

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. To receive our future notes on the 2024 proxy season [subscribe here](#).

Successful Shareholder Proposal at Transat

Transat A.T. Inc. ("Transat") held its AGM on April 23, 2024. At that meeting, shareholders approved a shareholder proposal put forward by MÉDAC requesting that Transat hold future AGMs in-person and that they be complemented by, but not replaced by, virtual meetings. The Transat board had recommended against the proposal. Similar proposals (also put forward by MÉDAC) were approved by shareholders of Metro Inc. Air Canada, CIBC and BMO earlier in this year's proxy season.

Byte of the Week

Of the 140 shareholder proposals submitted to TSX listed issuers to date in 2024, more than 70% have been submitted by MÉDAC.

All five of the proposals receiving majority support have been also submitted by MÉDAC.



Say on Climate Voting Results

As has been the case for the last three proxy seasons, only two TSX listed issuers have adopted an advisory vote on their climate action plans, otherwise known as a say-on-climate vote. Canadian National Railway Company ("CN") was the first TSX listed issuer to adopt a say-on-climate vote with Canadian Pacific Kansas City Limited ("CPK") following shortly after.

This year, CPK's say-on-climate resolution was put to a vote at the company's April 24, 2024, shareholder meeting. The resolution received significant shareholder support with 89.26% of shareholders voting in favour of the resolution.

CN's say-on-climate resolution will be voted on at the company's April 26, 2024 shareholder meeting. We will report on the results of CN's say-on-climate resolution once the voting results are published.

This year MÉDAC has submitted shareholder proposals to 14 TSX listed issuers requesting that each issuer adopt an advisory vote on their climate action plan. MÉDAC submitted similar proposals to Canadian banks in the 2022 and 2023 proxy seasons, none of which received majority support.

2024 Proxy Season To Date (TSX Listed Issuers)



Shareholder Proposals

149 submitted

82 proceeding to a vote

5 successful



7 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 22, 2024 - Gildan Activewear Inc. (TSX: GIL), "[Gildan refreshes its board of directors ahead of shareholder meeting](#)" - *The Globe and Mail*

Gildan Activewear Inc. ("Gildan") is undergoing significant board restructuring amidst an ongoing proxy battle with an activist shareholder, Browning West. Effective May 1, 2024, Gildan announced that it will replace five directors, including its chairman, with new appointees. Two of these new appointees will include Browning West's proposed nominees. Although Gildan has made changes to its board composition, it reiterated support for Mr. Vince Tyra and refused to reinstate the former CEO, Mr. Glenn Chamandy.



April 25, 2024 - Dye & Durham Ltd. (TSX: DND), "[Engine Capital Issues Letter to Dye & Durham Shareholders Regarding Its Efforts to Improve Performance and Oversight](#)" - *The Financial Times*

Engine Capital LP ("Engine") published a public letter on April 25, 2024, criticizing Dye & Durham Limited's ("D&D") performance. This comes after Engine claimed that private attempts to engage with the D&D board failed. Among other things, the letter addresses D&D's poor relative shareholder returns, and an all-time low EBITDA multiple. Following Engine's public letter, D&D issued a response. In its response, D&D rebuffs Engine's claims and states that Engine misstated D&D's performance, among other things. D&D also notes that it will continue to support engagement with shareholders who raise concerns in good faith.



April 25, 2024 - Tricon Residential Inc. (TSX: TCN), "[Tricon Residential Inc. Announces Receipt of Investment Canada Act Approval for Take Private by Blackstone Real Estate](#)" - *The Financial Post*

Tricon Residential Inc. ("Tricon") received final approval pursuant to the *Investment Canada Act* regarding Blackstone Real Estate Income Trust, Inc.'s acquisition of all of its outstanding common shares. The acquisition is expected to be completed on May 1, 2024, at which point, Tricon will be taken private, and its shares will be delisted from both the TSX and NYSE. This transaction was also previously referred to in [Hansell McLaughlin Weekly Proxy Notes for the week of April 12, 2024](#).

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.