Financial Statements of

DALHOUSIE RETIREES' TRUST FUND

Year ended June 30, 2022



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INDEPENDENT AUDITORS' REPORT

To the Trustees of the Dalhousie Retirees' Trust Fund

Opinion

We have audited the financial statements of the Dalhousie Retirees' Trust Fund (the "Fund"), which comprise:

- the statement of net assets available for benefits as at June 30, 2022
- the statement of changes in net assets available for benefits for the year then ended,
- and notes to the financial statements, including a summary of significant accounting policies.

(Hereinafter referred to as the "financial statements")

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Fund as at June 30, 2022, and its changes in net assets available for benefits for the year then ended in accordance with the financial reporting provisions of the Dalhousie Retirees' Trust Fund Trust Agreement as described in Note 2 to the financial statements.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the **"Auditors' Responsibilities for the Audit of the Financial Statements"** section of our auditors' report.

We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Financial Reporting Framework

Without modifying our opinion, we draw attention to note 2 to the financial statements which describes the applicable financial reporting framework and the purpose of the financial statements.

As a result, the financial statements may not be suitable for another purpose.

Our opinion is not modified in respect of this matter.



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Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the financial reporting provisions of the Dalhousie Retirees' Trust Fund Trust Agreement; this includes determining that the applicable financial reporting framework is an acceptable basis for the preparation of the financial statements in the circumstances, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Fund's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

• Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management



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- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

KPMG LLP

Chartered Professional Accountants Halifax, Canada October 13, 2022

Statement Net Assets Available for Benefits

Year ended June 30, 2022, with comparative information for 2021 (In thousands of dollars)

	2022	2	2021
Assets:			
Investments (note 3):			
Canadian equities	\$ 111,290	\$	115,392
U. S. equities	136,775	5	172,678
Non-North American equities	108,071		134,613
Total equities	356,136	5	422,683
Private equity	96,393		64,502
Real assets	151,194		134,899
Total alternatives	247,587	,	199,401
Bonds and long-term notes	182,059)	200,881
Mortgages	119		491
Total fixed income	182,178	8	201,372
Cash and short-term investments	8,856	5	6,138
Total investments	794,757	,	829,594
Accrued income receivable	246	5	242
Total assets	795,003	5	829,836
Less liabilities:			
Benefits payable	424	Ļ	403
Due to Dalhousie University	121		11
Accrued expenses	553	6	613
Total liabilities	1,098	}	1,027
Net assets available for benefits	\$ 793,905	5 \$	828,809

See accompanying notes to financial statements.

Statement of Changes in Net Assets Available for Benefits

Year ended June 30, 2022, with comparative information for 2021 (In thousands of dollars)

	2022	2021
Additions:		
Capital transferred from the Dalhousie Pension Trust		
Fund for retirement benefits	\$ 60,125	\$ 68,153
Additions from investments:		
Change in fair value of investments	-	119,561
Income from investments (note 4)	22,094	17,612
· · · · · · · · · · · · · · · · · · ·	22,094	137,173
Interest income	28	33
Total additions	82,247	205,359
Deductions:		
Change in fair value of investments	49,033	-
Administrative expenses (note 5)	4,601	4,271
Pension benefits	63,517	58,647
Total deductions	117,151	62,918
Increase in net assets for the year	(34,904)	142,441
Net assets available for benefits, beginning of year	828,809	686,368
Net assets available for benefits, end of year	\$ 793,905	\$ 828,809

See accompanying notes to financial statements.

Notes to Financial Statements, page 1

Year ended June 30, 2022 (In thousands of dollars)

1. Description of plan:

The Dalhousie Retirees' Trust Fund (the "Fund" or "Retirees' Trust Fund" or the "RTF") is one of two funds, the Dalhousie Pension Trust Fund (the "PTF") being the other, that constitute the assets of the Dalhousie University Staff Pension Plan (the "Plan"). The Plan is a contributory defined benefit pension plan covering employees of Dalhousie University (the "University"). Under the Plan, contributions are made by the employees and the University. The Plan is registered under the Pension Benefits Act of Nova Scotia and is registered with the Canada Revenue Agency. The University is the Administrator of the Plan.

(a) Funding policy:

The University is required to meet the cost of all benefits not met by required contributions of members. The determination of the value of these benefits is made on the basis of an actuarial valuation. The RTF consists of retired pensioners and therefore there are not contributions unless it is determined necessary for the purpose of funding future benefit payments by the University.

(b) Current service pension:

The current service pension provides for a pension of 2% of the average best three years of pensionable salary received by the member multiplied by the number of years of participation in the plan up to a maximum of 35 years.

(c) Survivor's pension:

The normal form of pension payable to members with spouses includes a 66.67% survivor pension in respect of credited service up to June 30, 2004 with a minimum guarantee of 60 monthly payments. For credited service after June 30, 2004, the pension is paid for the member's life with a minimum guarantee of 84 monthly payments, which can be actuarially converted to provide for a survivor's pension.

(d) Income taxes:

The Dalhousie Retirees' Trust Fund is a Registered Pension Trust as defined in the Income Tax Act and is not subject to income taxes.

2. Basis of presentation and summary of significant accounting policies:

These financial statements have been prepared in Canadian dollars, which is the Fund's functional currency, on a going concern basis and in accordance with the financial reporting requirements prescribed by the Dalhousie Retirees' Trust Fund Trust Agreement. The basis of accounting used in these financial statements materially differs from Canadian accounting standards for pension plans in Section 4600, Pension Plans, in Part IV of the CPA Canada Handbook because it excludes the Fund's pension obligations and related disclosures, as well as certain financial instrument disclosures. Consequently, these financial statements do not purport to show the adequacy of the Fund's assets to meet the Plan's obligations. For accounting policies that do not relate to either investments or pension obligations, the Fund must consistently comply with either international financial reporting standards ("IFRS") in Part I of the CPA Handbook. The Fund has elected to apply, on a consistent basis, ASPE. To the extent that ASPE is inconsistent with Section 4600, Section 4600 takes precedence.

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Year ended June 30, 2022 (In thousands of dollars)

2. Basis of presentation and summary of significant accounting policies (continued):

Summary of significant accounting policies:

(a) Basis of measurement

The financial statements have been prepared on the historical cost basis except for investments and derivatives which are measured at fair value through the statement of changes in net assets available for benefits and derivative financial instruments which are measured at fair value.

- (b) Investments:
 - (i) Valuation of investments:

Pooled fund investments are valued at the unit values supplied by the pooled fund administrator, which represent the Fund's proportionate share of underlying net assets at fair values determined using closing market prices. Short-term notes and Treasury Bills maturing within a year are stated at cost, which together with accrued interest approximates fair value given the short-term nature of these investments. The fair value of other investments is based on closing market quotations as at June 30. Where quoted prices are not available, estimated fair values are calculated using market comparable company's or securities and recent transaction multiples.

(ii) Investment transactions and transaction costs:

Investment transactions are recorded on the trade date. Brokers' commissions and other transaction costs are recorded in the statement of changes in net assets available for benefits when incurred.

(iii) Index linked mortgages:

The interest rate is adjusted annually according to the change in the Consumer Price Index. In 2022, mortgage payments reduced the principal on a book value basis by \$371 (2021 - \$349). The cumulative decrease to date totals \$21,350 (2021 - \$20,979).

(iv) Income from investments:

Income from investments includes interest income and dividend income. Income from securities directly held is recorded on an accrual basis.

(v) Current period change in fair value of investments:

Current period change in fair value of investments includes all net realized and unrealized capital gains.

Gains or losses on sale or maturity of investments, based on the difference between average costs and proceeds, net of any selling expenses, are recorded at the time of disposition of the investment.

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Year ended June 30, 2022 (In thousands of dollars)

2. Basis of presentation and summary of significant accounting policies (continued):

(vi) Alternative investments:

Alternative investments, which are categorized as level 3 investments in the fair value hierarchy (see note 6) include private equity, private debt, real estate and infrastructure investments.

(c) Financial assets and financial liabilities:

(i) Non-derivative financial assets:

Financial assets are recognized initially on the trade date, which is the date that the Fund becomes a party to the contractual provisions of the instrument. Upon initial recognition, attributable transaction costs are recognized in the statement of changes in net assets available for benefits as incurred.

The Fund measures all of its investments at fair value through the statement of changes in net assets available for benefits.

All other non-derivative financial assets are measured at amortized cost.

The Fund derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Fund neither transfers nor retains substantially all the risks and rewards of ownership and does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset and consideration received is recognized in the statement of changes in net assets available for benefits as a net realized gain or loss on sale of investments.

(ii) Non-derivative financial liabilities:

All financial liabilities are recognized initially on the trade date at which the Fund becomes a party to the contractual provisions of the instrument. The Fund derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired. The Fund considers its accounts payable and accrued liabilities to be a non-derivative financial liability.

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Year ended June 30, 2022 (In thousands of dollars)

2. Basis of presentation and summary of significant accounting policies (continued):

(iii) Derivative financial instruments:

Derivative financial instruments are recognized initially at fair value and attributable transaction costs are recognized in the statement of changes in net assets available for benefits as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and all changes are recognized immediately in the statement of changes in net assets available for benefits.

Financial assets and liabilities are offset and the net amount presented in the statement of net assets available for benefits when, and only when, the Fund has a legal right to offset the amounts and it intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

(d) Interfund accounts:

The interfund balance between the Dalhousie Retirees' Trust Fund and the University and/or the Dalhousie Pension Trust Fund attracts interest at prime less 2%.

(e) Transfers from Dalhousie Pension Trust Fund:

When an employee retires, the actuarial value of retirement benefits as calculated by the acting actuary is transferred from the Dalhousie Pension Trust Fund and is recorded on the effective date of retirement.

(f) Foreign currency translation:

The fair values of foreign currency denominated investments included in the statement of net assets available for benefits are translated into Canadian dollars at year-end rates of exchange. Gains and losses arising from translations are included in the current period change in fair value of investments.

Foreign currency denominated transactions are translated into Canadian dollars at the rates of exchange on the dates of the related transactions.

(g) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

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Year ended June 30, 2022 (In thousands of dollars)

3. Investments:

Investments are presented by mandate, which may include cash, short-term investments, or other investments that are presented separately on the statement of net assets available for benefits.

	2022		2021
Considian Equities Mandatos:			
<u>Canadian Equities Mandates</u> : Burgundy Asset Management – Canadian equities \$	35,157	\$	35,252
Burgundy Focus Canadian Equity Fund	18,389	Ψ	23,971
Montrusco Bolton Equity Income Trust Fund	27,340		26,231
Fiera Canadian Equity Fund	29,984		29,378
	29,904		29,370
U.S. Equities Mandates:	00 4 40		50 457
Ashford Capital Management - U.S. small cap equities	30,142		59,157
Fiera US Equity – U.S. large cap equities	58,182		63,968
Wellington Management – U.S. SMID cap equities	19,057		19,484
State Street S&P MidCap Index Fund	33,344		40,384
Non-North American Equities Mandates:			
Addenda EAFE Fund	31,908		39,937
Burgundy EAFE Fund	31,880		39,254
Fiera EAFE Fund	42,641		50,477
Private Capital Mandates:			
BMO GAM, F&C – fund of funds	15,989		18,511
Commonfund Capital Partners L.P. – fund of funds	65,284		36,850
JP Morgan Asset Management – fund of funds	15,120		9,141
Real Estate and Infrastructure Mandates:			
CU Real Property (6) Limited Partnership - Canadian real estate	42		4,644
Fiera Real Estate (11), (12) & Industrial Fund - Canadian real estate	21,051		16,652
CBRE Clarion Securities - global real estate	41,454		44,750
Lazard Global Listed Infrastructure (Canada) Fund	46,282		41,973
JP Morgan Global Maritime Investment Fund	3,320		1,955
JP Morgan Infrastructure Investments Fund	9,415		8,563
Crestpoint Real Estate	12,867		10,241
Brookfield SREP III	6,817		4,785
Macquarie GIG Renewable Energy Fund 2	6,320		1,627
Commonfund Capital Partners L.P. – fund of funds	2,826		342
BentallGreenOak	1,040		-
Fixed Income Mandates:			
CIBC Pooled Canadian Bond Index Fund	35,026		43,022
Addenda Capital Bond Fund	33,422		37,142
Canso Broad Corporate Fund	41,278		45,775
BlackRock CorePlus Universe Bond Fund	48,247		54,147
Canso Private Loan Fund	5,745		5,933
Brookfield Real Estate Finance Fund V	4,021		5,000
Crestline Specialty Lending II	14,320		9,862
First National Financial – index linked mortgages	14,320		9,802 491
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Year ended June 30, 2022 (In thousands of dollars)

3. Investments (continued):

	2022	2021
Balance carried forward	\$ 788,029	\$ 828,899
<u>Other</u> : RBC Investor Services - cash and notes Bank of Nova Scotia - bank account	10 6,718	9 686
Total investments	\$ 794,757	\$ 829,594

4. Income from Investments:

	2022	2021
Canadian equities	\$ 3,825	\$ 2,640
U.S. equities	1,483	1,035
Non-North American equities	2,830	2,143
Private equity	(700)	(1,104)
Real assets	5,197	4,381
Bonds and long-term notes	9,370	8,357
Cash and short-term investments	89	160
Total administrative expenses	\$ 22,094	\$ 17,612

5. Administrative expenses:

	2022	2021
Investment management fees	\$ 3,977	\$ 3,610
Investment custodial, performance, consulting fees	179	176
Benefits administration	231	208
Benefits actuarial and consulting fees	218	195
Audit fees	23	28
General administration	(27)	54
Total administrative expenses	\$ 4,601	\$ 4,271

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Year ended June 30, 2022 (In thousands of dollars)

6. Financial instruments and investment risks:

Financial instruments are utilized to replicate certain market exposures or to assist in the management of investment risks. Investments are primarily exposed to foreign currency, interest rate, market and credit risks. The Fund has set formal policies and procedures that establish an asset mix among equity, fixed income and alternative investments, requires diversification of investments within categories, and limits exposure to individual investments, counterparties and foreign currencies.

(a) Fair value of financial assets and financial liabilities:

The fair values of investments are as described in note 2(b). The fair values of other financial assets and liabilities, being cash and short-term investments, accrued income receivable, due to Dalhousie University, and accrued expenses approximate their carrying values due to the short-term nature of these instruments. All index linked mortgages mature between 2022 and 2023.

(b) Market risk:

Market risk is the risk that the value of an investment will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual investment or macro factors and global events that cause significant volatility and potential disruption affecting all securities traded in the market. The Fund's policy is to invest in a diversified portfolio of investments, based on criteria established in the Statement of Investment Policies and Guidelines, to mitigate the impact of market risk.

(c) Interest rate risk:

The Fund's fixed income investments are subject to the risk of rising interest rates. Should interest rates rise by 2.0%, it is estimated that the broad Canadian fixed income market could depreciate 19.0% in value. For the Fund, this could result in a loss of \$34.6 million, or 4.3% of the total Fund. The Fund seeks to manage this risk by diversifying its exposures to the Canadian fixed income market, by investing a portion in a pooled fund that utilizes broad holdings to replicate the overall Canadian fixed income market, a portion to a pooled fund strategy that changes the duration of the portfolio to position itself for anticipated interest rate movements, a fund that utilizes multiple strategies and markets to manage return, an allocation of the overall fixed income to Canadian corporate credit fixed income strategies that offer higher yield and that experience interest rate movements that differ from the broad market, and a final portion to floating rate debt.

(d) Credit risk:

Credit risk is the risk of loss in the event the counterparty to a transaction fails to discharge an obligation and causes the other party to incur a loss. Credit risk is mitigated through the management of the Fund assets within generally accepted parameters of safety and prudence, using a diversified investment program. Investments must adhere to specific limitations as outlined in the Fund's Statement of Investment Policies and Guidelines.

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Year ended June 30, 2022 (In thousands of dollars)

6. Financial instruments and investment risks (continued):

(e) Liquidity risk:

Liquidity risk refers to the risk that the Fund does not have sufficient cash to meet its current payment liabilities, including benefit payments, and to acquire investments in a timely and cost-effective manner. The liquidity position of the Fund is monitored regularly with updated cash forecasts to ensure it has sufficient funds to fulfill its obligations.

(f) Other price risk:

Other price risk is the risk that the fair value of an investment will fluctuate because of changes in market prices (other than those arising from foreign currency or interest rate risk), whether those changes are caused by factors specific to the individual investment or factors affecting all securities traded in the market. An adverse change of 1% would lead to an approximate \$7.0 million decline in the Fund's overall value. Since all other variables are held constant in assessing price risk sensitivity, it is possible to extrapolate a 1% absolute change in the fair value to any absolute percentage change in fair value.

(g) Derivative financial instruments:

Derivatives are financial contracts, the value of which are derived from the value of underlying assets or interest rates or exchange rates. Pooled funds or fund-of-funds that the Fund invests in may use derivative contracts to replicate or to reduce the exposure to certain financial markets or specific securities. Derivative contracts, transacted either on a regulated exchange market or in the over-thecounter market directly between two counterparties, include the following.

(i) Future and forward contracts:

Future and forward contracts are contractual obligations either to buy or sell a specified amount of money market securities, bonds, equity indices, commodities or foreign currencies at predetermined future dates and/or prices. Future contracts are transacted in standardized amounts on regulated exchanges and are subject to daily cash margining. Forward contracts are customized contracts transacted in the over-the-counter market.

As of June 30, 2022, the Fund does not hold any derivative financial instruments. The foreign currency exposure at June 30 is summarized as follows (\$ Canadian):

	2022	2021
Through direct investment: United States Europe, Asia, Far East	\$ 74,397 14,136	\$ 103,571 18,452
Through pooled funds: United States Europe, Asia, Far East	212,649 128,738	180,850 149,806
Total	\$ 429,920	\$ 452,679

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Year ended June 30, 2022 (In thousands of dollars)

6. Financial instruments and investment risks (continued):

(ii) Fair values:

Canadian accounting standards for pension plans require disclosure of a three-level hierarchy for fair value measurements based on the transparency of inputs to the valuation of an asset or liability as of the financial statement date. The three levels are defined as follows:

<u>Level 1:</u> Fair value is based on quoted market prices in active markets for identical assets or liabilities. Level 1 assets and liabilities generally include equity securities traded in an active exchange market.

<u>Level 2:</u> Fair value is based on observable inputs other than Level 1 prices, such as quoted market prices for similar (but not identical) assets or liabilities in active markets, quoted market prices for identical assets or liabilities in markets that are not active, and other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments and derivative contracts whose values are determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. This category generally includes mutual and pooled funds, hedge funds, Government of Canada, provincial and other government bonds, Canadian corporate bonds, and certain derivative contracts.

<u>Level 3:</u> Fair value is based on non-observable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This category generally includes private equity investments and securities that have liquidity restrictions.

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Year ended June 30, 2022 (In thousands of dollars)

6. Financial instruments and investment risks (continued):

The following is a summary of the disclosures of the fair value and the level in the hierarchy:

Financial Assets	2022	2021
Level 1		
Equity securities - Canadian	\$ 35,777	\$ 36,103
Equity securities - non-Canadian	90,033	122,540
Cash	6,718	686
Level 2		
Pooled funds - Canadian equities	75,713	79,580
Pooled funds - non-Canadian equities	244,237	275,993
Pooled funds - fixed income	158,092	180,577
Short-term and other	10	9
Level 3		
Private equity	96,393	64,502
Private real assets	63,698	48,809
Private debt	24,086	20,795
	\$ 794,757	\$ 829,594

7. Commitments:

Certain of the alternative investments contain contractual capital commitments. As at June 30, 2022, the Fund had outstanding future commitments of \$4.0 million (2021 - \$0.2 million) in Canadian real estate; US \$35.5 million (2021 - US \$53.7 million) and \in 3.6 million (2021 - \in 3.6 million) in private equity investments; US \$8.0 million (2021 - \$9.8 million) and \in 4.8 million (2021 - \in 8.1 million) in Infrastructure; US \$12.7 million (2021 - US \$15.4 million) in private debt; and US \$2.0 million (2021 - US \$2.5 million) in private global real estate.

8. Related party transactions:

During the year, the University provided investment administration, benefit administration, payroll, and accounting services to the Retirees Trust Fund. These recoverable service costs for 2022 were \$361 (2021 - \$379) and were included in administrative expenses for the year. The transactions were in the normal course of operations and were measured at the exchange amount.