

CSA Multilateral Staff Notice 58-312

Report on Sixth Staff Review of Disclosure Regarding Women on Boards and in Executive Officer Positions

March 10, 2021

Executive Summary

This report outlines key trends from a recent review of public disclosure regarding women on boards and in executive officer positions as required by Form 58-101F1 *Corporate Governance Disclosure* (the disclosure requirements) of National Instrument 58-101 *Disclosure of Corporate Governance Practices* (NI 58-101). The review was conducted by securities regulatory authorities in Alberta, Manitoba, New Brunswick, Nova Scotia, Ontario, Québec and Saskatchewan. The review was completed for the purposes of identifying key trends. A qualitative assessment of compliance with the disclosure requirements was not conducted.

The key trends are based on a review sample of 610 issuers that had year-ends between December 31, 2019 and March 31, 2020 (Year 6) and filed information circulars or annual information forms by November 30, 2020. See page 13 for details regarding our review sample.

The following key trends were observed in this review¹:

| | |
|--|--|
| Board seats | <ul style="list-style-type: none"> • 20% of board seats were held by women; however, this number tended to increase with the size of the issuer and varied by industry. • 79% of issuers had at least one woman on their board, however, 127 (21%) issuers had no women on their board. • 6% of the chairs of the board were women. • 30% of vacated board seats were filled by women. |
| Executive officer positions | <ul style="list-style-type: none"> • 5% of issuers had a woman chief executive officer (CEO). • 15% of issuers had a woman chief financial officer (CFO). • 65% of issuers had at least one woman in an executive officer position. |
| Targets | <ul style="list-style-type: none"> • 26% of issuers adopted targets for the representation of women on their board. • 4% of issuers adopted targets for the representation of women in executive officer positions. |
| Term limits and other mechanisms of board renewal | <ul style="list-style-type: none"> • 23% of issuers adopted some form of director term limits (alone or with other mechanisms of board renewal). • 34% of issuers adopted other mechanisms of board renewal, but did not adopt term limits. • 39% of issuers disclosed that they did not have director term limits nor had they adopted other mechanisms of board renewal. |
| Policies | <ul style="list-style-type: none"> • 54% of issuers adopted a policy relating to the representation of women on their board. |

The CSA will continue to monitor trends in this area. Over the coming year, the CSA will also be considering its role in the broader diversity conversation.

¹ All percentages in this report have been rounded to a whole number.

Snapshot of Data

The following is a snapshot of the year-over-year comparison of the key trends identified in our reviews:

| Trends | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Year 6 |
|--|--------|--------|--------|--------|--------|--------|
| Board representation | | | | | | |
| Total board seats occupied by women | 11% | 12% | 14% | 15% | 17% | 20% |
| Issuers with at least one woman on their board | 49% | 55% | 61% | 66% | 73% | 79% |
| Issuers with three or more women on their board | 8% | 10% | 11% | 13% | 15% | 20% |
| Board seats occupied by women of issuers with < \$1 billion market capitalization | 8% | 9% | 10% | 11% | 13% | 15% |
| Board seats occupied by women of issuers with \$1-2 billion market capitalization ² | 11% | 13% | 17% | 19% | 20% | 24% |
| Board seats occupied by women of issuers with \$2-10 billion market capitalization ² | 17% | 18% | 18% | 21% | 23% | 26% |
| Board seats occupied by women of issuers with over \$10 billion market capitalization ² | 21% | 23% | 24% | 25% | 27% | 31% |
| Chairs of the board who are women ³ | -- | -- | -- | -- | 5% | 6% |
| Board vacancies filled by women ⁴ | -- | -- | 26% | 29% | 33% | 30% |
| Executive officers | | | | | | |
| Issuers with at least one woman in an executive officer position ⁵ | 60% | 59% | 62% | 66% | 64% | 65% |
| Issuers with a woman CEO ⁶ | -- | -- | -- | 4% | 4% | 5% |
| Issuers with a woman CFO ⁶ | -- | -- | -- | 14% | 15% | 15% |
| Policies | | | | | | |
| Issuers that adopted a policy relating to the representation of women on their board | 15% | 21% | 35% | 42% | 50% | 54% |

² Board seats occupied by women for issuers over \$1 billion market capitalization: 16% (Year 1), 18% (Year 2), 20% (Year 3), 21% (Year 4), 23% (Year 5) and 27% (Year 6).

³ Chairs of the board who are women were not included in our reporting in Year 1, Year 2, Year 3 and Year 4.

⁴ Board vacancies filled by women were not included in our reporting in Year 1 and Year 2.

⁵ The decrease in year 5 is driven in part by a change in methodology used to capture executive officer data. Issuers may have included in their disclosure, positions and/or targets for a group other than executive officers, as that term is defined in NI 58-101. In year 5, we focused more closely on disclosure regarding "executive officers" as defined.

⁶ Issuers with a woman CEO and issuers with a woman CFO were not included in our reporting in Year 1, Year 2 and Year 3.

| Trends | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Year 6 |
|--|---------------|---------------|---------------|---------------|---------------|---------------|
| Targets | | | | | | |
| Issuers that adopted targets for the representation of women on their board | 7% | 9% | 11% | 16% | 22% | 26% |
| Issuers that adopted targets for the representation of women in executive officer positions ⁵ | 2% | 2% | 3% | 4% | 3% | 4% |
| Term limits | | | | | | |
| Issuers that adopted director term limits | 19% | 20% | 21% | 21% | 21% | 23% |

Key Trends

Set out below are highlights from our review related to the following:

- A. Women on boards
- B. Women in executive officer positions
- C. Board renewal

A. Women on boards

Board seats

The percentage of board seats held by women increased to 20% in year 6.

Board seats
held by women

20%



The percentage of board seats held by women varied by the size of the issuer.

- For the 422 issuers with a market capitalization of less than \$1 billion, 15% of board seats were held by women.
- For the 56 issuers with a market capitalization of between \$1 billion and \$2 billion, 24% of board seats were held by women.⁷
- For the 91 issuers with a market capitalization of between \$2 billion and \$10 billion, 26% of board seats were held by women.⁷
- For the 41 issuers with a market capitalization of greater than \$10 billion, 31% of board seats were held by women.⁷

6% of the chairs of the board were women.⁸

⁷ Board seats occupied by women for the 188 issuers with a market capitalization of greater than \$1 billion were: 16% (Year 1), 18% (Year 2), 20% (Year 3), 21% (Year 4), 23% (Year 5) and 27% (Year 6).

⁸ Chair data is not a disclosure requirement.

Board fill rate

When board seats became available and were filled, approximately three in ten seats were filled by women.

Board vacancies filled by women

30%



This year, 724 board seats were vacated during the year and 561 of those seats were filled. Of those filled seats, 30% (168 seats) were filled by women which represents a 3% decrease over year 5.

Issuers with no women on board

The number of issuers with no women on their board has declined since the disclosure requirements were introduced.

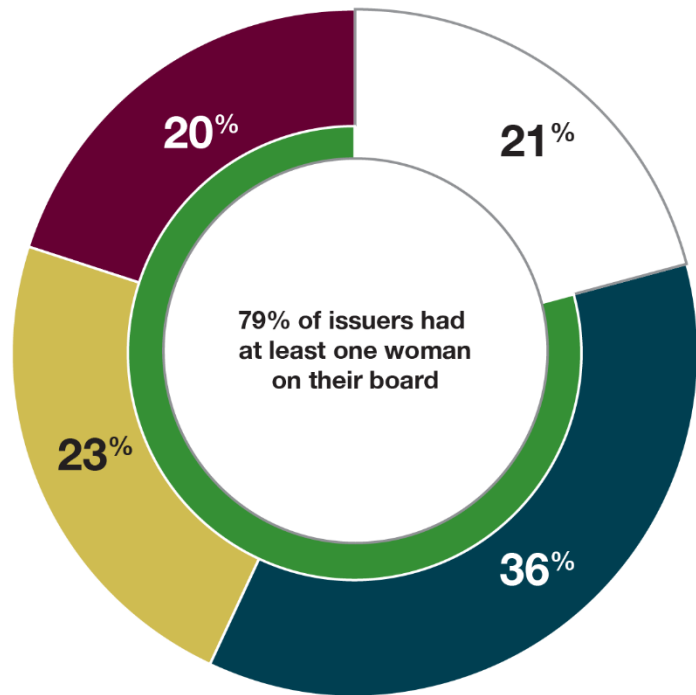
21% of issuers (127 issuers) had no women on their board.

Issuers with at least one woman on board

The number of issuers with at least one woman on their board has increased since the disclosure requirements were introduced.

79% of issuers (483 issuers) had at least one woman on their board.

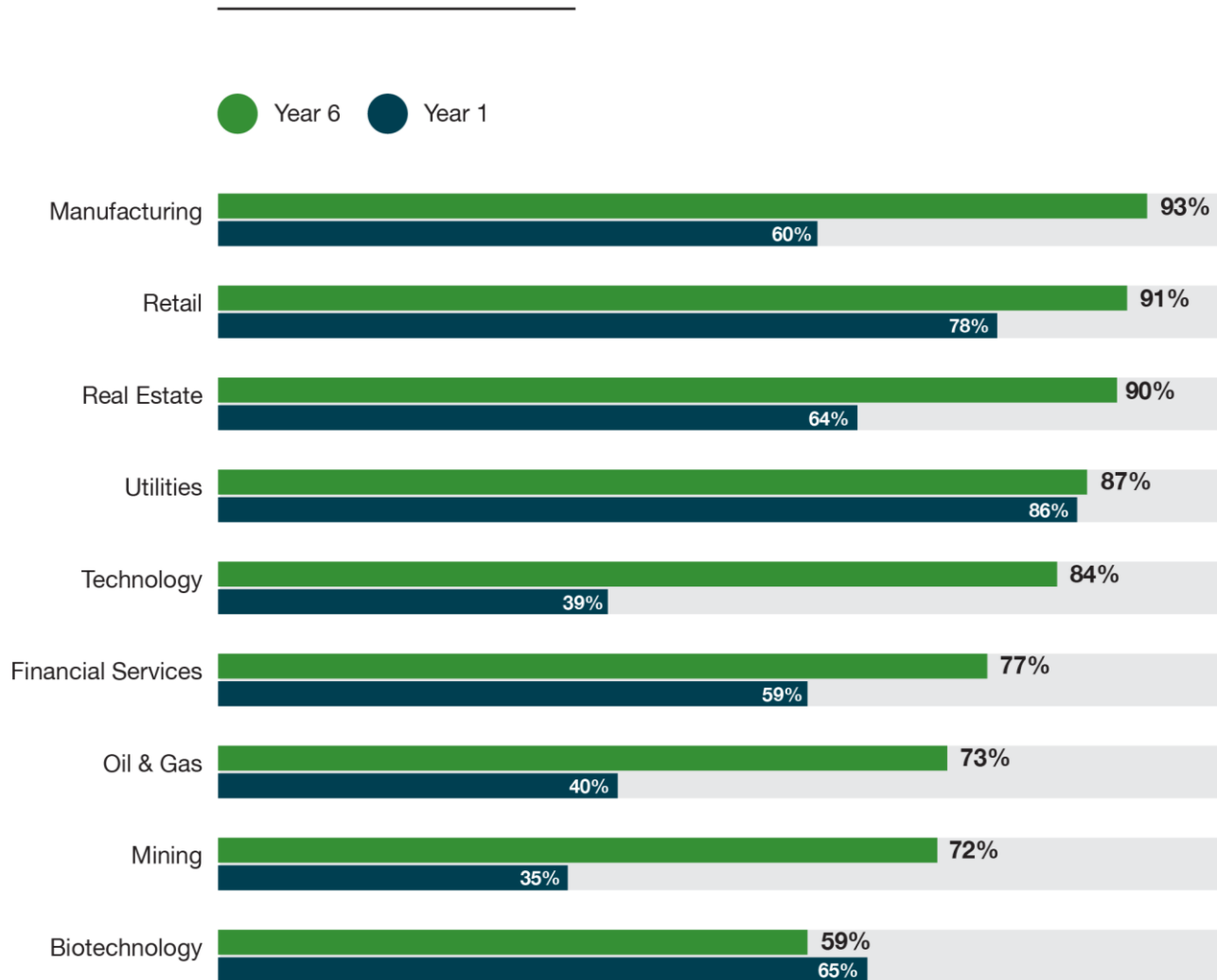
Number of women on boards



Industry data**The number of women on boards varied by industry.**

The manufacturing, real estate, and retail industries had the highest percentage of issuers with one or more women on their boards.⁹ The biotechnology, mining and oil & gas industries had the lowest percentage of issuers with one or more women on their boards.

Refer to Appendix A for a year-over-year comparison of the percentage of issuers with one or more women on their boards by industry.

Percentage of issuers with one or more women on boards

⁹ The larger Canadian banks, which are part of an industry that has generally been an early adopter of diversity initiatives, are not captured in the data sample for this review. The six largest banks had an average of 39% of women on their boards based on their 2020 information circulars filed for their years ending October 31, 2019.

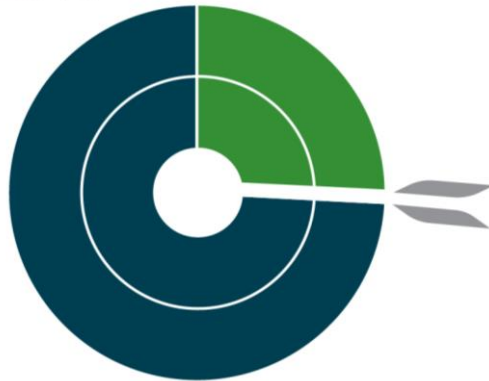
Targets**Few issuers had targets for women on their boards.**

26% of issuers set targets for the representation of women on their boards.

Issuers that adopted board targets had an average of 26% of their board seats held by women, compared to issuers without targets that had an average of 17%.

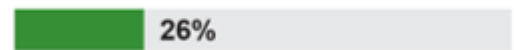
Percentage of issuers
with targets

26%

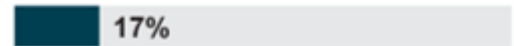


Board seats held
by women

Issuers with board targets



Issuers without board targets



Policies relating to the identification and nomination of women directors**54% of issuers adopted a policy on identifying and nominating women directors, representing a significant increase since year 1.**

The 330 issuers that adopted a policy relating to the representation of women on their boards had an average of 23% of women on their boards compared to issuers with no such policy, that had an average of 15%.

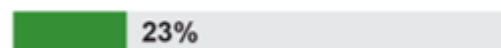
Percentage of issuers
with policies

54%

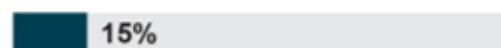


Board seats held
by women

Issuers with policies



Issuers without policies



B. Women in executive officer positions

Number of women in executive officer positions

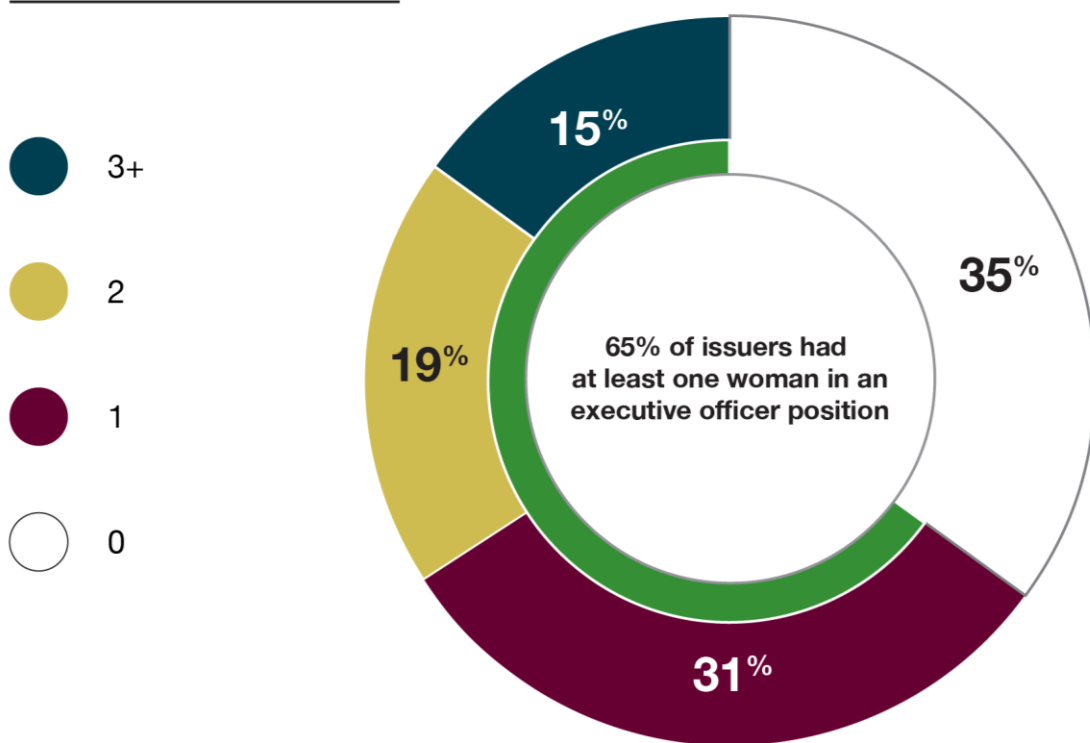
65% of issuers had at least one woman in an executive officer position.¹⁰

The number of executive officers reported by issuers ranged from zero to approximately 86, with an average number of 8 executive officers.¹¹

5% of issuers had a woman CEO.¹²

15% of issuers had a woman CFO.¹²

Number of women in executive officer positions



¹⁰ 476 of the 610 issuers in the review sample disclosed executive officer information.

¹¹ The numbers included in this part of the report are taken from issuers' disclosure, and may include positions other than executive officers, as that term is defined in NI 58-101. In Year 5, as noted in footnote 5, we focused more closely on disclosure regarding "executive officers" as defined.

¹² CEO and CFO data is not a disclosure requirement.

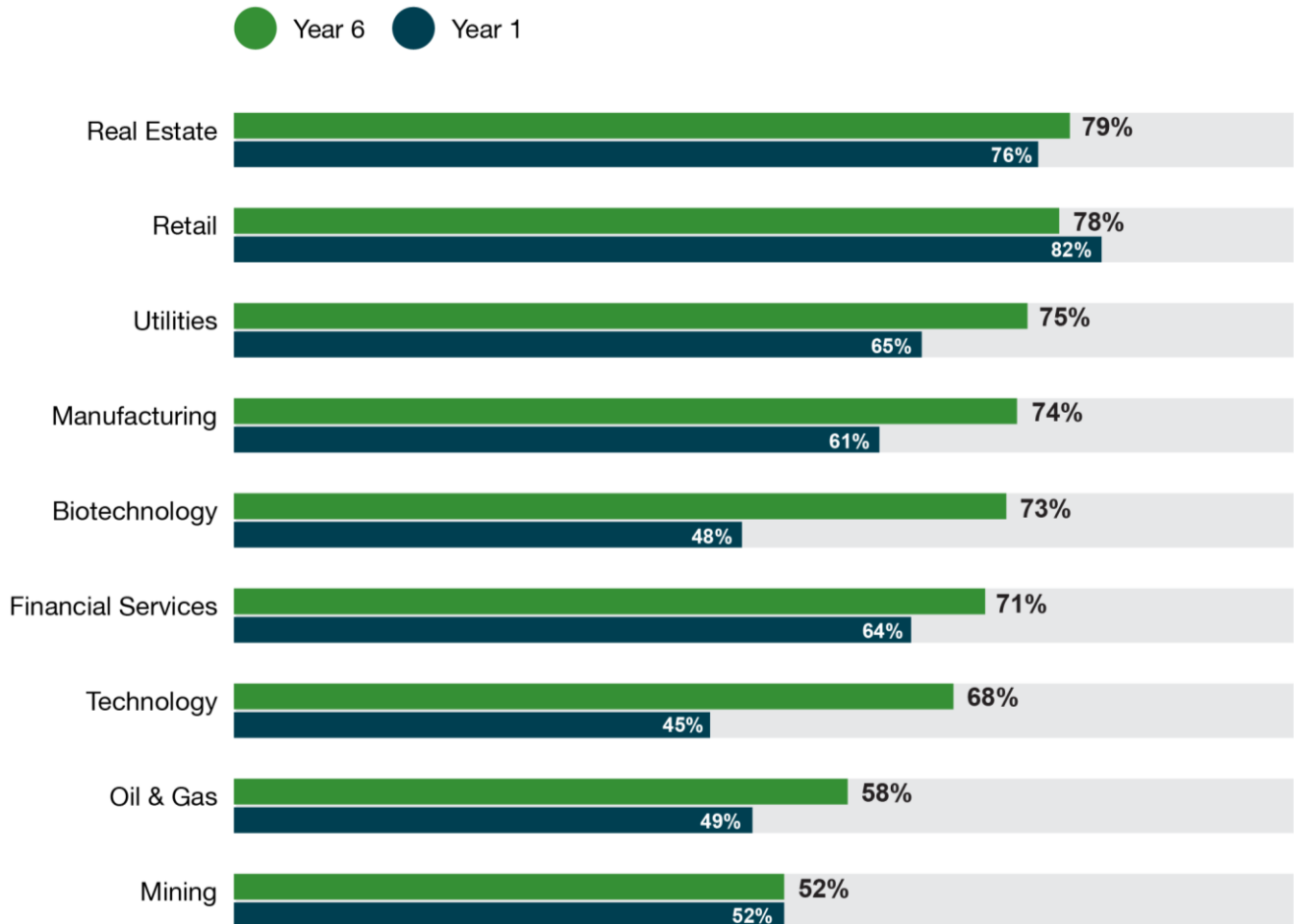
Industry data**The number of women in executive officer positions varied by industry.**

The real estate, retail and utilities industries had the highest percentage of issuers with one or more women in executive officer positions. The mining, oil & gas, and technology industries had the lowest percentage of issuers with one or more women in executive officer positions.

Refer to Appendix B for a year-over-year comparison of the percentage of issuers with one or more women in executive officer positions by industry.

Targets**Targets for women in executive officer positions were rare.**

4% of issuers set targets for the representation of women in executive officer positions.¹³

Percentage of issuers with one or more women in executive officer positions

¹³ Refer to footnote 5.

C. Board renewal

Term limits 23% of issuers adopted term limits (alone or with other mechanisms of board renewal).

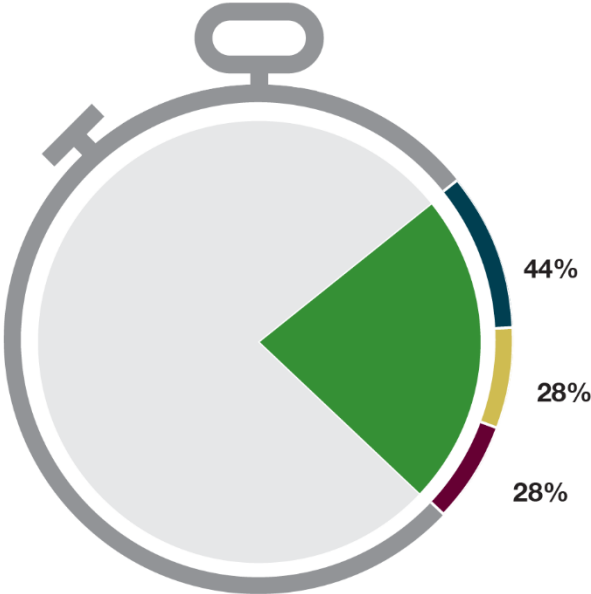
Term limits took varied forms:

- 44% adopted age limits,
- 28% adopted tenure limits, and
- 28% adopted both age and tenure limits.

The average tenure and age limits were 13 years and 73 years, respectively.

Percentage of issuers with term limits

23%



Other mechanisms of board renewal

34% of issuers adopted other mechanisms of board renewal, but did not adopt term limits. Some of these issuers indicated that they used assessments of the board and individual directors as a mechanism of board renewal.

39% of issuers disclosed that they did not have director term limits nor had they adopted other mechanisms of board renewal.

Background

| | |
|------------------------------------|---|
| Required disclosure | <p>Subject to certain exceptions, issuers listed on the Toronto Stock Exchange (TSX) and certain other non-venture issuers are required to provide disclosure on an annual basis in the following five areas:</p> <ul style="list-style-type: none">• Number of women in roles – the number and percentage of women on its board of directors and in executive officer positions.• Targets – whether it has targets for the number or percentage of women on its board and in executive officer positions, and if not, why not.• Board policy – whether it has a written policy relating to the identification and nomination of women directors, and if not, why not.• Board renewal – whether it has director term limits or other mechanisms of board renewal, and if not, why not.• Consideration of the representation of women – whether it considers the representation of women in its director identification and selection process and in its executive officer appointments, and if not, why not. |
| Objective | <p>The objective of the disclosure requirements is to increase transparency for investors and other stakeholders regarding the representation of women on boards and in executive officer positions, and the approach that issuers take in respect of such representation.</p> |
| Prior reviews of disclosure | <p>This is the sixth consecutive annual review of this disclosure that we¹⁴ have conducted. The trends from our first four annual reviews are set out in:</p> <ul style="list-style-type: none">• <u>Year 1 (2015) – CSA Multilateral Staff Notice 58-307</u>• <u>Year 2 (2016) – CSA Multilateral Staff Notice 58-308</u>• <u>Year 3 (2017) – CSA Multilateral Staff Notice 58-309</u>• <u>Year 4 (2018) – CSA Multilateral Staff Notice 58-310</u>• <u>Year 5 (2019) – CSA Multilateral Staff Notice 58-311</u> |

¹⁴ The Alberta Securities Commission did not participate in the 2015 and 2016 reviews as the disclosure requirements had not yet been adopted in Alberta. The British Columbia Securities Commission has not adopted the disclosure requirements and did not participate in any of the reviews. However, Alberta-based and British Columbia-based TSX-listed issuers were included in the respective samples.

Review Sample

As of May 31, 2020, approximately 1,600 issuers were listed on the TSX, of which approximately 730 were subject to the disclosure requirements.

Scope of sample We reviewed the disclosure of 610 issuers that had year-ends between December 31, 2019 and March 31, 2020, and filed information circulars or annual information forms by November 30, 2020.¹⁵

Issuers excluded from our review include:

- approximately 840 exchange-traded funds or closed-end funds,
- issuers that moved the listing of their securities from the TSX Venture Exchange (TSX-V) to the TSX in 2020,
- issuers that have year ends subsequent to March 31, 2020, which includes the larger Canadian banks, and
- other issuers such as designated foreign issuers and SEC foreign issuers that are exempt from the requirements of NI 58-101.

Due to the scope of our sample, our findings, and the comparisons between the current year and the prior five years provide only a partial picture. The issuers in the current year and the prior year samples vary for several reasons including:

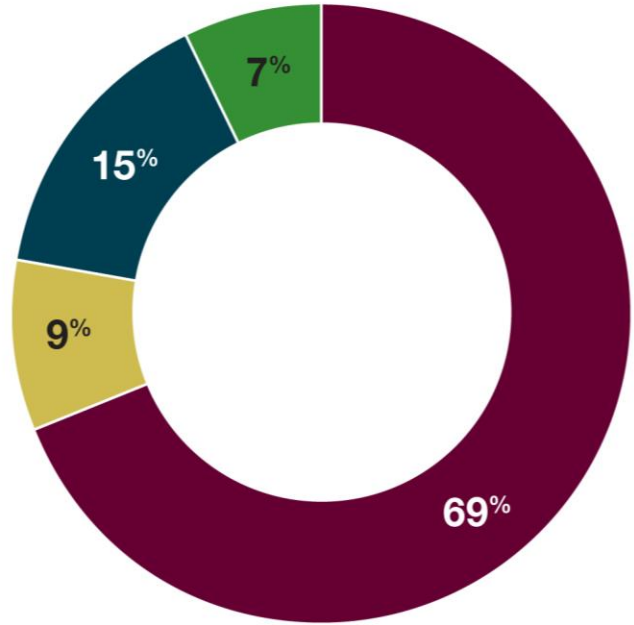
- issuers being delisted from the TSX,
 - issuers' listings of securities being moved to the TSX-V,
 - corporate reorganizations resulting in issuers no longer being listed on the TSX,
 - issuers filing information circulars after November 30, 2020,
 - issuers completing initial public offerings and becoming listed on the TSX, and
 - issuers ceasing to be reporting issuers.
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¹⁵ In previous years, our review sample included issuers that filed information circulars or annual information forms by July 31. This year, a number of issuers delayed their Annual General Meetings due to COVID-19. As a result, a number of issuers did not file information circulars by July 31. The cut-off date was extended to November 30, 2020 in order for the sample reviewed to be more comparable with that of prior years.

Profile of issuers in review sample

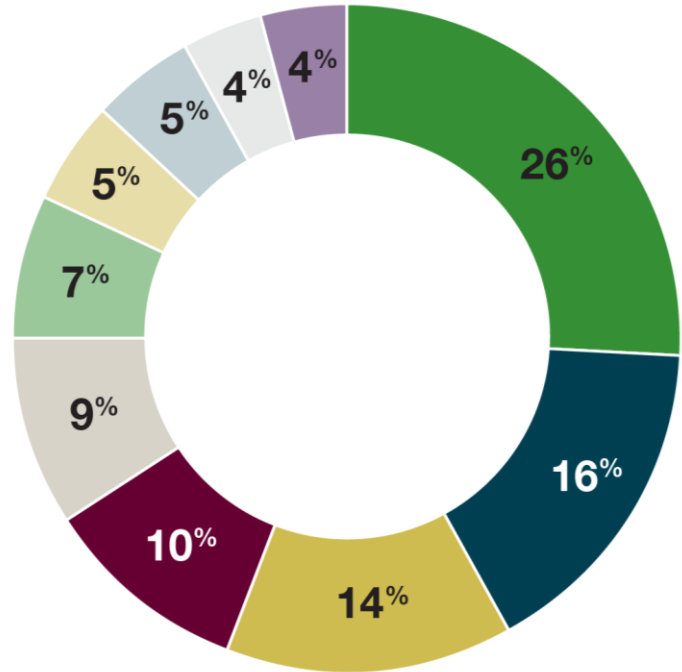
Market capitalization in sample (issuer breakdown)

-  >\$10 Billion (41 issuers)
-  \$2-10 Billion (91 issuers)
-  \$1-2 Billion (56 issuers)
-  <\$1 Billion (422 issuers)



Industries in sample

- Mining (159 issuers)
- Oil & Gas (94 issuers)
- Other (87 issuers)
- Financial Services (60 issuers)
- Real Estate (51 issuers)
- Manufacturing (45 issuers)
- Retail (33 issuers)
- Technology (31 issuers)
- Biotechnology (27 issuers)
- Utilities (23 issuers)



Questions

If you have any questions regarding this report, please contact:

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|--|--|
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Appendix A

The following is a year-over-year comparison of the percentage of issuers with at least one woman on their board by industry:

| Industry | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Year 6 |
|---|--------|--------|--------|--------|--------|--------|
| Percentage of issuers with one or more women on their boards | | | | | | |
| Biotechnology | 65% | 57% | 56% | 56% | 67% | 59% |
| Financial Services | 59% | 67% | 60% | 61% | 73% | 77% |
| Manufacturing | 60% | 68% | 84% | 89% | 93% | 93% |
| Mining | 35% | 38% | 54% | 59% | 62% | 72% |
| Oil & Gas | 40% | 40% | 45% | 56% | 70% | 73% |
| Real Estate | 64% | 66% | 59% | 73% | 80% | 90% |
| Retail | 78% | 79% | 89% | 84% | 86% | 91% |
| Technology | 39% | 52% | 52% | 68% | 73% | 84% |
| Utilities | 86% | 82% | 86% | 81% | 85% | 87% |

Appendix B

The following is a year-over-year comparison of the percentage of issuers with at least one woman in an executive officer position by industry:

| Industry | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | Year 6 |
|---|--------|--------|--------|--------|--------|--------|
| Percentage of issuers with one or more women on in executive officer positions | | | | | | |
| Biotechnology | 48% | 66% | 71% | 64% | 61% | 73% |
| Financial Services | 64% | 63% | 66% | 71% | 76% | 71% |
| Manufacturing | 61% | 81% | 79% | 80% | 70% | 74% |
| Mining | 52% | 49% | 52% | 56% | 52% | 52% |
| Oil & Gas | 49% | 46% | 48% | 53% | 54% | 58% |
| Real Estate | 76% | 76% | 80% | 80% | 83% | 79% |
| Retail | 82% | 71% | 68% | 76% | 80% | 78% |
| Technology | 45% | 44% | 59% | 52% | 55% | 68% |
| Utilities | 65% | 73% | 67% | 75% | 70% | 75% |