

OMERS Administration Corporation

GOVERNANCE COMMITTEE MANDATE

Purpose

The Governance Committee assists the Board of Directors (“OAC Board”) of OMERS Administration Corporation (the “OAC”) in meeting its fiduciary oversight and related obligations in relation to governance matters and particularly in relation to OAC’s governance principles by identifying governance practices and standards (and supporting processes and practices) that promote and enhance effective Board and Management decision-making to ensure the OMERS Plan is administered in the best interest of its members and beneficiaries.

Composition

The Committee is to be comprised of five Directors. Committee members will be recommended for OAC Board approval by the Board Chair. Members will serve for one-year terms. The OAC Board may reappoint any or all members of the Committee for additional one-year terms.

Meeting Schedule and Frequency

The Committee will meet four times per year and as many additional times as needed to carry out its duties effectively.

Responsibilities

The Committee fulfills its purpose by:

1. approving and implementing regular performance assessments of the OAC Board, its Committees and individual Directors and assessing the governance effectiveness;
2. approving appropriate processes and programs to enable the OAC Board to fulfil its duties and obligations including:
 - (i) orientation of newly appointed Directors; and
 - (ii) ongoing development, education and training for all Board members;
3. approving processes and procedures for the regular ongoing assessment of Board and Committee meeting effectiveness;
4. approving a form of governance manual and director’s handbook for OAC;

5. recommending changes to the OAC Board to address effectiveness issues arising out of the annual performance assessments implemented by the Governance Committee;
6. recommending changes to OAC's current approach to governance as part of ongoing reporting obligations to the OAC Board on governance trends and best practices;
7. recommending, where appropriate, to the OAC Board changes to the mandate of the OAC Board, each of its Committees, the Board Chair and Committee Chairs based on the needs of OAC and evolving governance standards;
8. annually reporting on the state of governance of OAC as a whole including taking into account Sponsor Corporation and Sponsor considerations as they affect OAC and recommending changes;
9. at least once every three years reviewing and recommending changes to the OAC's Governance Principles;
10. annually reviewing and recommending changes to the OAC Board regarding the OAC Board Chair role description;
11. consulting with the OAC Board Chair as the Chair develops recommendations to the OAC Board regarding Committee leadership and membership of the Committees;
12. recommending to the OAC Board management proposals relating to governance practices and policies regarding investment entities and approaches relating to portfolio companies;
13. assessing the competency requirements of the OAC Board, recommending skills and experience needs and requirements for the OAC Board to the OAC Board, and confirming the specific competencies of individual Directors;
14. assessing the adequacy of the quality and timeliness of information provided to the OAC Board and its Committees and making recommendations to the OAC Board for change where appropriate;
15. reviewing policies approved by the OAC Board and its Committees that are identified as the responsibility of the Governance Committee;
16. assessing the needs of the OAC Board and its Committees in terms of the frequency and location of OAC Board and Committee meetings, meeting agendas, and meeting conduct issues and making recommendations to the OAC Board with respect to such matters from time to time;
17. reviewing governance standards published by other relevant organizations from time to time including peer group organizations and industry bodies such as the Canadian Association of Pension Supervisory Authorities;
18. making recommendations to the OAC Board with respect to governance and related considerations involving the Sponsors Corporation, Sponsors and other stakeholders;
19. overseeing the OAC's role with the Sponsors Corporation in the nomination process for OAC Board members and the recruitment process for the OAC Board Chair;

20. reviewing the framework for how the Corporation communicates with plan members and other stakeholders on issues such as financial results, pension plan matters and financial performance and the timely disclosure of such information;
21. overseeing, on behalf of the OAC Board, governance-related risks, including governance model risk, stakeholder relations risk, and communications risk; and
22. reviewing and confirming or recommending amendments to the Committee's mandate and procedures annually and approving a work plan for the Committee.

Committee Leadership

The role of the Committee Chair is to:

- foster a constructive tone so that the Committee works as a cohesive team;
- assist the Board Chair in developing and fostering a healthy Board culture;
- ensure that the informational needs of Committee members are met;
- promote the independent thinking and decision-making of the Committee;
- build consensus among Committee members;
- ensure meeting time is used effectively;
- monitor Committee activities to ensure the work undertaken is consistent with the mandate;
- work in conjunction with Management to ensure that the Committee fulfills its mandate and completes its work plan efficiently and effectively; and
- move Committee discussion towards a constructive and timely resolution.

Reporting and Accountability to the OAC Board

Following each Committee meeting, report to the OAC Board on the activities, findings and any recommendations of the Committee. This will be accomplished by:

- the distribution of the minutes of all Committee meetings to all Directors; and
- an oral report at the next scheduled OAC Board meeting.

Other Matters

The Committee will:

- retain external advisors to provide governance expertise and any other support as required or deemed appropriate, following the OAC Board-approved selection process;
- ensure members are provided with the appropriate resources and education to fulfill the Committee's responsibilities;
- generally conduct *in camera* sessions at the end of its meetings; and
- annually evaluate the Committee's performance in fulfilling its mandate and report findings to the OAC Board.

Applicable Policies

The Committee is responsible for approving the following policies:

- Board Education and Expense
- Charities
- Director Remuneration
- Lobbying
- Political Donations
- Sponsors Corporation Support and Reimbursement

HISTORY

Effective Date: *January 1, 2018*

Approval Dates: *November 23, 2007, November 20, 2008, December 17, 2008, December 17, 2009, December 16, 2010, December 15, 2011, December 14, 2012, December 13, 2013, December 12, 2014, February 26, 2015, December 10, 2015, December 15, 2016, December 14, 2017*