

# OMERS Sponsors Corporation

## AUDIT & HUMAN RESOURCES COMMITTEE CHARTER

The Audit & Human Resources Committee (the “**Committee**”) of OMERS Sponsors Corporation (the “**SC**”) is established in order to assist the SC Board (the “**Board**”) in fulfilling its responsibilities in respect of:

- the quality and integrity of the financial statements of the SC;
- the qualifications, independence and performance of the independent external auditor of the SC;
- compliance by the SC with legal and regulatory requirements generally and, in particular, in respect of financial disclosure and reporting and employment obligations;
- financial oversight (including the SC’s annual operating plan and budget and monitoring thereof);
- the adequacy of the internal accounting controls and procedures of the SC;
- compensation and expense reimbursement principles, frameworks and policies in respect of Members and the members of the OMERS Administration Corporation (“**AC**”) Board;
- terms and conditions of employment, compensation and performance of the Chief Executive Officer of the SC (the “**CEO**”);
- compensation structure and expense reimbursement principles for employees of the SC; and
- succession planning for the CEO and executive leadership.

As used herein, “**Member**” means a member of the SC.

### Responsibilities

Unless stated otherwise, all references to recommendations below are recommendations by the Committee to the Board for its approval.

The Committee shall:

#### Audited Financial Statements

- Recommend the appointment of the independent external auditor of the SC following a robust selection or evaluation process.
- Approve the proposed fee and service agreement or audit engagement letter between the SC and its independent external auditor.
- Approve the annual audit plan. Discuss the results of the annual audit with the independent external auditor and management.
- Annually review the performance and independence of the independent external auditor.
- Recommend the approval of the annual audited financial statements and related disclosures of the SC.
- Discuss accounting principles with the independent external auditor, when required, with a view to maintaining the highest standards of accounting practices for the SC.

Compliance & Controls

- Ensure appropriate internal controls and procedures are in place through annual reviews with management of the SC.
- Monitor overall corporate compliance with legal and regulatory requirements including, but not limited to, financial disclosure and reporting and employment obligations.
- Ensure the consistent application of applicable corporate policies in the selection of service providers.
- Engage and oversee, when appropriate, an internal audit function to assist the SC's review of its own processes.

Financial Oversight

- Review and recommend the approval of the SC's annual operating plan and budget.
- Monitor the SC's actual expenses against the approved operating budget.
- Receive reports on the reimbursement by AC of quarterly expenses of the SC in accordance with applicable policies and review policy exceptions, if any.
- Receive reports on the quarterly expenses charged by Members and the CEO to ensure consistent application of applicable corporate policies and internal controls.
- Make recommendations regarding approval of key financial policies, as appropriate.
- Approve on behalf of the SC, any routine matters in the normal course of the operational financial activities of the SC which have not been delegated to the CEO including, but not limited to, banking arrangements and insurance coverage.
- To the extent not delegated to the CEO, review any financial reports which must be submitted in relation to any funding agreement or similar agreement with a governmental authority or other funding body that is in effect between the SC and any such governmental or funding body.

Board Compensation

- Make recommendations concerning the SC's compensation and expense reimbursement policies for Members and the members of the AC.
- Conduct regular Member and AC member compensation reviews and make recommendations for adjustments to compensation levels as appropriate.

Chief Executive Officer

- Oversee a robust process for the hiring of the CEO.
- Oversee a robust succession management process for the positions of the CEO and executive leadership.
- At least every five years, review the CEO Role Description and, if appropriate, recommend changes.
- Regularly review CEO compensation levels and make recommendations.
- Conduct goal-setting and regular performance management reviews of the CEO and make annual recommendations in respect of performance evaluation and compensation awards.

### Human Resource Management

- Review with the CEO resource strategies for the SC, including their effectiveness to assist the Board in achieving its mission and deliver on its key responsibilities, and their ability to attract, engage and retain employees for the SC.
- Review the appointment of executive leadership with the CEO.
- Review with the CEO annual performance evaluation and compensation awards for executive leadership.
- Receive reports on the market movement of compensation in general relative to that of the SC.
- At least annually review with management the provision of support provided by AC, ensuring it is sufficient to support the Board and the employees of the SC in fulfilling their responsibilities.
- Make recommendations regarding approval of key human resource policies for the SC, including the compensation framework and the staff expense reimbursement policy for employees of the SC.
- Monitor changes to staff policies and guidelines that are under the authority of the CEO.

### **Approval of Policies**

- The Committee is responsible for the oversight and approval of any policies (and supporting documents) delegated to the Committee by the Board from time to time.

### **Additional Considerations**

- To the extent possible, members of the Committee shall be expected to have a reasonable level of financial competency and an understanding of incentive compensation.
- The Committee will meet quarterly and as many other times as is necessary to carry out its responsibilities.

### **Reporting and Accountability to the Board**

The Committee will report to the Board on its activities, findings, recommendations and approvals. This will be accomplished by an oral report from the Committee Chair at the next regularly scheduled quarterly Board meeting.

*Original Charter, approved December 6, 2023, effective January 1, 2024*