

OSC

ONTARIO  
SECURITIES  
COMMISSION

**For the fiscal years ending  
2026-2028  
OSC Business Plan**



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# Introduction

## Background

The Ontario Securities Commission (OSC or Commission) is a self-funded Crown agency responsible for overseeing Ontario's capital markets.

We contribute to the health and performance of Ontario's economy through actions to help safeguard investors, deter financial misconduct, and oversee participants involved in capital markets in Ontario. We regulate market participants, including firms and individuals who sell securities and derivatives, firms that provide investment advice in Ontario, and public companies. We also regulate marketplaces, such as the Toronto Stock Exchange.

The Commission administers and enforces the Ontario *Securities Act* and the *Commodity Futures Act* and carries out the powers, duties, and functions given to it under the *Securities Commission Act, 2021* and any other act, including the *Business Corporations Act*.

The Capital Markets Tribunal (the Tribunal) is an independent division of the Commission established by the *Securities Commission Act, 2021*. The Tribunal has exclusive jurisdiction to exercise the powers conferred on it under the Ontario *Securities Act* and the *Commodity Futures Act* (together, the Acts) and to determine all questions of fact or law in any proceeding before it under those Acts.

The OSC is accountable to the Ontario Legislature through the Minister of Finance. A memorandum of understanding (MOU) with the Minister of Finance establishes the accountability relationship between the OSC and the Minister. The Minister, in turn, is accountable to the Legislature for the Commission's fulfilment of its mandate and its compliance with government directives and policies, and for reporting to the Legislature on the affairs of the Commission.

The OSC is required under the Agencies and Appointments Directive (AAD), a key government directive setting out agency governance and accountability, to provide an annual multi-year business plan to the Minister of Finance. The AAD was updated in October 2024 and includes a requirement to enter into an updated MoU with the Minister of Finance as well as enhanced disclosure requirements which are reflected in this OSC Business Plan. This OSC Business Plan for the fiscal years ending 2026-2028 (the Business Plan or Plan) sets out the OSC's core strategy for the fiscal years 2025-2026, 2026-2027, and 2027-2028 including the initiatives for the upcoming year that will be undertaken toward this strategy. The financial summary in this Plan outlines forecasted costs and revenues over the three-year period.

The OSC operates in an environment of accelerated change that is challenging the traditional model of regulation. Driven by rapid technology development, changing demographics, and shifting investor attitudes, today's capital markets look vastly different from a decade ago. As a result of the tremendous amount of change over the past few years, the OSC undertook a strategic planning exercise in 2024 to ensure that we are well-positioned for the future.

On May 3, 2024, the OSC published its [2024-2030 Strategic Plan](#) (Strategic Plan), which focuses on six goals that will underpin our work:

1. Quickly deliver effective regulatory actions in anticipation of emerging trends
2. Enhance the experience of individual investors

3. Dynamically right-size regulation informed by changing needs, risks and practices in Ontario and globally
4. Implement a tougher and more visible response to capital markets misconduct
5. Foster conditions for capital formation and innovation in both public and private markets
6. Strengthen OSC's position as a trusted and influential voice in Canadian capital markets

This Strategic Plan sets our course for 2024-2030 and builds on the work that has been done in recent years to modernize and strengthen our organization. To bolster these efforts, we also streamlined our organization to reflect fewer business units with broader accountability for regulation across the financial landscape.

Our strategy itself is not static, and it will be tested, reviewed, and adjusted as we adapt to future changes in our environment.

Looking ahead at fiscal 2025-2026, the OSC will focus most of our efforts and resources on sustaining our fundamental core regulatory operations and continuing to invest in key areas to advance initiatives to deliver on our Strategic Plan. As business needs evolve, the OSC may take on additional priorities or reprioritize initiatives during the year in response to emerging issues and changing market conditions.

The information about the OSC included in this Business Plan is reflective of the organization as of February 6, 2025.

## Vision, Mandate, and Operating Principles

### Our Vision

We are guided by our vision of working together to make Ontario's capital markets inviting, thriving and secure. Our vision helps define what we are aiming for as we execute our Strategic Plan.

### Mandate and Operating Principles

The OSC's statutory mandate is to provide protection to investors from unfair, improper or fraudulent practices, to foster fair, efficient and competitive capital markets and confidence in the capital markets, to foster capital formation, and to contribute to the stability of the financial system and the reduction of systemic risk.

Consistent with the Ontario *Securities Act*, all components of the OSC's mandate are assessed on a holistic basis. This allows us to balance the mandate components in any decision or recommendation. This balancing exercise is tailored to the facts and circumstances of each initiative under consideration.

The principal means for achieving this mandate consist of:

- Setting/defining requirements for timely, accurate and efficient disclosure of information necessary for investors to make informed decisions
- Establishing restrictions on fraudulent and unfair market practices and procedures
- Establishing requirements for the maintenance of high standards of fitness and business conduct for market participants
- Embedded focus on reducing unnecessary regulatory burden on market participants while providing investor protection
- Timely, open and efficient administration of enforcement, compliance and adjudication activities

- Delegation of specific functions to Self-Regulatory Organizations (SROs) (subject to appropriate OSC supervision)
- Responsible harmonization and coordination of regulatory practices with other jurisdictions (e.g., through the Canadian Securities Administrators (CSA), Heads of Regulatory Agencies (HoA) and the International Organization of Securities Commissions (IOSCO))
- Facilitating innovation in Ontario's capital markets

The Strategic Plan is interrelated with our statutory mandate and provides direction and guidance to inform our operating plans and priorities.

## Response to Expectations Set Out in the Annual Letter of Direction

As required under the AAD, the OSC's Business Plan must demonstrate our plans in fulfilling the expectations set out in the Annual Letter of Direction. In response to these expectations, the action plan to achieve these priorities is included in the detailed business plans of the relevant OSC divisions and departments and supported by our strategic goals and priority initiatives identified in this OSC Business Plan. The OSC is required to attest annually to the Ministry of Finance that it complies with the requirements of the AAD and that the Business Plan includes our plans to fulfill government priorities set out in the Annual Letter of Direction. If applicable, any exceptions must be identified and include a detailed implementation plan with completion timelines. The Ministry of Finance reviews the Business Plan and after approval by the Minister of Finance the Business Plan is made available to the public on the OSC's website within 30 calendar days.

The December 2024 Annual Letter of Direction, which details government priorities for the OSC for the 2025-2026 fiscal year, can be found on the Commission's [website](#).

The OSC will continue to work closely with the Ministry of Finance pursuant to the December 2024 Annual Letter of Direction from the Minister of Finance to the Chair of the OSC and will coordinate with stakeholders as appropriate to deliver on expectations.

# The Environment

The OSC operates in a complex and rapidly changing environment. Our ability to deliver on our mandate is influenced by various factors, such as economic conditions, geopolitical developments and technological advancements. We must monitor, assess, and quickly respond to changes in the markets we regulate while remaining attuned to developments in other sectors and jurisdictions that may impact Ontario's capital markets.

The OSC plays an important role in contributing to the stability of the Canadian financial system, and therefore, Ontario's capital markets. This includes:

- Overseeing systemically important infrastructure;
- Monitoring compliance with rules designed to limit systemic risk;
- Collecting and analysing regulatory data to identify, monitor and assess potential financial system vulnerabilities; and
- Collaborating with colleagues across the CSA and HoA to share information on potential threats to financial stability and implementing mitigating controls, where appropriate.

Our Strategic Plan identifies factors that will continue to shape our regulatory environment over the coming years. Below are some of the relevant developments that we have considered in preparing this Business Plan.

## Economic Conditions

The macro-economic environment will continue to be a central factor in the financial decisions of both firms and households. Following the COVID-19 pandemic, Canadians were faced with high levels of inflation and the higher borrowing costs designed to address rising price levels. Since then, inflationary pressures have eased. These improved conditions have allowed the Bank of Canada, along with the central banks in other major economies, to lower interest rates.

Expectations are that, in the near-term, inflation will remain under control and borrowing costs will remain low over the next couple of years. The outlook for economic growth in the coming years is modest with expectations that Canada's economy will be weighed down by lower immigration levels and the potential for import tariffs imposed by the U.S.

Many firms have carefully navigated volatile economic conditions in recent years, but considerable uncertainty remains regarding tariffs, and the planned 2026 review of the Canada-United States-Mexico Agreement (CUSMA) that could impact capital markets and dissuade firms from investing in their businesses in the near to medium-term. Also, the new U.S. administration is signaling its intention to ease regulatory restrictions on some businesses, including crypto. Changes in securities regulatory policy in the U.S. will be monitored for their potential impact on OSC priorities. Against this backdrop, we are exploring ongoing opportunities to further strengthen Ontario's capital markets and enhance their competitiveness while maintaining strong investor protections.

Destructive weather events and the risk of climate change are factors integral to the economy influencing agricultural production and infrastructure resilience to insurance costs and investment decisions.

## Geopolitical Environment

In an increasingly multi-polar world, the geopolitical environment is a source of considerable uncertainty and concern for Canadian firms and investors. Regional conflicts, both physical and economic, pose threats to supply chain resilience and energy security which can spill over into capital markets. A greater tendency towards protectionism is also a potential concern for nations engaged in global trade, such as Canada. Ontario will face considerable uncertainty related to the policies of the U.S. administration. During the period of this plan, the scheduled review of the CUSMA will take place. The potentially unpredictable nature of those trade negotiations emphasizes the need for the OSC to collaborate and coordinate with our regulatory partners as well as the Provincial and Federal governments.

## Technological Advancement

The evolving role of technology in the financial sector remains a significant driver of change. Market participants are actively testing or deploying various use cases for artificial intelligence (AI), blockchain and other innovations across financial functions from investment advice and portfolio construction to trading and settlement. The potential benefits of further innovation and more efficient markets need to be balanced with an understanding that there are potential new risks introduced, including privacy, accountability and ethical considerations.

The expanding and evolving offerings of financial products and services brought on by technological change is a focus for the OSC and other financial regulators. The OSC continues to implement new approaches, invest resources and support a testing environment around new technologies to support responsible innovation and to modernize our compliance oversight activities. The potential for bad actors to use technology for deception and fraud is concerning. Further integration of technology also raises the threats to cybersecurity, through attacks and systems outages, which is heightened for financial institutions.

The market for crypto assets continues to evolve. The continued interest in this asset class confirms the need for the OSC to encourage participants to follow appropriate investor protection standards. Further linkages with traditional finance may also pose threats to wider financial stability in the future, emphasizing the need to monitor potential for spill-over effects through crypto investment funds, asset tokenization, value-referenced crypto assets and other developments.

Globally, regulators, industry and government are examining these technologies to promote responsible adoption and assess the need for regulatory change, and we are active participants in those discussions.

## Investor Expectations

Different segments of the investor community have their own needs and preferences that present unique risks, challenges and opportunities. The OSC aims to apply a tailored approach to address the concerns of investor segments, particularly in relation to investment advice, effective disclosure, financial education and opportunities for redress. To do so, we conduct research to understand investor needs, behaviours and issues, and develop resources to support informed decision making.

According to Ministry of Finance estimates, Ontario's population is expected to surpass 16.5 million in 2026<sup>1</sup>. Immigration is expected to continue to account for the majority of Ontario's population growth over the coming

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<sup>1</sup> <https://www.ontario.ca/page/ontario-demographic-quarterly-highlights-first-quarter>



years. The share of seniors will soon surpass 20% of all Ontarians<sup>1</sup> with many new retirees converting their assets in support of decumulation and/or inter-generational transfers. Recognizing these changing demographics is essential to our research, education and outreach activities. We continue to focus on the information investors receive about their investment products, the sales practices to which they are subject and their ability to make informed life-cycle decisions about competing products and services.

Investor interest in exempt markets has increased as private financing channels have experienced significant growth over the last decade. Many issuers have been staying private for longer, reducing retail investor access to some opportunities. The OSC has expanded avenues for investors to access exempt markets and has consulted on options for retail access to illiquid or long-term assets such as venture capital, infrastructure projects and real estate.

Investors and other stakeholders have indicated the need for material information in securities regulatory disclosures regarding climate risks and opportunities to inform their investment and voting decisions. The OSC is considering how most effectively to facilitate such disclosures and to ensure the accuracy and usefulness of the information provided.

## Confidence, Cooperation and Coordination

Within the evolving capital market environment, stakeholder expectations of regulators are heightening. Trust-building with Ontario investors continues to be a key driver of OSC practices to support our credibility as an innovative, modern, and agile regulator. Guided by our strategic goals for 2024-2030, the OSC will work to ensure our operating model and structure provide us with the capability, flexibility and resources to meet these expectations.

The landscape of risks – within our regulatory perimeter, across sectors and on the horizon – is always changing. Effective cooperation and coordination with other agencies and across jurisdictions are key to consistent standards and practices while addressing common challenges.

The OSC contributes to and shapes policy discussions among domestic and international counterparts on issues relevant to our regulatory remit to promote regulatory coherence. Increased globalization of financial activity elevates the risk of bad actors operating across borders, while interconnected markets mean that vulnerabilities in one region can quickly ripple through to others, raising concerns about systemic risks.

The OSC works to anticipate and manage these risks to Ontario's capital markets and quickly deliver regulatory actions.

## Securities Regulation

The OSC has overall accountability for the effective administration and enforcement of the *Securities Act* (Ontario) (the Act) as well as the *Commodity Futures Act* (Ontario) (together, the Acts). While the OSC oversees securities regulation for Ontario, capital markets in Canada are highly integrated. Accordingly, much of the OSC's activity is coordinated with that of other provincial and territorial securities regulators, primarily through the CSA. Coordinating with the CSA helps to reduce regulatory complexity and burden faced by market participants.

## The Role of the CSA

The CSA's key objective is to coordinate and harmonize regulation of the Canadian capital markets. CSA members work cooperatively to develop and implement harmonized securities laws, and to administer, monitor and enforce laws in a consistent and coordinated manner to minimize regulatory duplication.

The CSA has achieved a significant level of harmonization and uniformity in securities laws and the implementation of those laws across Canada. Currently most regulatory requirements are set out in national instruments that are adopted with virtually uniform wording in all jurisdictions. In addition to harmonized instruments, the passport system and accompanying interface with the OSC provide a streamlined filing and review procedure for prospectuses and exemptive relief applications among multiple securities regulators across Canada resulting in reduced regulatory burden on market participants. The system is designed to enable one CSA jurisdiction to rely on the analysis and review undertaken by the staff of another. The OSC is not a member of the passport system, and thereby preserves its ability to act independently, but collaborates with the other CSA jurisdictions to support a streamlined and efficient interface.

## Self-Regulatory Organizations (SROs) and Investor Protection Funds (IPFs)

Recognized SROs play a significant role in promoting investor protection and market integrity. They have prescriptive rules, compliance staff and an enforcement function, which includes the authority to impose sanctions on their dealer members and their individual representatives and approved persons – i.e., fines, reprimands, suspensions and permanent membership bans. The Act enables SROs to pursue the collection of disciplinary fines directly through the courts. As front-line regulators, SROs discharge their responsibilities, subject to oversight by the applicable provincial securities regulatory authorities known as “recognizing regulators”.

Following extensive public consultations, the CSA published CSA Position Paper 25-404 *New Self-Regulatory Organization Framework* in 2021 recommending amalgamation of the two existing SROs, Investment Industry Regulatory Organization of Canada (IIROC) and the Mutual Fund Dealers Association of Canada (MFDA), into a single SRO, known as the Canadian Investment Regulatory Organization (CIRO) in order to provide a framework for efficient and effective regulation in the public interest, including an enhanced governance structure, improved investor protection and education, and strengthened industry proficiency. The CSA also recommended to amalgamate the two existing investor protection funds, the Canadian Investor Protection Fund (CIPF) and the MFDA Investor Protection Corporation (MFDA IPC), into a single investor protection fund (new CIPF) that is independent from CIRO. CIRO and the new CIPF launched with an effective date of January 1, 2023, marking the completion of the CSA's plan to create a new, single self-regulatory organization and an integrated investor protection fund. CIRO is continuing its efforts at implementing a common rule book and other integration efforts.

CSA jurisdictions rely on CIRO to conduct the day-to-day regulation of mutual fund dealers and investment dealers, and to monitor trading on equity and debt marketplaces in Canada.

With respect to the registration function for these dealers, in 2021 the Capital Markets Modernization Taskforce Report recommended, and the New SRO Organization Framework position paper envisioned, a revised allocation of registration functions between the CSA and the new SRO. Further to these 2021 publications, and to create a more efficient and streamlined registration process, as of April 1, 2025, the registration of investment dealer and mutual fund dealer firms and the individuals who act on behalf of mutual fund dealers is delegated

to CIRO. The OSC already delegates to CIRO the registration of individuals who act on behalf of investment dealers. These proposed changes were announced on November 20, 2024, in OSC Staff Notice 11-7100 *Delegation of Registration Function to CIRO*.

The new CIPF is the sole investor protection fund approved for CIRO members authorized to provide protection within prescribed limits to eligible clients of member firms suffering losses in the event of an SRO member insolvency.

The recognizing regulators have an oversight program, consisting of regular reporting on activities, oversight reviews, processes to review proposed rule and by-law amendments and regular meetings with CIRO to discuss issues and emerging trends. A similar program is in place for the new CIPF. Since multiple jurisdictions are involved in CIRO/new CIPF oversight, the programs are coordinated. A coordinating regulator model is used for this purpose; each recognizing jurisdiction is actively involved in oversight, but two regulators (i.e., the coordinating regulators) coordinate the process. The OSC and British Columbia Securities Commission (BCSC) are the coordinating regulators for CIRO and the new CIPF.

The CSA CIRO/new CIPF Oversight Committees are responsible for dealing with issues and initiatives that affect the CIRO/new CIPF.

## Exchanges

Exchanges that have been recognized in various jurisdictions in Canada are the TMX Group Inc. (and TSX Inc. that operates the exchange), TSX Venture Exchange, Canadian Securities Exchange (CSE), TSX Alpha Exchange (Alpha), Cboe Canada (Cboe), Nasdaq CXC Limited (Nasdaq), Natural Gas Exchange (NGX) and the Bourse de Montréal. These exchanges offer services in multiple provinces and territories and are subject to regulation by the securities regulatory authorities in the jurisdictions in which they operate. The CSA generally relies on a “lead” regulator model for the oversight of each recognized exchange, whereby one jurisdiction recognizes the exchange while the others exempt the exchange from recognition based on principles of reliance.

The OSC is the lead regulator for TSX Inc., Alpha, Cboe, and Nasdaq, and is co-lead regulator of CSE with the BCSC. The Alberta Securities Commission (ASC) and the BCSC are joint lead regulators for the TSX Venture Exchange. On the derivatives side, the Autorité des marchés financiers (AMF) is the lead regulator for the Bourse de Montréal and the ASC for NGX.

## Clearing Agencies

Since March 1, 2011, clearing agencies carrying on business in Ontario have been required to be recognized by the OSC or to have obtained an exemption from the requirement to be recognized as clearing agencies in Ontario. Clearing agencies which have been recognized by the OSC for operation in Ontario are Canadian Depository for Securities Limited (CDS), Canadian Derivatives Clearing Corporation (CDCC), FundSERV Inc., and LCH Limited.

## Trade Repositories

The OSC has designated Chicago Mercantile Exchange Inc., DTCC Data Repository (U.S.) LLC, ICE Trade Vault, LLC and KOR Financial as trade repositories operating in Ontario. As part of Canada’s commitment to the G20 initiative to reform the practices in the over-the-counter (OTC) derivatives markets, the OSC has implemented OSC Rule 91-507 *Trade Repositories and Derivatives Data Reporting* to improve transparency in the OTC

derivatives market by requiring participants in the market to report certain transaction data to a designated Trade Repository and to impose certain minimum standards on designated Trade Repositories to ensure that they operate in a manner that promotes the public interest.

## Designated Rating Organizations

The OSC has designated DBRS Limited, Fitch Ratings, Inc., Kroll Bonding Rating Agency, LLC (Kroll), Moody's Canada Inc. and S&P Global Ratings Canada as designated rating organizations (DROs) under National Instrument 25-101 *Designated Rating Organizations*. Kroll has only been designated as a DRO for the purposes of the alternative eligibility criteria in section 2.6 of National Instrument 44-101 *Short Form Prospectus Distributions* and section 2.6 of National Instrument 44-102 *Shelf Distributions* for issuers of asset-backed securities to file a short-form prospectus or shelf prospectus, respectively. In Canada, the OSC is the principal regulator of these DROs.

The regulatory oversight regime for DROs recognizes and responds to the role of credit rating agencies (CRAs) in our credit markets, and the role of the CRA-issued ratings which are referred to in securities rules and policies. Under the regime, the OSC has the authority to designate a CRA as a DRO, to impose terms and conditions on a DRO, and to revoke a designation order, or change its terms and conditions, where the OSC considers it in the public interest to do so.

## Benchmarks

Multilateral Instrument 25-102 *Designated Benchmarks and Benchmark Administrators* (MI 25-102) establishes a comprehensive regime for the designation and regulation of financial and commodity benchmarks and those that administer them.

In Canada, the OSC and the AMF have designated Term CORRA as a designated interest rate benchmark and CanDeal Benchmark Administration Services Inc. as its designated benchmark administrator. The OSC and the AMF are co-lead authorities of this designated benchmark.

The Canadian Dollar Offered Rate (CDOR), which had been designated as a critical benchmark and a designated interest-rate benchmark (collectively, the designations) for the purposes of MI 25-102 and Commission Rule 25-501 (Commodity Futures Act) *Designated Benchmarks and Benchmark Administrators*, ceased to be published after June 28, 2024. In connection with CDOR's cessation of publication, the Commission granted a revocation order dated July 17, 2024, revoking the designations.

## Regulation of Issuers – Offerings and Continuous Disclosure

Disclosure of complete, accurate and timely information is the cornerstone of investor protection and efficient capital markets. Subject to certain specified exemptions, issuers are required to prepare and file a preliminary and final prospectus prior to any distribution of securities to the public. The prospectus must contain full, true and plain disclosure of all material facts relating to the securities offered under the prospectus and must be receipted by the Commission.

Public companies (referred to as reporting issuers) must comply with ongoing disclosure obligations. Those obligations include periodic financial reporting (annual and interim), as well as event-driven filings such as material change reports, and business acquisition reports. Requirements that contribute to fair and efficient

markets, such as insider trade reporting, corporate governance requirements, and minority shareholder protection requirements, also form part of public company regulation.

Issuers that rely on a prospectus exemption must comply with the applicable conditions. Depending on the exemption, conditions relate to the nature of the purchasers, limits on the amounts that may be distributed, prescribed disclosure, public float of the issuer and limited ongoing reporting.

Oversight reviews of reporting issuers' offering documents are conducted using a risk-based approach, both when a company initially offers its securities to the public and on an ongoing basis as it continues to give information to the marketplace, to assess compliance with securities law requirements.

Prospectus-exempt distributions do not require prior approval or staff review. The OSC's oversight of issuers in the exempt market is focused on creating awareness of our requirements, monitoring the use of the prospectus exemptions and identifying material non-compliance that may require regulatory intervention.

Investment funds that offer securities to the public must prepare and file a preliminary and final prospectus before distributing their securities. In addition, conventional mutual funds must prepare a Fund Facts document that is required to be delivered to a purchaser prior to the purchase of mutual fund securities. The document provides key information about a fund in plain language and cannot exceed two pages in length. Similarly, exchange-traded funds (ETFs) are required to deliver an ETF Facts document to investors who purchase ETF securities on an exchange.

Publicly offered investment funds are subject to continuous disclosure obligations similar to those applicable to public companies. These investment funds must also comply with product regulations that contribute to investor protection, including investment restrictions, asset custody requirements and security holder voting requirements. Investor protection is further promoted by requiring every publicly offered investment fund to have a fully independent body, an Independent Review Committee (IRC), whose role is to consider all decisions referred to the IRC by the fund manager involving an actual or perceived conflict of interest faced by the fund manager in the operation of the fund.

The OSC also regulates structured products that are securities and sold to retail investors. These structured products are also known as linked notes. Linked notes generally provide investment exposure to public indices and can have various degrees of downside protection and pay-out. Linked note issuers file base-shelf prospectuses and prospectus supplements to distribute these notes. Any novel linked note is subject to the OSC's review before distribution of the note.

## **Regulation of Dealers, Advisers, and Investment Fund Managers**

The regulation of dealers, advisers and investment fund managers is based on registration and ongoing registrant obligations. Registration entails demonstrating that the person or company is suitable for registration with regard to fundamental requirements of integrity, proficiency and solvency. Once registered, a dealer, adviser or investment fund manager must meet ongoing registrant obligations. For example, registered firms must meet certain requirements relating to business conduct (including know-your-client (KYC), know-your-product (KYP), suitability, conflict of interest management and client relationship), and to financial reporting, working capital, insurance and bonding.

Unless an exemption is available, or a discretionary exemption is granted, firms must register in each jurisdiction where they are:

- In the business of trading
- In the business of advising
- Holding themselves out as being in the business of trading or advising
- Acting as an underwriter
- Acting as an investment fund manager

The OSC registers firms in all categories of registration (this function is not delegated to CISO in Ontario).

Individuals must become registered with the OSC if they trade, underwrite or advise on behalf of a registered dealer or adviser, or act as the ultimate designated person or chief compliance officer of a registered firm.

The OSC had already delegated to CISO the registration of individuals who act on behalf of investment dealers. In addition, as of April 1, 2025, the registration of investment dealer and mutual fund dealer firms, and the individuals who act on behalf of mutual fund dealers is delegated to CISO subject to an appropriate framework of enhanced supervision. To facilitate registration and filing in multiple jurisdictions, the CSA developed the National Registration Database and has harmonized the registration filing processes.

Oversight reviews of registrants and certain derivatives market participants are conducted to assess compliance with applicable securities legislation and rules. Registrants are selected for reviews using a risk-based approach for issue-specific compliance reviews, or when registrant-specific concerns are identified.

## Enforcement

Our Enforcement division is responsible for investigating and litigating breaches of the Acts and seeking orders in the public interest before the Commission and the courts. Effective enforcement of Ontario securities laws is fundamental to our mission to protect investors and instill confidence in the capital markets. As part of our ongoing activities, we will be implementing a tougher, and more visible response to capital markets misconduct.

The activities of the Enforcement division include the following:

- Assessment of matters that may constitute a breach of Ontario securities law and referrals for possible investigation and/or disruption activities
- Investigation and prosecution of regulatory enforcement matters, including market abuse matters
- Through the Quasi-Criminal Serious Offences Team (QSOT), and in cooperation with policing partners, prosecute matters involving fraudulent behaviour and recidivism
- Administration of the Whistleblower Program to incentivize the submission of timely, specific and credible tips that lead to impactful regulatory outcomes
- Executing alternative enforcement measures to disrupt alleged ongoing and future misconduct by engaging directly with various stakeholders including subjects, investors, service providers and law enforcement partners. Such measures include issuing warnings and collaborating with domestic and international partners for information sharing and implementing disruption strategies.

The Enforcement division has a partnership with the Ontario Provincial Police Anti-Rackets Branch, as well as working relationships with the RCMP Toronto Integrated Market Enforcement Teams (IMET) and municipal police services to assist with investigating and prosecuting serious violations of the law under Ontario's *Securities Act* and Canada's Criminal Code.

The OSC also works with other securities regulators to share intelligence and provide assistance in investigations of alleged cross-border misconduct. The IOSCO MMOU, signed by 130 securities commissions and governmental bodies, is a key instrument in advancing international co-operation on enforcement matters.

## Governance

The *Securities Commission Act, 2021* continues the Commission as a corporation without share capital and establishes the Board of Directors and the separate positions of Chief Executive Officer (CEO), Chair, and Board Director. It also establishes the Capital Markets Tribunal as a division of the Commission, with an independent Chief Adjudicator and Adjudicators. The Capital Markets Tribunal is the administrative tribunal that is assigned the power to conduct hearings under the *Securities Act* and the *Commodity Futures Act*. The Chief Adjudicator is responsible for supervising and directing the operations of the Tribunal.

### Governance Framework

Although structured as a corporation, the Commission is a regulatory body, and its purpose is mandated by statute. The Commission, unlike a business corporation, does not have shareholders to whom the Board of Directors reports. Instead, the Commission is accountable to the Minister of Finance and, through the Minister, to the Ontario Legislature. The *Securities Commission Act, 2021* outlines the basic governance and accountability structure for the Commission. It requires the Commission to provide the Minister with any information about its activities, operations and financial affairs that the Minister requests, including an Annual Report.

As a board-governed agency of the Government of Ontario, the Commission is subject to the Agencies and Appointments Directive (AAD), which sets out the accountability framework with the Government of Ontario and provides rules for appointment and remuneration of the Board Directors and Capital Markets Tribunal Adjudicators.

The AAD requires the Commission to enter into an MOU with the Minister of Finance. The MOU is a governance document that sets out key accountabilities of the Ministry and the Commission, including the roles and responsibilities of the Minister, Deputy Minister, Board Chair, Board, and CEO under the AAD. The MOU remains in effect until it is revoked or replaced by a subsequent MOU signed by the parties. The MOU must be reviewed and signed by the Minister and Board Chair. The MOU must also be acknowledged and signed by the Deputy Minister and Chief Executive Officer. Upon a change in one of the signatories, the newly appointed individual must review and sign the MOU no later than four months from the new appointment.

### The Board of Directors

#### Composition

The Commission may have a maximum of twelve Board Directors. The *Securities Commission Act, 2021* together with By-Law No. 1 provides that the Board be composed of at least three and not more than eleven individuals appointed by the Lieutenant Governor in Council, plus the full-time CEO.

As of February 6, 2025, the Board is composed of nine Board Directors: Kevan Cowan (Board Chair), Mary Anne De Monte-Whelan, Jennifer Fang, David R. Lewis, Kelley McKinnon, Patricia Olasker, Hari Panday, D. Grant Vingoe (CEO), and Steven R. Wolff.



## Functions of the Board

The Board of Directors oversees adherence to the principles established by the Government of Ontario, the MOU, the *Public Service of Ontario Act, 2006* and the OSC's Code of Conduct relating to ethical behaviour, accountability, excellence in management, wise use of public funds, high-quality service to the public, and fairness in the marketplace. The Board is responsible for the overall stewardship of the Commission, including strategic planning and annual business planning and budget, financial review, reporting and disclosure, risk assessment and internal controls, and board governance. The Board appoints the CEO and is responsible for reviewing the CEO's performance annually.

The Board holds regulatory and governance meetings with management and staff of the Commission. Through regular and special regulatory meetings, the Board reviews and approves regulatory initiatives, policies and rules, and discusses general oversight of the capital markets. Through quarterly and special governance meetings, the Board manages or supervises the management of the OSC's affairs, other than matters relating to the Capital Markets Tribunal's adjudicative functions. At both regulatory and governance meetings, the Board holds closed sessions with and without the CEO and the Corporate Secretary.

The Board of Directors does not have any oversight of the Capital Markets Tribunal's adjudicative functions. The adjudicative functions of the Capital Markets Tribunal include presiding over, deciding, and issuing reasons and orders in Capital Markets Tribunal proceedings, and the Chief Adjudicator's related functions. These related functions include:

- Adjudicator recruitment, orientation, training and education
- assigning Adjudicators to hearings
- overseeing, monitoring, and evaluating Adjudicator performance
- setting service standards relating to Tribunal proceedings
- ensuring an appropriate orientation and training framework is in place for Governance & Tribunal Secretariat staff who support the Tribunal

## Appointment of Independent Board Directors

The Board Directors, other than the CEO, are independent of management and are appointed by the Lieutenant Governor in Council on the recommendation of the Minister of Finance. Though they are part-time appointees, they devote as much time as necessary to perform their duties. Candidates for appointment are recommended to the Minister by the Board Chair following a recruitment process led by the Governance and Nominating Committee of the Board. The Committee regularly reviews the qualifications, attributes, skills and experience of the Board Directors to ensure that Board Directors, individually and collectively, meet the standards necessary to exercise their responsibilities effectively. The Committee applies a competency matrix to identify any gaps in attributes, skills and qualifications that may arise due to an upcoming vacancy on the Board.

Appointments and reappointments are made in accordance with the AAD, the MOU and the procedures of the Public Appointments Secretariat of the Government of Ontario. In accordance with the AAD, government appointments will respect the needs of the entity to which they have been appointed but will also reflect the diversity of the people in Ontario and the need to deliver services and decisions in a professional, ethical and competent manner.

The AAD provides that a person appointed to a regulatory agency will serve an initial appointment for a period of up to two years and may be eligible for reappointment for a second term of up to three years and a third



term of up to five years. The Board has adopted a practice to recommend the reappointment of eligible independent Board Directors for additional terms that result in an overall term of no more than six years.

## Capital Markets Tribunal

### Composition

The *Securities Commission Act, 2021* provides that the Capital Markets Tribunal be composed of at least nine Adjudicators appointed by the Lieutenant Governor in Council. On recommendation of the Minister of Finance, the Lieutenant Governor in Council designates a Chief Adjudicator from among the appointed Adjudicators. The Chief Adjudicator reports to the Board of Directors of the Commission about operational and administrative matters of the Tribunal. In order to maintain the Tribunal's independence, that reporting does not include matters related to the Tribunal's adjudicative functions. Neither the Chief Adjudicator nor any other of the Adjudicators holds any other position within the Commission.

As of February 6, 2025], there are 12 Adjudicators, including the Chief Adjudicator, Tim Moseley. The other 11 Adjudicators are: Sandra Blake; Andrea Burke; Mary Condon; Geoffrey D. Creighton; James D.G. Douglas; William (Bill) Furlong; Hon. Russell G. Juriansz; Dale R. Ponder; Cathy Singer; Jane Waechter, and M. Cecilia Williams.

### Functions of the Tribunal

The Capital Markets Tribunal is an independent division of the Ontario Securities Commission established by the *Securities Commission Act, 2021*. The Tribunal has exclusive jurisdiction to exercise the powers conferred on it under the *Ontario Securities Act* and the *Commodity Futures Act*, and to determine all questions of fact or law in any proceeding before it under those Acts.

### Appointment of Adjudicators

Adjudicators, including the Chief Adjudicator, are appointed by the Lieutenant Governor in Council on recommendation of the Minister of Finance.

The Chief Adjudicator oversees Adjudicators and monitors their performance, as appropriate and in a manner consistent with best practices for Ontario's adjudicative agencies. The Chief Adjudicator is responsible for providing advice or recommendation to the Minister on candidates for appointment or reappointment to the Tribunal.

The *Securities Commission Act, 2021* provides that the initial term of an Adjudicator's appointment shall not exceed five years. Adjudicator appointments and reappointments are also subject to the AAD, which provides that a person appointed to an adjudicative tribunal or regulatory agency will serve an initial appointment for a period of up to two years and may be eligible for reappointment for a second term of up to three years and a third term of up to five years.

### Corporate Secretary & Vice President, Governance & Tribunal Secretariat

Under By-law No. 1, the Board appoints the Corporate Secretary in consultation with the CEO and the Chief Adjudicator. The Corporate Secretary is responsible for oversight and leadership of the governance framework and reports to the General Counsel & Executive Vice President, Legal and Governance and separately to the Chief Adjudicator for matters relating to the Capital Markets Tribunal's adjudicative functions.

# Operations

## Organization, Structure and Resources to Meet Objectives

To facilitate the execution of our strategy, the OSC implemented a new organizational structure, effective April 1, 2024. The new structure better aligns our functional capabilities with the markets we regulate, while enabling us to deal with complex, interrelated matters in a faster and more effective manner. It also streamlines some of our regulatory functions and creates more interconnected teams.

The CEO is responsible for the management and administration of the OSC, other than matters relating to the Capital Markets Tribunal's adjudicative functions. The CEO also serves as a member of the Board of Directors and is responsible for managing the day-to-day regulatory, operational, financial, analytical and administrative affairs of the Commission.

The OSC is supported by the five Executive Vice Presidents (EVPs) who report to the CEO:

- Executive Vice President, Regulatory Operations
- Executive Vice President, Strategic Regulation
- Executive Vice President, Enforcement
- General Counsel and Executive Vice President, Legal and Governance
- Executive Vice President, Chief Operating Officer and Chief of Staff

The Regulatory Operations portfolio, reporting to the EVP, Regulatory Operations, is comprised of:

- Corporate Finance
- Investment Management
- Registration, Inspections and Examinations
- Trading and Markets

The Strategic Regulation portfolio, reporting to the EVP, Strategic Regulation, is comprised of:

- Economic Growth and Innovation
- Investor Office
- Thought Leadership

The General Counsel, Legal and Governance portfolio, reporting to the General Counsel and EVP, Legal and Governance, is comprised of:

- General Counsel's Department
- Governance and Tribunal Secretariat

The Enforcement portfolio, reporting to the EVP, Enforcement, is devoted to Enforcement.

The Business Operations portfolio, reporting to the EVP, Chief Operating Officer and Chief of Staff, is comprised of:

- Human Resources
- Information Security
- Information Services and Digital Solutions

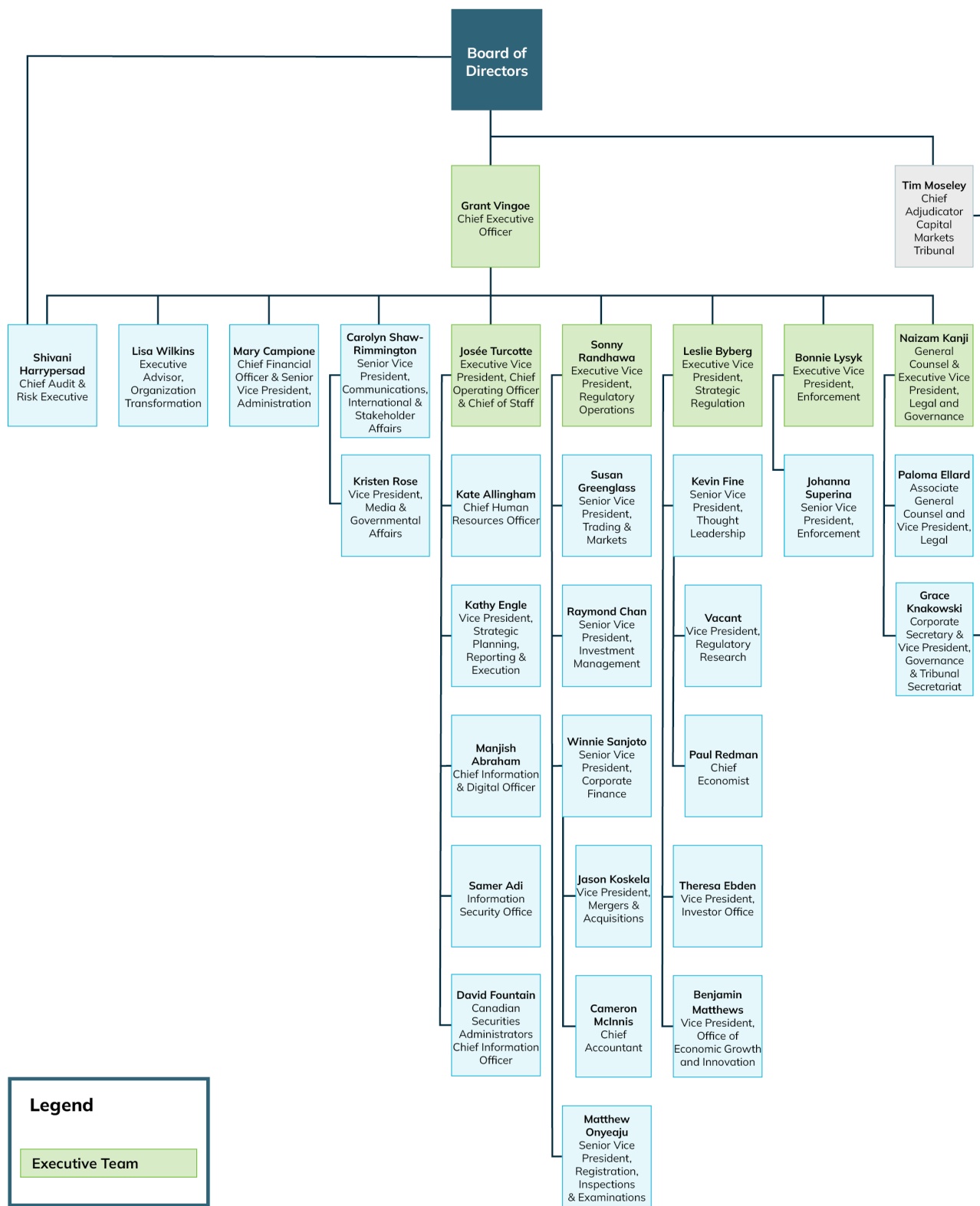
- Strategic Planning, Reporting and Execution

Other functions, reporting directly to the CEO, include:

- Communications, International and Stakeholder Affairs
- Finance and Administration
- Organization Transformation

Audit and Risk reports functionally to the Audit and Finance Committee in respect of the internal audit function and administratively to the CEO. The risk function is presently a management function reporting to the CEO with risk oversight exercised by the Risk Committee.

The Capital Markets Tribunal, a division of the OSC, has full independence with respect to its adjudicative functions. The Chief Adjudicator, who is responsible for supervising and directing the operations of the Tribunal, does not hold any other position with the OSC. The Chief Adjudicator is accountable to the Chair of the Board for the Tribunal's performance in fulfilling the Board's administrative directions. The Board does not have any oversight of the Tribunal's adjudicative functions.



Note: The above represents the OSC organizational structure as at February 6, 2025. The most current OSC organizational structure can be found at <https://www.osc.ca/en/about-us/role-osc/our-structure>.

## Regulatory Operations

**Corporate Finance** – The Corporate Finance Division is responsible for regulating issuers (other than investment funds) in the capital markets. The division consists of three departments:

- The **Corporate Finance Department** reviews public distributions of securities, exempt market activities and continuous disclosure of reporting issuers, and leads issuer-related policy initiatives. The department is also responsible for supervising insider reporting, regulating credit rating agencies and overseeing the listed issuer function for OSC recognized exchanges.
- The **Department of Mergers and Acquisitions (M&A)** is responsible for matters relating to takeover bids, issuer bids, business combinations, related party transactions and significant acquisitions of securities of reporting issuers.
- The **Department of the Chief Accountant** supports the OSC in creating and promoting a high-quality framework for financial reporting by issuers and other market participants.

**Investment Management** – The Investment Management Division is responsible for regulatory policy for investment fund managers (IFMs), portfolio managers (PMs) and the investment products and services that they offer. This includes policy development relating to the registration, ongoing operations and conduct of IFMs and PMs, as well as operational and disclosure requirements for investment funds. The division's other key regulatory activities consist of prospectus reviews, continuous disclosure reviews, and the consideration of applications for exemptive relief from regulatory requirements.

**Registration, Inspections and Examinations** – The Registration, Inspections and Examinations Division is responsible for the registration and ongoing supervision of firms and individuals who are in the business of trading in, or advising on, securities or commodity futures and firms that manage investment funds in Ontario. The division also provides tools to help registrants with their compliance obligations through its Registrant Outreach Program, including the Topical Guide for Registrants and educational webinars.

**Trading and Markets** – The Trading and Markets Division is responsible for regulating market infrastructure entities in Ontario (including exchanges, alternative trading systems (ATs), self-regulatory organizations (SRO), investor protection funds, clearing agencies and trade repositories) as well as overseeing over-the-counter derivatives regulation and data analysis, crypto asset trading platforms, and dealer policy development and implementation. The division also develops policy relating to market structure, clearing and settlement and fixed income.

## Strategic Regulation

**Economic Growth and Innovation** – Economic Growth and Innovation is a department responsible for leading the OSC's efforts to support innovation and economic growth in Ontario's capital markets. The Economic Growth and Innovation Office drives initiatives and programs, such as OSC LaunchPad and OSC TestLab, that focus on facilitating economic growth and innovation by effectively engaging with a broad range of external stakeholders involved in early-stage capital raising for businesses in Ontario, and in innovation that supports thriving capital markets.

**Investor Office** – The Investor Office is a department that sets the strategic direction and leads the OSC's efforts in investor engagement, education and outreach. The Office develops investor policy; plays a key role in the oversight of the Ombudsman for Banking Services and Investments; and provides leadership at the OSC in

improving the investor experience. The Office also supports both investors and market participants through the Inquiries and Contact Centre.

**Thought Leadership** – The Thought Leadership Division monitors the regulatory horizon for emerging trends and connects with a broad range of stakeholders to foster an open dialogue, share ideas, and challenge thinking to support more responsive and effective regulation. The Division brings perspectives from economic and market research, behavioural insights, data analytics, and policy expertise to support the OSC in being a trusted and influential presence in the regulation of complex capital markets.

## General Counsel, Legal and Governance

**General Counsel's Department** – The General Counsel's Department (GCD) is an advisory department that provides in-house legal, policy, strategy and risk-management advisory services to the OSC. The GCD collaborates with staff across the organization on policy development and strategic initiatives, including providing litigation support to the regulatory divisions in opportunities to be heard and transactional matters before the Capital Markets Tribunal. The GCD is responsible for regulatory compliance and supports the OSC Ethics Executives in their oversight of organizational integrity and ethical conduct. The GCD provides advice and support to the OSC in its dealings with the Ministry of Finance, other regulators and governments.

**Governance and Tribunal Secretariat** – The Governance and Tribunal Secretariat provides legal and governance advice, education, and professional support to the Commission's Board of Directors and separately to Adjudicators of the Capital Markets Tribunal. The Secretariat oversees the OSC's governance framework and administers the Capital Markets Tribunal.

## Enforcement

**Enforcement** – The Enforcement Division supports the OSC in delivering fair, vigorous, visible, and timely enforcement. The Enforcement Division investigates and litigates breaches of the Ontario Securities Act and Commodity Futures Act and seeks orders in the public interest before the Capital Markets Tribunal and the courts. Enforcement team members work closely with other securities regulators, self-regulatory organizations, and law-enforcement agencies to enhance initiatives to deter and disrupt misconduct. The Enforcement Division also administers the OSC Whistleblower Program which pays awards of up to \$5 million for tips that result in impactful enforcement action. A strong enforcement presence assists in protecting investors from unfair, improper, or fraudulent practices and fostering fair and efficient markets.

## Business Operations

**Human Resources** – The Human Resources Division oversees functions including organizational development, compensation and workplace benefits, employee health and wellness programs, recruitment, and Inclusion & Diversity programs. The mandate of Human Resources is to establish and sustain a foundation for the responsible stewardship of OSC resources supporting organizational effectiveness and productivity through the overall design and implementation of a positive employee experience.

**Information Services and Digital Solutions** – The Information Services and Digital Solutions Division (ISDS) empowers the OSC to achieve its mandate by providing the organization with trusted and reliable IT operations and services. The division leads the digital transformation of OSC business operations by:

- developing data driven business solutions leveraging novel technologies;

- modernizing business platforms and processes;
- digitizing business operations and developing user-centric service models;
- establishing service analytics and supporting reporting needs; and
- ensuring data accessibility, quality, and standardization with fit-for-purpose data governance.

ISDS also ensures the OSC's enforcement activities are supported with superior digital and data capabilities and that divisions across the OSC have access to advanced analytics and data science services.

**Information Security** – The Information Security Office (ISO) is dedicated to safeguarding the organization's information assets and supporting its digital transformation. The ISO's primary objectives include protecting the OSC's data to mitigate reputational risks, aligning with the digital strategy to ensure robust security controls, and fostering a culture of security awareness among employees. Key areas of focus include:

- developing data driven business solutions leveraging novel technologies;
- implementing a comprehensive governance framework; and
- continuously assessing and mitigating security risks, designing a security architecture aligned with the NIST Cybersecurity Framework, ensuring effective security control monitoring and prompt incident response, promoting security awareness and compliance among employees, and managing security product procurement and vendor relationships.

Through these efforts, the ISO aims to enhance the OSC's security posture and support its strategic goals.

**Strategic Planning, Reporting and Execution** – The Strategic Planning, Reporting and Execution Department is responsible for leading strategic planning and enterprise-wide business planning; guiding project prioritization and execution as well as overseeing the project portfolio and monitoring corporate performance; and reporting on progress to the Board, Ministry of Finance and the public.

## Other Functions

**Audit and Risk** – The Chief Audit and Risk Executive is responsible for the OSC's enterprise risk management (ERM), internal audit, and business continuity planning functions, and reports functionally to the Audit and Finance Committee of the Board as it relates to internal audit, and to the CEO on all other matters. This role is critical in ensuring that the organization identifies, evaluates, and mitigates risks that could impact regulatory goals and objectives. At the strategic level, the role helps enable a risk-based approach into balancing different elements of the OSC mandate.

**Communications, International and Stakeholder Affairs** – The Communications, International and Stakeholder Affairs (CISA) Division plays an integral role in advancing the OSC's position domestically and globally as a trusted and influential voice on capital markets. The division works to uphold public confidence in the OSC's work and Ontario's capital markets by facilitating strong relationships with stakeholders and regulatory partners, alignment with government priorities and international standards, and the effective communication of OSC priorities, policies, and actions. The CISA team engages internal, external, domestic, and international stakeholders through direct outreach, policy forums, executive thought leadership, corporate reporting materials, website and enterprise social media channels. CISA supports the Commission's accountability to the Government of Ontario and the Minister of Finance, advises on key developments in other jurisdictions, promotes regulatory cooperation and information-sharing to improve cross-border supervision, and supports the development of global regulatory standards.

***Finance and Administration*** – The Finance and Administration Division exercises leadership through its strategic allocation of financial resources and managing of financial risks proactively to meet OSC regulatory responsibilities. The division provides financial management and analysis, budgeting and forecasting, treasury, procurement and contract management services. In addition, the division is responsible for Administration, providing workplace design and facilities management services. Assurance over financial reporting is provided through the design and maintenance of effective controls.

***Organization Transformation*** – The Organization Transformation function provides advice and guidance to the CEO, and the Executive Team, on all aspects of organization transformation, and facilitates organization transformation and the application of change management strategies to realize the benefits of the organization restructure and to support the implementation of the OSC Strategic Plan. Organization Transformation works with senior leaders across the OSC to embed transformational principles in enterprise initiatives and operations, creating opportunities for ongoing improvement, scalability, and sustainability.



## Total Permanent Positions for Fiscal 2025-2026

	# of positions
<b>Regulatory Operations</b>	
Corporate Finance	86
Investment Management	42
Trading and Markets	60
Registration, Inspections, and Examinations	83
<b>Strategic Regulation</b>	
Economic Growth and Innovation	10
Investor Office	25
Thought Leadership	31
<b>General Counsel, Legal and Governance</b>	
General Counsel's Department	20
Governance and Tribunal Secretariat	15
<b>Enforcement</b>	168
<b>Business Operations</b>	
Strategic Planning, Reporting & Execution	9
Human Resources	22
Information Services and Digital Solutions	96
Information Security Office	3
<b>Audit and Risk</b>	6
<b>Communications, International and Stakeholder Affairs</b>	29
<b>Finance and Administration</b>	28
<b>Organization Transformation</b>	2
<b>Executive Offices <sup>2</sup></b>	11
<b>Capital Markets Tribunal<sup>3</sup></b>	2
<b>Total Approved Permanent Positions as of April 1, 2025</b>	<b>748</b>

<sup>2</sup> Chief Executive Officer, EVP Regulatory Operations, EVP Strategic Regulation, General Counsel and EVP Legal and Governance, Executive Vice President, Chief Operating Officer and Chief of Staff, EVP Enforcement and their Executive Administrators, and two reserved positions.

<sup>3</sup> Inclusive of the Capital Markets Tribunal Executive, the Chief Adjudicator

# Strategic Direction

The six-year Strategic Plan outlined earlier is the result of a careful review to rethink how we regulate and where we should focus to achieve the best outcomes for our stakeholders. The following represents the six strategic goals that underpin our work, serving as a roadmap for our annual business planning process:

1. Quickly deliver effective regulatory actions in anticipation of emerging trends
2. Enhance the experience of individual investors
3. Dynamically right-size regulation informed by changing needs, risks and practices in Ontario and globally
4. Implement a tougher, and more visible response to capital markets misconduct
5. Foster conditions for capital formation and innovation in both public and private markets
6. Strengthen OSC's position as a trusted and influential voice in Canadian capital markets

## Current and Future Programs and Activities

As part of the annual business planning process, the OSC identifies initiatives for the upcoming year that will be undertaken toward achieving our strategic goals outlined in the Strategic Plan, and activities to sustain our day-to-day operations.

The business planning process was informed by expectations set out in the Annual Letter of Direction, internal consultations, recommendations from the Ontario Government's Capital Markets Modernization Taskforce (2021), and the annual stakeholder consultation on the OSC's Statement of Priorities.

All detailed initiatives and activities are included in the detailed business plans of relevant divisions and departments and supported by our strategic goals and priority initiatives.

### Core Regulatory Operations

The vast majority of OSC staff resources continue to be committed to its fundamental core regulatory operations, providing stability, transparency, and continuity in the regulation of Ontario's capital markets.

Our core regulatory operations encompass three main categories of activities:

#### Authorizations (recepting, registration, and recognition)

- Review and recepting of prospectuses in connection with corporate finance and investment funds and structured products public offerings
- Registration of firms and individuals in the categories of dealers, portfolio managers, investment fund managers and commodity categories
- Recognition, designation and exemption of market infrastructure entities, credit rating organizations and benchmark administrators
- Exemptive relief applications by a range of market participants including corporate finance reporting issuers, investment funds, registrants, and market infrastructure entities.

## Compliance/Oversight/Supervision

- Compliance reviews of registrants, including pre-registration reviews, topical sweeps and for cause reviews
- Registrant conduct oversight including denials of registration, the imposition of terms and conditions and suspensions of registrations in appropriate cases and subject to first providing the applicant or registrant with an opportunity to be heard
- Outreach to market participants
- Continuous disclosure review programs for both corporate finance reporting issuers and investment fund issuers
- Ongoing compliance and monitoring of investment funds operational requirements
- Real time review programs to assess disclosures and compliance with applicable requirements for take-over bids and related party transactions, as well as staff participation in contested merger and acquisition (M&A) hearings before the Capital Markets Tribunal when necessary
- Compliance oversight of derivatives dealers and derivatives market participants with respect to business conduct, derivatives trade reporting and clearing requirements.
- Compliance reviews of issuer offering documents and registrants participating in the exempt market, including syndicated mortgages
- Oversight of designated credit rating organizations
- Ongoing monitoring and compliance reviews of periodic filings with the OSC including insider reports on System for Electronic Disclosure by Insiders (SEDI) and reports of exempt distribution
- Activities to support systemic risk management and contribute to financial stability
- Market infrastructure oversight, including recognition, designation, exemption and ongoing oversight of various entities including self-regulatory organizations, exchanges, alternative trading systems, trade repositories, clearing agencies and designated entities that comprise the market infrastructure ecosystem
- Oversight of the listed issuer function for OSC-recognized exchanges
- Oversight of designated rating organizations and designated benchmark administrators
- Oversight of the Ombudsman for Banking Services and Investments (OBSI) to assess whether it continues to meet expected standards concerning, among other things, governance and transparency obligations.

## Enforcement

- Assessment of matters that may constitute a breach of Ontario securities law and referrals for possible investigation and/or disruption activities
- Investigation and prosecution of regulatory enforcement matters, including market abuse matters
- Through the Quasi-Criminal Serious Offences Team (QSOT), and in cooperation with policing partners, prosecute matters involving fraudulent behaviour and recidivism
- Administration of the Whistleblower program and coordinating international cooperation efforts with other regulators, including developing international disruption methods.

## Key Priorities and Activities

Our Strategic Plan serves as the foundation for the initiatives we will pursue going forward. As this Business Plan captures the activities we intend to undertake in 2025-2026, it reflects only a portion of the activities that we will undertake over the six-year life of the Strategic Plan.

The Business Plan outlines the key priorities and activities on which the OSC intends to focus its resources in fiscal 2025-2026, above and beyond our core regulatory operations outlined above. Many of these key priorities will include activities which span multiple years and will collectively contribute to achieving the strategic outcomes outlined in our Strategic Plan. As certain prior year initiatives are completed or move to the implementation phase, they are no longer separately reflected as key priorities but are considered part of our core regulatory and operational work.

Before finalizing the Business Plan, the OSC publishes the proposed priorities for the upcoming fiscal year in the Statement of Priorities (SoP) for stakeholder comment. The OSC considers stakeholder comments and makes any necessary revisions prior to finalizing and publishing the final priorities within the Business Plan.

As part of our commitment to quickly deliver effective regulatory actions in anticipation of emerging trends, we will closely monitor evolving market developments and geopolitical conditions and may adjust our priorities, as needed.

While our Strategic Plan serves as the foundation for the initiatives we will pursue going forward, several of the key priorities included are multi-year initiatives continuing from previous fiscal years. As certain prior year initiatives are completed or move to the implementation phase, they are no longer separately reflected as key priorities but are considered part of our core regulatory and operational work.

# Details of Key Priorities and Activities

## Goal 1: Quickly Deliver Effective Regulatory Actions in Anticipation of Emerging Trends

To support growth, integrity and resilient capital markets against a backdrop of accelerated change, we need to stay ahead of critical developments and respond to immediate risk of harm to investors and markets, while we develop a more comprehensive response.

By implementing a systematized approach to identifying, assessing, and responding to trends, we will become more proactive and improve our ability to anticipate developments and act decisively. To provide protection in a timely manner, we will manage the risks of acting on incomplete information with increased transparency, agility, and iterative methods.

As we think of the range of regulatory actions, we believe that influence, advocacy, collaboration, and education will complement our traditional policy-driven approach. We will have rich, deep, and meaningful engagement with various stakeholders, to share research and intelligence but also to influence outcomes in adjacent jurisdictions.

Our efforts in this area will be guided toward the following outcomes:

1. Emerging trends in capital markets are regularly identified and analyzed
2. Timely decisions are made on appropriate regulatory responses to new developments in the market
3. Regulatory certainty fosters prudent innovation in Ontario
4. Investor losses related to underappreciated risks involving new trends are minimized

### Key priorities and activities in fiscal 2025-2026 to advance this goal:

1. We will enhance our **horizon-scanning** and **research** capabilities to help us identify, assess and monitor emerging trends and to act faster in our regulatory responses. Based on the implementation of these enhanced capabilities we will conduct research into selected emerging trends, which could include further study of the impacts of artificial intelligence (AI) on the capital markets and research related to capital raising including costs, access, and potential new financial instruments.
2. To aid us in the identification of and response to emerging trends, we will enhance our **stakeholder engagement**, by building and exploring new and existing partnerships with other regulators and entities, including HOA.
3. We will continue our strategy and cross-disciplinary approach to **artificial intelligence** with a view to responding quickly to the deployment of AI systems, helping enable responsible innovation and modernizing regulation. The OSC will continue to actively engage and work collaboratively on international and domestic working groups including the IOSCO Fintech Task Force, CSA AI Working Group, and the Financial Industry Forum on Artificial Intelligence. By conducting research, engaging with stakeholders, and building on CSA Staff Notice 11-348, we will determine whether additional guidance or rule changes should be made to support the responsible adoption of AI systems in capital markets.

4. Our focus on **crypto asset trading platforms (CTPs)** will include: continuing to work with the Canadian Investment Regulatory Organization (CIRO) and CTPs as they transition to investment dealer registration and CIRO membership, continue to assess how value-referenced crypto assets (also labelled as stablecoins) should be regulated, and assessing the potential regulation of decentralized finance and crypto-related businesses whose characteristics are similar to those provided by regulated entities in the capital markets.
5. We will continue our leadership role on the International Organization of Securities Commissions' (IOSCO) sustainable taskforce steering group, including co-leading the workstream on **green finance** innovation. The international research and engagement will inform our understanding of the sustainable bond market in Canada and how it will fit into our regulatory ecosystem. For further information about our approach to sustainable finance, please refer to our publication *Insights on the OSC Staff's Approach to Sustainable Finance*.

## Goal 2: Enhance the Experience of Individual Investors

At the heart of this goal is building confidence in our capital markets as a driver of growth and a means of economic opportunity for a broad range of investors. Investor protection is critical to our work and our mandate, and a crucial part of the overall investor experience. A positive and engaging investor experience underpins vibrant and growing capital markets. By placing a more deliberate and targeted focus on the specific needs of different types of investors, we can help to facilitate their engagement with our markets and support them in navigating the increasingly complex investing landscape.

Different segments of the investor community are facing unique risks, challenges and opportunities. As a forward-looking regulator, we will apply a tailored approach to addressing the concerns of different segments of the investor community.

Investor outreach, through direct and partner channels, especially for underserved communities, will be a key pillar of our strategy. In addition, behavioural science will continue to support our policies and programs aimed at enhancing investor protection in the face of evolving threats and supporting investors in making informed choices.

Our efforts in this area will be guided toward the following outcomes:

1. Investors are positioned to make better life-cycle investment decisions
2. A robust investor redress system is in place
3. Investors and advisors have a better understanding of financial and securities markets
4. Regulatory and structural barriers to efficient investing are minimized
5. Investor harm is reduced

## Key priorities and activities in fiscal 2025-2026 to advance this goal:

1. We will continue to advance opportunities for investors to obtain redress, including:
  - Implementing a new, statutory **disgorgement framework** to more efficiently distribute money received by the Commission under disgorgement orders to harmed investors.
  - Consulting further on a regulatory framework for an independent dispute resolution service, anticipated to be the **Ombudsman for Banking Services and Investments**, to make binding compensation decisions, including an enhanced regulatory oversight regime that is commensurate with binding authority.

2. We will deepen our understanding of individual **investor challenges and opportunities** by identifying priority investor segments and developing methods to analyze the investor experience in those segments. This will assist us in addressing gaps and exploring partnership opportunities to more effectively reach these segments. Our work will include assessing the effectiveness of tools and guidance introduced to enhance protection of older and vulnerable investors, and determining whether modifications or other steps are recommended to enhance their effectiveness.
3. We will strengthen our mechanisms to evaluate the effectiveness of our **educational and outreach programs**, focusing on measuring outcomes and maximizing impact.
4. We will continue to assess current OSC investor-facing processes for alignment with **behavioural science**, prioritizing high-impact areas such as the Inquiries and Contact Centre. We will also work to embed behavioural science early in the development of our new policies, and other actions that impact investors.
5. Limited competition can have an adverse effect on service offerings in certain distribution channels. The evolution of the **Client Focused Reforms** has led to an enhanced understanding of what investors may expect from their registrants. We will continue to focus on the quality of service obtained by investors and the choices available to them, as well as the proficiency of advisors and conflicts of interest, including those related to the firm's product shelves.
6. We will continue to work with CRO to clarify the ability of **order execution only** firms to provide **non-tailored advice** to meet the needs of Do-It-Yourself investors while not diluting the value of robust established advice channels or creating unnecessary confusion.
7. We will assess the results of our consultation to inform the development of a framework that could form the basis for a **long-term asset fund** regime in Ontario to facilitate retail investors gaining exposure to longer term, less liquid assets.
8. We will continue to review the **early warning reporting** regime to consider whether the current scope of disclosure requirements for equity derivatives and their use under the take-over bid regime are appropriate. We will also consider other updating amendments related to take-over bids and issuer bids. We plan to publish proposed amendments and/or policy guidance for comment and then consider comments received to determine final changes.

### Goal 3: Dynamically Right-Size Regulation Informed by Changing Needs, Risks, and Practices in Ontario and Globally

For businesses to thrive in Ontario, they need a regulatory environment that is tailored to their specific industry in the context of the Canadian economy and global trade flows, and one that is current, relevant, and easy to navigate. As the OSC and other global regulators and standard setters respond on multiple fronts to increasing complexity and change, we must ensure that all elements of our regulatory framework remain consistent, risk-informed, and relevant.

By implementing a systematic approach to continually review our regulations for proportionality and relevancy, we will ensure continuous modernization of our regulatory actions without sacrificing fundamental investor protections.

We aim to fulfill our mandate in a way that protects investors and market integrity while still enabling our markets the freedom to perform their function of allocating capital to suitable opportunities.

As markets become more complex, technology-driven and globally integrated, it is a challenge to guard against emerging risks while keeping regulatory compliance manageable for market participants. We need to consider our actions carefully to ensure our markets remain competitive and informed by broader forces and regulatory trends.

We will also examine the roles and interactions among Canadian regulatory authorities overseeing capital markets to support optimal allocation of responsibilities and a streamlined experience for Ontario's businesses and investors.

Our efforts in this area will be guided toward the following outcomes:

1. The Ontario market is more attractive to diverse groups of businesses and investors
2. Regulatory actions are effectively assessed for appropriateness and effectiveness
3. Undue burden for market participants is reduced
4. The OSC plays a leading international role influencing the global regulatory agenda and outcomes to align with the needs of Ontario's capital markets
5. The OSC responds more effectively to international and cross-border developments that impact the capital markets
6. Regulatory responsibilities are optimally allocated between the OSC and other regulators, including CIRO

## Key priorities and activities in fiscal 2025-2026 to advance this goal:

1. To leverage the pan-Canadian regulatory framework, we will:
  - Work towards **re-aligning** certain functions between OSC and **CIRO**, to promote improved and streamlined regulation of securities dealers, the better allocation of resources across the regulatory ecosystem and to support enhanced investor protection. Phase 1 will achieve the successful delegation of the registration function for firms in the investment dealer registration category and for firms and individuals in the mutual fund dealer registration category from the OSC to CIRO. Phase 2 will consider delegation of additional registration functions. Both Phases will also consider enhanced oversight by the OSC on the additional registration functions delegated to CIRO.
  - Continue our supervision of **market intermediaries** and work with other members of the **Heads of Regulatory Agencies** in contributing to the stability of the financial system.
  - Continue to work together with the **Canadian Public Accountability Board** to enhance the quality and timeliness of our information sharing with a goal of responding to risks in Canadian capital markets on a more efficient basis.
2. To advance **access models** for corporate finance and investment fund issuers, we will continue to:
  - Consider stakeholder feedback and publish final amendments to implement an access model for annual financial statements, interim financial reports and related management's discussion & analysis appropriate for corporate finance issuers.
  - Consider stakeholder feedback and republish for comment proposed amendments to implement an access model specific to investment fund issuers.
3. We will consider how best to reference the **climate-related** standards adopted by the Canadian Sustainability Standards Board to facilitate the disclosure of accurate and material disclosures concerning climate risks and opportunities by reporting issuers.



4. We will communicate a decision regarding whether we will be proceeding, in the near-term, with governance changes pertaining to **board nominations, board renewal and diversity**.
5. We will continue to develop an OSC action plan for truth and reconciliation and work to engage **Indigenous** communities and organizations on issues relevant to Indigenous participation in capital markets.
6. To advance a regulatory framework that is appropriate for the sustained growth and innovation in the **exchange-traded fund (ETF)** industry, we will publish a CSA policy consultation supported by trading research to discuss areas unique to ETF trading and their unit creation process.

## Goal 4: Implement a tougher and more visible response to capital markets misconduct

With fast-paced changes in technology and financial innovation come increased opportunities for sophisticated and far-reaching financial misconduct. To safeguard investor confidence, now more than ever regulators need to demonstrate that they have the tools and the capabilities to identify and deal with wrongdoing, including securities fraud.

Our ability to effectively address misconduct underpins key areas of our work including investor protection, market transparency and efficiency, and systemic risk prevention. To protect against future threats, we need to foster innovative ways of strengthening every aspect of our enforcement-related activities, from detection and deterrence through to sanctions and collections.

Our efforts in this area will be guided toward the following outcomes:

1. Serious financial crimes are prosecuted vigorously
2. The number of impactful administrative proceedings is increased
3. The OSC's reputation as an effective enforcer is enhanced, including on novel or sophisticated files
4. Improved regulatory compliance and deterrence of misconduct in both private and public markets
5. The OSC's collection rate is increased

### Key priorities and activities in fiscal 2025-2026 to advance this goal:

1. We will continue to focus our enforcement efforts on **high-impact cases**, including fraud, securities violations involving crypto assets, misleading financial and non-financial disclosures, market abuse and registrant misconduct.
2. To support our enforcement activities and achieve impactful collaborations, we will build new, and enhance existing, **enforcement partnerships**.
3. We will review and continue to **optimize technology** and seek to strengthen OSC **enforcement powers** working with governments and law enforcement authorities.
4. We will use additional strategies and tools to **disrupt harm** earlier and deter bad actors seeking to operate in our markets and victimize Ontario investors.

## Goal 5: Foster conditions for capital formation and innovation in both public and private markets

As the Ontario government works to ensure Ontario remains one of the leading financial markets globally, we will continue to monitor capital formation trends and flows and seek to foster a regulatory environment that is supportive of innovation and growth, in a manner that is consistent with our mandate of investor protection.

Fostering an environment that encourages investment and is welcoming to new products, services and methods is one of the ways we can help enable the conditions for economic growth in Ontario. We want to attract big thinkers and exciting ideas to our market, and we must meet them with flexibility, a willingness to engage, and an openness to adopting new ways of regulating.

While the Canadian capital markets ecosystem is one of the most developed globally, we will work with industry and other regulators to identify areas where regulatory actions can facilitate further efficiency and modernization, building upon Ontario's competitive advantages.

Our efforts in this area will be guided toward the following outcomes:

1. Businesses in Ontario are enabled to raise more capital to meet their needs for growth
2. The business environment in Ontario is even more attractive for firms and investors
3. Financing availability is improved at all stages of business growth across the private and public markets
4. Investment opportunities are expanded for a wide range of investors
5. A strong finance ecosystem is developed for select growth business sectors (e.g. green industry)
6. Confidence in the Canadian market ecosystem is a global competitive advantage

### Key priorities and activities in fiscal 2025-2026 to advance this goal:

1. The OSC will continue to use regulatory testing through OSC TestLab to promote innovation and foster capital formation. We will continue to run the initiatives announced in fiscal 2024-2025 to support **early-stage capital raising** through to October 2025. We will engage stakeholders throughout the capital-raising ecosystem to seek their feedback, evaluate these initiatives and consider future policymaking.
2. To consider how we can best help address **financing gaps** along the public-private continuum, we will collaborate with government, external stakeholders and thought leaders to identify priority growth sectors for the Ontario economy, begin to study the capital flows in these sectors and consider additional opportunities for **pilot programs** and experiments to address identified gaps. We will also work to raise awareness, engagement and adoption for consultations, pilots and experiments directed towards improving access to capital including through OSC TestLab.
3. To promote capital formation, we will continue to advance the following initiatives:
  - Monitor the use of the **listed issuer financing exemption (LIFE)** to consider whether refinements are necessary
  - Finalize proposed amendments to implement a permanent **well-known seasoned issuer (WKSJ)** regime.
  - Monitor the use of the **self-certified investor prospectus exemption** blanket order and consider potential rule amendments that introduce a prospectus exemption based on the blanket order or other means of determining investor knowledge and capacity.
  - Finalize recommendations for policy changes based on feedback obtained from industry committees that were formed following the consultation paper on access to **real time market data**.

- Conduct consultations to consider reducing the length of the **hold period** applicable to securities distributed under the accredited investor exemption by seasoned reporting issuers.
- Develop amendments to permit proceeds from disposition to be reinvested above the investment limit maximums under the **offering memorandum prospectus exemption**.
- Allow exempt market dealers to participate as **selling group** members in prospectus offerings. Following publication of a CSA-coordinated blanket order in June 2024, we will monitor use of the exemption prior to the expiration of the 18-month sunset provisions and determine what next steps are warranted.
- Assess results of our consultation to inform the development of a framework that could form the basis for a **long-term asset fund** regime in Ontario to facilitate retail investors gaining exposure to longer term, less liquid assets.
- Propose amendments to prohibit **short sellers** from covering short positions with new stock issued in connection with a public offering or private placement.

## Goal 6: Strengthen OSC's position as a trusted and influential voice in Canadian capital markets

To effectively deliver on our mandate in a rapidly changing environment, the OSC will augment our traditional policy-based regulatory approach with increased focus on influence, advocacy, and education. We will continue to build a trusted and influential presence and lead the conversation as businesses, investors and regulators grasp new risks and opportunities.

In our information-driven world in which many sources compete for attention and misinformation spreads quickly, we must ensure that our voice is heard clearly above the noise. Our unique function in the marketplace provides us with valuable data and insights that, when communicated effectively, can benefit our stakeholders and lead to better outcomes.

As such, we are committed to increasing our thought leadership, collaboration, and market presence to become a greater source of impartial information and learning for investors and other capital markets participants.

We will invest in developing insights and perspectives that will support investors and market participants in seamlessly navigating Ontario's capital markets. Additionally, we will engage with market participants and investors through channels that resonate and share our knowledge and perspectives in consumable formats.

Our efforts in this area will be guided toward the following outcomes:

1. The OSC is viewed as an authoritative source of information on risks and best practices in capital markets
2. The OSC influences opinions, behaviours, and policies within its regulatory purview and across the financial regulatory spectrum
3. Increased compliance through enhanced awareness of OSC rules and other regulatory requirements
4. Investors, advisors, and market participants demonstrate knowledge and understanding of risks and opportunities in capital markets

## Key priorities and activities in fiscal 2025-2026 to advance this goal:

We will continue building a trusted and influential presence in Canada's capital markets. To do this, we will strengthen our stakeholder engagement, increase collaboration, and seek to expand our influence on both domestic and international levels. This may include exploring new methods and channels to meaningfully engage stakeholders and participating in new forums where we can advance the interests of Ontario's capital markets.

We will seek to enhance the OSC's strong and highly respected voice within IOSCO, the global standard setter for the securities sector and the primary forum for international regulatory collaboration on issues affecting securities markets. Through the CEO's membership on the IOSCO board, we will continue to contribute to setting the overall direction and governance of IOSCO and its priority workstreams that impact capital markets regulation globally. We will leverage our presence on Board-level task forces and OSC participation on all major IOSCO committees to influence international policy and standard setting and to inform our policy work at home. The prominence of the OSC's trusted and influential reputation will serve to augment confidence in Ontario's capital markets and attract further investment and capital markets activity, including registrants, here.

Underpinning these actions will be the continued enhancement of our thought leadership capability to facilitate regulatory innovation, build trust with our stakeholders, and drive the conversation on key issues in support of our mandate. Leveraging our newly established thought leadership division, we will identify key emerging trends, conduct and publish behavioural science research and use the findings and observations to inform policy development and influence regulatory outcomes. We will be vocal on issues connected to our mandate, using a variety of public forums and channels to share the OSC's perspective and facilitate public discourse. We will also continue to voice our unique regulatory perspective in Court proceedings that impact securities law and the regulation of the capital markets by seeking intervenor status in appropriate cases.

## Critical Enablers

To successfully deliver on the initiatives supporting our strategic goals outlined above, the OSC needs a strong operating foundation. An effective and agile operating model, strong digital capabilities, and flexible talent strategy have been identified as critical enablers of strategy execution. These are foundational to the implementation of our Strategic Plan and represent cross-organizational initiatives that will improve and support our internal operations.

We have identified the following areas of focus to support our priorities:

- We will continue to enhance our digital, data and technology capabilities to support the OSC's strategy and increase our operational efficiencies and regulatory effectiveness.
- We will evolve our talent strategy to ensure the availability of productive and engaged talent with the expertise required to deliver against key priorities and the Strategic Plan.
- We will also enhance our internal processes to support the new organizational structure and operating model, including monitoring progress against the Strategic Plan goals and changing the way we work to enable the organization to deliver on its outcomes.

# Key Risks and Mitigation Strategies

## Key Components of the OSC Risk Management Framework

The OSC must manage a wide range of risks arising from the pace of change and the increase in complexity of financial markets in Canada and globally. The OSC has a Risk Management Framework, last updated in fall 2022, to support the achievement of the OSC's objectives through the enterprise-wide acceptance and integration of risk management into decision-making, strategy and policy development, operations and business processes and transformation activities. The main components of the framework include:

- Risk management policy that provides guidance regarding the OSC's approach to risk management in supporting the achievement of its objectives, defines risk management roles and responsibilities and promotes a strong risk culture.
- Risk management process to identify, assess, manage, monitor and report risks.
- Common tools to enable risk informed decision-making such as risk registers maintained at the enterprise and Division/Department levels, where both levels of risk inform the OSC's risk profile.

## Three Lines Model

The OSC employs a three lines model as published by the Institute of Internal Auditors<sup>4</sup> where management is responsible for managing risks while the Enterprise Risk Management (ERM) Function provides advisory and oversight services on the risk framework and its implementation, including the maintenance of the associated policies and tools.

OSC Internal Audit is an assurance and advisory service to the Board of Directors and to management. The internal audit function is governed by an Internal Audit Charter approved by the OSC's Board of Directors and by an annual internal audit plan that is approved by the Board. Quarterly reports on the status and results of all internal audit engagements are prepared for the Board Audit and Finance Committee.

## Governance and Enterprise Risk Inventory

An external consulting firm was engaged by the OSC to assist in the development of an integrated risk and assurance structure for the organization as a regulatory agency. Subsequently, a new Chief Audit and Risk Executive role was created and appointed in late 2024 for the development and delivery of the integrated function and framework.

At the enterprise level, the OSC develops and maintains corporate governance structures such as the Board Risk Committee, Risk Steering Committee and organization-wide risk framework. Under the new organizational

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<sup>4</sup> <https://www.theiia.org/globalassets/documents/resources/the-iias-three-lines-model-an-update-of-the-three-lines-of-defense-july-2020/three-lines-model-updated-english.pdf>

structure, the Chief Audit and Risk Executive, who oversees both the Audit and Risk functions, reports functionally to the Audit and Finance Committee of the Board and administratively to the CEO. The committees and management set the tone from the top. An Enterprise Risk Inventory is maintained by the ERM Function, in consultation with management, and includes key enterprise risks impacting the organization as a whole where risks are defined within the context of presenting uncertainty to the achievement of OSC objectives.

The Risk Steering Committee, comprised of OSC senior and executive management, reviews the risk profile quarterly including key, new or emerging risks. This information is reported to the Board Risk Committee and escalated to the Board of Directors, as appropriate.

The table below highlights key enterprise risks which the OSC is exposed to, along with the mitigating controls. The OSC continues to monitor the risk environment and to respond appropriately to ensure that risks are properly addressed.

## Key Risk Inventory – Key Risks and Mitigating Controls

Risk	Risk Description	Mitigating Controls
Operational	Risks associated with people, processes and systems.	<p>The OSC undertakes regular reviews of, and provides updates to, its business continuity plans, business impact analysis, dependency analysis, and key program documentation. The OSC has informal reciprocal arrangements with other securities regulators to provide continuity for key regulatory services. In the event of a significant business continuity event, there is also a crisis communication plan in place to allow for ongoing communication with stakeholders.</p> <p>In the event of a crisis that poses a reputational risk, both the OSC and CSA have crisis communications plans that outline the processes to follow. The impact on reputation is incorporated into the risk management process.</p> <p>The OSC's workforce plans include detailed actions to retain, develop, motivate and deploy human resources, including diversified strategies for filling critical positions and building talent pipelines.</p> <p>The OSC has a dedicated information security office with policies, procedures and controls, including a multi-year information security roadmap. Our information security program aligns with the National Institute of Standards and Technology (NIST) Cybersecurity Framework.</p> <p>Regular reviews of established information technology (IT) policy, procedures and controls are conducted: including annual Internal Controls over Financial Reporting (ICFR) audits and testing of IT key controls. On-going monitoring of OSC systems and fallback</p>

Risk	Risk Description	Mitigating Controls
		<p>plans and system back-ups are in place as required. A multi-year digital platforms roadmap has been established. Initiatives to implement the roadmap have been defined and are currently in progress. The appropriate teams and skills have been onboarded and are in place to support these initiatives. Additionally, the initiatives are being monitored and reported on regularly.</p>
Strategic	Risks associated with strategy selection, adaptation, prioritization and execution	<p>In establishing our priorities and completing our business plans, we incorporate the Ministry of Finance's expectations (as stated in the Annual Letter of Direction) and consider other factors such as various environmental factors, government expectations and resource needs.</p> <p>Stakeholders are consulted during our strategy development. For the annual priority-setting process, stakeholders are invited to provide feedback on the OSC's proposed Statement of Priorities through a broad public consultation process.</p> <p>These priority initiatives are tracked and monitored for progress throughout the year. In addition, our service standards and associated results on core operational function are monitored quarterly and formally reviewed annually and adjusted as needed.</p> <p>We also collaborate with our CSA partners and monitor international developments to assess whether they impact our regulatory agenda.</p>
Regulation & Supervision	Risks associated with the Commission's regulation and supervisory activities	<p>We use risk-based approaches to compliance oversight including registrant compliance programs, issuer and investment funds continuous disclosure and prospectus reviews and market infrastructure (exchanges, alternative trading systems, SROs, clearing agencies and trade repositories) oversight. We also have oversight of CISO through a joint coordinator model with the CSA.</p> <p>The following allows us to mitigate risks associated with access to/exit from the capital markets:</p> <ul style="list-style-type: none"> <li>Our ongoing monitoring and oversight (as discussed above),</li> <li>Our robust registration process for registrants with pre-registration reviews,</li> <li>Our risk-based approach to reviewing offering documents,</li> <li>Our escalation of novel issues and high-risk files, and</li> <li>Our extensive review process for infrastructure entities.</li> </ul>

Risk	Risk Description	Mitigating Controls
		<p>Our enforcement division has a centralized intake process to identify and assess matters as well as a separate intake process for the whistleblower program. We have multi-level review and approval processes from intake to investigation to litigation to identify and assess serious violations and employ appropriate enforcement tools in a timely and effective manner. We also have established frameworks, partnerships, and committees with local, national and international regulatory authorities and law enforcement.</p> <p>When engaging in policy development, there is oversight by CSA Steering Committees, the OSC Board, the CSA Policy Coordination Committee (PCC) and project Executive Sponsorship which enables early identification and mitigation of risks. There are several project management controls, including regular reporting of progress of projects to the CSA Steering Committee, OSC Board, PCC and project Executive Sponsors.</p>
Financial	Risks arising from mismanagement, misstatement of economic resources and/or from inability to meet overall financial budgets/commitments	<p>OSC has established mature processes for monthly reviews of financial results, quarterly reviews of forecast developments and annual budget setting to ensure that financial constraints are managed.</p> <p>We have a reserve policy with the reserve target maintained and monitored by management.</p>
External	Risks associated with failure to identify, assess or monitor risks arising from external environment and/or systemic risks	<p>We oversee systemically important market infrastructure and monitor compliance with rules designed to manage systemic risks.</p> <p>We hold regular meetings of the internal OSC Systemic Risk Working Group and contribute to meetings of the CSA Systemic Risk Committee, and HoA Systemic Risk Surveillance Committee. We also participate in IOSCO working groups and committees to discuss domestic external and international developments.</p> <p>There is ongoing work to identify emerging regulatory issues related to the external environment including ad hoc meetings with other entities, and we perform ad hoc analysis of developing risks and vulnerabilities using internal and external resources.</p>



# Human Resources Plan

In an ever-evolving regulatory environment, the Ontario Securities Commission recognizes that our greatest asset is our people. The Human Resources (HR) plan reflects our commitment to fostering a dynamic, inclusive, agile, and high-performing workforce that aligns with our organizational goals and values. In the coming three-years, the focus of Human Resources strategies, programs and initiatives will support organizational change and transformation, enhance the experience of OSC employees and ensure the availability of the right talent, skills and capabilities required to succeed today and meet the challenges of the future. Prioritized areas of focus within the Human Resources Plan include:

- Continuing recent investments in **Talent Attraction, Retention** and **Development** objectives by developing and delivering refreshed strategies, programs and initiatives that recognize that meeting the evolving talent needs of a purpose driven organization requires a compelling Employee Value Proposition. This employee value proposition will be continuously assessed for relevancy and effectiveness through external benchmarking within comparable talent markets and internally against organizational measures of **workforce engagement** and **performance**.
- Providing an **inclusive, inviting** and **digitally enabled workplace environment** where everyone feels safe to be themselves, enabled and empowered to reach their full potential and thrive professionally and personally. This will be achieved by **enhancing employee engagement** and fostering a **culture** that supports **innovation, agility** and **collaboration** while further **embedding inclusion, diversity** and **equity values** within the organization's policies, programs and operations.
- Leveraging investments made in **technology, digital enablement and data analytics** to streamline HR operations, processes and outcomes. **Improved workforce** and **risk management practices** will be achieved by enhancing analytics capabilities, providing expanded opportunities to **quantify the impact** and **effectiveness** of our initiatives and make data-driven decisions that support our strategic objectives.

The overarching objective of renewed human resources strategies, programs and initiatives is alignment with the achievement of organizational objectives – this begins, foundationally, with an engaged, diverse and thriving workforce equipped to succeed and deliver on the OSC's strategic goals.

## Total Rewards Programs and Market and Workforce Considerations

### Compensation Philosophy, Pay-for-Performance and Employee Health and Wellness

Beginning in fiscal 2023-2024, the OSC conducted a thorough compensation review and introduced a refreshed compensation philosophy and new salary structure effective April 1, 2024. This review included the benchmarking of salaries for OSC jobs utilizing comparator market data from the public sector, general industry and other sectors where the OSC must compete for specialized talent required to achieve organizational and regulatory objectives. Compensation for designated executives is determined in accordance with the *Broader Public Sector Executive Compensation Act, 2014* ("BPSECA"). Within the new structure, the OSC developed two

salary structures and salary ranges, incorporating the ability to differentiate jobs and benchmark compensation to relevant talent markets to ensure competitiveness within the appropriate market. The introduction of the new compensation structure and program marked the beginning of a multi-year implementation that enables continued investment in restoring and ultimately achieving compensation competitiveness.

The OSC's compensation structure identifies the market median as the competitiveness target while the salary administration practices, or an individual's ability to achieve that target, are based on the principle of pay-for performance where any annual salary increases, or variable compensation awards are based on individual merit and is re-earnable each year. These salary administration practices exclude assumed step-based salary increases that are prevalent in much of the public sector.

OSC employees have access to a traditional insured health benefits program that includes comprehensive health, dental, flexible health spending options, short- and long-term disability, and life insurance coverage complimented by tailored wellness program offerings such as sponsored access to digitally enabled mental health support.

## OSC Workforce Characteristics and Considerations

The dynamic nature of the talent markets within which the OSC competes for specialized talent have been impacted by multi-year retroactive compensation adjustments in the public sector, vulnerabilities driven by inflationary pressures and cyclical sectoral expansion and contraction in other sectors, compounded by consecutive annual market-competitive salary increases in others. The OSC emerged from the required three-year period of annual 1% increases, or the Moderation Period required by Bill 124, with a diminished competitive position within relevant talent markets as compared to other employers competing for the same talent. The diminished competitive compensation positioning significantly contributed to the elevated turnover rate that has persisted and exceeded the established workforce risk threshold for two years. Average tenure decreased significantly while estimated retirement eligibility remained consistent. The Human Resources plan contemplates the mitigation of workforce and talent risks.

The OSC workforce is not unionized and is primarily comprised of full-time employees. The maximum size of the workforce is approved annually and represented as *approved positions*.<sup>5</sup> To understand the workforce from various dimensions, the OSC measures the number of individuals who are actively engaged in daily workforce activities ('actively employed') and who 'fill' the 'approved positions.' An illustrative example, using February 6, 2025 as a point-in-time, identifies that 658 full-time permanent employees and 24 fixed-term or contract employees were actively employed by the OSC along with 6 consultants. The OSC workforce is led by 92 management level positions and 7 positions (including the Chief Adjudicator position) designated as *executive* pursuant to BPSECA.

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<sup>5</sup> See table on page 23 (Total Permanent Positions) for reference.

# Initiatives Involving Third Parties

## Domestic Engagement

The OSC works closely with other Canadian securities regulators with a view to harmonizing our legislation and regulatory practices for the benefit of the Ontario and Canadian capital markets and their investors. We also work with other regulators, agencies and government bodies to share information, address emerging issues and develop regulatory responses.

## Domestic Partners

Following is a list of forums in which the OSC is an active member or participant, as well as organizations for which the OSC has an oversight role.

**Canadian Securities Administrators (CSA)** – The OSC is an active member of the CSA, which is a forum comprised of the 13 securities regulators of Canada’s provinces and territories. The CSA works to foster a nationally coordinated and modernized securities regulatory framework.

**Policy Coordination Committee (PCC)** – The CSA established the PCC which oversees the CSA’s policy development initiatives, facilitates decision making and provides timely resolution on policy development matters. Its members are the chairs of eight regulators (British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, and Nova Scotia). The PCC is currently chaired by the OSC CEO.

**CSA Standing and Project Committees** – Through participation in CSA Committees (permanent and project committees), OSC staff work alongside CSA members on the development of policy and the delivery of regulatory programs. The OSC participates in various project committees dealing with specific policy initiatives, including regulatory burden reduction efforts, crypto-assets and enhanced investor confidence and protection.

**Heads of Regulatory Agencies (HoA)** – The HoA serves as a federal-provincial forum where members with regulatory and prudential responsibility for different elements of the financial system share information and perspectives on emerging regulatory issues, financial system trends and broad market developments. The HoA is chaired by the Governor of the Bank of Canada and includes the Department of Finance Canada, Office of the Superintendent of Financial Institutions, the Québec Autorité des marchés financiers, the OSC, the Alberta Securities Commission, and the British Columbia Securities Commission. The OSC is also a member of the Systemic Risk Surveillance Committee which was created by the HoA to collaborate and share information on the assessment of vulnerabilities and risks to the Canadian financial system.

**Self-Regulatory Organizations (SROs)** – SROs are organizations that regulate the operations and the standards of practice and business conduct of their members and their representatives. The OSC oversees the operation of one recognized SRO, the Canadian Investment Regulatory Organization (CIRO). The two predecessor SROs, the Investment Industry Regulatory Organization of Canada (IIROC) and the Mutual Fund Dealers Association of Canada (the MFDA), amalgamated to continue as the New Self-Regulatory Organization of Canada, effective January 1, 2023, which subsequently changed its name to CIRO on June 1, 2023.

**Ombudsman for Banking Services and Investments (OBSI)** – OBSI is a free and independent service for resolving banking and investment disputes between participating firms and their clients. The CSA and OBSI have

an MOU in place which outlines an oversight framework for the CSA and OBSI to cooperate and communicate constructively to ensure that OBSI continues to meet the standards set by the CSA.

**Joint Forum of Financial Market Regulators** – The CSA is a member of the Joint Forum of Financial Market Regulators through which pension, securities and insurance regulators seek to coordinate, harmonize, and streamline the regulation of financial products and services in Canada.

**Canadian Public Accountability Board (CPAB)** – CPAB is an organization that oversees public accounting firms that audit Canadian reporting issuers. CPAB promotes sustainable audit quality through proactive regulation, robust audit assessments, dialogue with domestic and international stakeholders, and practicable insights that inform capital market participants and contribute to public confidence in the integrity of financial reporting. The OSC and CPAB have an MOU in place to facilitate the exchange of information that supports collaboration on review and oversight matters.

**Quasi-Criminal Serious Offences Team (QSOT)** - The Quasi-Criminal Serious Offences Team is an enforcement partnership between the OSC, the RCMP Financial Crime program and the Ontario Provincial Police Anti-Rackets Branch. QSOT combines law enforcement policing skills with the OSC's expertise in forensic accounting and capital markets to investigate and prosecute serious violations of the law under Ontario's *Securities Act* and Canada's Criminal Code.

## Domestic Memoranda of Understanding

The OSC has entered into a number of domestic MOUs, including an MOU with the Ontario Minister of Finance. This MOU sets out key accountabilities of the Ministry of Finance and OSC including the roles and responsibilities of the Minister and Deputy Minister of Finance and the OSC Chair, Board members and CEO. MOUs have also been entered into with other government agencies, regulators, and law enforcement agencies across Canada. These MOUs reinforce relationships and foster collaboration in matters of mutual interest, and where applicable, allow for the exchange of information on a confidential basis to assist each organization in fulfilling its respective mandate.

The current list of Domestic MOUs can be found on the OSC's [website](#).

## International Engagement

The OSC contributes to the international securities regulatory agenda by actively participating in international organizations and committees. The OSC's international activities are focused on supporting financial stability and other standards, information sharing, and co-operation on cross-border initiatives. These are the key areas where collaboration with international partners is critical for protecting the interests of investors and the integrity of our markets.

## International Partners

The OSC actively participates in international organizations such as the International Organization of Securities Commissions (IOSCO) and the North American Securities Administrators Association (NASAA) to better position the OSC regarding the detection, investigation and enforcement of securities offences, development of regulatory policy, and monitoring of emerging issues. Collaboration with international partners is critical for protecting the interests of investors and the integrity of our Canadian markets.

**IOSCO Board, Committees and Working Groups** – The OSC is a member of the IOSCO Board, which is an executive decision-making body representing key securities regulators from the world’s developed and developing capital markets. The OSC participates on all major IOSCO committees. Our current contributions include:

- participating on the Screening Group which reviews applications from countries seeking to become signatories to the IOSCO Multilateral Memorandum of Understanding Concerning Consultation and Cooperation and the Exchange of Information (IOSCO MMOU) and the IOSCO Enhanced Multilateral Memorandum of Understanding Concerning Consultation and Cooperation and the Exchange of Information (IOSCO EMMOU)
- participating on the Committee on Enforcement and the Exchange of Information which develops recommendations on securities crime prevention, enforcement, and cross-border information exchange among regulators
- participating on the Committee on Issuer Accounting, Audit and Disclosure, the Committee on Regulation of Secondary Markets, the Committee on Regulation of Market Intermediaries, the Committee on Investment Management, the Committee on Derivatives, the Committee on Retail Investors, the Committee on Emerging Risks, and the Assessment Committee, which is responsible for assessing the implementation of IOSCO’s Objectives and Principles of Securities Regulation
- participating on the Sustainable Finance Task Force (STF) which is examining sustainability-related disclosures, green-washing, and the increasing activity of Environmental, Social and Governance (ESG) data providers, credit rating agencies regarding ESG ratings and the development of a sustainability-related assurance framework.
- participating on the Financial Stability Engagement Group which engages with the Financial Stability Board (FSB) on cross-cutting issues such as money market funds, open-ended investment funds, bond liquidity and margins
- participating in initiatives to facilitate cross-border sharing of information, international cooperation, oversight of investment funds, investor protection, and the promotion of financial stability
- participating on the Board-level Fintech Taskforce which develops, oversees, delivers, and implements IOSCO’s regulatory agenda for Fintech

The OSC holds leadership roles on a number of committees and workstreams. As of January 20, 2025, this includes acting as Vice-Chair of the Committee on Issuer Accounting, Audit and Disclosure, acting as co-Chair of the STF’s Green Finance Innovation Workstream and acting as Vice Chair of the Diversity Network.

**Cross-Border Enforcement** – The OSC works with other securities regulators to share intelligence and provide assistance in investigations of alleged cross-border misconduct. The IOSCO MMOU, signed by more than 120 other securities commissions and governmental bodies, is a key instrument in advancing international co-operation on enforcement matters.

In 2018, the OSC also entered into the IOSCO EMMOU. The IOSCO EMMOU expands on the forms of assistance available under the IOSCO MMOU.

**Financial Sector Assessment Program (FSAP)** – Established by the International Monetary Fund (IMF) and World Bank in 1999, FSAP teams conduct a thorough analysis of a country’s financial sector, including banks, insurance companies, securities regulators, and foreign exchanges. In addition, the FSAP teams analyze a

country's payments system and the regulatory oversight that governs its financial institutions and markets. The most recent Financial System Stability Assessment for Canada is available on the IMF website.

Canadian federal and provincial agencies are in the midst of engaging in the 2025 FSAP, which began in May 2024. The OSC and certain other CSA members are contributing to a number of FSAP workstreams by providing detailed information and responses to questionnaires and data requests, and engaging with IMF representatives through an extensive series of meetings in October 2024 and February 2025. The IMF's 2025 FSAP mission will culminate in the completion of several reports including the Financial System Stability Assessment for Canada, currently scheduled for publication in summer 2025.

For the most current details on the OSC international participation and leadership, please see the Commission's [website](#).

## International Memoranda of Understanding

The OSC has entered into a number of MOUs with international partners to foster cooperation and information-sharing on various matters, including enforcement. These MOUs strengthen relationships and foster collaboration in matters of mutual interest. The current list of International MOUs can be found on the OSC's [website](#).

## OSC Advisory Committees

The Executive and staff of the OSC operating divisions and departments are supported by various third-party advisory committees that have been established for one or more of the following purposes:

- To provide a broad range of ideas and expertise as new policy initiatives are developed
- To help the OSC understand how a specific, recently implemented policy is affecting capital market participants
- To improve the OSC's understanding of the concerns and issues faced by a stakeholder group on an ongoing basis.

### OSC advisory committees include:

**Advisory Council to the CEO** – The Advisory Council to the CEO provides advice to the CEO of the OSC on emerging issues impacting the industry, investors, and Ontario's capital markets.

**Continuous Disclosure Advisory Committee (CDAC)** – advises OSC staff on the development, implementation and review of continuous disclosure policies and practices.

**Investment Funds Technical Advisory Committee (IFTAC)** – advises OSC staff on technical compliance challenges in the investment funds product regulatory regime, and on opportunities for improving alignment between investor, industry, and regulatory goals.

**Investor Advisory Panel (IAP)** – is the independent advisory panel to the OSC that provides the primary retail investor protection perspective on the Commission's policy and rule-making initiatives. The IAP advises and makes submissions in response to public requests for comment by the Commission on proposed rules, policies, concept papers and discussion drafts, including the OSC's proposed annual Statement of Priorities. The IAP also brings forward policy issues for consideration and advises on the effectiveness of the OSC's investor protection initiatives.

**Market Structure Advisory Committee (MSAC)** – serves as a forum to discuss issues and policy and rule-making initiatives associated with market structure and marketplace operations in the Canadian and global capital markets.

**Registrant Advisory Committee (RAC)** – serves as a forum to discuss issues and challenges faced by registrants in interpreting and complying with Ontario securities law, including registration and compliance-related matters.

**Securities Advisory Committee (SAC)** – provides advice to the OSC on legislative and policy initiatives, and on capital market trends.

**Seniors Expert Advisory Committee (SEAC)** – serves as a forum to discuss issues and challenges faced by seniors and provide expert opinions and input on securities-related policy, operational, educational and outreach activities that are designed to meet the needs of older investors.

## Capital Markets Tribunal advisory committee:

**Securities Proceedings Advisory Committee (SPAC)** – provides comments and advice on policy and procedural initiatives relating to proceedings before the Capital Markets Tribunal.

## CSA advisory committees include:

**CSA Investor Advisory Panel (CSA IAP)** - is an independent advisory panel to the CSA. The CSA IAP provides feedback and written comments on existing and proposed CSA rules and policies, as well as ongoing concept papers and discussion drafts. The mandate is to represent the interests of retail investors across Canada by providing advice to the CSA on its policy and rulemaking initiatives that have an impact on retail investors.

**Financial Reporting Advisory Committee (FRAC)** – provides advice to the CSA's Chief Accountants Committee on relevant policy initiatives and various technical accounting and auditing issues that relate to financial reporting requirements and guidance in securities legislation in Canada. The committee also serves as a forum to discuss financial reporting practices and trends in the Canadian and global capital markets.

**Mining Technical Advisory and Monitoring Committee (MTAMC)** – provides advice to the CSA on technical issues relating to disclosure requirements for the mining industry. The committee also serves as a forum for continuing communication between the CSA and the mining industry.



# Communications Plan

## Strategic Focus

We are guided by the following principles:

- Prioritize consultation and interaction with stakeholders about the OSC's ongoing work and priorities
- Build on current listening strategies to solicit and understand stakeholder concerns, their preferred communications channels and develop tailored approaches in response
- Clearly and consistently articulate OSC priorities and outcomes to both internal and external audiences
- Focus on key priority topic areas (modernizing regulation, investor protection, supporting capital formation, facilitating innovation etc.) and ensure consistent delivery of key messages across all channels
- Deliver transparent and measurable communications so that stakeholders understand what we do, how we do it and are actively engaged in our work
- Ensure maximum reach by delivering integrated communications strategies, leveraging all tools, resources, and channels (including digital communications and enterprise social media).

## External Communication

Our external communications strategy is designed to ensure the investing public, market participants and interested stakeholders are familiar with our processes, points of contact, service standards and priorities.

We develop and implement communications strategies to maximize awareness and understanding of our priorities and actions amongst market participants and interested stakeholders. The OSC also seeks opportunities to proactively maximize visibility for OSC priorities, and more broadly, for the significant role that Ontario plays in Canadian capital markets. Our approach prioritizes content development, executive thought-leadership and outreach that clearly articulates the OSC's key messages and priorities.

The OSC communicates and engages with market participants and other stakeholders regularly through publications and channels such as social media, paid advertising, newsletters, public outreach events, webinars, corporate reporting, and its digital properties. Further initiative-specific areas are set out below.

When issues arise that pose risks to public confidence in Ontario's capital markets, the OSC also develops communications strategies to help mitigate these risks.

## Public Information Campaigns

The OSC conducts public information campaigns year-round as part of operational activities, which include paid and organic social media, paid advertising, and public outreach events.

We conduct integrated Investor Education & Outreach campaigns to promote financial literacy and investor education tools and resources available on [GetSmarterAboutMoney.ca](https://www.getsmarteraboutmoney.ca) to retail investors. Campaigns may include paid and organic social media campaigns (Meta, YouTube, X, Reddit, Pinterest) as well as digital and traditional advertising and community outreach. Fraud prevention education remains a priority, particularly around digital, social media, AI and crypto scams, which are increasingly targeting all demographics. Through the OSC in the Community program, the OSC continues to provide presentations on fraud prevention and



investor education in partnership with organizations and diverse community groups that can help amplify our messages.

Planned investor education and outreach campaigns for the 2025-26 Fiscal Year include:

- **Thematic campaigns** that tie into collaborative efforts of financial regulatory and government organizations, and **seasonal campaigns** where we link financial content to the calendar and life events of retail investors:
  - **April/May Spring Campaign** - spring cleaning your portfolio, taking stock of your investments
  - **June Seniors Month Campaign** - Investing for retirement, RRIFs, fraud prevention, trusted contact person
  - **July/August Summer Campaign** - saving, budgeting, vacation spending
  - **September Back to School Campaign** - Investing Academy courses, teaching your kids about money, investing basics
  - **October Investor Education Month/World Investor Week Campaigns** - Investments, Risk/Return, DIY Investing
  - **November Financial Literacy Month Campaign** - Investing basics, Types of investment accounts, saving, budgeting, money conversations
  - **December Holiday Season Campaign** - holiday spending, financial resolutions, tax season planning
  - **January/February RRSP Season Campaign** - Investing and tax, Registered investment accounts, working with advisors
  - **March Fraud Prevention Month Campaign** - Types of fraud, warning signs, fraud prevention
- **Fraud prevention and awareness campaigns.** We actively promote fraud awareness and prevention messaging throughout thematic and seasonal campaigns, and plan to conduct specific campaigns to promote awareness of key fraud prevention tools such as:
  - **OSC Investor Alerts Campaign** – year-round promotion of OSC Investor Alerts and Warnings through Google search advertising
- **Paid digital marketing campaigns for programs that extend beyond the retail investor.** Other corporate campaigns are intended to increase awareness and engagement among our target audiences.

To support ongoing awareness of our Whistleblower Program and key events, including OSC Dialogue, we use targeted digital marketing to reach our audiences. Plans for the 2025-2026 Fiscal Year include:

- For events, we focus on driving attendance and participation through targeted ads on various digital platforms. For the whistleblower program, our campaigns aim to educate the public about the importance of reporting unethical activities and provide clear, accessible channels for doing so.
  - **OSC Dialogue** – generally in the late winter/early spring. This year's OSC Dialogue is scheduled for April 24, 2025, so we anticipate any planned campaign will be scheduled for late March/early April.
  - **OSC Whistleblower** – generally in the fall, and year-round as warranted.
  - **Other public events** – year-round and as warranted.

- **Outreach and awareness campaigns** to raise awareness for the **OSC TestLab program**, which is testing a series of initiatives to support early-stage capital raising for an 18-month period from May 2024 to October 2025.

The OSC also requires some flexibility in campaign review and approval timelines to be able to respond to current events and market developments that impact investor protection, and which necessitate an immediate response.

Anticipated outcomes include greater awareness and uptake of OSC events and programs, increased use of investor education resources, and greater awareness of fraud prevention strategies by retail investors.

The OSC measures campaign success using performance metrics including but not limited to impressions, click-through-rates, conversion rates, end user surveys and overall engagement.

## OSC Dialogue

OSC Dialogue is the Commission's signature annual conference that attracts more than 500 senior market participants and investors each year. The event showcases Ontario as a leading capital markets authority and features plenary discussions with internationally-recognized thought leaders and prominent policy experts from around the world.

OSC Dialogue 2025 is scheduled for April 24, 2025, and will convene business leaders, investors, senior regulators, and international policy experts to discuss current and future trends in capital markets and securities regulation and steps underway to ensure our capital markets are best in class.

## Corporate Reporting

The OSC also communicates with its stakeholders on its operational activities and other key highlights by:

- Reporting publicly on how we are tracking against our service commitment standards quarterly (see Appendix A).
- Reporting on our key accomplishments against our Statement of Priorities and providing statistics related to our core regulatory work in our Annual Report.
- Publishing various division/department-specific summary or activity reports.

Please refer to the [OSC website](#) for a centralized resource of OSC corporate publications.

## Stakeholder Engagement

The OSC encourages and is open to stakeholder feedback, emphasizing integrated communications and relationship development with industry, investors, and other stakeholder groups. Stakeholder engagement features thought leadership and proactive outreach to engage commentators in consultation and discussion around OSC priorities and strategic initiatives.

As part of policy and rule development, the OSC has established several advisory committees to gather input on regulatory issues and industry trends. Through these advisory committees, community, retail, and industry representatives advise on the development of new or amended securities regulations. As a guiding principle, the OSC welcomes applicants on its advisory committees who bring a diversity of thought and background.

The OSC also invites stakeholders to participate in various policy roundtables and to provide comments on proposed instruments, rules, and initiatives, including our Statement of Priorities.

Investors are engaged through investor community seminars and other events hosted by the OSC.

The OSC actively collaborates with businesses and other regulators to support innovation and modernizing regulation through the OSC's Innovation Office.

## Internal Communications

OSC internal communications focuses on executive communication to employees in connection with OSC priorities. This is achieved via staff intranet, weekly newsletters, executive messaging, periodic in person or virtual town hall meetings and candid Q&A sessions.

# Information Technology

Ever increasing market complexity is generating greater reliance on data, analytics and digitally-streamlined operations. It is important that the OSC has the required capabilities to operate in today's digital and data-first environment. We are focused on (a) achieving operational efficiencies through modern tools, technologies, and processes and (b) becoming a data-driven regulator through data and analytics capabilities and an uncompromising data and analytics culture.

The OSC is investing in technology and infrastructure to implement key digital and data capabilities. These capabilities will significantly improve our operational efficiencies, allowing for better identification of trends and risks to support decision-making, compliance and enforcement activities, systemic risk oversight and policy development.

## Artificial Intelligence

The OSC is developing an AI governance framework, in alignment with the Responsible Use of Artificial Intelligence Directive, that includes principles and requirements for AI, along with AI procedures that will address data privacy standards, ethical guidelines, security protocols, compliance requirements, accountability measures, and risk management procedures.

As part of this work, several proofs of concepts (web-based Generative AI, Copilot for Microsoft 365 and Dynamics 365, and utilizing Large Language Models (LLMs)), are planned or underway to help us better understand the technology and its application to activity at the OSC.

This work will inform the development of our AI strategy and its key components including aligning regulatory departments on AI understanding and applications, identifying key AI investment areas and prioritizing use cases.

# Performance Measurement

Effective performance measurement provides insights into operations, supports planning and decisions, promotes a culture of accountability, and allows for the monitoring of performance.

## Performance Measures

The OSC tracks performance against a series of measures. These measures include input, activity, output, and outcome measures.

Examples of input, activity and output measures include volume measures such as the number of prospectus filings reviewed, number of compliance reviews completed, transaction turnaround times, service standards and project progress. As an example, our service standards enable us to track our performance in fulfilling our regulatory functions utilizing inputs such as the receipt of a prospectus, followed by the activity of providing our first comment letter within a target number of working days; the output is the measurement of whether the target was achieved or not. Tracked over time, these measures support trend detection, identification of issues and emerging risks, project management, workload management and more effective resource allocation.

Outcome measures tend to represent a future state resulting from the activities undertaken toward the achievement of goals. Outcome indicators usually reflect a change in knowledge, behaviour, or reflect broader impacts on a sector, region, economy, or society.

Outcome measures are more complex to quantify as they occur over time and are often less tangible and the result of multiple factors. For example, for market-facing activities, outcomes are measured in terms of compliance rates (e.g., as measured by the number of significant findings in compliance reviews and number and type of misconduct cases identified), number and type of investor complaints, changes in investor literacy rates and successful enforcement outcomes. For internal operations, examples of OSC outcome measures include employee retention and satisfaction rates.

The OSC Strategic Plan, which sets our course for 2024-2030, includes strategic outcomes for each of the included goals. The strategic outcomes are found in the “Strategic Direction” section of this Business Plan. Key priorities and activities, which contribute to achieving the strategic outcomes for fiscal year 2025-2026 are found in the “Current and Future Programs and Activities” section of this Business Plan. We report on our key accomplishments against our key priorities in our Annual Report.

## Performance Reporting

The OSC produces regular progress and performance reports both internally and externally. Internal quarterly reports are presented to the OSC Board and Executives. As highlighted in the “Corporate Reporting” section of the “Communications Plan” section of this Business Plan, the OSC is also accountable to external stakeholders and uses various external reporting tools to ensure accountability and transparency. This includes reporting on our key accomplishments and progress against our key priorities in our Annual Report.

## Service Commitments

The OSC strives to be an accessible, accountable and transparent organization. In fulfilling our regulatory functions, we are committed to being responsive to investors and those we regulate. The OSC Service Commitment reflects our commitment to accountability and transparency, as outlined in Appendix A, and includes our target timelines for: questions and complaints; records requests; dealing with reviews of offering documents, applications and other filings; and certain compliance reviews. The OSC undertakes an annual review of its service commitments to determine if the targets and timelines need to be adjusted based on market conditions and to maintain competitiveness with securities regulators in other leading jurisdictions. The OSC publishes performance results against these standards through regular stakeholder reporting.

## Budget

### 2025 – 2026 Budget Summary

The OSC's fiscal 2025-2026 budget prioritizes the allocation of resources towards core operations and supporting the execution of its Strategic Plan. A significant re-organization was completed in fiscal 2024-2025 and major strides have been made in our digital enablement. As a result, we've streamlined the organization and positioned ourselves for modest budgetary increases to deliver on our Strategic Plan. While budgeted revenues are expected to grow slightly by 1.6% in 2025-2026, our expenses are reflective of a 4.5% increase from the 2024-2025 budget, primarily driven from salary adjustments following the limited compensation actions permitted during the Protecting a Sustainable Public Sector for Future Generations Act, 2019 (or Bill 124) moderation period, which has since been repealed. Accumulated surpluses will be drawn down to fund expenditures, including capital additions, with surpluses projected to be \$110.4 million at the end of fiscal 2025-2026. Headcount is expected to grow minimally with a net overall increase of three permanent positions.

Excess/Deficiency of Revenues over Expenses (in millions)	2024-2025 Budget	2025-2026 Budget	Change Favourable/ (Unfavourable)	Change Favourable/ (Unfavourable)
Revenues	\$166.9	\$169.5	\$2.6	1.6%
Expenses*	\$181.6	\$190.0	(\$8.4)	(4.6%)
<b>Deficiency of Revenues over Expenses</b>	<b>(\$14.7)</b>	<b>(\$20.5)</b>	<b>(\$5.8)</b>	<b>(39.5%)</b>
Capital Expenditures	\$12.2	\$9.9	\$2.3	18.8%

\* Net of recoveries from funds held pursuant to settlements and sanction orders.

## OSC Operating Budget by Program Area

Program Area	Total Spend (in millions \$)
Regulatory Operations	\$86.8
Strategic Regulation	\$17.6
Enforcement	\$54.9
Advisory Offices <sup>6</sup>	\$28.1
Capital Markets Tribunal <sup>7</sup>	\$2.6
<b>Total</b>	<b>\$190.0</b>

*\*Back Office Support and Executive Office costs have been re-allocated to arrive at costs by program area.*

Budgeted revenues of \$169.5 million reflect a slight increase of \$2.6 million (1.6%) from the fiscal 2024-2025 budget mainly from moderate growth projected in participation fees from registrants and unregistered capital market participants.

Budgeted operating expenses of \$190.0 million reflect an increase of \$8.4 million (4.5%) from the fiscal 2024-2025 budget. The primary drivers of the variance are as follows:

- \$8.4 million increase in salaries and benefits (total of \$139.4 million) primarily from compensation adjustments to ensure the organization can operate effectively and efficiently from a people perspective. Other impacts from salaries and benefits includes the reduction of 24 temporary roles, partially offset by a net increase of three new permanent roles.
- \$2.5 million increase in amortization due to the implementation of integrated regulatory platforms and a re-assessment of estimated useful lives of previously developed systems.
- \$1.7 million increase in administrative expenses primarily due to cloud computing services and licenses for new regulatory platforms.
- Partially offset by a \$3.6 million decrease in professional services, mainly from the completion of digital transformation projects, including the Enterprise Resource Platform system, the SEDAR+ integration system, and the OTC Derivatives Datamart.
- \$0.6 million decrease in costs mainly from additional recoveries for investor education and activities to foster innovation, capital formation and competition in Ontario's capital markets.

Capital expenditures are budgeted at \$9.9 million, reflecting a \$2.3 million (18.8%) decrease from the fiscal 2024-2025 budget. The budget is comprised of the following:

- \$7.0 million towards leasehold improvements aligned with the multi-year workplace modernization project to transform two floors within occupied office space.
- \$1.5 million towards digital transformation projects for updates to our regulatory case management system, a critical enabler in enhancing the technology capabilities to support the OSC's strategy and increase regulatory effectiveness.

<sup>6</sup> Advisory offices consist of General Counsel & Legal, Communication International & Stakeholder Affairs, Audit & Risk, and Organization Transformation

<sup>7</sup> Direct Capital Market Tribunal Costs are \$2.3 million.

- \$1.4 million towards technology infrastructure items including employee enablement devices, a critical enabler in enhancing the technology capabilities to increase operational effectiveness.

## 2024 – 2025 Forecast Summary

The forecasted deficiency of revenues over expenses in fiscal 2024-2025 is \$15.5 million. Total forecasted revenues in fiscal 2024-2025 are \$173.7 million, representing an increase of \$6.8 million (4.1%) from the fiscal 2024-2025 budget primarily from higher participation fees due to increased collection efforts on participation fees outstanding from prior years as well as market growth. Forecasted expenses in fiscal 2024-2025 are \$189.2 million, an increase of \$7.6 million (4.2%) from the fiscal 2024-2025 budget primarily due to compensation actions taken following the Bill 124 moderation period and repeal.

Capital expenditures forecasted in fiscal 2024-2025 are \$5.2 million, representing a decrease of \$7.0 million (57.5%) mainly as a result of a shift of the workplace modernization project to the following fiscal year.

Excess/Deficiency of Revenues over Expenses (in millions)	2024-2025 Budget	2024-2025 Forecast	Change Favourable/ (Unfavourable)	Change Favourable/ (Unfavourable)
Revenues	\$166.9	\$173.7	\$6.8	4.1%
Expenses*	\$181.6	\$189.2	(\$7.6)	(4.2%)
Deficiency of Revenues over Expenses	<b>(\$14.7)</b>	<b>(\$15.5)</b>	<b>(\$0.8)</b>	<b>(5.3%)</b>
Capital Expenditures	\$12.2	\$5.2	\$7.0	57.5%

\* Net of recoveries from funds held pursuant to settlements and sanction orders.

## Three Year Financial Summary

The OSC's closing operating surplus in fiscal 2024-2025 is forecasted to be \$130.9 million, projected to decrease to \$70.8 million in fiscal 2027-2028. The revenue forecast assumptions include average growth of 1.9% annually from fiscal 2025-2026 to fiscal 2027-2028. Expenses in 2026-2027 are forecasted to increase marginally by an average of 2.5% annually over the next three years, with salaries and benefits growing from \$139.4 million in fiscal 2025-2026 to \$150.8 million in fiscal 2027-2028 including a reserve for potential growth in permanent positions to 766. Capital expenditures in future periods primarily consist of costs towards future phases of the OSC's workplace modernization project.

The OSC's cash balance is forecasted to be \$132.9 million (including reserves) as of March 31, 2025. By March 2028, the OSC's ending cash position is forecasted to decrease to \$63.0 million. A decline in cash is expected as we continue to draw our surplus to fund operating costs and the workplace modernization project.

The OSC maintains a cash reserve of approximately six months to deliver on its mandate during capital market downturns. The reserve is necessary as 85% of the OSC's revenues are generated from participation fees that fluctuate based on market conditions beyond the OSC's control.

Funds held pursuant to settlements and sanction orders as of September 2024 was \$124.5 million. The inflow of settlements and sanction funds is completely dependent upon the nature of enforcement cases concluded from year to year and the Commission's ability to collect on any related orders. The SCA permits the OSC to allocate enforcement moneys received under settlements or orders towards (1) to or for the benefit of third parties (2) for use by the OSC for the purpose of educating investors or promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets or (3) for any other purpose specified in the regulations<sup>8</sup>. Enforcement moneys received by the OSC under orders or settlements issued following the introduction of the SCA must be allocated by the Board, at least once each fiscal year, for these uses or paid into the Consolidated Revenue Fund.

The OSC allocates funds for investor education and outreach programs and other knowledge enhancement initiatives in accordance with established guidelines, and to or for the benefit of third parties, including harmed investors, whistleblowers and third parties that support one or more of the purposes of the Ontario Securities Act and/or the Commodity Futures Act. Additional funds are also allocated in accordance with established guidelines, to promoting investor education and knowledge enhancement and activities to foster innovation, capital formation and competition in Ontario's capital markets and certain technology costs intended to address investor protection, systemic risk and capital markets integrity matters.

### Three Year Surplus Forecast

(in millions)	2025-2026 Budget	2026-2027 Forecast	2027-2028 Forecast
Total Revenues	\$169.5	\$174.5	\$175.9
Total Expenses*	\$190.0	\$190.4	\$199.6
Surplus/(Deficit)	<b>(\$20.5)</b>	<b>(\$15.9)</b>	<b>(\$23.7)</b>
Opening Surplus	\$130.9	\$110.4	\$94.5
Closing Surplus	<b>\$110.4</b>	<b>\$94.5</b>	<b>\$70.8</b>

\* Net of Recoveries from settlements and sanctions funds

<sup>8</sup> Ontario Regulation 28/24 specifies that certain activities to foster innovation, capital formation and competition in Ontario's capital markets and certain technology costs intended to address investor protection, systemic risk and capital markets integrity matters are additional authorized purposes.



## Capital Expenditures Forecast

(in millions)	2025-2026 Budget	2026-2027 Forecast	2027-2028 Forecast
Workplace Modernization Project	\$7.0	\$8.6	\$13.9
Digital Transformation	\$1.5	\$0.0	\$0.0
IT Hardware and Infrastructure	\$1.4	\$0.5	\$1.1
<b>Total</b>	<b>\$9.9</b>	<b>\$9.1</b>	<b>\$15.0</b>

## Fee Rule Amendments

Fee rates were established as part of Amendments to the OSC's Fee Rules (13-502 and 13-503) on April 3, 2023, with additional targeted amendments introduced on July 2, 2024, to address the additional regulatory costs required to onboard restricted dealers.

As regularly performed, the OSC will be evaluating forecasted revenues and expenditures in the coming year to determine appropriate amendments to its fees to address ongoing deficits to sustain future operations. We plan to implement fee rule amendments on April 1, 2027, noting the above forecasts exclude revenue implications from amendments until they are developed and consulted on.

# Appendix A - Service Commitments

The [OSC Service Commitment](#) was established to provide investors, registrants, and market participants with transparency on the standards and timelines they can expect when interacting with the OSC. Each service standard has a corresponding performance target; this represents our commitment to the service level that stakeholders can expect when interacting with the OSC.

The below represents the OSC Service Commitments as of February 6, 2025, and includes updates made as a result of the OSC's [2024 Annual Service Commitment Review](#) and subsequent [2024 Mid-Year Service Commitment Review](#). The most current listing of OSC service standards can be found on our [website](#) and the results of our service standards are [reported](#) quarterly.

## When you have a general question or complaint

Description	Service Standard
Calling the OSC Inquires and Contact Centre	<p><b>1.1</b> Answer 95% or greater of telephone calls received.</p> <p><i>(Note: This target accounts for a 5% call abandonment rate which may include spam, robocalls, misdials and signal issues among other uncontrollable variables.)</i></p> <p><b>1.2</b> Answer 80% of calls received within 60 seconds.</p> <p>We will answer your questions or concerns on the spot. For more complex matters, we may ask you for more information or documentation or may let you know that we need more time.</p> <p>If you reach voice mail during business hours, we will get back to you the same day or by the end of the next working day.</p>
Written inquires or complaints received by e-mail, mail, fax, or online form	<p><b>1.3</b> We will respond to you on routine matters within 5 working days or less (target is 95% of all written inquiries and complaints received).</p> <p>For more complex matters we may ask you for more information or let you know we need more time.</p>

## When you contact us about investing and personal finance questions via InvestingQuestions.ca

Description	Service Standard
When asking a question through <i>InvestingQuestions.ca</i>	<p><b>2.1</b> We will respond to your question within 10 working days of receiving the question (target is for 80% of all questions received).</p> <p>For more complex matters we may ask you for more information or let you know we need more time. For questions that fall outside of the mandate of the OSC, our response may not be published on the website, but we will respond by email.</p>

## When you make a filing with us

### Prospectus: Filing for a confidential prospectus pre-file, preliminary or pro forma prospectus

Description	Service Standard
Issuing comment letters for confidential prospectus pre-file, long form prospectus or simplified prospectus	<p><b>3.1</b> We will provide a first comment letter within 10 working days of the date of the preliminary receipt (for preliminary filings) or acknowledgment of receipt (confidential prospectus pre-file) and related materials in acceptable form (target is for 80% or more of all filings received).</p>
Issuing comment letters for short form prospectus or shelf prospectus	<p><b>3.2</b> We will provide a first comment letter within 3 working days of the date of the preliminary receipt and related materials in acceptable form (target is for 80% or more of all filings received).</p>
Completion of review	<p><b>3.3</b> We will complete our review for routine offerings within 40 working days of the issuance of a receipt (for preliminary filings) and receipt of related materials in acceptable form (target is for 80% or more of all routine filings received).</p> <p><b>Note:</b> Offerings that are complex or raise new policy issues take longer for the OSC to review; we will provide regular touchpoints to advise you of our progress at a minimum of every 2 weeks.</p>
Filing your final prospectus	<p><b>3.4</b> For final prospectus materials <i>filed by 12:00 noon</i>: receipt will be issued by the end of the same working day provided materials are in acceptable form.</p>

## Prospectus Amendments: Filing an amendment to a preliminary or current prospectus

When filing a preliminary prospectus amendment before the OSC issues a comment letter relating to the preliminary prospectus materials:

Description	Service Standard
Long form prospectus or simplified prospectus	<b>3.5</b> We will issue our comment letter on the later of the date that is 5 working days after the date of the receipt for the preliminary prospectus amendment and the original due date for the comment letter (target is for 90% or more of all filings received).
Short form prospectus or shelf prospectus	<b>3.6</b> We will issue our comment letter on the later of the date that is 3 working days after the date of the receipt for the preliminary prospectus amendment and the original due date for the comment letter (target is for 80% or more of all filings received).

When filing an amendment to a prospectus after a final receipt has been issued by the OSC:

Description	Service Standard
Long form prospectus or simplified prospectus	<b>3.7</b> We will issue our comment letter 3 working days after the date that related materials are received in acceptable form (target is for 80% or more of all filings received).
Short form prospectus or shelf prospectus	<b>3.8</b> We will issue our comment letter 2 working days after the date that related materials are received in acceptable form (target is for 80% or more of all filings received).

Providing our decision on amendment filings:

Description	Service Standard
Completion of review	<p><b>3.9</b> We will complete our review for routine offerings within 40 working days of the issuance of a receipt (for the preliminary filings) and receipt of related materials in acceptable form (target is for 85% or more of all routine filings received).</p> <p><b>Note:</b> Offerings that are complex or raise new policy issues take longer for the OSC to review; we will provide regular touchpoints to advise you of our progress at a minimum of every 2 weeks.</p>

## Exemption Application: Filing an application for exemptive relief (excluding exemption from recognition applications for market infrastructure entities)

Description	Service Standard
Issuing comment letters	<b>4.1</b> We will issue a first comment letter within 10 working days of receiving a complete and adequate application in acceptable form (target is for 80% or more of all applications received).
Providing our decision	<b>4.2</b> We will make a decision on requests for routine exemptive relief within 40 working days of receiving a complete and adequate application (target is for 80% or more of all routine exemption applications received).  <b>Note:</b> Applications that are complex or raise new policy issues take longer for the OSC to review; we will provide regular touchpoints to advise you of our progress at a minimum of every two weeks.

## Management Information Circular: Filings for Conflict-of-Interest Transactions

Description	Service Standard
Conflict of Interest Transactions	<b>5.1</b> We will provide comments, if applicable, within 5 working days from the date of filing of the circular (target is 80% or more on all filings received).
Completion of review	<b>5.2</b> We will complete our review within 14 working days from the date of filing of the circular (target is 80% or more of all filings received).

## Take-Over/Issuer Bid Circulars

Description	Service Standard
Filing a Take-Over Bid/Issuer Bid Circular	<b>5.3</b> We will provide comments, if applicable, within 7 working days from the date of filing of the circular (target is 80% or more on all filings received).
Completion of review	<b>5.4</b> We will complete our review within 21 working days from the date of filing of the circular (target is 80% or more of all filings received).

## Registration Materials: New business submissions

Description	Service Standard
Our acknowledgement of your application	<b>6.1</b> We will acknowledge your application within 5 working days after receipt of the application (target is for 95% or more of all filings received).
Our response to your application	<b>6.2</b> We will provide our initial comments on your firm registration application within 30 working days of receiving a complete and adequate application in acceptable form (target is for 80% or more of all filings received).
Providing our decision on applications for new business submissions that have met the prescribed conditions <sup>9</sup>	<p><b>6.3</b> We will make a decision on routine applications and notify you within 120<sup>10</sup> working days of receiving a complete and adequate application in acceptable form (target is for 80% or more of all routine filings received).</p> <p><b>Note:</b> Applications that are complex or raise new policy issues take longer for the OSC to review; we will provide regular touchpoints to advise you of our progress at a minimum of every two weeks.</p>

## Registration Materials: Dealing representatives

Description	Service Standard
New applications and reactivations that have met the prescribed conditions <sup>11</sup> and are not part of a new business submission	<p><b>6.4</b> We will make a decision on routine applications within 10<sup>10</sup> working days of receiving a complete and adequate application in acceptable form (target is for 80% or more of all routine filings received).</p> <p><b>Note:</b> Applications that are complex or raise new policy issues take longer for the OSC to review; we will provide regular touchpoints to advise you of our progress at a minimum of every two weeks.</p>

<sup>9</sup> Registration applications for firms applying to the OSC are subject to this service standard under the following conditions: all questions are answered with sufficient detail, all regulatory obligations are met, there are no concerns with your fitness for registration, and you respond to our request for information in a timely manner. If you are seeking membership with the Canadian Investment Regulatory Organization, your firm registration application is not subject to this service standard.

<sup>10</sup> This service standard timeline is extended from its original turnaround time given the increased volume and complexity of registration filings and will be reassessed during the OSC's upcoming 2025 annual service commitment review.

<sup>11</sup> Registration applications for individuals applying to the OSC are subject to this service standard under the following conditions: all questions are answered with sufficient detail, all regulatory obligations are met, there are no concerns with your fitness for registration, and you respond to our request for information in a timely manner. If you are applying as a dealing representative or chief compliance officer of an investment dealer firm, where the registration function is delegated to the Canadian Investment Regulatory Organization, the application is not subject to this service standard.

## Registration materials: Advising representatives, associate advising representatives and CCO's

Description	Service Standard
New applications and reactivations that have met the prescribed conditions <sup>11</sup> and are not part of a new business submission	<p><b>6.5</b> We will make a decision on routine applications within 30<sup>10</sup> working days of receiving a complete and adequate application in acceptable form (target is for 80% or more of all routine filings received).</p> <p><b>Note:</b> Applications that are complex or raise new policy issues take longer for the OSC to review; we will provide regular touchpoints to advise you of our progress at a minimum of every two weeks.</p>

## Notices of End of Individual Registration or Permitted Individual Status

Description	Service Standard
Where the individual left the former sponsoring firm in good standing	<p><b>6.6</b> We will complete our acknowledgement of a Notice of End of Individual Registration or Permitted Individual Status within 24 hours of receipt for routine filings (target is for 100% of all filings received).</p>

## If you are selected for review<sup>12</sup>

### Continuous Disclosure Reviews (Full Reviews)

Description	Service Standard
Issuing comment letters	<p><b>7.1</b> We will respond to the issuer's correspondence within 10 working days of receiving the correspondence (target is for 80% or more of all reviews).</p>
Completion of review	<p><b>7.2</b> We will complete our review within 120 days from the issuance of our first comment letter (target is for 80% or more of all reviews).</p> <p>Issue-oriented review times vary significantly based on the nature of the review. We will provide regular touchpoints to advise you of our progress at least every two weeks.</p>

### Insider Reporting Reviews

Description	Service Standard
Issuing comment letters	<p><b>7.3</b> We will respond to the issuer's correspondence within 10 working days of receiving the correspondence (target is for 80% or more of all reviews).</p>
Completion of review	<p><b>7.4</b> We will complete our review within 120 days from the issuance of our first comment letter (target is for 80% or more of all reviews).</p>

<sup>12</sup> Note: Complete information and timely responses will help facilitate a timely review. Reviews that are complex, raise new policy issues, that involve concurrent regulatory files, or require further regulatory action take longer for the OSC to complete. We will provide regular touchpoints to advise you of our progress at a minimum of every two weeks.

## Compliance Reviews: Registrants

Description	Service Standard
Risk-based assessment of the registrant's compliance with Ontario securities laws and commodity futures laws	<p><b>7.5</b> We will complete our review and communicate our findings for ordinary course compliance reviews within 14 weeks of the initial meeting with the registrant (target is for 80% or more of all reviews, excluding sweeps.)</p> <p>For reviews conducted as a sweep, the findings are coordinated across all firms selected for the sweep and, as a result, it will take longer for staff to communicate our findings.</p> <p><b>Note:</b> <i>In general, the time spent on a review depends on the quality and effectiveness of your existing compliance program as well as the availability of key personnel and prompt responses to our requests for information.</i></p>

## When you request OSC Records

### Requesting OSC records: Calling or emailing Records and Information Management

Description	Service Standard
Requesting copies of company filings or Tribunal hearing materials <sup>13</sup> available to the public through Records and Information Management	<p><b>8.1</b> We will acknowledge receipt of your request by the end of the next working day.</p> <p><b>8.2</b> We will complete your request within 5 working days (target is 90% or more for all requests).</p> <p>For certain types of requests, including requests for historical company filings or Tribunal hearing materials, we may ask you for more information or let you know we need more time.</p>

### Requesting copies of your OSC registration records and related forms: Calling or emailing Records and Information Management

Description	Service Standard
Individuals requesting copies of their own registration records and related forms <sup>14</sup>	<p><b>8.3</b> We will acknowledge receipt of your request by the end of the next working day.</p> <p><b>8.4</b> We will complete your request within 5 working days (target is 90% or more for all requests).</p>

<sup>13</sup> Does not include records related to current proceedings before the Tribunal. They are separately handled through the OSC Registrar.

<sup>14</sup> This service standard is subject to the condition that the individual's records are accessible on the National Registration Database.



## If you request support from OSC LaunchPad

### Request for Support (RFS) Form

Description	Service Standard
Our acknowledgement of your RFS Form	<b>9.1</b> We will acknowledge within 2 working days of receipt of your RFS form (target is for 100% of all RFS forms reviewed).
Eligibility review	<p><b>9.2</b> We will contact you within 10 working days of receipt of your complete RFS form (target is for 80% of all RFS forms received).</p> <p>If your business is eligible for OSC LaunchPad support, we will reach out to schedule a meeting. If your business is not eligible for OSC LaunchPad support, we will provide feedback.</p>
Providing support for eligible businesses	<b>9.3</b> A telephone call or in-person meeting will be held to provide direct support within 20 working days of receipt of your complete RFS Form (target is for 80% of all meetings scheduled).
Request for additional materials or filings	<p><b>9.4</b> Following this meeting, if you are eligible to receive continued support from OSC LaunchPad, we may ask you to provide us with additional materials or a filing within 20 working days of your direct support meeting (target is for 80% of all meetings scheduled).</p> <p>If we do not receive the requested additional materials/filing, we will generally consider the file to be dormant and will take steps to close it. Refer to the "If we don't hear from you" section above for more information.</p>