

Ontario Securities Commission

National Policy 25-201

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**NATIONAL POLICY 25-201
GUIDANCE FOR PROXY ADVISORY FIRMS**

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PART 1 PURPOSE AND APPLICATION

Purpose of this Policy

1.1 The Canadian Securities Administrators (CSA or we) recognize that proxy voting is an important method by which shareholders can effect governance and communicate preferences about an issuer's management and stewardship. Issuers rely on shareholder voting to elect directors and to approve other corporate governance matters or certain corporate transactions. Proxy voting is therefore fundamental to, and enhances the quality and integrity of, our public capital markets.

We acknowledge that proxy advisory firms play an important role in the proxy voting process by providing services that facilitate investor participation in the voting process such as analyzing proxy materials and providing vote recommendations. Some proxy advisory firms also provide other types of services to issuers, including consulting services on corporate governance matters.

The purpose of this Policy is to set out recommended practices for proxy advisory firms in relation to the services they provide to their clients and their activities. This Policy provides guidance to proxy advisory firms designed to

- (a) promote transparency in the processes leading to a vote recommendation and the development of proxy voting guidelines, and
- (b) foster understanding among market participants about the activities of proxy advisory firms.

The guidance addresses conflicts of interest, the determination of vote recommendations, the development of proxy voting guidelines and communications with clients, market participants, other stakeholders, the media and the public.

The guidance in this Policy is not intended to be prescriptive or exhaustive.

The CSA encourage proxy advisory firms to consider this guidance in developing and implementing practices that are tailored to their structure and activities.

Application

1.2 This Policy is designed to assist all firms that provide proxy advisory services. Proxy advisory services include any of the following:

- (a) analyzing the matters put to a vote at a shareholders' meeting;
- (b) making vote recommendations;
- (c) developing proxy voting guidelines.

Although some proxy advisory firms may provide other types of services, this Policy addresses processes that lead to vote recommendations and proxy voting guidelines determined or developed by proxy advisory firms.

PART 2 GUIDANCE

Conflicts of interest

2.1 (1) Effective identification, management and mitigation of actual or potential conflicts of interest are essential in ensuring the ability of the proxy advisory firm to offer independent and objective services to a client.

(2) An actual or potential conflict of interest arises where the interests of a proxy advisory firm are or may be perceived to be inconsistent with, or diverge from, those of a client. An actual or potential conflict might also arise between the interests of one group of clients and another. By way of example, an actual or potential conflict of interest arises in any of the following circumstances:

- (a) a proxy advisory firm provides vote recommendations to an investor client on corporate governance matters of an issuer to which the proxy advisory firm provided consulting services;
- (b) an investor client of a proxy advisory firm submits a shareholder proposal to be put to a vote at a shareholders' meeting that could be the subject of a favourable vote recommendation by the proxy advisory firm;
- (c) a proxy advisory firm is owned, in whole or in part, by an investor client who invests in issuers in relation to which the proxy advisory firm is or has been mandated to make vote recommendations.

(3) Proxy advisory firms may address actual or potential conflicts of interest by implementing appropriate practices. Proxy advisory firms may consider taking the following steps to address actual or potential conflicts of interest:

- (a) establishing, maintaining and applying written policies and procedures designed to identify, manage and mitigate actual or potential conflicts of interest that could influence their research and analysis, vote recommendations or proxy voting guidelines;
- (b) designing and implementing internal safeguards and controls designed to monitor the effectiveness of the policies and procedures, including organizational structures, lines of reporting and information barriers, to mitigate actual or potential conflicts of interest;
- (c) establishing, maintaining and complying with a code of conduct that sets standards of behaviour and practices for the proxy advisory firm, including individuals acting on its behalf;
- (d) obtaining affirmation of the code of conduct from all individuals acting on their behalf upon hiring and on an annual basis thereafter and providing related training on a regular basis;
- (e) evaluating the effectiveness of their policies and procedures, internal safeguards and controls and code of conduct on a regular basis to ensure that they remain appropriate and effective.

(4) The board of directors of a proxy advisory firm or, if the proxy advisory firm does not have a board of directors, the executive management team or a designated committee of the proxy advisory firm, is generally expected to be responsible for overseeing:

- (a) the development of written policies and procedures and a code of conduct designed to address actual or potential conflicts of interest;
- (b) the implementation of internal safeguards and controls to identify, manage and mitigate actual or potential conflicts of interest;

- (c) the effectiveness of the policies and procedures, code of conduct and internal safeguards and controls instituted to ensure that actual or potential conflicts of interest are identified, managed and mitigated, as appropriate.

(5) To assist with addressing actual or potential conflicts of interest, proxy advisory firms may wish to consider designating an appropriately qualified person (or a committee of appropriately qualified persons) who would be responsible for, among other things:

- (a) monitoring and assessing compliance by the proxy advisory firm, and individuals acting on its behalf, with its policies and procedures and code of conduct;
- (b) assessing the appropriateness of the internal safeguards and controls adopted by the proxy advisory firm and monitoring the identification, management and mitigation of conflicts of interest;
- (c) periodically reporting on his or her activities to the board of directors of the proxy advisory firm or, if the proxy advisory firm does not have a board of directors, the executive management team or designated committee of the proxy advisory firm.

(6) We expect proxy advisory firms to disclose to their clients, in a timely manner, actual or potential conflicts of interest. We expect proxy advisory firms to provide sufficient information to enable clients to understand the nature and scope of the conflict so as to make an assessment about the independence and objectivity of the proxy advisory firms and the services, including any steps taken to address the conflict.

(7) Where possible and without compromising the proprietary or commercially sensitive nature of such information, we expect proxy advisory firms to post or describe on their websites their policies and procedures, internal safeguards and controls, code of conduct and compliance program respecting actual or potential conflicts of interest, including any related amendments.

Transparency and accuracy of vote recommendations

2.2 (1) It is important for market participants to understand how proxy advisory firms arrive at a specific vote recommendation and to assess the quality of the research and analysis behind such a recommendation. Proxy advisory firms can facilitate this by ensuring that vote recommendations are determined in a transparent manner and that the information underlying those recommendations is accurate.

(2) We expect proxy advisory firms to ensure that:

- (a) vote recommendations are determined in a consistent manner in accordance with the proxy voting guidelines of the proxy advisory firm or the proxy voting guidelines of the clients;
- (b) vote recommendations are determined based on up-to-date publicly available information about the issuer;
- (c) vote recommendations are prepared in accordance with approaches or methodologies aimed at, among other things, reducing the risk of factual errors or inaccuracies.

(3) Proxy advisory firms may consider taking the following steps when determining vote recommendations:

- (a) establishing, maintaining and applying written policies and procedures describing the approaches or methodologies used to prepare vote recommendations, such as research, information and data gathering, benchmarks, sources of information from third parties, local market or regulatory conditions, criteria, analytical models and assumptions, and the relative weight of these elements in preparing vote recommendations;

- (b) designing and implementing internal safeguards and controls to increase the accuracy and reliability of the information and data used in the preparation of vote recommendations. We encourage proxy advisory firms to have in place a quality assurance process to review vote recommendations before they are provided to clients, including verifying the accuracy of information and data used and reviewing the research and analysis performed by individuals acting on their behalf;
- (c) evaluating the effectiveness of their policies and procedures as well as internal safeguards and controls on a regular basis to ensure that they remain appropriate and effective.

(4) We encourage proxy advisory firms to have the resources, knowledge and expertise required to prepare rigorous and credible vote recommendations. This includes hiring, training and retaining individuals that have the particular experience, competencies, skills and knowledge to perform their duties on behalf of the proxy advisory firm in the ordinary course of business.

(5) Where possible and without compromising the proprietary or commercially sensitive nature of such information, we expect proxy advisory firms to post or describe on their websites their policies and procedures and internal safeguards and controls applicable to the preparation of vote recommendations, including any related amendments. We also encourage proxy advisory firms to generally describe on their websites the practices adopted with respect to hiring, training and retaining individuals to ensure that they have the appropriate experience, competencies, skills and knowledge to prepare the vote recommendations.

Development of proxy voting guidelines

2.3 (1) It is good practice for proxy advisory firms to ensure that their proxy voting guidelines, which may have an influence on corporate governance practices of issuers, are developed in a consultative and comprehensive manner. This promotes a clearer and more complete understanding of the proxy voting guidelines and their underlying rationale and enables market participants to evaluate the applicability of the proxy voting guidelines to the corporate governance practices of issuers.

(2) Proxy advisory firms may consider taking the following steps when developing proxy voting guidelines:

- (a) establishing, maintaining and applying written policies and procedures describing the process followed in developing and updating proxy voting guidelines, such as identification of standards and practices, policy formulation and approval, implementation and evaluation of proxy voting guidelines;
- (b) regularly consulting with and considering the preferences and views of their clients, market participants and other stakeholders on corporate governance issues and on their proxy voting guidelines;
- (c) taking into account local market or regulatory conditions and other relevant characteristics of the issuers which may include, for example, size, industry and governance structure.

(3) We encourage proxy advisory firms to ensure that they have the resources, knowledge and expertise required to develop and update appropriate proxy voting guidelines. This includes hiring, training and retaining individuals that have the particular experience, competencies, skills and knowledge to perform their duties on behalf of the proxy advisory firm in the ordinary course of business.

(4) Without compromising the proprietary or commercially sensitive nature of such information, we expect proxy advisory firms to post on their websites their proxy voting guidelines and any updates to them. We encourage proxy advisory firms to explain the rationale

for their proxy voting guidelines and to provide any other relevant information which could contribute to understanding the reasons behind the proxy voting guidelines and any updates to them.

(5) Where possible and without compromising the proprietary or commercially sensitive nature of such information, we expect proxy advisory firms to post or describe on their websites their policies and procedures and consultations applicable to the development and update of proxy voting guidelines, including any related amendments. We also encourage proxy advisory firms to generally describe on their websites the practices adopted with respect to hiring, training and retaining individuals to ensure that they have the appropriate experience, competencies, skills and knowledge to develop and update the proxy voting guidelines.

Communications with clients, market participants, other stakeholders, the media and the public

2.4 (1) It is good practice for proxy advisory firms to properly manage their communications with clients, market participants, other stakeholders, the media and the public to foster understanding of the activities of proxy advisory firms.

(2) When issuing their vote recommendations, we expect proxy advisory firms to communicate the following information to their clients in their reports:

- (a) how the relevant approaches or methodologies were used or applied in determining the vote recommendations;
- (b) the sources of information used in preparing the vote recommendations;
- (c) a description of the extent to which proxy voting guidelines were used or applied when preparing vote recommendations and the reasons for any deviation from the proxy voting guidelines;
- (d) where applicable, the nature and outcome of dialogue or contact with the issuer, shareholder proponents or other stakeholders in the preparation of the vote recommendations;
- (e) the limitations or conditions in the research and analysis used to prepare the vote recommendations;
- (f) a statement that the vote recommendations and the underlying research and analysis are intended solely as guidance to assist the clients in their decision making process.

(3) We expect proxy advisory firms to post or describe on their websites their policies and procedures regarding dialogue or contact with issuers, shareholder proponents and other stakeholders when they prepare vote recommendations, including whether they provide drafts of reports to issuers for review and comment before sending the final reports to their clients.

(4) We expect proxy advisory firms to correct any factual errors or inaccuracies found in a report and to duly inform their clients in a timely manner. We also encourage proxy advisory firms to duly inform their clients of any report updates or revisions to reflect new publicly available information about an issuer in a timely manner.

(5) We encourage proxy advisory firms to establish, maintain and apply written policies and procedures governing their communications with clients, market participants, other stakeholders, the media and the public, including in relation to the preparation or release of any vote recommendation.

(6) We encourage proxy advisory firms to establish a contact person to manage communications with clients, market participants, other stakeholders, the media and the public, including any questions, concerns or complaints that the proxy advisory firm may receive.

(7) Where possible and without compromising the proprietary or commercially sensitive nature of such information, we expect proxy advisory firms to post or describe on their websites their policies and procedures governing their communications, including any related amendments.

PART 3 EFFECTIVE DATE

Effective date

3.1 This Policy comes into force on April 30, 2015.