

## Hansell McLaughlin Weekly Proxy Notes

Hansell McLaughlin Weekly Proxy Notes provide you with a look into our governance findings for the 2025 proxy season for TSX listed issuers and governance developments that have occurred during the week. To receive our future notes on the 2025 proxy season [subscribe here](#).

### The Chair of TD Narrowly Elected to the Board

The Toronto-Dominion Bank (TSX: TD) held its shareholders' meeting on April 10, 2025. This was the first shareholders' meeting following TD's U.S. anti-money laundering failures. Shareholders voted on the election of 14 nominees, including five new nominees and 11 nominees who were appointed within the last three years.

Alan MacGibbon, the chair of the board and the longest-serving director (having served 11 years on the TD board), received 57.7% support for his re-election, nearly failing to receive majority support from shareholders. This is considerably lower than the average support level of 89.83% for the other nominees. MacGibbon was not the only director to receive lower levels of support. Three other directors, who had all been on the board since at least 2022, received support levels in the low 70% range, whereas all other nominees (excluding MacGibbon), received support levels above 95%. The reasons for the lower support levels for these three directors are not clear.

As discussed in our March 21, 2025 proxy notes, MacGibbon previously announced that he would be stepping down from the TD board by the end of 2025. During the shareholders' meeting, MacGibbon referred to the settlement over TD's U.S. anti-money laundering failures as being the "darkest day" in the bank's history and apologized to all investors.

### Byte of the Week

The most frequently submitted shareholder proposal this year requested issuers to disclose by jurisdiction the languages their employees are proficient in. MÉDAC submitted this proposal to 13 TSX-listed issuers and all will proceed to a shareholder vote.

### In-Person AGM Proposal Nearly Receives Majority Support From RBC Shareholders

The Royal Bank of Canada (TSX: RY) held its shareholders' meeting on April 10, 2025, where RBC shareholders voted on eight shareholder proposals. None of these proposals received majority support, although one proposal was less than 2% away from receiving majority support. This proposal, submitted by MÉDAC, requested that RBC hold its AGM in-person with a virtual meeting component. RBC's shareholders' meeting was held in a hybrid format allowing shareholders to attend, participate and vote either in-person or virtually. The same proposal proceeded to a shareholder vote at RBC's AGM last year, where it received 47% support.

A similar proposal received majority support at seven TSX listed issuer AGMs last year, including at two other major Canadian banks, CIBC and BMO.

### 2025 Proxy Season To Date (TSX Listed Issuers)



#### Shareholder Proposals

**104** submitted

**74** proceeding to a vote

**0** successful



0 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 note.



**April 14, 2025, Gildan Activewear Inc. (TSX: GIL) "[Gildan pays CEO US\\$27-million after return to the company following shareholder squabble](#)" - The Globe and Mail**

Last year, Gildan Activewear Inc. was the subject of a high-profile proxy fight between its former board and various institutional shareholders. Ultimately, Chamandy, who had been ousted by the previous board, was reinstated as CEO during Gildan's May 28, 2024, shareholders' meeting.

According to Gildan's latest management information circular, Chamandy received U.S. \$26.9 million in 2024, with U.S. \$23 million paid in share-based awards. Of this amount, U.S. \$8.75 million represented Chamandy's 2024 award, and U.S. \$13.12 million was part of a new "aspirational incentive compensation plan". Under the plan, Chamandy must achieve certain share price targets to realize the full award. To receive the full payout under the plan, Gildan's share price must reach U.S. \$100 per share, effectively doubling its market capitalization from when the award was granted.

Gildan's former CEO, Vincent Tyra, also received U.S. \$17 million for serving as the President and CEO during the four-month proxy battle (between January 15, 2024 and May 23, 2024). This payment represents the lump sum payment made to Tyra in connection with the termination of his employment.



**April 16, 2025, Parkland Corporation (TSX: PKI) "[Parkland CEO to retire by year-end as company faces an activist campaign](#)" - The Globe and Mail**

Parkland Corporation announced that its CEO of 14 years, Bob Espey, will retire from his position by the end of the year or upon the completion of the company's strategic review, whichever occurs first. The Parkland board has established a CEO search committee to identify a successor for Espey. Additionally, Parkland announced that its Chair, Michael Jennings, who joined the Parkland board last year, has assumed the role of Executive Chair.

The announcement of the CEO's departure comes amidst a proxy fight with Parkland's largest shareholder, Simpson Oil Ltd. This announcement comes a week after Simpson Oil sent a letter to Parkland shareholders calling for the CEO to step down, as highlighted in our April 11, 2025, proxy notes. In his resignation, Espey stated that his departure "may bring resolution to the situation with Simpson Oil Limited and benefit all shareholders."

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.