

OMERS Administration Corporation

TECHNOLOGY COMMITTEE MANDATE

Purpose

The purpose of the Technology Committee (the “Committee”) is to assist the Board of Directors (“OAC Board”) of OMERS Administration Corporation (“OAC”) in meeting its fiduciary and related obligations by providing oversight over: (i) the OMERS information technology (“IT”) plan and significant technology initiatives, including the LEAP Program and cyber security; (ii) the business continuity program; and (iii) related risks.

Composition

The Committee is to be comprised of a minimum of three Directors. Committee members will be recommended for OAC Board approval by the OAC Board Chair.

Members will serve for one-year terms. The Board may reappoint any or all members of the Committee for additional one-year terms.

Meeting Schedule and Frequency

The Committee will meet at least once per quarter (four times per year), and the Committee may meet as many additional times as needed to carry out its duties effectively.

Responsibilities

The Committee fulfills its purpose as follows:

1. reviewing and monitoring the enterprise IT plan in support of the overall OMERS strategic plan;
2. providing specific oversight for the LEAP Program, including:
 - a. reviewing and monitoring the governance structure of the LEAP Program;
 - b. reviewing and monitoring the implementation of the LEAP Program on time, on budget and within its scope;
3. reviewing and monitoring the enterprise approach to cyber security;
4. reviewing and monitoring the enterprise approach to technology risk management and risk assessments;
5. reviewing reports from Management relating to oversight of the business continuity program (which for greater certainty will cover the full program and not just technology-related aspects); and

6. reviewing and confirming or recommending amendments to the Committee's mandate 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 not responsible for approving any policies.

HISTORY

Effective Date: *January 1, 2018*

Approval Dates: *May 19, 2016, December 15, 2016, December 14, 2017*