

# OMERS Sponsors Corporation

## CORPORATE GOVERNANCE COMMITTEE CHARTER

The Corporate Governance Committee (the “**Committee**”) of OMERS Sponsors Corporation (the “**Corporation**”) 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.

As used herein, “**Member**” means a member of the Corporation, and the terms “**Employer Member**” and “**Employee Member**” have the meanings assigned to such terms in By-Law No. 5 of the Corporation.

### Responsibilities

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, including interviewing individuals that Sponsor Organizations propose to appoint to the Board to make them aware of the duties, obligations and commitments related to serving as a Member.
- 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 Corporation and, if appropriate, make recommendations to the Members.
- Evaluate the performance of the SC Board (not individual Members) and the committees of the Corporation on a triennial basis.

- Ensure that a review of the Corporation's service providers is conducted annually.
- Participate in the appointment of Directors to the Administration Corporation Board as outlined in By-Law No. 4.
- 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.

### **Additional Considerations**

- The Committee will meet quarterly and as many times as is necessary to carry out its responsibilities.

*Attached to By-Law No. 9, approved March 28, 2008  
First Amendment and Restatement on July 3, 2008  
Second Amendment and Restatement on September 17, 2009  
Third Amendment and Restatement on December 17, 2009  
Fourth Amendment and Restatement on December 16, 2010  
Fifth Amendment and Restatement as of January 27, 2011  
Sixth Amendment and Restatement on February 21, 2012  
Seventh Amendment and Restatement on November 22, 2012  
Eighth Amendment and Restatement on December 17, 2013  
Ninth Amendment and Restatement on December 10, 2014  
Tenth Amendment and Restatement on October 21, 2015  
Eleventh Amendment and Restatement on January 19, 2016  
Twelfth Amendment and Restatement on November 14, 2019  
Thirteenth Amendment and Restatement on December 8, 2020*