

# OMERS Administration Corporation

## COMMITTEE CHAIR ROLE DESCRIPTION

### Purpose

The role of the Chair of a Committee of the Board of Directors (the AC Board) of the OMERS Administration Corporation (AC) is to facilitate the effective performance of that Committee.

### Overview

The Committee Chair plays an instrumental role in:

- ensuring effective Committee and Management decision-making through the use of processes and controls to ensure the OMERS Pension Plans are administered and the plan funds are invested prudently and cost effectively;
- fostering an environment where the Committee's governance practices are recognized for being thoughtful, reflective of the needs of the organization and industry leading, where appropriate;
- aligning Committee actions with the core objectives and strategic direction of AC; and
- fostering effective relationships with Sponsors Corporation (SC) and effective joint governance of the OMERS Pension Plans.

The Committee Chair role is complex, demanding significant and well-developed skills that foster a constructive committee culture and facilitate effective oversight and a productive relationship with Management based on partnership and accountability. The Committee Chair position is a voting, non-executive position. The Committee Chair is not an officer of the corporation.

### Duties

The duties of a Committee Chair are to:

- a. foster a constructive tone so that the Committee works as a cohesive team;
- b. assist the Board Chair in developing and fostering a healthy Board culture;
- c. ensure that the informational needs of Committee members are met;
- d. promote the independent thinking and decision-making of the Committee;
- e. build consensus among Committee members;
- f. ensure meeting time is used effectively;
- g. monitor Committee activities to ensure the work undertaken is consistent with its mandate;
- h. work in conjunction with Management to ensure that the Committee fulfills its mandate and completes its work plan efficiently and effectively;

- i. move Committee discussion towards a constructive and timely resolution; and
- j. promote a culture of integrity, compliance, ethical decision-making and conduct, and inclusion.

### **Required Leadership Competencies**

The following leadership competencies are required to be an effective Committee Chair:

- a. well-developed interpersonal skills and excellent communications skills;
- b. organizational abilities directed at securing results;
- c. wisdom and discernment in managing fluid and dynamic situations;
- d. ability to facilitate group dynamics and influence and achieve consensus;
- e. tact and diplomacy;
- f. politically adept;
- g. ability to act impartially among Directors and independently from Management and Sponsors; and
- h. proven capabilities in relation to leadership and achieving results consistent with the core objectives of AC.

### **HISTORY**

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Effective Date: January 1, 2025

Approval Dates: December 9, 2021; November 16, 2022; November 16, 2023;  
November 14, 2024