

John Stevenson  
The Secretary  
Ontario Securities Commission  
20 Queen Street West 22nd Floor  
Toronto ON M5H 3S8

October 4, 2013

Dear Mr. Stevenson:

On behalf of the Business and Professional Women's Clubs of Ontario, (BPW Ontario), I am pleased to provide the Ontario Securities Commission our thoughts on disclosure requirements for women on boards and in senior management.

BPW Ontario, as a member of both the Canadian and International Federation of Business and Professional Women, has diligently worked to improve economic and fiscal stability worldwide. At the provincial level BPW Ontario has focused on empowering women to lead and advocate for positive change in the workplace, marketplace, government and community. As one of the founding members of the Equal Pay Coalition, we continue to work with the Coalition in an effort to close the Gender Wage Gap. BPW Ontario is committed to building stable societies and strong communities for women, men and their families. We promote a just and equal status at all levels and areas of society where decisions are made in true partnership with men, based on mutual respect, and shared commitment for a more prosperous, balanced and peaceful world.

We commend the government for including gender diversity in corporate leadership in the 2013 budget and believe the call by the Ontario Securities Commission for feedback on disclosure requirements regarding women on boards and in senior management is most timely. In the aftermath of the 2008 economic crisis it is clear that the "TIME IS NOW" to utilize all of our societal and economic assets to leverage the untapped brain trust of over 50% of our workforce. To advance this premise BPW Ontario has adopted the [Women's Empowerment Principles](#) to guide our future work. The Women's Empowerment Principles (WEPs) were developed by the UN Women and UN Global Compact through a consultation process in which BPW International was acknowledged as one of the first NGOs to recognize the importance of being part of the international multi-stakeholder consultation process.

The Women's Empowerment Principles were designed to assist stakeholders in changing corporate culture towards a gender equality model. This tool consists of seven principles ranging from gender equality in senior leadership to measuring and reporting the progress of the gender equality within the organization. Designed to strengthen company policies and programs, they serve to create a culture where this equality is achievable. The WEPs principles provide a platform for all stakeholders to move forward with this commitment. Together we can create an Ontario where the economic capacity of women is unleashed and where women are fully engaged in positions of leadership and decision making; for the betterment of all Ontarians.

Although, the first principle Leadership Promotes Gender Equality, and last principle Transparency, Measuring and Reporting provide are most closely aligned with the issue of women on boards and in senior management aspects from each of the remaining four principles provide support for the proposed disclosure model. Gender equality is no longer a women's issue it is an economic imperative in which men and women, government and corporate leadership must work together to establish benchmarking targets, timelines and accountability outcome reporting.

We look forward to receiving the commissions' final report and invite you to contact me should you have further questions.

Sincerely,

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**Submission to the Ontario Securities Commission on**

**Disclosure Requirements Regarding**

**Women on Boards and In Senior Management**

**Submitted by the Business and Professional Women's Clubs of Ontario**

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**October 04, 2013**

A member of the Canadian and International Federation of Business and Professional Women

## **WEPS FRAMEWORK FOR RESPONSE**

BPW Ontario suggests that the Women’s Empowerment Principles and in particular principle number seven: ***Transparency and Reporting*** provides clear support for a gender-based governance and reporting structure to increase women on boards and in senior management.

Our responses are utilizing the Women’s Empowerment Principles: Equality Means Business framework as outlined below.

### **The Seven Women’s Empowerment Principles**

1. Establish high-level corporate leadership for gender equality
2. Treat all women and men fairly at work – respect and support human rights and non-discrimination
3. Ensure the health, safety and well-being of all women and men workers
4. Promote education, training and professional development for women
5. Implement enterprise development, supply chain and marketing practices that empower women
6. Promote equality through community initiatives and advocacy
7. Measure and publicly report on progress to achieve gender equality

## **ONTARIO SECURITIES COMMISSION CONSULTATION QUESTIONS**

### ***What are effective policies for increasing the number of women on boards and in senior management?***

Enhancing openness and inclusion throughout corporate policies and operations requires techniques, tools and practices that bring results. The Women’s Empowerment Principles, forged through an international multi-stakeholder consultative process, provide a “gender lens” through which business can analyze current initiatives, benchmarks and reporting practices. Informed by real-life business practices, the Principles help companies tailor existing policies and practices – or establish needed new ones – to realize women’s empowerment.

The senior leadership must demonstrate a clear understanding of the economic impact of gender balance on boards and in senior management, and promote this through supportive actions from the top-level and across the organization. This will include;

- Affirming high-level support and direct top-level policies for gender equality and human rights
- Establishing company-wide goals and targets for gender equality and include progress as a factor in managers' performance reviews
- Engage internal and external stakeholders in the development of company policies, programmes and implementation plans that advance equality
- Ensuring that all policies are gender-sensitive – identifying factors that impact women and men differently – and that corporate culture advances equality and inclusion

The Leadership will be able to demonstrate a commitment to increasing women on boards and in senior management by rewarding and recognizing many of the concrete behaviours and actions outlined in the remaining principles. Increasing the number of women on boards and in senior management will require attention to training and mentoring women for these positions, include attention to fair compensation policies such as equal pay and creating a safe and healthy work environment in which to thrive.

### **Education and Training**

- Invest in workplace policies and programmes that open avenues for advancement of women at all levels and across all business areas, and encourage women to enter nontraditional job fields
- Ensure equal access to all company-supported education and training programmes, including literacy classes, vocational and information technology training
- Provide equal opportunities for formal and informal networking and mentoring
- Offer opportunities to promote the business case for women's empowerment and the positive impact of inclusion for men as well as women

### **Equal Opportunity and Inclusion**

- Pay equal remuneration, including benefits, for work of equal value and strive to pay a living wage to all women and men
- Ensure that workplace policies and practices are free from gender-based discrimination
- Implement gender-sensitive recruitment and retention practices and proactively recruit and appoint women to managerial and executive positions and to the corporate board of directors
- Assure sufficient participation of women – 30% or greater – in decision-making and governance at all levels and across all business areas
- Offer flexible work options, leave and re-entry opportunities to positions of equal pay and status
- Support access to child and dependent care by providing services, resources and information to both women and men

There is no shortage of strategies to more effectively leverage the talents women bring to leadership roles...

***What type of disclosure requirements regarding women on boards and in senior management would be most appropriate and useful?***

Principle 7 of the WEPs underscores that accountability and transparency go hand-in-hand. Companies that have signed the CEO Statement of Support have explicitly stated their intention to measure and publicly report on their progress towards gender equality in their workplace, marketplace and community. Business leaders and stakeholders agree that while not everything of value can be counted, it is difficult to manage what you do not measure.

- Gender diversity of the board nominating committee
- Specific talents and experience required – clearly stated criteria for candidates
- Time and travel commitment required
- Education and work experience
- Community service work considered
- Ratio of males to females and the average wage of each group

***Are the proposed scope and content of the model disclosure requirements appropriate? Are there additional or different disclosure requirements that should be considered? Please explain.***

The proposed scope and content of model disclosure requirements is appropriate but must include the gender makeup of the board. This disclosure should include; if the issuer has a policy for advancing the participation of women in senior management, how long has the policy been in place and how its success is measured.

***What type of statistics, data and/or accompanying qualitative information regarding the representation of women in their organization should non-venture issuers be required to disclose? Should such disclosure be reported for the non-venture issuer only or for all of its subsidiary entities also?***

To measure and disclose publicly equals commitment both internal and external. Public disclosure builds trust and enhances the brand positions the issuer as women-and-family-friendly. It also positions the issuer to retain the best talent on the board and in senior management. It sends a message to investors and partners, and demonstrates their accountability to management diversity. A measurement strategy where all entities must disclose the number of male and female position as well as the average wage of each group is simple, does not invade privacy but can red flag any organization with gender equality issues.

In order for a non-venture issuer to be fully engaged and committed to gender equity, the disclosure reported must include all subsidiary entities.

***What practices should we recommend for facilitating increased representation of women on boards and in senior management?***

***For example, should we recommend that non-venture issuers have a gender diversity policy? If so, should we set out recommended content for the policy?***

It is important to set goals to move toward gender parity within all areas of the workplace, including the board and senior management, to measure progress and communicate it transparently.

Given the business case for [unlocking the full potential of women at work](#) and the affirmed impact on the economy as further presented in the [McKinsey & Company report for the Wall Street Journal](#), it is our recommendation that the government show progressive leadership in reinforcing that all businesses in Ontario apply a gender lens to their corporate sustainability agenda. As stated earlier, evidence suggests that companies, governments and organizations that have a gender diversity policy, set goals and track their progress are more likely to make greater gains in experiencing the benefits of gender diversity.

***Should non-venture issuers be required to comply with the recommended practices or explain why they have not complied (i.e. a “comply or explain” model of disclosure)?***

A gender diversity policy should include a statement of the governance and values of the organization both in management and in the workplace. It would be beneficial to also include a list of criteria for their supply chain. The economic benefits are far-reaching for the company, the community and to the consumer. It can provide companies an additional avenue to demonstrate their commitment to empowering women and in the long term is likely to increase their economic sustainability. Principle number five explores the benefits of applying a gender-lens to the supply chain and marketing practices. This is particularly important as the [buying power of women in Ontario](#) should be of significant interest to the all businesses.

### **Enterprise Development, Supply Chain and Marketing Practices**

- Expand business relationships with women-owned enterprises, including small businesses, and women entrepreneurs
- Support gender-sensitive solutions to credit and lending barriers
- Ask business partners and peers to respect the company’s commitment to advancing equality and inclusion
- Respect the dignity of women in all marketing and other company materials
- Ensure that company products, services and facilities are not used for human trafficking and/or labour or sexual exploitation

## **Closing Remarks**

In our work with WEPs to date we have learned that apprehensions and uncertainty around what to do, how to do it and setting meaningful metrics has slowed progress in achieving sustainable outcomes regarding increased numbers of women on boards and in senior leadership roles in all sectors, business, industry and government. To assist in particular new and small to medium companies BPW Canada has developed a [WEPs Empowerment Baseline Self-Assessment Tool](#) that can help to take the mystery out of where and how to begin.

We are pleased to share this document with the Ontario Securities Commission and suggest that your leadership in providing concrete guidance and support to corporate Ontario can make a significant impact on achieving the objectives outlined in this consultation.

We are happy to support your efforts and are willing to assist as you might deem appropriate. It is our recommendation that the government take this opportunity to build collaboration across relevant internal ministries and external stakeholders to create an integrated strategy to address the broad issues outlined in the seven Women's Empowerment Principles in achieving gender-based economic equality.

## Women’s Empowerment Principles Framework Supporting Documents/Resources

<a href="#">BPW Canada Women’s Empowerment Principles Introduction and Statement of Support Signatory Document</a> (July 7, 2013).....	6 Pages
<a href="#">Statement of Support Signatory Document</a> .....	3 Pages
<a href="#">Benefits of Becoming a WEPs Signatory</a> .....	1 Page
<a href="#">WEPs 7 Principles Booklet</a> .....	18 Pages
<a href="#">WEPs Brochure</a> .....	Front/Back
<a href="#">WEPs Self-Assessment Tool (excel Workbook)</a>	Workbook-9 Tabs
WEPs Report 2011: <a href="#">Companies Leading the Way on the International Scene</a> .....	39 Pages
International <a href="#">CEO Quotes on WEPs</a> .....	6 Pages
<a href="#">Testimonies and Quotes: Why WEPs is So Important - BPW Canada</a> .....	2 Pages
UN Global Compact <a href="#">Forward - George Kell</a> on BPW Contribution	1 Page
McKinsey Article: <a href="#">Changing Companies Minds about Women</a> .....	18 Pages
McKinsey Article: <a href="#">Moving Women to the Top</a> .....	18 Pages
McKinsey Article: <a href="#">Unlocking the Full Potential of Women at Work</a> .....	14 pages
McKinsey Article: <a href="#">Unlocking the Full Potential of Women in the Economy (US)</a> .....	7 Pages
Price Waterhouse Cooper: <a href="#">Gender Diversity in the Workplace 2010</a> .....	20 Pages
Deloitte Global Center for Corporate Governance: <a href="#">2<sup>nd</sup> Edition - Women in the boardroom: A global perspective</a> .....	28 Pages
<a href="#">RBC Diversity Advantage</a> A Case for the 21 <sup>st</sup> Century Economy.....	23 Pages
PRME Working Group on Gender Equality: <a href="#">Discussion Paper</a> .....	13 Pages
<a href="#">WHY WOMEN MEAN BUSINESS</a> : Understanding the Emergence of our Next Economic Revolution, By: Avivah Wittenberg-Cox and Alison Mason - (Excerpt).....	1 Page