

# Hansell McLaughlin Weekly Proxy Notes

Hansell McLaughlin Weekly Proxy Notes provide you with a look into our governance findings for the 2024 proxy season for TSX listed issuers and governance developments that have occurred during the week.

## Successful Shareholder Proposal at CIBC

Majority of shareholders supported a proposal at Canadian Imperial Bank of Commerce's ("CIBC") hybrid Annual General Meeting held on April 4th, 2024. The shareholder proposal submitted by MÉDAC requested that CIBC hold its AGMs in-person, and complemented with, but not replaced by, virtual meetings. The proposal received 53% support, although CIBC's board opposed the proposal and recommended shareholders vote against it to allow for greater flexibility of future meetings.

This is the third proposal of this kind that has received majority support from shareholders in 2024. The other successful proposals were submitted to Air Canada at its March 28, 2024, shareholders meeting and to Metro Inc. at its January 30, 2024, shareholders meeting.

## Byte of the Week

The board of Western Resources Corp., a TSX listed issuer, is comprised of a majority of non-independent directors. Following the company's March 15, 2024, shareholder meeting, only three of the seven directors are independent as they do not hold executive positions with the company or have ties to the company's controlling shareholder, Vantage Chance Limited.

NP 58-201 suggests that boards of listed issuers be comprised of a majority of independent directors.

## Canfor Introduces Director Age Limits

On April 10, 2024, Canfor Corporation ("Canfor") disclosed to shareholders in its management information circular that it is introducing a retirement policy for its directors. The policy will take effect on January 1st, 2025, and will require directors to retire from the board following their 75th birthday.

Three of Canfor's 13 directors, including the chairs for two committees, have exceeded this age requirement. As such, these directors will be required to step down from the board next year.

## 2024 Proxy Season To Date (TSX Listed Issuers)



### Shareholder Proposals

**134** submitted

**73** proceeding to a vote

**3** successful



6 failed director elections



0 failed say on pay votes

# In the News

Below, we discuss news releases related to governance issues at issuers listed on the TSX since our last weekly proxy notes.



**April 5, 2024**– Tricon Residential Inc. (TSX: TCN), "[Tricon Residential Inc. Receives Final Court Approval for Take Private by Blackstone Real Estate](#)" – Yahoo Finance

The court approved a going private transaction for Tricon Residential Inc. ("Tricon"), a TSX listed issuer. The transaction would involve Blackstone Real Estate Partners X and Blackstone Real Estate Income Trust acquiring all of Tricon's outstanding common shares at a price of \$11.25/share. The transaction is subject to regulatory approval under the Investment Canada Act along with other closing conditions. Assuming the conditions of the transaction are satisfied, the transaction is expected to close in the second quarter, at which point Tricon will be delisted from the TSX.



**April 6, 2024** – Royal Bank of Canada (TSX: RY), "[Royal Bank of Canada fires CFO over undisclosed relationship](#)" – Reuters

On April 5th, Royal Bank of Canada ("RBC") appointed a new interim CFO, Ms. Katherine Gibson. Ms. Gibson's appointment followed the termination of Ms. Nadine Ahn, RBC's former CFO. Ms. Ahn was terminated following an investigation conducted by RBC and outside counsel. Specifically, the investigation found that Ms. Ahn had not disclosed her relationship with an employee, and concluded that she provided favourable treatment, including promotions and raises to this employee. As this conduct breached RBC's Code of Conduct, both Ms. Ahn and the employee were terminated.



**April 7, 2024** – Karora Resources Inc. (TSX: KRR), "[Karora Resources Announces Merger Transaction With Westgold Resources](#)" – News Wire

Karora Resources Inc. ("Karora") reached an agreement to merge, with Westgold Resources Limited ("Westgold"). Westgold will acquire all of Karora's issued and outstanding shares through a statutory plan of arrangement. As part of this merger, each share of Karora will be converted to 2.5241 shares of Westgold, \$0.61 in cash, and 0.30 shares in a new entity spun out from Karora. The merger provides a 10.1% premium to Karora's April 5, 2024, closing share price. Karora's shareholders must approve of the transaction at a future meeting.

Our governance expertise is complemented by a sophisticated data analytics practice which brings you these weekly proxy notes. We analyze the governance practices of all TSX-listed issuers. The data is gathered from publicly available information and is managed internally to ensure that the information is standardized, comparable and reliable. [Click here](#) to learn more about our practice areas.