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Ontario Securities Commission

VIA EMAIL TO:

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Ontario Securities Commission
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Comments on Ontario Securities Commission ("OSC") proposed amendments to Form 58-101F1 Corporate Governance Disclosure of National Instrument 58-101 Disclosure of Corporate Governance Practices (the "Proposed Amendments")

Thank you for the opportunity to comment on the Proposed Amendments. We applaud the Ontario Government and the OSC for proposing these amendments at this time.

TELUS is a leading national telecommunications company in Canada with \$11.4 billion of annual revenue and 13.3 million customer connections. TELUS provides a wide range of communications products and services including wireless, data, internet protocol (IP), voice, television, entertainment, and video.

At TELUS, we believe that increasing the diversity of our Board and our team to reflect the communities and customers that we serve is essential to our success. For us, diversity means diversity of background, skills, experience and thought. We also believe that fostering a culture of acceptance and inclusiveness where team members can share their views, their personalities and their uniqueness with confidence and trust, makes us an employer of choice better able to attract and retain talent. In this regard, we suggest that the OSC's focus of gender diversity on boards and senior management be expanded to include broader diversity considerations with a view to ensuring that issuers benefit from a wider range of perspectives and relevant experience.

In a letter dated October 4, 2013, we commented on OSC Staff Consultation Paper 58-401: Disclosure Requirements Regarding Women on Boards and in Senior Management (the "Consultation Paper"). We encourage the OSC to consider our comments in the context of the Proposed Amendments. We have the following additional comments on the Proposed Amendments:

Proposed disclosure requirement regarding director term limits

While term limits should not replace rigorous annual performance assessments, they can assist a board with its efforts to achieve a balance between the need to have a depth of institutional experience and

knowledge from its members and the need for renewal and new perspectives. In 2013, TELUS adopted a 15 year term limit policy for directors who join the TELUS Board after January 1, 2013. Requiring disclosure of whether a company has adopted term limits or an explanation of why they have not can only serve to enhance a stakeholder's understanding of how a board approaches renewal.

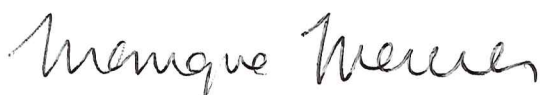
Disclosure regarding gender diversity in senior management

TELUS strongly supports the objective of increasing the number of women in senior roles. However, we recognize that achieving gender diversity in senior management roles is much more complex than at the Board level given the difference in candidate pools. As we noted in our comment letter of October 4, 2013, in order for diversity to reach all levels of a company and be sustainable, diversity programs must be tied to a company's strategy and form part of its culture. It takes a wide range of measures. For instance, candidate pools for all roles must include diverse candidates; the "pipeline" of diverse employees must increase at all levels through various recruitment programs and succession planning; leaders must be trained in conscious and unconscious biases.

TELUS believes that the OSC should consider giving to issuers the flexibility to define "senior management" in a manner that is meaningful for their own organizations and to provide disclosure with respect to targets or the consideration given to the representation of women in "senior management" as they so define. The number of "executive officers" as defined in National Instrument 58-101 may actually be relatively small in many organizations - below ten for instance. As the goal with the Proposed Amendments is to increase gender diversity in the leadership of an organization, it may be more meaningful for certain issuers to disclose targets or the consideration given to the representation of women below the executive officer level, for example with respect to senior managers, vice-presidents or senior vice-presidents. We thus believe that the OSC should preserve an organization's ability to interpret the definition of "senior management" to include senior management levels other than "executive officers" to better reflect the existence and effectiveness of diversity programs in the organization.

Thank you for the opportunity to comment on the Proposed Amendments. We would be happy to discuss this submission with you in greater detail.

Yours truly,



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