



March 30, 2011

Ontario Securities Commission
20 Queen St. West
19th floor, Box 55
Toronto ON M5H 3S8
Attention: John Stevenson, Secretary
Via Email: jstevenson@osc.gov.ca

Dear Mr. Stevenson,

Re: Staff Notice 54-701 Regulatory Developments Regarding Shareholder Democracy Issues

I am writing to request that the OSC take steps to tighten corporate governance requirements for publicly traded Canadian corporations. I am an independent consultant that works with institutional investors to implement responsible investment practices. Three specific improvements in the regulations would go a long way to improve shareholder democracy and ensure companies are fully accountable to their shareholders.

Eliminate Slate Voting for Directors

Shareholder interests are best served when they can vote for or against each individual director. The current system that allows slate voting does not serve the best interests of shareholders because it prevents shareholders from voting against a single member of the board. Shareholders that object to, or are unsatisfied, with the performance of one board member are forced to vote against the entire board or initiate a costly proxy fight. Eliminating slate voting for directors is essential for ensuring corporate accountability to shareholders.

Require Majority Voting for Directors

All directors should obtain majority shareholder support in order to be elected to the board. The current plurality voting system, whereby a director may be elected even if he or she did not receive majority support from shareholders is woefully outdated. New regulations should be put in place to require majority voting for directors.



Implement Mandatory Advisory Voting on Executive Compensation

Companies should be required to hold an annual non-binding advisory vote on executive compensation. The 'say on pay' vote allows shareholders to provide direct feedback to the board on executive compensation issues. It is an essential tool for ensuring CEO pay is tied to shareholder expectations and company performance. Companies that implement an annual say on pay tend to establish more responsive remuneration practices and improved disclosure on executive compensation.

Furthermore, I request that the OSC take steps to promote the adoption of these three standards by securities regulators in other Canadian jurisdictions. These moderate changes to the current regulatory system are essential to maintaining a high standard of corporate governance in Canada.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ashley Hamilton', is positioned below the word 'Sincerely,'.

Ashley Hamilton
Principal, Ashley Hamilton Consulting

cc: Eugene Ellmen, Executive Director, Social Investment Organization