

Policy Sponsor: Sponsors Corporation

Summary: Establishes the policy and procedures with respect to confidentiality for Sponsors Corporation Members and employees.

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1. INTRODUCTION

The OMERS Sponsors Corporation (“**SC**”) is a unique organization whose Board Members who are appointed by sponsors or associations of OMERS plan sponsors. It has specific statutory duties in respect of the jointly-sponsored OMERS pension plans (the “**Plans**”). The Board Members have fiduciary duties and obligations relating to the SC as it fulfills these statutory duties.

The Primary Pension Plan is a multi-employer pension plan that serves almost 500,000 current and former employees of municipal governments, school boards, libraries, police, fire departments, children’s aid societies and other local agencies throughout Ontario. The obligations and responsibilities of the SC were formerly those of the Province of Ontario.

2. CONFIDENTIAL INFORMATION POLICY

Given the public interest in sound governance of the Plans and the SC’s unique statutory duties, the SC strives for transparency where appropriate. These objectives must be balanced against the fiduciary duties of SC Board members, who are required to make decisions about the Plans and to act in a manner that is in the best interests of the SC. To promote effective decision-making, board deliberations require a certain level of confidentiality to ensure vigorous and open discussion among Board members. These confidentiality obligations are to be balanced against the need to exchange information with and receive input from sponsors and other stakeholders, as well as from plan members and employers who are most directly impacted by SC decisions. The SC Board, as a whole, is in the best position to determine when information that would otherwise be confidential should be disclosed or disseminated publicly. This must not be a decision made by individual SC Board members.

All documents and information, including third party communications, (hereinafter collectively referred to as “Information”) not otherwise in the public domain, is confidential unless the SC Board decides otherwise. Information provided by OMERS Administration Corporation to the SC to advise and assist the SC in fulfilling the SC’s statutory duties should be considered confidential unless it is publicly disclosed by OAC prior to its submission to the SC.

The following categories of information are generally not disclosed unless required pursuant to a court order or regulatory proceeding.

The Co-Chairs must seek the advice of legal counsel before recommending a decision to disclose the following information:

- a) Information dealing with specific SC personnel;
- b) Information pertaining to ongoing or potential litigation involving the SC;
- c) Information concerning the negotiation of a proposed or potential agreement, protocol or settlement between the SC and any third party; and
- d) Any Information subject to solicitor-client or any other legally recognized privilege.

3. CONFIDENTIAL INFORMATION PROCEDURES

The following guidelines should be followed by all Members and employees of the SC to prevent inadvertent disclosure of confidential Information:

- a) Whenever possible, confidential Information should be so designated by a stamp, header or other notation.
- b) Before a meeting with other parties at which undisclosed confidential Information may be imparted, the other parties should be told that they must not divulge that Information to anyone else. In applicable circumstances, a confidentiality agreement should be entered into before disclosure of any confidential Information at such meeting.
- c) The Chief Executive Officer of the SC generally acts as the SC's designated spokesperson and shall be responsible for speaking on behalf of the SC to the news media or other public forums. The Co-Chairs speak on behalf of the SC Board when appropriate, such as in respect of the Annual Meeting or general meetings with sponsor organizations or matters dealing with the CEO. Any other SC Member or employee who is specifically and expressly authorized to speak to the media or a public forum on behalf of the SC should be briefed in advance to review what Information is confidential and what Information may be publicly disclosed. Any person other than the SC's designated spokesperson should refer the questions to a designated spokesperson.
- d) All SC employees who are or may be aware of confidential Information are cautioned to keep it confidential. SC employees should be reminded from time to time not to disclose confidential Information to anyone, except in the necessary course of business, after appropriate measures have been taken to protect the confidentiality of such Information and not to discuss confidential Information in situations where they may be overheard.
- e) Documents and files containing confidential Information should be kept in a safe place to which access is restricted to individuals who "need to know" that Information in the necessary course of business and code names should be used if necessary.
- f) Confidential Information should not be read or displayed or left unattended in public places in a manner that others also might read it and should not be discarded where others can retrieve them.
- g) Copying of confidential Information to desktop or laptop local drives or to removable media such as USB keys should be avoided. If unavoidable, the media used should be protected and the Information erased from the media at the earliest opportunity.

- h) If confidential Information is being delivered physically or electronically, care must be taken to ensure correct addressing, appropriate protection (sealed or encrypted if possible) and confirmation of receipt.
- i) Only secure equipment and premises should be used for faxing and copying confidential Information.
- j) The SC's systems must only be remotely accessed from a secure environment (eg. an individual's home computer) since confidential Information may inadvertently remain on the remote system after accessing the SC systems.
- k) Confidential Information must be disposed of by returning it to the provider, archiving or appropriate shredding.
- l) SC Members or employees must ensure they maintain the confidentiality of Information in their possession outside of the office as well as inside the office.
- m) Access to confidential electronic Information should be restricted through the use of passwords, both on office terminals and mobile devices.
- n) While judgment and care should be exercised at all times, the individual responsible for a particularly sensitive matter should consider whether other steps would be appropriate to minimize the risk of the disclosure of confidential Information.
- o) At the conclusion of an SC Member's term of office, the departing Member must return to the SC office or permanently dispose of all confidential Information obtained throughout his/her term with the SC. Departing Members are required to confirm, in writing, that this has been done.

4. DEALINGS WITH NON-CONFIDENTIAL INFORMATION

It is expected that SC Members will wish to share with their respective sponsor organizations some or all of the SC's non-confidential information. A broader dissemination of such Information (e.g. posting on the SC website, communications to OMERS plan members or press releases) should be affected solely by and through the Chief Executive Officer of the SC, acting under the authority of a resolution of the members of the SC. The SC Board may establish classes and categories of information that may be publicly disseminated under the authority of the Chief Executive Officer through the Communications Policy.

This policy may not cover all circumstances and exceptions may be justified from time to time. Any questions and all requests for exceptions from this policy should be submitted to the Chief Executive Officer in writing. A deliberate breach of the requirements of this Confidentiality Policy is considered to be a breach of the Code of Conduct applying to SC Members.

HISTORY

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