



Via email

October 4, 2013

John Stevenson, Secretary
Ontario Securities Commission
20 Queen Street West, 19th floor, Box 55
Toronto, Ontario M5H 3S8
Email: comments@osc.gov.on.ca

Dear Mr. Stevenson:

Re: OSC Staff Consultation Paper 58-401 *Disclosure Requirements Regarding Women on Boards and in Senior Management*

Royal Bank of Canada (RBC) is pleased to provide our views in response to the Ontario Securities Commission (OSC)'s Staff Consultation Paper 58-401 *Disclosure Requirements Regarding Women on Boards and in Senior Management (Consultation Paper)*. We are also a contributing signatory and supporter of the Canadian Bankers' Association (CBA) letter submission.

RBC and its subsidiaries provide global financial services and products to over 15 million clients worldwide. We are Canada's largest bank¹ and the 11th largest bank globally², operating in 46 countries and employing approximately 80,000 full- and part- time employees. We endeavour to recognize all aspects of diversity, both within our organization and in the communities in which we operate.

We commend both the OSC and the Ontario government for their efforts to increase the representation of women on the boards and in senior management of TSX-listed companies. We acknowledge the important contribution women make in business and continue to seek to further the advancement of women at RBC. We believe that transparency will motivate change in this area and that the introduction of a flexible disclosure model at the issuer level requiring companies to explain how they approach diversity, including gender diversity, is timely and appropriate. Consistent with the "comply or explain" disclosure model advanced in the Consultation Paper, we do not believe that quotas should be imposed by a regulator.

We consider diversity to be any dimension that can be used to differentiate groups and people from one another, including gender, ethnicity, age, national origin, disability, sexual orientation, education, and religion, as well as differences in perspectives, work experiences, lifestyles and cultures. We believe that diversity provides an advantage in intellectual capital that better enables us to meet new challenges as an organization and helps create prosperity for our clients, employees, shareholders and communities.

RBC is recognized as a leader in diversity in Canada³ and is committed to strengthening our diversity initiatives globally, including as it relates to the advancement of women. Our president and CEO, Gord Nixon, has been recognized by Catalyst Canada⁴ for his commitment to diversity and more specifically, to the advancement of women. RBC makes a concerted effort to promote diversity within our workplace and within

¹ As measured by assets and market capitalization.

² As measured by market capitalization.

³ As a result of our longstanding commitment to diversity, RBC was selected as a [2010 Catalyst Award](#) winner. The Catalyst Award is one of the most prestigious and high profile acknowledgements in the diversity area.

⁴ Catalyst Canada is a non-profit group that advocates for women in business.

the broader financial services industry. In fact, under Mr. Nixon's leadership, RBC's Canadian workforce is 65% women, with 36% holding executive roles⁵.

We have worked hard to embed diversity in our culture and in how we do business. *Diversity for Growth and Innovation* is one of the five Core Values that define our collective purpose and what we stand for as a company. In 2009, we codified our approach to diversity in a "Diversity Blueprint"; a public statement of RBC's priorities and objectives for achieving diversity, with a particular focus on women and visible minorities in senior management. In addition, in 2001 we created a senior advisory council (the "Diversity Leadership Council") to help drive the achievement of RBC's diversity strategy. Chaired by Mr. Nixon, the Council includes senior management representation from RBC's various business and geographic segments. Finally, RBC also shares many of our practices and progress publicly through such documents as our annual Diversity and Inclusion Report, our Employee Equity Report, and our Corporate Responsibility Report, all of which are available through a dedicated Diversity page on our public website.


RBC is a founding member of the Canadian Board Diversity Council, and a founding signatory of Catalyst Canada's voluntary call to action for Canadian corporations to increase the overall proportion of FP500 board seats held by women to 25% by 2017. RBC's board has adopted a gender diversity guideline for directors consistent with the Catalyst call to action. In assessing candidates for the board, diversity is an important factor considered by RBC's Corporate Governance and Public Policy Committee and as such the board has in place a diversity guideline that sets the objective that at least 25% of board members should be women. RBC exceeds this guideline as 5 of its 18 directors (28%) are women.

We continue to make strides in the advancement of women with the recent appointment of Kathleen Taylor as chair of our board, the first woman to chair the board of a major chartered bank in Canada. As well, Janice Fukakusa, RBC's Chief Financial Officer and Chief Administrative Officer, was named one of the 25 "most powerful women in banking and finance" by *American Banker* magazine⁶. Several RBC executive women have similarly been recognized as leaders in their field by other notable organizations⁷ in the past.

Despite our successes and continued commitment, we recognize more work is needed to elevate the representation of women and the recognition of diversity across corporate Canada. We strongly believe that having a diverse workforce and leadership across all levels of an organization, in all areas, enriches the economy, allows us to understand one another better, and helps to generate innovative ideas and solutions. In this regard, we are pleased that the OSC is taking a leadership role in announcing these proposals.

Thank you for the opportunity to offer our perspective on this important issue. We would be pleased to meet with you to participate further in the discussion.

Sincerely,



Carol McNamara
RBC Corporate Secretary



Zabeen Hirji
RBC Chief Human Resources Officer and
Member of RBC's Diversity Council

⁵ Figures represent Employment Equity data as a percentage of the number of employees (full-time and part-time) at RBC as of October 31, 2012 in our businesses in Canada governed by the *Employment Equity Act*. 36% represents boarded executives (VP and above).

⁶ As reported the October 2013 edition of American Banker Magazine:

http://www.americanbanker.com/magazine/123_10/rbcs-janice-fukakusa-going-all-in-1062098-1.html

⁷ These include: *Women in Capital Markets*, the *Women's Executive Network*, *Women of Influence Magazine*, *On Wall Street* magazine, *Savoy* magazine, *Diversity MBA Magazine*, and *Profiles in Diversity Journal*.