1.1.2 CSA Staff Notice 54-302 – Update on CSA Consultation Paper 54-401 Review of the Proxy Voting Infrastructure



Autorités canadiennes en valeurs mobilières

CSA Staff Notice 54-302 Update on CSA Consultation Paper 54-401 Review of the Proxy Voting Infrastructure

October 31, 2013

On August 15, 2013, the Canadian Securities Administrators (**CSA**) published for comment CSA Consultation Paper 54-401 *Review of the Proxy Voting Infrastructure* (the **Consultation Paper**). The comment period closes on November 13, 2013, and we encourage all interested parties to provide comments. This notice provides an update to market participants about the expected next steps in the consultation process.

The purpose of the Consultation Paper is to seek feedback from market participants on a proposed approach to address concerns regarding the integrity and reliability of the proxy voting infrastructure. The Consultation Paper identifies a number of areas for discussion that the CSA has determined may impact the accuracy of the proxy voting infrastructure, including:

- whether the current infrastructure adequately supports accurate and reliable vote counting, and
- what type of vote confirmation system will allow shareholders to be confident that their votes have been properly transmitted, received and counted at a shareholder meeting.

As indicated in the Consultation Paper, the CSA intends to engage in further consultations targeted at specific topics with market participants in order to inform the CSA's next steps. Certain jurisdictions intend to hold further consultations in **early 2014**. We will identify the specific topics to be addressed in these consultations from our review of the written comments that we receive, as well as from our on-going consideration of the issues identified in the Consultation Paper.

Questions

Please refer your questions to any of:

Naizam Kanji Deputy Director, Mergers & Acquisitions, Corporate Finance Ontario Securities Commission 416-593-8060 nkanji@osc.gov.on.ca

Laura Lam
Legal Counsel, Mergers & Acquisitions, Corporate Finance
Ontario Securities Commission
416-593-8302
llam@osc.gov.on.ca

Michel Bourque Senior Policy Advisor Autorité des marchés financiers 514-395-0337, ext 4466 michel.bourque@lautorite.qc.ca

Sophia Mapara Legal Counsel, Corporate Finance Alberta Securities Commission 403-297-2520 sophia.mapara@asc.ca Winnie Sanjoto Senior Legal Counsel, Corporate Finance Ontario Securities Commission 416-593-8119 wsanjoto@osc.gov.on.ca

Jennifer Jeffrey Law Student, Corporate Finance Ontario Securities Commission 416-595-8934 jjeffrey@osc.gov.on.ca

Marie-Josée Heisler Senior Policy Advisor Autorité des marchés financiers 514-395-0337, ext 4464 marie-josee.normand-heisler@lautorite.qc.ca

Eric Pau Senior Legal Counsel, Corporate Finance British Columbia Securities Commission 604-899-6764 epau@bcsc.bc.ca

November 7, 2013 (2013), 36 OSCB 10598