

ANNEX F

PROPOSED CHANGES TO NATIONAL POLICY 58-201 *CORPORATE GOVERNANCE GUIDELINES* (COMPATIBLE WITH FORM A)

1. *National Policy 58-201 Corporate Governance Guidelines is changed by this Document.*

2. *Section 1.1 is changed by*

(a) *replacing* “The guidelines in this Policy are not intended to be prescriptive. We encourage issuers to consider the guidelines in developing their own corporate governance practices” *with the following*

“The guidelines in this Policy are not intended to be prescriptive. We recognize that there is a wide range of issuers in the Canadian market that may be at different stages in their development generally. For example, many venture issuers may not have developed sophisticated corporate governance practices, while many smaller non-venture issuers may be in the earlier stages of developing corporate governance policies. Specifically, we acknowledge issuers may find it challenging to incorporate certain of the guidelines below that address diversity. We therefore encourage issuers to consider the guidelines in developing their own corporate governance practice and to apply these guidelines based on their individual circumstances as they evolve.”, *and*

(b) *deleting* “We do, however, understand that some parties have concerns about how this Policy and National Instrument 58-101 *Disclosure of Corporate Governance Practices* affect controlled companies. Accordingly, we intend, over the next year, to carefully consider these concerns in the context of a study to examine the governance of controlled companies. We will consult market participants in conducting the study. After completing the study, we will consider whether to change how this Policy and National Instrument 58-101 treat controlled companies.”.

3. *Section 2.1 is changed by replacing “he or she” with “the director”.*

4. *This Document is changed by adding the following sections:*

3.11.1 The nominating committee should be responsible for reviewing and making recommendations to the board in relation to:

- (a) the appropriate size of the board, with a view to effective decision-making;
- (b) board succession planning;
- (c) orientation and continuing education for directors;
- (d) the development and implementation of a process for assessing the effectiveness of the board, its committees and directors; and
- (e) the process for director recruitment.

- 3.11.2 A board should have a composition matrix setting out the mix of skills, knowledge, experience, competencies, attributes and independence that the board currently has or is looking to achieve in its membership. In order for the board to effectively fulfill its mandate and address existing and emerging business and governance issues relevant to the issuer, the board should regularly review the composition matrix and use this review process to recruit new directors or provide continuing education opportunities to existing directors.
- 3.11.3 The board should adopt a written policy respecting the director nomination process that sets out the process used in relation to director appointments and the board's approach to succession planning.
- 3.11.4 Recommendations for appointments to the board should be based on objective criteria. In making its recommendations, the nominating committee should consider the skills, knowledge, experience, competencies, attributes and level of independence that:
- (a) are necessary for the board, as a whole, to function effectively; and
 - (b) are held by each existing director and each new nominee.

The nominating committee should also consider whether or not each new nominee can devote sufficient time and resources to their duties as a board member.

Board Renewal

- 3.11.5 The board should maintain an effective succession plan for directors, which:
- (a) provides a transparent process and timeline for replacing board members so as to ensure that necessary skills, knowledge, experience, competencies and attributes are maintained;
 - (b) maintains a mix of longer-serving directors with a deep understanding of the issuer and its business and newer directors with fresh ideas and perspectives; and
 - (c) maintains the board's independence from management.
- 3.11.6 The board should adopt mechanisms of board renewal that are appropriate to its circumstances. These mechanisms may include:
- (a) establishing director term limits;
 - (b) assessing the effectiveness of an individual director when proposing the director as a candidate for re-election to the board; and
 - (c) using a composition matrix to identify gaps in the board's collective skills, knowledge, experience, competencies, attributes and independence.
- 3.11.7 If an issuer establishes term limits, factors that may be considered include:

- (a) the board’s current size and composition, and the board’s composition matrix;
- (b) the board’s independence from management and the issuer’s ownership structure;
- (c) characteristics of the issuer, including its industry, size and stage of development; and
- (d) the existence of other mechanisms, such as regular assessments, to ensure the effectiveness of board members.

Diversity and Targets

3.11.8 A board should consider adopting a written diversity policy or process to ensure that recruitment of directors is appropriately structured to promote a broad range of perspectives and experiences on the board.

3.11.9 A board should set objectives for achieving diversity in the composition of its board and officer positions. Mechanisms to achieve these objectives may include setting targets, establishing a diversity council, implementing training and leadership programs, and expanding strategic outreach directed at developing a diverse pipeline of candidates for director and executive officer positions.

3.11.10 For purposes of this Policy, a “target” has the same meaning as in Form 58-101F1 under National Instrument 58-101 *Disclosure of Corporate Governance Practices*. If a board sets targets for the representation of any of the groups referenced in paragraph 6.2 (g) of Form 58-101F1, the board should review and assess the appropriateness of the targets on an annual basis. When considering an appropriate target, a board should consider various factors, including:

- (a) the board’s current size and composition, and the board’s composition matrix; and
- (b) characteristics of the issuer, including its industry, size and stage of development, investors, stakeholders and location of its operations.

5. ***Sections 3.12, 3.13 and 3.14 are deleted.***

6. ***Section 3.18 is changed by***

- (a) ***replacing*** “his, her” ***with*** “their”,
- (b) ***in paragraph (a) adding*** “composition and how effectively directors work together to achieve the objectives of the issuer;” ***after*** “in the case of the board or a board committee, its mandate or charter,”, ***and***
- (c) ***in paragraph (b) by replacing*** “composition and skills” ***with*** “skills, knowledge, experience, competencies and attributes”.

7. These changes become effective on [●].