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WOMEN'S EXECUTIVE NETWORK™

WXN

October 4, 2013

The Secretary  
The Ontario Securities Commission  
20 Queen Street West, 22<sup>nd</sup> Floor  
Toronto, ON  
M5H 3S8

By email: [comments@osc.gov.on.ca](mailto:comments@osc.gov.on.ca)

Dear Secretary:

We are pleased to submit our comments in response to the **OSC Staff Consultation Paper 58-401** Disclosure Requirements Regarding Women on Boards and in Senior Management dated July 30, 2013.

## I. Introduction

With 17,500 members in Canada, each of whom is in a management, executive, board or professional role in the private, public and non-profits sectors, the Women's Executive Network (WXN) is Canada's largest organization exclusively for women in leadership roles across sectors. We are the home of Canada's Most Powerful Women: Top 100 Awards. We have recognized 731 women since the Awards began in 2003 through a rigorous selection process led by an Advisory Board of 20 senior executives from across Canada. Please see Appendix 1 for the names and titles of the women who were recognized most recently, in 2012. Please see Appendix 2 for an overview of the process and the Board. In 2008, we launched WXN in Ireland, our first step towards creating a global WXN.

We create and deliver innovative networking, mentoring, professional and personal development to inform, inspire, connect and to recognize our community of smart women and their organizations in the pursuit of leadership

excellence. Since 1997, WXN has provided Canada's employers of choice with high quality networking and mentoring opportunities for women in management, executive, board and professional roles. Exclusion from informal networks and a lack of mentoring opportunities are two often-cited barriers to women's advancement into leadership roles. We work with 70 companies across Canada ---mostly FP500 and Fortune 500-- who benefit from our 16 year track record of supporting their human capital strategies. Please find below an overview of WXN membership:

- **50%** of our members have 6 – 10 years of full-time work experience in a management, executive or professional role; while the remaining **50%** have 11+ years
- **76%** have completed university degrees: **40%** have undergraduate degrees; **32%** have also completed Masters Degrees, and **4%** have completed PhDs
- **25%** of WXN members have a C-Suite, President, Managing Director or Founder title; **17%** have an EVP or VP title; **32%** have a Director or Senior Manager title; and, **26%** have a Manager title
- **69%** earn an annual personal income of over \$100,000; **13%** earn in excess of \$200,000 per year

## 2. Our Position

Our recommendations have been informed by a September 2013 survey of WXN members. Of our respondents, 16% are recipients of a Canada's Most Powerful Women: Top 100 Award. 94.4% do not currently serve or have never served on an FP500 board.

At first glance, it is easy to define this issue as a women's issue. It is not a women's issue. It is an economic and business issue that affects Canada's competitiveness and prosperity. It affects men and women of all backgrounds. It is an issue that needs to be resolved for the sake of our children and our grandchildren so they will live in a country where there is greater equality and prosperity. We recognize that change is not easy. Change requires strong leadership and action now by governments and regulators.

We encourage the OSC to move forward with a 'comply or explain' disclosure regime. The business case is clear: companies can benefit from well-educated women who bring a wide range of skills, credentials, experiences and leadership styles to their roles as managers, executives, professionals and corporate directors. At the same time, companies need to focus on identifying, retaining and promoting women through the pipeline so there continues to be a large pool of women with the requisite skills in the pipeline and there continues to be a large pool of women who are board ready. The pool is large enough: the reality is the supply is greater than the demand. The low demand is accounted for by the way boards recruit. Currently, the research shows most director seats are filled by directors utilizing their own networks, made up overwhelmingly of other white males. The prevailing point of view was shared by a speaker with 130 WXN members at a WXN Breakfast in Calgary the week of September 23: "[I]t is difficult to

find the balance between subject matter experts and diverse candidates.” This opinion is not based on fact and only serves to perpetuate the problem as articulated by Professor Richard Leblanc in his submission. “Unless women are biologically unqualified or unfit to be public company Directors or senior Managers, and do not possess the very minimal qualifications of being over 18, not bankrupt and not insane, the proposition is that women do possess skill parity with men. It would be disingenuous to suggest otherwise absent any evidence,” he wrote.

In September, we surveyed our members to seek their opinion on a set of questions that included the important questions posed in the OSC Consultation Paper. Several questions pertained to the subject of quotas versus targets to achieve higher representation of women on boards. While many members support quotas at the board level, the consensus view is that an overarching target somewhere between 20-30% should be set for 2015 and an overarching target somewhere between 30-40% for 2018. 82% of WXN member respondents expressed support of national timelines and targets with 60.4% expressing strong support.

We also took the opportunity in the September survey of WXN members to ask whether they supported the OSC looking beyond gender in the future, 76.8% of WXN respondents said yes. They believe the Province should direct the OSC to look at the full definition of diversity in the future to address the specific diversity gaps of ethnicity, Aboriginal status and persons with disabilities. We request that the OSC consider disclosure obligations now and in the future needed to address these specific diversity gaps: disclosure obligations that address diversity more generally as suggested by the Institute of Corporate Directors will only maintain the status quo.

We thank the Government of Ontario for their vision and courage in providing this reference to the OSC in respect of gender as the first step. We cannot help but notice that the reference has come at a historic time in Canada with 6 female Premiers. In Ontario, Premier Wynne and NDP Leader Andrea Horwath are two of three party leaders. We also wish to acknowledge the editorial position of the Globe and Mail. Their position has not gone unnoticed by our 17,500 members across Canada.

- In an editorial published on February 16, 2013, the Globe and Mail wrote... “[t]he vast majority of Canadians - 85 per cent - now live in provinces governed by women. This is a remarkable transition from even a decade ago. Women are playing increasingly prominent roles not just in government but in law, medicine and academia in Canada, the U.S. and Western Europe. Everywhere, it seems, change is in the air, with one glaring exception: corporate Canada. The pace of change when it comes to gender parity on corporate boards has been glacial... It is time to stop analysing the barriers. It is time to emulate the corporations where change has been achieved. A decade from now, if voluntary efforts have not worked, we should not be startled if the public demands more stringent action, perhaps even quotas. Canadian companies, so often considered a source of innovation and

leadership, need to take a cue from voters and place trust in the vision and capacity of the entire educated work force. It makes business sense.”

- An April 8, 2013 editorial following the federal government’s announcement of the new Advisory Panel on Women on Boards on which WXN is an ex-officio member read in part... “In Britain, a blue-chip committee headed by Lord Davies of Abersoch produced a seminal report in 2011, which rejected the idea of mandatory quotas for women on boards, but instead recommended that Britain's largest companies voluntarily aim to have boards on which at least 25 per cent of the directors would be women. The Davies committee said companies should have to disclose their diversity plans annually to shareholders - a requirement that was legislated last year. Between 2011 and 2012, the proportion of women on FTSE 100 boards climbed to 15.6 per cent from 12.5 per cent. Australia, meanwhile, has taken a similar approach, with equally impressive results....Canada – where women account for 10 per cent of directors on public company boards - likewise needs a concrete national strategy. The new committee has the business credibility to play a role similar to that of the Davies committee. It should find the ambition to do so.”
- Finally, a May 29, 2013 editorial read in part... “Ontario's plan to use a "comply or explain" approach in its efforts to increase the number of women on corporate boards and in senior management roles is a smart and welcome idea, but it will need to be monitored closely... Regulators set a code of conduct that companies must either comply with or, failing to do so, provide justification why they don't, every year. This allows companies to adapt to the spirit of the code without being narrowly restricted, and it permits shareholders to take companies to task when their explanations aren't adequate. In the best of all possible worlds, "comply or explain" even has a market impact, as shareholders might sell their shares in a company that falls short in either the compliance or explanation departments. Various studies on the impact of the "comply or explain" model in European countries tend to all reach the same conclusion: that it has been effective in some areas, such as in getting British companies to hire more independent directors, and a failure in others, such as Germany's efforts to get companies to disclose their remuneration of board members. The bottom line is that this is a voluntary regime that places its hopes of success on the goodwill of companies and the vigilance of shareholders and other stakeholders. Ontario is smart and forward-thinking to consider the "comply or explain" model, and there is every reason to believe it could help improve Canada's poor track record when it comes to women in senior roles. It is a far better option than enforced quotas, but it will only work if there is a concerted effort on the part of all stakeholders to ensure that it does.”

### 3. Demographic Highlights

According to the June 2013 release of data from Statistics Canada’s National Household Survey, 64.8 per cent of working-age women now have a post-secondary education, compared with 63.4 percent of men. It is the first time

females have bypassed males in overall educational attainment. Visible minorities now make up over 16% of Canada's population. In our largest urban centres of Vancouver and Toronto they are 42% and 43% respectively. Our multicultural population provides a wealth of talent, connections and perspectives and are, in fact, better educated than non-immigrant Canadians. According to the same Household Survey, 38.1 per cent of immigrants reported having a degree, compared to 24.2 per cent of non-immigrants.

This contrasts sharply with the presence of women in corporate boardrooms. As is noted in the Consultation Paper, the share of women on boards among firms in the S&P/TSX Composite index was just 10.9% in 2011: 43% of the firms did not have a single female board member while another 28% had only one female board member. 10.9% is considerably lower than the 14.4% of the FP500 board seats held by women reported on in the Canadian Board Diversity Council 2012 Annual Report Card. According to the March 2013 TD Economics Report, the gap between the S&P/TSX Composite Index and the FP500 is because the FP500 is a combination of public, private and government enterprises. The latter two groups have better representation of women on their boards, with 19% for private companies and 27% for crown corporations. They wrote... "[i]t is clearly the boards of publicly traded firms that are severely lagging." This also contrasts sharply with the presence of visible minorities in corporate boardrooms.

It also contrasts sharply with the findings of the 2012 Catalyst Census: Financial Post 500 Women Senior Officers and Top Earners" published February 19, 2013. It is an exhaustive piece of research which ranks companies. It includes an Appendix listing the companies with zero female senior officers. It tracks:

- Women's share of senior officer top earner positions at public companies.
- All companies and public companies with 0 percent, 25 percent or more, and 40 percent or more women senior officers.
- Women's share of senior officer positions in public companies, private companies, Crown corporations, and cooperatives.

The appendices provide additional points of comparison by region and industry, as well as list companies with the highest and lowest representation of women senior officers.

- In 2012, women held 18.1 percent of senior officer positions at Financial Post 500 companies and 6.9 percent of senior officer top earner positions at public companies.
- In both 2010 and 2012, nearly one-third of all companies had 25 percent or more women senior officers, while approximately the same proportion had no women senior officers

## 4. Recommendations

Our recommendations have been informed by a September survey of WXN members, a review of the literature on women in senior management and board roles and a review of other submissions to the OSC. We would like to underline that our submission reflects the opinions of women in their 20s, 30s, 40s, 50s and 60s: 34% of respondents are between the ages of 25-45. 63.6% of respondents are between the ages of 46-65. The remaining 2.4% are over 65. We believe this makes our submission unique as it reflects the views of women at various stages in their careers.

Furthermore, 16% of our respondents are recipients of a Canada's Most Powerful Women: Top 100 Award. They are Canada's leaders. It is telling that of our respondents, 94.4% do not currently serve or have never served on an FP500 board.

At the risk of oversimplifying, let us share with you how we define the size of the problem. The Canadian Board Diversity Council's 2012 Annual Report Card revealed that women held 14.4% of 3,992 FP500 board seats. This totals 575 board seats. To move to 20%, or 798 board seats, requires 223 additional female directors assuming each director held one seat. To move to 30%, or 1,198 board seats, requires 623 additional female directors assuming each director held one seat. The Women's Executive Network is made up of 17,500 women each of whom is in a management, executive, board or professional role.

### I. What are effective policies for increasing the number of women on boards and in senior management?

Recommendation 1: The OSC should amend the Corporate Governance Disclosure Rule to require that non-venture issuers provide disclosure on an annual basis in the following four areas:

- Policies regarding the representation of women on the board and in senior management
- Consideration of the representation of women in the director selection process
- Consideration of the representation of women in the board evaluation process, and
- Measurement regarding the representation of women in the organization and specifically on the board and in senior management.

Recommendation 2: The OSC should amend the Corporate Governance Disclosure Rule to require that non-venture issuers should disclose whether they have a policy regarding the representation of women on the board AND should disclose the policy or a summary of that policy in the annual proxy circular, annual report and on the company website as follows:

- Set out how the policy is intended to advance the participation of women on the board and in senior management of the issuer
- Explain how the policy has been implemented
- Set out the measurable objectives that have been set under the policy and that these include numerical (actual and percentage based on board size over the last five years) gender diversity targets and the specific time period
- Disclose annual and cumulative progress by the issuer on achieving the objectives of the policy in quantitative terms
- Describe how the board or its nominating committee measures the effectiveness of the policy

Recommendation 3: The OSC should suggest that issuers consider term limits that are appropriate to their businesses to increase the turnover on boards which has been noted at 7%. This will help facilitate the appointment of qualified new directors. It will also allow Board Chairs to more easily address the sensitive issue of dealing with underperforming board members by removing them at the end of their term. We agree with the Senior Corporate Directors submission that states... “[i]f there are no reasonable term limits and no other interventions such as rigorous individual performance evaluations, it will take decades to shift the percentage of women on boards significantly.

Recommendation 4: We agree with the Canadian Board Diversity Council: it is important that an annual review be conducted each year beginning in 2015 for the OSC, similar to the annual review done in the UK each year following the Davies Report and similar to the two year review published in March 2013 in Australia. This annual review will determine the extent to which companies have embraced the disclosure requirements and provided meaningful information to shareholders as outlined in the description of the information that is to be shared. If the amended Rule is put in place for April 1, 2014, then a review conducted for the 2015 calendar year will be sufficient time to measure progress. If the 2015 review shows that at December 31, 2015 little action has been taken in creating and implementing detailed diversity policy, we suggest that OSC re-visit this new approach with a view of identifying more stringent requirements.

#### Background to Recommendations 1, 2, 3 and 4

We agree with the Senior Corporate Directors submission in respect of the wording of the current disclosure model. We are concerned that the Consultation Paper policy currently reads that an issuer should provide disclosure of their policy regarding the representation of women on the board in six specified ways as described on page 18 of the Consultation Paper IF the issuer has adopted a policy. We believe that the Australian Stock Exchange (ASX) ‘comply

or explain' approach is a better option based on the results achieved in Australia since 2009 and informs our first recommendation. This approach encourages companies to establish a diversity policy AND disclose the policy or a summary.

We are thankful to the Canadian Board Diversity Council's thorough response and would like to cite the research they have referenced in their submission. They write... "According to GMI Ratings May 2013 Women on Boards Report, Canada's progress on gender diversity among directors is stagnant: the proportion of female directors is at 13.1%, unchanged from the year before and up less than 1 percentage point since 2009. The Report reveals Australia's progress over the same time has seen a 5.4 percentage point increase to 13.8% including a 23.9 percentage point increase in the number of companies with at least one female board member versus a 6.7 percentage point increase in Canada. In fact, the percentage of companies with at least one woman on the board has fallen in Canada during this time.

The Council has been monitoring the results on board gender diversity of the ASX amendments to the *ASX Corporate Governance Council Principles and Recommendations* for listed companies which were put into place for financial years beginning January 1, 2011. These amendments introduced a 'comply or explain' model of disclosure. As noted in the Consultation Paper, under ASX listing rule 4.10.3, companies must include in their annual report a statement disclosing the extent to which they have followed six specific recommendations.

The Council notes two of these six are ASX Recommendations 3.2 and 3.5. Recommendation 3.2 is that entities should establish a diversity policy; disclose the diversity policy or a summary of that policy; and include in the diversity policy requirements for the board to establish and annually assess measurable objectives and the progress towards achieving them. Recommendation 3.5 is that entities should disclose in the corporate government statement of the annual report an explanation of any departure from the recommendations; and diversity policy should be made publicly available, ideally by posting the diversity policy or a summary of it on the entity's website.

On March 8, 2013 the ASX released a KPMG Report on the progress made by ASX listed companies in complying with the six recommendations. The Report includes the first full reporting period (31 December 2011 to 30 December 2012) for a number of entities across the ASX since the diversity recommendations came into effect. The majority of entities across the ASX have a diversity policy or are planning to put one in place. Over 90% of ASX-listed entities have established a diversity policy or provided an explanation as to why not. While a large number of entities disclosed the full policy on their website, others provided very little detail. The detail of disclosure was considerably greater in the larger listed entities.

The ASX Report notes that there has been broad interpretation of the term measurable objectives and that as a result it is unclear how progress on achievement of measurable objectives will be measured over time. "Entities that gave a



clear explanation of their intentions and progress to date achieved a far more effective disclosure than those disclosing compliance but providing little detail as to what steps had been taken.” Simply put, what gets measured gets done. This is a fundamental step towards increasing the representation of women on boards of directors. The OSC has the opportunity to learn from the Australian experience by providing greater guidance to issuers at the outset on the development of measurable objectives and the ongoing assessment of progress in its amendment to the Corporate Governance Disclosure Rule. “

## **2. What type of disclosure requirements regarding women on boards and in senior management would be most appropriate and useful?**

WXN supports strongly the four elements of disclosure below together with the requirements outlined in Recommendation 1 to increase the number of women on boards. According to the TD Economics March 2013 Report when describing that Canada has slipped in the international rankings, “[i]t implies a market failure to appreciate the skills and perspectives that women can bring to the table.”

### Policy regarding the representation of women on the board and in senior management

WXN supports strongly a model of disclosure as described above as indeed appropriate for non-venture issuers only and not for subsidiary entities. In our survey of WXN members, 89.6% of survey respondents expressed support or strong support, with 70% of respondents expressing strong support for mandatory disclosure of whether an issuer has a policy for advancing the participation of women in senior management roles and/or the identification and nomination of female directors. This requirement would mean that if an issuer does not have such a policy, the issuer would explain why not and identify any risks or opportunity costs associated with the decision not to have such a policy.

WXN supports the five elements of the policy as described in Recommendation 2.

### Consideration of the representation of women in the director selection process

WXN supports strongly an issuer being required to explicitly indicate whether, and if so how, the board or its nomination committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. This requirement would mean that if the issuer does not take the representation of women into account in its process, it should explain why not and identify any risks or opportunity costs associated with the decision not to do so. In our survey of WXN members, 86% of survey respondents expressed strong support or support, with 66% of respondents expressing strong support. The remaining 6.8% were neutral. 7.2% were opposed.

### Consideration of the representation of women in board evaluation

WXN also supports an issuer being also required to disclose whether and how adherence to the policy regarding the representation of women on the board and/or in senior management or achieving any objectives set out in the policy are assessed in connection with the annual evaluation of the effectiveness of the board and the nominating committee. 82.4% of survey respondents expressed support or strong support, with 60.4% of respondents expressing strong support. This model for an additional related requirement is opposed by 6.8% of respondents, with the remaining 10.8% neutral.

### Measurement

WXN also supports strongly an issuer being required to disclose the proportion (in percentage terms) of female employees in terms of: female employees in the whole organization, women in senior executive positions and women on the board. 73.8% of respondents expressed strong support or support for disclosure of the proportion (in percentage terms) of female employees in the whole organization; 89.9% of respondents expressed strong support or support for disclosure of the proportion (in percentage terms) of women in senior executive positions; and 93.2% of respondents expressed strong support or support for disclosure of the proportion (in percentage terms) of women on the board.

There is strong support, for the purposes of measurement that issuers should disclose the proportion of women who are executive officers of an issuer. 72.7% of respondents expressed strong support or support, with 63.6% expressing strong support. This is opposed by 18.2%, with the remaining 9.1% neutral.

### **3. Are the proposed scope and content of the model disclosure requirements appropriate? Are there additional or different disclosure requirements that should be considered? Please explain.**

Recommendation 5: The OSC should require disclosure in annual reports and on websites in addition to annual proxy circulars based on a strengthened definition of disclosure (WXN Recommendation 2) to increase transparency and accountability.

Recommendation 6: The OSC should require that an explanation be given if an external search consultancy has not been used in the appointment of a director and an explanation of the terms of the mandate in respect of the identification of female candidates and the percentage of women to be on the short list of candidates.

### Background to Recommendations 5 and 6

We would like to cite the research that the Canadian Board Diversity Council has referenced in their submission. They write... “In the UK and in Australia, listed companies are encouraged (not mandated) to disclose information on diversity policy and implementation in their annual reports. With much improved transparency and accountability over the last three years, both countries have seen significant improvements in board diversity.

In the UK, in response to the 2011 Lord Davies report *Women on Boards*, the Financial Reporting Council amended The UK Corporate Governance Code (not a rigid set of rules, but rather a guide) in September 2012. In its provisions, the code suggests that a separate section of the annual report should describe the work of the nomination committee, including the process it has used in relation to board appointments, a description of the board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy and progress on achieving the objectives. In Canada, disclosure by issuer is generally set out in their annual proxy circulars.

Principle B.2 of the Code is discussed in the Consultation Paper. It prompts boards to undertake a more rigorous board search process. Recommendation 4 reflects Principle B.2 of the Code. The Council notes that the percentage of women on UK boards has risen 4 percentage points since 2009 and now stands at 12.6% of directors according to the GMI Ratings 2013 Women on Boards Survey, a figure that is above the developed-world average of 11.8% and that has increased by 1.9 percentage points since 2011 and 4.1% since 2009. Two-thirds of the UK companies have at least one woman on the board, a sharp increase of 8.9% since 2011, which puts the country in line with the collective percentage for the developed world.

According to GMI, "[t]he recent increases in the UK come against the background of vocal opposition, on the part of many UK political and business leaders, to proposed EU-wide regulation of board diversity. They may thus represent an effort, on the part of some companies, to demonstrate that no such action is needed. The changes also come in the context of corporate governance code provisions, adopted in 2010 and expanded in 2012, requiring companies to disclose their policy on board diversity and their progress toward increasing it. Another influence has been the 2011 Davies Report, which urges voluntary action by FTSE 350 companies to increase their percentage of female directors, with a minimum goal for the FTSE 100 of 25% by 2015.

The Council has also been tracking the success of the Australian Stock Exchange in encouraging listed companies to improve board diversity through the 2010 amendments to the ASX Corporate governance Council Principles and Recommendations. The Council notes ASX Recommendation 3.3: entities should disclose in each annual report the measurable objectives for achieving gender diversity and progress towards achieving them.

In discussions with ASX officials, we have learned that transparency through annual reports has been a key element of their success through recommendations that are not mandatory. These recommendations bring transparency to the forefront, as companies are asked to meet disclosure requirements that include the reporting in each annual report of i) measurable objectives for achieving gender diversity set by the board in accordance with the diversity policy and progress towards achieving them; ii) proportion of women employees, senior executives and directors and iii) an explanation of any departure from the implementation of their diversity policy. While it is not mandatory that companies follow the recommendations, listing rule 4.10.3 requires companies to include in their annual report a statement disclosing the extent to which they have followed the recommendations."

WXN recommends that issuers should be encouraged by the OSC to also provide disclosure in the four areas being considered in their annual reports.

**4. What type of statistics, data and/or accompanying qualitative information regarding the representation of women in their organization should non-venture issuers be required to disclose. Should such disclosure be reported for the non-venture issuer only or for all its subsidiary entities also?**

We are comfortable with the level of disclosure envisioned by our Recommendations which add a degree of specificity we felt was lacking in the model described in the Consultation Paper.

**5. What practices should we recommend for increased representation of women on boards and in senior management?**

- We support the OSC in recommending non-venture issuers create, implement and report on board diversity in a ‘comply or explain’ disclosure model.
- We also would like to see the introduction of targets for federal and provincial crown corporations boards of directors only so governments play a leadership role in addressing the issue of increased female representation on boards. Currently, there are no mandated quotas for female board representation in Canada outside of Québec. When WXN members were asked whether they supported quotas, targets, neither or didn’t know, the level of support was 36.4% for quotas, 64% for targets, 11.6% for neither and 2.4% didn’t know, respectively.
- We also recommend the OSC suggest the following best practices to non-venture issuers to help them achieve the measurable objectives of their board diversity policy at the senior management level. By doing so, this will increase the numbers of women with the requisite skills and credentials to serve as corporate directors.
  - According to McKinsey in their Women Matter series of reports, gender diversity was among the top 10 strategic priorities for more than half the companies surveyed. They showed that gender diversity was best supported within an ecosystem consisting of three parts: Management Commitment, Women’s Development Programs and A Set of Enablers. Over 90% of companies surveyed had Women’s Development Programs in place. McKinsey highlighted the importance of these Programs to helping women overcome obstacles in their career progression. Unfortunately, the vast majority of

companies that have these programs in place are not executing them well, and, as a result, not getting the results they desire in terms of filling the pipeline and increasing the proportion of senior positions held by women. Their recommendations include a strong CEO commitment, rigorous monitoring, strong implementation of programs and enablers and a culture that is supportive of gender diversity.

- Increase managers' and executives' awareness within your organization of the psychological drivers of bias toward male leaders, and work to address hidden biases. A great deal of research has been done that shows that our unconscious biases lead us to human resource decisions that inadvertently favor men. This extends up to the boardroom. A June 2013 Harvard Business Review article *The Dysfunctional Boardroom* discusses the obstacles women say they face in the boardroom. Though boards say they want diversity, what happens once women get on them? 87% of female directors reported facing gender-related hurdles. The authors asked the male directors if female directors face hurdles that men do not. The majority - 56% - said no. According to some women's accounts, many male directors seem unaware that they may create hostile board cultures, fail to listen to female directors or accept them as equals, and require them to continually reestablish their credentials.
- Introduce more objectivity into performance reviews. By structuring processes that help remove hidden biases against women in leadership roles, organizations will be able to provide the necessary performance development opportunities to top talent women to move them through the pipeline into senior management and executive roles.
- Ensure that there is a critical mass of women at the senior management level, the executive team level and the board level. Again, much research has been done that looks at organizations that are successfully in moving women through the pipeline. It reveals that a critical mass will avoid the tokenism that has been too long a hallmark of organizations' efforts to promote women.
- Ensure that women have equal access to networking, mentoring and sponsorship opportunities. This has been shown to be of paramount importance for women to succeed into more senior roles in organizations.

## Appendix I

## 2012 Canada's Most Powerful Women: Top 100 Award Winners

	Sal.	First Name	Last Name	Nominated As: Title	Nominated As: Company	Prov.
<b>SUN LIFE FINANCIAL ARTS &amp; COMMUNICATIONS (5)</b>						
1	Ms.	Jeanne	Beker	Host	FashionTelevisionChannel	ON
2	Ms.	Carolle	Brabant	Executive Director	Telefilm Canada	QC
3	Ms.	Catherine	Cano	Managing Partner	NATIONAL Public Relations	ON
4	Ms.	Wendy	Freeman	President, CTV News	Bell Media	ON
5	Ms.	Kevin	Garland	Executive Director	The National Ballet of Canada	ON
<b>RBC CHAMPIONS (9)</b>						
1	Ms.	Jane	Allen	Partner; Global Leader, Renewable Energy; and Chief Diversity Officer, Canada	Deloitte	ON
2	Ms.	Clare	Beckton	Founding Executive Director	Carleton University Centre for Women in Politics and Public Leadership	ON
3	Ms.	Dominique	Dionne	VP, Corporate Affairs	Xstrata Nickel	ON
4	Ms.	Martha	Fell	CEO	Women in Capital Markets	ON
5	Ms.	Fiona	Macfarlane	Chief Inclusiveness Officer & Vancouver Office Managing Partner	Ernst & Young LLP	BC
6	Ms.	Stephanie	MacKendrick	President	Canadian Women in Communications	ON
7	Ms.	Cybele	Negriz	President & Co-Founder	Webnames.ca Inc.	BC
8	Ms.	Lynn	Posluns	Founder & Chair	Women of Baycrest	ON
9	Ms.	Elizabeth	Watson	President & Founder	WATSON	BC
<b>ACCENTURE CORPORATE DIRECTORS (5)</b>						
1	Dr.	Gail	Cook-Bennett	Chair of the Board	Manulife Financial	ON
2	Ms.	Maureen	Kempston Darkes	Corporate Director	Canadian National Railway, Brookfield Asset Management, Irving Oil, Enbridge Inc., and Balfour Beatty plc	ON
3	Ms.	Isabelle	Marcoux	Chair of the Board	Transcontinental Inc.	QC
4	Ms.	Eileen	Mercier	Corporate Director	CGI Group Inc., Intact Financial Corporation, Teekay Shipping Corporation and University Health Network	ON
5	Ms.	Deborah	Rosati	Corporate Director	Sears Canada	ON
<b>SCOTIABANK CORPORATE EXECUTIVES (23)</b>						
1	Dr.	Amiee	Chan	President & CEO	Norsat International Inc.	BC
2	Ms.	Trudy	Curran	SVP, General Counsel & Corporate Secretary	Canadian Oil Sands Ltd.	AB

3	Ms.	Cynthia	Devine	CFO	Tim Hortons Inc.	ON
4	Ms.	Laura	Dottori-Attanasio	Global Head, Corporate Credit Products	CIBC	ON
5	Ms.	Andrea	Goertz	SVP, Strategic Initiatives	TELUS	AB
6	Ms.	Judy	Goldring	EVP & COO	AGF Management Ltd.	ON
7	Ms.	Marianne	Hasold-Schilter	EVP & CAO, International Banking	Scotiabank	ON
8	Ms.	Sandra	Hokansson	President & Country Manager	Adecco Employment Services Ltd.	ON
9	Ms.	Lynn	Jeannot	EVP, HR and Corporate Affairs	National Bank	QC
10	Ms.	Marie-Josée	Lamothe	CMO & CCO	L'Oréal Canada	QC
11	Ms.	Lisa	Lisson	President	FedEx Express Canada	ON
12	Ms.	Sheri	Lucas	CFO & EVP, Finance	SaskCentral	SK
13	Ms.	Lorraine	Mitchelmore	President & Canada Country Chair & VP, Exploration Americas Onshore	Shell Canada Limited	AB
14	Ms.	Leslie	O'Donoghue	EVP, Operations	Agrium	AB
15	Ms.	Jane	O'Hagan	EVP & CMO	Canadian Pacific	AB
16	Ms.	Kerry	Peacock	EVP, Direct Investing	TD Bank Group	ON
17	Ms.	Jane	Rowe	SVP, Teachers' Private Capital	Ontario Teachers' Pension Plan	ON
18	Ms.	Launi	Skinner	CEO	First West Credit Union	BC
19	Ms.	Cheryl	Smith	EVP, Consumer & Trade Marketing	Parmalat Canada	ON
20	Ms.	Lynda	Sullivan	EVP & Controller	Manulife Financial	ON
21	Ms.	Mary Ann	Turcke	EVP, Field Operations	Bell Canada	ON
22	Ms.	Helen	Wesley	EVP, Corporate Services	Talisman Energy Inc.	AB
23	Ms.	Zoë	Yujnovich	President & CEO	Iron Ore Company of Canada	QC
<b>CIBC ENTREPRENEURS (5)</b>						
1	Ms.	Sally	Daub	President & CEO	ViXS Systems Inc.	ON
2	Ms.	Karen	Flavelle	Owner & CEO	Purdy's Chocolates	BC
3	Dr.	Wendy	Lisogar-Cocchia	CEO	Century Plaza Hotel and Absolute Spa Group	BC
4	Ms.	Heather	Reisman	Founder & CEO	Indigo Books & Music Inc.	ON
5	Ms.	Lise	Watier	Founder & President	Lise Watier Cosmétiques	QC
<b>TELUS FUTURE LEADERS (5)</b>						
1	Ms.	Yael	Cohen	Founder & President	F*** Cancer	BC
2	Ms.	Emilie	Cushman	President	Students in Free Enterprise - SIFE Windsor	ON
3	Ms.	Lauren	Friese	Founder	TalentEgg inc.	ON

4	Ms.	Kanika	Gupta	Founder & Chief Catalyst	Sojo	ON
5	Ms.	Bailey	Vaez	Founder & President	Proactive Movement Inc.	ON
<b>KPMG PROFESSIONALS (12)</b>						
1	Ms.	Susan	Barber	Partner	McDougall Gauley LLP	SK
2	Ms.	Linda	Bertoldi	Senior Partner & Chair, National Electricity Markets Group	Borden Ladner Gervais LLP	ON
3	Ms.	Shelley	Brown	Partner	Deloitte & Touche LLP	BC
4	Ms.	Jane	Caskey	Global Practice Leader - Intellectual Property, Partner, Lawyer, Trade- mark Agent	Norton Rose Canada LLP	ON
5	Ms.	Madeleine	Chenette	Partner & Chair of the Board	KPMG Secor	QC
6	Ms.	Lisa	Kimmel	General Manager	Edelman Public Relations, Toronto	ON
7	Ms.	Shannon	MacDonald	Atlantic Practice Managing Partner	Deloitte & Touche LLP	NS
8	Ms.	Mary Lou	Maher	CFO/CAO	KPMG LLP	ON
9	Ms.	Karen	McBride	President & CEO	Canadian Bureau for International Education	ON
10	Ms.	Rosemary	McCarney	President & CEO	Plan Canada	ON
11	Ms.	Monique	Mercier	SVP, Chief Legal Officer & Corporate Secretary	TELUS	BC
12	Ms.	Kim	Thomassin	Managing Partner, Québec Region and Partner	McCarthy Tétrault	QC
<b>PUBLIC SECTOR LEADERS (18)</b>						
1	Ms.	Bonnie	Adamson	President & CEO	London Health Sciences Centre	ON
2	Ms.	Melanie	Aitken	Commissioner of Competition	Competition Bureau Canada	QC
3	Ms.	Karen	Branscombe	Superintendent	New Brunswick School District 02	NB
4	Ms.	Janice	Charette	Associate Secretary to the Cabinet and Deputy Minister of Intergovernmental Affairs	Privy Council Office of Canada	ON
5	Ms.	Connie	Fair	President & CEO	BC Assessment	BC
6	Ms.	Terri	Harris	Chief of Operations, Premier's Office, Executive Council	Government of Saskatchewan	SK
7	Ms.	Kim	Henderson	Deputy Minister, Labour, Citizens' Services and Open Government	Province of British Columbia	BC
8	Ms.	Irene	Lewis	President & CEO	SAIT Polytechnic	AB
9	Dr.	Deborah	MacLatchy	VP, Academic & Provost	Wilfrid Laurier University	ON
10	Dr.	Barbara	Paterson	Dean, School of Nursing	Thompson Rivers University	BC
11	Ms.	Maureen	Piercy	President	Loyalist College	ON



12	<b>Ms.</b>	<b>Geri</b>	<b>Prior</b>	CFO	Insurance Corporation of British Columbia	BC
13	<b>Ms.</b>	<b>Anne</b>	<b>Sado</b>	President	George Brown College	ON
14	<b>Dr.</b>	<b>Daphne</b>	<b>Taras</b>	Dean, Edwards School of Business	University of Saskatchewan	SK
15	<b>Ms.</b>	<b>Christyne</b>	<b>Tremblay</b>	Deputy Minister	Ministère du Développement économique, de l'Innovation et de l'Exportation, Gouvernement du Québec	QC
16	<b>Dr.</b>	<b>Catharine</b>	<b>Whiteside</b>	Dean, Faculty of Medicine & Vice-Provost, Relations with Health Care Institutions	University of Toronto	ON
17	<b>Ms.</b>	<b>Debra</b>	<b>Woodgate</b>	Commissioner of the Manitoba Civil Service Commission	Government of Manitoba	MB
18	<b>Ms.</b>	<b>Susan</b>	<b>Yurkovich</b>	EVP, Site C Clean Energy Project	BC Hydro	BC
<b>XSTRATA NICKEL TRAILBLAZERS AND TRENDSETTERS (18)</b>						
1	<b>Ms.</b>	<b>Stacey</b>	<b>Allaster</b>	Chairman & CEO	Women's Tennis Association	FL, USA
2	<b>Dr.</b>	<b>Kimberley</b>	<b>Amirault-Ryan</b>	Performance Consultant	Canadian Olympic Committee, Edmonton Oilers & Kimberley Amirault PH.D Inc.	AB
3	<b>Ms.</b>	<b>Sepanta</b>	<b>Dorri</b>	General Manager, Business Development	Xstrata Nickel	ON
4	<b>Ms.</b>	<b>Gail</b>	<b>Edwards</b>	President	JH Investments Inc.	BC
5	<b>Ms.</b>	<b>Kathy</b>	<b>Gregory</b>	Founding President & CEO	Paradigm Quest Inc.	ON
6	<b>Ms.</b>	<b>Lia</b>	<b>Grimanis</b>	Founder	Up With Women	ON
7	<b>Ms.</b>	<b>Clara</b>	<b>Hughes</b>	Olympian		MB
8	<b>Ms.</b>	<b>Isabelle</b>	<b>Hudon</b>	President	Sun Life Financial, Québec	QC
9	<b>Ms.</b>	<b>Brenda</b>	<b>Kenny</b>	President & CEO	Canadian Energy Pipeline Association	AB
10	<b>Ms.</b>	<b>Amanda</b>	<b>Lindhout</b>	Founder & Executive Director	Global Enrichment Foundation	AB
11	<b>Ms.</b>	<b>Karen</b>	<b>Meades</b>	President	Ottawa Health Services Network Inc.	ON
12	<b>Ms.</b>	<b>Noella</b>	<b>Milne</b>	Senior Partner	Borden Ladner Gervais LLP	ON
13	<b>Ms.</b>	<b>Vivian</b>	<b>Prokop</b>	CEO	Canadian Youth Business Foundation	ON
14	<b>Dr.</b>	<b>Janice</b>	<b>Ristock</b>	Vice-Provost (Academic Affairs) and Professor, Women's & Gender Studies Program	University of Manitoba	MB
15	<b>Dr.</b>	<b>Cheryl</b>	<b>Rockman-Greenberg</b>	Professor and Head, Department of Pediatrics and Child Health	University of Manitoba	MB
16	<b>Ms.</b>	<b>Barbara</b>	<b>Stegemann</b>	Author & CEO	The 7 Virtues Beauty Inc.	NS
17	<b>Ms.</b>	<b>Catherine</b>	<b>Swift</b>	Chair, President & CEO	Canadian Federation of Independent Business	ON

18	Ms.	Ilse	Treurnicht	CEO	MaRS Discovery District	ON
<b>WXN HALL OF FAME (5)</b>						
1	Ms.	Debra	Hewson	President & CEO	Odlum Brown Ltd.	BC
2	Ms.	Zabeen	Hirji	Chief Human Resources Officer	RBC	ON
3	Ms.	Anne-Marie	Hubert	Managing Partner, Advisory Services	Ernst & Young LLP	QC
4	Ms.	Debra	Kelly-Ennis	President & CEO	Diageo Canada Inc.	ON
5	Ms.	Sue	Paish	CEO	Pharmasave Drugs (National) Ltd.	BC

## Appendix 2

Canada's Most Powerful Women: Top 100 Awards celebrates the professional achievements of strong female leaders across the country in the private, public and not-for-profit sectors. Every year, our WXN Top 100 Advisory Board reviews each Nomination Package to verify that the Nominee meets the selection criteria for the category in which they were nominated. In selecting the Award Winners, our Top 100 Advisory Board considers the Nominee's achievements in the context of the Selection Criteria of the category in which the Nominee has been nominated. Over the past decade, The Women's Executive Network (WXN) has honoured 653 remarkable women, and inducted 88 women into our Hall of Fame.

The selection criterion is unique for each award and is based on the following:

### Sun Life Financial Arts & Communications

This category recognizes women who have shaped Canadian thinking and culture through the profound impact they have made in the Arts or Communications arenas. They have made contributions in one of the disciplines of the arts including but not limited to: journalism, literature, broadcasting, cinema and the performing arts.

1. Career Accomplishments: What has the Nominee accomplished in her career that sets her apart?
2. Impact on Canadian Thinking and Culture: How has the Nominee had a measurable impact on Canadian thinking and culture?
3. Vision and Leadership: How has the Nominee demonstrated vision and leadership at her current organization and throughout her career?
4. Community Service: How does the Nominee demonstrate her commitment to the community?

### RBC Champions

This category recognizes women who are currently making a distinct and describable difference to the advancement of women in the Canadian workplace.

1. Role Model: What mentoring and other initiatives has the Nominee undertaken to assist women in the Canadian workplace through serving as a role model?
2. Impact on Other Women: How has the Nominee had a measurable impact on women at the local, regional, national and international levels?
3. Change Agent: What are examples of the Nominee's accomplishments as an agent of change in making a distinct and describable difference to the advancement of women in the Canadian workplace?
4. Community Service: How does the Nominee demonstrate her commitment to the community?

### Accenture Corporate Directors

This category recognizes women who are currently sitting on a corporate board. Nominees in this category are asked to provide:

- Annual Sales
- Income After Taxes

- EBITDA
  - Total Assets
  - Total Equity
1. Impact on Board Effectiveness: How has the Nominee contributed to the effectiveness of the one Board on which she currently sits and for which she is being nominated?
  2. Impact on Corporate Governance: How has the Nominee contributed to improved corporate governance throughout her board career?
  3. Leadership in Diversity: How has the Nominee demonstrated her commitment to improving diversity at the board and executive team levels throughout her board career?
  4. Not-for Profit and Public Sector Board Service: How has the Nominee demonstrated her commitment to the community?

### **Scotiabank Corporate Executives**

This category recognizes women who hold senior positions in Canada's publicly-traded and privately owned companies, pension funds and co-operatives. The criteria for this Nominee includes:

- Hold a position at the Vice-President level or higher or report directly to the President
- Be actively in their role on or before December 31, 2012

Nominees may be employed by companies of all sizes. Nominees in this category are asked to provide:

- Annual Sales
  - Income After Taxes
  - EBITDA
  - Total Assets
  - Total Equity
1. Management Role: How does the Nominee contribute to the management and strategic direction of her organization?
  2. Vision and Leadership: How has the Nominee demonstrated vision and leadership at her current organization and throughout her career?
  3. Corporate Performance: How did the Nominee contribute to the financial performance of her organization in the most recent fiscal year?
  4. Community Service: How does the Nominee demonstrate her commitment to the community?

### **CIBC Entrepreneurs**

This category recognizes women who own and operate businesses. The criteria for this Nominee includes:

- Be a founder of the company
- Actively manage the daily affairs of the company as the top executive

- Own at least 25% of the shares of a private company (if she is a Founder or Co-Founder and transferred equity for tax reasons to a life partner and children for example, these shares will be included in the equity calculation) or own at least 5% of the shares of a publicly-traded company.

Nominees are required to provide a letter under the signature of the organization's CFO or outside accounting firm verifying their ownership position. Nominees in this category are also asked to provide:

- Annual Sales
  - Income After Taxes
  - EBITDA
  - Total Assets
  - Total Equity
1. Management Role: How has the Nominee grown her business and adapted to changing markets and customer needs?
  2. Vision and Leadership: How has the Nominee demonstrated vision and leadership at her current organization and throughout her career?
  3. Corporate Performance: How has the Nominee delivered strong earnings in the most recent fiscal year?
  4. Community Service: How does the Nominee demonstrate her commitment to the community?

### **TELUS Future Leaders**

This category recognizes exceptional young women who have distinguished themselves early in their careers, and who show tremendous potential to continue making their mark in the years to come.

Nominees must be 30 years of age or younger and may be from any professional background or discipline.

1. Career Accomplishments: What has the Nominee accomplished in her career that sets her apart?
2. Vision and Leadership: How has the Nominee demonstrated vision and leadership at her current organization and throughout her career?
3. Community Service: How does the Nominee demonstrate her commitment to the community?

### **KPMG Professionals**

This category recognizes women who are professionals in practice who play a leadership role within their organizations.

Nominees include women who serve on their firm's executive committee, have founded their own professional services firms, and/or who serve their profession in a leadership role at a provincial or national level. For purposes of this category, "profession" means a vocation or occupation requiring special (usually advanced) education, knowledge and skill.

"Professionals" may include:

- Lawyers
- Doctors
- Engineers
- Non-for-Profit
- Professional
- Accountants

Nominees in this category are also asked to provide:

- Annual Sales
  - # of Partners
  - Total Employees
1. Management Role: How does the Nominee contribute to the management and strategic direction of her organization?
  2. Vision and Leadership: How has the Nominee demonstrated vision and leadership at her current organization and throughout her career?
  3. Corporate Performance: How did the Nominee contribute to the financial performance of her organization in the most recent fiscal year?
  4. Community Service: How does the Nominee demonstrate her commitment to the community?

### **Public Sector Leaders**

This category recognizes women who hold senior positions in Canada's public sector organizations, including Crown Corporations and the Canadian Forces. They cannot currently be in public office. Nominees will be selected from this category's groupings:

- Federal government departments
- Provincial ministries
- Universities
- Municipalities
- Hospitals and regional health authorities
- Crown corporations
- Canadian Forces

Nominees for this category are also required to provide:

- Annual Budget
  - Total Assets
  - Total Employees
1. Management Role: How does the Nominee contribute to the management and strategic direction of her organization?

2. Vision and Leadership: How has the Nominee demonstrated vision and leadership at her current organization and throughout her career?
3. Corporate Performance: How did the Nominee contribute to the financial performance of her organization in the most recent fiscal year?
4. Community Service: How does the Nominee demonstrate her commitment to the community?

### **Glencore Trailblazers & Trendsetters**

This category recognizes women who are either the first in their field or have made a major impact on it, and who have made a great contribution to Canadian society in any field of endeavour.

1. Breaking New Ground or Traditional Barriers: How has the Nominee broken new ground or traditional barriers?
2. Impact of Contribution on Canadian Society: How has the Nominee had a measurable impact on Canadian society?
3. Vision and Leadership: How has the Nominee demonstrated vision and leadership at her current organization and throughout her career?
4. Community Service: How does the Nominee demonstrate her commitment to the community?

### **2013 Top 100 Advisory Board**

1. Mr. Michael Bach, Partner and CEO, Canadian Institute of Diversity and Inclusion
2. Ms. Shannon Bowen-Smed, President & CEO, Bowen Workforce Solutions
3. Ms. Kristen Carscallen, Chief Human Resources Officer, KPMG
4. Dr. Colleen Collins, Associate Professor of Marketing; Former Associate Dean & Academic Director, Beedie School of Business, Simon Fraser University
5. Ms. Sandy Delamere, VP, Human Resources, Sun Life Financial
6. Mr. Blake C. Goldring, Chairman and CEO, AGF Management Limited
7. Ms. Veni Iozzo, SVP, Marketing & Strategy, CIBC
8. Ms. Pamela Jeffery (Chair), Founder, Women's Executive Network
9. Mr. Doug Kelly, Former Publisher, National Post
10. Ms. Sue Lee, Corporate Director
11. Mr. Joseph Mapa, President and CEO, Mount Sinai Hospital
12. Ms. Lois Nahirney, EVP, Corporate Resources, Teekay Corporation
13. Mr. Ian Pearce, Former CEO, Xstrata Nickel
14. Mr. David Sharma, Chief Procurement Officer and SVP, TELUS
15. Ms. Meg Sintzel, Director of Government Relations, Canada, Accenture
16. Mr. Brian Toda, SVP, Global Talent Management, Scotiabank
17. Ms. Norma Tombari, Director, Global Diversity, RBC
18. Mr. Michael Webb, SVP, Human Resources, HSBC Bank Canada
19. Ms. Cathy Williams, Corporate Director
20. Ms. Ava Yaskiel, Partner, Norton Rose Fulbright Canada LLP