

Purdy Crawford, O.C.

Counsel

Direct Dial: (416) 862-5869

pcrawford@osler.com

April 7, 2004

Mr. John Stevenson  
Secretary  
Ontario Securities Commission  
20 Queen Street West  
Suite 1900, Box 55  
Toronto, Ontario  
M5H 3S8

Dear Mr. Stevenson:

**Re: Proposed Multilateral Policy 58-201 and 101**

I write to comment on this proposed Policy. I have not reviewed all aspects of the Policy in detail. In one or more public comments I have indicated, however, that in a broad sense the proposed Policy represents an appropriate approach to corporate governance.

One aspect of the proposed Policy has been brought to my attention with which I strongly disagree. The incorporation of Section 1.4(3)(f)(ii) from the Audit Committee rules into the definition of independence is too low a threshold. To provide that a person is not independent in such circumstances, for other than Audit Committee purposes, is going too far. To provide that a director is not independent if an immediate family member is or has been an Executive Officer is probably appropriate, but to provide that a director is not independent if an immediate family member receives more than \$75,000.00 per year of direct compensation is not appropriate.

It is my recollection that the NYSE and the NASDAQ provisions do not pick up family members who are mere employees.

Yours sincerely,

Purdy Crawford  
PC/SL