



Pension Investment
Association of Canada

Association canadienne des
gestionnaires de caisses de retraite

November 6, 2015

Stephen Erlichman
Executive Director
Canadian Coalition for Good Governance
PO Box 22
3304-20 Queen St. W.
Toronto, Ontario, M5H 3R3
Via email serlichman@ccgg.ca

Dear Mr. Erlichman:

Re: CCGG's May 2015 Enhanced Engagement and Proxy Access Policy Paper

The Pension Investment Association of Canada (PIAC) is pleased to express its support for the positions and principles articulated in the CCGG's May 2015 policy paper, Shareholder Involvement in the Director Nomination Process: Enhanced Engagement and Proxy Access (the Policy Paper).

PIAC has been the national voice for Canadian private and public pension funds since 1977 in matters related to pension investment and governance. Senior investment professionals employed by PIAC's member funds are responsible for the oversight and management of over \$1.5 trillion in assets on behalf of millions of Canadians. PIAC's mission is to promote sound investment practices and good governance for the benefit of pension plan sponsors and beneficiaries.

PIAC shares the CCGG's concern that under current Canadian corporate law, shareholders have no input in the normal course in choosing director nominees. PIAC further believes that providing shareholders in Canadian public companies with meaningful input into the director nomination process, whether by being able to influence who director nominees are, or by actually nominating directors, is consistent with a strong and well-functioning corporate governance model. Specifically, PIAC agrees with the CCGG's position that such shareholder input (implemented as suggested in the Policy Paper) would

improve board effectiveness and also be consistent with rights afforded to shareholders in other Canadian corporate statutes.

PIAC appreciates the opportunity to share its views on the Policy Paper and will remain supportive of future efforts by the CCGG to align the interests of corporate boards and management with those of their shareholders. We would also be happy to clarify any element of our comments if required.

Respectfully submitted on behalf of the members of the Pension Investment Association of Canada.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Dan Goguen', with a long horizontal flourish extending to the right.

Dan Goguen
Chair