Stantec Inc.
10160 - 112 Street
Edmonton AB T5K 2L6
Tel: (780) 917-7000
Fax: (780) 917-7330

March 24, 2009
File: 119499000

Me Anne-Marie Beaudoin
Corporate Secretary
Autorité des marchés financiers
800, square Victoria, 22e étage
C.P. 246, tour de la Bourse
Montréal (Québec) H4Z 1G3

- And to -

John Stevenson, Secretary
Ontario Securities Commission
20 Queen Street West
Suite 1900, Box 55
Toronto, Ontario M5H 3S8

Dear:

Reference: **Request for Comment Proposed Repeal and Replacement of National Policy 58-201 *Corporate Governance Guidelines*, National Instrument 58-101 *Disclosure of Corporate Governance Practices*, and National Instrument 52-110 and Companion Policy 52-110CP *Audit Committees***

We have reviewed the proposal of the Canadian Securities Administrators regarding the proposed repeal and replacement of the definition of Independence found in National Instrument 52-110 and Companion Policy 52-110 CP.

We wish to echo the concerns raised by the Alberta Securities Commission regarding the proposed standard for assessing director independence for the following reasons:

1. Using the threshold of “reasonable perception” will lead to an inconsistent approach amongst reporting issuers. Under this proposed standard, we believe that each board will use its own internal standard of independence with varying levels of scrutiny and severity. An inconsistent approach amongst issuers will make it challenging for shareholders to assess the independence of each board and require more time and effort of the shareholder to assess the different approaches.

2. We believe the standard of “reasonable expectation” is a more appropriate standard. Either the nominee is, in fact, independent and can serve the board free from influence, or not. The standard of reasonable expectation characterizes the assessment in the correct fashion, i.e. that of a factual determination. We believe using the concept of perception, not only casts a broader net, but it ultimately is moving the purpose and theory behind the rules of independence in the wrong direction. Perceptions are based on individual assessments, and reasonable people can differ on how they perceive a situation. Ultimately, our regulators should be concerned actual cases of conflict of interest.

Reference: NI 52-110

3. Board candidates with a preexisting relationship with the issuer, especially the case of former officers of the company, will be difficult to defend as a proposed nominee for the board of directors. While the board of directors may reach an assessment based on its knowledge and relationship with the candidate that the nominee is independent, the "reasonable perception" of a third party may not appreciate the nature of the relationship. Nominees that may have the best qualities and most knowledge of the business may become an unappealing choice to boards; which could lead to qualified candidates being overlooked due to their historical relationship with the issuer.

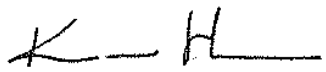
4. Foreign private issuers will still be required to comply with the independence rules of the NYSE listed company manual, which are and continue to be a bright line test for independence. If the proposed instrument is introduced, there will be increased reporting for foreign private issuers who are required to comply with both the Canadian and American standards. It is our opinion that jurisdictions should seek uniformity in defining key terms to ease the interpretation burden on the shareholder.

We strongly encourage the CSA to revisit the proposed changes to the definition of independence.

Thank you for providing the opportunity to comment on the proposed revisions.

Sincerely,

STANTEC INC.



Kenna Houncaren
Corporate Counsel
Tel: (780) 969-2005
Fax: (780) 917-7330
kenna.houncaren@stantec.com

Attachment:

c. Ivor Ruste, Chair, Audit Committee
Jeffrey S. Lloyd, General Counsel

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