



**BOARD INVESTMENT COMMITTEE CHARTER
OF THE NIGERIA SOVEREIGN INVESTMENT AUTHORITY AS
APPROVED JUNE 2022**



Nigeria Sovereign Investment Authority

Board Investment Committee Charter

A. INTRODUCTION

This document outlines the purpose and procedures of the Board Investment Committee (the Committee) of the Board of Directors of the Nigeria Sovereign Investment Authority ("NSIA").

B. AUTHORITY AND PURPOSE

The Board Investment Committee is a standing committee of the Board of Directors ("Board") of the NSIA. It is established to assist the Board in fulfilling its oversight responsibility for:

1. the investment assets of the NSIA, including the investment process, strategies and policies that are employed in relation thereto.
2. infrastructure investments by the NSIA, including the delineation of sectors, investment process, strategies and policies that are employed in relation thereto.

C. FUNCTIONS AND RESPONSIBILITIES

1. Recommend the investment policy and guidelines for the Future Generations Fund (FGF), Stabilisation Fund (SF) and Nigeria Infrastructure Fund (NIF) to be approved by the Board. These policies and guidelines should be articulated in writing in the Investment Policy Statements (included as an annex to this Charter) and reviewed annually
2. Oversee investment and reinvestment of funds into the FGF, SF and NIF portfolios. The Committee may delegate investment functions to the executive officers and staff of the NSIA as the Committee deems appropriate
3. Monitor the three portfolios, taking into consideration the performance and positioning of each portfolio to ensure alignment with the agreed investment policies. The Committee should report its findings to the Board



4. Provide advice and counsel to the Chief Executive Officer (CEO), Chief Investment Officer(CIO) and the Head, NIF.
5. Ensure the development of management expertise for local and international financial investments and infrastructure investments
6. Consider recommendations from the CEO, CIO and Head, NIF before passing them to the Board of Directors for approval
7. Review third party fund manager selection policies and criteria for approval by the Board
8. Review selection policies and criteria for solicited and unsolicited infrastructure-related proposals for approval by the Board.
9. Evaluate investment management aspects of new fund and infrastructure-related proposals.
10. With specific regard to the NSIA's direct and externally managed investment portfolios as well as NIF and specific infrastructure investment portfolios, consider various measures of risk including, inter alia, volatility, liquidity, currency risk, commercial viability, operational, market, liquidity, regulatory and governance-related risks and advise the Board accordingly.
11. Advise the Board on setting risk thresholds that appropriately reflect the Authority's risk appetite.
12. Provide input to the Board's Finance and General-Purpose Committee, as appropriate.
13. Attend to such other matters as the Board may from time to time determine appropriate.

D. MEMBERSHIP AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board, appointed by the Board on the recommendation of the Chairman of the Board;

2. One of the Committee members shall also be the Committee's Chair.
3. Committee members should aim to serve for a term of at least three years. The Board may appoint members to fill vacancies.
4. Committee members shall serve until their successors are appointed or their earlier resignation or removal. Any member of the Committee may be removed or replaced, for any reason at any time, by a majority vote of the Board.
5. The Committee shall have the Authority to approve urgent recommendations by the Executive Management within such limits of Authority as shall be set by the Board for the Committee.
6. The Chair of the Finance and General-Purpose Committee may attend the Committee meetings in a non-voting capacity. Where however a member of the Committee is Chair of the Finance and General-Purpose Committee, this provision shall not apply.
7. The Committee shall review and reassess the adequacy of this Charter as it deems appropriate; however, changes will only be made following approval of the Board.

E. MEETINGS AND PROCEDURES

1. The Committee shall hold regular meetings at such dates, times and places as it may determine from time to time, but shall hold at least 4 meetings a year, one in each quarter. The Chair of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee upon notice to other members at least 48 hours prior to the meeting.
2. A majority of members of the Committee present, shall constitute a quorum and shall decide any question brought before the Committee.
3. The Committee Chair shall liaise with the CEO of the NSIA, the CIO and the Head, Infrastructure to prepare an appropriate agenda and accompanying materials in advance of the meeting. The Chair shall also liaise with the Chairman of the Board as appropriate.

4. The Committee shall inform the Board of the significant actions taken or issues discussed at its meetings and otherwise report to the Board as the Committee deems desirable and appropriate.
5. The Committee shall keep written minutes of its meetings, which minutes shall be maintained along with all other corporate books and records of NSIA.
6. The Committee may request that any directors, officers, or employees of NSIA, or other persons whose advice and counsel are sought by the Committee, attend any meetings of the Committee, to provide such pertinent information as the Committee requests. The Committee may request that any such individual meet with the Committee in an Executive session. It is generally expected that the Heads of the various Units reporting to the Committee will attend Committee meetings.
7. Committee meetings may be held or continued through electronic and other alternative means of communication, including video or tele conferencing or other audio-visual means which enables all members or invited participants communicate concurrently with each other without an intermediary and participate effectively in deliberations.
8. The Committee may pass a resolution without a meeting being held, if all its members entitled to vote on the resolution sign and date on one or more copies, a document containing a statement that they are in favour of the resolution in the document and any such resolution shall be deemed passed on the date of the last signature to be applied.
9. Committee decisions will as much as possible, be reached by consensus; however, any minority views/opinions on significant matters, shall be reflected in the minutes of the meeting, where requested, and presented in the report to the full Board.
10. In carrying out the Committee's responsibilities, each member of the Committee shall be entitled to rely, in good faith, on information, opinions, reports or statements, including financial statements and other financial data that are prepared and presented by persons who the Committee member reasonably believes to be reliable and competent in the matters presented, which persons may include, as applicable:

- (a) one or more executive staff of the NSIA or other members of Management;
- (b) legal counsel, public accountants or other persons as to matters within the person's professional or expert competence; or
- (c) another Committee of the Board;

F. ADVISORS

The Committee shall have authority to retain at NSIA's expense, such independent accountants, lawyers, consultants or other advisors as it deems appropriate to assist and advise in connection with its responsibilities or any investigations.

G. COMMITTEE'S SELF EVALUATION

1. The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.
2. The Committee shall address all matters that it considers relevant to its performance, including the following:
 - a. the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board,
 - b. the way they were discussed or debated, and
 - c. whether the number and length of the meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.
3. The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to NSIA's or the Board's policies or procedures. Any such recommended amendments and changes shall also be communicated to the Board.
4. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.



The Committee shall set goals for itself, which would be the basis for the