



National Housing Finance
and Investment Corporation

National Housing Finance and
Investment Corporation

SOCIAL AND SUSTAINABILITY BONDS COMMITTEE CHARTER

June 2022

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DOCUMENT VERSION CONTROL

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DOCUMENT REVIEW

VERSION ID	DATE	POSITION	AUTHOR / REVIEWER / POLICY OWNER
1.0	May 2022	Director, Treasury & Capital Markets	Policy Owner
		Senior Legal Counsel, Compliance & Contracts	Reviewer

BOARD AND COMMITTEE APPROVAL

VERSION ID	DATE	MEETING PRESENTED AT	ENDORSER / APPROVER
1.0	15 June 2022	Board	Approver

Objectives

The objectives of the Social and Sustainability Bonds Committee Charter is to establish and maintain a management committee which is responsible for:

- administering and reviewing the National Housing Finance and Investment Corporation's (NHFIC) Sustainability Bond Framework (Framework);
- evaluating and selecting eligible assets for inclusion in new social, green and sustainability bond issuances and ensuring these assets are aligned to the Framework;
- reviewing and advising on NHFIC's environmental, social and governance (ESG) disclosures and impact reporting; and
- overseeing and advising on NHFIC's ESG assurance activities related to NHFIC's bond issuance program.

Authority

The Committee has been established under the Framework which is approved by NHFIC's Board.

Membership

The Committee will comprise NHFIC employees who hold the positions of:

- General Counsel;
- Head of the Credit Committee;
- Senior Counsel, Compliance and Contracts;
- Senior Manager, Portfolio Management;
- Director, Origination;
- Director, Construction Risk;
- Director, Treasury & Capital Markets (Chair); and
- Financial Controller.

The Director, Treasury and Capital Markets is Chairperson of the Committee. In the absence of the Director, Treasury and Capital Markets, the General Counsel will act as Chairperson. The Committee, at its discretion, may add other members. The Committee will manage succession planning of its members.

The Committee may invite other NHFIC employees, internal and external auditors and such other expert advisors as it determines appropriate to enable the Committee to properly consider matters within its remit.

Duties and responsibilities

The Committee's duties and responsibilities are:

- administering and reviewing the Framework to ensure it is fit for purpose and aligned to market practice;
- recommending changes to the Bond Issuance Due Diligence and Management Committee (BIDDMC);
- evaluating and selecting eligible assets for inclusion in new Social and Sustainability Bond issuances in accordance with the eligibility criteria of the Framework;

- ensuring ongoing information processes, systems, roles and resources are sufficient to meet the process and disclosure guidelines of the International Capital Markets Association's Social Bond Principles (SBPs), Green Bond Principles (GBPs) and Sustainability Bond Guidelines (SBGs);
- reviewing and advising on NHFIC's ESG disclosures (e.g. investor presentations) and impact reporting;
- coordinating information for and drafting the annual Social and Sustainability Bond Report;
- overseeing and advising on NHFIC's ESG assurance activities related to debt issuance including second party opinions, pre-issuance and post-issuance assurance engagements; and
- reporting to the BIDDMC.

Meetings

The Committee will meet as required. However, it is expected that at least one meeting is held in connection with the following activities:

- bond issuance (excluding taps of existing lines);
- annual Social and Sustainability Bond Report; and
- amendments to the Framework.

Members of the Committee may attend a meeting remotely rather than in person.

At a meeting of the Committee, a quorum consists of at least four members of the Committee.

All Committee proceedings and resolutions will be minuted and saved electronically in the relevant [SharePoint folder](#).

Review of charter

The Committee will review this charter at least every two years or more frequently if required, to ensure that it remains current. Once reviewed, the Committee will submit the revised charter to the BIDDMC for review and endorsement/approval.

Where material changes have been made as a result of a review, Committee members must ensure they read and understand the Charter and seek training or assistance where necessary.

The Chairperson (as the policy owner) is responsible for:

- arranging the charter to be reviewed at least every two years and to remain current;
- ensuring the drafting meets regulatory requirements, is an appropriate response to the enterprise risk that the charter addresses, and aligns with the Board's risk appetite;
- providing the BIDDMC with an overview of the charter and explaining how it will maintain the relevant risk within the Board's risk appetite;
- developing a communication plan and associated training to ensure relevant staff are aware of the charter obligations, or changes to such obligations, and understand how the charter will be implemented in an operational setting.