

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

Effective Date: January 1, 2023

Approval Dates: December 9, 2021; November 16, 2022;