



Sponsors Corporation

# Governance Manual

*September 11, 2015*

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Sponsors Corporation

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## OMERS Sponsors Corporation - Governance Manual

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### *Introduction*

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The purpose of this Governance Manual is to document the governance practices, structures and policies applicable to the OMERS Sponsors Corporation (SC). It's intended primarily for the use and benefit of Members of the SC Board and its management team as they carry out their roles and responsibilities. It will be helpful to the numerous individuals and organizations that have an interest in OMERS.

## ***Background***

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The SC and the OMERS Administration Corporation (OAC) were established, pursuant to the *Ontario Municipal Employees Retirement System Act, 2006* (the OMERS Act). Under the OMERS Act, these two independent corporations share responsibility for the governance of the OMERS pension plans; OMERS Primary Pension Plan, OMERS Supplemental Pension Plan for Police, Firefighters and Paramedics and the Retirement Compensation Arrangement for the OMERS Primary Pension Plan (the RCA).

The OMERS pension plans provide pension benefits to hundreds of thousands of Ontarians employed by close to a thousand employers in the municipal sector from across the entire province. Over one hundred thousand pensioners receive pensions from the OMERS pension plans. Under the OMERS Act, the plan is funded via equal contributions from members and employers.

The SC's key responsibilities are:

- Making decisions about the design of the OMERS pension plans, including benefits to be provided by, and contributions to be made.
- Deciding whether to establish a reserve.
- Deciding whether to file a valuation more frequently than is required under the *Pension Benefits Act*.
- Establishing the composition, remuneration and expense reimbursement for the members the SC and OAC Boards.
- Appointing members of the OAC Board, on nominations from sponsoring organizations

The OAC's key responsibilities are:

- To act as administrator of the OMERS pension plans and as trustee of the pension funds, including paying pensions, making payments under retirement compensation arrangements, establishing investment policies, managing and allocating the assets of the pension plans, and provide for the actuarial valuations;
- To advise and assist the SC, including reasonable technical and administrative support to the SC.

The SC provides for strategic oversight and decision-making by the sponsors of the OMERS pension plans on major policy directions including benefits, contributions and reserves. The decision-making of the SC and OAC impact each other and therefore co-ordination between the Boards and corporations is very important.

## ***Scope***

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The scope of this Governance Manual is limited to the SC. The governance and decision-making practices of the SC are outlined in the SC's various By-Laws and Policies which are described at a high level herein.

Although those documents are not physically attached to this Governance Manual they are incorporated by reference. The SC's By-Laws and Policies are the governing documents and take precedence over this Governance Manual.

## ***Mandates and Responsibilities***

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### **SC Board**

The SC is a representative board with 7 pension plan member representatives and 7 employer representatives. Members are appointed by their Sponsoring Organizations (as outlined in By-Law No. 4) for a three year term. Terms are staggered to ensure ongoing continuity and effectiveness of the Board.

The Board is headed by two Co-Chairs, one appointed by the pension plan member representatives and the other appointed by employer representatives, each on an annual basis. A weighted voting protocol is employed by the SC (as outlined in By-Law No. 4). The Co-Chairs participate in all committee meetings, unless requested otherwise by the committee chairs.

At the end of each year, the Board sets a meeting schedule for the following year. Typically, there are 7 – 10 Board meetings and a Spring and Fall Information meeting for stakeholders. In addition, there are between 2 – 4 joint meetings of the SC and OAC Boards.

SC Members owe a fiduciary duty to the SC and must act in the best interests of the SC. That best interest has been articulated by the SC as follows:

*“The best interests of the Sponsors Corporation include governance and decision-making practices which support the health and long term viability of the jointly-sponsored OMERS pension plans, and give due consideration to the interests of the stakeholders and other relevant circumstances.”*

The SC is primarily responsible for the design of the OMERS pension plans, setting contribution rates, establishing reserves (if any), determining when to file a valuation, approving third party management agreements, determining the terms and conditions for employer participation in the plans, amending the existing plans and establishing new pension plans, as well as determining the composition and remuneration of the Boards of the OAC and SC.

Other key responsibilities related to the SC’s mandate and general oversight role include:

- Financial oversight, including:
  - Appointment of an independent auditor
  - Approval of annual audited financial statements
  - Ensuring effective and appropriate internal control procedures are in place
  - Approval of the SC’s annual budget

- Approval of compensation and expense reimbursement policies for members of the SC and OAC
- Appointment of the SC's actuary
- Receiving and reviewing the annual actuarial valuation report
- Seeking advice and assistance from, and liaising with, the OAC in accordance with the SC/OAC court-approved protocol and the Framework Agreement, as appropriate.
- Ensuring compliance with any governmental funding arrangements or agreements
- Seeking reimbursement from the OAC for SC costs that may lawfully be paid out of the OMERS pension plans
- Levying fees on pension plan members to cover SC costs that may not be paid out of a pension fund
- Leadership oversight, including:
  - Selection, replacement, performance evaluation and compensation of the SC's CEO
  - Approval of the SC's strategic plan and the operating/business plan
  - Approval of staff levels, succession planning and compensation structure
  - Approval of training, continuing education programs and conferences for Members
- Governance and Risk Management oversight, including:
  - Ensuring compliance with legal and regulatory requirements
  - Annual review of external advisors/suppliers
  - Approval of the powers, mandate, size and composition of the SC's committees
  - Establishing corporate by-laws, policies and protocols
  - Approval of rules of procedure for meetings
  - Approval of the composition and the methods of choosing the members of the OAC and SC
  - Approval of the code of conduct applicable to Members and staff
  - Ensuring adherence to corporate policies and protocols

- Ensuring the performance of the SC's Board is reviewed annually
- Ensuring the SC's By-Laws, policies and protocols are reviewed as required
- Communication with stakeholders and government agencies, as required



## Board Members

SC Members owe a fiduciary duty to the SC and must act in the best interests of the SC. Every Member, in exercising his or her powers and discharging his or her duties shall:

- Act honestly and in good faith with a view to the best interests of the SC
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
- Ensure the SC meets its responsibilities
- Adhere to the code of conduct, confidentiality rules and other policies and protocols established by the SC
- Disclose any real or perceived conflict of interest
- Take reasonable care in ensuring compliance with applicable laws
- Attend orientation programs and Board meetings
- Conduct themselves in an ethical manner
- Prepare for, and actively participate in, in a constructive manner, Board and committee meetings
- Treat each other with trust and mutual respect

## Co-Chairs

The Co-Chairs are responsible for facilitating the effective and efficient performance of the SC meetings. Key responsibilities and duties related to this include:

- Calling and giving notice of regular and special meetings
- Presiding at meetings
- Approving upcoming meeting agendas and ensuring Members' informational needs are met
- Inviting non-Members to attend meetings with the approval or upon the direction of a majority of the Members
- Commencing the meeting by taking the chair and calling the Members to order as soon as a quorum is present
- Announcing the business before the Members and the order in which it is to be acted upon
- Receiving and submitting, in proper manner, all motions presented by the Members
- Ensuring the Procedural Meeting Guidelines of the SC are followed during the course of the meeting
- Fostering a constructive environment and tone during meetings
- Ensuring full participation by all Members
- Focusing discussion, ensuring time is used effectively and efficiently
- Building consensus on issues before the Board and/or committee
- Ensuring appropriate and effective division of work between the Board/committee and management
- Maintaining order and appropriate meeting decorum
- Where it is not possible to maintain order, to adjourn or suspend the meeting to a time specified by the Co-Chairs, without any motion being put forth
- Concluding the meeting when the business is completed or upon a motion to conclude
- Carrying out the functions described in SC By-Laws (e.g. Nos. 2, 12 etc.)
- Permitting any question to be asked (through the chair(s)) of any SC employee in order to provide information to assist any debate

In addition to facilitating and chairing Board meetings, the Co-Chairs are responsible for:

- Representing the SC, as required (including making presentations at Information Meetings for stakeholders and other organizations as required)
- Considering all information prior to dissemination to Members and designating information as confidential, where appropriate
- Liaising with the CEO regarding the effective and efficient management of the SC's office, including management of expenses and maintenance of budget
- Development of key objectives for the CEO and SC office, and managing CEO performance and compensation reviews
- Developing an agenda and programme for Board retreats
- Agenda preparation and chairing of meetings of the Joint Council of members of the SC and OAC Boards
- Approving presentations made by other Members on behalf of the SC
- Approving Member attendance at industry events, including conferences and seminars
- As signing authority for the SC, approve invoices and expenses and sign correspondence, minutes, contracts and by-laws on behalf of the Corporation
- Reviewing draft web site communications and correspondence, as required
- Participating as members of the Corporate Governance Committee, Human Resources and Compensation Committee, Plan Design Committee and Audit Committee
- Facilitating decision-making amongst Members
- Building, maintaining and facilitating effective relationships with the Chair of the OAC and OAC management
- Identifying, monitoring and managing risk to the Board
- Working with the CEO to identify, monitor and manage risk to the organization
- Working with the OAC Chair to identify, monitor and manage risks to the Board relationship and to OMERS more broadly

## Committees

Committees are comprised entirely of SC Board Members. Committee mandates are articulated in By-Law No. 9 - Committees. The high level mandates and responsibilities for each of the committees are outlined below.

### **Audit Committee (6 Members)**

The purpose of the Committee is to assist the Members in fulfilling their responsibilities of oversight and supervision of:

- the quality and integrity of the financial statements of the Corporation,
- the compliance by the Corporation with legal and regulatory requirements in respect of financial disclosure and reporting,
- the adequacy of the internal accounting controls and procedures of the Corporation, and
- the qualifications, independence and performance of the independent auditor of the Corporation.

The Committee shall:

- Establish and conduct the process for selecting the independent auditor of the Corporation.
- Make a recommendation to the Members concerning any selection or replacement of the independent auditor of the Corporation.
- Review, evaluate and document the independence of the external auditor.
- Review, and advise the Members on, the terms of the proposed service agreement or audit engagement letter between the Corporation and its independent auditor.
- Review the audit plan with the independent auditor and recommend its approval to the Members.
- Oversee completion of the approved audit plan and review the performance of the independent auditor.
- Review the annual audited financial statements of the Corporation before they are approved by the Members.
- Discuss accounting principles with independent auditor with a view to maintaining the highest standards of accounting practices for the Corporation.

**Audit Committee (6 Members) (cont'd)**

- Ensure that appropriate internal control procedures are in place.
- Meet with management of the Corporation to discuss the effectiveness of the internal control procedures established for the Corporation.
- Periodically review expenses charged by Members and staff to ensure consistent application of applicable corporate policies and internal controls.
- Annually review the draft Corporation operating budget for the next year with staff, prior to the budget being referred to the Corporation for approval.
- For so long as any funding agreement or similar agreement with a governmental authority or other funding body is in effect between the Corporation and any such governmental or funding body, review any financial reports which must be submitted thereunder.
- Review the investments and transactions that could adversely affect the well-being of the Corporation that the auditor or any Member or officer of the Corporation brings to the attention of the Committee.
- Create and periodically review policies related to loaning of computer hardware to any Member of the Corporation.
- Identify, monitor and report on financial risks faced by the Corporation.

**Corporate Governance Committee (8 Members)**

The Committee is appointed by the Members to assist the Members in discharging their responsibilities relating to:

- Developing appropriate corporate governance practices, guidelines and benchmarks for the Corporation; and
- Developing by-laws for the Corporation.

The Committee shall:

- Make recommendations concerning the powers, mandate, size and composition of each committee of the Corporation.
- Make recommendations as to the content and structure of minutes taken of the proceedings of the Corporation and of its committees.
- Make recommendations as to the rules of procedure to be adopted for meetings of the Corporation and of its committees.
- Make recommendations concerning the composition of the Corporation and the Administration Corporation and the method of choosing its members.
- Make recommendations concerning the code of conduct for the Corporation.
- At least annually, review the practices of the Corporation to identify improvements in corporate governance practices.
- Ensure the by-laws of the Corporation are thoroughly reviewed on a triennial basis.
- Recommend changes to by-laws and any new by-laws as needed.
- At least annually, review the powers, mandates, timelines, size and the composition of the various committees of the Members and, if appropriate, make recommendations to the Members.
- At least annually, evaluate the performance of the SC Board (not individual Members) and the committees of the Corporation.
- Ensure that a review of the Corporation's service providers is conducted annually.

## **Corporate Governance Committee (cont'd)**

- Participate in the appointment of directors to the Administration Corporation Board as outlined in By-Law No. 13 (e.g. participation of the Chairperson in the Nomination Advisory Committee and recruitment of the Administration Corporation Independent Board Chair, interviews etc.).
- Monitor the implementation of any communications and engagement strategy and recommend changes to the implementation tactics to Members.
- Ensure the Corporation has effective risk management processes in place and review those processes annually;
- Identify, monitor and report on governance risks faced by the Corporation, and where relevant to the Corporation's objects, by OMERS.

**Human Resources and Compensation Committee (8 Members)**

The Committee is appointed by the Members to assist the Members in discharging their responsibilities relating to:

- Staff levels and succession planning ;
- Training, education and orientation programs for Members;
- Compensation structure, including benefits, of employees of the Corporation;
- Expense reimbursement policies in respect of employees of the Corporation;
- Compensation and expense reimbursement policies in respect of Members and members of Administration Corporation; and
- A performance evaluation process for the Chief Executive Officer.

The Committee shall:

- Make recommendations concerning the hiring of the Chief Executive Officer.
- Make recommendations regarding an annual performance evaluation process for the Chief Executive Officer of the Corporation.
- Make recommendations concerning compensation ranges and benefit plans for employees.
- Make recommendations to the Corporation concerning the Corporation's staffing requirements.
- Make recommendations concerning expense reimbursement policies for employees.
- Make recommendations concerning the Corporation's compensation and expense reimbursement policies for Members and the members of Administration Corporation.
- Make recommendations, in consultation with the Chairperson of the Corporate Governance Committee, concerning training and continuing education, including seminars and conferences for Members.
- Participate in the appointment of directors to the Administration Corporation Board as outlined in By-Law No. 13 (e.g. participation of the Chairperson in the recruitment of the Administration Corporation Independent Board Chair).
- Identify, monitor and report on HR and compensation related risks faced by the Corporation.



**Plan Design Committee (8 Members)**

The Committee is appointed by the Members to assist the Members in discharging their responsibilities relating to design of the OMERS pension plans (the “Plans”).

The Committee shall:

- Facilitate and co-ordinate the process of gathering and considering information for the Corporation, and arrange for the referral of questions to OMERS Staff and legal, actuarial and other professionals engaged by the Corporation, in each case in relation to plan design issues.
- Make recommendations to the Corporation concerning the engagement of legal, actuarial and other professionals to provide advice and assistance with respect to plan design issues.
- Receive information, advice and recommendations from OMERS Staff and other advisors concerning plan design issues and the process for dealing with same. The Committee shall promptly advise the Corporation in writing of all recommendations for plan design changes which are not specified changes which have been made to the Committee by the OMERS Staff, whether or not the Committee has determined to recommend any such plan design change to the Corporation.
- Recommend plan design changes to the Corporation.
- Make recommendations to the Corporation concerning the complete process of dealing with and considering specified and non-specified plan changes.
- Determine whether the Corporation requires additional information from the Administration Corporation or OMERS Staff.
- Monitor changes in the Act and other legislation affecting the OMERS pension plans.
- Liaise with the Administration Corporation and/or its committee(s) on issues related to actuarial assumptions to seek clarification and additional information, identify areas of concern and provide the views of the Corporation and the Committee.
- Carry out any duties articulated in By-Law No. 12 as they relate to the annual plan change decision-making process of the Corporation.
- Identify, monitor and report on risks related to Plan design and contribution rates.
- Review the identification, management and reporting of risk to the OMERS pension plans.

## Committee Chairs

Committee Chairs are responsible for facilitating the effective and efficient performance of the committee. Key responsibilities and duties include:

- Calling of meetings
- Presiding at meetings
- Approving upcoming meeting agendas and ensuring members' informational needs are met
- Inviting non-members to attend meetings with the approval or upon the direction of a majority of the members
- Commencing the meeting by taking the chair and calling the members to order as soon as a quorum is present
- Announcing the business before the members and the order in which it is to be acted upon
- Receiving and submitting, in proper manner, all motions presented by the members
- Ensuring the Procedural Meeting Guidelines of the SC are followed during the course of the meeting
- Fostering a constructive environment and tone during meetings
- Ensuring full participation by all Committee members
- Focusing discussion, ensuring time is used effectively and efficiently
- Building consensus on issues before the committee
- Ensuring appropriate and effective division of work between the committee and management
- Maintaining order and appropriate meeting decorum
- Where it is not possible to maintain order, to adjourn or suspend the meeting to a time specified by Committee Chair, without any motion being put forth
- Concluding the meeting when the business is completed or upon a motion to conclude
- Carrying out the appropriate committee functions described in By-Law No. 9
- Permitting any question to be asked (through the chair(s)) of any SC employee in order to provide information to assist any debate

## CEO

Reporting to the Board of Directors, the CEO is the executive leader of the corporation and is responsible for organizational leadership and direction and assisting the Board in achieving its mission and delivering on its key responsibilities related to plan design, contributions, stabilization reserves and valuation filing. The CEO provides direction, guidance, and supervision to the organization and its staff and assists the Board and Co-Chairs in establishing responsible governance and planning for the organization; monitors and advises regarding the strategic direction of the organization, the strategic design, funding, and communication for the OMERS pension plans, and any new initiatives approved by the SC; builds and promotes consensus among stakeholders; provides leadership, direction and clear lines of accountability; acts as the principal point of contact with Board Members, OAC Staff, government stakeholders, and third parties; and stays current on trends and industry developments.

As the executive leader for the organization, the CEO is responsible for directing and supervising all activities of the organization, including staff and third parties, and for providing objective insight and leadership to the Board in establishing organizational strategies and priorities, and responding to all matters brought to the Board, including:

- Assisting the Board with ongoing advice and guidance regarding its strategic direction, initiatives and policies.
- Representing the organization within the industry and at public gatherings, as required.
- Supporting the SC as the Corporate Secretariat, including attending all Board/committee meetings, providing support materials and information required for Members, documenting all meetings and publishing their results using effective tools and approaches to enable good Board governance, and importantly following up on all action items from the meetings.
- Supporting the Co-Chairs in their roles and assisting them with advice and information necessary to perform their duties; and, handling any situation in their absence.
- Maintaining a close relationship with all levels of staff at OMERS and outside advisors, to ensure open and prompt communication, receipt of administrative and technical support and to ensure that SC's duties and roles are carried out as effectively as possible, and that it receives timely expert advice when required.
- Enhancing and maintaining ongoing working relationships with pertinent government and sponsor organizations and representatives, to ensure constant communication and that those communication links are available in urgent or important circumstances.

## CEO *(cont'd)*

- Providing the SC with information and trends in the pension industry, to represent the SC at pension industry events and initiatives and to ensure that the SC has 'best in class' levels of information relating to its primary pension plan mandate.
- Acting as the catalyst for ongoing enhancement of the strategic vision for the organization.
- Managing the small administrative function of the SC - continuously enhancing administrative procedures to ensure the SC's needs are met and the work load and time commitment of its Members can be effectively minimized.
- Influencing and guiding discussions, and maintaining a balanced view amongst a diverse group of stakeholders often with opposing perspectives.
- Improving PR and communication to each stakeholder group through regular and consistent communication vehicles.
- Building upon and continuing to improve the transparency/communication between the OAC and SC.
- Understanding pension fund legislation as it relates to the OMERS plans and the inherent risks, and displaying sound judgment in the absence of clear legislation.
- Developing annual operating goals and budget, objectives and performance targets.
- Identifying and managing risk to the organization.
- Ensuring an effective orientation program is provided for new Members, with the advice and support of the Co-Chairs.
- Identifying, monitoring and managing risk to the organization.

## ***By-Laws and Policies***

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The SC's various by-laws and policies are included in the Governance Manual by reference.

These documents are put in perspective on the following pages and direct linkages between By-Laws and Policies have been identified.

All of the By-Laws, the Framework Agreement and most of the Policies are available on the OMERS website at [www.omerssc.com](http://www.omerssc.com).

## By-Laws

No./Name	Description	Related By-Laws/Policies
<b>2 – Conduct of the business and affairs of the SC</b>	Board meetings (quorum, notice of meetings, Co-Chair duties, conflict of interest, confidentiality, minute taking) Indemnification of Members and Officers, appointment of Officers (CEO), appointment of auditor, maintenance of books and records, etc.	Procedural Meeting Guidelines, Confidentiality Policy
<b>3 – Borrowing, Banking and Investment Authority</b>	Borrowing, banking and investment arrangements related to the corporation (i.e. not the pension plans)	None
<b>4 – Composition of the SC</b>	Sets the composition of the SC Board and related processes for appointment, removal, resignation, replacement, appointment of Co-Chairs, weighted voting	None
<b>6 – Compensation and Reimbursement of Expenses</b>	SC and OAC director compensation, reimbursement of eligible director expenses and related protocols SC Member education	Joint Expense Guideline
<b>9 – Committees of the SC</b>	Committee mandates and responsibilities, Committee member and chair appointment	None
<b>10 – Flat Rate Levy</b>	Various parameters related to implementing a levy	None
<b>13 – Composition of the OAC</b>	Sets the composition of the OAC Board and related nomination, appointment and removal processes, Nomination Advisory Committee qualifications, arbitration of appointment decisions, recruitment and appointment of Independent Board Chair	None
<b>12 – Specified Changes</b>	Decision-making processes related to plan changes (benefits or contributions) This By-Law constrains SC decision-making to be consistent with the strategy articulated in By-Law No. 20 for the Primary Plan and By-Law No. 28 for the RCA	Linked directly to By-Laws No. 20 and 28 (Primary and RCA SPDOS)
<b>20 – Primary Plan Statement of Plan Design Objectives and Strategy (SPDOS)</b>	Articulates the SC’s strategy for plan changes to maintain the health of plans as well as the approach to allocating contribution rates	Linked directly to By-Law No. 12
<b>24-01 – Allocation threshold</b>	Determines the allocation threshold – the amount beyond which pension contributions go to RCA	Reflected in By-Law No. 28
<b>28 – RCA SPDOS</b>	Articulates the SC’s strategy for funding the RCA including the allocation threshold	Linked directly to By-Law No. 12 and 24-01

## Plan Term By-Laws

No. / Name	Key Elements	Related Policies
<b>30 – Primary Plan</b>	Articulates the terms of the Primary Plan	By-Law Nos. 12, 20, 31, 32, and 33
<b>31 –Supplemental Plan</b>	Articulates the terms of the Supplemental Plan. The Supplemental Plan enables employers to provide benefits which supplement the benefits provided by the Primary Plan to Police, Firefighters and Paramedics.	By-Law Nos. 12, 30, 32, and 33
<b>32 – 2015 contribution rates</b>	Articulates contribution rates applicable to the Primary Plan, Supplemental and RCA effective January 1, 2015 and thereafter.	By-Law Nos. 30, 31, and 33
<b>33 – RCA</b>	Articulates the terms of the RCA. The RCA provides benefits not payable from the Primary Plan due to restrictions imposed by the Income Tax Act.	By-Law Nos. 12, 20, 28, 30, 31 and 32

## Policies

Policy Name	Description	Related By-Laws/Policies
<b>Procedural Meeting Guidelines</b>	Procedures for motions, such as moving, voting, withdrawal, point of order etc.	By-Law No. 2
<b>Code of Conduct</b>	Rules of conduct for Members, officer, employees and ‘agents’	Communications, Confidentiality
<b>Communications</b>	Describes communication practices, timing and spokespeople, presenters, government relations	By-Laws No. 2 and 12 Confidentiality Policy
<b>Confidentiality</b>	Confidentiality of information	By-Law No. 2 Communications and Code of Conduct
<b>Joint Expense Guideline</b>	Reimbursement of expenses	By-Law No. 6
<b>Various HR Policies</b>	Various policies for employees and officers	Code of Conduct, Communications
<b>Additional Voluntary Contribution (AVC) Design Policy</b>	Design elements of the AVC program	By-Law No. 30
<b>Termination of Participation in an OMERS Pension Plan</b>	Terms and conditions for terminating participation in the plan	By-Law No. 30
<b>Conditions for Associated Employer Participation</b>	Conditions for Associated Employer participation in the plan	By-Law No. 30
<b>Board Member Hardware Policy</b>	Terms and conditions for loaning hardware to Board Members	By-Law No. 6
<b>Service Provider Review</b>	Review policy related to service providers hired by the corporation	By-Law No. 2

## The Framework Agreement

The Framework Agreement documents various points at which the roles and responsibilities of the SC and OAC connect in one form or another.