



Gníomhaireacht Bainistíochta an Chisteáin Náisiúnta
National Treasury Management Agency

***Future Ireland Funds
Investment Committee
Terms of Reference***

As approved by the Agency on 26 November 2024

TABLE OF CONTENTS

1. BACKGROUND AND PURPOSE	2
2. INTERPRETATION	2
3. MEMBERSHIP	2
4. SECRETARY	3
5. MEETINGS	3
6. DECISION MAKING	3
7. DUTIES	3
8. REPORTING	5
9. OTHER MATTERS	5
10. AUTHORITY	5

1. BACKGROUND

- 1.1. This document sets out the terms of reference for the Future Ireland Funds Investment Committee established under section 5B of the National Treasury Management Agency Act, 1990 (as amended).

2. INTERPRETATION

- 2.1. "Act of 2024" means the Future Ireland Fund and Infrastructure, Climate and Nature Fund Act 2024.
- 2.2. "Act of 1990" means the National Treasury Management Agency Act 1990 (as amended).
- 2.3. "Agency" or "NTMA" means the National Treasury Management Agency.
- 2.4. "Committee" means the Investment Committee of the Agency for the FI Fund and ICN Fund established pursuant to section 5B of the Act of 1990.
- 2.5. "Subcommittee" means any subcommittee of the Committee established pursuant to section 5C of the Act of 1990.
- 2.6. "Electronic meeting" means a meeting by the use of any means of communication by which all the participants can hear and be heard at the same time.
- 2.7. "FI Fund" means the Future Ireland Fund.
- 2.8. "FI Fund investment strategy" has the meaning assigned to it by section 7 of the Act of 2024.
- 2.9. "Future Ireland Funds" means the FI Fund and the ICN Fund.
- 2.10. "ICN Fund" means the Infrastructure, Climate and Nature Fund.
- 2.11. "ICN Fund investment strategy" has the meaning assigned to that term by section 16 of the Act of 2024.
- 2.12. "Minister" means the Minister for Finance.

3. PURPOSE

- 3.1. The purpose of the Committee is to perform such of the Agency's functions under the Act of 2024 as the Agency may delegate to it from time to time and to provide such other assistance to the Agency in relation to the FI Fund and ICN Fund as the Agency may request from time to time including by:
 - 3.1.1 making recommendations to the Agency on the FI Fund investment strategy;
 - 3.1.2 making recommendations to the Agency on the ICN Fund investment strategy;
 - 3.1.3 keeping under review the FI Fund investment strategy and ICN Fund investment strategy;
 - 3.1.4 overseeing the implementation of the FI Fund investment strategy and ICN Fund investment strategy;
 - 3.1.5 reviewing and monitoring the overall performance and risk of each of the FI Fund and ICN Fund, and the ongoing suitability of outsourced investment managers;
 - 3.1.6 advising the Agency on the proposed establishment of such subcommittee(s) as the Committee considers appropriate to advise it in relation to the performance by the Committee of any of its functions.

4. MEMBERSHIP

- 4.1. The Committee shall comprise up to seven members appointed by the Agency. At least two members will be members of the Agency. Up to five members will be persons who are not members of the Agency but who appear to the Agency to be suitable for appointment to the Committee having regard to its functions, having substantial relevant expertise and experience.
- 4.2. The Agency shall appoint the Committee Chairperson from among the members of the Agency appointed to the Committee. In the absence of the Chairperson, the other Committee member

who is a member of the Agency shall chair the meeting.

- 4.3. A Committee member who is also a member of the Agency shall be appointed for a term of three years or for such other term as may be agreed by the Agency but not exceeding three years, and in neither case beyond the term of the member's appointment to the Agency, or until he or she resigns or until the Agency decides otherwise. Membership may be extended for two further periods of up to three years each, not exceeding the term of the member's appointment to the Agency.
- 4.4. A Committee member who is not a member of the Agency shall be appointed for a term of three years or for such other term as may be agreed by the Agency but not exceeding three years or until he or she resigns or until the Agency decides otherwise. Membership may be extended for two additional periods of up to three years each.

5. SECRETARY

- 5.1. There will be a Secretary to the Committee who will be a member of the staff of the Agency nominated for that purpose by the Chief Executive. The Secretary will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues. In the absence of the Committee Secretary, the Secretary's nominee shall act as Secretary to the Committee.

6. QUORUM

- 6.1. The quorum necessary for the transaction of business shall be four members, of whom at least one shall be a member of the Agency, provided that if at any time there are fewer than five members standing appointed to the Committee, the quorum necessary for the transaction of business shall be three members, of whom at least one shall be a member of the Agency.

7. MEETINGS

- 7.1. The Committee will meet at least four times a year and at such other times as the Chairperson considers necessary or appropriate. Electronic Meetings may be held.
- 7.2. Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairperson.
- 7.3. In the absence of the Committee Chairperson at any meeting or part of a meeting, he/she shall appoint an alternate (who is a member of the Agency) to act in his/her place at any meeting of the Committee to chair the meeting.
- 7.4. Only members of the Committee have the right to attend its meetings. The Chief Executive, the Director, Future Ireland Funds and the Secretary will normally attend meetings, at the Committee's discretion. Other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary.
- 7.5. If in attendance, the Secretary shall minute proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

8. DECISION MAKING

- 8.1. Each member of the Committee present at a meeting has a vote and any question on which a vote is required in order to establish the Committee's view on the matter shall be determined by a majority of the votes of the members present and voting on the question. In the case of an equal division of votes, the Chairperson or member presiding over the meeting has an additional casting vote.

9. PROPOSED DUTIES

In the context of the proposed duties outlined below, it should be noted that the work of the Committee is supported by the relevant NTMA management team. Management will, *inter alia*, make proposals to the Committee for its review, implement the Agency approved Strategy and carry out monitoring in respect of same. The Committee shall carry out the duties below on behalf of the Agency:

9.1. Investment

The Committee shall:

- 9.1.1. recommend the investment strategies including the appropriate level of risk (including risks posed by relevant ESG matters), and the reference portfolio for the FI Fund and ICN Fund to the Agency for approval;
- 9.1.2. approve the implementation strategy including strategic asset allocation and high level investment mandate design (and any relevant related benchmarks) for each of the FI Fund and the ICN Fund;
- 9.1.3. keep under review and recommend to the Agency any changes to the investment strategies of the FI Fund and ICN Fund and monitor and oversee their implementation including, *inter alia*, assessment of each Fund against its relevant benchmarks (policy benchmark, reference portfolio etc), and recommend to the Agency any proposed changes to either investment strategy including the relevant Reference Portfolio/appropriate benchmarks;
- 9.1.4. approve the appointment, removal or replacement of Investment Managers and allocations, both internally and to external Investment Managers, and any changes thereto as recommended by the relevant management team;
- 9.1.5. monitor the overall performance of the FI Fund and ICN Fund and the performance of their respective Investment Managers (including performance of their compliance obligations and the extent to which they are meeting their respective objectives);
- 9.1.6. monitor the likely sizing and timing of inflows to and payments from the Future Ireland Funds, and monitor the Funds' respective liquidity status and recommend changes to the liquidity profile where appropriate;
- 9.1.7. recommend to the Agency for approval the categories of investment in which the assets of the FI Fund and the ICN Fund may not be invested in light of risk posed by relevant ESG matters as appropriate, on and subject to the terms of the investment strategy;
- 9.1.8. for investment decisions other than those made by an Investment Manager or pursuant to an approved allocation referred to in paragraph 9.1.4 above:
 - 9.1.8.1. make such investment decisions where the amount concerned is not greater

than €250m. For the avoidance of doubt, this excludes NTMA rebalancing and hedging activities.

9.1.8.2. make recommendations to the Agency where the amount concerned is greater than €250 million. For the avoidance of doubt this excludes NTMA rebalancing and hedging activities.

9.1.9. monitor the performance of the FI Fund's and ICN Fund's Custodian;

9.1.10. consider any other matters which the Agency considers relevant for the Committee's review and oversight.

9.2. General

The Committee shall make recommendations to the Agency on any functions that, in the opinion of the Committee, should be delegated to the Chief Executive (and their delegates) for the purposes of the more effective management of the FI Fund and/or the ICN Fund.

10. REPORTING RESPONSIBILITIES

10.1. The Committee Chairperson shall report regularly to the Agency on its proceedings and on all matters within its duties and responsibilities.

10.2. The Committee shall make whatever recommendations to the Agency it deems appropriate on any area within its remit.

11. SUBCOMMITTEES

The Committee may, with the consent of the Agency, establish such subcommittees as it considers appropriate to advise the Committee in relation to the performance by it of any of its functions. The Committee shall, with the approval of the Agency, regulate the procedure of any subcommittee so established by it and otherwise comply with the requirements of section 5C of the Act of 1990.

12. OTHER MATTERS

The Committee shall:

- have access to sufficient resources in order to carry out its duties, including access to the Agency Secretariat for assistance as required;
- work and liaise as necessary with other committees established by the Agency and with any subcommittees;
- conduct periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Agency; and
- note that all protocols concerning the operation of the Agency board shall be applied (with appropriate adjustments) to this Committee.

13. AUTHORITY

The Committee is authorised to obtain, at the Agency's expense, independent legal or other professional advice on any matters within its terms of reference.