

2023

Diversity Disclosure Practices

Diversity and leadership at Canadian public companies

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OSLER

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The 2023 *Diversity Disclosure Practices* report provides general information only and does not constitute legal or other professional advice. Specific advice should be sought in connection with your circumstances. For more information, please contact [Osler's Corporate Governance group](#).

Introduction

Canada's board diversity journey has been a study in ongoing change. After nine years of disclosure, it would not be a surprise if progress in increasing the representation of women on boards began to show signs of slowing. Yet we continue to see the proportion of women on boards increase year over year at a rate comparable to prior years. A similar trend is beginning to emerge with respect to the representation of directors from visible minorities, although there has been little to no progress among Indigenous peoples and persons with a disability at the board level.

Among executive officers, the proportion of women has increased significantly annually among Canada's largest companies for the last few years, but this pattern has been primarily driven by the S&P/TSX Composite Index companies and not yet been emulated by smaller companies. And virtually no progress has been made among Indigenous peoples and persons with a disability at the executive officer level.

This, our ninth annual report, once again provides detailed disclosure on the representation of women in senior leadership positions at TSX-listed companies as well as the representation of women, members of visible minorities, Indigenous peoples and persons with disabilities at publicly-traded corporations governed by the *Canada Business Corporations Act* (CBCA). We also highlight disclosed best practices to improve diversity and inclusion as well as samples of excellence in disclosure.

Women are being added to boards at their fastest rate ever

To achieve parity, new or vacant positions need to be filled by women candidates at least half the time. Canadian companies are getting close – and the rate at which women were added to boards this year is higher than reported in any of our prior reports. Among the 532 board positions which were newly created or vacated, a woman was chosen to fill the position 45.3% of the time. This result reflects a push by companies which had only one woman director to add more women, significantly reducing the number of one-woman boards.

Almost 30%

Women hold almost 30% of all board seats among TSX-listed companies. The jump in the rate at which women are being appointed to boards boosted the percentage of board seats held by women to 29% compared to 26% last year. Larger companies continue to demonstrate better diversity, with women holding 36.2% of all board seats among the S&P/TSX Composite Index companies and 38.2% of all board seats among the S&P/TSX 60 companies. In light of this result, it comes as no surprise that among the 278 companies that have adopted targets for women directors, two-thirds (66.9%) have adopted a target of 30%.

Yet there was little change in the percentage of TSX-listed companies with all-male boards. The percentage declined only slightly to 10.6% (67 companies) compared to 11.6% in 2022. These holdouts are smaller companies since, like last year, there were no single gender boards among the S&P/TSX Composite Index companies. Absent a legal requirement to enhance their board diversity, it is unclear what would motivate any of these 67 companies, one-third of which are mining companies, to make a change.

One out of every 10 directors is from a visible minority

CBCA corporations continue to add directors who are from a visible minority at an increasing rate. This year, visible minority directors hold 10.2% of board seats among all CBCA corporations providing disclosure, compared to 8.3% in 2022 and 6.8% in 2021. This progress reflects a growing demand by investors for visible minority representation on boards, and is consistent with initiatives to increase ethnic diversity on the boards of U.K. companies and the representation of underrepresented groups under NASDAQ listing requirements.

The proportion of Indigenous directors and directors who are persons with a disability, however, was essentially unchanged compared to last year.

The proportion of women executive officers is growing, but not for diversity beyond gender

Women are making increasing inroads into the C-suite, although at a slow rate. On average, 21% of executive officers are women, compared to 20% in 2022 and 18% in 2021. Among S&P/TSX 60 companies, one out of every four executive officers (27%) is a woman.

The average number of executive officers who are members of visible minorities increased significantly from mid-year 2022 and there is now on average 0.88 visible minority executive officers per CBCA company. However, the average number of executive officers who are Indigenous peoples or persons with a disability was virtually unchanged year over year.

More to come

Although the proportion of women on Canadian boards continues to increase, and gender diversity on boards in Canada is on a par with levels on U.S. and Australian boards, progress lags that made in other jurisdictions. Even among Canada's largest companies, gender diversity has not reached the 40% level reached by the 350 largest companies in the United Kingdom, nor the levels achieved in jurisdictions which have adopted quotas. We expect continued increases in the proportion of women directors.

We also expect the proportion of executive officers to continue to rise, although at a slower rate. Current interest in increasing visible minority representation on public company boards should result in increased representation, potentially at an increased rate if the Canadian Securities Administrators (CSA) mandate disclosure of visible minority representation. The journey is not over and we hope this report will help inspire continued progress.

Highlights

45.3%

is **the rate** at which **women are being appointed** to fill new or vacant **director positions**

29%

of board seats among TSX-listed companies **are held by women**, compared to **36.2%** among S&P Composite companies and **38.2%** among S&P/TSX 60 companies

11.4%

of TSX-listed companies have **targets for women executive officers**

8.1% of the time the chair of a TSX-listed company is a woman

The number of CBCA public company board positions **held by Indigenous peoples is 17**

10% of CBCA public company **directors are from a visible minority**

5.2% of the time the CEO is a woman, which is relatively **unchanged** from 2022

The number of CBCA public company board positions **held by persons with disabilities is 12**

45% of TSX-listed companies have **targets for women directors** and **30%** is the **typical target**

The Diversity Disclosure Requirement

The Diversity Disclosure Requirement requires disclosure:

- Whether or not the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, it must disclose why it has not done so. If an issuer has adopted a policy, the issuer must disclose:
 - a short summary of its objectives and key provisions
 - the measures taken to ensure that the policy has been effectively implemented
 - annual and cumulative progress by the issuer in achieving the objectives of the policy
 - whether, and if so how, the board or its nominating committee measures the effectiveness of the policy
- Whether the issuer considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If so, the issuer must disclose how and, if not, disclose the issuer's reason for not doing so.
- Whether the issuer considers the level of representation of women in executive officer positions when making such appointments. If so, the issuer must disclose how and, if not, disclose the issuer's reason for not doing so.
- Whether the issuer has adopted a target regarding the appointment of women to the board. If so, the issuer must disclose the target and the annual and cumulative progress of the issuer in achieving the target. If not, the issuer must disclose the reason for not doing so.
- Whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If so, the issuer must disclose the target and the annual and cumulative progress of the issuer in achieving the target. If the issuer has not adopted a target, it must disclose why it has not done so.
- The number and percentage of women on the issuer's board of directors.
- The number and percentage of the issuer's women executive officers, including all major subsidiaries of the issuer.

CBCA Requirement

The CBCA Requirement requires substantially the same disclosure as the Diversity Disclosure Requirement, but separately with respect to each "designated group" – which it defines to include, but not be limited to, designated groups as defined by the *Employment Equity Act* (Canada).

Accordingly, disclosure is required with respect to

- (a) women
- (b) Indigenous peoples (First Nations, Inuit and Métis)
- (c) persons with disabilities
- (d) members of visible minorities.

Companies subject to the CBCA Requirement may also elect (but are not required) to provide disclosure in respect of additional "designated groups" identified in their information circulars.

We recognize that there are a range of terms used to reference the various diversity characteristics referred to in this report. Different companies make different choices in this regard. Since our report is based on disclosure made by companies in response to legislated disclosure requirements, we have generally used the same terms as the legislation where applicable to avoid confusion. However, we have chosen to use the term 'Indigenous peoples' to include references to Indians, Inuit and Metis peoples covered by the term 'Aboriginal peoples' in the legislation referenced by the CBCA Requirement.

Developments in diversity: Women and other underrepresented groups



Over the past year, reports in Canada and internationally that track the progress being made in enhancing diversity practices at the board level have found continued improvement. The U.K.'s success in achieving over 40% women directors and more than 11% ethnic minority directors by the end of 2022 is particularly noteworthy. In the U.S., progress continues as well, but practices for enhancing diversity are being closely scrutinized and sometimes challenged.



Developments in Canada

Proposals to revise diversity disclosure requirements

In April 2023, the Canadian Securities Administrators (CSA) issued updates to diversity and director nomination process disclosure requirements under Canadian securities laws for comment. These updates proposed two alternative approaches.

Both proposals retained the existing disclosure emphasis regarding women in leadership roles, but suggested removing or reframing some of those disclosure requirements which do not elicit meaningful disclosure. However, the proposals reflected markedly different approaches to diversity beyond gender. One alternative would have provided issuers with flexibility in defining which diversity characteristics (other than gender) to make the subject of disclosure as well as flexibility in describing the issuer's approach to achieving

or maintaining diversity. The other alternative would have required disclosure with respect to specific groups – racialized persons, Indigenous peoples, persons with disabilities and LGBTQ2S+ persons – and reporting would have been presented using standard tables.

The proposals also included new guidance for the adoption of practices for enhancing diversity. The more flexible approach contemplated an issuer adopting a diversity process and suggested different mechanisms that might be incorporated in the process. The other alternative contemplated adoption of a written diversity policy with objectives that are specific, measurable and time-bound. It also listed matters that the policy should address, including the ability of directors to engage independent advisors to assist in identifying candidates; requiring advisors to present a diverse slate of candidates for consideration; contemplation of changes to the policy, the board composition and recruitment process that are necessary to achieve the objectives outlined in the policy; and a process for assessing the board’s effectiveness at implementing the policy.

Finally, the proposals included new requirements and guidance with respect to the board nomination process, which appear to have been intended to make the process more transparent.

Our [Update](#) offers further details.

Reports on diversity in Canada

[CSA Multilateral Staff Notice 58-316](#), released in October 2023, summarized the results of the CSA’s review of disclosure by issuers in 2023 in response to the Diversity Disclosure Requirement. The CSA reported that 27% of board seats are held by women, a 3% increase from 2022. The proportion of vacated board seats being filled by women was 43% (down slightly from 45% in 2022). The CSA noted there was a slight increase in adoption rates of written board policies (64% vs. 61% in 2022) and the adoption of targets for women directors (43% vs. 39% in 2022), but little change in the proportion of issuers adopting targets for women executive officers (5%).

Corporations Canada released its [third annual report](#) in May 2023 of disclosure by issuers in response to the CBCA Requirement. The report found that in 2022 the percentage of board seats held by: women was 19%; Indigenous peoples was 0.6%; visible minorities was 6%; and persons with disabilities was 0.4%. These results were slightly lower than the previous year for women and visible minorities, slightly higher for Indigenous peoples and unchanged for persons with disabilities. The report also revealed some improvement at the senior management level – where women held 27% of positions, Indigenous peoples held 0.4%, visible minorities held 12% and persons with disabilities held 1.2% – reflecting increases in all categories except Indigenous peoples.

In May 2023, Statistics Canada released a [report](#) on the representation of women on boards and in officer positions at publicly traded corporations, privately held corporations and government business enterprises. The report noted that women held 20.5% of all board seats in 2020. While the representation was higher for government business entities (34.8%) and publicly traded corporations (25.2%), the average was lower due to the impact of the large proportion of private enterprises (where women directors represented just 19.8%).

The Equity Benchmarking Project, led by The Equitable Recovery Collective and Imagine Canada, and sponsored by Scotiabank, released a [report](#) in July 2023 detailing the results of a survey on equity, diversity and inclusion practices across Canada's not-for-profit sector. The project analyzed the responses from 1,655 organizations with the aim of understanding how they are enhancing their equity practices. Among other results, the report found that one-third of not-for-profit organizations had established an equity working group; further, those organizations were more likely to have taken steps to enhance their equity, diversity and inclusion (EDI) practices. Approximately 44% of organizations had adopted a stand-alone document relating to EDI, although 82% had at least one policy in which EDI is highlighted. The report notes that while most organizations (79%) gather equity-related information about the communities they serve, 39% of those who do gather the information do not actually use the information.

Other Canadian developments

Shareholder proposals requesting a third-party racial equity audit continued to be made this proxy season. Four Canadian banks received proposals this year. The proposals were withdrawn at Canadian Imperial Bank of Commerce and National Bank of Canada when each bank committed to launch audits in response to the proposals. The proposals were defeated at Bank of Montreal (60.4% against) and Royal Bank of Canada (57.8% against). The shareholder proposals the banks received were drafted broadly; they sought an analysis of each bank's adverse impacts on racialized communities generally, but focused more on products and services than employment.

The Committee on the Future of Corporate Governance in Canada – sponsored by the Institute of Corporate Directors and the TMX Group Limited – issued its [report](#) in December 2022. Among other things, it recommended that every board should reflect the diversity of the company's stakeholders and that boards should set targets based on self-identification of no less than 40% men and 40% women, leaving room for other gender identification categories, as well as having at least 30% representation from underrepresented racial groups, Indigenous persons in Canada and people with disabilities.

In January 2023, Ontario Teachers' Pension Plan revised its proxy voting guidelines to require large cap companies on developed market indices to increase their board gender diversity to a minimum of 40% women.

Statistics Canada released a report noting that women held 20.5% of all board seats in 2020 at publicly traded corporations, privately held corporations and government business enterprises.



Developments around the world

Diversity generally



Using data provided by Equilar, [50/50 Women on Boards reported](#) that in the U.S., women held 28.4% of the corporate board seats among the Russell 3000 index companies as of December 31, 2022. This represents a 1.7 percentage point increase from December 31, 2021.

NASDAQ slightly delayed the compliance deadline for certain of its board diversity listing rules. Under a rule change which became effective on December 14, 2022, listed companies now have until December 31, 2023 to have at least one diverse director or explain why they do not, and must have at least two diverse directors by December 31, 2025 or explain why they do not. Our [Update](#) provides further details on NASDAQ's listing requirements.

In June 2023, the U.S. Supreme Court held that the admissions programs at Harvard College and the University of North Carolina, which considered race as one of many factors when determining the incoming class of students, violated the equal protection clause of the U.S. Constitution. The Court ruled that colleges and universities may only consider “an applicant’s discussion of how race affected his or her life, be it through discrimination, inspiration, or otherwise” in assessing the quality of character or unique ability of an applicant to contribute to the school. In the aftermath of the decision, Attorneys General from 13 U.S. states sent letters to Fortune 100 companies warning against using racial preferences or quotas in employment and contract decisions. A further 21 Attorneys General responded not long thereafter with letters emphasizing the legality and necessity of pursuing EDI initiatives. Although the decision is not directly applicable to private companies, it remains to be seen whether it will influence practices on adoption of goals or targets for enhancing diversity.

Bloomberg Law reported in April 2023 that almost 40 lawsuits have been filed against U.S. companies relating to disclosure of their EDI initiatives. The suits allege companies failed to live up to their EDI aspirations or, in some cases, implemented goals that allegedly fall outside a company's mission to return value to shareholders. However, other lawsuits and complaints filed with the Equal Employment Opportunity Commission in the U.S. have been pursued on the basis that the company's stated EDI goals violate state or federal civil rights laws.



According to the [Watermark Search International 2022 Board Diversity Index](#), among the companies included in the S&P/ASX 300 Index in Australia, women held 35% of the board seats at the end of 2022, with the average being 36% among the top 100 companies, 34% among the next 100 and 31% among the last 100 companies. The report also noted that only 10% of S&P/ASX 300 directors were of non-Anglo-Celtic backgrounds and only six board seats were occupied by an Indigenous person.



In September 2023, the U.K. Financial Conduct Authority and Prudential Regulation Authority released consultation papers on proposed revisions to their regulatory approach with respect to diversity and inclusion in the financial sector. The proposals would require companies in the financial sector to have a diversity and inclusion strategy. Larger firms with over 250 employees would be required to set targets for diversity at the board, senior leadership and the workforce generally; but while it is expected targets would relate to women and ethnicity at a minimum, firms would be free to choose their own targets. Larger firms also would be required to report on their measures to support inclusion and larger firms would provide data on their diversity progress to regulators. Final rules are expected to be issued in 2024.

Bloomberg Law reported in April 2023 that almost 40 lawsuits have been filed against U.S. companies relating to disclosure of their EDI initiatives.

Representation of women



The [FTSE Women Leaders Review issued in February 2023](#) reported that in 2022 women's representation on the boards of the 350 largest public companies in the U.K. had reached 40.2%. The report notes that this result was achieved on a voluntary disclosure basis and surpasses the results achieved using quotas in other jurisdictions (except France). As a result of achieving the 40% target, the focus of the current report, and likely future reports, is principally on the representation of women in senior management roles. The report notes that the number of women in executive committee and direct report roles at FTSE 100 companies increased to 34.3% (from 32.5%) and to 33% (from 30.7%) among the next 250 FTSE companies.



In November 2022, the European Parliament adopted the long-delayed Women on Boards directive. EU member states are required to implement rules requiring that 40% of all non-executive director positions and 33% of all director positions at listed companies with 250 or more employees be occupied by women by June 30, 2026. Member states must also enact penalties for failing to comply with these requirements, which may include annulling a non-compliant board of directors.

Other diversity characteristics

It is evident from the range of terms used to describe diversity characteristics beyond gender and the lack of agreement on a singular approach to revising diversity disclosure requirements under Canadian securities laws that there are challenges in determining which characteristics to report on beyond gender. Visible minority status, also described as race, ethnicity or BIPOC (Black, Indigenous and people of colour), is often the subject of focus. Other groups that have received attention are persons with disabilities and LGBTQ2S+ people. We have highlighted new developments in these areas from the past year.



The [March 2023 update from the Parker Review](#) in the U.K. reported that as at the end of 2022, 96% of the FTSE 100 companies and 67% of the next 250 FTSE companies had at least one ethnic minority director on their board. Ethnic minority directors represented 18% of director positions among the FTSE 100 companies and 11% of director positions among the next 250 FTSE companies. Going forward, the Parker Review will be focusing on encouraging ethnic minority representation among senior management and is asking FTSE 350 companies to set a target by December 2023 for the percentage of their senior management who self-identify as being in an ethnic minority, with that target to be achieved by December 2027.

A [report from Ascend Pinnacle and the KPMG Board Leadership Centre](#) in September 2022 found that in 2021 Asians occupied 4% of the seats on boards of the Fortune 1000 (although Asians comprise 7% of the U.S. population) and 31% of the Fortune 1000 companies have at least one Asian director.

A July 2023 [report from the African American Directors Forum and the KPMG Board Leadership Centre](#) found that as of September 2022 African American directors occupied 10% of the board seats of the Fortune 1000 (although African Americans comprise 14% of the U.S. population) and 76% of the Fortune 1000 companies have at least one African American director.



An April 2023 [report from Out Leadership](#) found that as of March 2023, only 0.8% of board seats in the Fortune 1000 were occupied by LGBTQ+ directors. The report also found that there has been rapid adoption of LGBTQ+ inclusive board diversity policies and 23.2% of Fortune 1000 companies now have one. It attributes this to the board diversity listing requirements adopted by NASDAQ which included LGBTQ+ as a category for which disclosure is required.

Ethnic minority directors represented 18% of director positions among the FTSE 100 companies and 11% of director positions among the next 250 FTSE companies.



The Disability Equality Index, a joint initiative of Disability:IN and the American Association of People with Disabilities, now includes 485 companies which voluntarily submit information about their disability inclusion practices. The [2023 report of the Disability Equality Index](#) notes that only 7% of the companies included in the index have a director who identifies as disabled and only 7% mention disability in the documents that govern director nominations.

In light of the progress that has been and is continuing to be made to boost the proportion of women on public company boards, increasing attention will turn to improving the proportion of women executives, as well as the degree to which other diversity characteristics are represented on boards and in management positions.

Diversity disclosure results for 2022: the complete picture

2

Women on boards in 2022

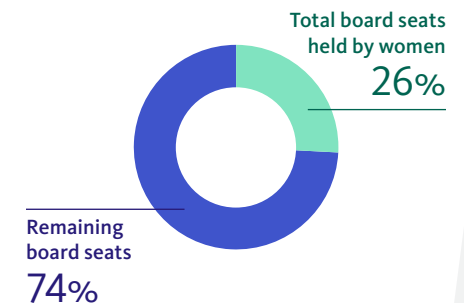
Some important milestones were achieved in 2022 on the representation of women on boards. For the full year ended December 31, 2022, 703 companies disclosed the number of women on their boards. For these organizations, we counted a total of approximately 5,525 board seats, 1,431 of which were held by women. Based on these results, women held 25.9% of the total board seats among companies providing disclosure, surpassing the halfway point on the road to parity. These findings reflect an increase of 2.5 percentage points compared to full-year 2021.

For the corresponding S&P/TSX 60 companies, there were 635 total board seats, 228 of which were held by women for full-year 2022, representing approximately 35.9% of the total board seats among the 55 members of the S&P/TSX 60 providing disclosure. As in prior years, this year-end number represents a small decline from the 36.0% of the total board seats among the 52 members of the S&P/TSX 60 providing disclosure at mid-year 2022, but represents a gain of approximately 3.1 percentage points from full-year 2021.

For the first time, there were no all-male boards among the S&P/TSX Composite Index companies – we noted this in our mid-year 2022 results, and it remained true at year end. Our full-year results also showed that 33.2%, or almost one-third, of all board seats among the S&P/TSX Composite companies were held by women.

FIGURE 1
2022 PROPORTION OF
BOARD SEATS HELD BY WOMEN

Total companies that disclosed: 703



On a company-by-company basis, based on the data reported by the 703 companies disclosing the number of women on their boards, women held an average of 2.04 board seats, while the 686 companies that disclosed the percentage of women on their boards had an average of approximately 24.6% women directors. These results represent a meaningful increase from the corresponding full-year 2021 figures of 1.83 and 22.1%, respectively.

Canadian companies with little or no gender diversity continued to add more women to their boards during 2022. Of the 703 companies disclosing the number of women directors on their boards, 84 (11.9%) reported having no women on the board, representing an improvement from 16.1% for full-year 2021. A total of 199 companies (28.3%) had one woman director (representing a continued decrease from the 31.0% reported for 2021), and 420 (59.7%) reported having more than one woman on their board (a considerable increase from 52.9% in 2021). At 137 of the disclosing companies (representing 20.0% of those disclosing), women held 35% or more of the board seats.

Women executive officers in 2022

For full-year 2022, 646 companies disclosed information regarding the number of women executives employed by them, and 632 disclosed the percentage of their executive officers that are women. Companies that disclosed the number of women executives reported an average of 1.96 women executives and a total of 1,264 executive officer positions held by women. Among those that disclosed the percentage of women executives, an average of 19.9% of executive officer positions were held by women, which reflects an increase from the 18.3% reported for full-year 2021.

The prevalence of Canadian companies without gender diversity at an executive officer level continued to decline in 2022. For the 646 companies that disclosed the number of their women executive officers in full-year 2022, 28.8% reported having no women executive officers (compared to 33.5% for full-year 2021). A further 185 (28.6%) reported having one woman executive officer (up slightly from 28.0% in 2021) and companies reporting having more than one woman executive officer increased from 237 (or 38.4%) in full-year 2021 to 275 (or 42.6%) in full-year 2022. There was also an increase in the number of companies reporting more than 35% women executive officers for full-year 2022 (16.7% compared to 15.5% of reporting companies in 2021).

A significant proportion of companies continue to report that they take gender into account when identifying and appointing executive officers, with 565 of 678 companies (or 83.3%) reporting in full-year 2022 that they did so (up 0.8 percentage points from 82.5% in 2021).

FIGURE 2
2022 PROPORTION OF
WOMEN DIRECTORS

Total companies that disclosed: 703

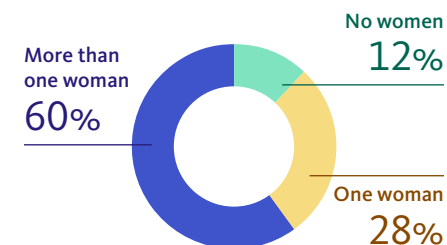
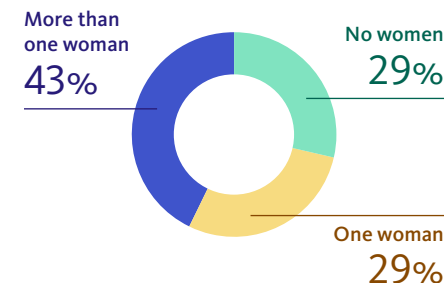


FIGURE 3
2022 PROPORTION OF
WOMEN EXECUTIVE OFFICERS*

Total companies that disclosed: 646



*Percentages may not add to 100 due to rounding

Breakdown by industry for full-year 2022

As demonstrated in Figures 4 and 5, the industries with the highest number and percentage of women directors in 2022 were Utilities & Pipelines and Communication & Media. Utilities & Pipelines reported the highest average number of women executive officers while Communication & Media reported the highest average percentage of women executive officers.

FIGURE 4
2022 INDUSTRY BREAKDOWN OF NUMBERS AND PERCENTAGES OF WOMEN DIRECTORS

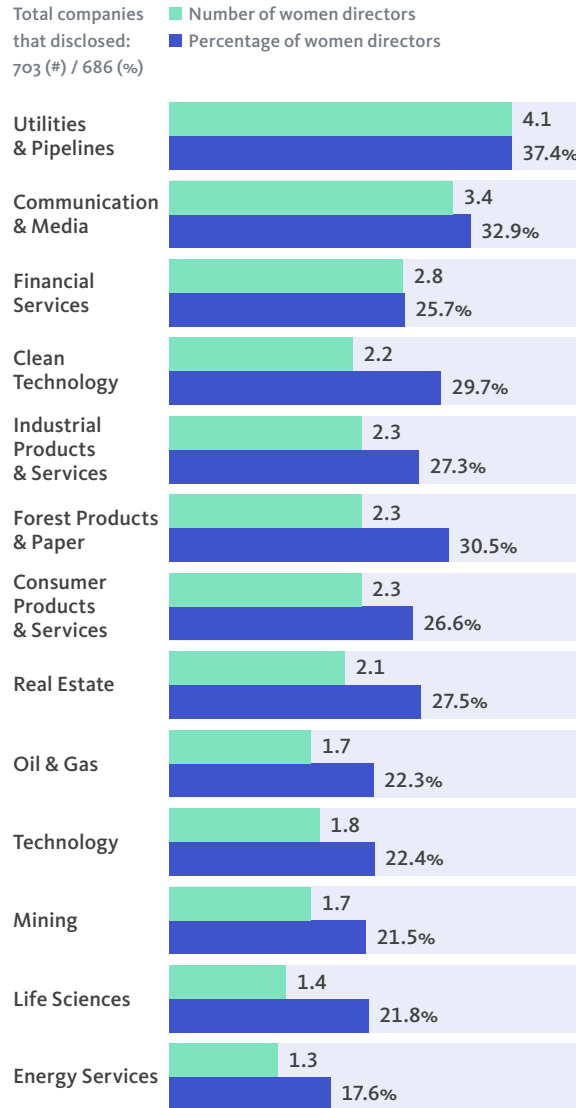
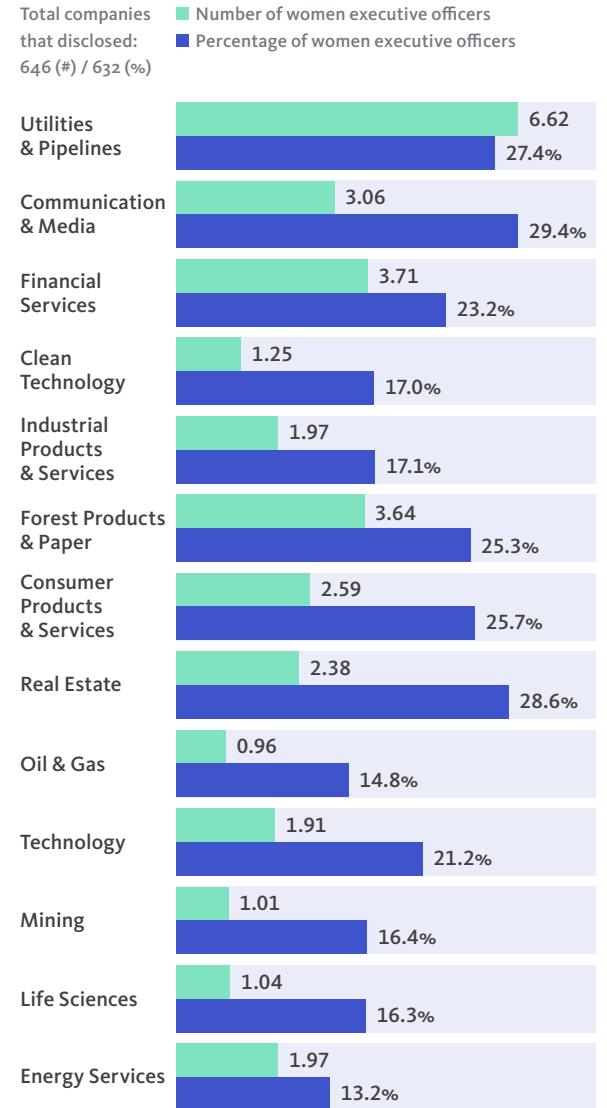


FIGURE 5
2022 INDUSTRY BREAKDOWN OF NUMBERS AND PERCENTAGES OF WOMEN EXECUTIVE OFFICERS



Diversity policies and targets for full year 2022

In 2022, there was a slight increase in the number of companies disclosing that they have board diversity policies (69.6%, up from 66.0%). This is reflected in Figure 6. Of those companies, 89.8% indicated that their policy also related to the identification and nomination of women directors.

Consistent with last year, there was also a sharp increase in the number of companies adopting targets for women directors in full-year 2022 – of the 694 companies that provided board diversity target disclosure in 2022, 40.5% indicated that they did have a target. This represents an increase of 9.3 percentage points from 2021. The percentage of companies disclosing that they have targets for women executive officers increased steadily, with 69 of the 614 companies providing disclosure for full-year 2022 (11.2%) indicating that they had such a target. The corresponding figure in 2021 was 9.9%. These results are illustrated by Figures 7.1 and 7.2.

FIGURE 6
2022 BOARD DIVERSITY
POLICY ADOPTION RATES

Total companies that disclosed: 701

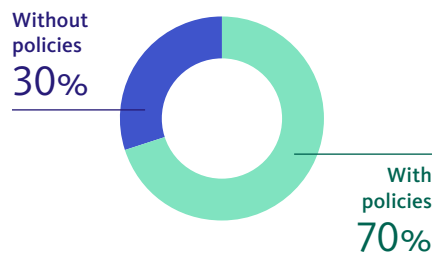


FIGURE 7.1
2022 TARGET ADOPTION RATES –
WOMEN DIRECTORS

Total companies that disclosed: 694

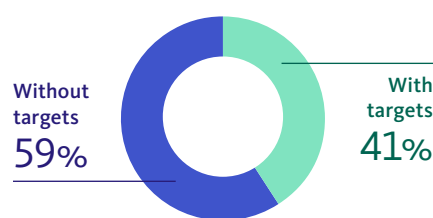
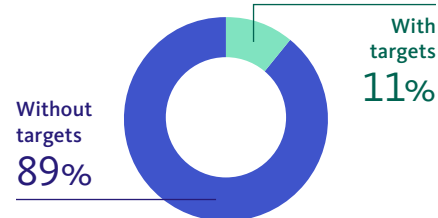


FIGURE 7.2
2022 TARGET ADOPTION RATES –
WOMEN EXECUTIVE OFFICERS

Total companies that disclosed: 614



Diversity beyond gender: Reporting by CBCA corporations for full year 2022

CBCA companies have now provided three years of diversity disclosure under the CBCA Requirement. That requirement extended reporting on the representation of women to venture issuers and required comparable disclosure with respect to the representation of members of visible minorities, Indigenous peoples and persons with disabilities.

With respect to women, reported results for the 375 CBCA corporations which provided disclosure were generally consistent with, but lower than, the reported results for all TSX-listed issuers – which is not surprising since, as we have noted elsewhere, a significant proportion of the CBCA companies which provided disclosure are listed on the TSX but the balance are smaller issuers.

For the 375 CBCA companies providing disclosure regarding the number of women on their boards, women held approximately 22.7% of the board seats (an increase from 21.3% in 2021), with an average of 1.62 women per board (up from 1.54 in 2021). For the 361 companies providing disclosure on the percentage of women on their boards, the average percentage was 20.4% (up 1.5 percentage points from 2021). The corresponding figures for women executive officers were an average number of 1.45 (339 companies), representing a slight increase from 1.23 in 2021, and an average percentage of 17.4% (327 companies), also representing a slight increase (1.3 percentage points).

With respect to other designated groups, full-year results for 2022 show progress compared to the prior year. Across all CBCA corporations, just under 10% of board positions are held by directors who are members of visible minorities, Indigenous peoples and persons with disabilities. However, such groups were still substantially underrepresented on Canadian boards compared to the proportion of the Canadian population such groups represent.

Designated Group	Number of Directors			Number of Executive Officers		
	2022	2021	% Increase	2022	2021	% Increase
Members of visible minorities	189	143	32.2%	207	138	50%
Indigenous peoples	17	8	112.5%	9	2	350.0%
Persons with disabilities	13	11	18.2%	15	11	36.4%

Overall, results for full-year 2022 reflect another year of continued slow progression for women regarding seats in the boardroom, although the adoption of both diversity policies and targets regarding women directors have both seen an overall increase. While the stagnant performance with respect to the representation of women in executive officer positions is unfortunately also consistent with previous years' results and represents an obvious area for improvement, we continued to observe an increase in the number of companies disclosing that they have targets for women executive officers. The data for the third full year of disclosure regarding visible minorities, Indigenous peoples and persons with a disability, highlights that there is further room for improvement.

Mid-year results for 2023: Women on boards

3

Number and percentage of women directors

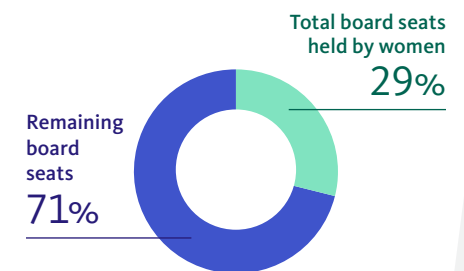
As of July 31, 2023, 632 companies had disclosed the number of women directors on their boards, with 1,429 board positions at these companies reported as being held by women out of a total of 5,016 board seats. Based on these results, women held 28.5% of the total board seats among companies providing disclosure for 2023. This represents another steady increase of 2.5 percentage points from mid-year 2022.

S&P/TSX 60 companies that provided disclosure during this period reported 234 of 612 total board seats were held by women. This represents 38.2% of board seats held by women among the 53 members of the index that provided disclosure of the number of women on their boards, and an increase of 2.2 percentage points compared to mid-year 2022 (36.0%).

On the broader S&P/TSX Composite Index, 740 of the 2,045 board seats, or 36.2%, were held by women. As noted in previous years' reports, the S&P/TSX Composite Index results fall between those for the S&P/TSX 60 companies and the TSX companies more broadly. These results are broadly on par with the progress made in the U.S. and Australia, but lag the U.K. where women held 40.2% of the board seats among the FTSE 350 in 2022.

FIGURE 8
2023 PROPORTION OF TOTAL
BOARD SEATS HELD BY WOMEN
(ALL COMPANIES)

Total companies that disclosed: 632



For the companies disclosing the number of women directors on their boards, there was an average of 2.26 board seats held by women, and for the 613 companies disclosing the percentage of women on their boards, there was an average of 27.2% of women directors on these boards. These figures reflect an increase from 2.05 and 24.7% for the corresponding period in 2022. As noted in Figures 9.1 and 9.2, a similar steady increase occurred among the S&P/TSX 60 companies.

In mid-year 2023 we saw a further decrease in the number of boards without any women directors among those companies disclosing the number of women on their boards – although the trend is slowing as the absolute number of such boards gets smaller. The number of such boards fell by approximately 1.0 percentage point to 10.6% from 11.6% in mid-year 2022 (compared to a decline of 4.1 percentage points between mid-year 2021 to mid-year 2022). For the second year, there were no all-male boards among the companies in the S&P/TSX Composite Index that reported the number of women on their boards.

FIGURE 9.1
AVERAGE NUMBER
OF WOMEN DIRECTORS

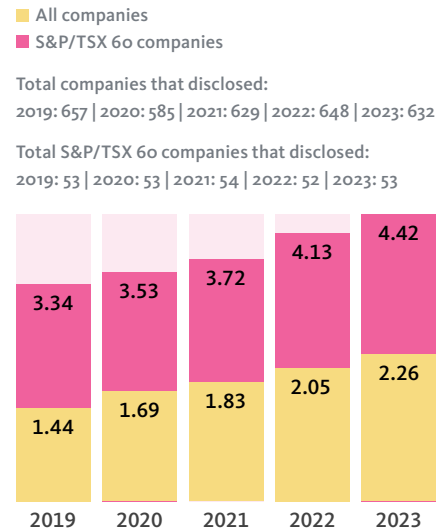


FIGURE 9.2
AVERAGE PERCENTAGE
OF WOMEN DIRECTORS

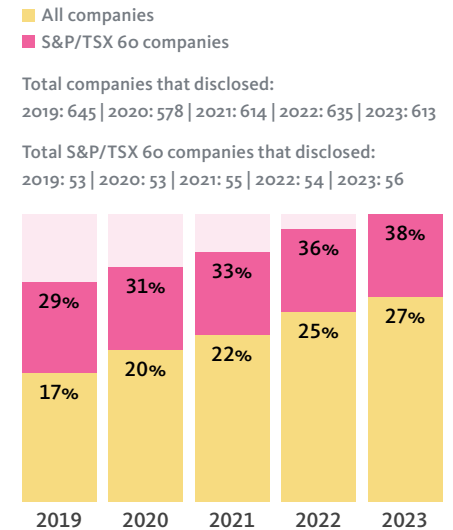
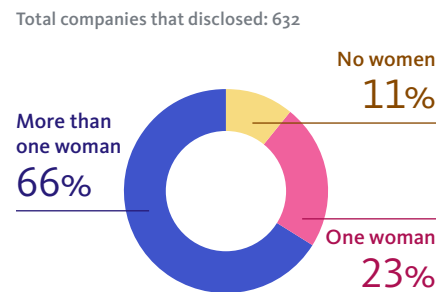


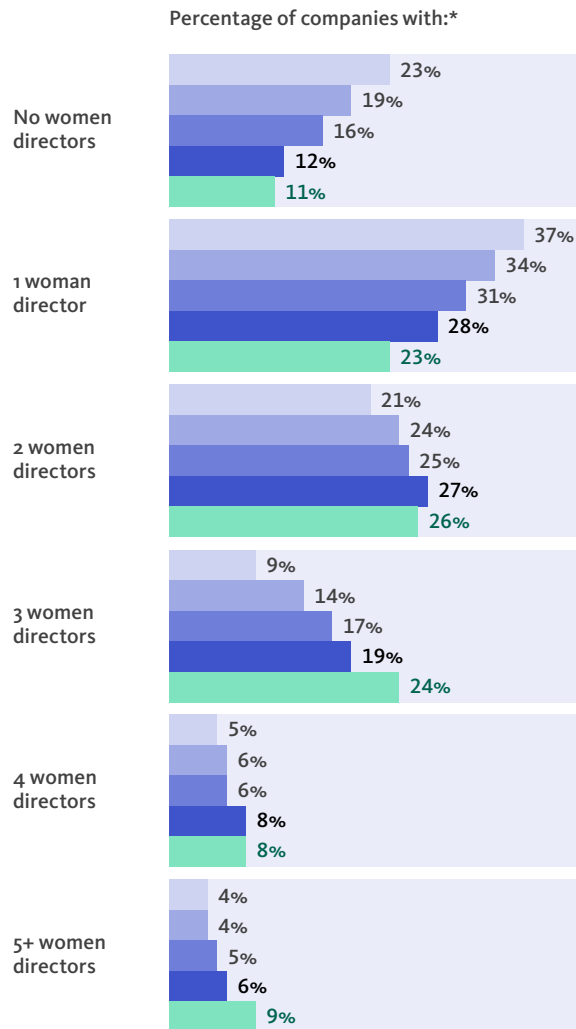
FIGURE 10
2023 PROPORTION OF WOMEN
DIRECTORS (ALL COMPANIES)



This year, boards that already had at least one woman director added more. As highlighted in Figures 11.1 and 11.2, 66.3% of the companies that reported the number of women on their board indicated that they now have more than one woman director – an increase of 6.3 percentage points compared to the same period last year, and a further gain from the 53.1% reported for mid-year 2021. While the number of companies reporting that they have two women on their board and the percentage of companies reporting that 25-34% of their board is comprised of women both declined slightly, this was accompanied by a significant increase in the number of boards with more than two women and the percentage of boards with 35% or more women. The trend towards adding more women directors likely reflects the continuing impact of ISS’ decision to recommend withholding votes on the chair of the nominating committee of S&P/TSX Composite companies if women make up less than 30% of the board and the board has not adopted a 30% target.

FIGURE 11.1
NUMBER OF WOMEN DIRECTORS
(ALL COMPANIES)

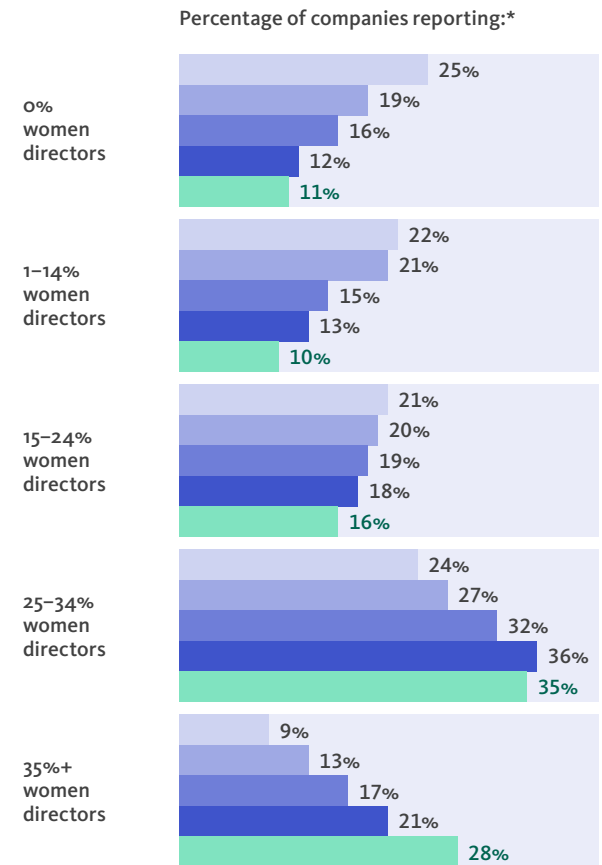
2019 2020 2021 2022 2023
Total companies that disclosed:
2019: 657 | 2020: 585 | 2021: 629 | 2022: 648 | 2023: 632



*Percentages may not add to 100 due to rounding

FIGURE 11.2
PERCENTAGE OF WOMEN DIRECTORS
(ALL COMPANIES)

2019 2020 2021 2022 2023
Total companies that disclosed:
2019: 645 | 2020: 579 | 2021: 614 | 2022: 635 | 2023: 613



Based on the disclosure provided, for mid-year 2023, women comprise 50% or more of the board at 39 companies – almost twice as many as for mid-year 2022 and a massive increase over the 13 companies who met this threshold for mid-year 2021. Of the companies reporting that their board is comprised of 50% or more women, almost half are on the S&P/TSX Composite Index.

Canada’s largest companies continue to be leaders in gender diversity, although in certain areas the gap is narrowing between the leaders and the broader group of companies subject to the Diversity Disclosure Requirement. The trend for relatively larger issuers to perform better on diversity measures is consistent with broader trends internationally and has remained constant in our data since the Diversity Disclosure Requirement was introduced.

Among the S&P/TSX 60 companies that disclosed the number of women directors on their board, there was an average of 4.42 women per company, which is up by 0.29 from the corresponding period in 2022. S&P/TSX 60 companies typically have three or more women directors. Among the 53 S&P/TSX 60 companies which provided disclosure, 98.1% (or 52 companies) had three or more board positions held by women, while only one company had two women directors. Among this group of companies, there was an average of 38.3% women directors reported, a meaningful 2.2 percentage point increase from mid-year 2022. This data is described in Figures 12.1 and 12.2.

FIGURE 12.1
NUMBER OF WOMEN DIRECTORS
(S&P/TSX 60 COMPANIES)

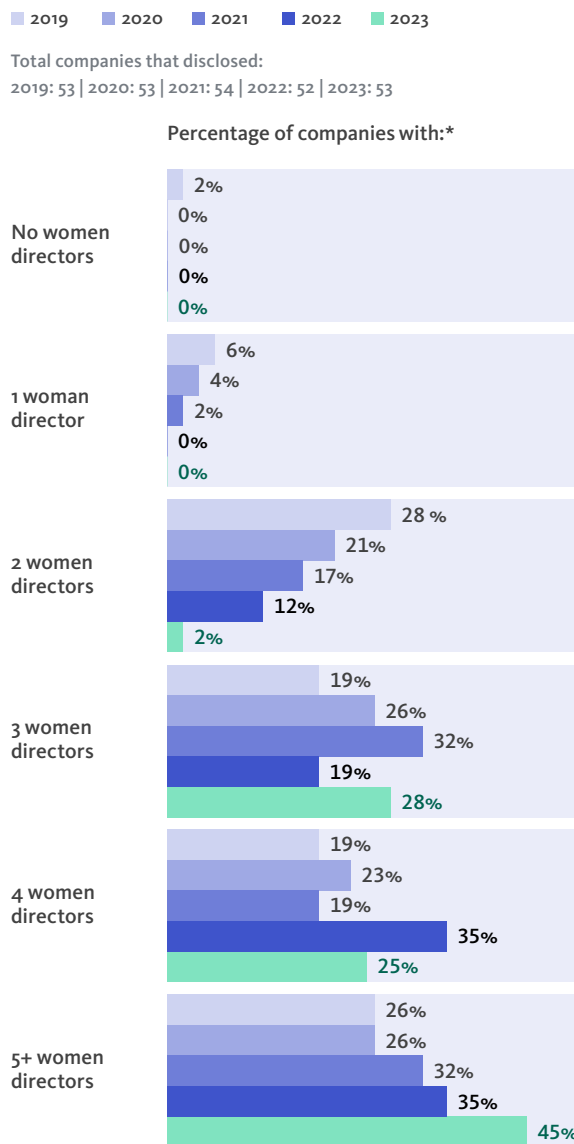
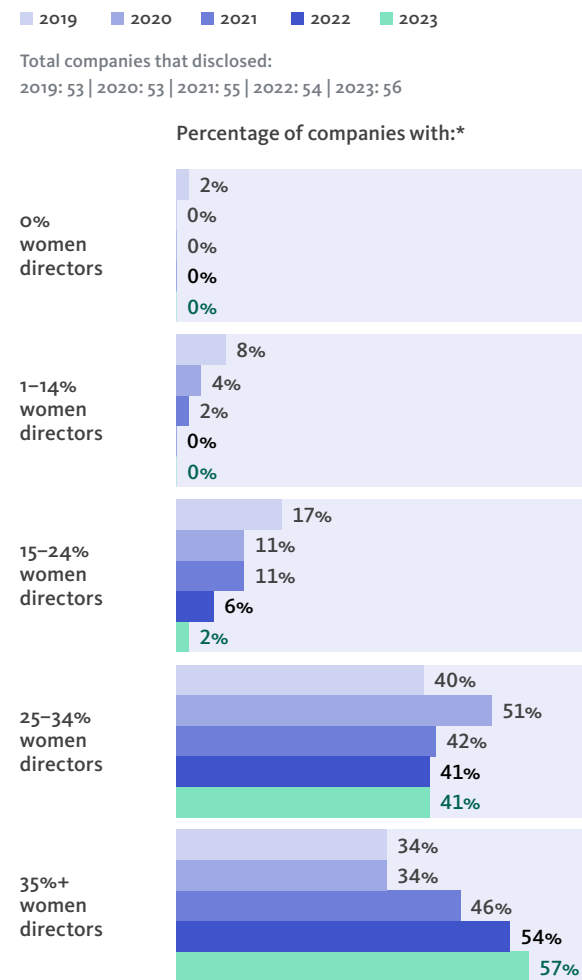


FIGURE 12.2
PERCENTAGE OF WOMEN DIRECTORS
(S&P/TSX 60 COMPANIES)



*Percentages may not add to 100 due to rounding

Women board representation by industry

As in previous years, the average number and percentage of women directors varied significantly across industries in this year’s data. Also consistent with previous years, on an industry-by-industry basis, there continues to be varying degrees of growth in 2023 compared to 2022. These changes are illustrated in Figures 13.1 and 13.2.

For mid-year 2023, we observed some change in the rankings of the different industries. The Utilities & Pipelines industry consistently has the highest average percentage of women directors and the highest average number of women directors. There was some improvement in the Mining and Technology sectors this year. However, the Mining, Energy Services and Life Sciences industries continue to have the lowest proportion of women directors.

The number of women directors and average percentage of women directors generally increased overall, although the Forest Products & Paper sector experienced some regression.

FIGURE 13.1
NUMBER OF WOMEN DIRECTORS BY INDUSTRY

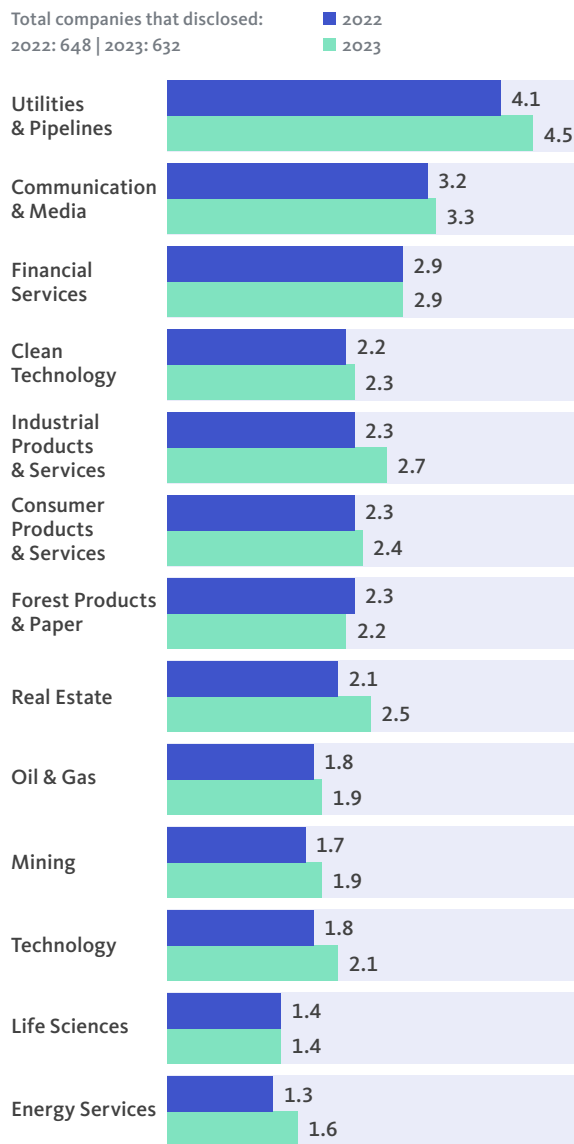
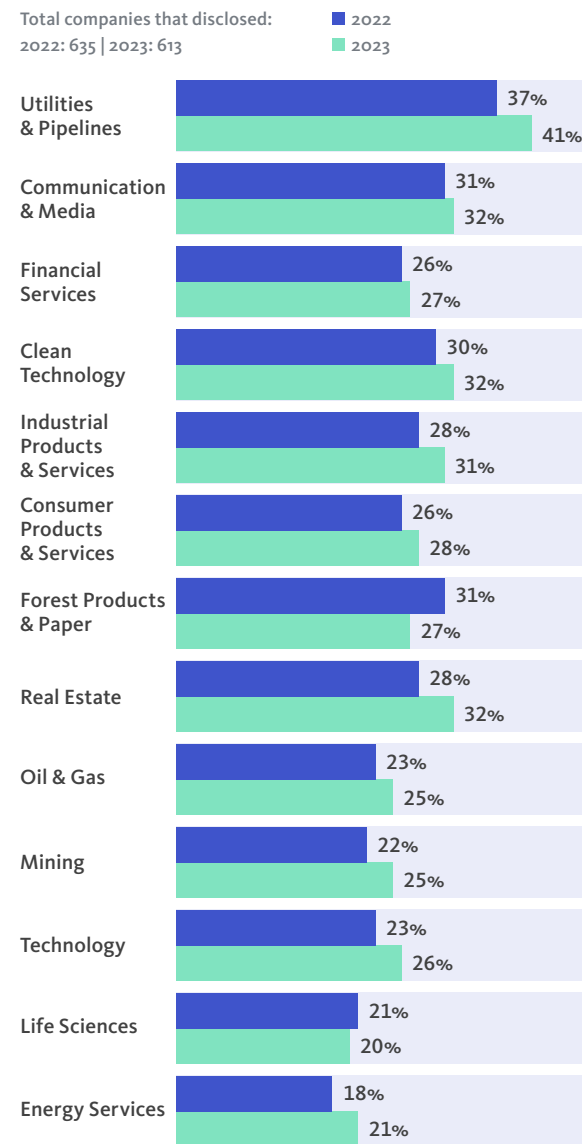


FIGURE 13.2
PERCENTAGE OF WOMEN DIRECTORS BY INDUSTRY



New director appointments

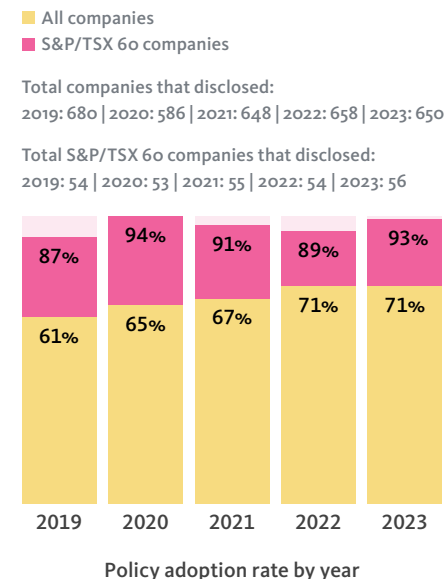
In 2023, women were added to boards at a higher rate than ever. We monitor the progress TSX-listed companies are making in adding women to their boards, whether they are being nominated for election as new directors for the first time in 2023, including where they were appointed during the year to fill a vacancy that occurred since the last shareholders’ meeting or as a result of an increase in board size at the relevant company. For the 658 companies that fully or partially satisfied the Diversity Disclosure Requirement, 532 board seats became available due to vacancies or an increase in board size. Women were nominated to fill 241 board seats, or 45.3% of the total number of newly created or vacated board seats. This represents an increase of 1.7 percentage points compared to 43.6% at mid-year 2022 and builds on a 4.5 percentage point increase observed between mid-year 2021 and mid-year 2022.

The rate at which women were added to boards of S&P/TSX 60 companies was lower than the average above and lower than last year, however, as women were nominated to fill 39.4% of the newly created or vacated board seats (44.7% at mid-year 2022) of such companies. Given the higher representation of women on the boards of S&P/TSX 60 companies, this result is likely a consequence of the companies having made gender representation a primary focus in prior years. It is possible that it may signal a shift in focus towards improving board diversity beyond gender. For meetings held on or after February 1, 2024, ISS announced its decision to generally recommend voting against, or withholding from, the nominating committee chair at S&P/TSX Composite Index companies that have no apparent racially or ethnically diverse board members.

Board policies related to diversity and the identification and nomination of women directors

Overall, 650 companies reported on whether they adopted board diversity policies in 2023. Of these, 460 (representing 70.8%) disclosed that they have a written board diversity policy. This is essentially flat compared to the 70.7% of companies that reported having adopted such a policy in mid-year 2022. Among S&P/TSX 60 companies, 52 of the 56 companies reporting indicated that they had adopted a written board diversity policy – this represents 92.9% of all S&P/TSX 60 companies reporting and a slight increase from the 88.9% reported in 2022.

FIGURE 14
GENERAL BOARD DIVERSITY
POLICY ADOPTION RATES



The Diversity Disclosure Requirement seeks disclosure on whether the board has adopted a written policy that specifically relates to the identification and nomination of women directors. Not all companies disclosing that they had adopted a written board diversity policy stated whether the policy specifically related to the identification and nomination of women directors, and some companies specifically disclosed that they did not. In 2023, 650 companies disclosed whether or not they had a written policy related to the identification and nomination of women directors, and 423 (65.1%) of these companies indicated that they had such a policy. This represents a slight increase of 0.8 percentage points compared to the 64.3% reported at mid-year 2022. This change is illustrated in Figure 15.

Among S&P/TSX 60 companies, 56 companies specifically disclosed whether they had a written policy related to the identification and nomination of women directors and 51 (91.1%) stated that they had adopted such a written policy. S&P/TSX Composite Index companies adopted such policies at a rate similar to the S&P/TSX 60 companies, with 90.0% of companies disclosing that they have a written policy for the identification and nomination of women directors. It is noteworthy that only 52.4% of companies outside the S&P/TSX Composite Index providing disclosure indicated that they had adopted a written policy of this type.

The disclosure from companies reporting that they have adopted a board diversity policy indicates that a broad range of diversity characteristics are considered. Of these specific diversity characteristics, it is unsurprising that gender is referenced most frequently.

For mid-year 2023, we saw a sustained high level of companies indicating that their board diversity policies reflected the diversity characteristics identified in the CBCA Requirement – visible minorities, Indigenous peoples and persons with a disability. Age, skills/expertise, geography and LGBTQ2S+ were also frequently cited.

FIGURE 15
ADOPTION RATES FOR DIVERSITY POLICY FOCUSED ON WOMEN (ALL COMPANIES)

Total companies that disclosed:
2019: 673 | 2020: 580 | 2021: 648 | 2022: 653 | 2023: 650

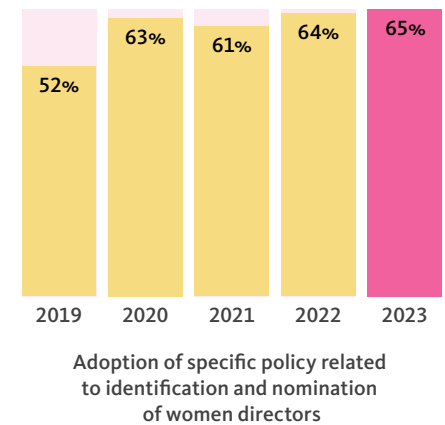


Figure 16 is a list of the top five diversity characteristics – other than gender – identified by companies in order of the frequency with which they are cited.

Companies that have not adopted a written policy with respect to the identification and nomination of women directors are required to explain why. Although 2023 is the ninth year the Diversity Disclosure Requirement has been in effect, over one-fifth of companies disclosing that they had not adopted such a policy still did not disclose the reason why they had not done so. Among those companies that disclosed a reason for not adopting such a policy, the most common reason given by a significant margin was the concern that doing so would compromise their focus on merit, consistent with our findings in prior years. The top five reasons for not adopting policies are listed in Figure 17 in the order of the frequency with which they occurred.

FIGURE 16
TOP FIVE DISCLOSED DIVERSITY POLICY
CHARACTERISTICS BEYOND GENDER

- 1 Ethnicity/race/culture
- 2 Age
- 3 Skills/Expertise
- 4 Persons with disabilities
- 5 Geography

FIGURE 17
TOP FIVE REASONS DISCLOSED FOR NOT ADOPTING
WRITTEN BOARD DIVERSITY POLICY

- 1 Compromises a focus on merit
- 2 Best candidate may not be selected
- 3 Adequate systems already in place
- 4 Stage of development or nature of business
- 5 Small number of the position or low turnover

Targets for women on boards

For mid-year 2023, 278 (or 44.6%) of the 623 companies disclosing whether or not they had adopted a target for the representation of women on the board reported that they had adopted such a target (up from 41.4% in mid-year 2022 and 32.3% in mid-year 2021). Among the 56 S&P/TSX 60 companies that disclosed whether or not they had a target, 46 companies (82.1%) reported having a target. This represents a further increase from 2022, when 79.6% of S&P/TSX 60 companies reported having targets. These increases are likely a result of the continued impact of updated voting guidelines among institutional shareholders and proxy advisory firms which require the adoption of targets by issuers where the board is not comprised of at least 30% women.

Among the 278 companies that have adopted targets for women directors, almost two-thirds (66.9%) have adopted a target of 30%, reflecting both the fact that women hold almost 30% of all board seats among TSX-listed companies and the impact of institutional investor voting policies. The next most frequent targets for women directors were, in order, 40%, 33% and 25%.

Among those companies that reported not adopting targets, the reasons were generally similar to those given for failing to adopt written policies for the identification and nomination of female directors, with the vast majority indicating concerns about compromising their focus on merit or having concerns that a target may result in someone other than the most qualified candidate having to be selected. Other reasons included that adequate systems were already in place, that targets are ineffective or arbitrary or that targets did not suit the stage of development or nature of the business. The top five most commonly disclosed reasons are listed in Figure 19.

FIGURE 18
TARGETS FOR REPRESENTATION OF WOMEN ON BOARDS

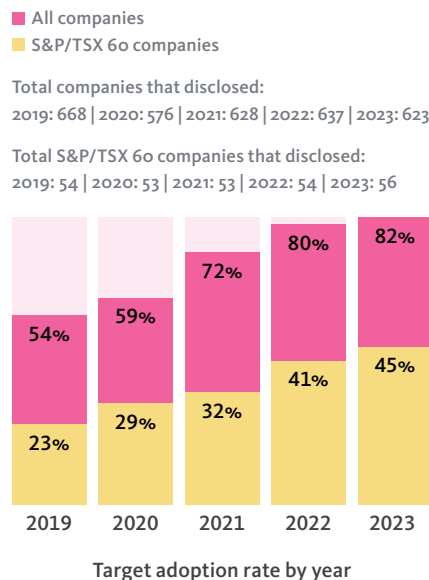


FIGURE 19
TOP FIVE REASONS DISCLOSED FOR NOT ADOPTING A TARGET FOR WOMEN DIRECTORS

- 1 Compromises a focus on merit
- 2 Best candidate may not be selected
- 3 Adequate systems already in place
- 4 Targets are ineffective or arbitrary
- 5 Stage of development or nature of business

Women board chairs and committee chairs

Women in board chair roles

There was a slight increase in the proportion of boards where the board chair is a woman. Among the 658 companies providing full or partial diversity disclosure, we found 53 companies (or 8.1%) where a woman serves in the board chair role, compared to 49 companies (7.4% of those fully or partially disclosing) at mid-year 2022.

Women in committee chair roles

Women continue to take on board committee leadership roles.

We found that, at 417 of the 658 companies which provided full or partial diversity disclosure, at least one woman was serving as the chair of a standing committee of the board. This now represents 63.4% of these companies, up from 59.6% of these companies last year. This year, 274 companies (41.6%) reported having one woman committee chair (an increase of 0.6 percentage points from 2022), while 143 companies (21.7%) reported having more than one woman serving as a committee chair (an increase of 2.9 percentage points from 2022). This translates to an average number of women serving as committee chairs at all companies of 0.89 per company, which is effectively flat as against the 0.81 women committee chairs per company reported last year.

There was a modest increase in the number of women who chair audit committees compared to last year's results. Of the companies providing full or partial diversity disclosure, at 182 companies (27.7%), the audit committee chair is a woman, representing a 1.3 percentage point increase from mid-year 2022.

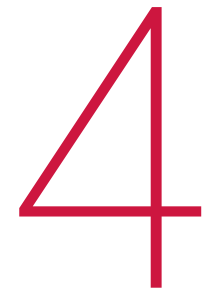
Since the number of committees varies by issuer and the identity of committee chairs is not required disclosure, in some instances the information was not readily identifiable. However, our results suggest that the number of women assuming board leadership roles continues to steadily increase.

Voluntary disclosure of other diversity characteristics

A number of TSX-listed companies which are not CBCA corporations chose to provide voluntary supplemental disclosure regarding the representation of visible minorities, Indigenous peoples and persons with a disability on the board. We have highlighted the number of companies which chose to do so in Chapter 6.

This year we also noted a marked increase in the number of companies providing voluntary disclosure with respect to members of their board who were members of the LGBTQ2S+ communities.

Mid-year results for 2023: Women in executive officer positions



Number and percentage of women in executive officer positions

In 2023, 557 companies disclosed the number of women holding executive officer positions in the organization. These companies reported a total of 1,108 executive officer positions held by women. On average, these companies reported 1.99 women executive officer positions per company, while the 568 companies disclosing the percentage of women in executive officer positions reported that an average of 20.8% of their executive officer positions are held by women. These numbers reflect a slight year-over-year increase in the average number of women executive officers (up from 1.94 women executive officers last year) and a solid increase in the average percentage of executive officer positions held by women (compared to 19.8% in 2022).

FIGURE 20.1
OVERALL AVERAGE NUMBER
OF WOMEN EXECUTIVE OFFICERS

Total companies that disclosed:
2019: 609 | 2020: 528 | 2021: 575 | 2022: 597 | 2023: 557

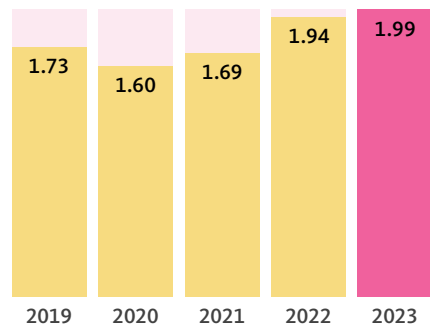
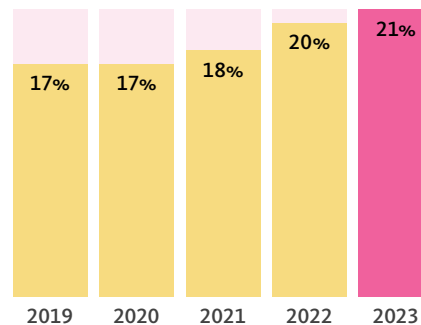


FIGURE 20.2
OVERALL AVERAGE PERCENTAGE
OF WOMEN EXECUTIVE OFFICERS

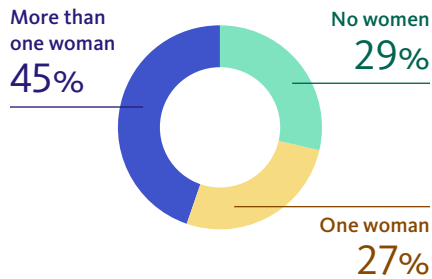
Total companies that disclosed:
2019: 588 | 2020: 525 | 2021: 565 | 2022: 582 | 2023: 568



The vast majority of management teams include at least one woman. The percentage of companies with all male executive teams remained relatively flat year-over-year with 28.5% of companies reporting that they had no women executive officers (compared to 28.6% in mid-year 2022). Companies that had only one woman serving as an executive officer have added more women executive officers. The percentage of companies that reported having only one woman executive officer declined from 28.8% at mid-year 2022 to 26.9%, while the percentage that reported having two or more women executive officers increased by 1.9 percentage points in 2023 to 44.5% (from 42.6% in 2022). These results are described in more detail in Figures 21, 22.1 and 22.2.

FIGURE 21
2023 PROPORTION OF WOMEN EXECUTIVE OFFICERS*

Total companies that disclosed: 557



*Percentages may not add to 100 due to rounding

FIGURE 22.1
NUMBER OF WOMEN EXECUTIVE OFFICERS (ALL COMPANIES)

2019 2020 2021 2022 2023

Total companies that disclosed:
2019: 609 | 2020: 528 | 2021: 575 | 2022: 597 | 2023: 557

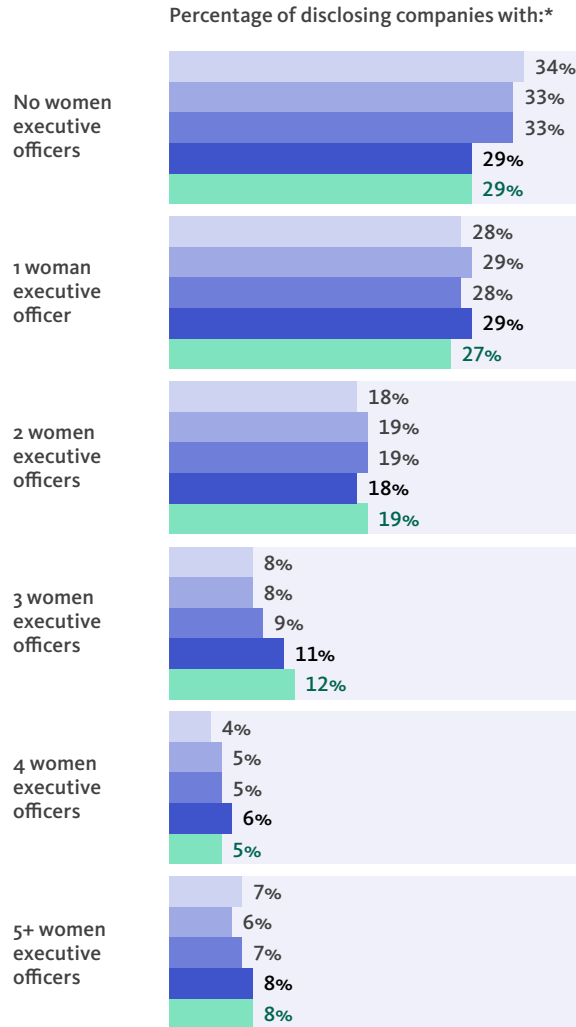
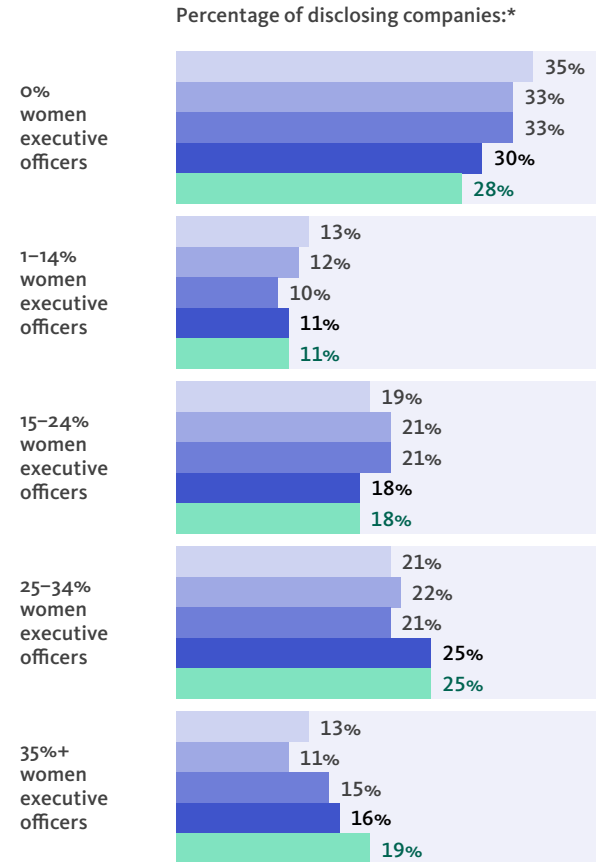


FIGURE 22.2
PERCENTAGE OF WOMEN EXECUTIVE OFFICERS (ALL COMPANIES)

2019 2020 2021 2022 2023

Total companies that disclosed:
2019: 588 | 2020: 525 | 2021: 565 | 2022: 582 | 2023: 568



Progress in the executive officer ranks at S&P/TSX 60 companies was mixed for women in 2023. Among the 48 S&P/TSX 60 companies that reported on the number of women executive officers, the average number of women executive officers remained essentially flat year-over-year (3.54 at mid-year 2023 compared to 3.63 at mid-year 2022) while, among those disclosing the average percentage of women executive officers, the average percentage of executive officers who are women increased by 2.5 percentage points to 26.8%.

FIGURE 23.1
**AVERAGE NUMBER
 OF WOMEN EXECUTIVE OFFICERS
 (S&P/TSX 60 COMPANIES)**

Total companies that disclosed:
 2019: 48 | 2020: 49 | 2021: 50 | 2022: 48 | 2023: 48

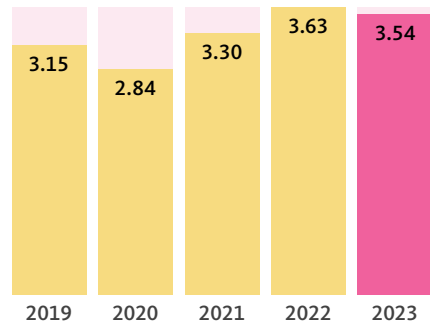
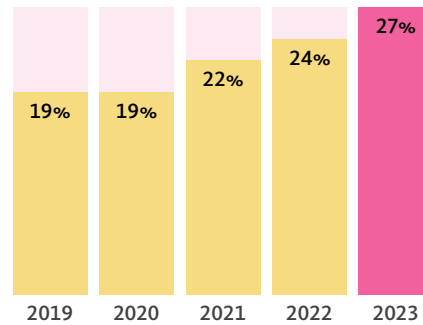


FIGURE 23.2
**AVERAGE PERCENTAGE OF
 WOMEN EXECUTIVE OFFICERS
 (S&P/TSX 60 COMPANIES)**

Total companies that disclosed:
 2019: 50 | 2020: 49 | 2021: 50 | 2022: 47 | 2023: 51



Though the average number of women executive officers remained flat among the S&P/TSX 60 companies disclosing at mid-year 2023 relative to those disclosing last year, we observed positive movement at the margins. As summarized in Figure 24.1, there was an increase in the number of S&P/TSX 60 companies reporting having at least four women executive officers and a decline in the number with no women executive officers. The results summarized in Figure 24.2 illustrate that, for the S&P/TSX 60 companies that provided disclosure, the percentage of women executive officers is increasingly skewed towards 15% or above.

FIGURE 24.1
NUMBER OF WOMEN EXECUTIVE OFFICERS
(S&P/TSX 60 COMPANIES)

2019 2020 2021 2022 2023
Total companies that disclosed:
2019: 48 | 2020: 49 | 2021: 50 | 2022: 48 | 2023: 48

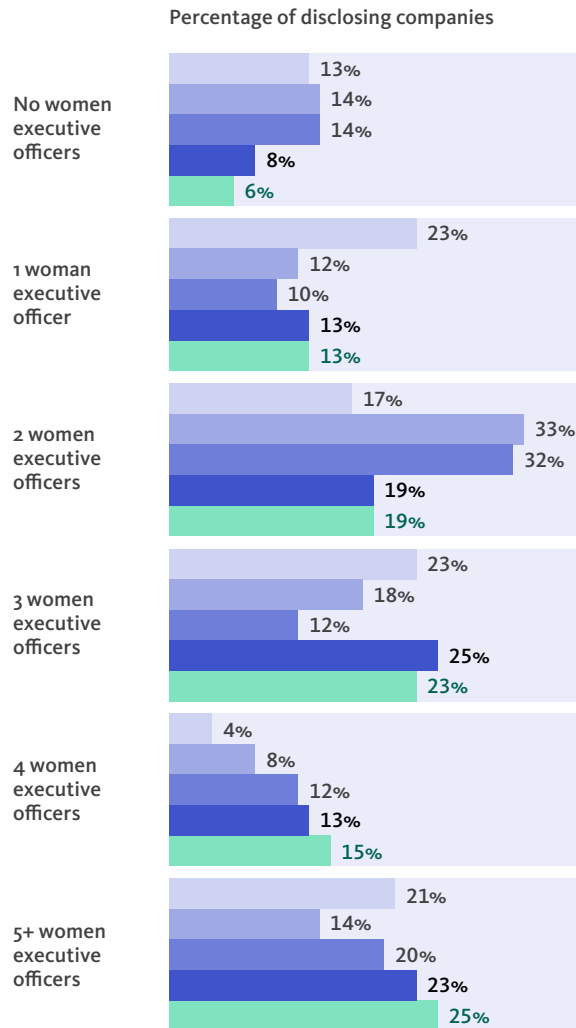
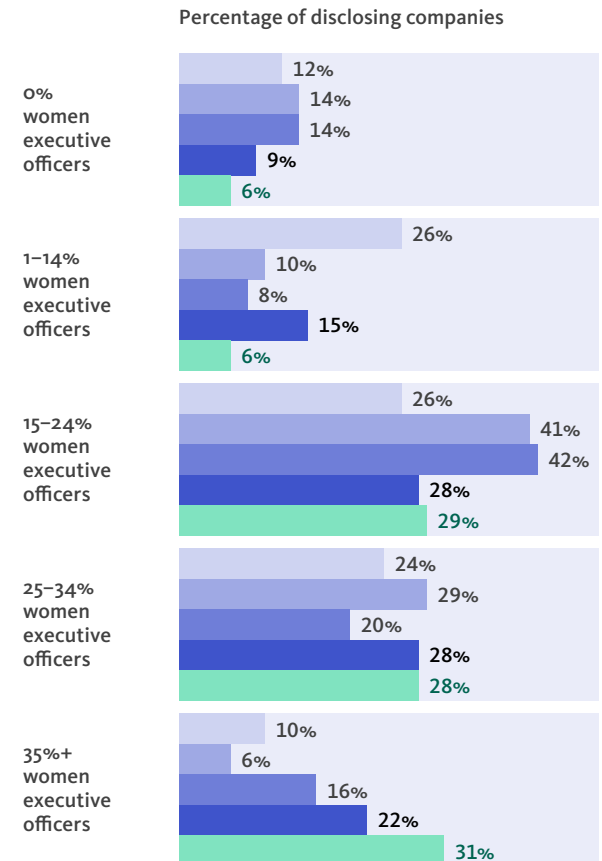


FIGURE 24.2
PERCENTAGE OF WOMEN EXECUTIVE OFFICERS
(S&P/TSX 60 COMPANIES)

2019 2020 2021 2022 2023
Total companies that disclosed:
2019: 50 | 2020: 49 | 2021: 50 | 2022: 47 | 2023: 51



Women executive officers by industry

Broken down by industry, the highest average number of women executive officers continued to be found in the Utilities & Pipelines sector, followed by Communication & Media and Financial Services.

Communication & Media, Utilities & Pipelines and Real Estate represented this year’s top performers in terms of the average percentage of women executive officers. The Oil & Gas, Clean Technology and Energy Services industries, on the other hand, had the lowest average percentage of women executive officers. Oil & Gas is also among the industries with the lowest average number of women executive officers.

It is difficult to make relative assessments of performance between most industries, however, as there is a wide variation in the number of executive officers per company between industries and a wide variation in the number of reporting issuers within each industry which impacts the relative sensitivity of each industry to change in averages. This could explain, for example, why in the Real Estate industry the average number of female executive officers is close to the overall average, but women represent a relatively high percentage of the executive officers.

FIGURE 25
NUMBER OF WOMEN EXECUTIVE OFFICERS BY INDUSTRY

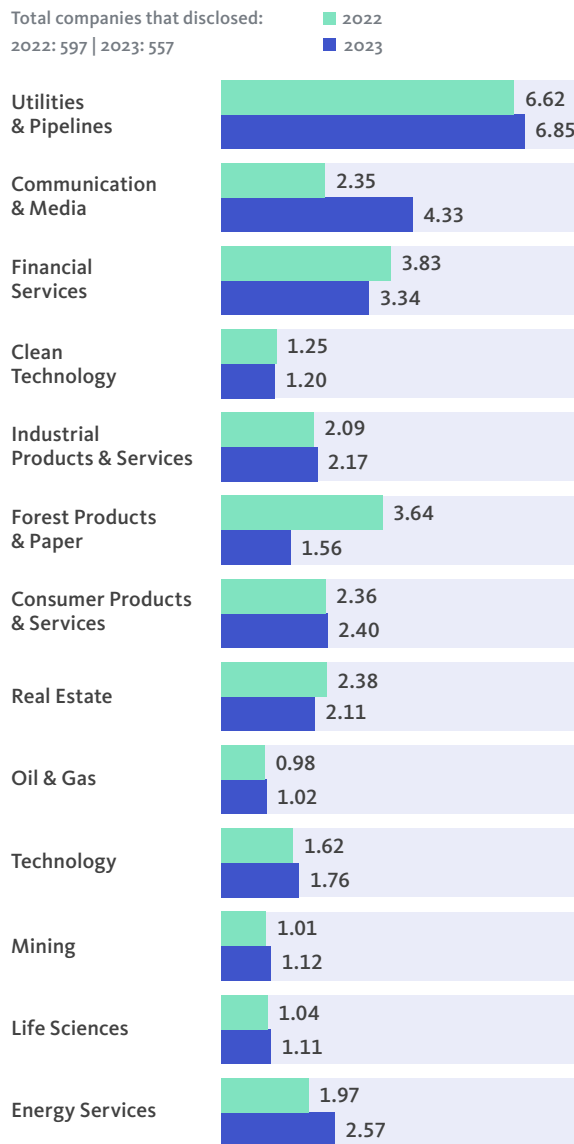
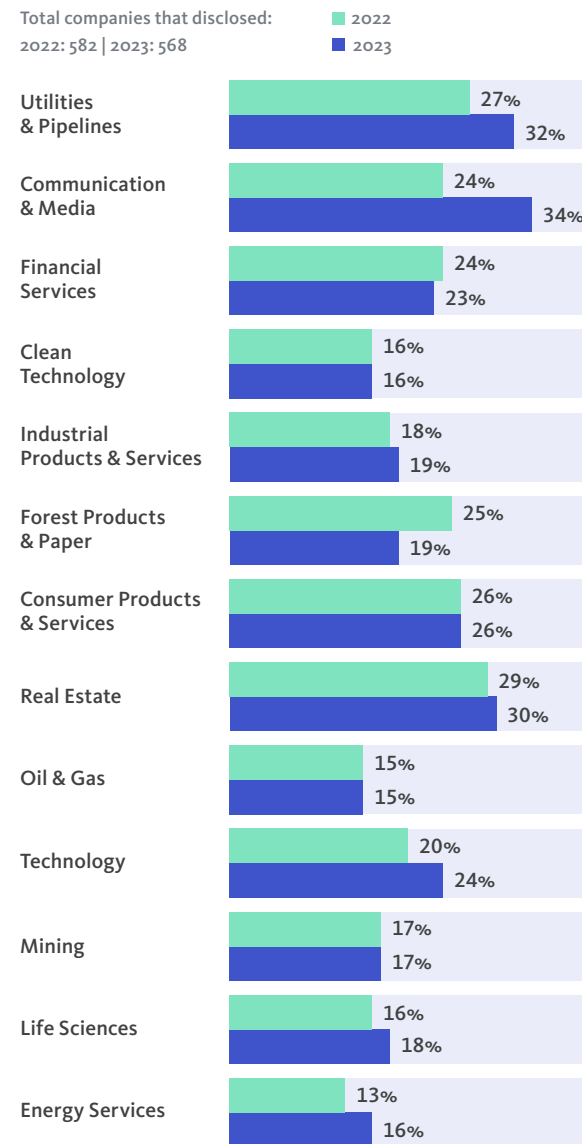


FIGURE 26
PERCENTAGE OF WOMEN EXECUTIVE OFFICERS BY INDUSTRY



Considering the representation of women in appointing executive officers

In 2023, 603 companies disclosed whether or not they take into account the representation of women in the identification and appointment of executive officers. Of those, 503 (83.4%) stated they do so. This number increased by 0.4 percentage points compared to mid-year 2022.

The proportion of S&P/TSX 60 companies reporting that they take gender into account when making executive appointments is flat relative to 2022 – so far this year, 51 (94.4%) of the companies that have provided this disclosure report doing so.

As with the adoption of policies relating to the consideration of women for director positions, the primary reason given for not specifically considering gender in the identification and appointment of executive officers relates to an expressed concern about compromising a focus on merit. This is consistent with the results in prior years. The three most common reasons for not considering gender in 2023 are listed in Figure 28. These three responses account for the vast majority of the reasons given for not considering gender in the identification and appointment of executive officers, though a significant minority (21.0%) of companies that disclosed that they do not consider gender in the identification and appointment of executive officers did not provide a specific reason for failing to do so.

FIGURE 27
CONSIDERATION OF GENDER IN EXECUTIVE OFFICER APPOINTMENTS

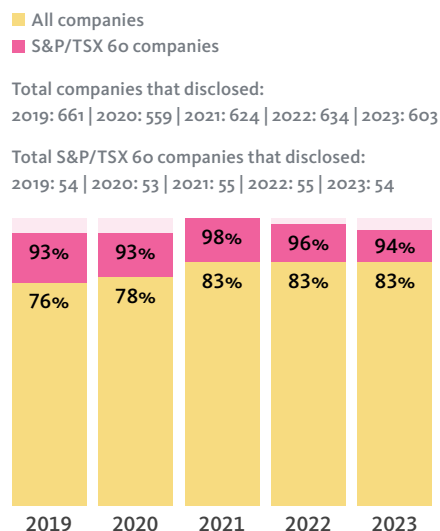


FIGURE 28
TOP THREE REASONS FOR NOT CONSIDERING GENDER IN EXECUTIVE OFFICER APPOINTMENTS

- 1 Compromises a focus on merit
- 2 Best candidate may not be selected
- 3 Stage of development or nature of business

Targets for women executive officers

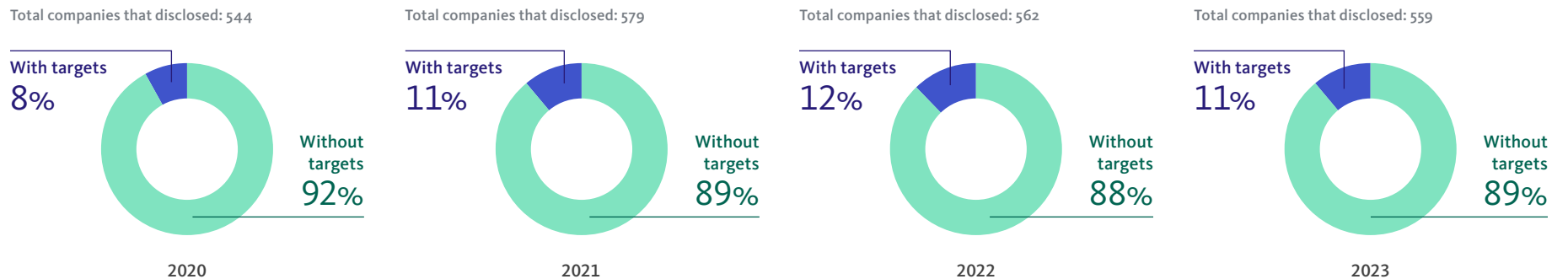
This year, of the 559 companies disclosing whether or not they have a target to women executive officers, 64 companies (11.4%) disclosed that they did. This is essentially flat compared to 11.9% at mid-year 2022 and reflects the much lower level of interest demonstrated by companies in adopting targets for executive officers compared to the board level.

The number of S&P/TSX 60 companies adopting targets for women in executive officer positions rose slightly, with 12 of 47 companies (25.5%) disclosing whether or not they had adopted such a target indicating that they had done so.

In our review, we noted that some companies disclosed having adopted a target for women employees based on a group other than “executive officers” as defined under securities laws. These companies are generally not included in our totals because they are not responsive to the form requirement and apply to a broader group of officers and employees at the company. There are also a limited number of other companies that adopt targets for “designated groups” that may or may not include women.

Among those companies adopting executive officer targets, the most common target adopted was 30% women executive officers, followed by 25% and 20%.

FIGURE 29
PREVALENCE OF TARGETS FOR
WOMEN EXECUTIVE OFFICERS (ALL COMPANIES)



Consistent with the results above and from prior years, the top reason companies gave for not adopting targets regarding the appointment of women executive officers was a desire to not compromise a focus on merit. The top five reasons disclosed by companies that disclosed that they had not adopted a target for women executive officers are set out in Figure 30.

FIGURE 30

TOP FIVE REASONS FOR NOT ADOPTING A TARGET FOR WOMEN EXECUTIVE OFFICERS

- 1 Compromises a focus on merit
- 2 Best candidate might not be selected
- 3 Adequate systems are already in place
- 4 Small number of this position or low turnover
- 5 Stage of development or nature of business

Chief Executive Officer and leadership roles

Only 5.2% of TSX-listed companies that provided full or partial diversity disclosure had a woman as their CEO. This figure shows no change from mid-year 2022 (5.3%).

Voluntary disclosure of other diversity characteristics

A number of TSX-listed companies which are not CBCA corporations chose to provide voluntary supplemental disclosure regarding the representation of visible minorities, Indigenous peoples and persons with a disability among their executive officers. We have highlighted the number of companies which chose to do so in Chapter 6 of our report.

Consistent with our observation in Chapter 3, this year we also noted a number of companies providing voluntary disclosure with respect to executive officers who were members of the LGBTQ2S+ communities.

Diversity beyond gender: 2023 results for CBCA corporations

5

Corporations governed by the *Canada Business Corporations Act* (CBCA) with publicly traded securities are required to provide diversity disclosure regarding women on the board and senior management consistent with the requirements under Canadian securities laws, as well as corresponding disclosure respecting Indigenous peoples, members of visible minorities and persons with disabilities. In this chapter, we provide the results of our review of disclosure provided in compliance with the CBCA Requirement.

Our data shows that some progress is being made with respect to the representation of visible minorities, but little has changed with respect to the representation of Indigenous peoples and persons with disabilities compared to last year.

The analysis in this chapter is based on disclosure provided up to August 1, 2023 by 316 CBCA corporations in compliance with the CBCA Requirement. This number is lower than last year where we identified 366 corporations that had provided disclosure. The decline is driven primarily by a reduction in the overall number of CBCA corporations subject to the CBCA Requirement – whether through ceasing to be a public company or as a result of a change in the jurisdiction of incorporation – and by an increase in the issuers whom we expect to file later in 2023 compared to 2022.

Of the 316 CBCA corporations covered by this chapter, 177 (or just over half) are TSX issuers that provided disclosure in compliance with the Diversity Disclosure Requirement at mid-year 2023. There is overlap between the two groups as we include data from CBCA corporations listed on the TSX in our chapters on 2023 diversity disclosure by TSX-listed issuers as well as in this chapter. However, since the CBCA Requirement applies to public CBCA corporations which are listed on other stock exchanges, including the TSX Venture Exchange, a significant portion of the corporations the data for which are included in this chapter relates to those smaller issuers.

We recognize that there are a range of terms used to reference the various diversity characteristics referred to in this chapter and elsewhere in this report. Different companies make different choices in this regard. Since our report is based on disclosure made by companies in response to legislated disclosure requirements, we have generally used the same terms as the legislation where applicable to avoid confusion. However, we have chosen to use the term “Indigenous peoples” to include references to Indians, Inuit and Métis peoples covered by the term “Aboriginal peoples” in the legislation referenced by the CBCA Requirement.

Board representation of visible minorities, Indigenous peoples and persons with disabilities

	Members of visible minorities			Indigenous peoples			Persons with disabilities		
	2023	2022	2021	2023	2022	2021	2023	2022	2021
Percentage of population	27% ¹			5% ¹			22% (Ages 15 and older) ²		
Number of board positions ³	191	162	121	17	17	8	12	10	9
Percentage of board positions ³	10.2%	8.3%	6.8%	0.9%	0.9%	0.5%	0.7%	0.6%	0.5%
Number of companies with at least one director from the applicable designated group ³	114	102	77	16	16	7	11	10	8
Average number per board ³	0.75	0.60	0.51	0.07	0.06	0.03	0.05	0.04	0.03
Percentage of companies with director targets for members of the applicable designated group	2.5%	2.1%	<1.5%	<1.0%	<1.0%	<1.0%	0%	0%	0%

¹ Source: Statistics Canada, Census of Population, 2021

² Source: Statistics Canada, A demographic, employment and income profile of Canadians with disabilities aged 15 years and over, 2017.

³ Based on the number of companies disclosing the number of directors who are from the applicable designated group. In 2023, there were 253 such companies disclosing the number of directors who are visible minorities, 249 companies disclosing the number of directors who are Indigenous peoples and 241 companies disclosing the number of directors who are persons with disabilities.

We also note that approximately 17% of those CBCA companies providing full or partial disclosure reported that they had directors who were (1) BIPOC (Black, Indigenous and people of colour), (2) LGBTQ2S+ or (3) members of a prescribed designated group (including or excluding women), but did not specify the designated group of which such directors are members. The proportion of companies taking this approach increased significantly by 7 percentage points (up from 10%) last year. Since these companies did not provide a breakdown by designated group, we are not able to reflect these responses in the table above and, to this extent, there is an under-reporting of the number and percentage of directors as well as the number of companies with targets for those groups.

For purposes of the CBCA Requirement, the term “visible minorities” is defined to mean persons, other than Indigenous peoples, who are non-Caucasian in race or non-White in colour. Statistics Canada includes in the visible minority population the following groups: South Asian, Chinese, Black, Filipino, Latin American, Arab, Southeast Asian, West Asian, Korean, Japanese, other and multiple visible minorities. According to data from Statistics Canada, in 2021 approximately 26.5% of Canada’s population were visible minorities. However, based on the disclosure provided by 253 CBCA corporations that disclosed the number of board members who are visible minorities, only 10.2% of directors are visible minorities.

The Parker Review Committee recommended that U.K.-listed companies achieve one director of colour per FTSE 100 board by 2021, and at least one director of colour for each FTSE 250 board by 2024; the U.K.’s 100 largest companies have almost reached that goal. Although the percentage of visible minority directors serving on CBCA boards is steadily increasing, CBCA corporations still averaged only 0.75 visible minority directors per board in 2023 – meaning there remains a long way to go to reach the U.K.’s target level.

The term “Aboriginal peoples” is defined under the CBCA Requirement to mean persons who are Indians, Inuit or Métis (all as defined in the applicable statutes). According to data from Statistics Canada, in 2021 approximately 5% of Canada’s population were Indigenous peoples. The number of board positions held by Indigenous directors was flat compared to last year, as was the number of board positions held by persons with disabilities.

To make progress on diversity beyond gender, public company boards will need to change their approach to identifying and appointing directors from these designated groups. The proportion of CBCA corporations that disclosed that their written board diversity policy does relate to these designated groups is significant, but lags the proportion with diversity policies that relate to women directors.

The complimentary Board Diversity Policy Template from Osler and the Institute of Corporate Directors addresses the CBCA Requirement, as well as other diversity characteristics. The template provides an easy way to generate a template board policy that considers diversity based on gender and other characteristics to initiate a broader discussion on diversity at the board level.

Targets for director diversity beyond gender

It remains the case that very few CBCA corporations have adopted targets for directors from designated groups other than women. Examples of issuers that have adopted targets for visible minority directors include Enbridge Inc., George Weston Limited and Loblaw Companies Limited, while Cameco has identified a target for Indigenous representation. We did not identify any CBCA corporations that disclosed having adopted a target for persons with disabilities.

We identified a further 17 CBCA corporations that adopted collective targets for diversity. A few have established targets for the designated groups collectively with separate targets for women directors, while others have adopted an aggregate target for all designated groups. In some cases, the collective target includes LGBTQ2S+ directors. A few have adopted a collective diversity target to be applied to the board and executive officers as a group.

Executive officers who are members of visible minorities, Indigenous peoples and persons with disabilities

	Members of visible minorities			Indigenous peoples			Persons with disabilities		
	2023	2022	2021	2023	2022	2021	2023	2022	2021
Number of companies with at least one executive officer from the applicable designated group	100	99	71	5	9	2	14	14	8
Average number of executive officers per company for the applicable designated group	0.88	0.68	0.56	0.09	0.03	<0.01	0.03	0.06	<0.01

Although a substantial portion of companies that disclose whether or not they consider the representation of each of these designated groups when considering executive officer appointments indicate that they do so, almost one-third of the 316 CBCA corporations covered by this chapter have not provided disclosure on the representation of members of visible minorities, Indigenous peoples and persons with disabilities in executive officer roles. While we acknowledge that issuers must generally rely on executive officers to self-identify as being a member of any of the prescribed designated groups, there continues to be significant room for improvement.

Targets for executive officer diversity beyond gender

Consistent with the results reported last year, the adoption of targets for executive officer diversity based on characteristics beyond gender remains very rare. Some companies – including Enbridge Inc. and Slam Exploration Ltd. – have adopted targets for visible minority executive officers. We did not identify any CBCA companies that disclosed that they had adopted targets for executive officers who are Indigenous or persons with a disability. A limited group, including CAE Inc., Eldorado Gold Corporation, G Mining Ventures Corp., Intact Financial Corporation and Franco-Nevada Corporation, disclosed targets for representation of designated groups collectively in executive officer positions in 2023. In some cases, the collective target includes LGBTQ2S+ executive officers.

Representation of women in CBCA board and executive officer roles

Consistent with previous years' results, on most metrics, corporations subject to the CBCA Requirement disclosed results that were slightly below the results for the TSX-listed issuers subject to the Diversity Disclosure Requirement. The similarity is not surprising as there is significant overlap between the two groups as a considerable portion of corporations subject to the CBCA Requirement are listed on the TSX and included in Diversity Disclosure Requirement results described in earlier chapters. The slightly lower results are attributable to the fact that the CBCA Requirement also applies to smaller corporations than the Diversity Disclosure Requirement does.

Women directors of CBCA corporations

	Number (%) of board seats	Average number per board	Average % per board	Written policy relating to women	Target for directors
2023	549 (25.8%)	1.89	23.1%	144 (46.3%)	90 (31.8%)
2022	534 (22.7%)	1.64	20.6%	144 (42.4%)	93 (27.8%)

Of the 2,124 board seats at the 291 companies disclosing the number of women directors on their board, 549 (25.8%) are filled by women. This represents an increase of 3.1 percentage points from mid-year 2022. The percentage of women directors at CBCA companies remains lower than the 29% of total board seats held by women at all companies subject to the Diversity Disclosure Requirement that disclosed the number of women directors on their board. For CBCA companies listed on the TSX, women held 30.3% of the board seats. But for CBCA companies that are not listed on the TSX, women held only 15.9% of the board seats – which substantially lowered the percentage for CBCA issuers as a group.

CBCA companies nominated women for election to newly available board seats at a rate slightly below the rate for all TSX-listed companies subject to the Diversity Disclosure Requirement, with approximately 36.7% of such board seats being filled by women (compared to 45.3% for all TSX-listed companies).

All-male boards made up approximately one-fifth (21.3% or 62 corporations) of the CBCA corporation boards. Of the companies that provided disclosure in response to the CBCA Requirement, 229 corporations, or 78.7%, disclosed they had at least one woman director. Among CBCA corporations providing diversity disclosure, 78, or 26.8%, reported having one woman director and 151, or approximately 51.9%, reported having more than one woman on their board. There were 17 disclosing CBCA corporations (6.0%) that reported having 50% or more female directors. Compared to mid-year 2022, the number of all-male boards continued to decline and the number of boards with 50% or more female directors increased.

Women executive officers of CBCA corporations

	Average number of executive officers	Average % of executive officers	Number of companies considering women in executive officer appointments	Target for women executive officers
2023	1.72	19.7%	235 (87.4%)	29 (10.4%)
2022	1.40	17.3%	277 (85.5%)	35 (11.1%)

The story is the same at the executive officer level, with CBCA corporations reporting results that were generally comparable to, but slightly lower than, the results for TSX-listed issuers as a group.

Women CEOs, board chairs and committee chairs of CBCA corporations

Of the companies subject to the CBCA Requirement and providing full or partial disclosure in response to those requirements, 17 (approximately 5.4%) had a female CEO, 19 (approximately 6.0%) had a female board chair and 145 (approximately 45.9%) had at least one female committee chair.

As noted elsewhere in this report, since the number of committees varies and the identity of committee chairs is not required disclosure, in some instances the information was not readily obtainable.

Best Practices: Who has achieved gender parity, voluntary disclosure of underrepresented groups and how to increase diversity



Achieving gender parity in director and executive officer positions

Gender parity is a realizable goal. To demonstrate that point, each year we have recognized those companies where at least 50% of the board members or 50% of the executive officers are women. To show that the companies can sustain this level over multiple years, we have maintained a running list of the names from prior years. As illustrated by the following graphs, the number of companies where women serve in senior leadership roles has increased, especially with respect to boards where 50% or more of the directors are women. As a result, we have listed the names of companies where women represent 50% or more of the board or the executive office roles only for this year (2023) and last year (2022) in the publication; complete lists for prior years can be accessed online through the links provided.

This year, women comprised at least 50% of the board members at 39 companies, a 44% increase compared to the 27 companies identified last year.

We have not seen the same growth at the executive officer level. In 2023, women held 50% or more of the executive officer positions in 41 companies, compared to a total of 35 companies in 2022.

FIGURE 31
TSX COMPANIES WITH AT LEAST 50% REPRESENTATION OF WOMEN IN DIRECTOR POSITIONS

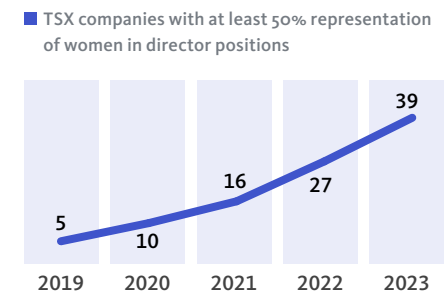
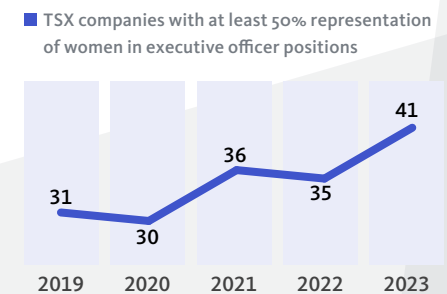


FIGURE 32
TSX COMPANIES WITH AT LEAST 50% REPRESENTATION OF WOMEN IN EXECUTIVE OFFICER POSITIONS



TSX companies with at least 50% representation of women in director positions

2022		2023	
Acadian Timber Corp. (50%)	IAMGOLD Corporation (50%)	Acadian Timber Corp. (50%)	Element Fleet Management Corp. (56%)
Artis Real Estate Investment Trust (57%)	Intact Financial Corporation (50%)	Allied Properties Real Estate Investment Trust (60%)	Exro Technologies Inc. (50%)
Bridgemarq Real Estate Services Inc. (50%)	Laurentian Bank of Canada (55%)	Altus Group Limited (50%)	Fortis Inc. (58%)
Canadian Imperial Bank of Commerce (50%)	Logistec Corporation (55.6%)	Artis Real Estate Investment Trust (57%)	Jamieson Wellness Inc. (57%)
Canadian National Railway Company (55%)	Manulife Financial Corporation (50%)	BBTV Holdings Inc. (50%)	Laurentian Bank of Canada (55%)
Canadian Western Bank (55%)	Quebecor Inc. (50%)	Big Rock Brewery Inc. (50%)	Logistec Corporation (55.6%)
Caribbean Utilities Company, Ltd. (54%)	Ritchie Bros. Auctioneers Incorporated (50%)	Boston Pizza Royalties Income Fund (66.7%)	Manulife Financial Corporation (58%)
Dream Impact Trust (60%)	Rubellite Energy Inc. (60%)	Bridgemarq Real Estate Services Inc. (50%)	Methanex Corporation (50%)
Dream Office Real Estate Investment Trust (57%)	Saputo Inc. (55%)	Calian Group Ltd. (50%)	NFI Group Inc. (50%)
DREAM Unlimited Corp. (50%)	Sprott Inc. (50%)	Canadian National Railway Company (55%)	Polaris Renewable Energy Inc. (50%)
Dundee Precious Metals Inc. (50%)	Sun Life Financial Inc. (50%)	Canadian Western Bank (60%)	Quarterhill Inc. (60%)
Eldorado Gold Corporation (56%)	Torex Gold Resources Inc. (50%)	Caribbean Utilities Company, Ltd. (63%)	Quebecor Inc. (50%)
Fortis Inc. (54%)	True North Commercial Real Estate Investment Trust (50%)	CT Real Estate Investment Trust (50%)	Rubellite Energy Inc. (60%)
	TVA Group Inc. (50%)	Dream Impact Trust (60%)	Saputo Inc. (60%)
		Dream Office Real Estate Investment Trust (57%)	Stantec Inc. (50%)
		DREAM Unlimited Corp. (50%)	Star Diamond Corporation (50%)
		Dundee Precious Metals Inc. (50%)	Sun Life Financial Inc. (50%)
		Eldorado Gold Corporation (56%)	Toronto-Dominion Bank (The) (50%)
			Transat A.T. Inc. (55%)
			True North Commercial Real Estate Investment Trust (50%)
			TVA Group Inc. (50%)

TSX companies with at least 50% representation of women in executive officer positions

2022		2023	
A&W Revenue Royalties Income Fund (100%)	Madison Pacific Properties Inc. (50%)	A&W Revenue Royalties Income Fund (100%)	Madison Pacific Properties Inc. (50%)
Acadian Timber Corp. (50%)	Mainstreet Equity Corp. (66.66%)	Acadian Timber Corp. (50%)	Mainstreet Equity Corp. (50%)
Aegis Brands Inc. (50%)	Marimaca Copper Corp. (50%)	Aegis Brands Inc. (66.70%)	MAV Beauty Brands Inc. (60%)
Amerigo Resources Ltd. (66.70%)	MCAN Mortgage Corporation (50%)	Amerigo Resources Ltd. (66.70%)	Melcor Developments Ltd. (50%)
Aritzia Inc. (50%)	Melcor Developments Ltd. (50%)	Aritzia Inc. (50%)	Melcor Real Estate Investment Trust (50%)
Artis Real Estate Investment Trust (52%)	Melcor Real Estate Investment Trust (50%)	Artis Real Estate Investment Trust (67%)	Northland Power Inc. (50%)
Brookfield Renewable Corporation (50%)	NexGen Energy Ltd. (50%)	Chartwell Retirement Residences (50%)	Northview Fund (50%)
Canadian Apartment Properties Real Estate Investment Trust (56.30%)	Northview Fund (60%)	CT Real Estate Investment Trust (66.70%)	Nova Cannabis Inc. (50%)
Candente Copper Corp (50%)	Organigram Holdings Inc. (50%)	Dream Impact Trust (50%)	Organigram Holdings Inc. (50%)
Chartwell Retirement Residences (50%)	Ovintiv Inc. (50%)	European Residential Real Estate Investment Trust (50%)	Perpetua Resources Corp. (67%)
Dream Impact Trust (50%)	Perpetua Resources Corp. (67%)	Farmers Edge Inc. (50%)	Pet Valu Holdings Ltd. (63%)
Information Services Corporation (50%)	Pet Valu Holdings Ltd. (62.50%)	Helios Fairfax Partners Corporation (50%)	Q4 Inc. (50%)
Intermap Technologies Corporation (50%)	Primo Water Corporation (50%)	Information Services Corporation (56%)	Roots Corporation (67%)
Killam Apartment Real Estate Investment Trust (55%)	Roots Corporation (100%)	Intermap Technologies Corporation (50%)	Sienna Senior Living Inc. (50%)
Lucara Diamond Corp (67%)	Timbercreek Financial Corp (50%)	Keyera Corp. (50%)	Sylogist Ltd. (50%)
LX RandCo, Inc. (83%)	Topaz Energy Corp (50%)	Killam Apartment Real Estate Investment Trust (50%)	TELUS International (Cda) Inc. (50%)
	Tree Island Steel Ltd. (50%)	KnighT Therapeutics Inc. (66.67%)	Thomson Reuters Corporation (50%)
	Trilogy Metals Inc. (50%)	Lucara Diamond Corp. (67%)	Timbercreek Financial Corp. (50%)
	Wesdome Gold Mines Ltd. (50%)	LXRandCo, Inc. (83%)	Topaz Energy Corp. (50%)
			Tree Island Steel Ltd. (50%)
			Trilogy Metals Inc. (50%)
			TVA Group Inc. (58.82%)

Voluntary disclosure on diversity beyond gender

This year we noted a substantial increase in the number of issuers not subject to the CBCA Requirement who provided disclosure regarding the representation of members of visible minorities, Indigenous peoples and persons with disabilities on a voluntary basis. The increased level of voluntary reporting resulted in a significant increase in the number of directors and executive officers who are visible minorities compared to last year, but little to no change in the number of directors and executive officers who are Indigenous or persons with disabilities.

	Members of visible minorities		Indigenous peoples		Persons with disabilities	
	2023	2022	2023	2022	2023	2022
Companies disclosing number of directors who are:	96	67	45	34	38	28
Number of directors who are:	133	81	13	10	7	5
Companies disclosing number of executive officers who are:	40	35	17	16	16	14
Number of executive officers who are:	75	56	2	2	2	1
Companies disclosing whether they have targets for directors who are:	77	49	57	33	53	28
Companies disclosing whether they have targets for executive officers who are:	64	44	53	32	53	31

Best practices for increasing diversity

Best practice	Examples of innovative leaders	Other leaders
<p>Recruitment criteria</p>	<p>Endeavour Mining plc</p> <p>Endeavour recognizes that a diverse and talented workforce gives it a competitive advantage and that the company’s success is the result of the quality and skills of its people. The company’s current emphasis is on developing a workforce whose diversity reflects that of the countries and communities in which it operates as well as promoting a gender diverse workplace.</p> <p>One of Endeavour’s key diversity representation initiatives is a “Growing Local Talent” program which aims to recruit as many nationals and people from local communities as possible across all levels of the organization. The goal is to create a healthy pool of candidates to support Endeavour’s planning and succession strategies.</p> <p>Manulife Financial Corporation</p> <p>To enhance its pool of diverse candidates when recruiting, Manulife</p> <ul style="list-style-type: none"> • builds representation of BIPOC professionals through focused recruitment efforts from diverse postsecondary schools across North America • incorporates diversity into the ongoing review and discussion of succession candidates • follows a formal recruitment process where all vacancies are posted internally and externally, and all executive search vendors must ensure their slate of candidates is diverse and includes a focus on women • implements diverse slate requirements internally to increase hire and promotion rates of diverse candidates • uses technology in the company’s hiring process to reduce biased job posting language and hired two dedicated diverse candidate recruiters • requires that all recruiters be trained in inclusive hiring practices 	<p>Eldorado Gold Corporation</p> <p>ShawCor Ltd.</p> <p>SmartCentres Real Estate Investment Trust</p>

Best practice	Examples of innovative leaders	Other leaders
<p>Mentorship programs</p>	<p>Bausch + Lomb Corporation</p> <p>Bausch + Lomb designed and piloted a six-month global mentorship program to increase mid-career development and to grow diversity, specifically among people of colour and women in manager and director roles. They anticipate a broader launch of this program in 2023.</p> <p>Converge Technologies Solutions Corp.</p> <p>At the board level, each new director is provided with a mentor from the Corporate Governance and Nominating Committee to assist in orientation.</p> <p>Within the workforce, <i>Women for Women</i> was created to give the self-identified female population at Converge a voice and the time to invest in leadership development, while receiving professional advice from female executives and fellow employees.</p>	<p>Bird Construction Inc.</p> <p>DREAM Unlimited Corp.</p> <p>K92 Mining Inc.</p>
<p>Employee resource groups</p>	<p>AltaGas Ltd.</p> <p>The company has employee-led, executive-sponsored employee resource groups (ERGs) made up of employees who share common interests or life experiences. These ERGs are strategic business resources that support recruitment and retention, provide professional development and mentorship, and positively impact the company’s culture and communities through giving and volunteerism.</p> <p>Currently, the ERGs at AltaGas are</p> <ul style="list-style-type: none"> • African-American Resource Council • inspirASIAN • Women’s Leadership Network • Veterans of WGL • Pride • Latino Empowerment and Diversity 	<p>ATS Corporation</p> <p>Finning International Inc.</p> <p>National Bank of Canada</p>

Best practice	Examples of innovative leaders	Other leaders
<p>Employee resource groups</p>	<p>WSP Global Inc.</p> <p>WSP has well-established employee-led diversity and inclusion groups, supported by the company. Based on common identities, interests or backgrounds, these communities foster a diverse and inclusive workplace and provide a voice for under-represented groups in the majority of the company’s operating regions.</p> <p>WSP’s global network provides the platform for these employee resource groups, so there is representation at both the regional and global levels. An example is WSP’s Visibility in the Built Environment (VIBE) ERG which represents the LGBTQIA2S+ community and consists of regional groups which are also linked globally.</p>	
<p>Training</p>	<p>Bird Construction Inc.</p> <p>Bird has a long-standing internal program, the Bird Leadership Academy, through which select employees complete a four-session, twelve-day leadership program. More recently, Bird developed Taking Flight, a manager training program to help develop managers’ skillsets as a precursor to the Bird Leadership Academy. In 2022, 20% of the employees selected to participate in this program were women.</p> <p>Nutrien Ltd.</p> <p>Nutrien’s equity, diversity and inclusion (EDI) learning platform includes micro-learnings for the company’s employees, beginning with foundational content and then building skills to promote ongoing engagement. In 2022, the platform had over 1,900 registered users, over 8,500 completed courses and over 40,500 micro-learnings.</p> <p>EDI competency in Nutrien leaders is enhanced through the integration of EDI concepts into the company’s leadership education and development programs.</p>	<p>Fortis Inc.</p> <p>Chorus Aviation Inc.</p> <p>CI Financial Corp.</p>

Best practice	Examples of innovative leaders	Other leaders
<p>Diversity and inclusion committees</p>	<p>DREAM Unlimited Corp.</p> <p>To further address the advancement of women both on the board and within the corporation, Dream’s board has established a Leaders and Mentors Committee whose mandate is to</p> <ul style="list-style-type: none"> • identify, mentor and champion exceptional talent within the organization • oversee Dream’s commitment to being a leader in diversity and inclusion at all levels of the organization • work with the Governance, Environmental and Nominating Committee to identify excellent candidates for board positions – irrespective of prior board experience – who are most likely to help Dream achieve its goals • provide mentorship to new board members <p>Fortis Inc.</p> <p>The company’s DEI Advisory Council was established in 2020 with diverse, senior-level representation from across Fortis to guide the organization’s inclusion and diversity strategy and implementation. It completed foundational work in 2021 and advanced initiatives related to DEI performance metrics, DEI education and workforce diversity data collection in 2022.</p> <p>In 2022, all council members completed anonymous evaluations to determine the effectiveness of the DEI Advisory Council in three categories: DEI strategy advancement, DEI awareness and understanding, and meeting quality/efficiency. Overall scores were strong, exceeding the company’s target expectations.</p>	<p>Allied Properties Real Estate Investment Trust</p> <p>The Bank of Nova Scotia</p> <p>National Bank of Canada</p>

Best practice	Examples of innovative leaders	Other leaders
<p>Flexible work arrangements</p>	<p>AltaGas Ltd.</p> <p>The company’s flexible work policy provides qualifying employees with options ranging from fully remote to hybrid schedules and part-time and compressed work weeks.</p> <p>SmartCentres Real Estate Investment Trust</p> <p>SmartCentres gives employees the option to work from home eight days a month with manager approval. The REIT also has other flexible work arrangements for employees to support the needs of its diverse population.</p>	<p>Manulife Financial Corporation</p> <p>Kinaxis Inc.</p>
<p>Monitoring activities</p>	<p>Bank of Montreal</p> <p>The annual Count Me In campaign helps BMO understand workforce diversity through voluntary responses to the enterprise-wide diversity self-identification survey. The bank uses the results to focus inclusion efforts on programs that meet the needs of employees and to create a workplace with zero barriers to inclusion. This in turn helps BMO live its Purpose which is to “Boldly Grow the Good <i>in business and life.</i>”</p> <p>In 2022, the bank improved the employee self-identification experience in the Count Me In Survey and continues to further expand self-identification options.</p> <p>Cenovus Energy Inc.</p> <p>The company tracks and discloses its diversity targets and progress in a tabular format. This table includes a column tracking cumulative progress, calculated from the adoption of the current board diversity targets in November 2021 and the leadership diversity targets in December 2021. It also tracks changes in diversity over the year at the board and executive levels among women, visible minorities, Indigenous peoples and persons with disabilities.</p>	<p>Barrick Gold Corporation</p> <p>Dundee Precious Metals Inc.</p> <p>Eldorado Gold Corporation</p> <p>Hydro One Limited</p>

Best practice	Examples of innovative leaders	Other leaders
<p>Building external partnerships</p>	<p>AltaGas Ltd.</p> <p>Throughout its operations, AltaGas looks to enhance opportunities for local diverse communities to prosper through the supply of goods and services. The Supplier Diversity program at AltaGas subsidiary Washington Gas has been in place since 2009 and focuses on encouraging the use of minority-owned, women-owned, veteran-owned, LGBTQIA2S+-owned, and service-disabled veteran-owned suppliers. Identifying contracting and supplier procurement opportunities for Indigenous communities is also a priority and the company continues to look for chances to direct midstream capital spend to Indigenous-owned and affiliated vendors. AltaGas is continuing to expand and incorporate diverse supplier practices into supply chain processes to enhance the company’s positive community impact.</p> <p>The Bank of Nova Scotia</p> <p>As part of its work to support women’s board participation, Scotiabank assists corporate clients who want increased diversity on their boards. Scotiabank now has a growing list of board-ready women who have completed the Scotiabank Good Corporate Governance Program and are available to serve on boards.</p> <p>Scotiabank recognizes the importance of helping women at various stages of their career and is focused on building the boardroom talent pipeline while also creating more opportunities and widening the aperture of who is considered for board seats – a deeper, principle-driven strategy that will be more impactful in the long run.</p>	<p>Barrick Gold Corporation</p> <p>RioCan Real Estate Investment Trust</p> <p>Sun Life Financial Inc.</p>
<p>Promoting a change in culture, conducting internal reviews and removing systemic barriers</p>	<p>TELUS Corporation</p> <p>In 2022, Telus launched a diversity and inclusion learning space, providing team members with enriched learning opportunities on respectful workplaces, being more inclusive, unconscious bias, allyship, microaggressions, anti-racism and many more diversity and inclusion topics.</p> <p>Further, Telus built and launched an integrated diversity and inclusion web presence for team members and customers in 2022, making it easier for people to find the information, tools or resources they need.</p>	<p>Hydro One Limited</p> <p>Royal Bank of Canada</p>

Best practice	Examples of innovative leaders	Other leaders
<p>Promoting a change in culture, conducting internal reviews and removing systemic barriers</p>	<p>The Bank of Nova Scotia</p> <p>The bank’s employee Allyship Summit for Change, a new initiative this year, supports a culture of inclusion and belonging at the bank. The 2022 Summit launched the bank’s strengthened overarching diversity, equity and inclusion strategy focused on encouraging allyship across its global footprint to better serve customers, support communities and enable employees’ success.</p> <p>Scotiabank is committed to building a culture of allyship and advancing inclusion to create affirming and welcoming environments for everyone, and emphasizes that effective allyship involves actively pursuing inclusion 365 days a year.</p>	
<p>Pay equity initiatives</p>	<p>Intact Financial Corporation</p> <p>Intact is committed to having a fair and inclusive workplace and as such, it has a solid framework in place and standardized processes to provide objective and unbiased support at all stages of the compensation process.</p> <p>Intact closely monitors compensation outcomes to assess pay equity and in 2022, after adjusting for level, location and role, the company observed throughout its Canadian insurance operations that</p> <ul style="list-style-type: none"> • women globally earned equivalent dollar for dollar earned by men • Black and People of Colour earned on average 99 cents for every dollar earned by employees who do not identify as BPOC <p>TransAlta Corporation</p> <p>To monitor the company’s progress on the advancement of diversity and to develop a healthy pipeline of female talent, TransAlta participates in various initiatives, including ensuring pay equity between men and women. On several occasions over the past five years, the company has proactively adjusted compensation throughout the organization to align pay between men and women that perform similar roles.</p> <p>TransAlta also reports on statistics on gender pay equity performance for employees in equivalent roles; the results from 2022 show 99% pay equity for women relative to men.</p>	<p>Eldorado Gold Corporation</p> <p>Emera Incorporated</p> <p>Canadian National Railway Company</p> <p>Sun Life Financial Inc.</p>

Best practice	Examples of innovative leaders	Other leaders
<p>Focus on broader diversity characteristics, including persons that identify as Black, Indigenous and people of colour</p>	<p>BCE Inc.</p> <p>In 2020, BCE committed to taking meaningful actions to address the impacts of systemic racism on people who identify as Black, Indigenous and People of Colour (BIPOC) at the company and in its communities. This included setting a new target for BIPOC representation on the senior management team of at least 25% by 2025, and a target of 40% BIPOC representation in its graduate and intern hires. As of the end of 2022, there is 23% BIPOC representation within the senior management team (director-level and executives). In addition, BCE exceeded its target of 40% BIPOC representation in new graduate and intern hires, achieving 52% representation.</p> <p>Element Fleet Management Corp.</p> <p>Building on a foundation of promoting diversity, equity and inclusion throughout many aspects of its business model, Element formalized its DE&I strategy through goal setting, adding diversity and inclusion metrics to the company’s Global Balanced Scorecard. The diversity index measured female and BIPOC representation in the company’s workforce, including hires, promotions and retention. Element met the aggressive targets it set in its second year of measuring.</p> <p>Element strives to improve gender parity in the hiring process and have BIPOC hiring reflect the diverse makeup of its communities. The company met its promotions target with parity for women and with BIPOC promotions slightly above its representation percentage.</p>	<p>Air Canada</p> <p>Chartwell Retirement Residences</p>
<p>Indigenous</p>	<p>Enbridge Inc.</p> <p>In 2022, Enbridge published its inaugural Indigenous Reconciliation Action Plan, which reinforces the company’s goal of becoming a leader in North American Indigenous reconciliation. The plan details 22 measurable commitments that cover each of the company’s four core businesses and support its journey toward reconciliation. The report is available on Enbridge’s website.</p>	<p>Canadian National Railway Company</p> <p>MEG Energy Corp.</p> <p>SNC-Lavalin Group Inc.</p> <p>TELUS Corporation</p>

Best practice	Examples of innovative leaders	Other leaders
<p>Indigenous</p>	<p>Suncor Energy Inc.</p> <p>Indigenous workforce development and inclusion remain key to Suncor’s Journey of Reconciliation. This year, Suncor’s executive leadership team joined Phil Fontaine, former National Chief of the Assembly of First Nations and recognized Indigenous Canadian leader, in a fireside chat as part of Suncor’s National Day for Truth and Reconciliation. This event, attended by 4,500 employees, was an opportunity to engage in a conversation about advancing the Journey of Reconciliation. Further, in partnership with Journeys, Suncor’s Indigenous Employee Network, the organization delivered a learning event on the history of the residential school experience, with an emphasis on sharing through storytelling.</p> <p>With the ongoing integration of Syncrude into Suncor’s portfolio of assets, the opportunity for Suncor to learn from and leverage Syncrude’s experience and success in leading practices in Indigenous employment is being fully embraced.</p>	
<p>LGBTQ2S+</p>	<p>Enbridge Inc.</p> <p>Enbridge tracks and reports progress on workforce representation goals through an internal company-wide Diversity Dashboard. The dashboard creates transparency, as all employees can access and filter data by job level, function and geography to see hiring, promotion and turnover rates. In 2022, Enbridge added 2SLGBTQ+ insights to the dashboard following consultation with the company’s Prism Energy Employee Resource Group.</p> <p>Suncor Energy Inc.</p> <p>As part of the company’s commitment to creating an inclusive environment for all gender identities and as outward support of people’s diverse gender identities and expressions, Suncor made enhancements to the company’s diversity self-identification form to include gender identity and pronouns.</p> <p>In addition, on National Coming Out Day, Suncor introduced the Gender Transition Guidebook to help equip employees and leaders to support members of the workforce who are transitioning.</p>	<p>Aecon Group Inc.</p>

Best practice	Examples of innovative leaders	Other leaders
<p>Disability</p>	<p>Air Canada</p> <p>Air Canada is developing an accessibility plan and establishing processes to identify and remove barriers for accessible transportation services. This initiative includes direction on communicating with travellers living with disabilities, training employees and workers to help travellers living with disabilities, and generally providing accessible services.</p> <p>Kinaxis Inc.</p> <p>The company’s Autism@Work program has a target of ensuring 1% of the Kinaxis employee population is on the autism spectrum. According to the company’s 2022 annual engagement survey, 2% of employees identify as such. The program has added diversity of thought and innovation to the R&D team which helps build the company’s competitive advantage.</p>	<p>Aecon Group Inc.</p>
<p>Other diversity group initiatives</p>	<p>Enbridge Inc.</p> <p>In an effort to build an inclusive workforce that represents the communities in which it operates, Enbridge has a goal of having U.S. protected veterans comprise 7% of its employees by 2025.</p> <p>Cameco Corporation</p> <p>As part of Cameco’s long-term strategy to work collaboratively with Indigenous Peoples and local communities wherever it operates, programs aimed at skill enhancement and training for Residents of Saskatchewan’s North (RSNs) continued to be a priority in 2022. Cameco’s strategic initiative to move to a digital culture includes a focus for RSNs to train qualified candidates for employment in the industry. In 2022, Cameco offered courses in digital readiness, industrial readiness and Cameco readiness to more northern Saskatchewan communities. The company also developed an ongoing employment readiness paid work placement for RSNs.</p>	<p>Canadian Pacific</p> <p>Kansas City Limited</p> <p>Hydro One Limited</p>

Best practice	Examples of innovative leaders	Other leaders
<p>Tying compensation to diversity goals</p>	<p>Allied Properties Real Estate Investment Trust</p> <p>As part of its assessment of incentive bonus awards for executives, Allied’s board established four ESG goals, one of which focuses on EDI. The “target” goal was to address 100% of 2022 commitments in Allied’s EDI roadmap.</p> <p>Capital Power Corporation</p> <p>Each named executive officer has ESG objectives that comprise their Short-Term Incentive Plan (STIP) award. Measures that have a larger impact on the entire company are identified with individual executives having primary accountability. These include measures related to retention, strengthening employee diversity and inclusion, and environmental emissions initiatives.</p>	<p>Chorus Aviation Inc.</p> <p>Corus Entertainment Inc.</p>

Going above and beyond: Best company disclosure



Each year, among the many hundreds of issuers whose diversity disclosure we review, we find some that have taken the opportunity to provide an especially thoughtful and meaningful approach to disclosing their diversity policy. This chapter showcases some of our favourite examples of disclosure from this year. The examples are drawn from issuers in a variety of industries and of varying sizes to demonstrate that diversity cuts across the spectrum of issuers. We hope that these examples will inspire others.

Leaders in disclosure on diversity practices

Aecon Group Inc., Enbridge Inc. and Kinaxis Inc. have consistently excelled as leaders in disclosure on diversity practices through their annual management proxy circulars. Each company provides disclosure that goes well beyond the mandated requirements. Based on the extent of the information disclosed and the attention paid to the presentation of information related to diversity, it is clear these companies are committed to advancing their EDI programs.

We have chosen to focus on disclosure practices by other issuers in this year's Best Disclosure chapter, but recommend reviewing the proxy circulars for these three companies as their disclosure also addresses many of the points noted below.

Subsidiary board diversity

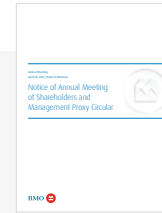


EMERA INCORPORATED
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Emera continues to advance initiatives to foster diversity, equity and inclusion across the company to create safe, diverse workplaces where everyone feels included and supported. A good example of how Emera has made stellar progress in this area is through its decision to expand reporting on diversity to include major subsidiaries rather than solely focusing on its parent company.

Operating Company Board Diversity

Emera has made significant progress in respect of diversity on our subsidiary boards. Of the 21 external directors that serve on the Boards of our four largest operating companies (Tampa Electric, Nova Scotia Power, Peoples Gas and New Mexico Gas), 47 per cent are female and 33 per cent are Black, Hispanic or Indigenous. Diversity on our operating company boards remains an ongoing focus.

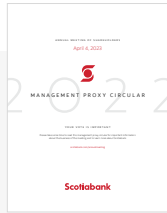


BANK OF MONTREAL
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BMO's policy to require that profiles of diverse executives be reviewed for board openings amongst all its subsidiaries is significant given that the company has 134 subsidiaries across 14 jurisdictions worldwide (as of October 31, 2022). Mandates like this indicate that BMO is making an effort to build diversity initiatives into the DNA of the bank.

A strong focus on diversity is built into succession planning and candidate assessment for all open senior leader positions. To monitor progress on the advancement of women and People of Colour and develop a healthy pipeline of diverse talent, BMO:

- Identifies top talent and implements development plans for high-potential diverse talent
- Monitors the number of diverse employees in senior leadership roles and those in the pipeline
- Identifies and removes barriers that diverse employees and those facing systemic barriers commonly encounter in their careers to provide access to leadership and development opportunities
- Requires that the profiles of diverse executives be reviewed and considered for openings on subsidiary boards



THE BANK OF NOVA SCOTIA
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The Bank of Nova Scotia aims to set an example of good governance in its subsidiaries' local markets. The bank applies a diversity lens to the boards of its subsidiaries, raising the bar in some jurisdictions with less developed diversity practices. Further, the bank encourages employees to serve on its subsidiary boards so they develop the skills necessary to be successful directors on external boards and are better prepared for more senior roles internally.

As part of its commitment to board diversity, the bank is a signatory to the Catalyst Accord and the 30% Club Canada and a sponsor of Women in Capital Markets and other organizations increasing the representation of women in the technology industry. We first adopted a board diversity policy in 2013, setting out our gender diversity goals but also defining diversity broadly across a range of characteristics. We recently updated our board diversity policy to aspire to achieve gender parity and maintain our minimum aspirational goal of at least 30% women on our board. This year, 33.3% of our director nominees are women. We have consistently had over 25% female nominees since 2012 and have always met our aspirational goals set out in our diversity policy.

	# of women	%	goal	progress in achieving goal
2022 director nominees	4	33.3%	30%	goal achieved

Our written diversity policy states that we aspire to achieve gender parity and maintain our minimum aspirational goal of at least 30% women on our board, and is contained within our corporate governance policies, available on our website.

Our board remains committed to increasing representation of other designated groups on the board beyond women. However, this is not a new priority of our board. Over the past 10 years, People of Colour have represented at least 8% and up to 21% of our directors standing for election each year. This year, we have two director nominees who identify as People of Colour and no director nominees who identify as Indigenous peoples or persons with disabilities. We do not currently have measurable objectives related to these three designated groups given the small size of the board and the need to address regulatory requirements, including residency requirements applicable to directors of Canadian financial institutions and appropriate representation of financial industry and risk management expertise on the board and its committees.

Two of the four board committees are chaired by women and a third is chaired by a Person of Colour.

The corporate governance committee considers the effectiveness of the diversity policy on an ongoing basis, including its progress in achieving its aspirational goals, as part of its continuing assessment of current board composition, potential director candidates, and more formally on an annual basis as part of its review of our corporate governance policies. The effectiveness of this policy is also considered as part of our annual board assessment process.

We have also channelled practices from our board and applied those across our footprint, so that we can have a meaningful impact in other markets, developing pipelines in our own organization and in our subsidiaries and the communities we operate in throughout our footprint. This includes extending a diversity lens to our subsidiary boards as discussed further under the subsidiary governance section of the circular. Amongst our Canadian subsidiaries, women's representation is 63% on the Tangerine Bank board of directors, which was also the first major Canadian financial institution to have a woman President and CEO and 43% on the Scotia Capital board of directors. We have strong gender diversity at many of our large subsidiary boards with 33% women representation in both Ireland and the U.S.; 38% in Colombia; 43% in the United Kingdom; 55% in Jamaica, and 58% in Trinidad and Tobago. This approach can have a big impact, setting an example and raising the bar in jurisdictions where diversity on boards may not be a requirement or may be less further along.

Of utmost integrity and exhibit high engagement

All of our directors have the professional ability, business judgment, independence of opinion, and integrity to make an effective contribution to the board's execution of its mandate. This is critical, since the board is responsible for overseeing and maintaining the bank's strength and integrity, and overseeing our risk culture, standards of conduct and ethical behaviour.

Graphics on board diversity



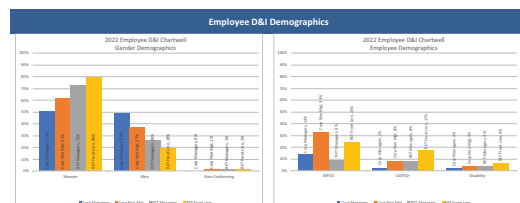
CHARTWELL RETIREMENT RESIDENCES
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 page 69

Chartwell disclosed the results of its 2022 Diversity Survey that sets out diversity among its employees. Chartwell’s disclosure also includes illustrative charts tracking women in leadership roles. Both these graphics are strong visual representations of Chartwell’s commitment to maintaining a healthy record of recruiting and retaining female talent.

Diversity and Inclusion

Chartwell has established a Diversity and Inclusion Leadership Council (“DILC”). The DILC advises and supports Chartwell in the development and implementation of its diversity and inclusion strategies. The DILC is responsible for the implementation of Chartwell’s Diversity and Inclusion Framework which sets the direction for our priorities and objectives with respect to Diversity and Inclusion. Chartwell’s Diversity and Inclusion Framework can be accessed here: <https://investors.chartwell.com/English/environmental-social-governance/esg-report-related-policies/default.aspx>

The following two tables set out Chartwell’s diversity among its employees:



Women in Leadership Roles

Chartwell has maintained a strong record of recruiting and retaining the best talent, including women in leadership positions, as set out in the table below:

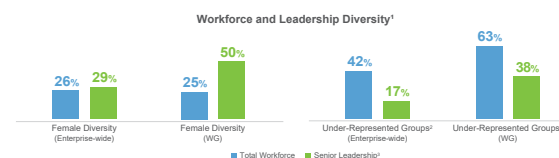
Directors		Executive Leaders					Total Leadership Roles at Chartwell
Independent Directors	Executive Officers	Senior Vice-Presidents	Vice-Presidents	Senior Directors			
33% (3 of 9)	38% (3 of 8)	50% (2 of 4)	71% (5 of 7)	52% (13 of 25)	44% (8 of 18)	52% (28 of 54) ⁽²⁾	

(1) Total number of directors, independent and non-independent.
 (2) For purposes of determining total number of leadership roles, Mr. Volodarski is counted once and not as both an executive officer and Director.



ALTAGAS LTD.
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 pages 43-44

The disclosure includes a helpful graphic breakdown of the representation of women and other designated groups at varying levels of seniority at AltaGas.



- Notes:
- As of December 31, 2022. Figures based on those who have self-identified to date.
 - Underrepresented groups includes people who identify as racially and ethnically diverse, Indigenous peoples, LGBTQIA2S+, veterans and people with disabilities.
 - Senior leadership includes Vice President and above.

Diversity on the Board and in Leadership Positions

The CBCA and securities laws require disclosure with respect to “designated groups” as defined under Article 3 of the *Employment Equity Act* (Canada), which includes women, Aboriginal peoples, persons with disabilities and members of visible minorities, who sit on the board of directors or are members of senior management of the issuer and its major subsidiaries. Senior management for purposes of the CBCA is a more narrowly defined pool of individuals than what our aspirational goals are based on. In order to obtain such information, directors and officers were asked to voluntarily self-identify in respect of the following categories to assist us in measuring diversity.

As of December 31, 2022 and March 8, 2023	Number	%	Targets/Aspirational Goals
Women on the Board ⁽¹⁾	4	40%	Increase female and ethnic/racial diversity to 50% by 2025 and maintain at least 50% female representation
Racial/ ethnically diverse members on the Board	1	10%	
Indigenous Peoples and Persons with Disabilities on the Board ⁽²⁾	0	0%	No set target but Board considers diversity broadly
Women Executive Officers ⁽³⁾⁽⁴⁾	8	42%	Diversity goals for Executive Officers are included in our broader leadership diversity goals for VP and above enterprise-wide
Racial/ ethnically diverse Executive Officers ⁽³⁾⁽⁴⁾	4	21%	
Indigenous Peoples and Persons with Disabilities in Executive Office ⁽⁵⁾	0	0%	

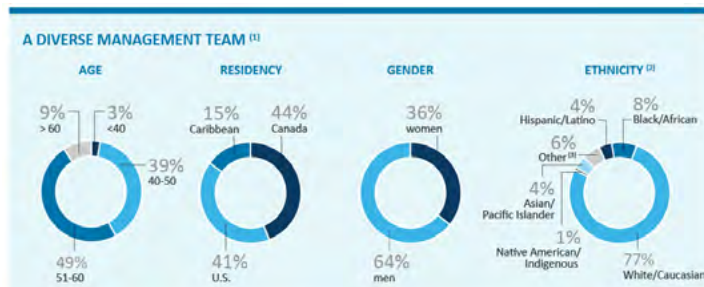
- Notes:
- Each committee of the Board has at least one female member and three of our four committees currently have female chairs.
 - None of the directors have self-identified as an Indigenous person or as a person with a disability.
 - Including AltaGas’ executive team and executive leadership at the Utilities and Midstream businesses. The aspirational goals for gender and under-represented groups apply to a larger pool of individuals than is caught by the definition of senior management for purposes of the CBCA and includes all vice-presidents, senior vice presidents and executives across the organization. Under-represented groups for purposes of our aspirational goal includes people who identify as racial and ethnically diverse, Indigenous Peoples, LGBTQIA2S+, veterans and people with disabilities.
 - Three of the individuals are included in more than one category. Two of seven members of AltaGas’ executive team are women (28%) and one of the women is also ethnically/racially diverse (visible minority) (14%). Of the 19 individuals included for purposes of the CBCA definition, three are included in more than one designated group.
 - None of the Executive Officers have self-identified as an Indigenous person or as a person with a disability.



FORTIS INC.
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Fortis collected baseline representation data across the entire enterprise and disclosed the results through four key lenses (age, residency, gender and ethnicity) in the graphic below. This type of initiative is helping Fortis better understand the company’s diversity profile and the degree to which the executive team is reflective of the workforce.

Establishing baseline diversity representation for our enterprise-wide executive team has been critical to understanding our current profile and supporting the development of executive diversity representation targets (see page 82). An executive diversity survey was conducted across the Fortis group in the first quarter of 2022, the results of which are depicted in the graphic below. The executive diversity data is representative of our enterprise-wide executive team as 100% of Fortis executives participated in this self-identification exercise.



(1) Approximately 2% of Fortis group executives self-identified as having a disability and 2% self-identified as veterans.
 (2) Representation of ethnic groups other than White/Caucasian is more predominant for executives in the Caribbean.
 (3) Includes 5% of Fortis group executives who represent two or more ethnicities and approximately 1% who did not wish to self-identify.

Increasing target levels



AIR CANADA
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 page 40

Air Canada’s Governance and Nominating Committee reviews the company’s diversity policy annually to assess its effectiveness in promoting a diverse board. After updating its diversity policy in 2022, Air Canada raised its target for representation of women on the board to 40% from 30%. This new goal underscores Air Canada’s commitment to making continued progress in its diversity initiatives.

Diversity milestones

Air Canada is committed to diversity and inclusion, and we are very proud of our diverse and inclusive workforce. Through its ongoing renewal, the Board aspires to see its composition further reflect Canada and the diversity of our customers and employees. We have had the opportunity to join in the leadership of many organizations in pledging or committing to advance diversity and equity at our Board and at Air Canada. For instance, we committed last year to having women represent at least 40% of the directors of Air Canada by 2025, up from 30% by 2020. If all nominees are elected at the meeting, 38% of the directors will be women. Our determination to advance our diversity aspirations will continue beyond when we meet any goals we have pledged or committed alongside other organizations.

Presently, four of our 12 directors (33%) identify as women, and one out of 12 directors (8%) identifies as a member of a visible minority. After the shareholder meeting and assuming all director nominees are elected, five of our 13 directors (38%) will identify as women, and two of our 13 directors (15%) will identify as members of a visible minority, one of whom as a Black woman. None of the current directors or nominees have self-identified as an Indigenous person or a person with a disability.

We share more information on how we seek to advance diversity among our senior management in the “Approach to diversity, equity and inclusion” section at [page 50](#) of this circular.

38% of our director nominees identify as women

15% identify as members of visible minorities



ALTAGAS LTD.
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AltaGas is an excellent example of a company continuing to build upon its aspirational diversity goals. Regarding diversity initiatives related to the board, AltaGas has met and improved upon its targets several times. The company also introduced a new goal that focused on broader diversity initiatives beyond gender. This goal was met in 2022.

In addition, AltaGas set aspirational goals related to gender diversity for senior leadership. The company strives for 40% female representation while maintaining at least 40% male representation at the VP and above level, enterprise-wide, by 2030. AltaGas also set a goal to achieve 20% representation from under-represented groups at the VP and above level, enterprise-wide, by 2030.

Board Diversity Policy

The Board is committed to diversity among its members and seeks qualified candidates who are diverse in professional experience, skills and functional expertise, knowledge, personal competencies and qualities and diverse with respect to other attributes, including gender, age, race, ethnicity, sexual orientation, education, and geographic location.

The Board first implemented a formal policy on Board diversity in 2017. In 2018, the policy was updated to adopt an aspirational target of 30% female representation on its Board by 2022, which the Board exceeded in 2020. Striving for a Board profile that is well balanced and representative of diverse experiences and characteristics, the Board Diversity Policy is designed to consider diversity broadly with flexibility to set aspirational targets for other diverse representation. The Board continued to increase the diverse representation of its membership consistent with its policy, achieving 45% gender and ethnic/racial diversity in 2021. The Board updated its diversity goal late in 2021 to achieve 50% gender and ethnic/racial diversity on the Board by 2025 (while maintaining at least 30% female representation). The Board met this diversity goal in 2022. The Board assesses its diversity goals, including performance against its goals and implementation of new goals, on an annual basis as part of its succession planning. See “Environmental and Social Matters - Employee Engagement, Diversity and Inclusion Initiatives” for the diversity disclosure required by the CBCA.

The Board members are also diverse in age, tenure and geography, enhancing the diversity of perspectives.



WSP GLOBAL INC.
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[page 47](#)

The company provides a unique alternative to setting a specific executive officer target. As set out in its “2022-2024 Global Strategic Action Plan” WSP aims for a 5% year-over-year increase in the representation of under-represented groups globally in middle management and senior leadership roles.

Establishing Targets for Diversity

In 2021, the Corporation amended its Corporate Governance Guidelines to set a formal target of 30% women on its Board. This target has been surpassed as 37.5% of WSP’s current Board members are women and following the Meeting, assuming all Nominee Directors are elected, 33.3% of Board members will be women. To date, the Corporation has not adopted a specific target for the representation of Indigenous peoples, persons with disabilities and members of visible minorities (together with women, the “Designated Groups”) but rather, when engaging independent external advisors to assist in conducting a search for potential director candidates, it shall mandate such advisors to ensure that diverse candidates are included.

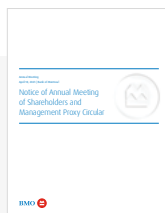
To date, the Corporation has not adopted a specific target for the representation of the Designated Groups among senior management in particular, but has set a target in its 2022-2024 Global Strategic Action Plan of a 5% year over year increase in the representation of women, Indigenous peoples, persons with disabilities, ethnic minorities, LGBTQIA2S+, and veterans (collectively the “Under-Represented Groups”) globally in middle management and senior leaders. It is applied in each region, allowing for local diversity laws, data protection and cultural sensitivities. In 2022, WSP achieved its 5% target increase in Under-Represented Groups globally in middle management and business leaders.

The Corporation’s progress towards achieving these goals is outlined below:

	AS OF MARCH 30, 2023			
	Current Directors	Nominee Directors	Members of Senior Management - Executive Officers	Global Leadership Team
Total	8	9	11	22
Women	3 (37.5%)	3 (33.3%)	4 (36.4%)	6 (27%)
Indigenous peoples	—	—	—	—
Members of visible minorities	—	1 (11%)	1 (9%)	2 (9%)
Persons with disabilities	—	—	1 (9%)	1 (5%)
Number of individuals that are members of more than one Designated Group	—	—	1 (9%)	2 (9%)

The Board will continue to promote its diversity objectives through the initiatives set out in, among other things, the Corporate Governance Guidelines and its 2022-2024 Global Strategic Action Plan, with a view to identifying and fostering the development of a suitable pool of candidates for nomination or appointment over time.

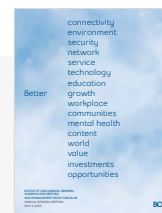
Explanation for not adopting targets



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[page 22](#)

BMO provides a good explanation for the absence of executive committee targets. The bank discloses that the board still monitors the diversity of the Executive Committee closely and that 27% of the Executive Committee members are women.

In addition, two members of BMO’s Executive Committee identify as a Person of Colour. While we have diversity goals at the senior leadership level, we do not establish separate diversity targets at the Executive Committee Level due to the small size of this group, however we do carefully consider a broad range of criteria for these positions such as characteristics, experience, and diversity (i.e. gender, age, ethnicity and geographic background) and the Human Resources Committee and board monitor the diversity of the Executive Committee closely through its oversight of executive appointments and succession planning.
 For information on board diversity, please see Diversity and skills on page 27.



BCE INC.
[2023 Management Proxy Circular](#)
[page 39](#)

BCE explains why the company does not have specific diversity targets at the executive officer level. However, BCE does adopt and disclose diversity targets it has set at the senior management level, consistent with the commitments the company has made as a member of a number of prominent organizations that support the advancement of women and BIPOC representation in the workplace, including Catalyst, 30% Club, Women in Communications and Technology, The Women in Tech Network, Black Professionals in Technology Network, Onyx Initiative, Indigenous Works, Pride at Work and Ascend.

Diversity at the senior leadership level

BCE believes it is important to have diversity in the Board, senior leadership team and at all levels of the organization, as this attracts top talent, leads to better performance and reflects the diversity of our employees, customers and shareholder base.

We remain committed to fostering an inclusive, equitable and accessible workplace where all employees feel valued, respected, supported and have the opportunity to reach their full potential.

Our Diversity Leadership Council (DLC) champions Diversity, Equity, Inclusion and Belonging (DEIB) across the organization. The DLC defines Bell’s DEIB strategy and develops company-wide implementation plans for specific actions. The DLC is comprised of 19 diverse senior leaders, including vice presidents, who represent each business unit and the markets we serve across Canada. We work with these vice presidents to seek to ensure our business strategy and human resource policies align with our DEIB goals.

In seeking to foster diversity at the executive officer level (the President and CEO and their most senior direct reports), the Compensation Committee considers a number of factors, including gender, age, geography, background and other factors related to individual diversity.

In step with our overarching corporate objective to improve gender diversity across levels, including in our senior leadership, Bell is a signatory to the Catalyst Accord 2022 and a member of the 30% Club, which aim to increase the proportion of women within executive leadership positions and serving on Canadian corporate boards to at least 30% by 2022. In 2022, Bell exceeded that target with 32% women in executive positions and we continue to progress towards our next goal

of at least 35% gender diverse executives (vice president level and above) by the end of 2023.

In 2020, BCE committed to taking meaningful actions to address impacts of systemic racism on Black, Indigenous and Persons of Colour (BIPOC) at our company and in our communities. This included setting a new target for BIPOC representation on our senior management team of at least 25% by 2025, and a target of 40% BIPOC representation in our graduate and intern hires. As of the end of 2022, we were at 23% of BIPOC representation within our senior management team (director-level and executives). In addition, we exceeded our target of 40% BIPOC representation in our new graduate and intern hires, achieving 52% representation.

BCE’s objectives do not specifically focus on executive officer positions only due to the small size of this group. Additionally, due to the small size of the group and reliance on self-reporting, representation targets are not reported for executive officers for members of visible minorities, Indigenous peoples and persons with disabilities.

As of December 31, 2022, women held 32% of all executive positions, members of visible minorities held 17%, Indigenous peoples 2%, and persons with disabilities 6%. Moreover, 33% of executive officer positions were held by women (4 of 12); 17% (2 of 12) by members of visible minorities; 0% (0 of 12) by Indigenous peoples; and 17% (2 of 12) by persons with disabilities. In the first quarter of 2023, there was one departure at the executive officer level. This change resulted in increased representation to 36% of executive officer positions held by women (4 of 11) as of February 2023.



NUTRIEN LTD.
[2023 Management Proxy Circular](#)
[pages 40-41](#)

While Nutrien has not implemented formal targets with respect to women in executive officer positions, the company indicates they are undertaking a number of initiatives to advance a “Strategic Inclusion Plan.” A key component to meaningful and sustainable diversity includes continuing to strive towards increasing the representation of women at senior levels of Nutrien by tracking the number and percentage of women in senior leadership positions as well as the number of self-identified Indigenous applicants interviewed and hired versus non-Indigenous candidates.

Executive Diversity

We believe that a diverse workplace culture drives enhanced decision-making, increased innovation and positively influences employee attraction and retention, as well as customer satisfaction. Diversity in our business creates long-term value by aligning Nutrien’s business perspectives with an increasingly diverse customer base, building capability to operate in international markets and enabling Nutrien to recruit from a larger pool of talent.

Within Nutrien’s Executive Leadership Team, which is comprised of Nutrien’s executive officers, the level of representation from diverse groups is a criteria that is always given due consideration when identifying candidates for senior leadership roles. We do not mandate specific diversity targets at the level of Nutrien’s executive officers due to the small size of this group and the need to carefully consider a broad range of criteria.

Of our current Executive Leadership Team, we identify our women EDI percent of the total number of members of the Executive Leadership Team(s) None identify as an Aboriginal person, a visible minority or a person with a disability.

Supporting Equity, Diversity and Inclusion

Overseen by our Chief Human Resources Officer and fostered by our Inclusion Council, we are undertaking a number of initiatives to advance our Strategic Inclusion Plan and support our commitment to equity, diversity and inclusion. Some of our initiatives include:

- The Emerging Talent Program is a newly developed three-year rotational program for post-secondary graduates to build a diverse and effective talent pool poised for accelerated development to leadership and manager roles within our Nutrien Ag Solutions operating segment. There were 11 participants in 2022. Consideration when selecting applicants was given to age, ethnicity and gender diversity.
- Nutrien Academy is a leadership development program for women to help build business competency. In 2022, 26 women from our North American operations participated.
- Women in Leadership Mentoring Program helped equip 12 professionals from across the business to transition into management positions. This is a key part of our commitment to help women develop their skills to progress their careers and participate at senior leadership levels.
- The Women in Trades Program builds a qualified talent pool of women for trades and technical positions, specifically at Nutrien’s Nitrogen operations in Alberta, Canada. This program includes structured recruitment partnering with trade schools and provides scholarships, professional development, mentoring, networking events and community engagement. Twelve women participants were hired in 2022.

For additional details and information on the new Strategic Inclusion Plan including EDI and other initiatives, please see our 2023 ESG Report available on our website at www.nutrien.com.

- Our equity, diversity and inclusion (EDI) learning platform includes micro-learning for Nutrien employees, beginning with foundational content and then building skills to promote ongoing engagement. In 2022, we had over 1,900 registered users, over 8,500 completed courses and over 40,500 micro-learning.
- Leadership training and development continues to incorporate EDI competency in Nutrien leaders by incorporating EDI concepts into leadership education programs.
- Employee Resource Groups act as inclusion networks and remain active in the areas of support for women, women in non-traditional environments and roles, members of the LGBTQ+ community, young professionals, Black employees, and military members. We support Employee Resource Groups in building community internally and engaging community externally.
- We continued to evolve our recruitment processes to attract and promote a more diverse selection of underrepresented candidates, including encouraging the use of diverse images in campaigns and utilizing more inclusive wording in our job postings.

In support of our Strategic Inclusion Strategy, a key component to meaningful and sustainable change with a view to building the talent pipeline is setting targets and measuring our progress.

- Traditionally underrepresented in the agricultural industry, we continue to strive towards increasing the representation of women at senior levels of Nutrien. We started tracking the number and percentage of women in senior leadership in 2018 when the company formed. Women in senior leadership is defined as women in the organization at the Director level and above – all levels above Senior Manager, up to and including Chief Executive Officer. We have a target to increase the representation of women in senior leadership to 30 percent or more by 2025. At the end of 2022, we had 21 percent women in senior leadership roles.
- Indigenous people also represent an important component of our future Canadian workforce, and we track the number of self-identified Indigenous applicants interviewed and hired versus non-Indigenous candidates. This information informs our hiring practices and where we make community investment in training and education to build capacity.

Notably, equity, diversity and inclusion are core priorities of our sustainability strategy as described in our 2023 Environmental, Social and Governance Report (2023 ESG Report). See our 2023 ESG Report for additional details on our approach, strategy and actions to advance and promote equity, diversity and inclusion.

Listing diversity initiatives



CANADIAN NATIONAL RAILWAY COMPANY
[2023 Management Information Circular](#)
[page 36](#)

CNR provides an easy-to-read list of key measures the company takes to promote and reinforce its “Diversity and Inclusion Plan.”

Supporting Diversity, Equity and Inclusion

CN is undertaking various initiatives aimed at better promoting and reinforcing diversity, equity and inclusion (DE&I). For example, we are:

- executing on our DE&I vision and ambition to reflect the communities in which we operate;
- conducting regular reviews of pay equity and defining a roadmap to address identified gaps;
- further aligning our sponsorships and donations budget to better align with our strategic DE&I vision;
- assessing hiring practices to leverage recruitment agencies focused on under-represented groups and requiring diverse candidate slates for all recruitment mandates;
- developing inclusive leaders through targeted training and education, including unconscious bias and inclusive leadership training, as leaders are critical in creating and sustaining an inclusive environment;
- continuing to support and leverage the eight ERGs to support a more diverse and inclusive environment;
- having dedicated resources to support our DE&I vision; and, in 2023 are allocating additional dedicated resources; and
- keeping our focus on maintaining the gender diversity targets set for our Board and executive management.

These initiatives are strongly supported through active involvement by the executive management and the Board.



FINNING INTERNATIONAL INC.
[2023 Management Proxy Circular](#)
[page 40](#)

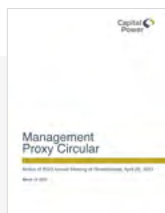
Finning’s disclosure provides a list of diversity and inclusion highlights over the past year, providing investors with insight into the areas the company has focused on in enhancing its EDI practices.

2022 inclusion and diversity highlights

In 2022, we continued to invest in organizational systems and culture transformation to drive ongoing continued improvements in the diversity and inclusivity of teams. Below are highlights from this year:

- 100% of executive management and more than 85% of senior leaders established a goal to ensure diverse and inclusive teams, demonstrating shared accountability and leadership commitment to our inclusion journey
- 82% of senior leaders and above have completed Conscious Inclusion training to date to build leadership capability to visibly champion our inclusion journey with their teams and be role models
- The majority of front-line level leaders and above completed Building Respectful Teams training to build leadership capability to stand up for respect and lay the foundation for a healthier culture
- The members of our inclusion and diversity council, including our President and CEO, and other executives hosted Culture Conversations to listen and learn from diverse perspectives while championing topics ranging from psychological safety, respect, anti-racism, LGBTQ+ inclusion, Indigenous inclusion and allyship
- Leaders continued embedding Courage to Care programming into regular team meetings, reinforcing the interconnectedness of physical and psychological safety, respect, inclusion and wellbeing
- We enabled confidential and voluntary self-disclosure of diverse identity information, including pronouns, gender identity and expression, sexual orientation, disability and ethnicity, in order to assist in the development of our programming and other initiatives to improve diversity and inclusion
- We continue to support employee resource groups (ERGs) in Canada, the United Kingdom and Ireland. In Canada, these exist for members and allies of the LGBTQ+, Indigenous and Women’s communities. In the United Kingdom and Ireland, ERGs exist for members and allies of the LGBTQ+, Women’s, persons with disabilities and members of the armed forces communities. We also established an Allies for Inclusion group for South America. These groups support underrepresented talent and raise awareness with leaders about barriers and allyship
- Finning UK and Ireland became a Disability Confident Committed employer, equipping us with the knowledge, skills and confidence we need to attract, recruit, retain and develop persons with disabilities
- Finning South America was recognized by the Human Rights Campaign as a best place to work for LGBTQ+ community and earned a category A+ company rating for the second year in a row
- Finning South America is on track to meet our goal of 50% female worker representation at the Escondida mining project under our agreement with BHP
- Finning Canada continued our Truth and Reconciliation Journey through cultural awareness training, Indigenous employee panel events, celebrating key dates, and sharing resources to support anti-racism and decolonization efforts

Showing progress over time



CAPITAL POWER CORPORATION
[2023 Management Proxy Circular](#)
[page 36](#)

The timeline Capital Power included in this year’s disclosure provides an excellent summary of the company’s commitment to diversity over the past few years and into the future. This disclosure reminds investors of Capital Power’s continuing diversity commitment to EDI and the progress it has made.

As part of powering a sustainable future, Capital Power is working to develop future leaders and strengthen the equity, diversity, and inclusion of its workforce.

2020 and prior	2021	2022	2023	Ongoing
<ul style="list-style-type: none"> Adoption of Board Diversity Policy (including targets) Unconscious bias and industry training offered to employees Development of D&I strategy Formation of D&I Committee D&I dimension added to Engagement Survey Third-party audit to benchmark our D&I practices Conducted gender pay equality reviews Added a requirement to the executive short term incentive plan (STIP) to have qualified diverse candidates presented for interviews Temporary flexible work arrangement and part-time work arrangement policies Joined "Equal by 30"⁽¹⁾ Joined "30 by 30"⁽²⁾ 	<ul style="list-style-type: none"> A commitment to increase the number of women hired (minimum of 30% of all new hires) was added as an executive STIP requirement Dedicated Diversity and Inclusion Manager joined the organization Third-party expert review of our corporate wide policies, procedures and programs to identify structural bias and/or institutional prejudice. Action plan to remove barriers developed Virtual employee listening sessions conducted where employees could anonymously share their experiences and perspectives with our programs Flexible work principles developed including a hybrid work arrangement model for applicable roles Became a founding partner of the Prosperity Project and support their "Rise the Power" Mentoring Program⁽³⁾ 	<ul style="list-style-type: none"> Determined baseline EDI data from voluntary employee self-identification Amended Board Diversity Policy to reflect new targets of minimum: <ul style="list-style-type: none"> • 40% gender diversity for independent directors • 20% diversity beyond gender for independent directors Added an additional measure to the long-term incentive plan to supplement relative TSR as a Performance Share Unit metric. The additional measure is a basket of ESG measures that include a target for growth in employee diversity across the organization and in the representation of women at the leadership level, by 8% and 10% respectively, from January 1, 2022 to December 31, 2024. Added a requirement to non-executive STIP linking a portion to a target that 30% of new hires are women EDI Council launched EDI strategy refreshed Launched Days of Significance and continued cultural awareness training. Evolved interview process (scoring metrics, diverse interview panels) Expanded onboarding process to first year 	<ul style="list-style-type: none"> Implement Employment Equity (AAEY) Federal Contractors Program (FCP) Launch Employee Resource Groups Continue to evolve flexible strategy (workplace degree of flex) Continue to increase opportunities to listen to voice of the employee (pulse surveys) 	<ul style="list-style-type: none"> Ongoing identification of areas of focus and the development of targets, programs, processes, and metrics that move us towards our goals. Continue work to refresh our EDI strategy

Notes
 (1) Equal by 30 is a campaign to promote gender equality as an integral part of the global transition to a net-zero energy
 (2) 30 by 30 is a campaign to invest in the creation and maintenance of programs, policies and partnerships that lead to an improved experience for women in engineering, aiming to increase the percentage of newly licensed women engineers in Canada by 30%
 (3) Rise the Power! Mentoring Program is an initiative to mentor and empower women and girls to pursue careers in STEM, skilled trades, and leadership roles.



FINNING INTERNATIONAL INC.
[2023 Management Proxy Circular](#)
[page 41](#)

Finning conducts a biannual employee experience survey that includes questions about creating an inclusive culture at the company. The company also disclosed the percentage of women in executive management roles since 2018. These initiatives help investors assess the company’s progress and the success of its global inclusion and diversity strategy.

Measuring our progress

We continually endeavour to improve the equity of our talent processes by monitoring gender balance and making interventions to sustainably improve gender balance in recruitment, hiring, succession planning, performance management activities and turnover. In addition, we have expanded performance reporting to include leadership accountability, leadership commitment and inclusive culture. Each year, we ensure 100% of executives and over 85% of senior level leaders have a performance goal to build diverse and inclusive teams. The results of our biannual employee experience survey in 2021 confirmed that we are making good progress: 89% of our employees responded favourably to the questions in our Inclusive Culture category. We are proud that this level of endorsement is three points above the norm for global high performing companies and fifteen points above the engineering and construction industry norm. We hope to meet or exceed this inclusion score in our 2023 survey.

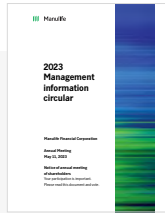
Women in leadership

We measure gender balance across our talent pipeline as an indicator of progress toward eliminating bias and systemic barriers for underrepresented talent across critical processes such as recruiting, hiring, development, compensation and succession.

We recognize the need to attract and retain female talent in leadership roles and invest in growing the supply of female talent in operational and technical roles. In our hiring and promotion practices, we consider merit, qualifications, experience and improving gender balance across all management roles and functions. We also partner with several organizations around the globe as part of our longer-term diversity strategy. As a member of the 30% Club Canada, our goal is to achieve at least 30% female representation at the executive management and board of director levels.

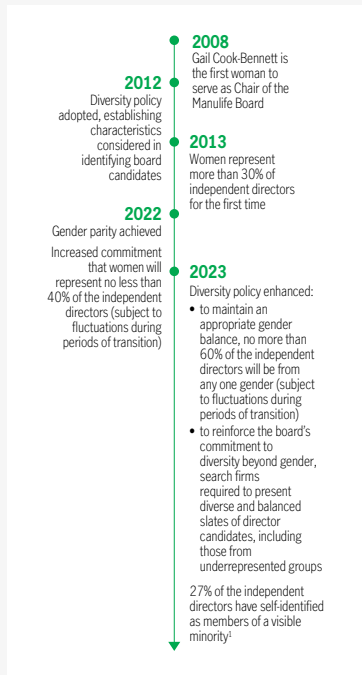
Women in executive management roles (vice presidents and above)

As at December 31	Percentage
2022	30%
2021	26%
2019	21%
2018	24%
2018	22%



MANULIFE FINANCIAL CORPORATION
[2023 Management Information Circular](#)
[page 16](#)

Manulife included a timeline of key diversity initiatives and highlights since 2008. This impressive timeline highlights how the company has doubled down on its diversity efforts by continually setting new aspirational targets and enhancing its diversity policy over the years.



Incorporating EDI into strategy



MAPLE LEAF FOODS INC.
[2023 Management Proxy Circular](#)
[page 48](#)

The corporation believes that achieving a diverse and inclusive culture is an important component to advancing its strategic vision. As part of this commitment, Maple Leaf Foods has established a “Diversity & Inclusion Blueprint” that is advanced by a designated “Diversity & Inclusion Council” made up of senior leaders at the company.

As part of its commitment, the Corporation has adopted and is executing a diversity and inclusion strategic blueprint (“D&I Blueprint”). It has also established a Diversity & Inclusion Council (“D&I Council”) to advise and provide input into advancing the D&I Blueprint, and to amplify activities, initiatives and communications aimed at building belonging and driving results. Recognizing the importance of leading from the top, the D&I Council is led by the SVP, General Counsel, Communications and Corporate Secretary, and consists of a group of the Corporation’s senior leaders.

The D&I Council engages with the Corporation’s many employee resource groups as part of its mandate to support and advance the D&I Blueprint, and also works closely with the operations task force that was formed as part of the Corporation’s goal of increasing the representation of women in manufacturing and information technology.

The Corporation is committed to ensuring that it attracts and retains the most highly qualified and experienced directors and executive officers and recognizes that diversity is an important consideration to achieve effective management. The Corporation’s diversity, equity and inclusion initiatives are overseen by the HRCC.



MEG ENERGY CORP.
[2023 Management Information Circular](#)
[pages 38, 58-59](#)

Meg Energy has embraced diversity, equity and inclusion as part of its approach to creating value at the company, led from the top.

The CEO’s bonus is directly tied to an ability to achieve certain annual objectives. In 2022, one of the CEO’s performance objectives related to inclusion and diversity – with the goal of launching a strategy to not only improve talent diversity but also advance inclusion and diversity awareness across the company.

This objective was implemented by the adoption of a diversity, equity and inclusion strategic plan in 2023. This plan involves the execution of a new Diversity, Equity and Inclusion Policy (DE&I Policy) that sets forth the company’s key diversity principles and commitments. The DE&I Policy requires the company to set measurable objectives for improving diversity, equity and inclusion across all levels.

2022 Objectives	2023 Results	2023 Results
External Inclusion	Secure Federal and Provincial support for Pathways Initiative. Promote its principles and influence industry response to external events and alliances to align with best interests of MEG.	Federal/ITC support secured waiting on Provincial support. Post-appeal awarded. Waiting on provincial support and ITC letters for provincial equivalency by the Inflation Reduction Act (IRA) incentives in the US.
Inclusion & Diversity	Launch strategy to improve talent diversity. Advance DEI awareness across the organization. Continue to advance Indigenous awareness. Measure the impact and effectiveness of these two initiatives.	10% of new hires in 2022 were women. Manager 360 returned. Development of DEI awareness campaign started. Continued advancement of Indigenous awareness training. Excellent participation by entire company at National Indigenous Peoples Day and National Truth & Reconciliation Day. Recruited first female operators at the Adgeco new Chemistry, Equity & Inclusion (DE&I) Policy and DE&I strategic plan. Worked with GNC to achieve previously disclosed Board diversity targets in 2022 and ahead of the 2023 target.

Also in 2022, the Corporation hired a Manager, Inclusion & Diversity to support and execute the Corporation’s inclusion and diversity efforts. In late 2022 and early 2023, the Board adopted a DEI strategic plan and replaced the 2021 DEI Policy with a new Diversity, Equity and Inclusion Policy (the “DE&I Policy”). The DE&I Policy also sets forth the key principles and commitments of the Corporation which are intended to ensure that the Corporation fosters a corporate culture in which all of the Corporation’s personnel and Board members feel valued, heard, respected, and have the opportunity to contribute and succeed. The DE&I Policy also highlights the appropriate procedure for when personnel encounter behaviors that violate the DE&I Policy or the Corporation’s commitments in the DE&I Policy.

“Diversity” means differences in the lived experiences and perspectives of people that may include race, ethnicity, language, ancestry, place of origin, political belief, religion, marital status, family status, physical disability, mental disability, sex, gender identity or expression, sexual orientation, age, class and/or socio-economic situations.

“Equity Deserving Groups” refers to a group of people who, because of systemic inequalities, face barriers that prevent them from having the same access to the resources and opportunities that are available to other members of society, which are necessary for them to obtain job outcomes. These groups include women, racialized people, Indigenous people, individuals who identify as LGBTQ2S+, and people with disabilities.

“Inclusion” refers to a workplace where there are consistent and intentional actions to ensure that everyone feels valued, heard and respected as an individual.

The key principles and commitments of the Corporation in the DE&I Policy are as follows:

- Demonstrating a commitment to consistent inclusive leadership behaviours that will be role-modelled by the Board and the Corporation’s Executive Leadership Team (ELT) and people leaders;
- Setting ELT accountability for the success and implementation of the DE&I strategic plan and commitments;
- Demonstrating and promoting inclusive practices which encourage diversity in thought, including applying and enforcing its Respectful Workplace Policy;
- Holding employees accountable to embodying our DE&I Policy commitment within their daily behaviours and team cultures;
- Enabling and promoting DE&I education and awareness for all employees, including teammates and people leaders;
- Developing recruitment strategies focused on increasing the representation of candidates that better reflect the communities we work and live in across all areas and locations levels at MEG. Where appropriate, leveraging internal recruitment channels to diversify our talent pipeline and sourcing pools;
- Identifying and proactively addressing barriers to employment and advancement in the Corporation’s workplace;
- Working with current and future suppliers and contractors to encourage the application of the same principles of diversity, equity, and inclusion; and
- Consistently allowing for opportunities to build a workforce that better reflects the communities in which the Corporation works and lives.

The DE&I Policy requires that the Corporation set measurable objectives for improving diversity, equity, and inclusion within all levels of the Corporation. These objectives are approved by the Board upon a recommendation of the GNC and the HRCC.

The GNC is responsible for oversight of the application of the DE&I Policy to the Board and the HRCC is responsible for the application of the DE&I Policy to the Corporation’s executives and employees. The Committee oversight includes an annual review of the Corporation’s objectives and progress in achieving these objectives and will be included in a Corporate Scorecard and CEO Objectives as appropriate. The evaluation of the Corporation’s progress will include a mechanism to include feedback from Equity Deserving Groups within the organization.



NUTRIEN LTD.
[2023 Management Proxy Circular](#)
 pages 38 and 57

Strategic inclusion capabilities are now considered a core value of Nutrien that directly contribute to the growth of the company. In 2022, Nutrien launched a new “Strategic Inclusion Plan” which focuses on various diversity initiatives and established an “Inclusion Council” whose executive sponsor is the President & CEO.

Inclusion at Nutrien

We are prioritizing and building our strategic inclusion capability across our company and in the communities in which we operate. In 2022, inclusion was elevated from a guiding principle to a core value at Nutrien, furthering our Culture of Care.

We also continued the evolution of our approach to inclusiveness and launched a new Strategic Inclusion Plan in 2022 to focus on our unique opportunities across our global operations and value chain to achieve equitable outcomes, address gaps and disparities. Our Strategic Inclusion Plan includes a focus on gender diversity, recruitment of underrepresented talent and removal of barriers for participation.

Our global Inclusion Council of senior operational and functional leaders from each operating segment and geography is sponsored by our President & CEO and chaired by our Chief Human Resources Officer with oversight by the HR&C Committee. It has the mandate and accountability to enable the Strategic Inclusion Plan, and is responsible for promoting equity, diversity and inclusion within the organization, both at the executive level and within our workforce. See “Report of the HR&C Committee” for more information about board governance over our inclusion strategy.

Our strategy of building an inclusive workforce is holistic and also reinforced in Nutrien’s workplace communications, Code of Conduct and Supplier Code of Conduct, and supported by Nutrien’s policies and procedures, including our Inclusive Workplace Commitment Statement, Respect in the Workplace Policy, Procurement Policies and Procedures and Indigenous Content Playbook. It is further supported by our confidential, externally administered Integrity Hotline that employees, suppliers and customers can access.

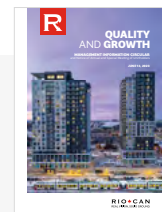
Strategic Inclusion Plan

Inclusion is not only one of our core values but is integrated in a meaningful way with safety, integrity, and our ability to achieve results. Our Strategic Inclusion Plan sets out our approach to inclusion at Nutrien leveraging all our past strengths while stretching us for further impact and leading practice.

The plan explains how we are prioritizing and building our own capability while focusing on our unique opportunities to achieve more equitable outcomes. Nutrien can contribute to more equitable outcomes through opportunities in our workforce, supply chain, community relations and investment and industry leadership.

A cornerstone of the Strategic Inclusion Plan is the newly restructured Inclusion Council. The Inclusion Council provides the accountability and support for the new plan, to have sustained impact throughout the enterprise and with our stakeholders.

The Inclusion Council executive sponsor is Ken Seitz, President & CEO. The Inclusion Council membership includes executive leadership from each business unit and functional area to create and lead inclusion action plans, developed in alignment with this global Strategic Inclusion Plan, for their respective organizations.



RIOCAN REAL ESTATE INVESTMENT TRUST
[2023 Management Information Circular](#)
 page 62

RioCan established a Diversity, Equity and Inclusion (DEI) action plan in 2022 to further its diversity related mission. This action plan is tied to the Executive Management Bonus Plan (EMBP). The company’s performance on this DEI action plan constitutes 5% of overall EMBP bonus payouts. These initiatives help establish RioCan as a governance leader in its industry as it embraces DEI as part of its executive bonus structure.

Diversity, Equity and Inclusion Action Plan – 5% of Overall EMBP Payout

RioCan’s mission with respect to diversity, equity and inclusion is to ensure that all RioCan employees, regardless of their race, gender, age, sexual orientation, physical ability, or position within the company, have an equal opportunity for success, feel a sense of belonging within the company, and are empowered to contribute to advancing Diversity, Equity and Inclusion (DEI) initiatives within the RioCan and in the communities we serve. In 2022, RioCan established a DEI action plan to further this mission. Senior executives, including all NEOs, were responsible for ensuring that the action plan was completed. 5% of the 2022 EMBP was determined with reference to the completion of the DEI action plan and related initiatives, with a maximum overachievement of up to 200%, should the PCCC determine that the organization’s accomplishments exceeded expectations with respect to DEI initiatives.

The DEI action plan included goals related to employee training and accountability, community partnerships and advocacy, and building a diverse talent pipeline. The plan included specific objectives related, but not limited to: (i) embedding DEI and inclusivity behaviours into RioCan’s performance measurement tool; (ii) ensuring that all RioCan employees participated in training on a pertinent DEI-related topic; and (iii) establishing a DEI scholarship with a Canadian academic institution.

In 2022, RioCan completed the DEI action plan through, among other initiatives: (i) 100% employee participation in training administered by a third-party specialist, focused on increasing awareness about unconscious biases; (ii) embedding DEI and inclusivity behaviours into RioCan’s Leadership Attributes; (iii) the establishment of DEI scholarship programs with the University of Alberta and Toronto Metropolitan University which provide opportunities for paid RioCan internships for students who identify with historically disadvantaged groups; and (iv) partnering with Equitek Employee Equity Solutions to create a pipeline of diverse applicants and recruits. In addition, all internal documents were updated to ensure the inclusivity of pronouns and gender selection options, and a recruitment guide was created for hiring managers to ensure inclusivity and objectivity through the interview process. As a result of the completion of the DEI action plan initiatives, the PCCC determined that the payout percentage for this metric should be 100%.



Our methodology

Our report analyzes diversity disclosure provided by

- reporting issuers required under Canadian securities laws to provide disclosure respecting the representation of women on boards and in executive officer positions under National Instrument 58-101 *Disclosure of Corporate Governance Practices* (NI 58-101) (Diversity Disclosure Requirement)
- corporations governed by the CBCA with publicly-traded securities that are required to provide disclosure respecting the representation of women, Indigenous peoples, members of visible minorities and persons with disabilities (CBCA Requirement)

The Diversity Disclosure Requirement applies to all Canadian reporting issuers other than venture issuers, exchange-traded funds, closed-end funds and structured notes, including CBCA corporations that are listed on the TSX. The CBCA Requirement applies to all “distributing corporations” governed by the CBCA, including venture issuers. As a result, CBCA corporations that are listed on the TSX are subject to both the Diversity Disclosure Requirement and the CBCA Requirement.

The methodology employed in gathering and analyzing the data for this aspect of the report remains substantially unchanged from prior years. Each year we report results to date for the current year and full-year results for the prior year and we find they are consistent.

Diversity Disclosure Requirement

The data presented in this report in response to the Diversity Disclosure Requirement was obtained by surveying public disclosure documents filed on SEDAR by all TSX-listed companies that are subject to that requirement.

- In reporting on disclosure for full-year 2022, we reviewed disclosure documents provided by 795 TSX-listed issuers that were not investment funds as of July 31, 2022. Of those companies, 725 provided disclosure wholly or partially in compliance with the Diversity Disclosure Requirement. We excluded 70 companies from our analysis because they are either prescribed foreign issuers, exempt from disclosure or wholly non-compliant.
- For 2023, there were 769 TSX-listed issuers that were not investment funds as at July 31, 2023. Of those companies, 658 had provided full or partial diversity disclosure by that date and 65 are expected to file later in 2023. We excluded a further 46 companies from our analysis because they are prescribed foreign issuers, newly listed or otherwise exempt from disclosure in 2023 or are wholly non-compliant with the Diversity Disclosure Requirement.
 - We observed fewer exclusions this year, attributable principally to a decline in the number of companies that were wholly non-compliant and also as a result of a decrease in the number of newly-listed companies compared to recent years.
- For comparison purposes and to highlight year-over-year progress, we compared data for all companies subject to the Diversity Disclosure Requirement which filed their diversity disclosure between January 1 and July 31 of each year.
 - This approach generally provides a close approximation of the results for the full years in previous years, as approximately 90% of the relevant companies have generally filed their disclosure by July 31 of the applicable year, and our final results approximate the results we have previously reported for the January 1 to July 31 comparison period for those years.
 - There is potential for some variation as a result of changes in the composition of the number and identity of the companies in the data set from year to year. However, given the sample size and the objective of testing the disclosure practices of the companies as a group, rather than on an individual basis, generally we do not regard this variation as material to our results.
 - For 2020 there was increased divergence between the full-year results and mid-year results for that year as some issuers decided to take advantage of permitted extensions of normal annual meeting and filing deadlines to file their materials after the July 31, 2021 cut-off. Many of the companies that took advantage of the permitted delay in reporting had below average diversity results which had a favourable impact on our results for the January 1 to July 31, 2021 period.

- In addition to our year-over-year comparison, we provide a selection of comparative data for companies included in the S&P/TSX 60 Index as a means of offering insight into the practices at Canada's largest companies. In the report, we refer to such companies as the "S&P/TSX 60 companies." For 2023, 56 S&P/TSX 60 companies had filed their management information circular or annual information form (as applicable) on or prior to July 31, 2023, with the remaining four expected to file after that date or otherwise being exempt from the Diversity Disclosure Requirement.
- We also include select data for the 220 companies included in the S&P/TSX Composite Index as of July 31, 2023 that had reported as of that date. This group includes more of Canada's largest issuers and provides for more meaningful comparisons of diversity practices of Canadian issuers with those in other jurisdictions, such as the U.K. and Australia, where studies typically focus on the 200 or 300 largest issuers in the jurisdiction.

CBCA Requirement

The data presented in this report in response to the CBCA Requirement was obtained by surveying public disclosure documents filed on SEDAR by "distributing corporations" governed by the CBCA, including venture issuers, that are subject to that requirement. Generally speaking, a "distributing corporation" is a corporation with publicly-traded securities.

- In the absence of a centralized database of such companies, we identified them based on the reported jurisdiction of incorporation on SEDAR for issuers listed on a recognized Canadian stock exchange or certain stock exchanges in the U.S., U.K. and Australia (i.e., TSX, TSX Venture Exchange, Canadian Securities Exchange, NEO Exchange, New York Stock Exchange, NASDAQ, American Stock Exchange, London Stock Exchange, AIM Stock Exchange and Australian Securities Exchange).
- Based on these search results, for 2023, we identified 504 "distributing corporations" subject to the CBCA Requirement as at July 31, 2023. Of those companies, 316 had provided full or partial diversity disclosure by that date and 134 are expected to file later in 2023. We excluded a further 54 companies from our analysis – either because they were non-compliant, newly listed or otherwise exempt from disclosure in 2023 or because diversity disclosure for that company was not available.
- The mid-year data for the companies subject to the CBCA Requirement includes 177 TSX-listed companies that are also subject to the more general Diversity Disclosure Requirement. The results for these companies are also reflected in our reporting on disclosure provided in accordance with the Diversity Disclosure Requirement.

Other matters

- For each data point provided in this report, the percentages are calculated as a percentage of the total number of companies that provided disclosure on the disclosure item in question. Although we seek to apply a consistent approach to the data collection each year, this number can fluctuate year-to-year for a variety of reasons beyond our control. For those portions of the data set with a relatively smaller numerator, this change in the size of the data set can have a relatively larger impact.
- Because neither the Diversity Disclosure Requirement nor the CBCA Requirement offers specific guidance on the issue, we accepted disclosure that was provided in respect of either the current board or the proposed director nominees and, in those cases where disclosure was provided for both, we based our analysis on the disclosure provided in respect of the board being nominated for election at the shareholders' meeting in question. A similar approach was adopted with respect to disclosure relating to executive officers.
- Because the CBCA Requirement uses different terminology for defining the group to which the executive officer disclosure requirement is intended to relate ("senior management" vs "executive officer") a degree of judgment is required for these companies in determining whether the applicable disclosure satisfies the disclosure requirement, particularly where the nature of the disclosure does not make this clear.
- Data gathered for our reporting on the number and percentage of women appointed to fill vacancies or nominated to fill new positions on boards of directors was gathered by identifying the number of directors being nominated for election for the first time at each company that provided full or partial diversity disclosure and the number of those nominated directors who were women. Similarly, the data regarding the number of companies that have a woman as the chief executive officer, chair of the board of directors and/or committee chair(s) is reported based on those companies that provided full or partial diversity disclosure in response to the Diversity Disclosure Requirement.

Osler's Corporate Governance Group provides practical and effective governance strategies tailored to the needs of each organization, regardless of size or jurisdiction. Andrew MacDougall and John Valley are both partners at Osler and specialize in corporate governance. Jessie Armour and Aliza Zigler are both associates at Osler. The help of our summer students – Shahab Ahanchin, Alice Chen, Ridda Farooq, Andro Fikry, Cayley Kavanagh, Kristin Mead, Megan Stewart and Léonicka Valcius – and our articling students – Shelby Empey, Tian Gao, Melissa Indome, Daniel Mester, Valeska Rebello and Hannah Woods – is gratefully acknowledged and greatly appreciated.

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