

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](#).

Celestica Removes Canadian Residency Requirement for Directors

Celestica Inc. ("Celestica") held its AGM on April 25, 2024. Shareholders approved amendments to the company's by-laws, which included removing the Canadian residency requirement for directors. The former residency requirement mandated that 25% of directors be resident Canadians. In its management information circular, Celestica notes that these by-law amendments are consistent with the removal of the Canadian residency requirement under the Ontario corporate statute in 2021.

Only two (22%) of nine directors elected by Celestica's shareholders reside in Canada.

Byte of the Week

Canadian Apartment Properties Real Estate Investment Trust has introduced a term limit of 15 years for its directors.

Canadian Natural Resources Limited's Share Split Resolution

Canadian Natural Resources Limited ("CNRL") held its AGM on May 2, 2024. At the AGM, shareholders approved a share split resolution for which for every CNRL share held, shareholders would receive two shares. CNRL's management information circular noted that the company estimates that less than 15% of CNRL's shares are held by retail shareholders. CNRL believes the reduction in the share price as a result of the share split will make it easier for retail shareholders to purchase its shares.



Shareholders Approve CN's Say on Climate Resolution

Canadian National Railway Company ("CN") held its shareholders meeting on April 26, 2024, where shareholders approved the company's say-on-climate resolution. CN's say-on-climate resolution received overwhelming support from shareholders, with 97.51% of shareholders voting in favour of the resolution.

2024 Proxy Season To Date (TSX Listed Issuers)



Shareholder Proposals

150 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.

Invesque

April 29, 2024 - Invesque Inc. (TSX: IVQ.U), "[Invesque, Inc. Announces Appointment of Adlai Chester to CEO, Quinn Haselhorst to CFO and Proposed Changes to Board of Directors](#)" - Newswire

On April 29, 2024, Invesque Inc. ("Invesque") announced several changes to its board composition and leadership team. Mr. Scott White, Invesque's Chief Executive Officer and chairman will step down from his position as CEO on May 10, 2024, but will remain as chairman of the board. Following Mr. White's resignation, Invesque's Chief Financial Officer, Mr. Adlai Chester, will assume the position of CEO. Mr. Quinn Haselhorst, Invesque's Senior Vice President of Finance will replace Mr. Chester as the new CFO. The company also plans to reduce the size of its board ahead of its upcoming AGM and appoint current board member and chair of the Audit Committee, Ms. Gail Steinel as the board's Lead Independent Director.



May 1, 2024 - NioCorp Developments. (TSX: NB), "[NioCorp to Voluntarily Delist from the Toronto Stock Exchange as of Close of Markets on May 3, 2024](#)" - The Times

Shares of NioCorp Developments Ltd. ("NioCorp") will be delisted from the Toronto Stock Exchange on May 3, 2024. In a previous news release published April 17, 2024, NioCorp cited the high costs associated with maintaining the TSX listing as a factor in the board's decision to voluntarily delist from the exchange. It also cited that over 90% of its trading volume occurs on the Nasdaq, where it will continue to be listed.



May 2, 2024 - Toronto-Dominion Bank (TSX: TD), "[TD Bank Hit With \\$9.2M Penalty After Failing to Report Suspicious Transactions](#)" - Yahoo Finance

The Financial Transactions and Reports Analysis Centre of Canada ("FINTRAC") fined the Toronto-Dominion Bank ("TD") \$9.2 million for not complying with anti-money laundering measures. FINTRAC cited TD's failures in not reporting suspicious transactions and not sufficiently assessing money laundering activities, among other things, for these fines. These fines come shortly after TD announced it was being investigated by U.S regulatory authorities regarding similar issues.

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.