

# OMERS Sponsors Corporation

## NOMINATION ADVISORY COMMITTEE CHARTER

The Nomination Advisory Committee (the “**Committee**”) of OMERS Sponsors Corporation (the “**Corporation**”) has been established by the Members of the Corporation pursuant to By-Law No. 4 of the Corporation. Capitalized terms used herein and not defined herein have the meanings attributed to such terms in By-Law No. 4 of the Corporation.

### Composition

The three (3) standing members of the Committee will be the Chair and the Vice-Chair of the Corporation and the Chair of the Corporate Governance Committee for the Corporation. The Chair shall extend an invitation to the OMERS Administration Corporation (AC) Board Chair, the Chair of the Governance & Risk Committee of AC and another AC Member selected by AC to work with the Committee as it fulfills its responsibilities.

### Responsibilities

The Committee shall:

- Hold a meeting with all Sponsor Organizations having Seats that will become vacant or having incumbents whose terms are expiring at the end of a calendar year, on or before November 15 of the prior year.
- Arrange to meet separately with any Sponsor Organization who requests such a meeting and who has been instructed to put forward the names of nominees to fill the Seat(s) of such Sponsor Organization.
- At the meeting(s) with Sponsor Organizations, describe the current roles and responsibilities of AC, the mandate and role of AC Members, AC’s time, commitment and educational expectations for AC Members, the compensation and expense policies applicable to an AC Member, the Competency Framework established by AC from time to time, and any current gaps in the skills, knowledge and experience of the AC Members which AC and the Corporation have identified and which the Corporation will take into account in making any appointment. However, the Committee will communicate only such of the foregoing information as has been provided to it by the Corporation.
- Respond to questions from Sponsor Organizations concerning the AC Member nomination process.

### Structure

The Vice-Chair of the Corporation shall act as the Chair of the Committee. The Chair will appoint a secretary who will keep minutes of all meetings (the “**Secretary**”). The Secretary does not have to be a Committee member or Member and can be changed by simple notice from the Chair.

The Committee will meet as many times as is necessary to carry out its responsibilities and in any event will meet with Sponsor Organizations to fulfill its responsibilities as set out above. A meeting will be

called by the Chair, and the Chair shall be responsible for arranging meetings with Sponsor Organizations.

No business may be transacted by the Committee except at a meeting of Committee members at which the Chair and Vice-Chair of the Corporation are present.

The time at which and the place where the meetings of the Committee shall be held and the procedure in respect of all such meetings shall be determined by the Chair of the Committee.

The Chief Executive Officer of the Corporation may attend any meetings of the Committee as a non-voting participant unless expressly requested by the Chair of the Committee not to attend a specific meeting or portion thereof.

*Attached to By-Law No. 13, approved February 19, 2009*

*First Amendment and Restatement on April 22, 2009*

*Second Amendment and Restatement on June 28, 2012*

*Third Amendment and Restatement on April 25, 2013*

*Fourth Amendment and Restatement on September 18 & 20, 2013*

*Fifth Amendment and Restatement as of February 23, 2021*

*Sixth Amendment and Restatement as of July 1, 2021*

*Seventh Amendment and Restatement as of October 26, 2021, effective July 1, 2021*