

Board Education & Expense Policy

BOARD



Pat Nolan



Effective
January 1, 2025

OVERALL PRINCIPLES

Director education and development is intended to help individual Directors and the AC Board discharge their responsibilities and meet their fiduciary duties.

Directors are entitled to be reimbursed for the actual cost of expenses incurred in connection with the business activities of OMERS, including education and development.

Expenses reimbursed by OMERS should always be reasonable and necessary. When incurring expenses, Directors are expected to act with the same care and standard as when they have custody of the property of another person.

When in doubt – consult the Director & Associate Corporate Secretary (DACS), AC Board Secretariat in advance of incurring such expenditures.

This Policy provides clarification on the interpretation of SC By-Law No. 6 and the SC's Reimbursement of Expenses Policy to OMERS Administration Corporation.

This Policy applies to all Directors of OMERS Administration Corporation (“AC”).

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| Next renewal date: | January 2027 |
| Frequency of review: | Every 2 years |

Education

Annually Directors should prepare an Individual Development Plan, including their goals and objectives, which should be reviewed and approved by the Chair of the Governance Committee. Normally these plans are due by the end of January.

This plan should include proposed conference and programming expenditures. Such expenditures should be aligned to individual development goals and must be approved in advance by the DACS, AC Board Secretariat.

Expenses incurred while conducting development activities will be reimbursed in accordance with this Policy.

Meals and entertainment

Actual costs of meals, together with a modest amount of alcoholic beverages, at reasonable prices, and reasonable tips/gratuities will be reimbursed.

It is anticipated that alcoholic beverages would only be reimbursed in connection with meals.

No meals should be claimed when they are otherwise provided at events/meetings.

The business purpose and names of those attending a meal should be recorded and submitted with the expense claim.

Hotel accommodation

Hotel accommodation required in connection with Board meetings will be booked in advance through the AC Board Secretariat. Such costs will be paid directly by the AC Board Secretariat and will include room, telephone, communication and parking, where appropriate. Directors will be responsible for incidental costs.

Otherwise reasonable hotel accommodation (standard rooms) will be reimbursed when required for other purposes. OMERS preferred hotels should be used where possible.

Travel

Air: When travelling for business purposes outside of North America, Directors may travel in business class; otherwise all air travel, including for education purposes, will be reimbursed at economy class rates.

Train: Directors will be reimbursed for Club car rates (Via 1) for business travel, including related service/cancellation fees and costs.

Taxi/Limousines: At actual costs incurred.

Car Rental: Standard class, including fuel. You should purchase the additional collision and liability insurance coverage through the applicable rental agency.

Mileage: Reimbursed at CRA prescribed rates at the date on which the expense is incurred. Directors are responsible for ensuring that their auto insurance includes occasional business use.

Costs incurred for travel should take into consideration the most economical method of transportation.

Travel from primary residence

Directors will only be reimbursed for travel from their primary residence. Exceptions can be granted with the approval of the Board Chair.

Technology

Directors are responsible for providing their own technology devices and related costs. All such devices must be approved in advance for use on OMERS systems by our Data and Technology group. Recognizing that OMERS requires its Directors to use technology for effective communication, Directors will be provided with an annual allowance of \$4,000, which will be treated as a taxable benefit.

Where there are valid business reasons for OMERS to provide technology devices to a Director, an exception to this Policy can be granted with the approval of the Board Chair on the advice of the CLO.

Submitting an expense claim & approval

Directors should submit their expense claims monthly to the DACS, AC Board Secretariat with original receipts;

claims older than six months will not be reimbursed, unless approved by the Board Chair.

Expense claims for Directors can be approved by the DACS, AC Board Secretariat up to \$10,000. Above that limit, expenses are required to be approved by the Board Chair. Expenses for the Board Chair are reviewed by the Audit & Risk Committee Chair quarterly in arrears.

Exceptions

The Board Chair has the authority to grant exceptions to this Policy. Also, the DACS, AC Board Secretariat has the authority to approve exceptions up to \$100 per occasion, which would include items being claimed where no receipts are available.

Responding to Incidents of Non-Compliance

When a matter is found which is not in compliance with this Policy, the expense claim will be denied, in consultation with the Board Chair and Chief Legal & Sustainability Officer.

Monitoring and Reporting

Annually: The DACS, AC Board Secretariat is responsible for approving a summary of all expenses claimed by Directors. Such summary will be presented to the Audit & Risk Committee.

Quarterly: A summary of expenses claimed by Directors is provided to the Board Chair for information.

ROLES & RESPONSIBILITIES

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| Policy Approver | Governance Committee of the AC Board of Directors | Responsible for approving the Policy and associated Guidelines |
| Policy Sponsor | Chief Legal & Sustainability Officer | Ultimately accountable for the Policy, including its development, implementation and administration |
| Policy Manager | Senior Vice President, Associate General Counsel & Corporate Secretary | Responsible for the design and operational effectiveness of the day-to-day administration of the Policy |
| Policy Monitor | Director & Associate Corporate Secretary, AC Board Secretariat | Responsible for the monitoring, compliance and reporting functions of the Policy |