

December 16, 2025

OMERS Administration Corporation (AC) Board of Directors
900 -100 Adelaide Street West
Toronto, ON
M5H 0E2

Attention: Ms. Pat Nolan, Director, AC Board Secretariat

Dear AC Directors:

We write to you on behalf of the more than 9,000 members and boards of directors of COTAPSA and AMCTO, in reference to the OMERS Reviewer's recommendations regarding the appointment of observers of the new OMERS Sponsors Council.

We note that Bill 68, the Ontario government's budget legislation, received Royal Assent on November 27th. We also note the [following text in the bill](#) and the mentions of the OMERS Administration Corporation:

25.2 (1) The Administration Corporation shall prepare the Sponsors Council's initial by-laws, which shall be for the purposes of governing the proceedings and generally, for the conduct and management of the Sponsor Council's affairs and the composition and method of choosing its members...

(3) The Administration Corporation shall, if the Minister of Municipal Affairs and Housing so requests, give the initial by-laws to the Minister in the manner, form and timelines specified by the Minister...

(4) If the Administration Corporation is required to give the Minister the initial by-laws, the Minister may approve the by-laws, approve the by-laws with such modifications as the Minister considers appropriate or require the Administration Corporation to prepare another set of initial by-laws...

(5) The initial by-laws shall take effect as the by-laws of the Sponsors Council on the day section 11 of Schedule 13 to the Plan to Protect Ontario Act (Budget Measures), 2025 (No. 2) comes into force.

As you know, OMERS Reviewer Robert Poirier has recommended that several OMERS stakeholders be able to appoint observers to the new Sponsors Council, including an observer selected jointly by COTAPSA/AMCTO/OMHRA.

COTAPSA and AMCTO members are therefore very interested to learn how the OMERS AC plans to define “observer” in the draft Sponsor Council bylaws. We believe this topic to be of interest to other OMERS stakeholders as well.

Our questions about the draft bylaws, at this time, focus on the following:

- What is being proposed as the nomination/selection process for the observers?
- What meetings of the Sponsors Council will the observers be allowed to attend? Which meetings, if any, will they be excluded from? If the observers are to be excluded from some meetings, what is the rationale for this?
- Will the observers have access to all documentation and other materials produced for the council meetings, or will their access to some items be limited? If so, what is the rationale?
- How will the observers be informed of the Sponsors Council meetings that they are allowed to attend? That is, will they be informed at the same time as the Sponsors Council members themselves of the meeting schedule?
- Will observers be able to attend Sponsor Council meetings in person, or will they be directed to attend exclusively via video call?
- If allowed to attend council meetings in person, will the observers have a designated seating area?
- As well, will observers receive some form of per-diem in connection with those in-person meetings they attend?
- How many years will observers serve in a normal term in their role? What term limits are planned, if any, for observers?
- Do the draft bylaws acknowledge that each observer’s first loyalty must be to the specific segment of OMERS membership (or OMERS employer base) represented by the relevant observer-nominating OMERS “manager organizations,” to adopt the language of the OMERS Reviewer’s report?
- As well, do the bylaws include some competency-based guidelines to assist “manager organizations” in the selection of observers? Do these draft guidelines highlight the importance of prospective observers having a prior understanding of actuarial practices, defined benefit pension funding principles, OMERS governance, etc.?
- In the event a duly-nominated and approved observer does not perform at the level desired, what do the draft bylaws say about the process that the relevant “manager organizations” should follow to formally remove that observer and bring in a replacement for the remainder of the removed observer’s term?
- Similarly, under what grounds, going by the draft bylaws, could OMERS expel an observer? What would be the process for expulsion?

As well, we seek an opportunity to provide input prior to any by-laws being approved.

Sincerely,

M. MAJOR



Michael Major,
Executive Director
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David Arbuckle
Executive Director
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CC:

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