

**PENSION FUND OF THE PENSION PLAN FOR
NON-PROFESSIONAL STAFF
OF THE UNIVERSITY OF GUELPH**

For the Year Ended September 30, 2013



March 5, 2014

Independent Auditor's Report

To the Board of Governors of the University of Guelph

We have audited the accompanying financial statements of the Pension Fund of the Pension Plan for Non-Professional Staff of the University of Guelph (the Plan), which comprise the statement of net assets available for benefits as at September 30, 2013 and the statement of changes in net assets available for benefits for the year then ended, and the related notes, which comprise a summary of significant accounting policies and other explanatory information. The financial statements have been prepared by management based on the financial reporting provisions of Section 76 of Regulation 909 to the Pension Benefits Act of the Province of Ontario.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the financial reporting provisions of Section 76 of Regulation 909 to the Pension Benefits Act of the Province of Ontario, 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.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

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Opinion

In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as at September 30, 2013 and the changes in its net assets available for benefits for the year then ended in accordance with the financial reporting provisions of Section 76 of Regulation 909 to the Pension Benefits Act of the Province of Ontario.

Basis of accounting and restriction on use

Without modifying our opinion, we draw attention to note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared to assist the Plan to meet the requirements of the Financial Services Commission of Ontario. As a result, the financial statements may not be suitable for another purpose. Our report is intended solely for the University of Guelph and the Financial Services Commission of Ontario and should not be used by parties other than the University of Guelph or the Financial Services Commission of Ontario.

PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

**Pension Fund of the Pension Plan for Non-Professional Staff
of the University of Guelph
Statement of Net Assets Available for Benefits
As at September 30th
(in thousands of dollars)**

	2013	2012
ASSETS		
Interest in pooled fund of University of Guelph pension plans (Note 6)	15,579	13,812
LIABILITIES		
Interest in pooled fund of University of Guelph pension plans (Note 6)	-	15
Accrued liabilities (Note 7)	23	19
	<u>23</u>	<u>34</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>15,556</u>	<u>13,778</u>

**Pension Fund of the Pension Plan for Non-Professional Staff
of the University of Guelph
Statement of Changes in Net Assets Available for Benefits
For the years ended September 30th
(in thousands of dollars)**

	2013	2012
Increase in net assets available for benefits		
Net realized gains	616	239
Net increase in unrealized gains (losses)	1,333	1,065
Net change in fair values of investment assets and liabilities	1,949	1,304
Investment income (Note 6)	571	480
Member contributions (Note 8)	-	1
Total increase	<u>2,520</u>	<u>1,785</u>
Decrease in net assets available for benefits		
Benefit payments	629	613
Refunds and transfers out	-	5
Investment fees (Note 9)	88	64
Administrative expenses and professional fees (Note 9)	25	24
Total decrease	<u>742</u>	<u>706</u>
Net increase for the year	<u>1,778</u>	<u>1,079</u>
Net assets available for benefits, beginning of year	<u>13,778</u>	<u>12,699</u>
Net assets available for benefits, end of year	<u>15,556</u>	<u>13,778</u>

**Pension Fund of the Pension Plan for Non-Professional Staff
of the University of Guelph
Notes to the Financial Statements
For the Year Ended September 30, 2013**

1. Description of Plan

The following description of the Pension Plan for Non-Professional Staff of the University of Guelph (the "Plan") is a summary only. For more complete information, reference should be made to the Plan Text.

General

The Plan is a contributory defined benefit pension plan and is registered with Canada Revenue Agency and the Financial Services Commission of Ontario (registration #0324632). The Plan holds units in the Pooled Fund of the University of Guelph Pension Plans. The Plan is integrated with the Canada Pension Plan ("CPP").

Plan Eligibility

The option of joining this plan has been discontinued.

Service Pensions

A service pension is available based on the number of years of service, to a maximum of 35 years, times the sum of 1.267% (1.367% for USW Local 4120 members, Exempt Group members and CUPE 1334 members) of the best average earnings up to the average CPP yearly maximum pensionable earnings and 1.667% of the difference between average CPP yearly maximum pensionable earnings and best average earnings. Best average earnings are based on the employee's best 36 consecutive months of earnings. The normal retirement age is 65.

Survivor Pensions

A survivor pension is paid to a spouse, a dependent child, or a named dependent of a plan member if so elected by the plan member.

Refunds

A death refund is payable to the estate of a pensioner or survivor where such pensions have not been paid to the full extent of contributions plus interest. Similarly, a death refund is payable to the named beneficiary of the estate of a plan member where no survivor pension is paid.

A withdrawal refund is payable when the University of Guelph receives an application, subject to lock-in provisions, from a plan member who ceases to be employed by the University of Guelph. The amount of the payment is determined in accordance with the actuarial valuation.

Vesting

Pension benefits vest in the plan member immediately upon joining the Plan.

**Pension Fund of the Pension Plan for Non-Professional Staff
of the University of Guelph
Notes to the Financial Statements
For the Year Ended September 30, 2013**

1. Description of Plan (continued)

Income Taxes

The Plan is a registered pension plan as defined in the Income Tax Act (Canada) and, as such, is exempt from income taxes.

Funding Policy

There are no contributing members remaining in the Plan. Three members are disabled and one has over 35 years of services. The University of Guelph is required to provide any additional funding, based on actuarial valuations (the most recent actuarial valuation filed with the Financial Services Commission of Ontario was prepared as of August 1, 2010), necessary to ensure that defined benefits will be fully provided for at retirement. Based on the most recent actuarial valuation, no contributions were made by the employer to the defined benefit plan.

2. Significant Accounting Policies

Basis of accounting

The Financial Services Commission of Ontario (FSCO) allows the preparation of financial statements in accordance with Canadian generally accepted accounting principles, excluding recognition and disclosure of pension obligations to comply with the filing requirements of Section 76 of Regulation 909 of the Pension Benefits Act of the Province of Ontario. Canadian accounting standards for pension plans require the Plan, in selecting or changing accounting policies that do not relate to its investment portfolio or pension obligations, to comply on a consistent basis with either International Financial Reporting Standards (IFRS) in Part I of the Canadian Institute of Chartered Accountants (CICA) Handbook or Canadian Accounting Standards for Private Enterprises (ASPE) in Part II of the CICA Handbook. The Plan has chosen to comply with ASPE.

These financial statements differ materially from financial statements prepared in accordance with Canadian accounting standards for pension plans as they exclude the recognition and disclosure of the pension obligation of the Plan and do not purport to show the adequacy of the Plan's assets to meet its pension obligations. These financial statements have been prepared to assist in meeting the requirements of FSCO.

Pooled Fund

The assets of the University of Guelph pension plans are administered as a single Pooled Fund. The value of the Pooled Fund is determined based on the fair value of the underlying investment assets and liabilities in accordance with IFRS 13, Fair Value Measurement. Each of the University of Guelph Pension Plans interest in the Pooled Fund is calculated based on the units held by each Plan in the Pooled Fund.

**Pension Fund of the Pension Plan for Non-Professional Staff
of the University of Guelph
Notes to the Financial Statements
For the Year Ended September 30, 2013**

2. Significant Accounting Policies (continued)

Investment Income

Investment income consists of interest income, recognized as it accrues, plus dividend income, recognized as of the ex-dividend date. The Plan's pro-rata share of investment income, is calculated based on the units held by each plan in the Pooled Fund.

Net change in fair values of investment assets and liabilities

Net realized gain on sale and settlement of investment assets and liabilities during the year represents the difference between sale or settlement proceeds and book value. Net change in unrealized gains (losses) on investment assets and liabilities represents the change in the difference between fair and book values of investment assets and liabilities at the beginning and ending of the year. All realized and net changes in unrealized gains and losses on investment assets and liabilities are recorded in the Statement of changes in net assets available for benefits in the year in which they occur. The Plan's pro-rata share of net realized gain (loss) and net change in unrealized gains (losses), is calculated based on the units held by each plan in the Pooled Fund.

Contributions, Benefit Payments and Refunds

Contributions, benefit payments, refunds and transfers out are recorded on the accrual basis.

3. Investment Risk Management

The objective of the Plan is to achieve medium to long-term growth of its investment portfolio to provide the Plan with assets sufficient to meet members' pension benefit obligations. The Plan's investment policy is established by the Board of Governors and is set out in the statement of investment policies and procedures (the SIPP).

The Plan invests in pooled funds that are in turn invested in government and government guaranteed bonds, corporate bonds, debentures, and equity securities. The investment managers of the funds must adhere to the investment policies established by the Board of Governors governing these funds which are monitored by the Investment Subcommittee. The Plan's investing activities expose it to a variety of direct and indirect financial risks including market risk, credit risk and liquidity risk.

The allocation of assets among the various types of investments and the performance of investments held by the Plan are monitored by the Plan's investment managers on a monthly basis and are reviewed by the Investment Subcommittee on a quarterly basis.

The Pensions Committee oversees how management monitors compliance with the Plan's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the long-term objectives of the Plan.

**Pension Fund of the Pension Plan for Non-Professional Staff
of the University of Guelph
Notes to the Financial Statements
For the Year Ended September 30, 2013**

3. Investment Risk Management (continued)

a. Market Risk

The Plan's investments are susceptible to market risk, which is defined as the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

The Plan's exposure to market risk is affected by changes in the level or volatility of market rates or prices, such as interest rates, foreign exchange rates and equity prices. The sensitivity analysis provided below discloses the effect on net assets available for benefits as at September 30, 2013, assuming that a reasonably possible change in the relevant risk variable has occurred at September 30, 2013 and has been applied to the risk exposures in existence at that date to show the effects of the reasonably possible changes. The reasonably possible changes in market variables used in the sensitivity analysis were determined based on implied volatilities where available or on historical data.

The sensitivity analysis provided is hypothetical and should be used with caution as the impacts provided are not necessarily indicative of the actual impacts that would be experienced as the Plan's actual exposure to market rates may change. Changes in fair values or cash flows based on a variation in a market variable cannot be extrapolated because the relationship between the change in a market variable and the change in fair value or cash flows may not be linear. In addition, the effect of a change in a particular market variable on fair values or cash flows is calculated without considering interrelationships between the various market rates or mitigating actions that would be taken by the Plan.

i. Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Plan is subject to interest rate risk through its holdings of variable interest rate instruments. The SIPP contains guidelines related to investments in interest bearing instruments, which address credit concentration, duration and distribution. These guidelines are designed to mitigate the interest rate risk at a level deemed acceptable by the Pensions Committee.

As at September 30, 2013, had the market interest rates increased or decreased by 1% with all other variables held constant, the fair value of the fixed income holdings in the Plan and net assets available for benefits would have decreased or increased respectively, by approximately \$0.3 million. As at September 30, 2013, duration and yield to maturity are 7.2 and 2.9%, respectively, for the overall fixed income portfolio.

**Pension Fund of the Pension Plan for Non-Professional Staff
of the University of Guelph
Notes to the Financial Statements
For the Year Ended September 30, 2013**

3. Investment Risk Management (continued)

The terms to contractual maturity of interest bearing financial instruments as at September 30th are as follows:

[in thousands of dollars]					2013
Interest bearing instrument	Terms to contractual maturity				Total
	Within 1 year	1 to 5 years	6 to 10 years	Over 10 years	
Canada*	4	872	371	301	1,548
Provincial	-	218	397	561	1,176
Municipal	-	33	12	15	60
Corporates	-	677	259	269	1,205
Total	4	1,800	1,039	1,146	3,989

* includes cash

ii. Currency risk

The Plan holds assets denominated in currencies other than the Canadian dollar, the Plan's functional currency. It is therefore exposed to currency risk as the value of the financial instruments denominated in other currencies will fluctuate due to the changes in exchange rates.

As at September 30, 2013, had the foreign exchange rates increased or decreased by 10% with all other market variables held constant, the fair value of the foreign currency assets and net assets available for benefits of the Plan would have increased or decreased respectively as outlined in the following table:

[in thousands of dollars]	Currency Exposure	Currency Hedge*	Net Exposure	Estimated Impact
United States Dollar	3,875	1,982	1,892	189
Euro	1,052	525	527	53
Japanese Yen	610	303	307	31
British Pound	579	295	285	29
Other Europe	510	256	254	25
Other Pacific	367	142	224	22
Other global	16	8	9	1
	7,009	3,511	3,498	350

* Notional Value of Future Foreign Exchange Contracts

iii. Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

**Pension Fund of the Pension Plan for Non-Professional Staff
of the University of Guelph
Notes to the Financial Statements
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3. Investment Risk Management (continued)

As at September 30, 2013, had the prices of equity securities increased or decreased by 10% with all other variables held constant, the value of equities and net assets available for benefits would have increased or decreased respectively, by approximately \$1.0 million.

b. Credit Risk

Credit risk is the risk one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Plan manages credit risk through the application and monitoring of its SIPP.

The Plan assesses all counterparties for credit risk before contracting with them. The Plan's maximum exposure to credit risk is detailed in the following table:

[in thousands of dollars]	2013	2012
Cash	668	581
Bonds and debentures	3,949	3,879
	<u>4,617</u>	<u>4,460</u>

The credit rating information of the fixed income portfolio as at September 30th is as follows:

[in thousands of dollars]	2013		2012	
Credit ratings	\$	%	\$	%
AAA	1,643	41.6%	1,691	43.7%
AA	1,074	27.2%	1,018	26.2%
A	1,027	26.0%	1,002	25.8%
BBB	201	5.1%	163	4.2%
Not Rated	4	0.1%	5	0.1%
	<u>3,949</u>	<u>100.0%</u>	<u>3,879</u>	<u>100.0%</u>

c. Liquidity Risk

Liquidity risk is the risk the Plan may be unable to meet obligations in a timely manner. In addition to recurring expenses, the Plan is called upon to meet regular pension benefit payments as well as lump sum transfers and refunds that may occur upon retirement or termination of qualifying Plan members. The risk the Plan would be unable to meet such obligations is managed through the Plan's ongoing monitoring of the individual investment managers and in their ability to liquidate investments in which the Plan has invested. The risk in this area is assessed by the Plan to be insignificant.

**Pension Fund of the Pension Plan for Non-Professional Staff
of the University of Guelph
Notes to the Financial Statements
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4. Fair Value Measurement

The following is a summary of the methods used to determine the fair value of the Plan's financial instruments and an analysis of those investments using the hierarchy set forth in IFRS 7, Financial Instruments – Disclosures. The hierarchy prioritizes the inputs to fair value measurement, placing the highest priority on unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to inputs not based on observable market data (Level 3).

The three levels of the fair value hierarchy are:

- Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – inputs that are observable for the assets or liabilities either directly or indirectly;
- Level 3 – inputs for assets or liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable data from active financial markets each time such data exists. Where a financial instrument contains inputs from multiple levels, it is classified at the lowest level of the hierarchy for which significant input has been considered in measuring fair value.

The following tables present the Plan's financial assets evaluated at fair value as at September 30th, classified according to the fair value hierarchy described above:

[in thousands of dollars]	Level 1	Level 2	Level 3	2013 Total
<i>Canadian</i>				
Cash & cash equivalents		429		429
Bonds and debentures		3,945	4	3,949
Equities	3,644			3,644
Private equity funds		23		23
Pooled fund - real estate			449	449
<i>Foreign</i>				
Cash & cash equivalents		239		239
Equities	6,710			6,710
	10,354	4,636	453	15,443
<i>Future foreign exchange contracts</i>				
		56		56
	10,354	4,692	453	15,499

**Pension Fund of the Pension Plan for Non-Professional Staff
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Notes to the Financial Statements
For the Year Ended September 30, 2013**

4. Fair Value Measurement (continued)

[in thousands of dollars]	Level 1	Level 2	Level 3	2012 Total
<i>Canadian</i>				
Cash & cash equivalents		393		393
Bonds and debentures		3,874	5	3,879
Equities	3,473			3,473
Private equity funds		24		24
Pooled fund - real estate			85	85
<i>Foreign</i>				
Cash & cash equivalents		188		188
Equities	5,693			5,693
	9,166	4,479	90	13,735
<i>Future foreign exchange contracts</i>				
		(15)		(15)
	9,166	4,464	90	13,720

The following is an analysis of the investments of the Plan using the hierarchy related to the inputs to fair value measurement.

Level 1

The Plan's equity positions are classified as Level 1 when the security is actively traded and a reliable quote is observable.

Level 2

Cash is classified as Level 2. Short-term notes and treasury bills are classified as Level 2. These instruments mature within one year and are stated at cost, which, when combined with accrued interest income, approximates market value. Bonds and other interest bearing securities are classified as Level 2 when they are actively traded. They are classified as Level 2 when they are valued using observable inputs, including interest rate curves, credit spreads and volatilities. Certain of the Plan's equities do not trade frequently and therefore observable prices may not be available. In such cases, fair value is determined using observable market data (e.g., transactions for similar securities of the same issuer) and is classified as Level 2. Future foreign exchange contracts are classified as Level 2.

Level 3

Bonds for which significant unobservable data is required in determining fair value are classified as Level 3. Certain of the Plan's equities determination of fair value requires significant unobservable data, in which case the measurement is classified as Level 3.

During the year ended September 30, 2013 the Plan's Level 3 fair value measurements increased by \$363 thousand (2012 - \$52 thousand).

**Pension Fund of the Pension Plan for Non-Professional Staff
of the University of Guelph
Notes to the Financial Statements
For the Year Ended September 30, 2013**

4. Fair Value Measurement (continued)

The following table presents the Plan's reconciliation of Level 3 fair value measurements as at September 30th:

[in thousands of dollars]	2013	2012
<i>Opening Balance</i>	90	38
Purchases	332	88
Transfers In	-	
Sales	-	(39)
Transfers Out	-	
Change in Market Value during period	31	3
<i>Ending Balance at September 30</i>	<u>453</u>	<u>90</u>

5. Management of Capital

The capital of the Plan is represented by the net assets available for benefits. The University's objective when managing the Plan's capital is to safeguard the assets of the Plan to support the Plan's investment objectives. Investment performance and asset allocation is reviewed by the Investment Subcommittee of the Board of Governors and is reported to the Pensions Committee.

6. Interest in Pooled Fund

The assets of the Plan are administered in a Pooled Fund, which includes the assets of other University of Guelph pension plans. The Plan holds units in the Pooled Fund and these units had a fair value of \$15.6 million (2012 - \$13.8 million) and a book value of \$13.2 million (2012 - \$12.7 million) at September 30, 2013. The unrealized gain at September 30, 2013 was \$2.4 million (2012 - \$1.1 million). As at September 30, 2013 the Plan held 1.4% of the issued and outstanding units of the Pooled Fund (2012 - 1.4%).

**Pension Fund of the Pension Plan for Non-Professional Staff
of the University of Guelph
Notes to the Financial Statements
For the Year Ended September 30, 2013**

6. Interest in Pooled Fund (continued)

(a) The fair values of investments in the Plan's interest in the Pooled Fund as at September 30th are as follows:

[in thousands of dollars]	2013	2012
<i>Canadian</i>		
Cash & cash equivalents	429	393
Bonds and debentures	3,949	3,879
Equities	3,644	3,473
Private equity funds	23	24
Pooled fund - real estate	449	85
	<u>8,494</u>	<u>7,854</u>
<i>Foreign</i>		
Cash & cash equivalents	239	188
Equities	6,710	5,693
	<u>6,949</u>	<u>5,881</u>
<i>Future foreign exchange contracts</i>	56	(15)
<i>Accrued investment income</i>	80	77
	<u>15,579</u>	<u>13,797</u>
Market value of Pooled Fund	<u>15,579</u>	<u>13,797</u>
Market value of Pooled Fund assets	15,579	13,812
Market value of Pooled Fund liabilities	-	(15)
Market value of Pooled Fund	<u>15,579</u>	<u>13,797</u>

Fluctuations in the comparative figures noted above reflect changes in both asset mix and year end market values of securities held in the Pooled Fund.

(b) Investment Income for the year ended September 30th is summarized as follows:

[in thousands of dollars]	2013	2012
Interest income	176	160
Dividend income		
Canadian	116	95
Foreign	279	224
	<u>571</u>	<u>480</u>

**Pension Fund of the Pension Plan for Non-Professional Staff
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6. Interest in Pooled Fund (continued)

(c) Included in total investments are the Plan's interests in the following individual investments, which have a fair value or book value as at September 30, 2013 equal to or greater than 1% of the fair value or book value of total Pooled Fund.

[in thousands of dollars]	Book	Market
<i>Canadian Bonds & Debentures</i>		
Canada Housing Trust	637	639
Government of Canada	854	857
Province of Ontario	341	348
Province of Quebec	216	218
	2,048	2,062
<i>Canadian Equities</i>		
Bank of Nova Scotia	130	172
Royal Bank of Canada	126	164
Toronto Dominion Bank	126	180
	382	516
Total	2,430	2,578

(d) The University has entered into foreign currency forward contracts to minimize exchange rate fluctuations and the resulting volatility on future financial results. All outstanding contracts have a remaining term to maturity of less than one year. The notional and fair values of these financial instruments are:

[in thousands of dollars]	2013		2012	
	Notional value	Fair value	Notional value	Fair value
United States Dollar	1,982	49	1,698	5
Euro	525	5	473	(9)
Japanese Yen	303	9	252	(2)
British Pound	295	(6)	260	(4)
Other	406	(1)	342	(5)
	3,511	56	3,025	(15)

7. Accrued Liabilities

[in thousands of dollars]	2013	2012
Administration fees to the University of Guelph	5	6
Investment management fees	13	10
Custodial and performance management fees	1	1
Professional fees	2	1
Provincial regulatory fees	2	1
	23	19

**Pension Fund of the Pension Plan for Non-Professional Staff
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8. Contributions

[in thousands of dollars]	2013	2012
Member		
Current Service Contributions	-	1
	<u>-</u>	<u>1</u>

9. Fees and Expenses

[in thousands of dollars]	2013	2012
<i>Investment Fees</i>		
Investment Management Fees	81	58
Custodial and Performance Measurement Fees	7	6
	<u>88</u>	<u>64</u>
<i>Administrative Expenses and Professional Fees</i>		
University of Guelph Administrative Fee	9	9
Actuarial Fees	13	13
Legal, Accounting and Auditing Fees	-	-
Other Fees*	3	2
	<u>25</u>	<u>24</u>

**includes Provincial regulatory fees*

10. Related Party Transactions [in thousands of dollars]

During the year ended September 30, 2013, the University of Guelph charged the Pooled Fund \$535 (2012 - \$537) for administrative services. Of these charges, \$9 (2012 - \$9) related to the Non-professional plan.