



April 16, 2014

The Secretary
Ontario Securities Commission
20 Queen Street West
22nd Floor
Toronto, Ontario M5H 3S8

Gentlemen and Mesdames:

RE: Proposed OSC Amendments to Form 58-101F1 Corporate Governance Disclosure of National Instrument 58-101 *Disclosure of Corporate Governance*

This letter is submitted in response to the OSC Notice and Request for Comments (“**Notice and Request**”) published on January 16, 2014 in relation to proposed amendments to Form 58-101F1 (“**Form 58-101F1**”) *Corporate Governance Disclosure* of National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) (the “**Proposed Amendments**”).

McCarthy Tétrault LLP was the first Canadian law firm to sign the Catalyst Accord in September 2012, partnering with Catalyst in its call to action to Canadian corporations to increase the overall proportion of FP500 board seats held by women to 25% by 2017.

Companies that sign the Catalyst Accord commit to increase the proportion of women directors on their board and to encourage other companies to do the same. The goals outlined in the Catalyst Accord are aligned with McCarthy Tétrault’s own long-standing commitment to diversity: over the last five years, the percentage of women on the firm’s Board of Partners has ranged between 20 and 30%, and the firm remains committed to put forward a slate of candidates having no less than 25% women partners running for its Board.

Below you will find our comments on the first question set out in the Notice and Request:

1. *Are the scope and content of the Proposed Amendments appropriate? Are there additional or different disclosure requirements that should be considered? Please explain.*

We are in general agreement with the scope and content of the Proposed Amendments which align with our firm’s commitment under the Catalyst Accord. The “comply or explain” regime which requires issuers to develop their own strategies and objectives for the level of representation of women on their boards and among their senior executives is, in our view, an effective step in encouraging the increase of women on boards and in senior executive positions and concords with the general “comply and explain” approach in NI 58-101.

Yours truly,

(signed) Marc-André Blanchard
Chair & CEO

(signed) Lisa Vogt
Chief Diversity Officer