelines

The main focus is to promote maximum long-term shareholder value and protect the interest of shareholders.

| Recommendations | For / Against | Voting Guidance |
|--|---------------|--|
| General | | Vote with Fund managers Take into account the principles derived from the Combined Code and related UK initiatives |
| Environmental Concerns The UK Environmental Investor Code | | Encourage and support companies that demonstrate a positive environmental response. Commitment to environmental excellence, monitor their impacts, improvements in their performance, comply with all legislation, regular reports of progress on environmental standards |
| The CERES Principles | | Adopt the CERES principles, corporations have a responsibility for the environment, they are stewards, mustn't compromise the ability of future generations to sustain themselves. |
| Human Rights | | Ensure high standards of employment and industrial relations in all companies |
| SRI | | Consider socially responsible and governance issues but abide by legal rules which may limit investment choice on purely socially responsible and governance grounds, consideration to financial interest of fund members comes first. |
| The Report and Accounts | For | Legal regulatory requirements are met |
| | Against | Material inadequacies in the report and accounts |
| Directors Election | For | Regular re-election, full autobiographical information |
| | Against | Insufficient information, no regular re-election, appointment combining chairman and chief executive |
| Non-Executive directors | For | Independent of management, exercise free independent judgement |
| | Against | Lack of independence, automatic reappointment |
| Employment Contracts | For | Contract period no more than 2 years |
| | Against | Contract over 2 years |
| Directors Remuneration and employee share schemes | For | Remuneration must be visible, share schemes open to all staff, schemes costs and value are quantified by the company, |
| | Against | Remuneration above the market rate, poor performance rewards, Shares schemes only open to directors and option schemes that are not quantified. |
| Appointment of Auditors | For | Protect independence of auditors and ensure non-audit work is less than 25% of total fees. Appointment of auditors be for at least 5 years. |

APPENDIX D

Investment Structure – Performance Benchmark, Permitted Ranges and Comparative Indices

| ADAMS STREET PARTNERS | | | |
|------------------------------|-------------|----------|------------|
| Asset Class | Benchmark % | Ranges % | Index |
| Private Equity | 100 | n/a | MSCI World |
| Total | 100 | | |

| Barings ASSET MANAGEMENT | | | |
|---------------------------------|-------------|----------|--------------------|
| Asset Class | Benchmark % | Ranges % | Index |
| Dynamic Asset Allocation | 100 | 100 | LIBOR 3 month + 4% |
| Total | 100 | | |

| JP MORGAN ASSET MANAGEMENT | | | |
|-----------------------------------|-------------|----------|--------------------|
| Asset Class | Benchmark % | Ranges % | Index |
| Fixed Interest | 100 | 100 | LIBOR 3 month + 3% |
| Total | 100 | | |

| Kempen International Investments | | | |
|---|-------------|----------|------------------|
| Asset Class | Benchmark % | Ranges % | Index |
| Global High Dividend Income | 100 | n/a | MSCI World +2-4% |
| Total | 100 | | |

| LGT CAPITAL PARTNERS | | | |
|-----------------------------|-------------|----------|------------|
| Asset Class | Benchmark % | Ranges % | Index |
| Private Equity | 100 | n/a | MSCI World |
| Total | 100 | | |

| M&G INVESTMENTS | | | |
|----------------------------|-------------|----------|-------------------|
| Asset Class | Benchmark % | Ranges % | Index |
| Private Placement | 100 | n/a | LIBOR 3 month +4% |
| Total | 100 | | |

| MACQUARIE INFRASTRUCTURE & REAL ASSETS EUROPE | | | |
|--|-------------|----------|--------------------------------|
| Asset Class | Benchmark % | Ranges % | Index |
| Infrastructure | 100 | n/a | Internal rate of return hurdle |
| Total | 100 | | |

| MARATHON ASSET MANAGEMENT | | | |
|----------------------------------|-------------|----------|------------|
| Asset Class | Benchmark % | Ranges % | Index |
| Global Equities | 100 | n/a | MSCI World |
| Total | 100 | | |

| Newton Asset Management | | | |
|--------------------------------|-------------|----------|----------------------|
| Asset Class | Benchmark % | Ranges % | Index |
| Global Higher Income | 100 | n/a | FTSE World Index +2% |
| Total | 100 | | |

| RUFFER LLP | | | |
|-------------------|-------------|----------|---------------|
| Asset Class | Benchmark % | Ranges % | Index |
| Absolute Return | 100 | n/a | LIBOR 3 month |
| Total | 100 | | |

| STATE STREET GLOBAL ADVISORS | | | |
|--|-------------|--|---|
| Asset Class | Benchmark % | Ranges % | Index |
| UK Equity Index sub-Fund | 44 | Rebalanced Quarterly +/- 10% of Benchmark | FTSE All Share (or similar) |
| North America Equity Index sub-fund | 11 | | FTSE World North America (or similar) |
| Europe ex UK Equity Index sub-fund | 11 | | FTSE World Europe ex UK (or similar) |
| Asia Pacific Equity Index sub-fund | 11 | | FTSE Pacific Basin (excl Japan) (or similar) |
| Emerging Markets Equity Index fund | 3 | | FTSE All-World All Emerging (or similar) |
| UK Conventional Gilts All Stocks fund | 1.5 | | FTA British Govt Conventional Gilts All Stocks (or similar) |
| Index-Linked Gilts All-Stocks Index fund | 10 | | FTA British Govt Index Linked Gilts All Stocks (or similar) |
| Sterling Corporate Bond All Stocks fund | 8.5 | | Barclays Capital Sterling Aggregate (or similar) |

| | | | |
|--------------|------------|--|--|
| Total | 100 | | |
|--------------|------------|--|--|

| STATE STREET GLOBAL ADVISORS - Account 2 | | | |
|---|-------------|----------------------|--|
| Asset Class | Benchmark % | Ranges % | Index |
| Sterling Corporate Bond All Stocks Index Fund | 50 | +/- 10% of Benchmark | Barclays Capital Sterling Aggregate (or similar) |
| Sterling Liquidity sub-Fund | 50 | | |
| Total | 100 | | |

| UBS GLOBAL ASSET MANAGEMENT – EQUITIES | | | |
|---|-------------|----------|----------------|
| Asset Class | Benchmark % | Ranges % | Index |
| UK Equities | 100 | 40 - 100 | FTSE All Share |
| Cash | 0 | 0 – 10 | |
| Total | 100 | | |

| UBS GLOBAL ASSET MANAGEMENT - PROPERTY | | | |
|---|-------------|----------|-------------|
| Asset Class | Benchmark % | Ranges % | Index |
| Property | 100 | +/- 25% | IPD Index |
| Cash | 0 | 0 - 10 | LIBOR 7 Day |
| Total | 100 | | |

| UBS TACTICAL ASSET ALLOCATION - US TREASURY INFLATION PROTECTED SECURITIES (TIPS) | | | |
|--|-------------|----------|--|
| Asset Class | Benchmark % | Ranges % | Index |
| TIPS | 100 | 100 | BARCLAYS CAPITAL US GOVT INFLATION-LINKED BOND INDEX |
| Cash | 0 | 0 - 10 | LIBOR 7 Day |
| Total | 100 | | |

APPENDIX E

Stewardship Code

| Principle | Response |
|---|--|
| <p>Principle 1 – Institutional investors should publicly disclose their policy on how they will discharge their stewardship responsibilities.</p> | <p>The London Borough of Hillingdon Pension Fund takes its responsibilities as a shareholder seriously. It seeks to adhere to the Stewardship Code, and encourages its appointed asset managers to do so too. Stewardship is seen as part of the responsibilities of share ownership, and therefore an integral part of the investment strategy.</p> <p>In practice the fund’s policy is to apply the Code both through its arrangements with its asset managers and through membership of NAPF.</p> |
| <p>Principle 2 - Institutional investors should have a robust policy on managing conflicts of interest in relation to stewardship and this policy should be publicly disclosed.</p> | <p>The fund encourages the asset managers it employs to have effective policies addressing potential conflicts of interest.</p> <p>In respect of conflicts of interest within the fund, pension committee members are required to make declarations of interest prior to committee meetings.</p> |
| <p>Principle 3 - Institutional investors should monitor their investee companies</p> | <p>Day-to-day responsibility for managing our investments is delegated to our appointed asset managers, and the fund expects them to monitor companies, intervene where necessary, and report back regularly on activity undertaken. Reports from our fund managers on voting are received and engagement activity is reported to committee quarterly.</p> |
| <p>Principle 4 - Institutional investors should establish clear guidelines on when and how they will escalate their activities as a method of protecting and enhancing shareholder value.</p> | <p>As highlighted above, responsibility for day-to-day interaction with companies is delegated to the fund’s asset managers, including the escalation of engagement when necessary. Their guidelines for such activities are expected to be disclosed in their own statement of adherence to the Stewardship Code.</p> |
| <p>Principle 5 - Institutional investors should be willing to act collectively with other investors where appropriate.</p> | <p>The fund seeks to work collaboratively with other institutional shareholders in order to maximise the influence that it can have on individual companies.</p> |
| <p>Principle 6 - Institutional investors should have a clear policy on voting and disclosure of voting activity.</p> | <p>In respect of shareholder voting, the fund seeks to exercise votes attached to its UK equity holdings, and to vote where practical in overseas markets.</p> <p>Responsibility for the exercise of voting rights has been delegated to the fund’s appointed asset managers and this includes consideration of company explanations of compliance with the Corporate Governance Code.</p> |

| | |
|---|--|
| | <p>Regular reports are received from the asset managers on how votes have been cast, and controversial issues can be discussed at panel meetings.</p> <p>The fund does not currently disclose any voting data.</p> |
| Principle 7 - Institutional investors should report periodically on their stewardship and voting activities | <p>The fund reports annually on stewardship activity through a specific section on "Responsible Investing" in its annual report.</p> |
