

Hi:

Thank you for the opportunity to provide comments on a proposed policy and a proposed policy change. Please see our comments below:

Canada Policy - Director Elections – Board Gender Diversity (TSX-listed issuers)

Addenda Capital is supportive of the proposed new policy on board gender diversity. To preserve progress that is made on gender diversity, we suggest changing the ‘and’ to ‘or’ so that the criteria for recommending withholding votes from directors in your policy would read, “i) the company has not adopted a formal written gender diversity policy*; or ii) no female directors serve on the board.”

Regarding the questions you are specifically seeking feedback on:

Should the proposed policy apply to all TSX-listed companies at this time?

Yes, the proposed policy should apply to all TSX-listed companies upon release of your final policy.

Is a one-year transition period, i.e., with implementation of the proposed policy from February 2019, appropriate for TSX non-Composite Index companies?

No, a one-year transition period is not necessary. The proposed policy should apply upon release of your final policy.

Are there any additional issues that should be considered when evaluating a company’s formal gender diversity policy?

Yes, when determining a company's commitment to board gender diversity, further considerations should not be limited to those related to executive officer positions but should also consider the board's disclosed approach to considering gender diversity throughout their organization and stated goals or targets or programs and processes for advancing women throughout their organization, and how the success of such programs and processes is monitored.

Canada Policy - Director Elections - Overboarded Directors (TSX-Listed Issuers)

Addenda Capital is supportive of the proposed policy change on overboarded directors.

Under current Canadian policy, all publicly-listed boards, regardless of whether they have a parent/subsidiary relationship, are counted when determining a director’s status as an overboarded director. In situations where an overboarded director is CEO of a parent company board or any of the controlled subsidiaries (defined as >50 percent ownership) of that parent, should ISS consider exempting CEO directors from adverse vote recommendations at their own parent company or controlled subsidiary board?

Yes, ISS should consider exempting CEO directors from adverse vote recommendations at their own parent company or controlled subsidiary boards but ideally, and perhaps not practically, this policy should still address intention of the policy, which is to ensure directors have the ability to devote sufficient time and energy to a board in order to be effective representatives of shareholders' interests.

Is the proposed one-year transition period, i.e., with implementation of the proposed policy from February 2019 appropriate? If not, please explain why it is not appropriate?

No, a one-year transition period is not necessary. The proposed policy should apply upon release of your final policy. If directors are unable to devote sufficient time and energy to a board in order to be effective representatives of shareholders' interests then hastening their transition from a board should not be delayed.

Thank you,
Brian



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