

OMERS SC Corporate Signing Authorities and Invoice Approval Policy



Michael Rolland, CEO
mrolland@omers.com



Effective
January 1, 2021

SUMMARY

Contracts, invoices and other instruments binding OMERS Sponsors Corporation must be executed or approved by appropriately senior individuals.

This Policy sets out the minimum seniority levels for executing instruments that bind OMERS Sponsors Corporation ("SC") and outlines the protocols of those authorized to act on behalf of SC for specified activities such as the operation of bank accounts and payment of invoices.

This Policy applies to employees of OMERS Sponsors Corporation and employees operating in their authorized capacity on behalf of the SC. It does not apply to recurring payments to pensioners.

Initial approval date:	December 8, 2020
Next review date:	November 2023
Frequency of review:	Every three years

This Policy describes the types of instruments that legally bind the SC and sets out who has authority to execute those instruments.

Contract Execution

A Contract is any written document obligating SC to do, or not do, a particular thing. The following table (in addition to the tables set out in the Special Situations: Approval Protocols) sets out signing authority limitations based on Contract Value:

Contract Value	Who May Sign
Up to \$250,000	Chief Executive Officer if within an approved budget
\$250,000 to \$500,000	Chair and Chief Executive Officer if within an approved budget
Over \$500,000 or if not within an approved budget	As authorized by resolution of the Board

Determining Contract Value

The Contract Value is the monetary amount SC may be obligated to pay as a result of entering into the Contract. When calculating the Contract Value, SC's rights to terminate the Contract must be considered. The value must be determined based upon a period of time up to SC's first right of termination. For example, where a Contract may not be terminated by SC within the first 3 years, the value of the 3-year commitment must be calculated.

When must a Legal Review of Contracts and other Documents take place?

All Contracts must be reviewed with internal counsel or external legal counsel engaged by internal counsel, except where such Contract is substantively similar to a Contract previously reviewed with legal counsel.

Authorized signatories are responsible to confirm that an appropriate legal review was conducted before signing any Contract.

Special Situations

SC has developed specific signing protocols for certain activities to ensure the efficient and responsible operation of its business:

- offer and termination and other compensation letters;
- the approval of Corporate invoices and purchase orders;

Signing protocols for each special situation are attached to this Policy as Appendix A.

Delegation

By approving this Policy, the SC Board delegates the authority granted herein to the CEO to execute instruments on behalf of SC as described herein. The CEO may subdelegate his authority.

Exceptions

Exceptions to this Policy must be approved by the Policy Sponsor. The Policy Monitor will maintain a written record of exceptions.

Responding to Incidents of Non-Compliance

The Policy Manager is accountable for identifying incidents of potential non-compliance with this Policy based on established procedures and reporting such incidents to the Policy Sponsor.

Monitoring and Reporting

The Policy Manager is responsible for administration of the Policy, including implementing procedures to enable compliance, monitoring and reporting, as well as to coordinate training as required.

ROLES & RESPONSIBILITIES		
Policy Approver	OMERS SC Board	Responsible for approving the Policy,
Policy Sponsor	CEO OMERS SC	Ultimately accountable for the Policy, including its development, implementation and administration
Policy Manager	Corporate Secretary	Responsible for the design and operational effectiveness of the day to day administration of the Policy
Policy Monitor	Corporate Secretary	Responsible for the monitoring, compliance and reporting functions of the Policy

Appendix A

Special Situations: Approval Protocols

Letters for Employment Purposes (including compensation)

All such letters may be signed solely by the Chief Executive Officer.

Corporate Invoice Approval & Purchase Orders

Invoice approval authorizes the payment of funds. The tables in this *Invoice Approval* section set out signing authorities in respect of invoice payments, purchase orders and other standard and recurring payments (as defined below). Invoice amounts noted in the tables are exclusive of applicable taxes.

No individual may approve a payment for goods or services to be provided to themselves (e.g. training, conference fees, stationary, etc.).

Invoice Approval and Purchase Order Authority, excluding Corporate Standard and Recurring Payments (defined below):

Invoice and Purchase Order Amount	Who May Approve
Up to \$10,000	Board Coordinator
Up to \$50,000	VP or above
Up to \$500,000 within an approved budget	CEO

NOTE: Invoices over \$500,000 require approval of the SC Board. Invoices under \$5,000 can be considered approved if the invoice is attached to an approved purchase order for the appropriate amount combined with a receiving document that confirms receipt of the goods.

Invoice Approval Limits for Corporate Standard and Recurring Payments:

Payment Amount	Who May Approve
Up to \$1,000,000	CEO
Employee Payroll Payments	TBD

“Corporate Standard and Recurring Payments” means:

- employee payroll payments
- intercompany payments (including management fees)
- tax payments to tax authorities, excluding late or penalty payments