



March 15, 2018

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

Osgoode Hall
130 Queen Street West
Toronto, Ontario
M5H 2N6

(416) 947-3300

Dear Ms. Knakowski,

Matthew Wylie
Policy Division
416-947-3953
mwylie@lso.ca

Via email only to comments@osc.gov.on.ca

**Re: OSC Notice and Request for Comment
Proposed Change to OSC Policy 15-601 Whistleblower Program**

I am writing to express the Law Society's support for the proposed change to OSC Policy 15-601 Whistleblower Program (the "Policy"), which is outlined in the OSC Notice and Request for Comment recently posted on the OSC website.

The Law Society supports the purpose of the OSC Whistleblower Program and its furtherance of the Commission's mandate. We also note that the Policy acknowledges that solicitor client privileged information and confidential client information require specific treatment in its operation.

However, the Law Society has had concerns about the eligibility of in-house counsel to receive whistleblower awards in certain circumstances. Specifically, our concern has been that this may create uncertainty for lawyers in fulfilling obligations to maintain confidentiality of client information and protect privileged information, and offend the lawyer's duty of commitment to the client's cause.

Given our concerns, the Law Society welcomes and strongly supports the Commission's proposed change to the Policy. Removing in-house counsel from the list of individuals who may be eligible for a whistleblower award provides certainty for all lawyers and their clients.

As noted in the Request for Comment, the Law Society has provided feedback about the Policy, which appears to have been considered in the Commission's proposed change. Therefore, we will not provide additional comment at this time. However, should the Commission need additional information from the Law Society or require clarification about our previous comments regarding the Policy, please let us know.

Yours Truly,

Matthew Wylie
Strategic Policy Counsel
Policy Division