

# Ontario Securities Commission

## 2007-08 Statement of Governance Practices

*This Statement of Governance Practices is intended to supplement the discussion of the Commission's governance contained in the OSC 2008 Annual Report. The OSC 2008 Annual Report is published on the Commission's website.*

### Introduction

The Ontario Securities Commission (OSC or the Commission), as the regulatory body responsible for overseeing the capital markets in Ontario, administers and enforces the *Securities Act* (Ontario), the *Commodity Futures Act* (Ontario) and certain provisions of the *Business Corporations Act* (Ontario) (the Acts).

The *Securities Act* (Ontario) (the Act) establishes the Commission's role in regulating capital markets, sets out the fundamental principles that the Commission shall have regard to in overseeing the administration and enforcement of the Act, and outlines the basic governance and accountability structure for the Commission. The Commission is established as a self-funded Crown corporation with a board of directors consisting of the members of the Commission (Members or Commissioners).

### The Commission's Governance Framework

The Commission is accountable to the Minister responsible for securities regulation (the Minister) and, through the Minister, to the Ontario Legislature. The Act sets out the statutory responsibilities of the Members and requires the Commission to enter into a *Memorandum of Understanding* (MOU) with the Minister that sets out the accountability relationship between the Commission and the Minister, the Board of Directors and the Minister, and the Chair and the Minister. The MOU also describes the respective roles and responsibilities of the Minister, the Deputy Minister, the Chair, the Members, and the Executive Director and sets out the Commission's obligations to report to the Minister.

In April 2006, the Members adopted a *Charter of Governance: Roles and Responsibilities* (Charter) to more clearly delineate the Members' two principal governance roles and responsibilities as both regulators and administrators of the Act and as the Board of Directors, and to ensure greater transparency in and understanding of the Commission's governance structure.

In conjunction with its *2007 Annual Report*, the Commission published its first *Statement of Governance Practices* in June 2007. At that time, the Commission also determined that it would continue to enhance the transparency of its governance practices and procedures by publishing an annual statement of governance practices that would report on the governance initiatives undertaken by the Commission each year. This statement is intended to provide an update to the *2006-2007 Statement of Governance Practices*, and, therefore, does not repeat the detailed discussion of the Commission's governance structure described in that earlier statement. Readers may wish to refer to *The Ontario Securities Commission 2006-2007 Statement of Governance Practices* published on the

Commission’s website for a more detailed discussion of the appointment of Members, their role, duties and responsibilities and the structure of the Board and its committees. For convenience, a list of the Commission’s governance disclosure documents available on the website appears at the end of this statement.

### Members of the Commission

The Act provides that the Commission is to be composed of at least nine and not more than 14 Members, each of whom is appointed by the Lieutenant Governor in Council. The *Government Appointees Directive* issued in 2006 provides that a person appointed to a government agency, such as the Commission, will serve an initial appointment for a period of two years, and may be eligible for reappointment for a second term of up to three years and a third term of up to five years. The Commission, however, has adopted a policy that it will not normally recommend to the Minister the reappointment of an incumbent Member for more than two terms for a total of five years and, only in exceptional circumstances, would recommend reappointment for a third term of one year.

A detailed description of the attributes and qualifications required of Members along with the Commission’s *Member Profile* is published on the Commission’s website.

Currently there are thirteen Members, three of whom are full-time and ten of whom are part-time. The full-time Members are the Chair of the Commission, W. D. Wilson, and Vice-Chairs L. E. Ritchie and J. E. A. Turner. *Member Biographies* for the current Members are attached to this statement as Schedule “A”.

The following table lists the Members incumbent as at March 31, 2008 with their respective dates of appointment, dates of expiry of their terms of appointment and the committees of the Board and Commission on which they serve.

**Table 1**  
**Members of the Commission**  
**April 1, 2007 to March 31, 2008**

Member	Initial appointment date	Appointment expiry date
W. David Wilson, Chair <sup>(10)</sup>	November 1, 2005	November 1, 2010
Lawrence E. Ritchie, Vice-Chair <sup>(9)</sup>	February 21, 2007	February 21, 2012
James E. A Turner, Vice-Chair <sup>(9)</sup>	February 21, 2007	February 21, 2012
Paul K. Bates <sup>(4)(7)</sup>	June 11, 2003	June 10, 2009
Harold P. Hands <sup>(7)(8)</sup>	April 3, 2002	April 3, 2008
Margot C. Howard <sup>(6)</sup> *	December 6, 2006	December 6, 2008
Kevin J. Kelly <sup>(7)</sup> *	December 6, 2006	December 6, 2008
David L. Knight <sup>(2)(8)</sup>	August 25, 2004	June 6, 2010
Patrick J. LeSage <sup>(5)</sup> *	December 15, 2005	December 15, 2008
Carol S. Perry <sup>(6)(7)</sup>	February 15, 2005	February 16, 2011
Robert L. Shirriff <sup>(1)(6)(8)(9)</sup>	March 20, 2002	March 20, 2008
Suresh Thakrar <sup>(3)(6)</sup>	June 11, 2003	June 10, 2009
Wendell S. Wigle <sup>(7)(9)</sup>	May 28, 2003	May 27, 2009

<sup>(1)</sup> Lead Director

- (2) Chair of the Audit and Finance Committee
- (3) Chair of the Governance and Nominating Committee
- (4) Chair of the Human Resources and Compensation Committee
- (5) Chair of the Adjudicative Committee
- (6) Member of the Audit and Finance Committee
- (7) Member of Governance and Nominating Committee
- (8) Member of Human Resources and Compensation Committee
- (9) Member of Adjudicative Committee
- (10) The Chair of the Commission is an *ex officio* member of the Governance and Nominating Committee
- \* On the expiry of their initial terms of appointment in December 2008, Commissioners Howard, Kelly and LeSage will be eligible for reappointment.

Commissioners David L. Knight and Carol S. Perry were reappointed as Commissioners on June 6, 2007 and February 16, 2008, respectively, for a second term of three years.

The terms of appointment of two incumbent Members, Commissioners Robert L. Shirriff and Harold P. Hands, expired on March 20, 2008 and April 3, 2008 respectively. Following the appointments process established by the Ontario Government's Public Appointments Secretariat, on the recommendation of the Minister of Finance, the Lieutenant Governor in Council appointed Commissioners Mary G. Condon and Paulette L. Kennedy as new Members to replace the two outgoing Members. Both Commissioners Condon and Kennedy were appointed on April 9, 2008 for a term of two years.

On the expiry of the term of office of Commissioner Shirriff, who had served as Lead Director for two years, the Part-time Members of the Commission appointed Commissioner David L. Knight to serve in that role for a term of one year. The mandate of the Lead Director is to assist the Members of the Commission in fulfilling their governance responsibilities and to oversee the governance obligations of the Board and its committees. Commissioner Knight was first appointed as a Member in 2004 and served as chair of the Audit and Finance Committee since 2005. The *Mandate of the Lead Director* is published on the Commission's website.

At the meeting of the Board held April 1, 2008, Commissioner Thakrar was appointed chair of the Audit and Finance Committee, Commissioner Perry was appointed chair of the Governance and Nominating Committee, and Commissioner Howard was appointed chair of the Human Resources and Compensation Committee. On April 15, 2008, Commissioners Condon and Kennedy were appointed members of the Adjudicative Committee and the Audit and Finance Committee respectively.

### **Members' Duties and Responsibilities**

The Act provides that Members are responsible for the administration of the Act and for the oversight of the management of the financial and other affairs of the Commission. The Members, acting as the Commission's Board of Directors, oversee the operations of the Commission, including the Commission's strategic planning, resource allocation, risk management, financial reporting policies and procedures, and effectiveness of internal controls and management information systems. The Board of Directors exercises its

corporate oversight both through regular and special meetings of the full Board and its standing committees. Full meetings of the Board are held not less frequently than quarterly and special meetings are held as required. The Board also conducts strategic planning and priorities setting meetings with senior management.

There are three standing committees of the Board, each of which meets no less frequently than quarterly and holds special meetings when required. The three standing committees are: the Audit and Finance Committee; the Governance and Nominating Committee; and, the Human Resources and Compensation Committee.

In September 2006, the Board reviewed the existing terms of reference of each of the committees in light of the Board's *Charter*, adopted earlier that year, and adopted revised committee mandates in order to enhance the Board and committee governance structure.

The Board annually appoints the members of the committees on the recommendation of the Chair of the Commission, the Lead Director and the Governance and Nominating Committee. No Member is expected to serve as a committee member for longer than five years or as a committee chair for longer than three years, absent exceptional circumstances. Each Board committee is composed of Part-time Members only, with the exception of the Governance and Nominating Committee, on which the Chair of the Commission serves as an *ex officio* member. The Secretary to the Commission acts as secretary and counsel to the Board and each of its committees and is an *ex officio* member of the Adjudicative Committee.

Each committee reports to the Board on the activities of the committee at each Board meeting immediately following a committee meeting and provides the Board with an annual report of the committee's activities. The agenda for the Board and each committee is established annually by the committee chairs in consultation with the Lead Director and the Chair of the Commission.

Members of the Commission, also discharge statutory responsibilities under the Acts as regulators of Ontario's capital markets. The Members, acting in their regulatory capacity, approve and oversee the implementation of the Commission's regulatory initiatives and priorities, set enforcement priorities and review enforcement practices and procedures. Members of the Commission hold bi-weekly policy meetings with senior Commission staff at which regulatory initiatives are identified and considered, proposed policies and rules are reviewed and approved, regulatory priorities are set and their implementation reviewed, and other matters with respect to the due administration of the Acts are considered. In addition, meetings of two Members acting as a statutory quorum of the Commission (Quorum) are held twice-weekly to consider and approve applications for exemptive relief and other matters permitted by statute and authorized by the Commission to be decided by a Quorum.

Members, acting independently of the Commission as a whole, also perform an adjudicative function by serving individually, as required, on panels that preside over administrative proceedings. The Members, acting as a whole, however, have a

responsibility to oversee the Commission’s adjudicative policies, practices and procedures generally, to promote the fair, independent, transparent and expeditious disposition of all adjudicative matters. To assist it in the discharge of this responsibility, the Commission established an Adjudicative Committee to oversee the Commission’s adjudicative policies, procedures and practices to ensure they are independent, effective and fair.

A report on the Commission’s regulatory, administrative and adjudicative activities in the past fiscal year is contained in the *OSC 2008 Annual Report* available on the Commission’s website.

The Commission’s *Charter of Governance: Roles and Responsibilities* and the *Mandates of the Adjudicative Committee, Audit and Finance Committee, Governance and Nominating Committee* and *Human Resources and Compensation Committee* are published on the Commission’s website.

**Commission, Quorum, Board and Committee Meetings and Adjudicative Sitting Days**

The following table lists the number of regular and special policy and regulatory meetings of the Commission, the number of regular and special meetings of a Quorum of the Commission, the number of meetings of the Adjudicative Committee and the number of meetings of the Board and Board Committees during the past fiscal year. Also during that year, in addition to these meetings, individual Members served on adjudicative panels that sat for a total of 168 hearing days to preside over 64 adjudicative matters.

**Table 2  
Number of Meetings of Members the Commission  
April 1, 2007 to March 31, 2008**

	<b>Number of regular meetings</b>	<b>Number of special meetings</b>
<b>Commission policy and regulatory meetings</b>	27	2
<b>Quorum meetings</b>	95	7
<b>Board of Directors</b>	8	7
<b>Audit and Finance Committee</b>	8	6
<b>Governance and Nominating Committee</b>	4	5
<b>Human Resources and Compensation Committee</b>	4	0
<b>Adjudicative Committee</b>	5	0

**Assessment of Commission/Board and Committee Effectiveness**

Following a comprehensive governance review conducted in 2006, the Members adopted a *Charter* and revised *Mandates* for the Chair, Vice-Chairs, Lead Director and each Board Committee. These governance instruments provide the framework of roles and responsibilities for the Board, its Committees and individual Members. Following the adoption of these instruments, the Members retained an independent consultant to assist

in the development of a Commission/Board and Committee evaluation process and commenced that process in April 2007. The evaluation addressed the operation of the Commission/Board and committees, the adequacy of information provided to Members, Board and committee structure, agenda planning for Board and committee meetings, strategic direction and process. The evaluation took into account the duties and responsibilities of Members set out in the *Charter*. The evaluation process was completed in November 2007 and resulted in the identification of initiatives to enhance the effectiveness of the Commission's governance. These initiatives included: (i) developing comprehensive forward agendas for the Board and the Committees in light of the new *Charter* and *Committee Mandates* to enhance the Board's overall strategic perspective; (ii) enhancing the Board's contribution to setting strategic priorities and direction; (iii) enhancing the Board's contribution to identifying, monitoring and overseeing the management of risk; and (iv) enhancing the orientation and continued development of Members and enhancing the support to Members in the development and exercise of their adjudicative responsibilities.

The Board is satisfied with the progress made during the year in respect of each of the initiatives identified in the evaluation process and will continue to examine further initiatives to enhance its governance.

On February 19, 2008 the Commission approved in principle a new Code of Conduct applicable to all Members and employees. Final approval of the Code is subject to the Conflict of Interest Commissioner approving the conflict-related provisions of the Code in accordance with the *Public Service of Ontario Act, 2006* (PSOA). It is expected that the Commission's new Code will come into force on August 20, 2008, at which time By-Law No. 2 will be revoked. The Code builds on the Commission's existing policies and procedures that support and promote accountability, transparency and ethical behaviour at the Commission. The Code also delivers on the Commission's commitment set out in its 2007/08 Statement of Priorities to review and strengthen the Commission's high standards of ethics, integrity and accountability.

The Code sets out, among other things, the requirements for the conduct of Commission Members and employees relating to: (i) the avoidance and disclosure of conflicts of interest; (ii) prohibitions on the disclosure and use of confidential information; (iii) personal securities transactions and related reporting requirements; and (iv) conduct of former Members and former employees.

The Code also includes an ethics reporting policy which reflects the procedures for dealing with disclosures of wrongdoing established by Management Board of Cabinet Directive. The intent of the Commission's new ethics reporting policy is to encourage internal disclosures of alleged wrongdoing consistent with the directives under the PSOA. The Code contemplates a third party administered mechanism to facilitate anonymous disclosures of suspected violations of the Code. The procedures available under the PSOA to disclose serious wrongdoing to the Integrity Commissioner are also outlined in the Code.

Effective August 20, 2007, the Chair of the Commission became the Ethics Executive for Members and employees, responsible for, among other things, promoting ethical conduct at the Commission, dealing with inquiries about potential or actual conflicts and making determinations in respect of those inquiries.

In conjunction with the Code, on March 17, 2008, the Commission also approved the adoption of *Guidelines for Members and Employees Engaging in Adjudication*. The Guidelines are intended to enhance the transparency of the Commission's adjudicative processes and provide guidance to Members and employees on the professional and ethical standards expected of them in the exercise of their adjudicative responsibilities to ensure that all proceedings before the Commission's adjudicative panels are, and are seen to be, conducted with integrity, competence, effectiveness, independence and impartiality. The *Guidelines for Members and Employees Engaging in Adjudication* are published on the Commission's website.

### **Oversight of Strategic Planning**

As discussed below in this statement under the heading "*Reporting to the Minister*", the Commission is required to provide to the Minister, and to publish, an annual report and a statement of priorities. The Commission is also required to annually provide a business plan to the Minister for his approval. Members actively participate in the setting of the Commission's regulatory priorities in discussion with management, approve the draft *Statement of Priorities* for publication for comment and the final *Statement of Priorities* for delivery to the Minister, and approve the business plan. At each quarterly meeting, the Board receives comprehensive reports from Commission staff on the status of the Commission's priorities and initiatives identified in its strategic plan. Members annually receive and review the *Report on the Statement of Priorities* that sets out the Commission's accomplishments as against the statement of priorities for the prior year. Members also hold an annual special meeting with senior management to consider the Commission's multi-year strategic plan and to develop and approve the Commission's business plan. The *Statement of Priorities*, *Annual Report*, *Report on the Statement of Priorities for Fiscal Year 2007-2008* and *Business Plan* are published on the Commission's website.

### **Management Evaluation and Compensation**

The Commission is satisfied that its current executive compensation policies and programs are aligned with individual performance and reflect competitive market practices to allow it to attract, retain and motivate talented individuals to serve as executive management of the Commission.

The Human Resources and Compensation Committee annually reviews the performance of the Chair and Vice-Chairs and recommends to the Board the annual performance compensation for these executives. The Committee's Mandate requires that it measure the annual performance of these executives against performance goals and objectives for each of them as approved by the Board at the commencement of the fiscal year to which

the goals and objectives apply. The compensation for the Chair and Vice-Chairs includes an annual base salary fixed by contract and an annual performance bonus. The Chair and Vice-Chairs are not eligible for any remuneration applicable only to Part-time Members as discussed below under the heading “*Compensation of Part-time Members*”.

To ensure an independent perspective, prior to the Committee submitting its recommendation on the annual executive performance compensation to the Board for its approval, the Committee’s recommendation is reviewed by a three member independent compensation committee (*External Compensation Committee*). The chair of the External Compensation Committee is the Chair of the Human Resources and Compensation Committee. The two other members of the Committee are required to be individuals at arm’s length to the Commission and are jointly appointed by the Minister and the Chair of the Commission. The *Terms of Reference of the External Compensation Committee* are published on the Commission’s website.

The current members of the External Compensation Committee are:

- Margot C. Howard, Chair Human Resources and Compensation Committee
- J. Urban Joseph<sup>(1)</sup>
- Robin W. Korthals<sup>(2)</sup>

### **Compensation of Part-time Members**

The Human Resources and Compensation Committee is also responsible for periodically reviewing and making recommendations to the Board in respect of the fees and other compensation paid to Part-time Members to ensure that they are competitive for the purpose of attracting and retaining the services of experienced and highly qualified candidates. The remuneration scale for Part-time Members is also reviewed by the External Compensation Committee prior to approval by the Board. The last review of the remuneration of Part-time Members resulting in an amendment to the remuneration policy was conducted in 2005. The *Remuneration Policy for Part-time Members* is published on the Commission’s website.

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<sup>(1)</sup> J. Urban Joseph, O.C. holds directorships in a number of companies and organizations including First Nations Bank of Canada, Blue Mountain Resorts, Bird Construction, Ontario Pension Board, Medcan Health Management, We Care Health Services, Meditech International, Canadian Orthopaedic Foundation, Career Edge Organization, The Design Exchange, and Prime Mentors. Mr. Joseph served as Vice-Chairman of the Toronto Dominion Bank from 1992 to 1996.

<sup>(2)</sup> Robin W. Korthals is active on a wide variety of boards, including Cognos Inc., Bucyrus International, Inc., Easyhome Ltd., Jannock Properties Limited, and several Mulvihill mutual funds. Mr. Korthals served as Chair of the Ontario Teachers' Pension Plan Board from January 2000 to December 2006. He retired as President of The Toronto-Dominion Bank in 1995, after a career spanning twenty-eight years. He is currently Chair of Cadillac Fairview Corp. Mr. Korthals served as a Part-time Commissioner from 1995 to 2004.

## **Disclosure of Compensation of Chair, Vice-Chairs and Members**

The *Public Sector Salary Disclosure Act, 1996*, S.O. 1996, c. 1, Sch. A requires the disclosure of the total annual remuneration of the Chair, Vice-Chairs, the Executive Director and Members who receive remuneration in excess of \$100,000 in the year. This disclosure is contained in the Ministry of Finance's Public Salary Disclosure page (<http://www.fin.gov.on.ca/english/publications/salarydisclosure/2007/>).

## **Reporting to the Minister**

As noted above, the Commission is accountable to the Minister and, through the Minister, to the Ontario Legislature. The Act provides that the Commission shall "promptly give the Minister such information about its activities, operations and financial affairs as the Minister requests" and requires the Commission to enter into the MOU with the Minister. The Act and the MOU together identify the information the Commission shall annually provide to the Minister.

Although the Commission's Annual Report is required to be delivered to the Minister within six months after the end of each fiscal year, in 2006 the Commission determined that it would conform to the requirements set out in *National Instrument 51-102 Continuous Disclosure Obligations* for the filing by reporting issuers of an annual information form within 90 days following the end of the reporting issuer's fiscal year, by delivering its Annual Report to the Minister within the same time frame. In consequence, the Commission's 2008 Annual Report was delivered to the Minister on June 13, 2008 and submitted to the Legislative Assembly by the Minister on July 15, 2008. The *OSC 2008 Annual Report* is published on the Commission's website.

The Act requires that the Commission publish a notice in the *Ontario Securities Commission Bulletin* inviting interested persons or companies to comment on its priorities at least 60 days before the Commission delivers the Statement of Priorities to the Minister. The Commission's draft *Statement of Priorities for Fiscal 2008/2009* was published in the *Bulletin* on April 4, 2008 and comments were received until June 3, 2008. Following consideration of the comments received, the Members of the Commission approved the final Statement of Priorities for delivery to the Minister on June 24, 2008. The *OSC Statement of Priorities for Fiscal 2008/2009* is published on the Commission's website.

In 2006, the Members determined that, although not required under the Act or the MOU, the Commission would annually issue a report on its governance practices contemporaneously with the publication of its Annual Report. This *Statement of Governance Practices* is the second such report.

## **Commission Governance Disclosure Documents Available on the Website**

- Memorandum of Understanding Dated May 26, 2003 Between the Minister of Finance of Ontario and the OSC
- Charter of Governance: Roles and Responsibilities
- Member Profile: Member/Director Attributes
- Mandate of the Chair of the Commission
- Mandate of the Vice-Chairs of the Commission
- Mandate of the Lead Director
- Adjudicative Committee Mandate
- Audit and Finance Committee Mandate
- Governance and Nominating Committee Mandate
- Human Resources and Compensation Committee Mandate
- Terms of Reference of the External Compensation Committee
- Remuneration Policy for Part-time Members
- Guidelines for Members and Employees Engaging in Adjudication
- 2008 Annual Report
- Statement of Priorities For Fiscal 2008/2009
- Report on the Statement of Priorities For Fiscal 2007/2008

Approved by the Commission  
on June 24, 2008

**Ontario Securities Commission**  
**2007-08 Statement of Governance Practices**

**Schedule “A”**

**Member Biographies**

**W. DAVID WILSON**

*Chair*

**David Wilson** became Chair of the Ontario Securities Commission on November 1, 2005, following an extensive 35-year career in Canada's securities and banking industry.

Prior to his appointment for a five-year term as OSC Chair, Mr. Wilson was Vice Chair of the Bank of Nova Scotia and Chair and Chief Executive Officer of Scotia Capital in Toronto. He was responsible for all of Scotiabank's global wholesale banking activities, which included its corporate, institutional and government relationships on a global basis. Previously, Mr. Wilson held a variety of senior management positions with Scotiabank in the areas of investment banking, retail brokerage and corporate finance. He began his career as a financial analyst and in 1971 joined McLeod Young Weir, a predecessor firm to Scotia Capital.

During his career, Mr. Wilson has been actively involved in securities regulatory matters in Ontario and across Canada. He was Chairman of the Investment Dealers Association of Canada (IDA), a national self-regulatory organization (SRO), in 1996-1997. He was a founding Director of the Mutual Fund Dealers Association of Canada (MFDA), a SRO for the mutual fund industry, from 1997 to 1998. From 2001 to 2003, he served on the Ontario government's Five Year Review Committee, which reviewed the content of the Ontario Securities Act. Since 2003, he has been advising the Government of Ontario on its work toward the establishment of a common securities regulator for Canada.

**Appointed:** November 2005

**Term Expires:** November 2010

**Committees:**

- Governance and Nominating Committee (*ex officio*)

**Professional / Industry Experience:**

- Investment Banking
- Retail and Institutional Investment
- Finance

**Education:**

- B.Comm, University of Toronto
- MBA, York University

## **LAWRENCE E. RITCHIE**

*Vice-Chair*

**Lawrence Ritchie**, a former partner at Osler, Hoskin & Harcourt in Toronto, was a litigator for nearly 20 years, specializing in general corporate, securities and commercial litigation. He was also cross-appointed to the firm's Pensions & Benefits Department. His practice included a range of corporate governance, securities, pension, and general corporate and commercial civil litigation before the courts and before administrative tribunals. Mr. Ritchie had also acted for defendants in numerous class action proceedings. Mr. Ritchie participated in a secondment to the enforcement branch of the Ontario Securities Commission (OSC) in 1993, where he served as enforcement counsel. Upon return to his law firm, he acted for OSC enforcement staff, as well as securities dealers, brokers, promoters, public issuers, officers and directors and other securities market participants, in a wide range of securities-related proceedings. He advised public corporations and other securities-related participants, their officers and directors relating to internal and regulatory investigations, and reputational risk management. In addition to his securities regulatory practice, he acted in numerous private securities disputes and proceedings, including those relating to shareholder rights and remedies, private company disputes and corporate governance issues before the Courts and in ADR forums. Mr. Ritchie has been recognized in *Best Lawyers in Canada* and *Lexpert*.

**Appointed:** February 2007

**Term Expires:** February 2012

**Committees:**

- Adjudicative Committee

**Professional / Industry Experience:**

- Legal
- Litigation / Adjudication
- Administrative Law

**Education:**

- BA, University of Western Ontario
- LLB, Osgoode Hall Law School
- LLM, London School of Economics

## **JAMES E. A. TURNER**

*Vice-Chair*

**James Turner**, prior to joining the Commission, was a senior partner with Torys LLP. Mr. Turner has over 30 years of legal experience, specializing in corporate, securities, mergers and acquisitions and corporate governance matters. He has advised numerous public companies and boards of directors in connection with governance matters, fiduciary duties, public takeover bids and mergers and acquisitions. Mr. Turner is a former General Counsel of the Ontario Securities Commission (1986/87). He is recognized internationally as a leading practitioner in capital markets, mergers and acquisitions, and securities law. He has been a speaker and panellist at numerous seminars, conferences, and law school classes.

**Appointed:** February 2007

**Term Expires:** March 2012

**Committees:**

- Adjudicative Committee

**Professional / Industry Experience:**

- Legal

**Education:**

- BA, University of Western Ontario
- LLB, University of Western Ontario

## **PAUL K. BATES**

**Paul Bates** has been a leader and educator in the Canadian business community for more than two decades. He has been president of four major brokerage and investment firms, and has served on the boards of the Toronto Stock Exchange and the Investment Dealers Association. Professor Bates is currently Dean and Industry Professor in Financial Management Services at the DeGroote School of Business at McMaster University. As a former Adjunct Professor at the University of Toronto's Rotman School of Management, he was awarded the Outstanding Teacher Award in 2003 and again in 2004.

**Appointed:** June 2003  
**Re-appointed:** June 2006  
**Term Expires:** June 2009

**Committees:**

- Governance and Nominating Committee
- Human Resources and Compensation Committee

**Current Directorships:**

- Board of Governors, McMaster University

**Professional / Industry Experience:**

- Investment Management
- Retail and Institutional Investment

**Education:**

- Graduate, Cornwall Technical College (UK)

## **MARY G. CONDON** BA, MA, LL.M., SJD

**Professor Condon** teaches securities law at Osgoode Hall Law School, and also directs and teaches in its part-time LL.M. program specializing in securities law. She is co-author of *Business Organizations: Principles, Policies and Practice* (2007) and *Securities Law in Canada: Cases and Commentary* (2005). Her book entitled *Making Disclosure: Ideas and Interests in Ontario Securities Regulation* was published by University of Toronto Press in 1998. She is also the author of articles, book chapters and commentaries on topics related to securities regulation and pension policy and has presented conference papers and given invited lectures nationally and internationally. She has prepared research and policy papers for the Ontario Expert Commission on Pensions, the Task Force to Modernize Securities Regulation (with Poonam Puri), the Department of Finance (Wise Persons' Committee) and the Law Commission of Canada (with Lisa Philipps). She is a member of the Bar of Ontario.

**Appointed:** April 2008  
**Term Expires:** April 2010

**Committees:**

- Adjudicative Committee

**Current Directorships:**

- Board of Trustees, York University Pension Fund

**Professional / Industry Experience:**

- Legal

**Education:**

- BA, Trinity College, Dublin
- MA, University of Toronto
- LL.M. and SJD, University of Toronto

**MARGOT C. HOWARD** CFA, MBA

*Chair, Human Resources and Compensation Committee*

**Margot Howard** is a Chartered Financial Analyst with over twenty years of investment management experience and extensive knowledge of the Canadian capital markets. She began her career with McLeod Young Weir in 1985. Most recently, she was a portfolio manager with AMI Partners. Prior to that, Ms. Howard held senior positions with C.A. Delaney Capital Management Ltd. and Scotia McLeod Inc. Ms. Howard is an active member of Women in Capital Markets and is on the board of the Peter Gzowski Foundation for Literacy.

**Appointed:** December 2006

**Term Expires:** December 2008

**Committees:**

- Audit and Finance Committee
- Human Resources and Compensation Committee (Chair)

**Professional / Industry Experience:**

- Finance
- Portfolio Management
- Retail and Institutional Investment

**Education:**

- BA, York University
- MBA, University of Western Ontario
- CFA, CFA Institute

**KEVIN J. KELLY**

**Kevin Kelly** has over thirty years of senior experience in the North American capital markets and financial services industry. He has served as President and Co-CEO of Wellington West Capital Inc., President of Fidelity Brokerage Company based in Boston, President of Fidelity Investments Institutional Services Co., President and CEO of Fidelity Investments Canada Ltd., and President and CEO of Bimcor Inc. Prior to holding these positions, Mr. Kelly served in senior management positions at Investment Corporation, Midland Walwyn Capital, Inc., and Merrill Lynch Canada, Inc.

**Appointed:** December 2006

**Term Expires:** December 2008

**Committees:**

- Audit and Finance Committee
- Human Resources and Compensation Committee

**Current Directorships:**

- Chair, Canada-US Fulbright Foundation

**Professional / Industry Experience:**

- Investment Management
- Retail and Institutional Investment
- Investment Banking
- Finance

**Education:**

- B.Comm., Dalhousie University

## PAULETTE L. KENNEDY CA

**Paulette Kennedy** is a chartered accountant with over 30 years financial and management experience. A chartered accountant since 1979, Paulette has held senior management positions at Ford Motor Company of Canada, Sun Life Financial, Sobeys Inc. and AEGON Canada. Areas of responsibility have included taxation and trade, accounting and financial reporting, financial management, internal auditing and corporate governance. Paulette has experience in IFRS reporting and the implementation of internal control attestations. Paulette has been a member of the board of directors of financial services and mutual fund management companies. She is currently a member of the business board of the University of Toronto and vice chair of their audit committee.

**Appointed:** April 2008  
**Term Expires:** April 2010

**Committees:**  
• Audit and Finance Committee

**Professional / Industry Experience:**  
• Audit  
• Accounting  
• Financial Management

**Education:**  
• BComm, McMaster University  
• Chartered Accountant

## DAVID L. KNIGHT

*Lead Director*

**David Knight** was a Vice-Chairman of the accounting firm KPMG LLP (Canada) for almost two decades. Mr. Knight became a Chartered Accountant in 1962. He was elected as a Fellow of the Institute of Chartered Accountants of Ontario in 1985 in recognition of his professional accomplishments and service to the accounting profession and society. During his 46-year career in public accounting, Mr. Knight chaired committees and task forces which dealt with a wide range of matters including professional standards-setting, partnership governance, risk management, computer technology in auditing, and quality review of professional work. Mr. Knight has a long history of volunteer board-level involvement with health care organizations, including the Multiple Sclerosis Society of Canada, where he served as National Chair for two years. In 2002, he was awarded the Queen's Golden Jubilee Medal in recognition of his community service.

**Appointed:** August 2004  
**Re-appointed:** June 2007  
**Term Expires:** June 2010

**Committees:**  
• Governance and Nominating Committee

**Professional / Industry Experience:**  
• Accounting  
• Auditing

**Education:**  
• CA

## **PATRICK J. LeSAGE Q.C.**

*Chair, Adjudicative Committee*

**Patrick LeSage** is a former Chief Justice of the Superior Court of Justice for Ontario. During his 29-year career on the bench, he presided over some of Canada's most publicized and complex cases. He began his career as a Crown Attorney in the Ontario Ministry of the Attorney General, where he rose to the position of Director of Crown Attorneys for Ontario. Appointed to the County and District Court in 1975, he became Associate Chief Judge of that Court in 1983. In 1994 he became Associate Chief Justice and in 1996 was appointed Chief Justice of what is now the Superior Court of Justice for Ontario. He held that position until September 2002, when he became a Senior Resident at Massey College, University of Toronto. Mr. LeSage is currently a member of the Advocacy Law Group at Gowling Lafleur Henderson in Toronto.

**Appointed:** December 2005

**Term Expires:** December 2008

**Committees:**

- Adjudicative Committee (Chair)
- Human Resources and Compensation Committee

**Current Directorships:**

- Board of Governors, York University

**Professional / Industry Experience:**

- Legal
- Adjudication
- Administrative Law

**Education:**

- B.Comm., University of Ottawa
- LLB, Osgoode Hall Law School

## **CAROL S. PERRY**

*Chair, Governance and Nominating Committee*

**Carol Perry** is a former investment banker with more than 35 years of business experience. During her twenty year career in the investment industry she held senior investment banking positions with major Canadian firms, including CIBC World Markets and RBC Capital Markets, and started her own boutique financial advisory firm in 2000. Her public service and regulatory experience includes having served as a director and Audit Committee Chair of the Independent Electricity Market Operator. Ms. Perry is a former Chair of St. Joseph's Health Centre Board of Directors and is an active member of the Institute of Corporate Directors, currently serving on its Marketing and Membership Committee.

**Appointed:** February 2005

**Re-appointed:** February 2008

**Term Expires:** February 2011

**Committees:**

- Audit and Finance Committee
- Governance and Nominating Committee (Chair)

**Professional / Industry Experience:**

- Finance
- Investment Banking

**Education:**

- B. Engineering Science (Electrical), University of Western Ontario
- MBA, University of Toronto
- ICD.D, Directors Education Program, Rotman/ICD Corporate Governance College

**SURESH G. THAKRAR** MBA, FICB, ICD.D

*Chair, Audit and Finance Committee*

**Suresh Thakrar** is an advisor in the areas of business/corporate financing, strategic planning, and corporate governance. He has over 30 years of extensive experience in the financial services industry. A former executive of the RBC Financial Group, Mr. Thakrar held senior positions in various areas of the bank, including corporate finance, multinational banking, commercial banking, personal financial services, merger office, process re-engineering, systems and technology, strategic planning, and business management. In his public service and community leadership roles, he has served on numerous boards and advisory committees, including the GTAA (Greater Toronto Airport Authority) Consultative Committee, the Indo-Canada Chamber of Commerce, Canada India Business Council, Renaissance ROM Campaign Cabinet, the ROM Royal Patrons Circle, and the Gujarat (India) Earthquake Relief Fund. Mr Thakrar was Chair of the Governance and Nominating Committee of the Commission. He was awarded the Queen's Golden Jubilee Medal in recognition of his contribution to Canada and fellow Canadians.

**Appointed:** June 2003  
**Re-appointed:** June 2006  
**Term Expires:** June 2009

**Committees:**

- Audit and Finance Committee (Chair)
- Adjudicative Committee

**Professional / Industry Experience:**

- Finance
- Investment Banking
- Financial Services

**Education:**

- B.Sc., Makerere University (Uganda)
- MBA, McGill University
- FICB, Institute of Canadian Bankers
- ICD.D, Directors Education Program, ICD Corporate Governance College

**WENDELL S. WIGLE** Q.C.

**Wendell Wigle** is senior litigation counsel and, since 1968, a senior partner at Hughes, Amys LLP. A member of the Ontario Bar since 1957, he has appeared before all levels of trial and appellate courts, including the Supreme Court of Canada. He was appointed Queen's Counsel in 1972 and was certified as a Specialist (Civil Litigation) by the Law Society of Upper Canada in 1988. Mr. Wigle has served as President of the Advocates' Society and the Medico-Legal Society of Toronto. He is also a member of the Canadian Bar Association, the American Bar Association, the Defense Research Institute, and the American College of Trial Lawyers. From 1982 to 1989, he was a Fellow of the International Academy of Trial Lawyers. Mr. Wigle has served as chair, lecturer and panellist at various continuing legal education programs for the Law Society of Upper Canada and other groups.

**Appointed:** May 2003  
**Re-appointed:** May 2006  
**Term Expires:** May 2009

**Committees:**

- Adjudicative Committee
- Governance and Nominating Committee

**Professional / Industry Experience:**

- Legal
- Litigation / Adjudication
- Administrative Law

**Education:**

- BA, University of Western Ontario
- LLB, Osgoode Hall Law School