

OMERS Sponsors Corporation

COMMITTEE CHAIR ROLE DESCRIPTION

Purpose

The role of the Committee Chair of all Committees 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 so that decisions on plan design and contribution rates of the OMERS Pension Plans, and appointments to the SC Board and the OMERS Administration Corporation Board, are implemented considering the best interests of plan members and beneficiaries; and
- 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.

Key Responsibilities and Duties

The following are the Committee Chair's 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 with the approval or upon the direction of a majority of the members.
- Commencing the meeting on time by taking the chair and calling the members to order as soon as a quorum is 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.
- 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:

- (a) well-developed interpersonal skills;
- (b) excellent communications skills;
- (c) organizational abilities;
- (d) wisdom and discernment in managing fluid and dynamic situations;
- (e) a proven ability to facilitate group dynamics;
- (f) ability to influence and achieve consensus;
- (g) tact and diplomacy;
- (h) politically adept;
- (i) ability to act impartially; and
- (j) 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 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 the Committee Chair will be assessed by the SC Board on an annual basis in accordance with a process as recommended by the Corporate Governance.

HISTORY

Effective Date:	January 1, 2022
Approval Date:	December 8, 2021
Next Review Date:	November 2023