

OMERS Sponsors Corporation

COMMITTEE CHAIR ROLE DESCRIPTION

Purpose

The role of the Committee Chair for each Committee of the Board of the OMERS Sponsors Corporation (“SC Board”) is to facilitate the effective and efficient performance of the committee.

Overview

The Committee Chair plays an instrumental role in:

- ensuring effective SC Board and Management decision-making through the use of processes and controls to ensure that the committee supports the SC Board, operates within its mandate, completes its work plans, keeps the rest of the SC Board abreast of its discussions, and makes decisions considering the best interests of the SC;
- fostering an environment where the SC Board’s governance practices are recognized for being thoughtful and reflective of the needs of OMERS as a whole and industry leading where appropriate; and
- fostering effective relationships with the OMERS Administration Corporation (“AC”) and effective joint governance of the OMERS Pension Plans (“Plans”).

Key Responsibilities and Duties

In addition to the duties outlined in the Board Member Role description, the Committee Chair has the following additional key responsibilities and duties:

- Calling of committee meetings.
- Presiding at committee meetings.
- Approving upcoming meeting agendas and ensuring committee members’ informational needs are met.
- Inviting non-members to attend meetings or approving requests for such attendance, where appropriate.
- Commencing the meeting on time by taking the chair and calling the members to order as soon as a quorum present.
- Announcing the business before the members and the order in which it is to be acted upon.
- Receiving and submitting, in proper manner, all motions presented by the members.
- Ensuring the Procedural Meeting Guidelines of the SC, as applicable, are followed during the course of the meeting.
- Fostering a constructive environment and tone during meetings.

- Ensuring full participation by all committee members.
- Focusing discussion, ensuring time is used effectively and efficiently.
- Building consensus on issues before the committee.
- Ensuring appropriate and effective division of work between the Committee and Management.
- Maintaining order and appropriate meeting decorum.
- Where it is not possible to maintain order, to adjourn or suspend the meeting to a time specified by the Committee Chair, without any motion being put forth.
- Concluding the meeting when the business is completed or upon a motion to conclude.
- Carrying out the appropriate committee functions described in By-Law No. 5 and the relevant charter established thereunder.
- Permitting any question to be asked (through the chair(s)) of any SC employee in order to provide information to assist any debate.
- Reporting the recommendations and key activities of the committee to the SC Board on a timely basis.

Required Competencies

The following skills and experience are required to be an effective Committee Chair:

- well-developed interpersonal skills;
- excellent communications skills;
- organizational abilities directed at securing results;
- wisdom and discernment in managing fluid and dynamic situations;
- a proven ability to facilitate group dynamics;
- ability to influence and achieve consensus;
- tact and diplomacy;
- politically adept;
- ability to act impartially;
- excellent understanding of Committee Charter and potential areas of overlap/integration with other SC Committees, SC Board or AC Board/Committees;
- courage to address issues related to attitude or behaviour;
- excellent time management; and,
- demonstration of the SC's corporate values:
 - Fairness: being consistent, equitable and balanced
 - Integrity: conducting business honestly and ethically
 - Respect: treating each other with dignity and trust

- Service: exceeding our Plan members' expectations
- Teamwork: working together to achieve results

Term and Tenure

The SC Board appoints each Committee Chair on an annual basis. It is expected that a Committee Chair will serve no more than four (4) years in the role.

Committee Chair Evaluation

The performance of each Committee Chair will be assessed by the SC Board at the end of the first year in which the Committee Chair serves in that particular role, and thereafter, as needed, in the discretion of the Board Chair. The assessment will be conducted in accordance with a process as recommended by the Corporate Governance Committee.

HISTORY

Effective Date:	January 1, 2024
Approval Date:	December 6, 2023
Next Review Date:	November 2026