

OMH-HealthEdge
Holdings, Inc.¹ *dba*



Omega Healthcare Management Services®
Artificial Intelligence (“AI”) Governance
Committee Charter and Bylaws

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¹ This document applies to OMH-HealthEdge Holdings, Inc. *dba* Omega Healthcare Management Services® and its controlled subsidiaries and affiliates.

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1. Purpose

The purpose of the OMH-HealthEdge Services, Inc. *dba* Omega Healthcare Management Services Artificial Intelligence (“AI”) Governance Committee (the “Committee”) is to advise and assist senior leadership in the development, implementation, operation, and monitoring of Omega’s AI governance program (the “Program”).

The Committee provides Omega Healthcare with oversight of AI development, deployment, and use to help strengthen compliance with applicable laws, regulations, industry standards, and Omega Healthcare’s Global Integrated AI Policy. The Program includes oversight of generative and agentic AI, and third-party models. The Committee also reviews Omega Healthcare’s AI activities for alignment with the Company’s ethical principles, strategic objectives, and risk management practices.

2. Scope

The Committee’s responsibilities extend to all Omega Healthcare divisions, units, facilities, subsidiaries, and operations, as well as to all third-party vendors and contractors deploying AI on behalf of Omega Healthcare.

3. Responsibilities

The Committee is responsible for supporting and assisting senior leadership with the following:

1. Reviewing and approving risk and bias assessments submitted by developers.
2. Overseeing the AI Risk Registry maintained by the Chair with support of the designated AI Risk Registry Manager and Information Security and Compliance, including approval of updates, risk ratings, and usage boundaries.
3. Reviewing aggregate reports on bias incidents and treatments, and escalating recurring or systemic issues to senior leadership or the Compliance and Risk Committee, as appropriate.
4. Overseeing vendor and third-party AI compliance with Omega Healthcare’s Supplier Code of Conduct and contractual AI governance requirements.
5. Monitoring enterprise AI usage in line with information security and compliance policies.
6. Coordinating with Compliance, Legal, and Information Security to address AI-related incidents, including but not limited to escalation and remediation of material risks.
7. Approving training requirements and educational programs for Covered Individuals and Developers.
8. Working with relevant departments to establish standards of conduct, policies, and procedures for responsible AI.
9. Monitoring external audits, independent reviews, and industry developments for deficiencies or new risks, and ensuring appropriate corrective actions are implemented.

10. Recommending updates to the Global Integrated AI Policy, procedures, or training as laws, standards, or risks evolve.
11. Maintaining an approved list of AI tools authorized for use at Omega Healthcare.
12. Integrating Committee oversight with existing Compliance, Information Security, and Enterprise Risk Management reporting streams.

4. Authority

The Committee has the authority to:

1. Approve or reject the deployment of AI Systems and establish a procedure for the review, approval and/or rejection of AI Systems.
2. Require additional testing, bias mitigation, or security measures.
3. Suspend or retire AI Systems where risks outweigh benefits.
4. Establish and approve templates, training materials, and supporting procedures developed under the Global Integrated AI Policy, and ensure these materials are updated periodically, or as required by changes in law, regulation, or organizational policy.
5. Require remediation plans from system owners to address identified risks.
6. Escalate issues of significant risk or non-compliance to senior leadership and the Compliance and Risk Management Committee, including, but not limited to, persistent high-risk ratings, recurring or systemic bias incidents, and material vendor non-compliance or contractual breaches.
7. Commission independent audits or external reviews as needed, with appropriate budgetary approval(s) subject to and in accordance with applicable Omega Healthcare policies, including the Global Contract Approval Policy.

5. Membership

5.1 Composition

The Committee comprises cross-functional executives and other leaders with AI-relevant responsibilities.

5.2 Voting Members

Voting seats are held by the Chair, the Vice Chair, and the executive roles identified below. Each *ex officio* member serves by virtue of office. Additional voting members may be appointed by name and listed on the Committee Roster with full voting rights. Each individual holds one vote irrespective of the number of offices they occupy.

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1. Chief Technology Officer (Chair) (Ex Officio)
2. Chief AI Officer (Vice Chair) (Ex Officio)
3. Chief Information Security Officer (Ex Officio)
4. Chief Legal Officer (Ex Officio)
5. Chief Compliance Officer (Ex Officio)
6. Senior Vice President, IT Infrastructure & Compliance (Ex Officio)
7. Privacy Officer (Ex Officio)
8. Chief Strategy Officer (Ex Officio)
9. Vice President, Head of Product Engineering & Platforms / Vice Chair (Ex Officio)

5.3 Advisors

Subject-matter experts and business representatives may participate as non-voting advisors. Temporary voting authority for defined agenda items should be recorded in the minutes.

5.4 Terms and Replacement

Ex officio members serve while they hold the underlying role. The Chair may approve a delegate to act in the member's place. Designated members serve for the specific designated meeting or time period, or until they are removed or replaced by the Committee. Vacancies are filled with the Chair's approval or by a majority vote of current voting members.

5.5 Chair and Vice Chair

The Chief Technology Officer and the Chief AI Officer serve as the Chair and Vice Chair, respectively. The Vice Chair assumes the responsibilities of the Chair if the Chair is absent or the position is vacant until a new Chair is designated. If the Vice Chair seat is vacant, the Committee may elect an interim Vice Chair from among the voting members until the role is filled.

5.6 Roster Administration

Legal/Compliance maintains the AI Governance Committee Roster (AIGC-Roster) and keeps it current. For current voting membership, refer to AIGC-Roster.

6. Meetings

6.1 Schedule

The Committee will meet quarterly during its first year and at least biannually thereafter. The Chair or the Chief Legal Officer may call additional meetings as needed to address emerging issues or fulfill Committee responsibilities.

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6.2 Preparation of Agendas and Materials

The Committee Chair or designee will prepare agendas and distribute supporting documents in advance of each meeting.

6.3 Quorum

A quorum consists of a majority of appointed voting members. Actions are approved by a simple majority of the voting members present unless otherwise specified.

6.4 Actions

1. Any action which may be taken at a meeting of the Committee may be taken without a meeting if approved in writing by all voting members. Such written consent shall be filed with the minutes of the next scheduled meeting.
2. Between scheduled meetings, the Committee may delegate approval authority to the Chair or Vice Chair, in consultation with Legal/Compliance, for routine or low-risk deployments, with ratification at the next full Committee meeting.

6.5 Recordkeeping

Meeting minutes are prepared and distributed by Legal/Compliance. Minutes are deemed approved upon distribution. If an error or omission is later identified, the Committee may amend the minutes at a subsequent meeting, and the corrected version will be circulated and archived.

6.6 Conflicts and Recusals

Members must disclose any conflict of interest related to matters before the Committee. The Chair may require recusal from deliberation or voting on affected items. Recusals will be recorded in the minutes.

7. Reporting

The Committee will report regularly to senior leadership and at least annually to the Compliance and Risk Management Committee. Reports will address AI risk posture, significant incidents, policy updates, and any matters escalated for Board consideration.

To support these obligations, the Chair will designate an AI Risk Registry Manager who will maintain a Risk Registry of all AI Systems in use, their purposes, boundaries, and limitations, document all risks identified in any Risk & Bias Assessment Reports, and require Information Security and Compliance to verify incident responses to AI-related risks. The Chair, or the Chair's designee, will provide the Committee with consolidated AI Risk Registry updates on at least a quarterly basis, including unresolved high-risk ratings, recurring bias incidents, or material vendor non-compliance.

8. Confidentiality

Unless otherwise required by law or internal policy, all Committee members shall maintain the confidentiality of agendas, minutes, meeting materials, and discussions. Materials may be marked

“Confidential” where appropriate, as they may contain proprietary, investigatory, or privileged information.

Nothing in this Charter prohibits Committee members from reporting unresolved compliance or risk issues to government officials or regulators as authorized by applicable law or Omega Healthcare policy.

9. Subcommittees and Task Forces

The Committee may establish subcommittees, ad hoc committees, or task forces as necessary to carry out its responsibilities. Activities of any subcommittees or task forces will be reported back to the full Committee.

10. Review and Revision

10.1 Review of Charter

This Charter shall be reviewed annually by the Committee to confirm continued relevance and effectiveness. Out-of-cycle reviews may be triggered by significant regulatory or industry changes. Proposed revisions must be approved by the Chief Legal Officer and senior leadership.

10.2 Review of Procedures, Templates, and Training Materials

Committee-approved procedures, templates, and training materials shall be reviewed at least annually by Legal/Compliance and resubmitted to the Committee for approval.

11. Appendices

1. AI Governance Committee – Roster
2. AI Governance Committee – First Meeting Agenda
3. AI Governance Committee – Standing Meeting Agenda
4. AI Governance Responsibility Matrix
5. AI Risk Registry

Omega Healthcare Management Services AI Governance Committee Roster

The AI Governance Committee Roster records the current voting membership of the Committee, including both ex officio seats (held by virtue of role) and any members designated by name. The roster is maintained by Legal/Compliance under the authority of the AI Governance Committee Charter and is updated as needed to reflect changes in membership.

Basis	Office / Seat	Incumbent (Name)
Ex Officio	Chief Technology Officer / Chair	Natarajan, Vijayashree
Ex Officio	Chief AI Officer / Vice Chair	(TBD)
Ex Officio	Chief Information Security Officer	Mortha, Kishore Kumar
Ex Officio	Chief Legal Officer	Hess, Mallory
Ex Officio	Chief Compliance Officer	Hornfeck, Lane C.
Ex Officio	Senior Vice President, IT Infrastructure & Compliance	Katuri, Srikanth
Ex Officio	Privacy Officer	Hess, Mallory
Ex Officio	Chief Strategy Officer	Char, Gautam
Ex Officio	Vice President, Head of Product Engineering & Platforms / Vice Chair	Yellapur, Gururaja

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AI Governance Committee – First Meeting Agenda

Date:

Time:

Location / Link:

1. Call to Order

- Confirm quorum
- Review meeting purpose and objectives

2. Committee Formation Actions

- Appoint Designated Voting Members (e.g., CSO, VP Product Engineering & Platforms)
- Elect Vice Chair from among voting members (TBD)
- Approve initial Committee Roster (Doc ID: AIGC-Roster)

3. Charter and Policy Orientation

- Walkthrough of Charter (roles, authorities, responsibilities)
- Walkthrough of Global Integrated AI Policy (key obligations and definitions)
- Confirm alignment between Charter and Policy

4. Governance Foundations (Phase 1 Deliverables)

- Confirm Registry Owner (Legal/Compliance) and quarterly reporting cadence
- Approve meeting cadence (quarterly for Year 1)
- Adopt minutes protocol (deemed approved once distributed; amendable later)
- Confirm conflict-of-interest and recusal practice

5. Roadmap Discussions (Phased Development Plan)

- Phase 1 (0–2 months): Foundations above
- Phase 2 (Months 1–6): Draft Registry SOP, Intake & Approval checklist, Training modules, Vendor compliance template
- Phase 3 (Months 6–12): Bias reporting/treatment workflow, Incident Playbook, Approved AI Tools governance, Board reporting format

5. Priorities and Assignments

- Select top 2–3 Phase 2 items to draft first
- Assign owners and target timelines

6. Action Items and Closing

- Summarize decisions taken
- Confirm next meeting date
- Adjourn

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AI Governance Committee – Standing Meeting Agenda

Date:

Time:

Location / Link:

1. Call to Order

- Confirm quorum
- Approve agenda

2. Distribution of Minutes

- Minutes of the prior meeting are deemed approved once distributed
- Any later amendments will be recorded in subsequent minutes

3. Reports and Updates

- Technology and Security update (CTO, CISO)
- Legal and Compliance update (CLO, CCO)
- Strategy update (CSO)
- Product Engineering and Platforms update (VP, Head of Product Engineering)
- Privacy and Infrastructure updates as needed

4. New Business

- Framework Development Items (as prioritized by AIGC Roadmap: Registry SOP, Intake Process, Training, Vendor Compliance, etc.)
- Review of proposed AI initiatives
- Policy changes or clarifications
- Risk assessments or incident reviews
- Training or awareness programs

5. Action Items and Closing

- Summarize decisions made
- Assign owners and due dates for new action items
- Confirm next meeting date
- Adjourn

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AI Governance Responsibility Matrix

This Responsibility Matrix clarifies who is Responsible, Accountable, Consulted, and Informed (RACI) for key AI governance activities. It promotes accountability and avoids confusion across functions.

Activity	AI Governance				Legal	InfoSec	Business Units	Auditors
	Developers	Committee	Compliance & Risk					
Design & Planning of AI Systems	R	A	C		C	C	C	I
Risk & Bias Assessments	R	A	C		C	C	I	I
Bias Treatment (Appendix C)	R	A	C		C	C	I	I
Deployment Approval	C	A/R	C		C	C	I	I
Vendor AI Compliance (Appendix D)	C	A	R		C	C	I	I
Monitoring & Auditing (Section 7)	R	A	R		C	R	I	C
Incident Response (AI-related)	C	A	R		C	R	C	I
Policy & Training Updates	C	A	R		C	C	C	I
Regulatory/External Reporting	C	A	R		C	C	I	I

Legend:

- R = Responsible (executes the task)
- A = Accountable (final decision authority)
- C = Consulted (input required)
- I = Informed (kept updated)

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AI Risk Registry

The AI Risk Registry is the living record the Committee maintains of all AI Systems (internal and vendor) in use at Omega Healthcare. It captures risks, mitigations, and monitoring status.

Field	Description
AI System / Tool Name	Identify the system (e.g., Claims Prediction Model v2, MS Copilot).
System Owner / Developer	Individual or team responsible for the system.
Purpose / Use Case	What the system is designed to do.
Type	Internal System, Enterprise Platform, or Vendor-Provided.
Risk Category	Technology, Operational, Ethical/Compliance, Reputational, Cybersecurity.
Identified Risks	Specific risks noted (e.g., bias against rural populations, data leakage).
Bias Reports (Appendix B)	Summary of identified bias reports linked to this system.
Bias Treatments (Appendix C)	Documented mitigations applied.
Data Sensitivity	PHI, PII, De-Identified, Confidential Business, Public, etc.
Security Evaluation Status	Benchmarking / Adversarial Testing / Red Teaming (with date).
Current Risk Rating	Low / Medium / High (with justification).
Monitoring Method	Drift monitoring, periodic bias testing, audit frequency.
Decision / Status	Approved, Suspended, Retired.
Committee Notes	Free-text notes from reviews.

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