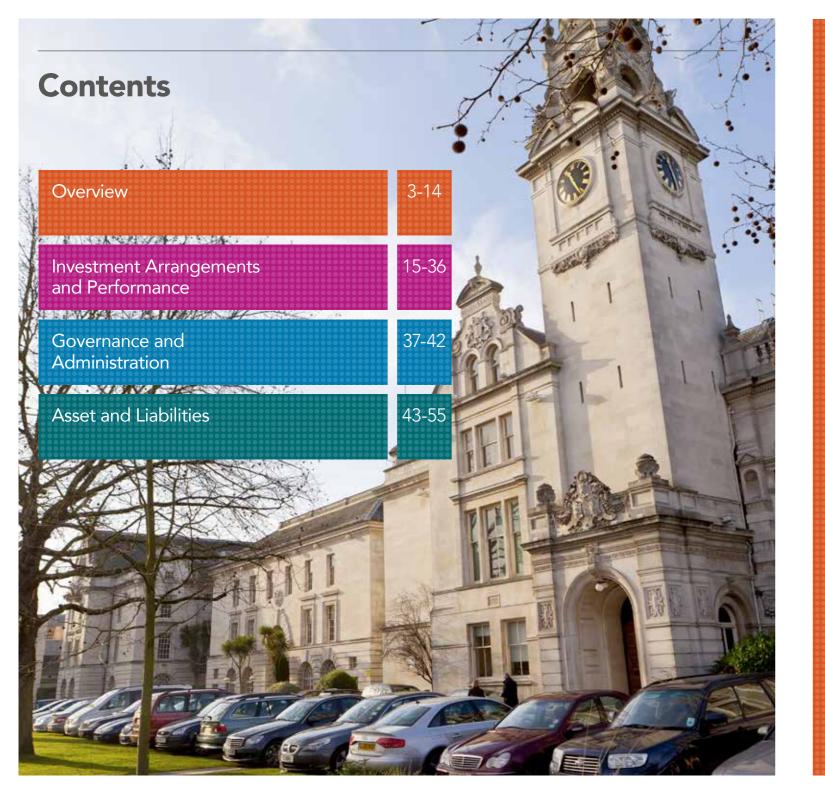
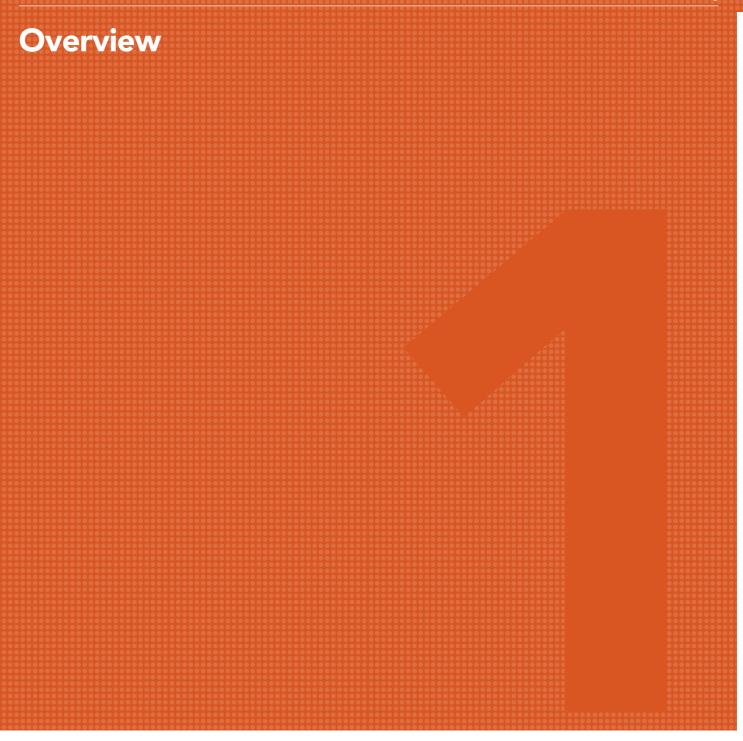
Surrey Pension Fund Summary Document







Chairman's Introduction

The new Local Government Pension Scheme (LGPS) scheme was born on 1 April 2014. We welcomed its safe delivery and, while still in infancy, the transition went relatively smoothly.

Our joint working on pension administration with East Sussex continues to go from strength to strength. I am pleased to report that Westminster City Council has appointed us to handle pension administration on its behalf and other LGPS administrations have expressed a similar interest.

This example of collaboration is bound to expand to other areas of the fund in the future, for example, through joint procurement or asset pooling. We are in the early stages of exploring such ways to deliver better value for money for the Surrey fund with potentially suitable partners.

On 1 May 2014, the Government launched a second consultation on further proposed changes to the LGPS entitled: Opportunities for Collaboration, Cost Savings and Efficiencies. Over 200 responses were received and evaluated. Surrey Pension Fund's reply was relatively robust and focused mainly on good governance.

The consultation paper proposed a rather simplistic solution, based on cutting fees, moving all actively managed assets to passive funds, and the establishment of collective investment vehicles (CIVs). Surrey argued that reform should focus on value for money for scheme members, employers and taxpayers rather than costs. We acknowledged that there are benefits to be derived by leveraging scale but that CIVs are not the only answer. A collaborative approach with local accountability that remains flexible to invest where we can add value, including internal and active investment strategies, is our preferred approach. We are also concerned about the governance of CIVs or other arms-length vehicles, as these must be structured to preserve the long-term interests of the fund.



Denise Le Gal is Chairman of the Surrey Pension Fund Board

Costs are important but need to be considered on a risk-adjusted basis. Surrey Pension Fund relies heavily on alpha generation as we move along the flight plan to full funding.

For example, over the 12 months to 31 March 2014, the Fund returned a solid +8.6% overall, surpassing the benchmark target of +7.1%. Equities provided substantial investment returns with significant above benchmark returns from our active UK equity managers, UBS and Majedie, and active global equity manager Marathon. The property market also rallied strongly in 2014, leading to double-digit returns from property manger, CBRE. Without our active managers, some of whom have consistently returned above benchmark performance over the past decade, the fund's performance and funding level would have suffered adversely.

Governance has been at the very heart of Surrey Pension Fund's advance over the past year. The new Pension Fund Board, with full council committee status and decision-making powers, has come through its first full year's work since inception in March 2013. This year, we are reviewing the fund's investment strategy. Part of the process will be to establish a framework that will enable us to commence a de-risking programme when interest rates 'normalise' and ensuing lagging inflation begins to bite. The timing of rate rises is anyone's guess but continued low real yields could have an impact on long term inflation expectations which, in turn, could adversely impact our liabilities and investment returns. We will monitor this closely.

Good governance will remain the key to success as we transition through to 2015 but there is a need to address as to what 'good' looks like. The Surrey Fund is widely considered to be an exemplar of how LGPS funds should be governed and is widely quoted by consultants and fund managers as being a flagship of excellence in governance practices within the LGPS.

What constitutes good governance across the LGPS is not easy to describe. For Surrey, good governance is more than just the structure of pension boards, having good strategies and

A collaborative approach with local accountability that remains flexible to invest where we can add value is our preferred approach

policies in place, and appropriate reporting frameworks to monitor progress. On top, good governance has to encompass the appropriateness of the arrangements, given the scale of resources available, market conditions, the skills and knowledge of those involved, and even the personalities of the individuals concerned.

Our fund is fortunate to have some natural advantages. With over £2.8bn in assets, it is large enough to consider a diverse range of investment opportunities. It has elected members with considerable financial market experience. Our proximity to the City allows us frequent and direct contact with our investment managers.

Having said this, the Board continues to place great emphasis on the development of member skills and knowledge. Regular training forms part of all Board meetings and Members attend external seminars and other training sessions. The Board also draws on the knowledge of Mercer as its investment consultant and our experienced Independent Investment Advisor, John Harrison.

All of this serves to enhance our investment performance and administration efficiency, demonstrated by superior manager selection, above average data quality and below average unit costs.

The current Pension Board structure will continue to evolve, particularly as there is work to do regarding the separate Pension Board with a guidance/scrutiny remit rather than an implementation role. We will adapt this structure quickly and efficiently in order to retain the governance characteristics that enable the Surrey Pension Fund to stand out within the sector.

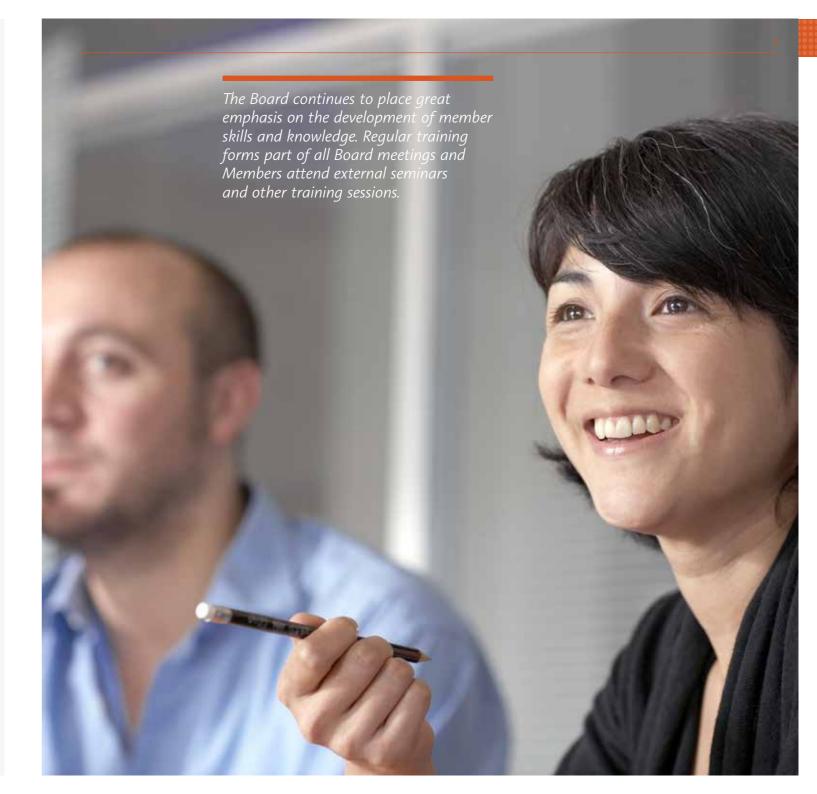
Finally, ongoing good governance will reap dividends in fund performance and, in turn, strong performance will be the key to meeting our long-term objectives of closing the funding gap and meeting our future pension obligations. This will not be possible without the prudential stewardship and sheer hard work of the Surrey Pension Fund team, employers, employees, Members, investment managers, service providers, advisors, consultants, etc. I thank you all sincerely for your considerable contribution to the continued success of the Surrey Fund.

Best wishes

Denise Le Gal

Chairman, Surrey Pension Fund Board

Ongoing good governance will reap dividends in fund performance



Purpose of the **Pension Fund**

The Local Government Pension Scheme (LGPS) is a nationwide pension scheme for those working in local authorities or for other organisations that have chose to participate in it. All employees of local government in Surrey have guaranteed access to the LGPS unless they are eligible to join another public pension scheme, including Firefighters, Teachers or NHS schemes. Employees of other organisations that provide a public service, may be granted membership if they are covered by an admission or resolution agreement.

The Surrey Pension Fund is a defined benefit occupational pension scheme which means that the amount of pension due to each individual member is determined by the characteristics and duration of their membership of the scheme, not by investment returns made on their and employer contributions.

In contrast to other UK public sector defined benefit pension schemes, the LGPS is a funded scheme. This means that pensions for retired Surrey Pension Fund employees are paid from a separate pool of assets managed solely for this purpose. The assets are built up from all employer and employee pension contributions and are invested to help meet the overall cost of providing pensions.

Surrey County Council is the administering authority for the Surrey Pension Fund and is responsible for the administration of all aspects of the management of the fund including administering pension benefits, providing appropriate communications with scheme members and participating employers, coordinating the investment of fund assets, upholding financial controls and maintaining accurate accounting records for all fund transactions.





Surrey County Council has delegated the duties of the administering authority to The Surrey Pension Fund Board established from 21 May 2013. The membership the Board is comprised of

- · Six Members of the County Council;
- One representative from employee members of the Fund (this can not include a Surrey County Council member of staff as membership of Council committees is restricted by section 104 Local Government Act 1972
- Two representatives from Districts and Boroughs of the Fund;
- One representative from all other employers in the Fund

Board Membership

ChairmanCouncillor Denise Le Gal

Vice Chairman
Councillor Nick Skellett CBE

County Council Members
Councillor William Barker OBE
Councillor Tim Evans
Councillor John Orrick
Councillor Stuart Selleck

Employer Representatives

Tony Elias, Tandridge Council Judith Glover, Epsom and Ewell Ian Perkin, Office of the Surrey Police & Crime Commissioner

Employee Representative Phillip Walker

Key Support

Officers

Sheila Little, *Director of Finance (Section 151 Officer)*Phil Triggs, *Strategic Manager, Pension Fund & Treasury*Jason Bailey, *Pensions Administration Manager*

Investment Advisors

Steve Turner, Mercer LLC John Harrison, Independent

Fund ActuaryBarry McKay, *Hymans Robertson*

Fund Custodian Northern Trust

Summary Financials

	2009/10 £000	2010/11 £000	2011/12 £000	2012/13 £000	2013/14 £000
Contributions	157,423	157,703	152,550	173,377	164,366
Less benefits and expenses paid	-113,960	-117,439	-147,352	-123,705	-127,406
Net additions	43,463	40,264	5,198	49,672	36,960
Net investment income*	28,869	32,592	36,737	33,789	36,402
Change in market value	524,163	137,170	1,441	278,985	175,422
Net return on investments	553,032	169,762	38,178	312,774	211,824
Net increase in Fund	596,495	210,026	43,376	362,446	248,784
Fund value at 31 March	1,942,868	2,152,894	2,196,270	2,558,716	2,807,500

*Net of expenses and tax withheld









Summary Membership Details				
31 Mar 2013		31 Mar 2014		
30,608	Employees in the fund	32,530		
20,553	Pensioners	21,598		
27,648 Deferred pensioners 30,639				
78,809 Total 84,767				

Overview 12 12

Director of Finance **Statement**

A lot has happened since our last report. We have successfully completed the 2013 actuarial valuation. We have welcomed a number of new employers into the scheme. We have completed our first auto-enrolment process. We have implemented the new LGPS 2014 Scheme. And finally, we have implemented a number of new investment mandates.

The 2013 Actuarial Valuation was completed by the deadline of March 2014. I would like to thank our employers who provided the necessary information in a timely manner and to a very high standard. This was of great benefit to the actuary. Also to the pensions administration staff who worked very hard in terms of the data submission and the queries that were fed back to us. We recognise that for a number of our employers, the outcome of the valuation process was an increase in the amount they have to pay in contributions.

These increases were somewhat mitigated by the fact that the investment returns for the three years to March 2013 comfortably exceeded the actuary's assumption made in the 2010 valuation.

In the 2013/14 year, the Fund's investments continued to deliver excellent returns. The Fund increased in value by £249 million, to over £2.8 billion. On the administration side we have seen the number of employers increase this year as a number of schools chose to convert to academy status and employers considered alternative means of service delivery.

A number of our employers (including Surrey County Council) have carried out their first auto-enrolment exercise and I am pleased to report that we have enrolled new members and the majority of them have elected to remain in the scheme.



Sheila Little is Director of Finance and Chief Administrator of the Surrey Pension Fund

A considerable amount of work has been invested in the preparation of the LGPS 2014 new scheme, with officers meeting with many employers and employees to explain how changes will impact them. We held our Annual Meeting on 22 November 2013. This was well attended with particular focus also on the 2013 actuarial valuation process.

The Surrey Pension Fund continues to perform strongly. Following last year's strategy review, the Fund transferred half of its UK Gilt portfolio into an absolute return fund, run by Franklin Templeton. This performed well in the 2013/14 financial year. Our investment strategy continues to be reviewed with diversification and de-risking changes planned for the current financial year.

This year has seen many challenges, trials and tribulations for the fund. We have kept the global economic situation under close review. We have actively contributed to the various consultations and Calls for Evidence regarding the LGPS, as well as working hard to ensure that all employee and employer members are aware of the changes from April 2014.

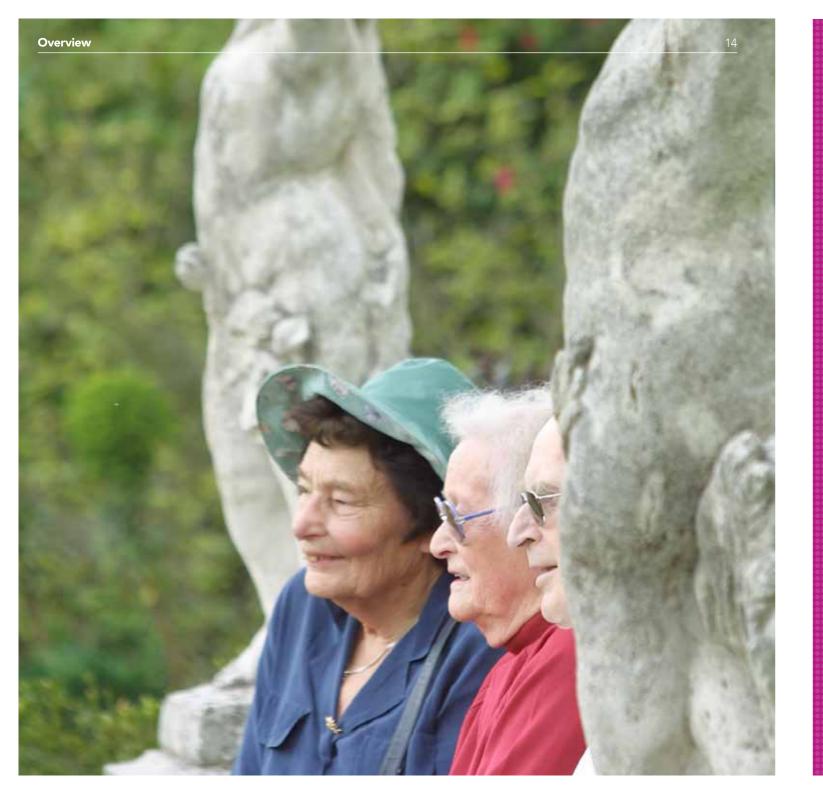
Considerable progress was made in 2013/14 and there are still many changes and challenges to face in 2014/15 and beyond.

Sheila Little

Director of Finance and Chief Administrator of the Surrey Pension Fund In the year 2013/14, the Fund increased in value by £249m to over:

£2.8bn





Investment Performance

Market Commentary 2013/14

Economic background

The recovery in developed market economies that financial markets had been anticipating for some while finally started to take root in the financial year 2013/14.

In the UK the cumulative impact of several years of low interest rates, expansionary monetary policy (Quantitative Easing, or QE) and government measures targeted at stimulating the housing market have underpinned an initially patchy and then more broadly based economic recovery. Unemployment is falling towards 6%. consumer confidence improving and house prices rising strongly, at least in the South East. The Bank of England now expects the economy to grow by more than 3% in 2014. There has been sufficient progress that investor focus is now on when rather than whether base rates will be increased.

In the US growth also appeared to be on a steady recovery path, although extreme weather in January and February 2014 caused a temporary stumble in the improving economic picture. As with the UK the exceptionally low interest



nergency In the UK, house prices are rising strongly.

rates required during the emergency of the financial crisis no longer appear appropriate. As economic activity returns to a more normal level, monetary policy should also become more normal, which implies setting base rates a little higher than inflation. The pace of interest rate rises is likely to be slow, but the trend over the coming years is now clearly upwards.

Elsewhere improvements in economic growth are less clear-cut. Whereas in the UK and US the central banks are indicating to markets that they will soon begin unwinding QE, central banks in Europe and Japan are considering expanding their programmes in the response to disappointing growth.

In Europe growth remains sluggish with inflation worryingly close to zero and unemployment stubbornly high at close to 12%. This is uncomfortable territory for policymakers. If an economic shock, such as an escalation of the conflict in the Ukraine. disruption to oil production in the Middle East or a financial crisis in China, were to tilt economies into deflation, it would be very difficult to reverse and might prompt renewed concern about the sustainability of the euro. For the time being, however, investors have taken comfort from the European Central Bank stated commitment to doing "whatever it takes" to stimulate growth through interest rates at or below zero and aggressive QE programmes.

In Japan the optimism prompted last year by the election of a new government with an expansionary policy agenda has waned a little. The Yen has fallen significantly relative to other major currencies and the resultant improvement in competitiveness has improved industrial activity and enabled unemployment to fall. However, the need to raise consumption taxes to

address a growing debt mountain may choke off the recovery too soon.

In emerging markets the picture is also less buoyant. The prospect of the US reining back its QE programme caused a withdrawal of capital that exposed imbalances in economies with high budget deficits and high levels of debt. Social unrest in Turkey and political tension in Russia also undermined confidence. The economies that had been powerhouses of global growth in previous years, such as China, India and Brazil, all experienced a slowdown albeit to levels that developed economies would still envy. The outlook for China is perhaps the most important and least predictable. There is concern that the financial system within China may be vulnerable following excessive credit expansion since 2008, as evidenced by the first significant corporate bond default. However, the Chinese economy is more heavily controlled than most and it is possible that the central authorities will be able to engineer a managed economic slowdown while avoiding a serious financial crisis.

Market returns

Financial market returns were more modest and more mixed than in the previous year. Once again developed markets provided better returns than emerging markets, although for sterling investors some of the gains were eroded by the strength of sterling as investors anticipated the UK leading the economic recovery.

UK equities provided a return of 9% and overseas equities 7%. In local currency terms US equities returned 22%, with Europe and Japan just behind | attributed to the liabilities, which is on about 18% each. However, after adjusting for the fall in the US dollar by 10%, the euro by 2% and the Yen by 20% the sterling returns were 11% for the US, 16% for Europe and -2% for Japan. Emerging markets, by contrast, fell with returns for sterling investors of -11%.

Bond market returns were much less healthy than equities. Long dated gilts returned -3% and long index linked gilts -4%. Only corporate bonds were able to provide positive returns as credit spreads continued to narrow reflecting greater investor optimism. Long dated corporate bonds returned +2%.

The improving economic picture was helpful for commercial property, with a return of 13%. Hedge funds also benefited averaging a return of 9%. By contrast commodities suffered

from lower growth in emerging markets and returned -8%.

Fund performance

The Surrey County Council Pension Fund performed well in 2013/14 achieving a return of 8.6%.

In absolute terms the return achieved was comfortably ahead of the longterm annual return assumed by the actuary in the most recent triennial valuation. It was also significantly better than the change in the value mostly driven by bond returns. The end result is that the pension fund experienced a sizable improvement in its funding level.

In relative terms the return achieved also compares well to both the fund's bespoke benchmark (7.1%) and the average local authority pension fund as measured by WM (6.4%). The main reason for the better relative return was the strong performance of fund's active managers, particularly in UK equities and in bonds.

The excellent return in 2013/14 together with good performance in previous years means the fund is also ahead of both its bespoke benchmark and the WM local authority pension fund average over the last 3 and 5 years. Over the three years to end March 2014 the

Sterling Equity Returns by Country

fund return of 8.3% pa was ahead of both the bespoke benchmark (7.3% pa) and the average WM fund (7.5% pa). Over the last 5 years the fund return of 14.6% pa is ahead of the average WM fund (12.7% pa).

Economic and market outlook

The period since the financial crisis in 2008/09 has been quite exceptional for financial markets. The collapse of the banking system globally led the world economy to the brink of an abyss and necessitated exceptional measures by policymakers. These measures succeeded in averting what might otherwise have been a depression similar to or perhaps even worse than the 1930s. While the policy steps taken proved successful, we are still working through the aftermath of the crisis.

Perhaps the biggest influence on markets during this period was the adoption of extremely lax monetary policy. We still see this policy in action in interest rates in most developed markets at close to zero and in massive QE programmes. The combination of high levels of liquidity and low returns on safe assets is a cocktail specifically intended to encourage buying of riskier assets to stimulate growth. This has resulted in the prices of most financial assets rising more rapidly

than would have been justified purely on underlying fundamentals, such as profits or dividends.

The problem for investors as always is trying to work out what happens next. The next few years should see a gradual return to normality, with QE programmes at first scaled back and eventually unwound and interest rates slowly increased to a sustainable long-term level slightly above inflation. However, this process is unlikely to be smooth and policymakers will face challenges along the way.

In the meantime, many assets now appear quite highly rated. Developed market equities are more highly rated than average at a time when profits are also quite high relative to the size of the economy, especially in the US. Steady economic recovery will be required to justify such ratings. The rating of emerging market equities is not as high and expectations are less demanding, but the differentiation between individual markets is becoming more important.

The outlook for bonds is also uncertain. On a pure valuation basis bonds continue to appear unattractive for long-term investors, with long-dated gilts offering a nominal yield of 3.4% pa and long-dated index linked gilts

offering a real yield of -0.1% pa. Investors may be willing to accept such low yields when the return on cash is set well below inflation but as monetary policy reverts to normal one would expect investors to demand rather higher returns for investing in long dated assets. This would imply bonds had further to fall.

However, QE is not the only distortion faced by bond markets. In index linked markets is particular a continuing mismatch between high demand from pension funds, insurance companies and other liability constrained investors and low issuance of new index linked securities by the government may mean index linked yields remain low for many years to come. The likely outcome is that bonds will produce a disappointingly low long-term trend return but with rather more volatility than in recent years.

In an environment where investors are faced with significant economic uncertainty and few assets are cheap, there is likely to be continued interest both in diversification to smooth returns and in income generation to make returns more predictable. Property has benefited from this trend this year but still offers high yields relative to other asset types and some protection against long-term inflation.

Strategic asset allocation

The pension fund has a long-term investment horizon. Following the triennial actuarial review in March 2013 the Fund is expected to have positive cash flow for many years to come. The investment priority therefore remains long-term return generation rather than short-term risk mitigation.

The current investment strategy seeks to achieve this by having a core allocation to equities within a strategically diversified overall portfolio. The target allocation to equities (both quoted and private) at 65% is broadly similar to the average Local Authority pension fund. A further 16% is invested in growth assets offering strategic diversification, with 6.5% in property and 9.5% in a Diversified Growth Fund. This leaves 19% invested in bonds. During the year there were no material changes in the asset allocation strategy or in any of the mandates.

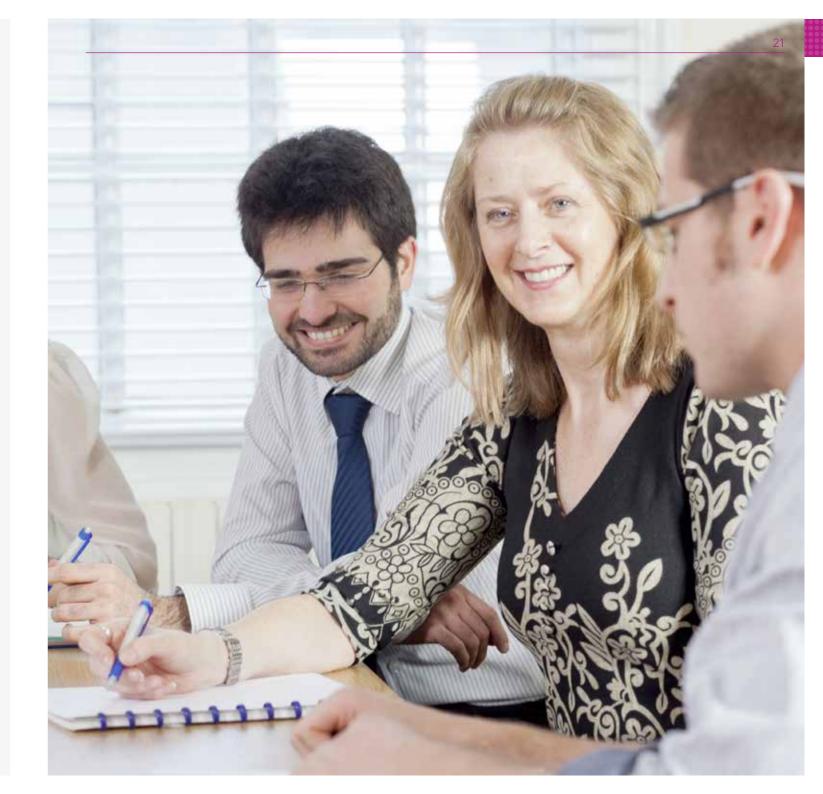
John Harrison 15th August 2014

Information contained in this report is provided for information purposes only. Nothing contained herein should be construed as a recommendation or solicitation to buy or sell any security. Please remember past performance is not necessarily a guide to future returns.



John Harrisonis Independent Advisor
to the Surrey Pension
Fund Board

Long-dated index linked gilts offering a real yield of:



Investment Arrangements and Principles

Overall Responsibility

The County Council is the designated statutory body responsible for administering the Surrey Pension Fund on behalf of the constituent Scheduled and Admitted Bodies. The Council is responsible for setting investment policy, appointing suitable persons to implement that policy and carrying out regular reviews and monitoring of investments.

Investment Objectives

The Pension Fund Board seeks to ensure that the Pension Fund has sufficient assets to be able to meet its long term obligations to pay pensions to the Fund's members, i.e., over the long term to be at or above a 100% funding level. It also has an objective to maintain employer contribution rates as reasonably stable and affordable as possible. In order to meet these objectives, a number of secondary objectives have been agreed:

- i) To have a clearly articulated strategy for achieving and maintaining a fully funded position over a suitable long term time horizon; the Board recognises that funding levels can be volatile from year to year depending as they do both on investment market levels and on estimates of liability values, so the long-term strategy needs to be capable of steering a steady course through changing market environments.
- ii) To have a strategic asset allocation that is both well diversified and expected to provide long term investment returns in excess of the anticipated rise in the Fund's liabilities.
- iii) To appoint managers that the Board believes can consistently achieve the performance objectives set and to give each appointed manager a clearly defined benchmark and performance objective against which they can be judged.

The Pension Fund Board seeks to ensure that the Pension Fund has sufficient assets to be able to meet its long term obligations to pay pensions to the Fund's members

- iv) To ensure investment risk is monitored regularly both in absolute terms (the risk of losing money) and relative to the Fund's liabilities (the risk of funding shortfalls); the Board will have regard to best practice in managing risk.
 - v) To have sufficient liquid resources available to meet the Fund's ongoing obligations.
 - vi) To achieve an overall Fund return 1% per annum in excess of the overall benchmark over rolling three-year periods.

Investment Style and Management

The Board has delegated day-to-day management of various parts of the Fund to external fund managers each of which has been given an explicit benchmark and performance objective. The Board retains responsibility for ensuring the mix of managers and by implication the overall asset allocation is suitable for the long-term objectives defined above.

The Board has appointed two different types of manager: 'Index Relative' who seek to achieve a return relative to a market index within a specified asset type and 'Absolute Return' who seek to achieve a desired return outcome by moving between different asset types.

Index Relative managers

The managers in this category have been set differing performance targets and will take accordingly differing levels of risk relative to the benchmark index they are given.

Passive mandates seek to replicate the market index as closely as possible and are expected to take very little relative risk. Typically, such portfolios will have the largest number of individual holdings each of which will be close to the index weighting. The expected performance should be within 0.5% of the index return in any year.

Passive mandates seek to replicate the market index as closely as possible and are expected to take very little relative risk.

Core active mandates seek to achieve a performance between 0.75% per annum and 2% per annum ahead of the relevant market index. Typically, core active mandates have diversified portfolios and take medium levels of relative risk. Most managers will only be appointed to manage a single asset class (for example, global equities, bonds or property).

Concentrated active mandates seek to outperform their relevant index by 3% per annum or more and take larger relative risks by owning a smaller number of individual holdings. The Pension Fund Board usually confines such mandates to specialist managers in regional equities.

Absolute Return managers

The managers in this category are all expected to achieve returns well ahead of cash or inflation in the long-term.

Diversified Growth managers use a very broad range of asset classes and actively vary allocations between asset types depending on investment market conditions. They will also use derivatives from time to time to limit the scope for large falls in value. The expected returns from such mandates will be close to the long term return from equity markets but with much less volatility.

Absolute return managers also seek to achieve good long term returns with dampened down volatility, but typically they are focused on a particular investment area. The desired outcome is similar to Diversified Growth mandates but with possibly greater variability across mandate types and usually with a much smaller amount invested in each capability.

Fees

The level of fees paid to managers varies greatly according to the complexity of the mandate and the geographic area involved. Fees are usually expressed as a proportion of assets under management. There may also be additional performance related fee charges.

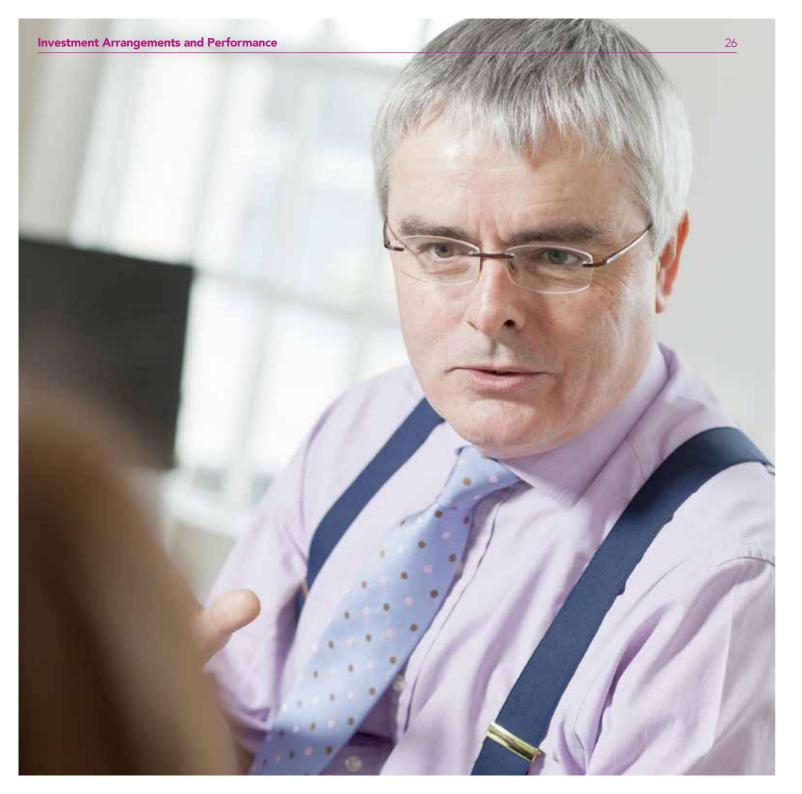
Fees for passive mandates tend to be very low, particularly in developed markets where information is readily available. Fees are higher for mandates that require greater manager skill. Typically a concentrated active mandate will have a higher fee rate than a core active manager and a small absolute return mandate will have a higher fee rate than a larger diversified growth mandate.

Manager Structure

The table below shows the asset allocation and manager structure of the Fund as at the end of March 2014.

	Category	Allocation Policy %	Fund %	Control Range% +/-
Equities			63.0	+/-3.0
UK			29.0	
Legal and General	Passive	10.0		
Majedie	Concentrated Active	7.0		
Mirabaud	Concentrated Active	4.0		
UBS	Core Active	8.0		
Overseas			34.0	
Legal and General	Passive	14.0		
Marathon	Concentrated Active	12.0		
Newton	Core Active	8.0		
Property			7.0	+/-3.0
CBRE	Core Active	7.0		
Alternatives			10.0	+/-3.0
Standard Life	Diversified growth	6.0		
Baillie Gifford	Diversified growth	4.0		
Bonds			20.0	+/-3.0
Fixed interest gilts			5.25	
Legal and General	Passive	2.5		
Western	Core Active	2.75		
Index linked gilts			4.0	
Legal and General	Passive	4.0		
Corporate bonds			8.0	
Legal and General	Passive	2.5		
Western	Core Active	5.5		
Total Return			2.75	
Franklin Templeton	Unconstrained	2.75		
Total			100.0	

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The Fund also has a commitment to invest up to 5% of the fund in private equity. This allocation is achieved by investing both in fund of funds and direct funds, managed by a number of private equity specialists. The investments are funded through cash flow. The Pension Fund Board reviews the private equity strategy on an annual basis and makes commitments in order to achieve the target commitment level of 5% of the Fund.

Fees paid to managers vary due to the levels of risk taken and the geographic areas in which the manager is invested. Fees are generally expressed as a proportion of assets under management. Performance fees are in place for a number of the Fund's managers. The following table shows the Fund's private equity investments as at 31 March 2013.

Name	Inception	Commitment
UK Sterling Funds		£/€/\$m
HG Capital MUST 3	2001	2.0
HG Capital MUST 4	2002	3.0
HG Capital 5	2006	10.0
HG Capital 6	2009	10.0
HG Capital 7	2013	15.0
ISIS II	1999-2002	12.0
ISIS III	2003	14.0
ISIS IV	2007	15.0
ISIS Growth Fund	2013	10.0
Darwin Property Fund	2013	20.0
Euro Fund of Funds		
Standard Life ESP II	2004	10.0
Standard Life ESP 2006	2006	15.0
Standard Life ESP 2008	2008	15.0
Standard Life ESF	2011	17.5
US Dollar Fund of Funds		
Blackrock Div PEP I	2001	5.0
Blackrock Div PEP II	2003	5.0
Blackrock Div EP III	2005	17.5
GSAM PEP 2000	2000	10.0
GSAM PEP 2004	2004	10.0
GSAM PEP 2005	2006	17.0
GSAM PEP X	2008	18.0
GSAM PEP XI	2011	18.0
GSAM Vintage Fund VI	2013	20.0
Standard Life SOF	2013	20.0
Capital Dynamics US Solar Fund	2011	25.0
Capital Dynamics Energy/Infra	2013	25.0

Investment Performance Targets and Benchmarks

Manager	Portfolio	Benchmark Index	Performance Target
UBS	UK Equities	FTSE All Share	+2.0% p.a. (gross of fees) over rolling 3-year periods
Mirabaud	UK Equities	FTSE All Share	+2.5% p.a. (gross of fees) over rolling 3-year periods
Marathon	Global Equities	MSCI AC World	+2.0% p.a. (gross of fees) over rolling 3-year periods
Majedie	UK Equities – Long Only UK Equities – Directional Long/Short	FTSE All Share FTSE All Share	+2.5% p.a. (gross of fees) over rolling 3-year periods Absolute return focused, but aims to out-perform the FTSE All Share Index by an unspecified amount over the long term
Newton	Global Equities	MSCI AC World	+2.0% p.a. (gross of fees) over rolling 3-year periods
Western	Fixed Income	70.0%: Markit i Boxx £ Non-Gilts ex-BBB All Stocks 30.0%: FTSE A UK Gilts – All Stocks	+0.75% p.a. (gross of fees) over rolling 3-year periods
Franklin Templeton	Unconstrained Global Fixed Income	Barclays Multiverse Index	4% to 7% p.a. (gross of fees) over rolling 3-year periods
LGIM	Multi-Asset Equities and Bonds N - UK Equity Index RX - World (ex UK) Dev Equity Index HN - World Emerging Markets Equity Index AA - All Stocks Gilts Index CN - AAA-AA-A Bonds - All Stocks Index Y - All Stocks Index-Linked Gilts	FTSE All Share FTSE AW – Dev'd World (ex UK) FTSW AW – All Emerging FTSE A UK Gilts All Stocks Markit iBoxx GBP Non Gilts ex BBB All stock FTSE A Index- Linked All Stocks	To track the performance of the respective indices within a lower level of tracking deviation (gross of fees) over rolling 3-year periods

Manager	Portfolio	Benchmark Index	Performance Target
CBRE	Property	IPD UK All Balanced Funds	+0.5% p.a. (gross of fees) over rolling 3-year periods
Baillie Gifford	Diversified Growth	UK Base Rate	+3.5% p.a. (net of fees) over rolling 5-year periods
Standard Life	Diversified Growth	6 month LIBOR	+5.0% p.a. (gross of fees) over rolling 5-year periods
Internal	Private Equity	MSCI World Index	+5% p.a. (net of fees) over the life of the contract
Internal	Cash	LIBID 7-day rate	LIBID 7 day rate

The overriding aim is to run the Pension Fund in accordance within the relevant legislation and subject to the following performance target: "to outperform the Surrey benchmark by 1% per annum over rolling 3-year periods, with a maximum underperformance of -2% in any one year."





Monitoring and Review

The target funding level is set triennially, consequent upon the actuarial review. The statutory requirement is to move towards 100% funding over a period of time, agreed with the Fund Actuary as the average expected future working lifetime of the scheme membership (20 years).

Investment strategy will be reviewed annually, with a major review taking place no later than every five years. The SIP will also be reviewed annually. A review of investment management arrangements is carried out at least every three years.

Investment management performance is reviewed annually upon receipt of the third party performance information. The individual manager's current activity and transactions are presented quarterly in discussion with the Pension Fund Board.

An Annual Meeting is held in November each year and is open to all Fund employers and members of the Surrey LGPS.

Stewardship and Responsible Investment

The Council wishes to have an active influence on issues of environmental. social or governance (ESG) concern with companies in which the Pension Fund is a shareholder. It will seek to codify its approach with Fund Managers and will use the services of specialist agencies as necessary to identify issues of concern. The Council requires the Fund Managers to take into account the implications of substantial "extra-financial" considerations, e.g., ESG or reputational issues that could bring a particular investment decision into the public arena.

Whilst the Fund has no specific policy on investing or divesting in stock with regard to ESG issues, in comparing potential investment decisions, and where differences in predicted returns are deemed immaterial, external fund managers could deploy ESG considerations in deciding upon selection.

The Pension Fund also holds expectations of its fund managers to hold companies to account on the highest standards of behaviour and reputational risk management which may damage long term performance, and for those issues to be part of their stock selection criteria.

The Fund wishes to be an active shareholder and exercise its voting rights to promote and support good corporate governance principles. Share voting is undertaken in-house, after consultation with fund managers, and consultation with the Pension Fund Board on potentially contentious issues. A quarterly report will be posted to the Fund website.

The Fund is a member of the Local Authority Pension Fund Forum (LAPFF), a membership group of LGPS funds that campaigns on corporate governance issues, thus demonstrating a commitment to sustainable investment and the promotion of high standards of corporate governance and responsibility.

Custody

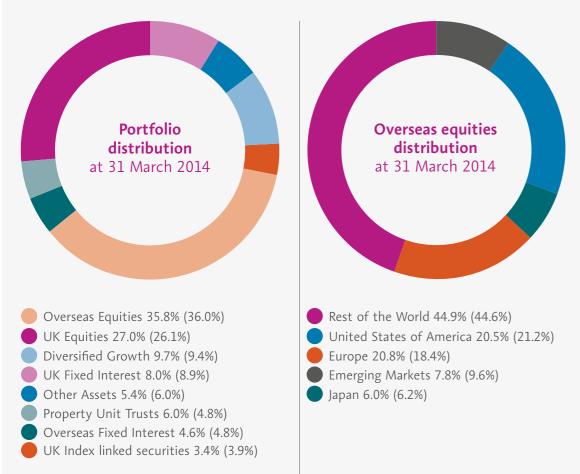
Managers are required to hold cash and stocks in an account managed by Northern Trust, the Fund's independent global custodian, or by agreement otherwise as appropriate. The Pension Fund aims to hold only a minimum working cash balance. A separate bank account is in place to hold any excess funds held by the administering authority for the purpose of day-to-day cash management of the pension fund.



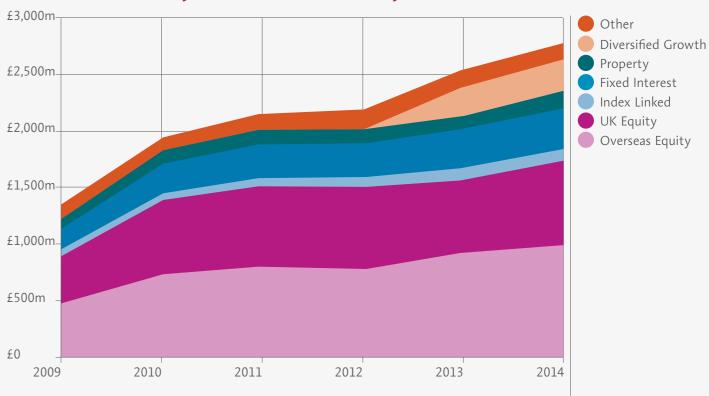
Portfolio

Distribution

The distribution of the portfolio at 31 March 2014 is shown below. The first chart shows distribution over the entire structure of the portfolio, whereas the second chart provides more detailed analysis of the overseas equity sectors. The portfolio distribution as at 31 March 2013 is shown in brackets in each respective chart.



Investment breakdown by asset class over the last five years



Eleven fund managers undertook the management of investments during 2013/2014 in a mix of passive and active investment.

The Fund participates in two investment performance measurement services that assess the rate of return achieved by the Fund and provide comparisons with the performance

achieved by other pension funds.

Investment Arrangements and Performance

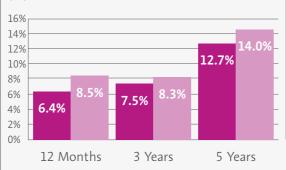
The Society of County Treasurers and the Chartered Institute of Public Finance and Accountancy, through the WM Company, provide one of these services, covering local authority pension funds. Surrey's global custodian Northern Trust provides the other service, measuring the Fund's performance against the customised benchmark performance.

Performance against target and benchmark is continually reviewed at regular intervals, as stated in the Fund's Statement of Investment Principles.

The graph on the right (A) shows how the Fund performed against the average local authority fund, on an annualised basis, for the previous 12 months, 3 and 5 years.

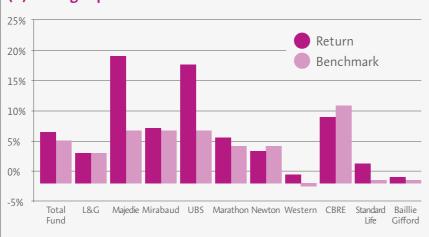
The fund has recorded consistent above benchmark performance for the periods shown in the above table. The outperformance above the benchmark is partly a result of particular asset allocation but the fund has benefited from strong investment returns generated actively managed portfolios. The annual investment returns as at 31 March 2014 for each fund manager are shown in the below table (B).

(A) Annualised Investment Returns



LA Universe Average
Surrey Pension Fund

(B) Manager performance versus investment benchmark



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The table shows the actual managed asset allocation as at 31 March 2014 against the target allocation.

	Category	Allocation Policy %	Allocation at 31/03/2014	Variance %
Equities		63.0	67.3	+4.3
UK				
Legal and General	Passive	10.0	8.5	-1.5
Majedie	Concentrated Active	7.0	7.1	+0.1
Mirabaud	Concentrated Active	4.0	4.0	+0.0
UBS	Core Active	8.0	8.9	+0.9
Overseas				
Legal and General	Passive	14.0	17.4	+3.4
Marathon	Concentrated Active	12.0	13.8	+1.8
Newton	Core Active	8.0	7.6	-0.4
Property		7.0	5.4	-1.6
CBRE	Core Active	7.0	5.4	-1.6
Alternatives		10.0	10.2	+0.2
Standard Life	Diversified growth	6.0	5.6	-0.4
Baillie Gifford	Diversified growth	4.0	4.6	+0.6
Bonds		20.0	17.1	-2.9
Fixed interest gilts				
Legal and General	Passive	2.5	1.5	-1.0
Western	Core Active	2.75	2.5	-0.3
Index linked gilts				
Legal and General	Passive	4.0	3.5	-0.5
Western	Core Active	0.0	0.1	+0.1
Corporate bonds				
Legal and General	Passive	2.5	1.7	-0.8
Western	Core Active	5.5	5.2	-0.3
Total Return				
Franklin Templeton	Unconstrained	2.75	2.6	-0.2
Total		100.0	100.0	

	Market Value at 31/03/2014 £m	Percentage of overall portfolio %
Top 10 United Kingdom Equities		
Royal Dutch Shell	41.4	1.5%
BP	38.7	1.4%
GlaxoSmithKline	26.0	0.9%
Vodafone Group	18.5	0.7%
HSBC	17.4	0.6%
Rio Tinto	16.4	0.6%
Centrica	15.4	0.6%
AstraZeneca	14.3	0.5%
Lloyds Banking Group	13.0	0.5%
BAE Systems	12.3	0.4%
	213.4	7.7%
Top 10 Overseas Equities		
Microsoft Corporation	9.2	0.3%
Nestle	7.5	0.3%
Novartis	7.2	0.3%
Roche Holdings	7.0	0.3%
Toyota Motor Corporation	6.5	0.2%
Pfizer	5.8	0.2%
Google	5.6	0.2%
Johnson & Johnson	5.5	0.2%
Air Liquide	5.4	0.2%
Ebay	5.3	0.2%
	64.9	2.3%
Top 5 Unit Trusts		
Legal & General World (ex UK) Developed Equity Index	410.3	14.8%
Legal & General UK Equity Index	221.2	8.0%
Standard Life Global Absolute Return Strategies	148.4	5.3%
Baillie Gifford Diversified Growth Fund	122.5	4.4%
Legal and General Index Linked Gilts Index	92.5	3.3%

994.9

35.8%

Governance and Administration



Governance and Administration 38

Governance Arrangements of the Pension Fund

Surrey County Council's functions as administering authority are delegated to the Surrey Pension Fund Board and relevant officers. The Pension Fund Board exercises all the powers and duties of the administering authority other than those functions delegated to specific officers of the Council.

The responsibilities of the pension fund board is set out below.

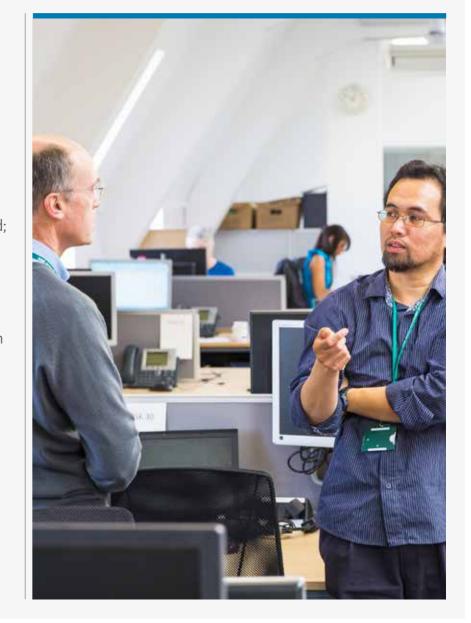
- a) To undertake statutory functions on behalf of the Local Government Pension Scheme and ensure compliance with legislation and best practice.
- b) To determine policy for the investment, funding and administration of the pension fund.
- c) To consider issues arising and make decisions to secure efficient and effective performance and service delivery.

- **d)** To appoint and monitor all relevant external service providers:
- fund managers;
- custodian;
- corporate advisors;
- independent advisors;
- actuaries:
- governance advisors;
- all other professional services associated with the pension fund.
- **e)** To monitor performance across all aspects of the service.
- f) To ensure that arrangements are in place for consultation with stakeholders as necessary
- **g)** To consider and approve the annual statement of pension fund accounts.
- h) To consider and approve the Surrey Pension Fund actuarial valuation and employer contributions.

The Director of Finance has overall responsibility for operational management and governance of the fund. This crucially includes making sure that the board is in a position to meet the requirements as set out above.

Such responsibilities will include:

- a) ensuring the Surrey Pension Fund Board governance structure is appropriate and evolves if required;
- b) having a clear idea of and being responsible for the items of business that are taken to the Surrey Pension Fund Board;
- c) management of the Surrey Pension Fund Board business;
- d) ensuring the effectiveness of the Board is measured and improvements made where necessary
- e) ensuring Board members are properly and effectively trained
- f) ensuring risk assessments are undertaken on a regular basis.



Governance and Administration 40

Risks

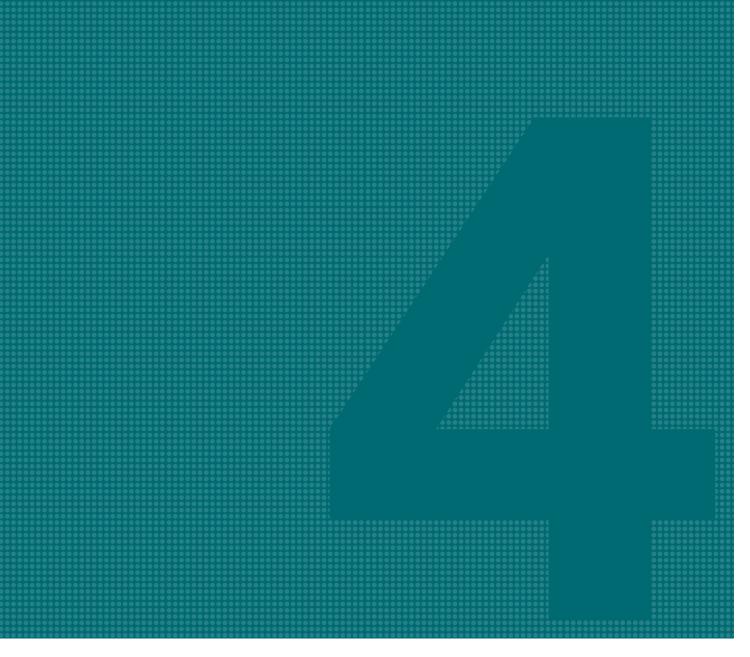
Principal Risk	Key Controls
The actuarial valuation of pension fund liabilities is linked to government bond yields, as a proxy for	IAS19 data is received annually and provides an early warning of any potential problems.
investment income. A fall in bond yields will lead to a decrease in the discount rate applied to future pension payments	Early consultation with the actuary will take place with regard to the 2016 valuations.
For example a 0.1% reduction in the discount rate will increase the value of liabilities by 2%.	The Fund's ongoing investment strategy review will address liability protection with regard to movements in interest rates.
Inflation is a key determinant of the total pensions owed to members of the scheme, both in terms of pay and price inflation.	Assumptions made on pay and price inflation (for the purposes of IAS19/FRS17 and actuarial valuations) will be long term assumptions.
An increase in CPI inflation by 0.1% will increase the liability valuation by 1.4%	A portion of the fund's investments are index-linked bonds to mitigate some of this risk.
	The Fund's ongoing investment strategy review will address liability protection with regard to movements in inflation.
Pensioners living longer than expected will increase the overall financial burden upon the scheme as pensioners will receive a greater amount in pension benefits. Adding one year to life expectancy will increase the	The Fund actuary Hymans Robertson uses long term longevity projections in the actuarial valuation whilst the Fund's membership of longevity experts Club Vita allows for employer specific mortality rates.
rate paid by employers by 0.8%	
A mismatch of assets and liabilities may emerge from an inappropriate long-term asset allocation or investment strategy or through mistiming of investment strategy	The Fund's ongoing investment strategy review will address the investment current investment strategy and to better align investment strategy with pension liabilities.
	The Fund is able to draw upon expert investment consultancy from Mercer LLC and from the Fund's Independent Investment Advisor.
	The Fund monitors the value of Fund liabilities on a quarterly basis.

Principal Risk	Key Controls
A rise in ill health retirements may occur for employer organisations unable to meet the additional financial cost.	The Fund is in the process of implementing a whole fund insurance policy to mitigate the cost of an increase in cost or severity of ill health retirement cases.
Investment managers fail to achieve their respective performance targets over the longer term. This could result in higher employer contribution rates to meet any	The Investment Management Agreement with each manager clearly state the Fund's expectations in terms of performance targets.
shortfall. A performance of 0.1% below the investment target will result in an annual impact of £2.6m	Investment manager performance is reviewed on a quarterly basis.
	The Pension Fund Board should be positioned to move quickly if it is felt that targets will not be met.
	Having Legal and General Investment Management as a rebalancing and transition manager facilitates quick and cost effective portfolio restructures when required.
	The Fund's investment management structure is highly diversified, which lessens the impact of manager risk.
A financial loss of investments resulting from fraudulent activity	Policies & procedures are in place to ensure risk of investment loss is minimised.
	Governance arrangements are in place in respect of the Pension Fund. Fund Managers are required to provide statements verifying their internal control procedures.
The financial failure of an investment manager leads to increase costs and service impairment	The Fund actively manages existing contracts and monitors the stability of investment managers. Assets are held by the Fund custodian so can be reassigned securely and swiftly. The Fund is able to utilise a transition manager to facilitate quick and cost effective portfolio restructures.

Governance and Administration 42

Principal Risk	Key Controls
Impact of government policy on the employer workforce	The Fund actuary, Hymans Robertson, use prudent assumptions regarding the future workforce. Employers are requested to flag up potential for major bulk transfers.
Investment markets fail to perform in line with expectations leading to a deterioration in funding levels and increased contribution requirements	The Fund is invested in a diverse range of asset classes, geographical areas and markets limiting the exposure and reliance on any particular type of investment.
from employers	The investment strategy and target asset allocation is reviewed on a regular basis to attempt to ensure optimal investment positioning and risk management.
	The actuarial assumption regarding asset outperformance of 1.6% over gilts is considered prudent and achievable over the long term, especially when compared with historical data.
	The Fund undergoes a simplified valuation every quarter to provide an update on the performance of investments relative to returns related to movements in liabilities.
The 2016 actuarial valuation leads to increases in employer contributions	The Fund will consult and engage with employer organisations as early as possible. The funding strategy statement sets out the approach the fund will take to stabilise contribution rates or phase in any large increases.

Assets and Liabilities



Liabilities andSummary Financials

Liabilities and Funding Levels

The pensions owed to future members of the scheme are estimated fully every three years by the Fund actuary. Whilst the pension benefits for membership of the scheme are set out in the rules of the LGPS, the actual practice of estimating the amount of future pension payments hugely complicated and predicated upon a number of uncertainties. The actuary's estimates of future pay and price inflation as well as longevity assumptions have a significant impact upon the valuation of future pension payments.

The most recent full actuarial valuation carried out under Regulation 36 of the Local Government Pension Scheme (Administration) Regulations 2008 was as at 31 March 2013. This valuation revealed that the Fund's assets, which at 31 March 2013 were valued at £2,559 million, were sufficient to meet 72.3% of the liabilities accrued up to that date at £3,539 million. The resulting deficit at the 2013 valuation was £980 million.

Individual employers' contributions for the period 1 April 2014 to 31 March 2017 were set in accordance with the Fund's funding policy as set out in the Funding Strategy Statement available on the Surrey Pension Fund website.

Actuarial Assumptions and Method used to Value the Liabilities

Method

The liabilities were assessed using an accrued benefits method which takes into account pensionable membership up to the valuation date, and makes an allowance for expected future salary growth to retirement or expected earlier date of leaving pensionable membership.

Assumptions

A market-related approach was taken to valuing the liabilities, for consistency with the valuation of the Fund assets at their market value.

The key financial assumptions adopted for the 2013 valuation were as follows:

	31 Mar	ch 2013
Financial assumptions	% p.a. Nominal	% p.a. Real
Discount rate	4.6%	2.1%
Pay increases	3.8%	1.3%
Price inflation/ Pension increases	2.5%	-

The key demographic assumption was the allowance made for longevity. As a member of Club Vita, the baseline longevity assumptions adopted at this valuation were a bespoke set of VitaCurves that were specifically tailored to fit the membership profile of the Fund The average future life expectancies at age 65 are as follows:

	Male	Female
Current pensioners	22.5 years	24.6 years
Future pensioners	24.5 years	26.9 years



Summary ofFinancial Information

Income and Expenditure

2012/2013		2013/2014
£000		£000
	Contributions and benefits	
159,544	Contributions Received	149,615
13,833	Transfers in	14,751
173,377		164,366
-113,893	Pensions payable	-119,223
-7,945	Payments to leavers	-6,255
-1,867	Administrative expenses	-1,928
-123,705		-127,406
49,672	Net additions from dealings with members	36,960
	Return on investments	
41,687	Investment income	47,758
-1,042	Taxes on income	-1,081
278,985	Change in market value of investments	175,422
-6,856	Investment management expenses	-10,275
312,774	Net return on investments	211,824
362,446	Net increase in the fund during the year	248,784
2,196,270	Net assets of the fund At 1 April	2,558,716
2,558,716	At 31 March	2,807,500

Balance Sheet

31 Mar 2013

31 Mar 2013		31 Mar 2014
£000		£000
	Investment assets	
347,863	Fixed interest securities	352,134
99,100	Index linked securities	94,675
1,574,687	Equities	1,747,131
120,748	Property unit trusts	165,824
238,986	Diversified growth	270,937
90,336	Private equity	101,814
	Derivatives	
-	- Futures	31
2,153	- Foreign exchange contracts	7,865
59,723	Cash	39,212
11,128	Other investment balances	9,676
	Investment liabilities	
	Derivatives	
-310	- Futures	-66
-7,500	- Foreign exchange contracts	-3
-3,810	Other investment balances	-7,718
	Borrowings	-4,500
	Net investment assets	2,777,012
16,335	Long-term debtors	14,520
13,582	Current assets	20,761
-4,305	Current liabilities	-4,793
2,558,716	Net assets of the fund at 31 March	2,807,500

Employer Contributions (By Category)

2012/2013		2013/2014
£000		000£
127,664	Employers	115,441
31,880	Employees	34,174
159,544		149,615

2012/2013		2013/2014
£000		£000
78,045	Administering authority	77,812
50,889	Scheduled bodies	59,663
12,460	Admitted bodies	12,140
18,150	Magistrates Court Services deficit funding	-
159,544		149,615

Pensions Paid (By Category)

2012/2013		2013/2014
£000		£000
94,191	Pensions	99,529
16,818	Commutation and lump sum retirement benefits	17,092
2,840	Lump sum death benefits	2,519
44	Interest on late payment of benefits	83
113,893		119,223



Payments to leavers

2012/2013		2013/2014
£000		£000
96	Group transfers to other schemes	0
7,814	Individual transfers to other schemes	6,222
30	Refunds of contributions	31
5	Payments for members joining state schemes	2
7,945		6,255

Current assets

2012/2013		2013/2014
£000		£000
2,445	Contributions - employees	3,364
9,239	Contributions - employer	13,314
1,898	Sundry debtors	4,083
13,582		20,761

2012/2013		2013/2014
£000		£000
713	Central government bodies	1,984
10,907	Local authorities	16,980
1,962	Other entities and individuals	1,797
13,582		20,761

Long term debtors

2012/2013		2013/2014
£000		£000
16,335	Central government bodies	14,520
16,335		14,520

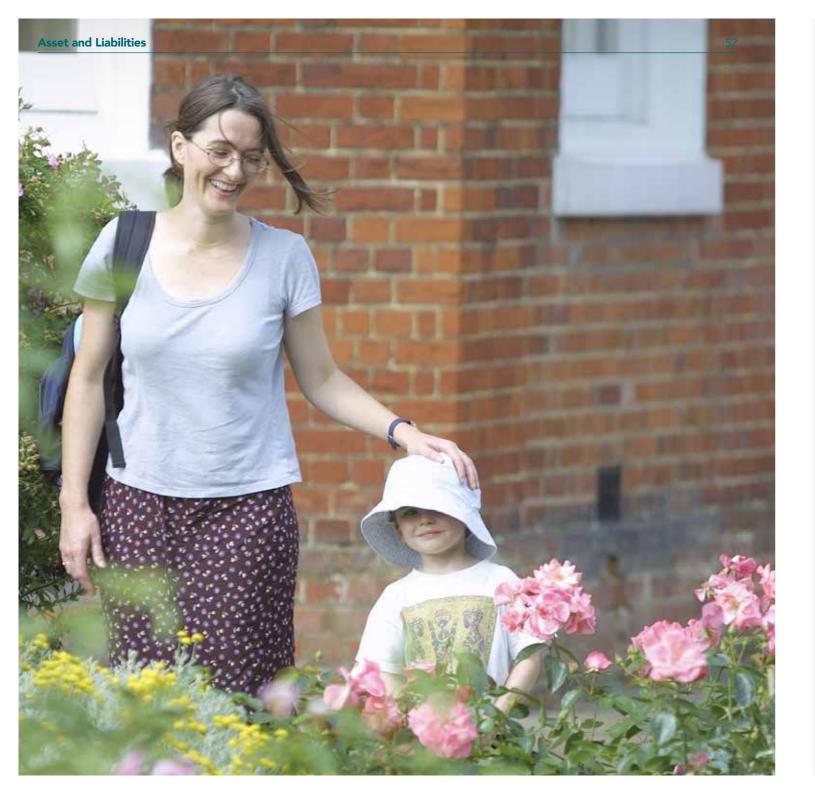
Current liabilities

2012/2013		2013/2014
£000		£000
4,257	Sundry creditors	4,731
48	Benefits payable	62
4,305		4,793

2012/2013		2013/2014
£000		£000
1,157	Central government bodies	1,225
1,592	Local authorities	1,550
1,556	Other entities and individuals	2,018
4,305		4,793

Administrative expenses

2012/2013		2013/2014
£000		£000
901	Employee related	941
826	Support services	626
20	External audit fee	27
6	Legal and other professional fees	1
114	Actuarial fees	333
1,867		1,928
159,544		149,615



Investment expenses

2012/2013		2013/2014
£000		£000
6,446	Management fees	9,929
252	Custody fees	218
7	Performance measurement services	7
151	Investment consultancy fees	87
	Interest paid	34
6,856		10,275

Taxes on Income

2012/2013		2013/2014
£000		£000
697	Withholding tax - equities	790
345	Withholding tax - property	291
1,042		1,081

Investment income

2012/2013		2013/2014
£000±		£000
	Fixed interest	
8,143	UK	5,859
3,051	Overseas	5,554
	Index linked	
55	UK	2
	Equities	
15,648	UK	18,017
8,317	Overseas	10,244
5,116	Property unit trusts	6,069
1,118	Diversified growth	1,788
239	Cash	152
	Other	73
41,687		47,758

Analysis of Investments

	31 Mar 2013	31 Mar 2014
	£000	£000
Fixed interest securities		
UK public sector & quoted	137,890	136,448
UK pooled funds	87,769	86,739
Overseas public sector & quoted	52,316	60,175
Overseas pooled fund	69,888	68,772
	347,863	352,134
Index linked securities		
UK public sector & quoted	2,945	2,199
UK pooled funds	96,155	92,476
	99,100	94,675
Equities		
UK quoted	452,587	513,497
UK pooled funds	209,571	237,645
Overseas quoted	423,779	460,880
Overseas pooled funds	488,750	535,109
	1,574,687	1,747,131
Property unit trusts	120,748	165,824
Diversified growth	238,986	270,937

	31 Mar 2013	31 Mar 2014
	£000	£000
Derivatives		
Futures	-310	-35
FX forward contracts	-5,347	7,862
	-5,657	7,827
Cash deposits	59,723	39,212
Borrowings		-4,500
Other investment balances		
Outstanding sales	5,008	3,291
Outstanding purchases	-3,810	-7,693
Tax due on accrued income		-25
Accrued income - dividends and interest	6,120	6,385
	7,318	1,958
Total investments	2,533,104	2,777,012

Contact us

Investment and Admission

Phil Triggs, Strategic Manager Pension Fund and Treasury phil.triggs@surreycc.gov.uk
020 8541 9894

Administration

Pension Services Team pensions.services@surreycc.gov.uk 020 8541 9290

Employer Pension Contributions

Pension.contributions@surreycc.gov.uk 020 541 8058

Accounting

Alex Moylan, Fund Accountant alex.moylan@surreycc.gov.uk 0208 541 9208

AVC Provider

Prudential 0845 600 0343 www.pru.co.uk

