

HANSELL LLP

tel 416 649 8500 161 Bay Street, Suite 2800, Toronto, ON M5J 2S1 Canada www.hanselladvisory.com

October 4, 2013

VIA EMAIL

Ontario Securities Commission
20 Queen Street West
22nd Floor
Toronto ON M5H 3S8

Attention: The Secretary

**Re: OSC Staff Consultation Paper 58-401
Disclosure Requirements Regarding Women on Boards and in Senior Management**

We appreciate the opportunity to respond to OSC Staff Consultation Paper 58-401 (the "Paper"). The Paper deals with the representation of women on boards of directors and in the ranks of senior management. No one affected by the proposals in the Paper is happy to be in the position of having to deal with the issues discussed in the Paper through the regulatory process – least of all the women who are seeking to progress at the senior management and board level. As the Paper notes, however, it is apparent that women are not progressing at rates that will result in any meaningful change in the number of women in senior positions. Some positive action needs to be taken and we commend the Government of Ontario and the Ontario Securities Commission for proposing concrete steps.

Why it's not just a matter of time before women progress

The point is often made that it is simply a matter of time before women who are in university in equal numbers with men will find they are represented in equal numbers in C suites and boardrooms. Women who were in university in the 1970s recall that this point has been made throughout their careers. Still, women who have been "in the pipeline" since that time have not ultimately found opportunities in top positions, at least not in the same proportion as men from their university classes. It is possible that the proportion of men and women in senior management and on boards will find the right balance over time. In the meantime, without some positive action, we will continue to sacrifice the careers and aspirations of women who are ready now and will be ready in the very short term.

Why there should be exclusive focus on gender diversity

Gender diversity is certainly not the only diversity issue that requires attention. However, the power of change typically comes from addressing one issue at a time. The focus of the Paper is the advancement of the representation of women on boards and in senior management. Diluting the focus on that issue by including other diversity issues in the same initiative will not move us forward on the gender issue at any meaningful pace.

Addressing the issue of gender balance versus qualified candidates

A common response to the need for action to advance the representation of women in senior management and on boards is that we need qualified people in these positions. These two priorities are not mutually exclusive. The assumption that a woman who does not have exactly the same experience as a man is by definition not qualified to move forward, is one of the root causes of the issues addressed in the Paper. It will of course often be the case that the best candidate for a senior management or board position is a man. It may also often be the case that there were no women who were appropriate even for the short list. Where a particular industry has consistent challenges in identifying qualified women, there may be issues that the industry, governments and educators should be considering. Where a particular issuer is unable to advance women into senior positions, even though other issuers in the same industry are doing so, there may be issues that the board and senior management of that issuer should be addressing to allow them to access the best possible candidates.

Model of disclosure requirements

In our view, the model of disclosure requirements proposed in the paper will be helpful. It will accomplish at least two things. It will produce a catalogue of quantitative and qualitative information about the status and progress of women in senior management and board positions in public companies in Canada. This will provide comparative information for issuers and for other stakeholders. It will also cause the board and senior management to consider whether they are satisfied with their current practices or whether some change in approach would be in the best interests of the corporation.

Yours very truly,



Carol Hansell