

April 16, 2014
Sent by email

The Secretary
Ontario Securities Commission
20 Queen Street West
22nd floor
Toronto, Ontario M5H 3S8
Email: comments@osc.gov.on.ca

Dear Sirs/Madams:

Re: Request for Comment on Proposed Amendments (Proposed Amendments) to Form 58-101F1 *Corporate Governance Disclosure* (Form 58-101F1) of National Instrument 58-101 *Disclosure of Corporate Governance Practices* (NI 58-101)

We commend the OSC for its efforts to promote the advancement of women on boards and in leadership positions among TSX listed issuers. At BMO, “Embrace Diversity” is not simply an organizational value; it is a set of behaviours that our managers and employees live by every day. BMO was one of the earliest signatories to the *Catalyst Accord* supporting its call to increase the overall proportion of women on FP500 corporate boards to 25% by 2017. Last year BMO’s board adopted a diversity policy which includes the goal that each gender will comprise no less than 1/3 of our independent directors.

Overall we agree with the Proposed Amendments. We support the “comply and explain” approach adopted in the Proposed Amendments because these disclosure requirements will encourage issuers to establish diversity policies and demonstrate how they will achieve their goals.

We have specific comments on the following:

1. Subsidiaries (Section 15(b))

The requirement regarding the number of women executive officers of the issuer’s subsidiaries may not result in meaningful reporting. Many issuers, like BMO, have hundreds of subsidiaries of varying sizes and in multiple jurisdictions, many of which are non-operating entities. Owing to their small size, many “executive officers” of a subsidiary, despite their titles, may not be senior leaders

of the issuer. Including these positions as part of the disclosure requirements may result in an inaccurate understanding of the level of diversity at the issuer level. Further, senior leaders of the issuer may be executive officers of both a subsidiary and the issuer, which could result in double-counting.

2. Definition of Executive Officer

“Executive officer” is too narrowly defined in the Proposed Amendments to demonstrate the actual proportion of women in senior positions in relation to the whole organization. What may be more important is that we disclose the number of senior management women to demonstrate the pipeline available for executive officer positions. At BMO we have set goals and publically report on the number of women in senior positions across our organization to demonstrate the diversity of women at the leadership level.

3. Addressing Diversity More Broadly

As stated in our comment letter of October 4, 2013, we would urge the OSC to expand the scope of the Proposed Amendments from gender diversity to diversity more broadly because advancing other aspects of diversity are equally important. BMO’s board diversity policy includes a range of criteria including gender, age, ethnicity and geographic background.

We believe the Proposed Amendments are a positive step in advancing the position of women on boards and senior leadership positions. We thank you for the opportunity to comment on this very important topic.

Sincerely,

A handwritten signature in black ink, appearing to read "M. Morrison".