

Report: 2022 Diversity Disclosure Practices – Diversity and leadership at Canadian public companies

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Introduction

After eight years, the change to board composition in Canada is now obvious and widespread as Canadian boards have surpassed several important diversity milestones on their journey to include more diverse perspectives in decision-making at senior levels within the organization. There is still much work to be done to achieve board and executive leadership that reflects the mosaic of Canada, but in this, our eighth annual comprehensive report on diversity disclosure practices in Canada, we take a moment to recognize the

significant progress that has been made.

Our report 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 and samples of excellence in disclosure.

Halfway to parity

Across all TSX-listed companies, more than one in every four directors is female as women now hold 26% of the board seats. This is a significant change from 2015 when we reported women on average represented 10% of the number of directors.

Looking at larger issuers, the news is even more encouraging. One-third of all board seats among the S&P/TSX Composite Index companies are held by women, and among the S&P/TSX 60 companies women hold 36% of all board seats.

At the same time, single gender boards have become an anachronism. For the first time, there are no all-male boards among the S&P/TSX Composite Index companies and none of the S&P/TSX 60 companies has less than two female directors. Across all TSX-listed companies only 11.6% of boards have no women directors, compared to 47.1% in 2015.

It has taken a keen and deliberate focus on recruiting women directors to get to this stage. This focus is reflected in high levels of adoption of board diversity policies and, in recent years, the adoption of targets for women directors. These efforts resulted in 43.6% of new board positions being filled with women candidates last year. Institutional investor pressure to increase diversity has been a key driver of change.

10% of all directors reflect diversity beyond gender

Based on Canada's experience with disclosure requirements relating to the representation of women in senior leadership, achieving diversity with respect to characteristics beyond gender will take time. However, change has begun. Across all CBCA corporations, just under 10% of board positions are held by directors who are members of visible minorities, Indigenous peoples or persons with a disability.

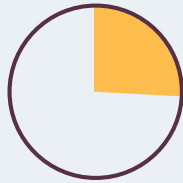
Some small progress in building the pipeline

Every year we have highlighted the lack of any meaningful progress in increasing the proportion of women executive officers among TSX companies, and in recent years we have noted the lack of representation of visible minorities, Indigenous peoples or persons with a disability among executive officers. However, as we note in our report this year a significant majority of executive teams today include at least one woman and one in every five executive officers (19.8%) is a woman. This represents a significant improvement from 2015 when women accounted for only 13.5% of the executive officer positions on average. And this year we have started to see some progress in the number of executive officers who are visible minorities, Indigenous peoples or persons with a disability.

More to come

Eight years is a long time to achieve the milestones that have been reached to date. And it will take considerable, sustained effort to achieve gender parity and representation by other diverse groups that approximates the demographics of the population in Canada. We hope that the disclosure and best practices highlighted in our report will help companies in their diversity, equity and inclusion journeys.

Highlights



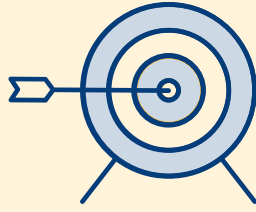
26%

**Women now hold 26%
of board seats among all
TSX-listed companies** disclosing
the number of women directors
on their boards



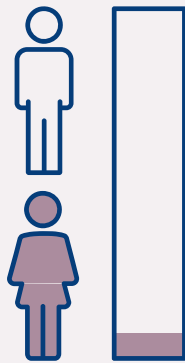
36%

At S&P/TSX 60 companies, **women hold 36% of all board seats**
At S&P/TSX Composite Index companies, **women hold 32.9% of all board seats**



11.9%

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

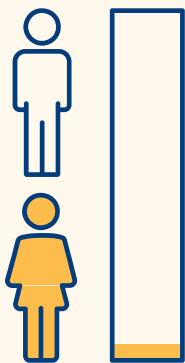


7.4% of the time, the chair
of a TSX-listed company
is a woman

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



The percentage of CBCA public company board seats held by visible minorities is 8.3%



5.3% of the time, the CEO of a TSX-listed company is a woman

The number of CBCA public company board positions **held by persons with disabilities is 10**



Targets for women directors have been adopted by **79.6% of S&P/TSX 60 companies** but only **41.4% of TSX-listed companies**

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

1. women
2. Indigenous peoples (First Nations, Inuit and Métis)
3. persons with disabilities
4. 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 – including women and other underrepresented groups

The drive for diversity today is now focused primarily on gender and visible minority representation on boards and senior executive roles, with some consideration given to other diversity characteristics. With a 30% target for women on boards having largely been met among bigger companies in Canada, the U.S., U.K. and Australia, focus is shifting on higher targets in the drive to gender parity. And there is growing momentum around the expectation that at least one director be from a visible minority.

Data from other jurisdictions

United States

In June 2022 Spencer Stuart reported that 32% of S&P 500 directors are women and 22% are from historically underrepresented and ethnic groups, being Black or African American, Asian, Hispanic or Latino/a, two or more races/ethnicities, American Indian/Alaska Native, and Native Hawaiian or other Pacific Islander. The report noted that 5.8% of the boards identified a LGBTQ+ director and a handful disclosed having a veteran director or a person with a disability. In August 2022 CNN reported that, for the first time, all companies listed in the S&P 500 stock index have at least one racially or ethnically diverse director.

In September 2022, 50/50 Women on Boards reported that women hold 28% of the Russell 3000 corporate board seats as at the end of Q2 2022. The report also noted that currently only 27% of all Russell 3000 directors self-report their race and ethnicity. Of those directors, the report noted that 16% identify as people of color, up from 12% in 2021. After meeting their initial goal of 20% women on boards, in 2020 50/50 Women on Boards set a new goal of gender balance and diversity on boards, with women holding 50% of the board seats and women of color holding at least 20% of all board seats.

In the fall of 2021, the African American Directors Forum and KPMG LLP released a report on the representation of African Americans on Fortune 1000 boards in the U.S. as of the end of 2020. The report found that 8% of board seats of Fortune 1000 companies were held by African Americans, even though African Americans comprise 12% of the U.S. population. The report noted that only 38% of African American directors on the Fortune 1000 boards were women. Among the key findings of the report was that while 61% of Fortune 1000 companies had at least one African American board member, only 21% had more than one.

United Kingdom

In February 2022, the U.K. government-back FTSE Women Leaders Review reported that women hold 39.1% of the board seats among the FTSE 100 as at January 10, 2022 and 37.6% among the entire FTSE 350 companies. As a result, the FTSE Women Leaders Review recommended that the voluntary target for women on FTSE 350 company boards be increased to a minimum of 40% by the end of 2025.

The Parker Review Committee update released in March 2022 reported that 89 of the FTSE 100 companies had met the stated target of having one ethnically diverse director by the end of 2021, and by the end of May 2022 an additional five FTSE 100 companies were expected to have met the target. The FTSE 250 companies have until the end of 2024 to have at least one ethnically diverse director and the update noted that 55% of the FTSE 250 had already done so. The update also reported that among the FTSE 100 companies 49% of the ethnically diverse directors were women and among the FTSE 250 companies 44% of the ethnically diverse directors were women.

Australia

In Australia, according to the Watermark Search International 2022 Board Diversity Index, among the S&P/ASX 300 Index women hold 32% of the board seats at the end of 2021, with the average being 35% among the top 100 companies, 33% among the next 100 and 29% among the last 100 companies. The report also noted that the ethnic origin of ASX 300 directors remains largely Anglo-Celtic and European with only 7% of ASX 300 directors of non-European ethnicity.

A few steps forward

In February 2022 Corporations Canada published updated guidance on compliance with the diversity disclosure requirement under the Canada Business Corporations Act. The updated guidance includes illustrative examples of disclosure responsive to the requirements and suggested tabular formats for presenting numerical data.

In April 2022, the U.K. Financial Conduct Authority published Policy Statement PS 22/3 respecting disclosures on diversity and inclusion targets for U.K. listed companies with a premium or standard listing. The disclosures will require all such companies to disclose in their annual report for fiscal years ending on or after April 1, 2022, whether they have met certain diversity targets or explain why they have not. Targets were set at least 40% women directors, at least one director of a minority ethnic background, and at least one woman in a senior board positions (Chair, CEO, CFO or Senior Independent Director). Companies are also required to provide numerical reporting on the representation of gender and ethnicity on the board and at senior levels of executive management in a prescribed tabular format.

In June 2022, the European Commission announced a political agreement between the European Parliament and the European Council on the Directive of the European Parliament and of the Council on improving the gender balance among non-executive directors of companies listed on stock exchanges and related matters. The announcement noted that under the Directive the Directive EU companies listed on the EU stock exchanges should aim to reach a target of at least 40% of the underrepresented sex be represented among non-executive directors and 33% among all directors. In addition, nomination processes for non-executive directors would provide that where two equally qualified candidates are being considered and the target has not been achieved preference shall be given to the underrepresented sex. Once the Directive is published in the Official Journal, Member States will then need to transpose the elements of the Directive into national law within two years thereafter.

And a few steps back

In our 2020 report we noted that the State of California had adopted separate legislation to require publicly held companies based in California to achieve minimum levels of representation on the board of:

- women, including at least one woman by the end of 2019; and
 - underrepresented communities, including at least one such individual by the end of 2021.
- Both initiatives were struck down this year. In April 2022, the Los Angeles County Superior Court of the State of California struck down the requirement to achieve minimum levels of representation on the board by individuals from underrepresented communities. The court concluded that the law violated the Equal Protection clause of the California Constitution. In May 2022, the Los Angeles County Superior Court of the State of California also struck down

the requirement to achieve minimum levels of representation of women on the board. The court found that the law created a quota that “affects two or more ‘similarly situated’ groups in an unequal manner,” and the State of California had not met its burden to prove that the statute was narrowly tailored to meet a compelling state interest.

The California statutes have also faced two federal lawsuits claiming that the legislative requirements violate the Equal Protection Clause of the U.S. Constitution.

In our report last year, we noted that NASDAQ had adopted a new listing requirement requiring disclosure on the diversity of board members and requiring listed issuers to meet minimum board diversity levels or disclose why they had not. In August 2021 and October 2021, lawsuits were filed challenging the approval by the U.S. Securities & Exchange Commission (SEC) of NASDAQ’s new requirement. The lawsuits argue that the NASDAQ rule imposes a quota, and doing so exceeds the SEC’s authority. In January 2022 seventeen U.S. States submitted a brief in support of one of the challenges to the SEC.

Shareholder activism

Shareholder proposals requesting racial equity audits grew significantly this year. The request typically seeks a third-party investigation into how a company’s hiring, retention and promotion practices and policies address or perpetuate racial or ethnic discrimination. According to the Proxy Voting Annual Review by Insightia Ltd., eight such proposals were voted on in the U.S. during the 2021 proxy season receiving on average 33.1% support. And in October 2021 Citigroup committed to conduct and publish the results of a racial equity audit to be conducted by the law firm Covington & Burling LLP.

In Canada this year racial equity audit shareholder proposals were filed on behalf of the United Church of Canada Pension at Intact Financial Corporation and Constellation Software Inc. and on behalf of the B.C. General Employees’ Union at Toronto-Dominion Bank. The Toronto-Dominion Bank proposal was withdrawn when the bank agreed to engage a third party law firm to conduct a racial equity assessment of its employment policies. The Intact Financial proposal was withdrawn based on company commitments to review certain policies and practices. However, the Constellation Software proposal went to a shareholder vote and received 63% support.

Institutional investors

Last year we reported that both Institutional Shareholder Services (ISS) and Glass Lewis had tightened their proxy voting guidelines on board gender diversity starting in 2022. Glass Lewis began recommending against votes for the nominating committee chair of a board where the board has at least seven directors, but does not have at least two directors who are women, and ISS began recommending against votes for the chair of the nominating committee of S&P/TSX Composite Index companies if they (a) did not have at least 30% women directors or (b) did not have a board diversity policy that includes a 30% target to be achieved in a reasonable timeframe.

Under ISS’ general policy for 2022, companies not included in the S&P/TSX Composite Index were only required to have at least one woman director or a written diversity policy. ISS’ sustainability proxy voting guidelines require 30% women on the board even for companies not included in that index. During the proxy season, some Canadian issuers were surprised to discover that the asset management arms of some Canadian banks were applying the sustainability guidelines instead of the standard guidelines and voting against the nominating committee chair if the board did not already have at least 30% women.

2021 full-year results

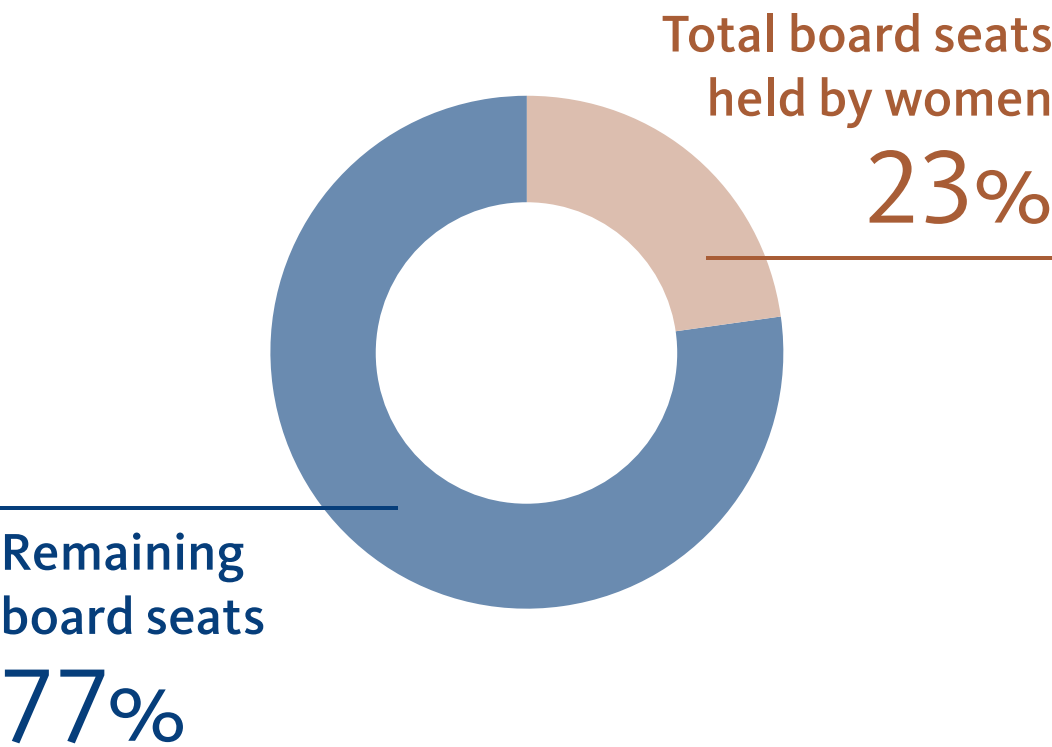
Women on boards in 2021

For the full year ended December 31, 2021, 677 companies disclosed the number of women on their boards. For these 677 companies, we counted a total of approximately 5,276 board seats, of which 1,236 were held by women. Based on these results, women held 23.4% of the total board seats among companies providing disclosure. These results reflect an increase of 2.2 percentage points compared to full-year 2020.

For the corresponding S&P/TSX 60 companies, these figures were 649 for the total number of board seats and 213 for the number of seats held by women for full-year 2021, representing approximately 33% of the total board seats among the 57 members of the S&P/TSX 60 providing disclosure. Consistent with prior years, this figure represents a small decline from the 33.2% of the total board seats among the 54 members of the S&P/TSX 60 providing disclosure at mid-year 2021, but it represents a gain of approximately 1.7 percentage points from full year 2020.

FIGURE 1 2021 PROPORTION OF BOARD SEATS HELD BY WOMEN

Total companies that disclosed: 677



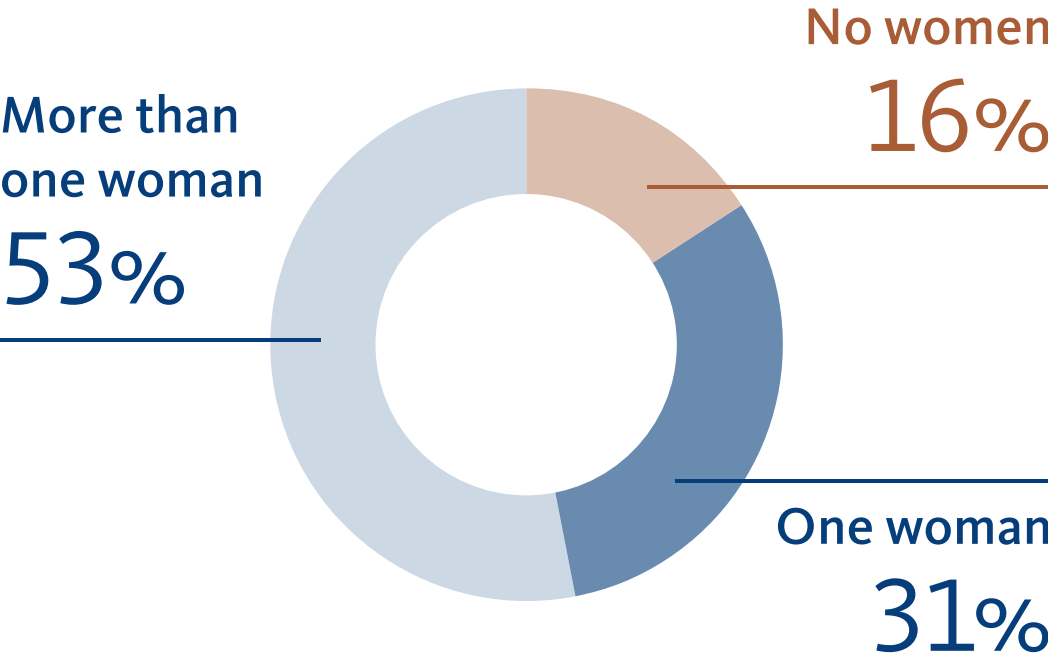
On a company-by-company basis, based on the data reported by these 677 companies, there was an average of 1.83 women on these boards, while the 661 companies that disclosed the percentage of women on their boards had an average of approximately 22.1% of women directors, both representing an increase from the corresponding full-year 2020 figures of

1.64 and 19.4%, respectively.

Canadian companies with little or no gender diversity continued to add more women to their boards during 2021. Of the 677 companies disclosing the number of women directors on their boards, 109 (16.1%) reported having no women on the board, representing an improvement from the corresponding 19.7% figure for full-year 2020. A total of 210 companies (31.0%) had one woman director (representing a slight decrease from the 34% reported for 2020), and 358 (52.9%) reported having more than one woman on their board (a considerable increase from 46.3% in 2020). At 114 of the disclosing companies (representing 17.2% of those disclosing), women held 35% or more of the board seats.

FIGURE 2 2021 PROPORTION OF WOMEN DIRECTORS

Total companies that disclosed: 677



Women executive officers in 2021

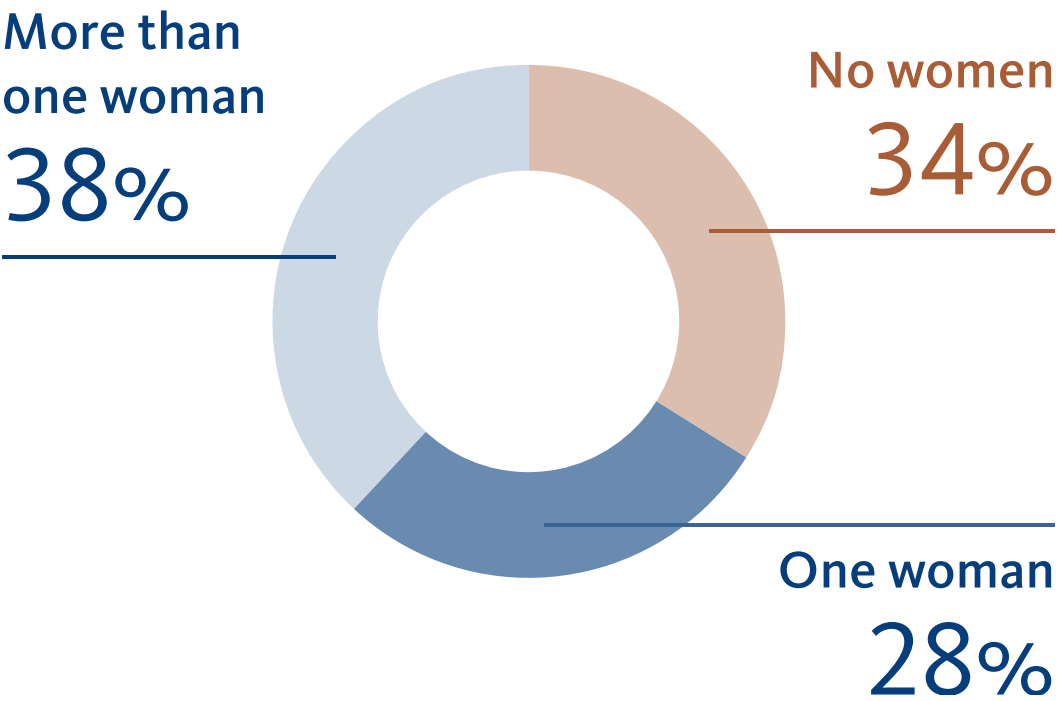
For full-year 2021, 617 companies disclosed information regarding the number of women executives employed by them, and 608 disclosed the percentage of their executive officers that are women. Companies that disclosed the number of women executives reported an average of 1.69 women executives and a total of 1041 executive officer positions held by women. Among those that disclosed the percentage of women executives, an average of 18.3% of executive officer positions were held by women, which reflects an increase from the 17.2% reported for full-year 2020.

For the 617 companies that disclosed the number of their women executive officers in full-year 2021, 33.5% of these companies reported having zero women executive officers (compared to 34.1% for full-year 2020). A further 173 (28.0%) reported having one woman executive officer (down from 29.4% in 2020), while more companies reported having more than one woman executive officer in full-year 2021 compared to 2020 (237 (or 38.4%) compared to 230 (or 36.5%)). This is consistent with the increase in the number of companies reporting more than 35% women executive officers for full-year 2021 (15.5% compared to 11.9% of reporting companies in 2020).

A significant proportion of companies continue to report that they take gender into account when identifying and appointing executive officers, with 552 of 669 (or 82.5%) companies reporting in full-year 2021 indicating that they did so (up 6 percentage points from 76.5% in 2020).

FIGURE 3 2021 PROPORTION OF WOMEN EXECUTIVE OFFICERS

Total companies that disclosed: 617



Breakdown by industry for full-year 2021

As demonstrated in Figures 4 and 5, the industries with the highest number and percentage of women directors in 2021 were Utilities & Pipelines, Communication & Media, Financial Services and Clean Technology. Utilities and Pipelines also reported the highest average percentage of women executive officers and reported the highest average number. Communication & Media was another strong performer.

FIGURE 4 2021 INDUSTRY BREAKDOWN OF NUMBERS AND PERCENTAGES OF WOMEN DIRECTORS

Total companies that disclosed: 677 (#) / 661 (%)

■ Number of women directors
■ Percentage of women directors

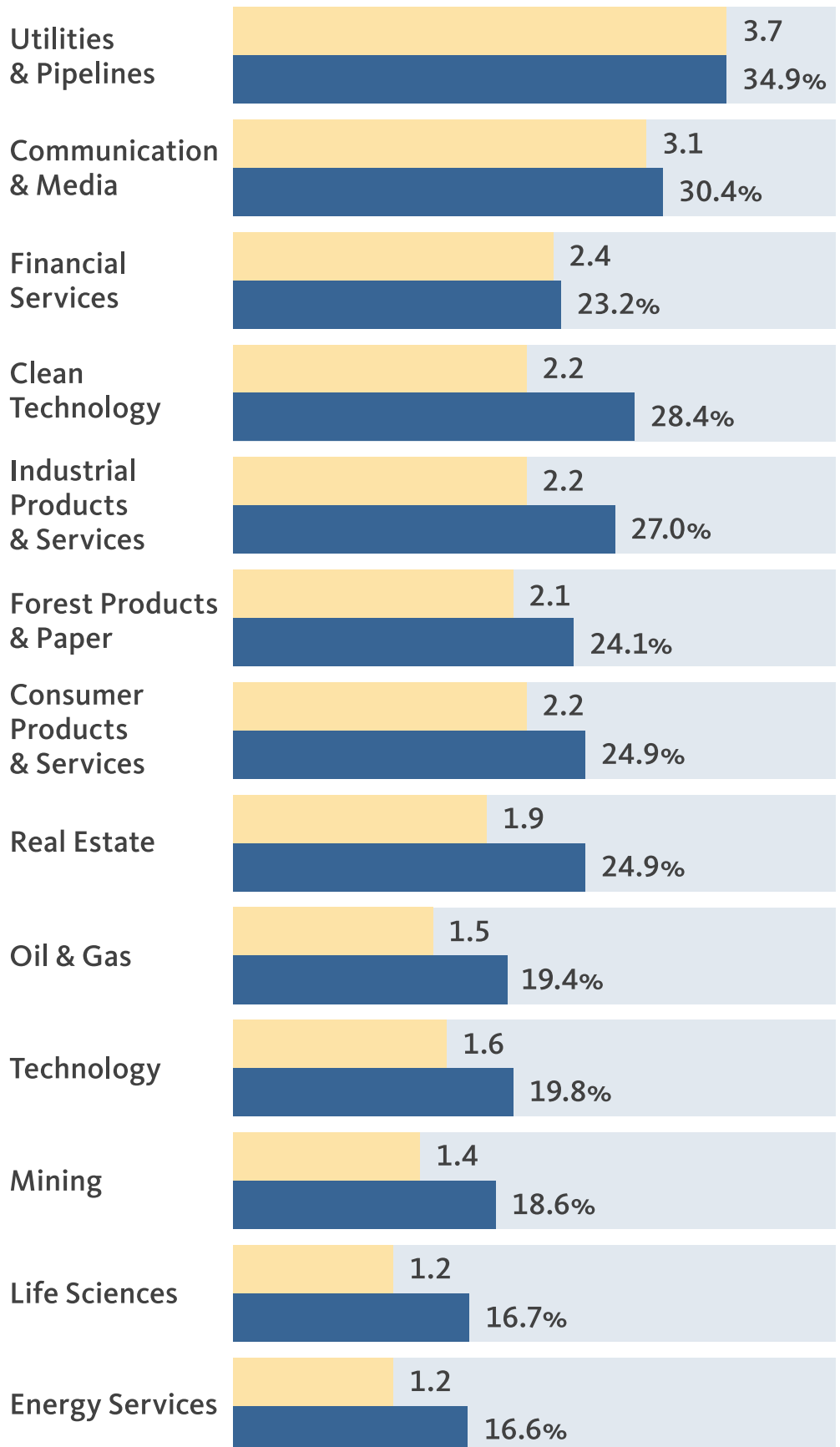
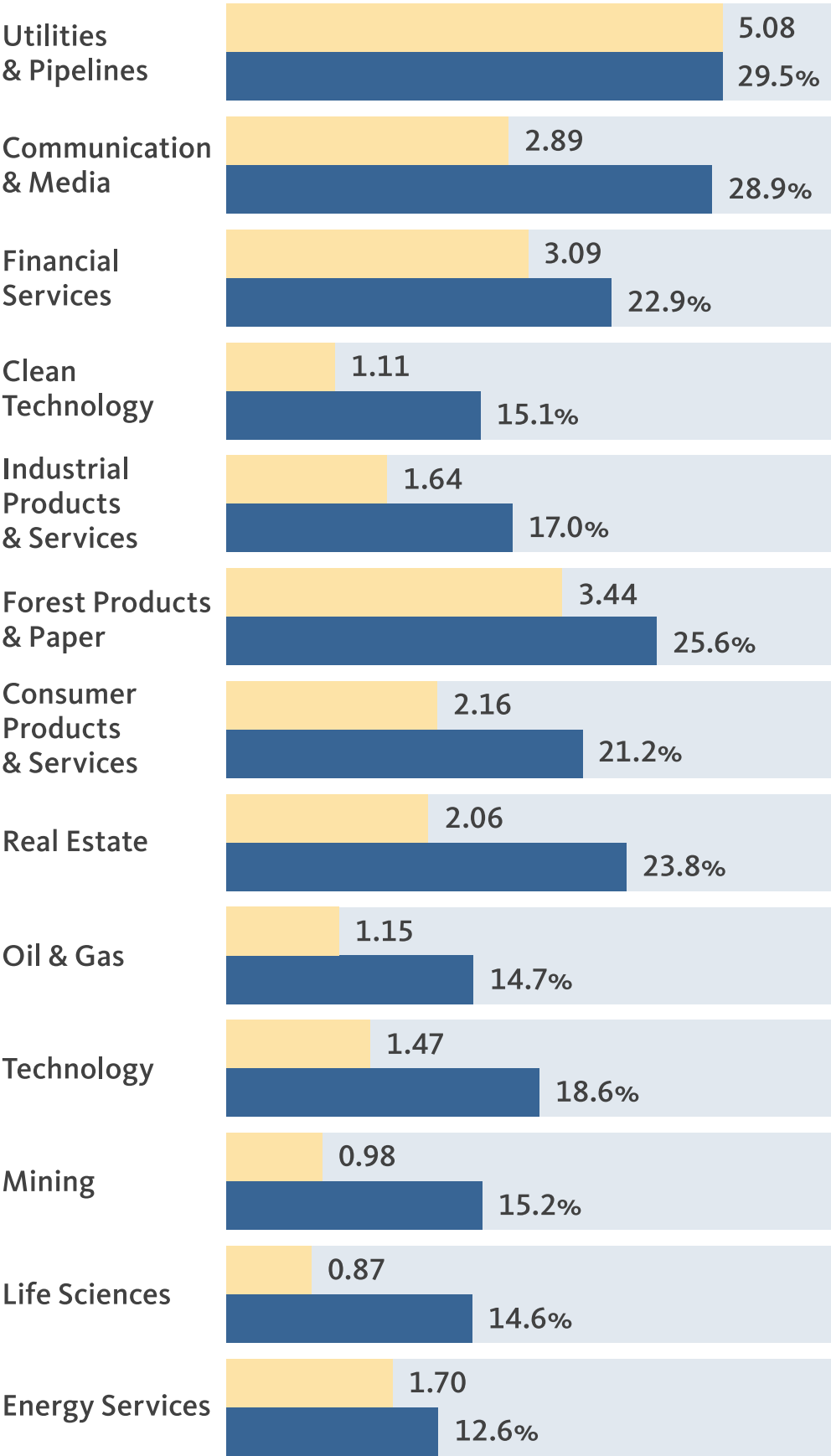


FIGURE 5 **2021 INDUSTRY BREAKDOWN OF NUMBERS AND PERCENTAGES OF WOMEN EXECUTIVE OFFICERS**

Total companies that disclosed: 617 (#) / 608 (%)

■ Number of women executive officers
■ Percentage of women executive officers



Diversity policies and targets for full year 2021

In 2021, there was a slight increase in the number of companies disclosing that they have board diversity policies (66.0%, up from 63.7%). This is reflected in Figure 6. Of those companies, well over 90% indicated that their policy also related to the identification and nomination of women directors, consistent with our mid-year 2021 results.

There was also a sharp increase in the number of companies adopting targets for women directors in full-year 2021 – of the 677 companies that provided board diversity target disclosure in 2021, 31.2% indicated that they did have a target. This represents an increase of 4.2 percentage points from 2020. There was a significant increase in the number of companies disclosing that they have targets for women executive officers, with 62 of the 624 companies providing disclosure for full-year 2021 (9.9%) indicating that they had such a target. The corresponding figure in 2020 was 6.8%. These results are illustrated by Figures 7.1 and 7.2.

FIGURE 6 2021 BOARD DIVERSITY POLICY ADOPTION RATES

Total companies that disclosed: 696

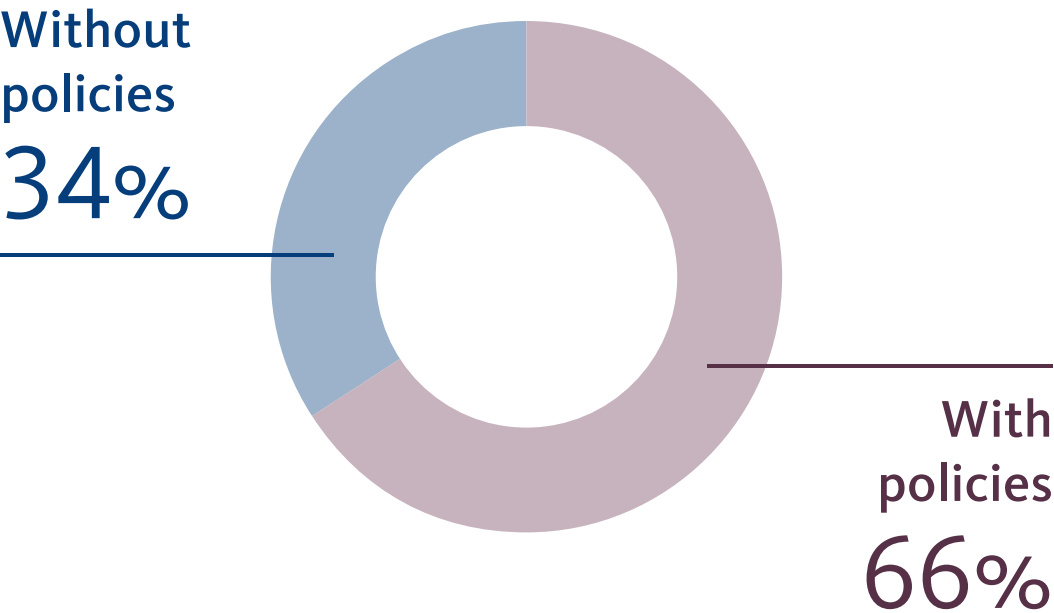


FIGURE 7.1 2021 TARGET ADOPTION RATES – WOMEN DIRECTORS

Total companies that disclosed: 677

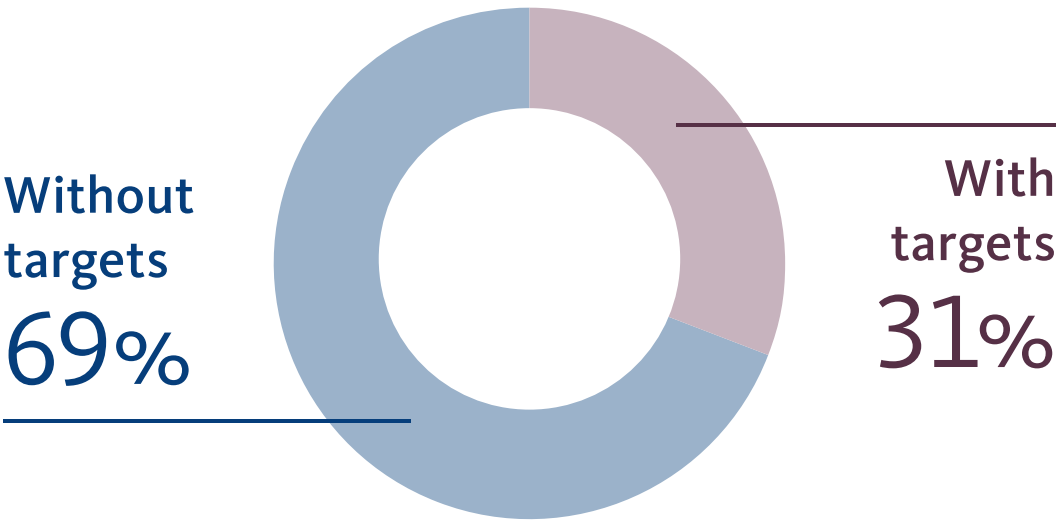
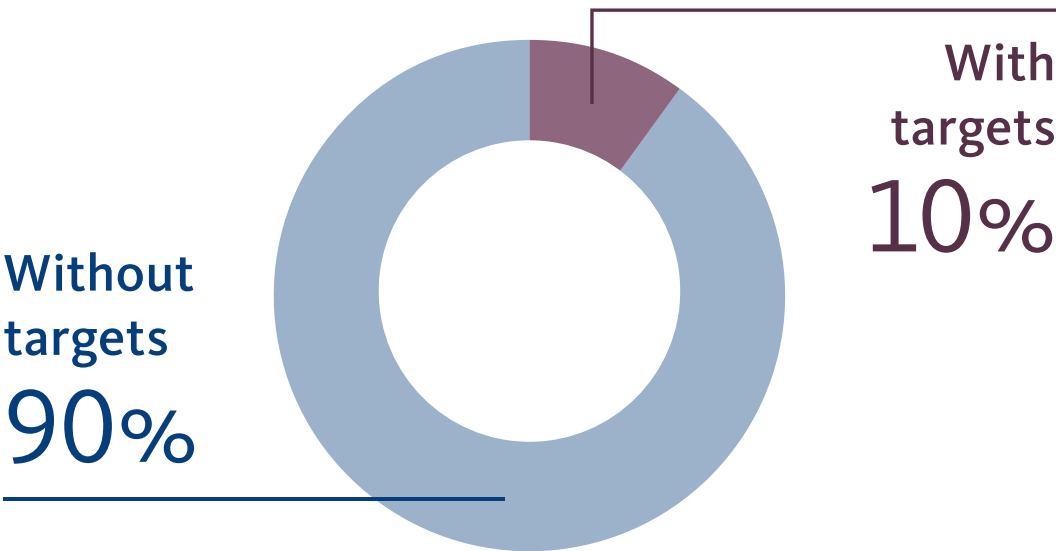


FIGURE 7.2 2021 TARGET ADOPTION RATES – WOMEN EXECUTIVE OFFICERS

Total companies that disclosed: 624



Diversity beyond gender: Reporting by CBCA corporations for full year 2021

CBCA companies have now provided two 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 337 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 and the balance are smaller issuers.

For the 337 CBCA companies providing disclosure regarding the number of women on their

boards, women held approximately 21.3% of the board seats (an increase of from 19.9% in 2020), with an average of 1.54 women per board (up from 1.41 in 2020). For the 325 companies providing disclosure on the average percentage of women on their boards, the average percentage was 18.9% (up 2.2 percentage points from 2020). The corresponding figures for women executive officers were an average number of 1.23 (308 companies), representing a slight decrease from 1.3 in 2020, with an average percentage of 16.1% (302 companies), representing a slight increase (0.5 percentage points).

With respect to other designated groups, full-year results for 2021 show no progress for Indigenous peoples compared to the prior year and members of visible minorities, Indigenous peoples and persons with disabilities remain substantially underrepresented on Canadian boards.

Overall, results for the full-year 2021 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 noted a significant increase in the number of companies disclosing that they have targets for women executive officers. For visible minorities, Indigenous peoples and persons with a disability, the second full year of disclosure continues to show a need for reform.

Designated Group	Number of Directors			Number of Executive Officers		
	2021	2020	% Increase	2021	2020	% Increase
Members of visible minorities	143	106	34.9%	138	122	13.1%
Indigenous peoples	8	8	0.0%	2	2	0.0%
Persons with disabilities	11	8	37.5%	11	8	37.5%

Mid-year results for 2022: Women on boards

Number and percentage of women directors

As of July 31, 2022, 648 companies had disclosed the number of women directors on their boards, with a total of 1,327 board positions at these companies reported as being held by women out of a total of 5,112 board seats. Based on these results, women held 26.0% of the total board seats among companies providing disclosure for 2022. This represents another steady increase of 2.6 percentage points from mid-year 2021.

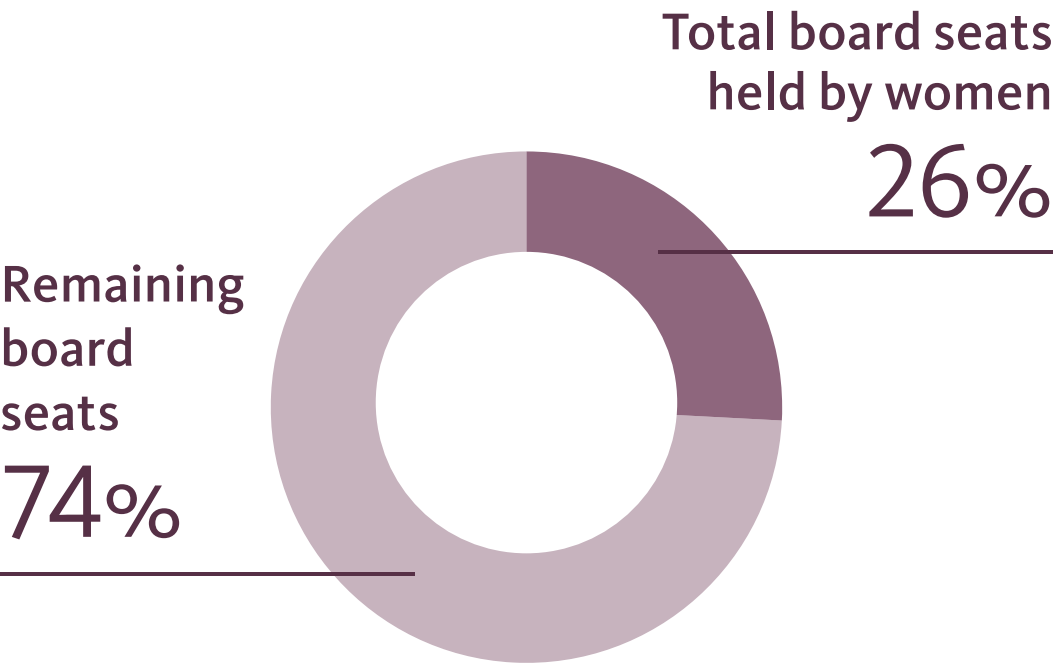
Companies included in the S&P/TSX 60 and that provided disclosure during this period, reported 215 of 597 total board seats were held by women. This represents 36.0% of board seats held by women among the 52 members of the index that provided disclosure of the number of women on their boards, and an increase of 2.8 percentage points compared to mid-year 2021 (33.2%).

On the broader S&P/TSX composite index, 686 of the 2,069 board seats or 32.9% were held by women. As we noted in last year's report, these results are, unsurprisingly, a mid-point

between the results for the S&P/TSX 60 companies and those for the TSX companies more broadly. These results are consistent with the progress made in the U.S. and Australia, but lag the U.K. where women held 37.6% of the board seats among the FTSE 350 in 2021.

FIGURE 8 **2022 PROPORTION OF TOTAL BOARD SEATS HELD BY WOMEN (ALL COMPANIES)**

Total companies that disclosed: 648



For the companies disclosing the number of women directors on their boards, there was an average of 2.05 board seats held by women, and for the 635 companies disclosing the percentage of women on their boards, there was an average of 24.7% of women directors on these boards. These reflect an increase from figures of 1.83 and 22.1% for the corresponding period in 2021. As noted in Figures 9.1 and 9.2, a similar steady increase occurred among the S&P/TSX 60 companies

Consistent with these results and with a trend noted over the past few years, mid-year 2022 saw a further decrease in the number of boards without any women directors among those companies disclosing the number of women on their boards. The number of such boards fell by approximately 4.1 percentage points to 11.6% from 15.7% in mid-year 2021. For the first time this 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. These results likely reflect ISS' decision to begin recommending withholding votes this year 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 9.1 **AVERAGE NUMBER OF WOMEN DIRECTORS**

Total companies that disclosed: 2018: 680 | 2019: 657 | 2020: 585 | 2021: 629 | 2022: 648

Total S&P/TSX 60 companies that disclosed: 2018: 55 | 2019: 53 | 2020: 53 | 2021: 54 | 2022: 52

■ All companies
■ S&P/TSX 60 companies

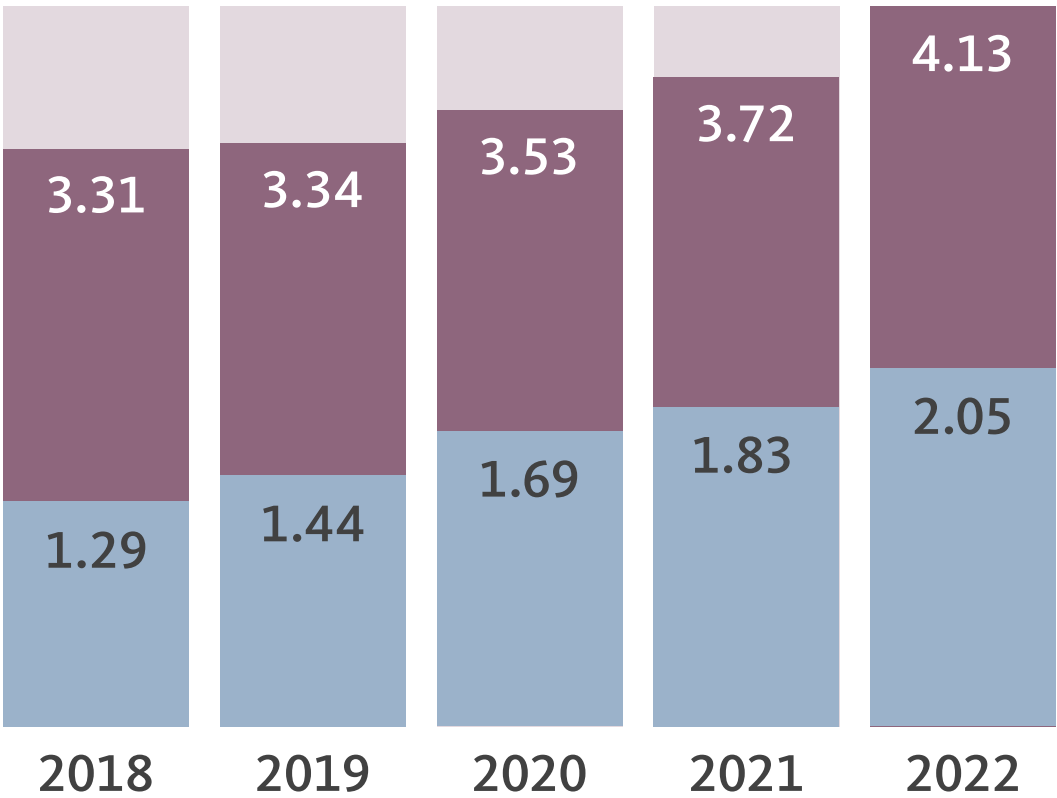


FIGURE 9.2 AVERAGE PERCENTAGE OF WOMEN DIRECTORS

Total companies that disclosed: 2018: 682 | 2019: 645 | 2020: 578 | 2021: 614 | 2022: 635

Total S&P/TSX 60 companies that disclosed: 2018: 56 | 2019: 53 | 2020: 53 | 2021: 55 | 2022: 54

■ All companies
■ S&P/TSX 60 companies

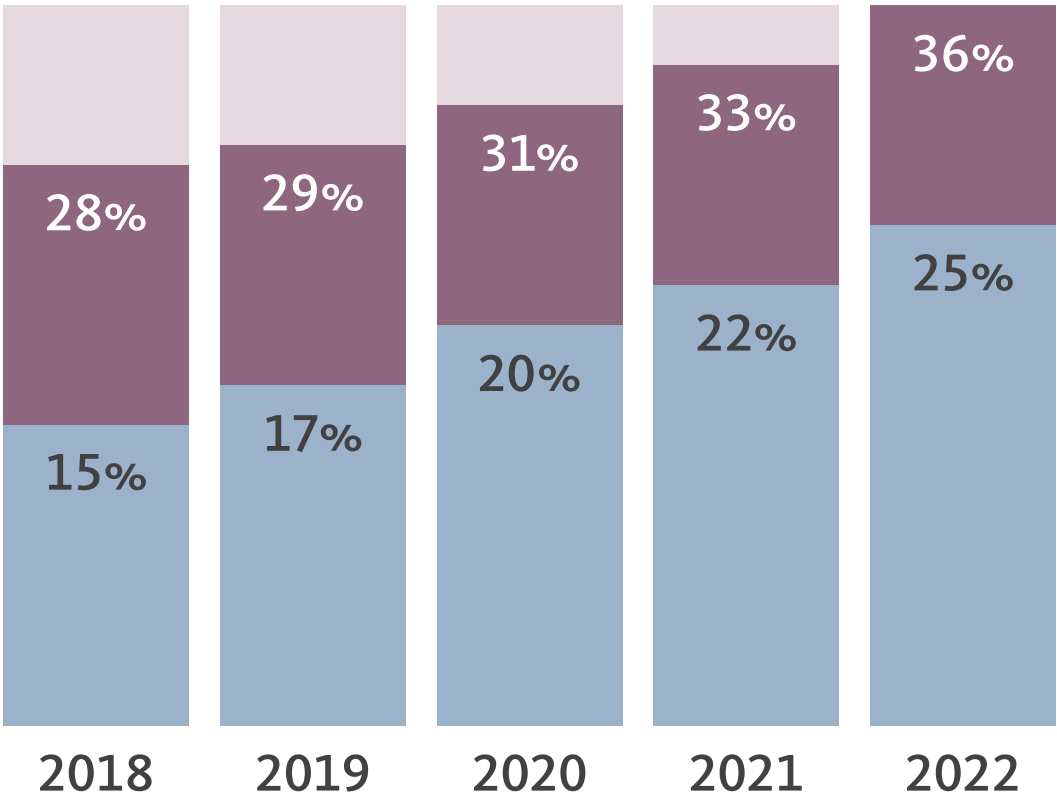
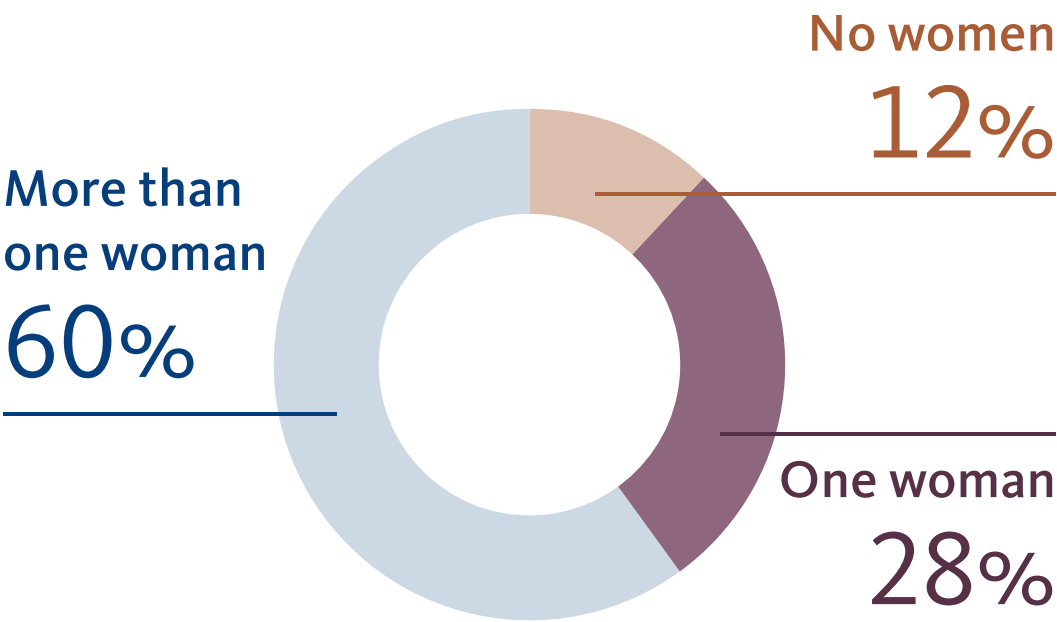


FIGURE 10 2022 PROPORTION OF WOMEN DIRECTORS (ALL COMPANIES)

Total companies that disclosed: 648



As highlighted in Figures 11.1 and 11.2, over 60% of the companies that reported the number of women on their board indicated that they now have more than one woman on their board – an increase of almost eight percentage points compared to the same period last year when 53.1% of reporting companies reported having more than one woman on their board.

FIGURE 11.1 **NUMBER OF WOMEN DIRECTORS (ALL COMPANIES)**

Total companies that disclosed 2018: 680 | 2019: 657 | 2020: 585 | 2021: 629 | 2022: 648

2018 2019 2020 2021 2022

Percentage of companies ¹

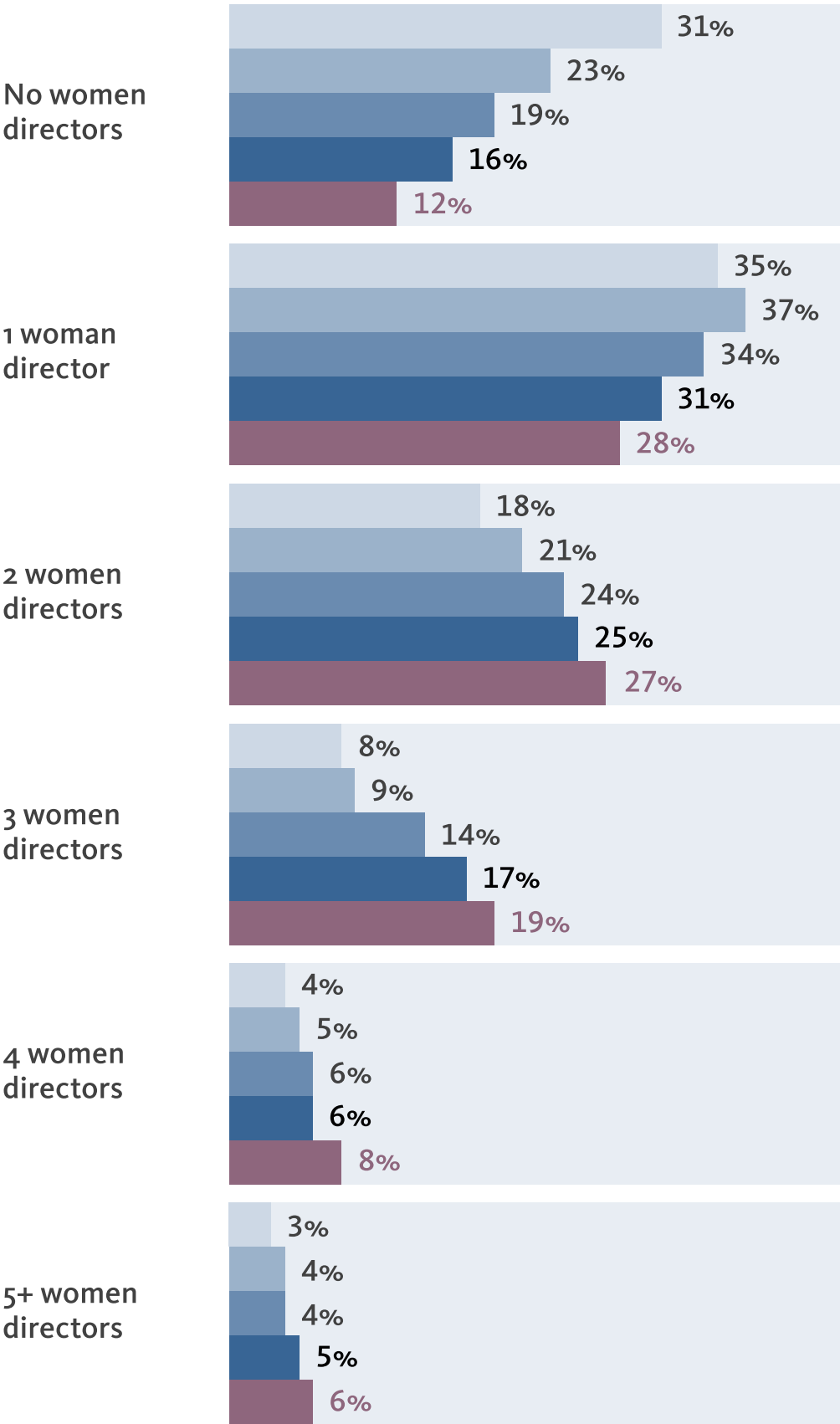
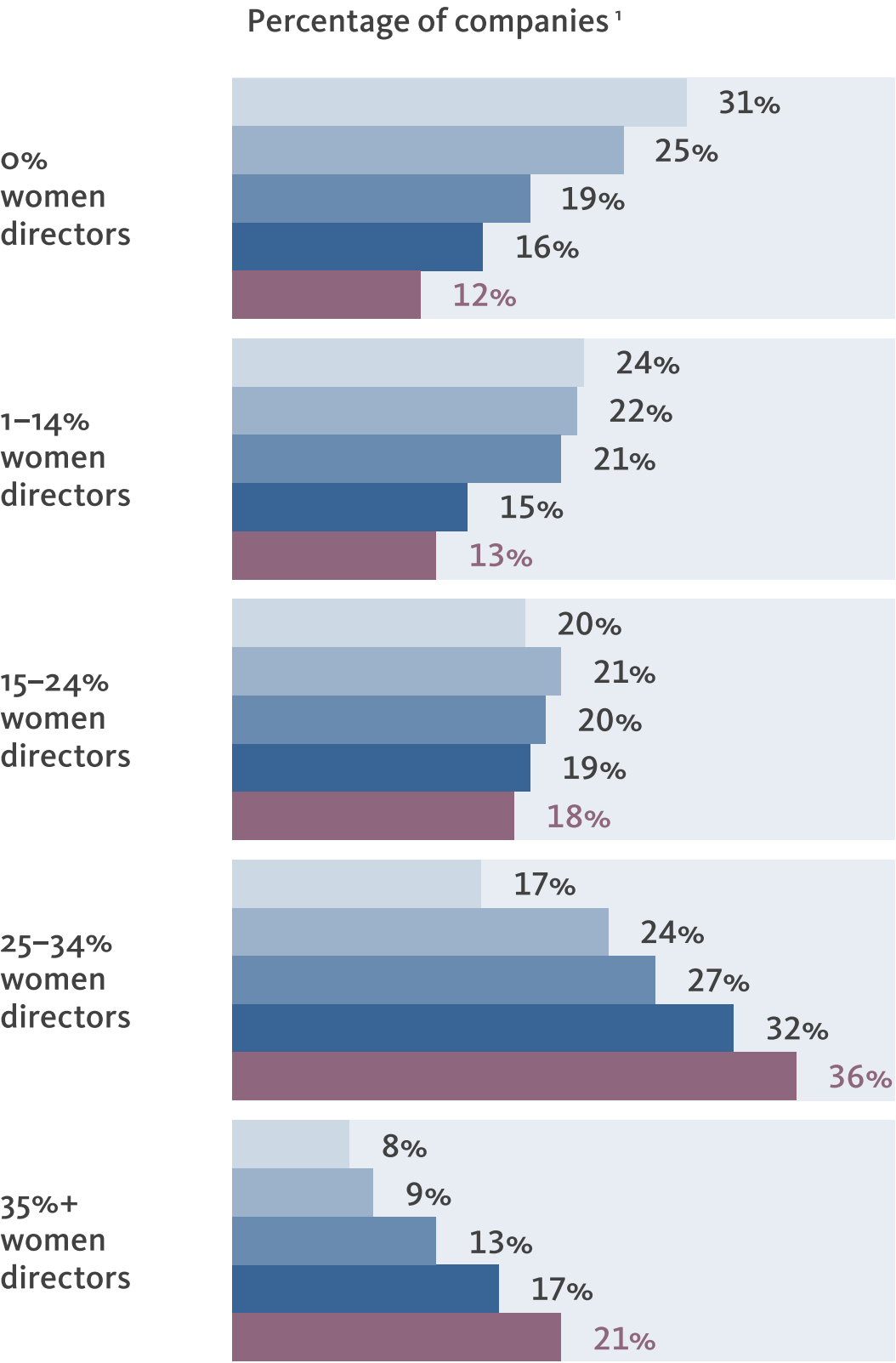


FIGURE 11.2 **PERCENTAGE OF WOMEN DIRECTORS (ALL COMPANIES)**

Total companies that disclosed 2018: 682 | 2019: 645 | 2020: 579 | 2021: 614 | 2022: 635

2018 2019 2020 2021 2022



1. Percentages may not add to 100 due to rounding

Based on the disclosure provided, for mid-year 2022 women comprise 50% or more of the board at 27 companies – almost twice as many as for mid-year 2021.

Canada's largest companies clearly 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 it has remained constant in our data since the Diversity Disclosure Requirement was introduced.

Companies with 50% or more women on the board

- Acadian Timber Corp.
- Artis Real Estate Investment Trust
- Bridgemarq Real Estate Services Inc.
- Canadian Imperial Bank Of Commerce
- Canadian National Railway Company
- Canadian Western Bank
- Caribbean Utilities Company, Ltd.
- Dream Impact Trust
- Dream Office Real Estate Investment Trust
- DREAM Unlimited Corp.
- Dundee Precious Metals Inc.
- Eldorado Gold Corporation
- Fortis Inc.
- IAMGOLD Corporation
- Intact Financial Corporation
- Laurentian Bank Of Canada
- Logistec Corporation
- Manulife Financial Corporation
- Quebecor Inc.
- Ritchie Bros. Auctioneers Incorporated
- Rubellite Energy Inc.
- Saputo Inc.
- Sprott Inc.
- Sun Life Financial Inc.
- Torex Gold Resources Inc.
- True North Commercial Real Estate Investment Trust
- TVA Group Inc.

For the S&P/TSX 60 companies that have disclosed the number of women directors on their board, there was an average of 4.1 board positions per disclosing company, which is up by 0.4 from the corresponding period in 2021 and, of the companies reporting the percentage of women on their boards, there was an average of 36.1% women directors reported, a meaningful 3.0 percentage point increase from mid-year 2021.

Also noteworthy this year is that all of the disclosing S&P/ TSX 60 companies reported having two or more women board members. Of those 52 companies, 18 companies (34.6% of those disclosing) have five or more board positions held by women. These data are described in Figures 12.1 and 12.2.

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

Total companies that disclosed 2018: 55 | 2019: 53 | 2020: 53 | 2021: 54 | 2022: 52

2018 2019 2020 2021 2022

Percentage of companies ²

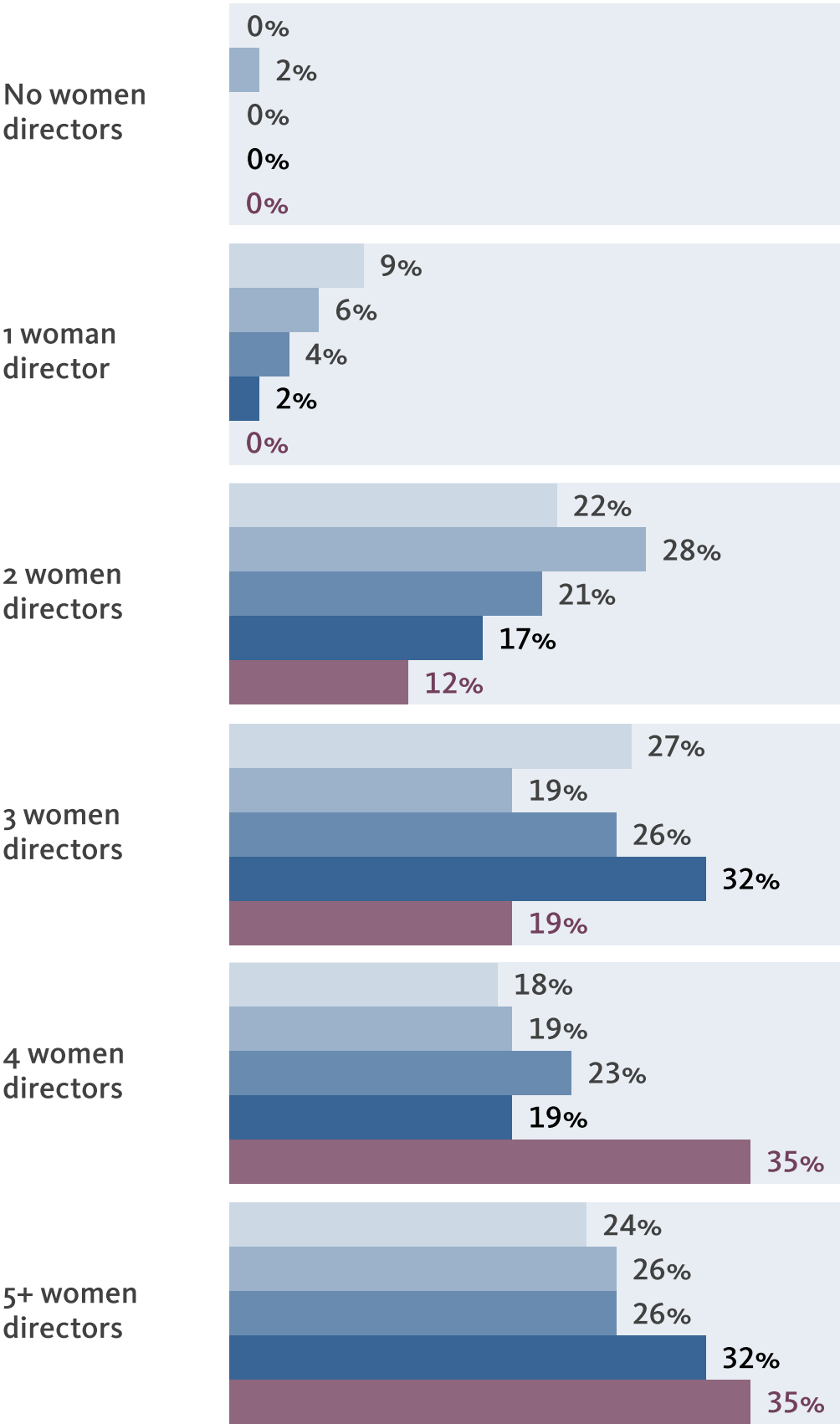
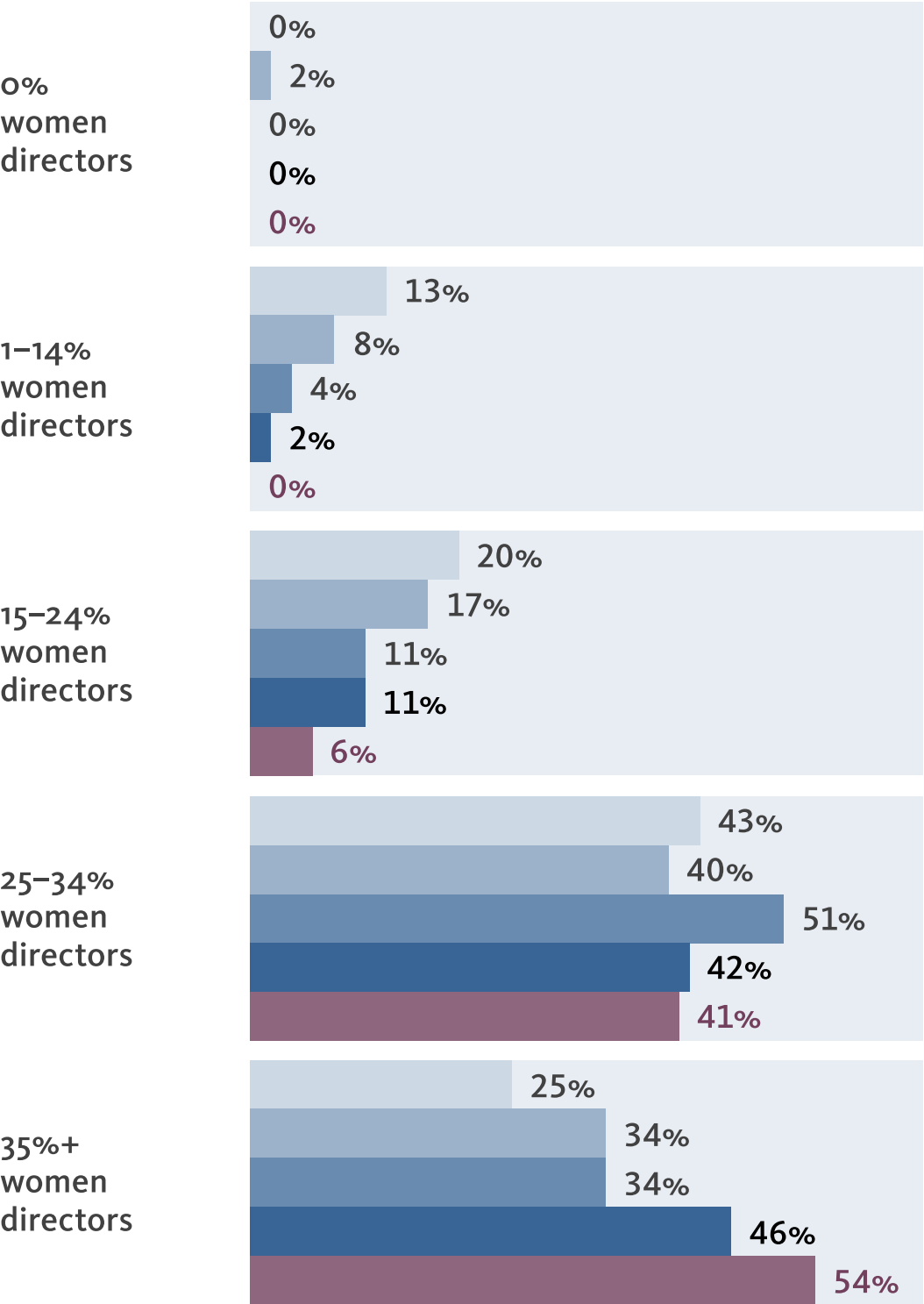


FIGURE 12.2 PERCENTAGE OF WOMEN DIRECTORS (S&P/TSX 60 COMPANIES)

Total companies that disclosed 2018: 55 | 2019: 53 | 2020: 53 | 2021: 55 | 2022: 54

2018 2019 2020 2021 2022

Percentage of companies ²



2. 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 2022 compared to 2021. These changes are illustrated in Figures 13.1 and 13.2.

There remains very little 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, while the Mining, Technology, Life Sciences and Energy Services industries consistently have the lowest proportion of women directors.

The number of women directors and average percentage of women directors generally increased overall. However, many industries saw relatively slower growth this year in both the average number and percentage of female directors.

FIGURE 13.1 NUMBER OF WOMEN DIRECTORS BY INDUSTRY

Total companies that disclosed 2021: 629 | 2022: 648

2021
2022

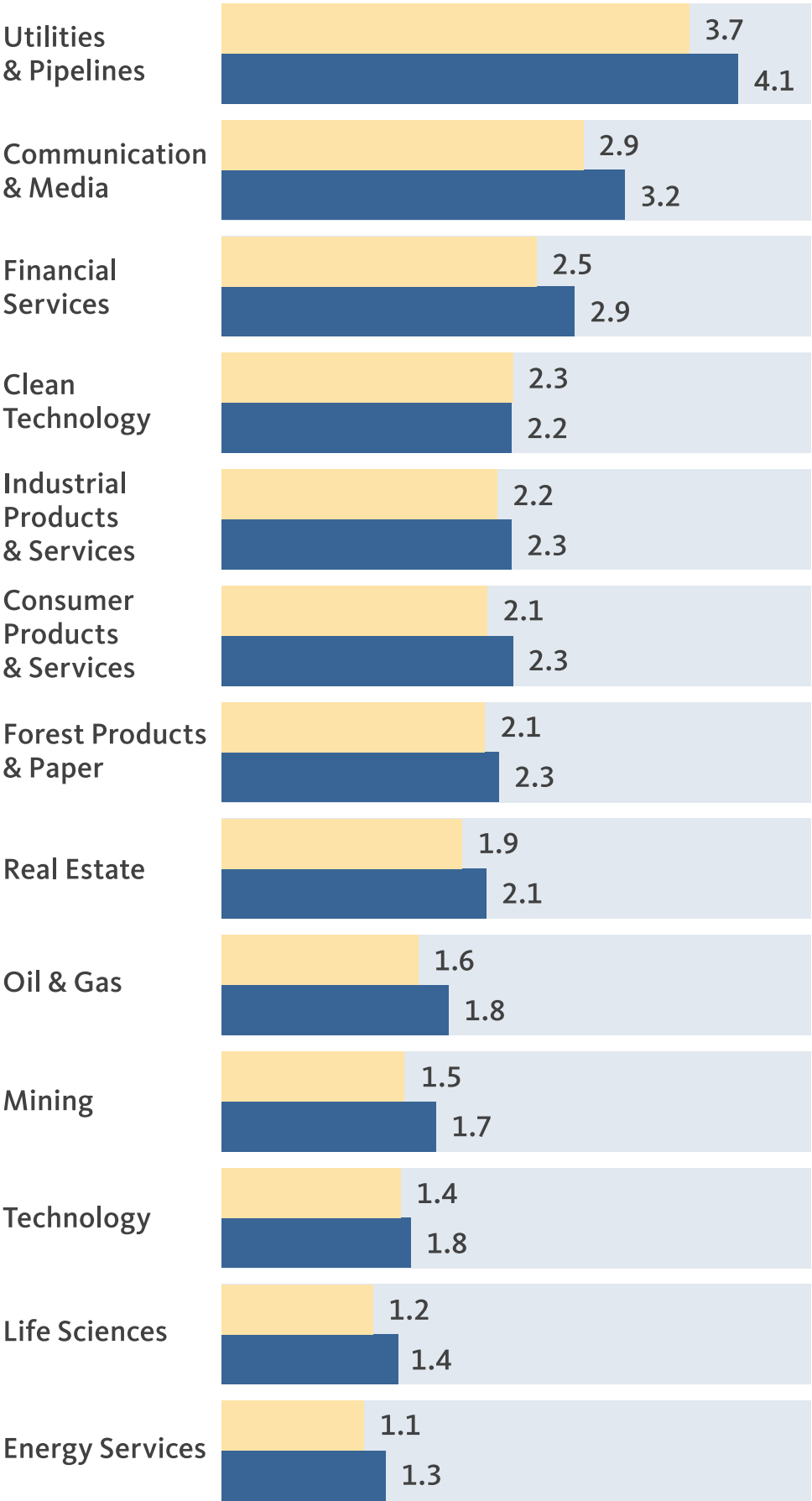
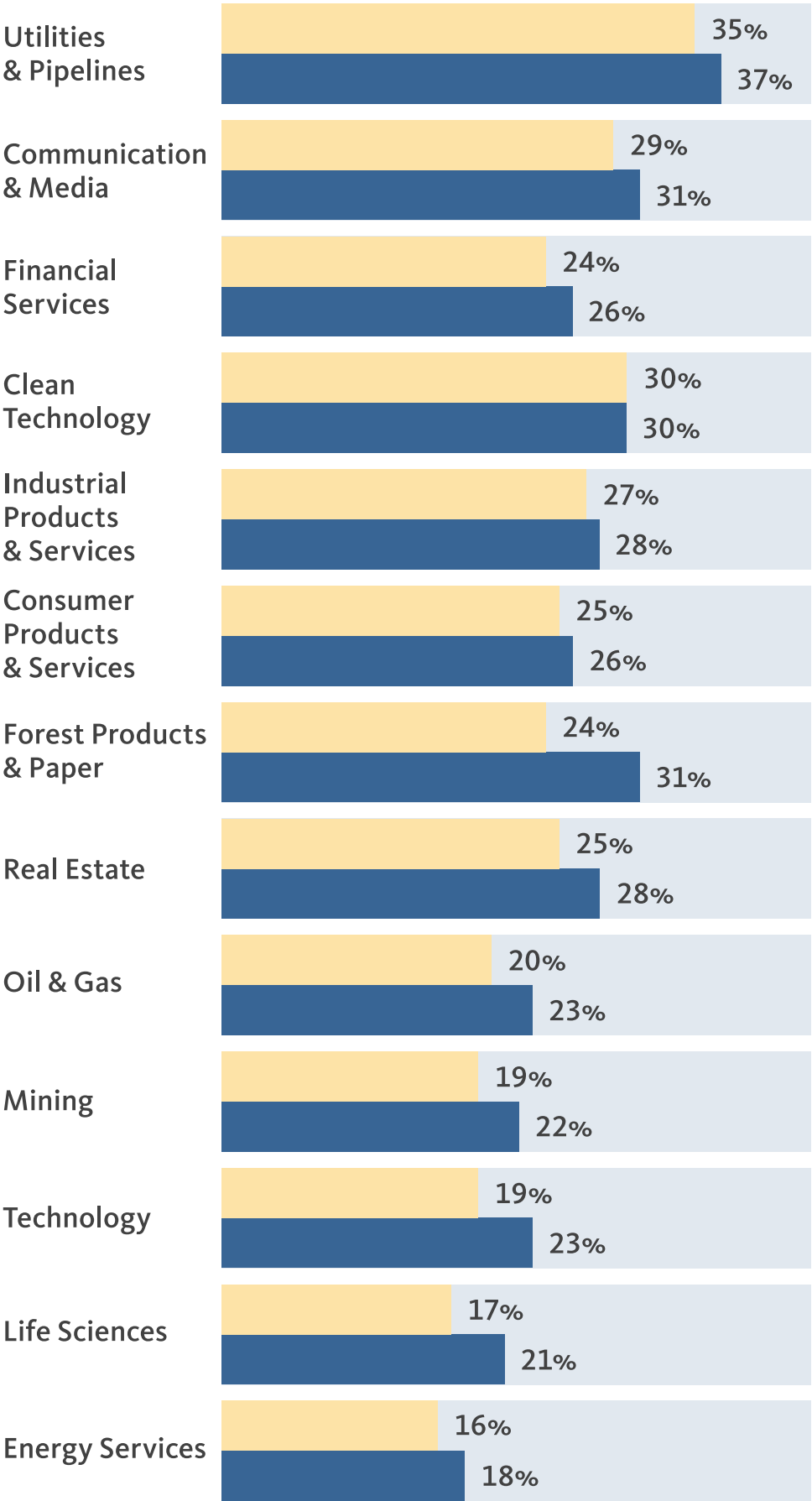


FIGURE 13.2 **PERCENTAGE OF WOMEN DIRECTORS BY INDUSTRY**

Total companies that disclosed 2021: 614 | 2022: 635

2021
2022



New director appointments

We continue to monitor the progress being made among TSX-listed companies in adding women to their boards, either because they are being nominated for election as new directors in 2022, or because either they had been appointed during the year to fill a vacancy that had occurred since the last shareholders' meeting or as a result of an increase in board size at the relevant company. For the 666 companies that fully or partially satisfied the Diversity Disclosure Requirement, there were 551 board seats that became available due to vacancies or an increase in board size.

Women were nominated to fill 240 board seats, or 43.6% of the total number of newly created or vacated board seats. This represents an increase of 4.5 percentage points compared to 39.1% at mid-year 2021, and builds on the approximately four percentage point increase observed between mid-year 2021 and midyear 2020. This is broadly comparable to the improvements among the S&P/TSX 60 companies, for which women were nominated to fill 44.7% of the newly created or vacated board seats (42.3% at mid-year 2021), and which also reflects a strong three percentage point increase year-over-year.

Board policies on diversity and policies related to the nomination and identification of women on boards

Overall, 658 companies reported on whether they adopted board diversity policies in 2022. Of these, 465 (representing 70.7%) disclosed that they have a written board diversity policy. This represents a further increase from the 67.3% companies that reported having adopted such a policy in mid-year 2021. Among S&P/TSX 60 companies, 48 of the 54 companies reporting indicated that they had adopted a written board diversity policy – this represents 88.9% of all S&P/TSX 60 companies reporting and a slight decrease from the 90.9% reported in 2021, principally as a result of a change in the mix of companies reporting.

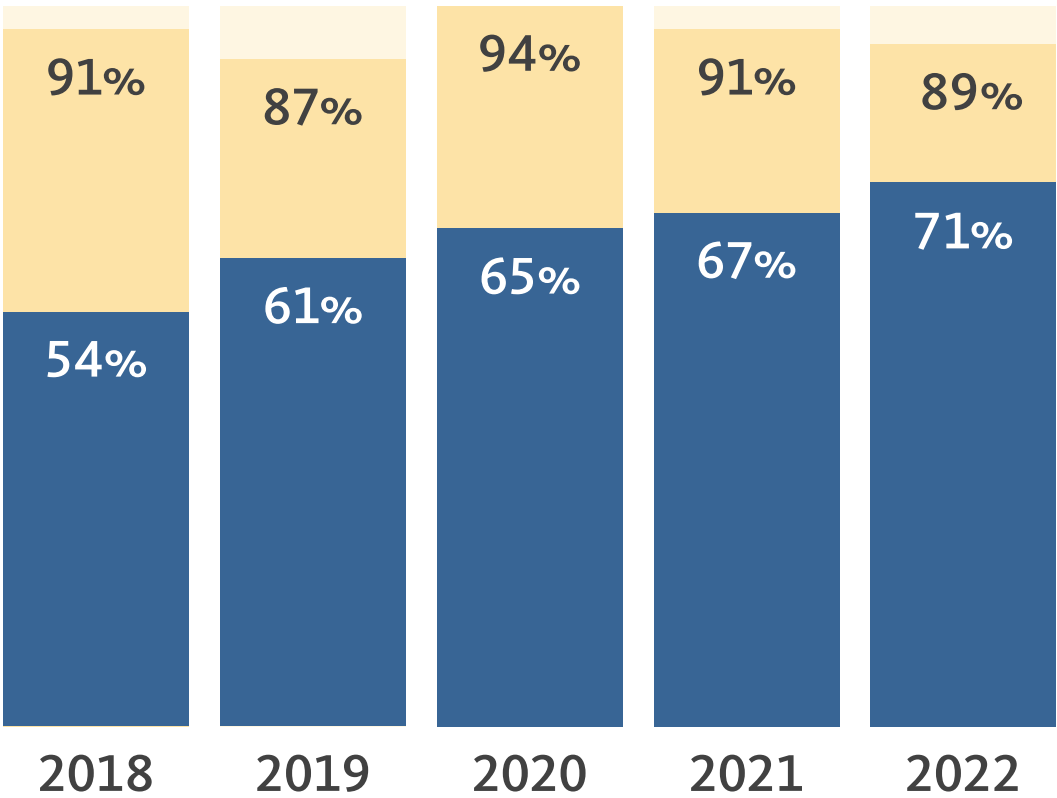
The Diversity Disclosure Requirement seeks disclosure on whether the board has adopted a written policy that specifically relates to the identification and nomination of women directors. Not all companies disclosing that they had adopted a written board diversity policy stated whether the policy specifically related to the identification and nomination of women directors, and some companies specifically disclosed that they did not. In 2022, 653 companies disclosed whether or not they had a written policy relating to the identification and nomination of women directors, and 420 (64.3%) of these companies indicated that they had such a policy. This represents a slight increase of 1.4 percentage points compared to the 62.9% reported at mid-year 2021.

FIGURE 14 GENERAL BOARD DIVERSITY POLICY ADOPTION RATES

Total companies that disclosed: 2018: 705 | 2019: 680 | 2020: 586 | 2021: 648 | 2022: 658

Total S&P/TSX 60 companies that disclosed: 2018: 56 | 2019: 54 | 2020: 53 | 2021: 55 | 2022: 54

■ All companies
■ S&P/TSX 60 companies



Policy adoption rate by year

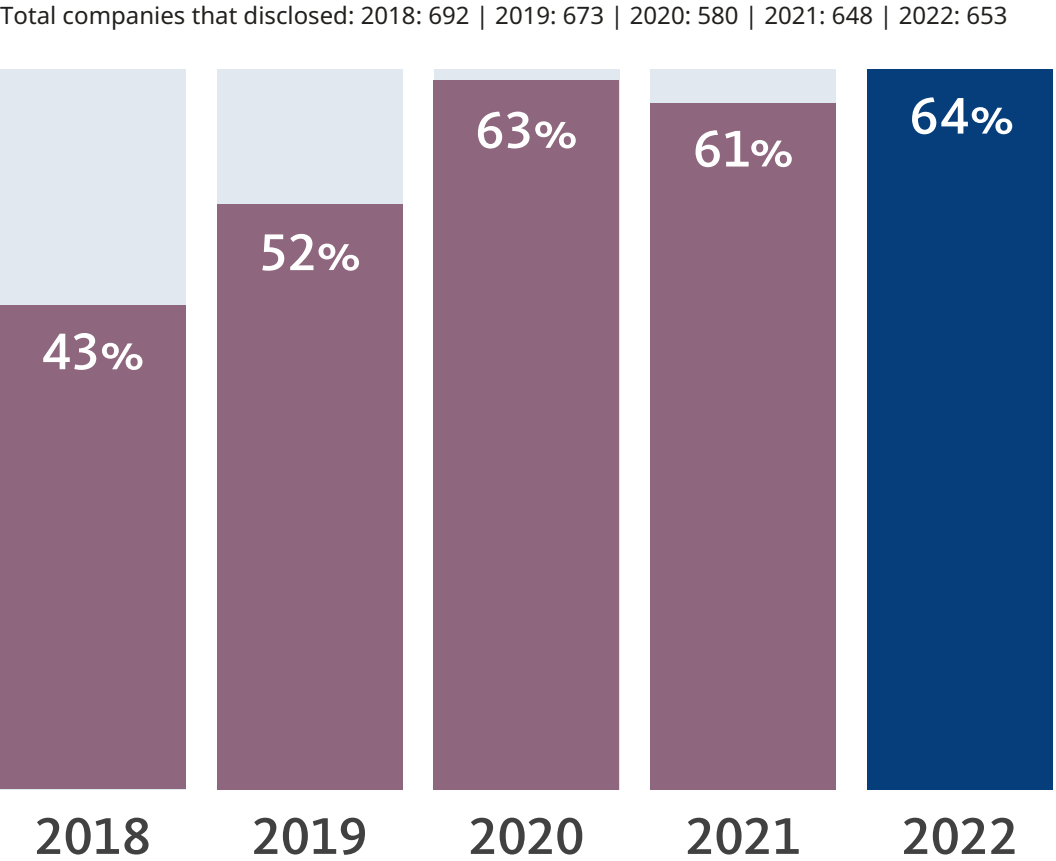
Among S&P/TSX 60 companies, 52 companies specifically disclosed whether they had a written policy relating to the identification and nomination of women directors and 46 (88.5%) stated that they had adopted such a written policy. S&P/TSX composite index companies adopted such policies at a rate similar to the S&P/TSX 60 companies, with 89.6% of companies disclosing companies that they have a board diversity policy that includes a written policy for the identification and nomination of women directors. It is noteworthy that only 51.4% 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. A significant majority of these policies include a broad statement regarding the consideration of diversity, with most of the disclosure made in respect of these policies then proceeding to list a range of specific diversity characteristics that are to be considered under the policy. Of these specific diversity characteristics, it is unsurprising that gender is the most frequently referenced characteristic among the companies disclosing that they have a board diversity policy.

The number of companies disclosing that their written board diversity policy addressed characteristics corresponding with the prescribed “designated groups” under the CBCA

Requirement increased sharply following those requirements coming into force in 2020. For mid-year 2022 we saw a sustained high level of companies indicating that their board diversity policies reflected these diversity characteristics. As in previous years, after gender, ethnicity/race, Indigenous status, age, skills/expertise, persons with disabilities and geography were also frequently cited.

FIGURE 15 NATURE OF POLICY ADOPTED (ALL COMPANIES)



Adoption of specific policy related to identification and nomination of women directors

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 2022 is the eighth year the Diversity Disclosure Requirement has been in effect, almost 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. Persons with disabilities
4. Skills/Expertise
5. Indigenous Status

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. Policy is ineffective or arbitrary
5. Stage of development or nature of business

Targets for women on boards

For mid-year 2022, 41.4% (or 264) of the 637 companies disclosing whether or not they had adopted a target for the representation of women on the board disclosed that they had adopted such a target (up significantly from 32.3% in mid-year 2021 and 28.8% in mid-year 2020). This increase is also likely a result of the updated voting guidelines among institutional shareholders and proxy advisory firms which require the adoption of targets by issuers where the boards is not yet comprised of at least 30% women.

Among the 54 S&P/TSX 60 companies that disclosed whether or not they had a target, 43 companies (79.6%) reported having a target. This represents a further increase from 2021, when 71.7% of S&P/TSX 60 companies reported having targets. The most common target adopted, by an overwhelming majority, was 30% – consistent with the voting policies of Institutional Shareholder Services. The next most frequent targets for women directors were, in order, 33%, 25% and 40%.

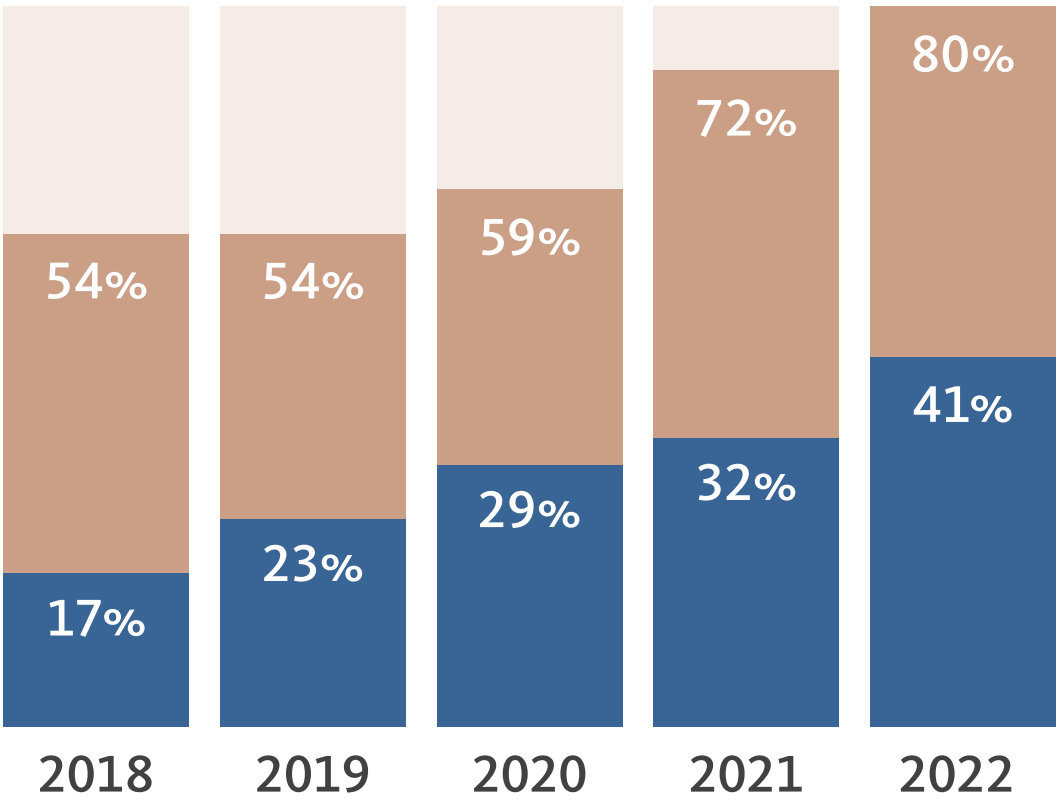
Among those companies that reported not adopting targets, the reasons were generally similar as those given for failing to adopt written policies for the identification and nomination of female directors, with the vast majority indicating concerns about compromising their focus on merit or having concerns 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 did not suit the stage of development or nature of the business or that the adoption of a target might otherwise be too restrictive. The top five most commonly disclosed reasons are listed in Figure 19.

FIGURE 18 **TARGETS FOR REPRESENTATION OF WOMEN ON BOARDS**

Total companies that disclosed: 2018: 686 | 2019: 668 | 2020: 576 | 2021: 628 | 2022: 637

Total S&P/TSX 60 companies that disclosed: 2018: 56 | 2019: 54 | 2020: 53 | 2021: 53 | 2022: 54

■ All companies
■ S&P/TSX 60 companies



Target adoption rate by year

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. Stage of development or nature of business
- 5. Targets limit talent pool/too restrictive

Female board chairs and committee chairs

We identified those companies where the chair of the board of directors is a woman. Among the 666 companies providing full or partial diversity disclosure, we found that the number of female board chairs this year increased slightly compared to 2021, although the level remains low in absolute terms. In 2022, 49 companies (or 7.4% of the 666 companies that fully or partially complied with the Diversity Disclosure Requirement) have a woman in the board chair role, compared to 43 companies (6.6% of those fully or partially disclosing) in

2021.

This year we again looked at the number of board committees with female chairs at each disclosing TSX company.

We found that at 398 of the 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 59.6% of these companies, up from just over half (51.1%) of these companies last year. This year, 273 companies (41.0%) reported having one woman committee chair (an increase of 5.0 percentage points from 2021), while 125 companies (18.8%) reported having more than one woman serving as a committee chair (an increase of 3.7 percentage points from 2021). This translates to an average number of women serving as committee chairs at all companies of 0.81 per company. Although there is still not an average of at least one female committee chair per company, this number is a strong increase from the 0.54 female committee chairs per company reported last year.

We saw a similar trend in the number of women who chair the company's audit committee. Of the companies providing full or partial diversity disclosure, at 176 companies (26.4%) the audit committee chair is a woman, representing a 4.7 percentage point increase from mid-year 2021.

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 number of women assuming board leadership roles continues to 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 of our report.

Mid-year results for 2022: Women in executive officer positions

Number and percentage of women in executive officer positions

In 2022, 597 companies disclosed the number of women executive officers. These companies reported a total of 1,159 executive officer positions held by women. On average, these companies reported 1.94 women executive officer positions per company, while the 582 companies disclosing the percentage of women in executive officer positions reported that an average of 19.8% of their executive officer positions are held by women. These numbers reflect a significant year-over-year increase in the average number of women executive officers (compared to 1.69 women executive officers last year) and in the average percentage of executive officer positions held by women (compared to 18.2% in 2021).

FIGURE 20.1 **OVERALL AVERAGE NUMBER OF WOMEN EXECUTIVE OFFICERS**

Total companies that disclosed: 2018: 651 | 2019: 609 | 2020: 528 | 2021: 575 | 2022: 597

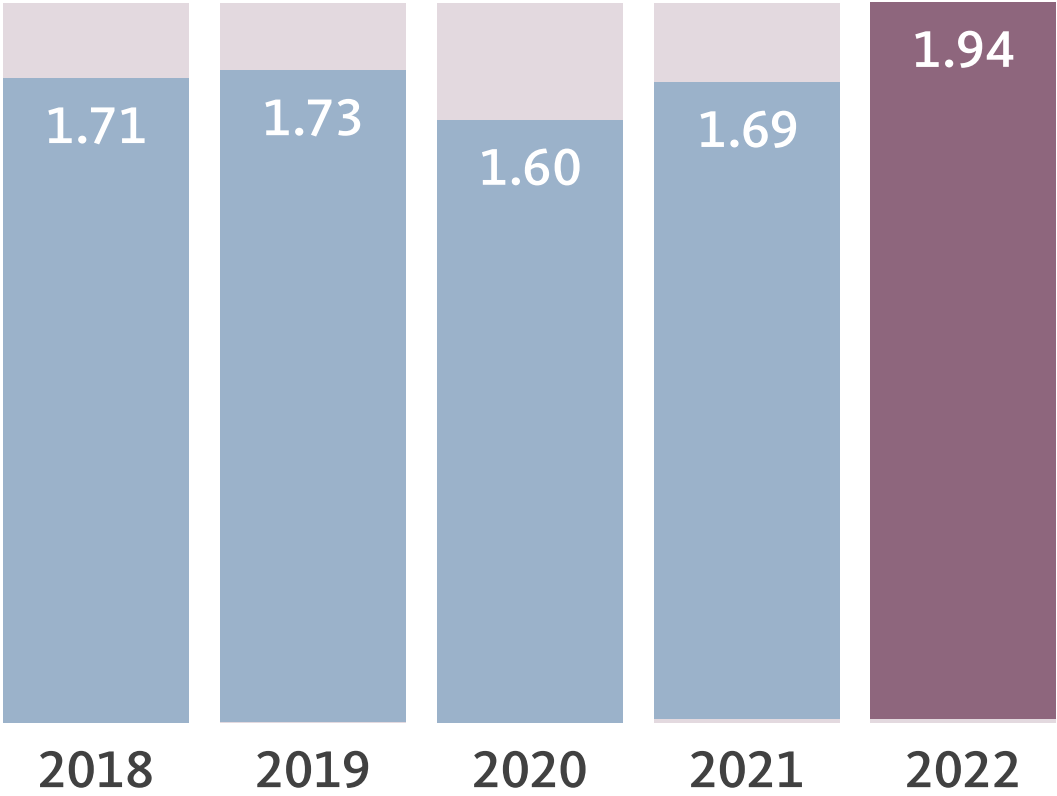
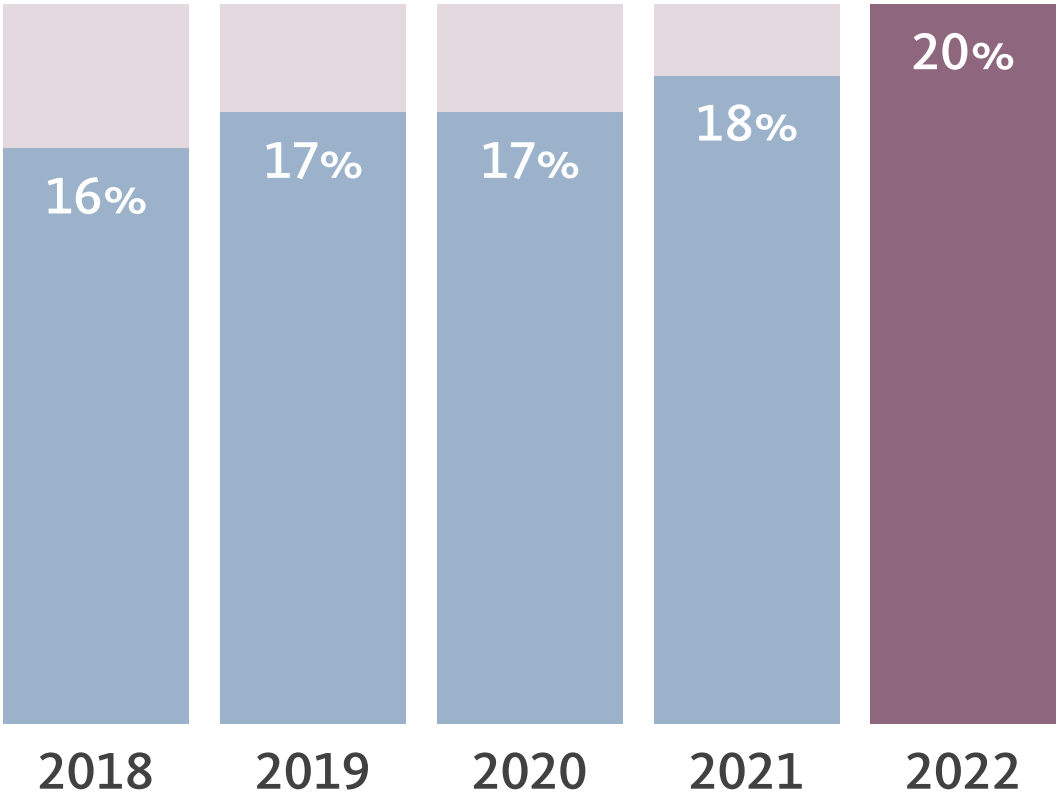


FIGURE 20.2 **OVERALL AVERAGE PERCENTAGE OF WOMEN EXECUTIVE OFFICERS**

Total companies that disclosed 2018: 630 | 2019: 588 | 2020: 525 | 2021: 565 | 2022: 582



The vast majority of management teams include at least one woman. The percentage of companies reporting that they had no women executive officers decreased further in 2022,

to 28.6% among the companies disclosing the number of women executive officers. This is an improvement compared to 32.9% in 2021. Of these companies, the percentage that reported having only one woman executive officer was essentially flat, at 28.8% (compared to 28.3% in 2021), while the percentage that reported having two or more women executive officers increased by 3.2 percentage points in 2022, to 42.6% from 38.8% in 2021. This is described in more detail in Figures 21, 22.1 and 22.2.

FIGURE 21 2022 PROPORTION OF WOMEN EXECUTIVE OFFICERS

Total companies that disclosed: 597

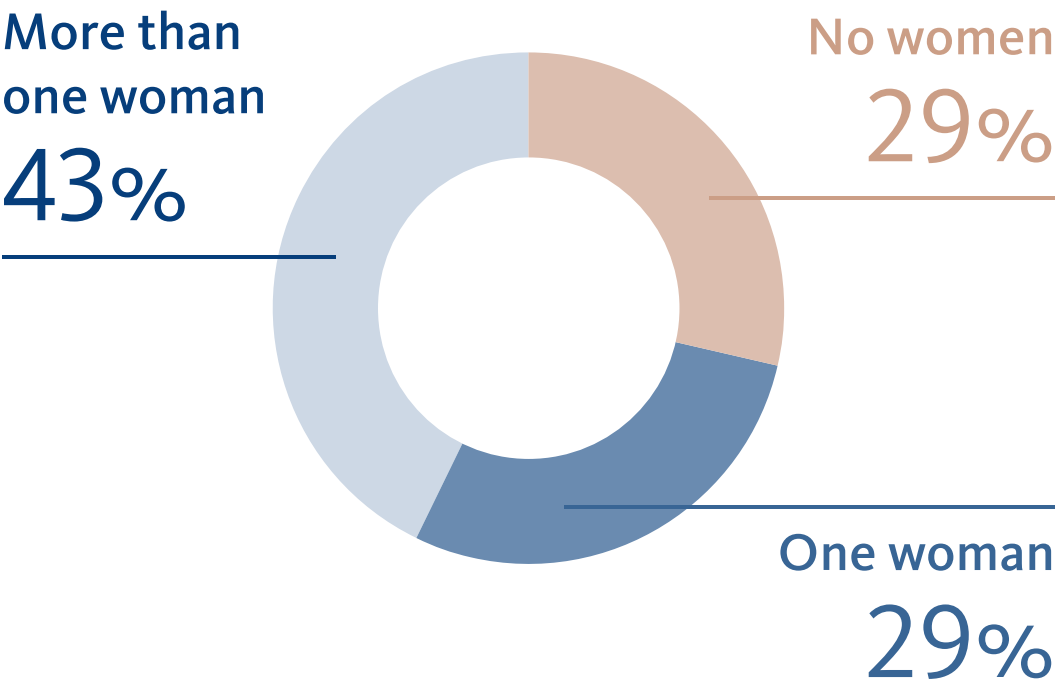


FIGURE 22.1 NUMBER OF WOMEN EXECUTIVE OFFICERS (ALL COMPANIES)

Total companies that disclosed 2018: 651 | 2019: 609 | 2020: 528 | 2021: 575 | 2022: 597

2018 2019 2020 2021 2022

Percentage of disclosing companies³

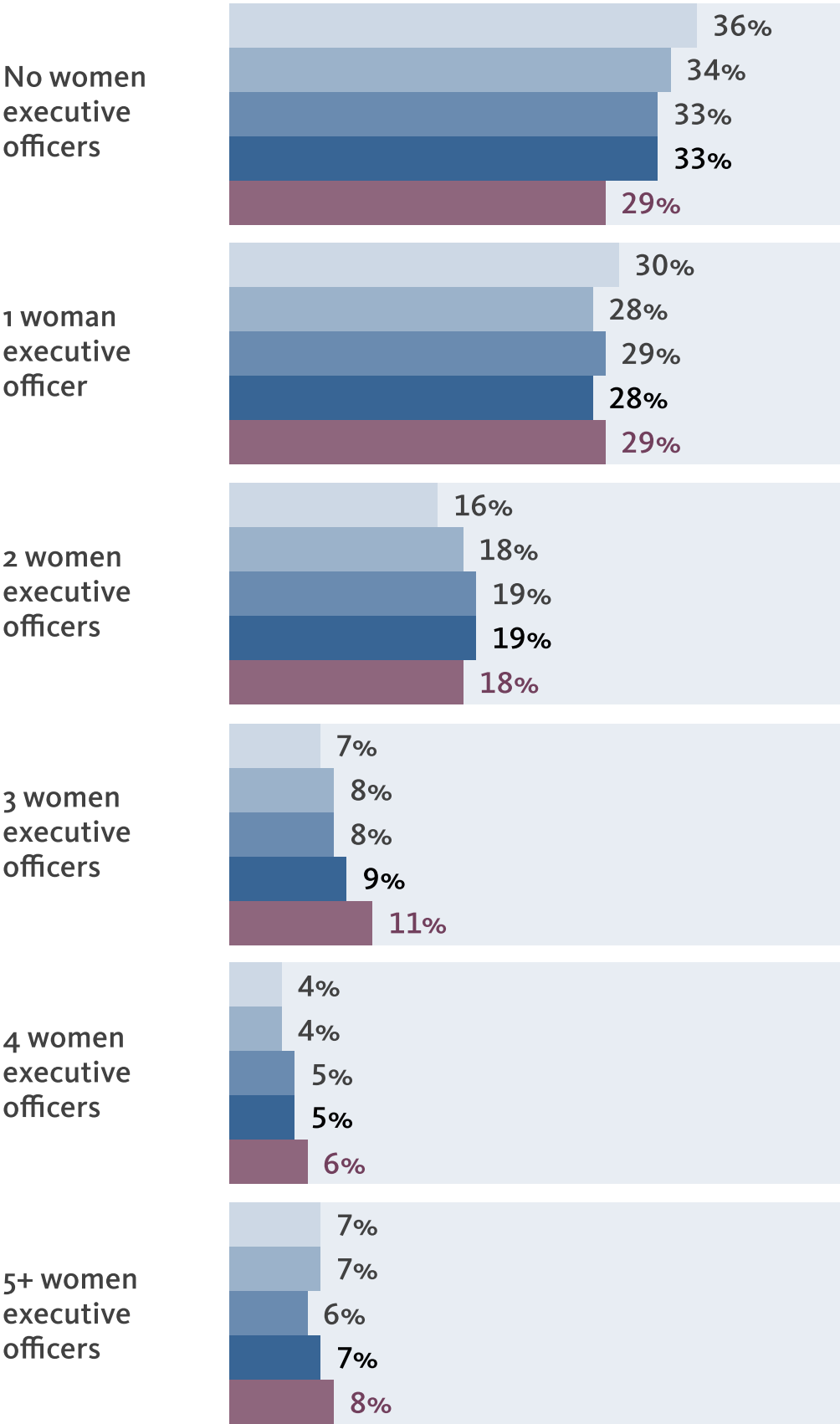
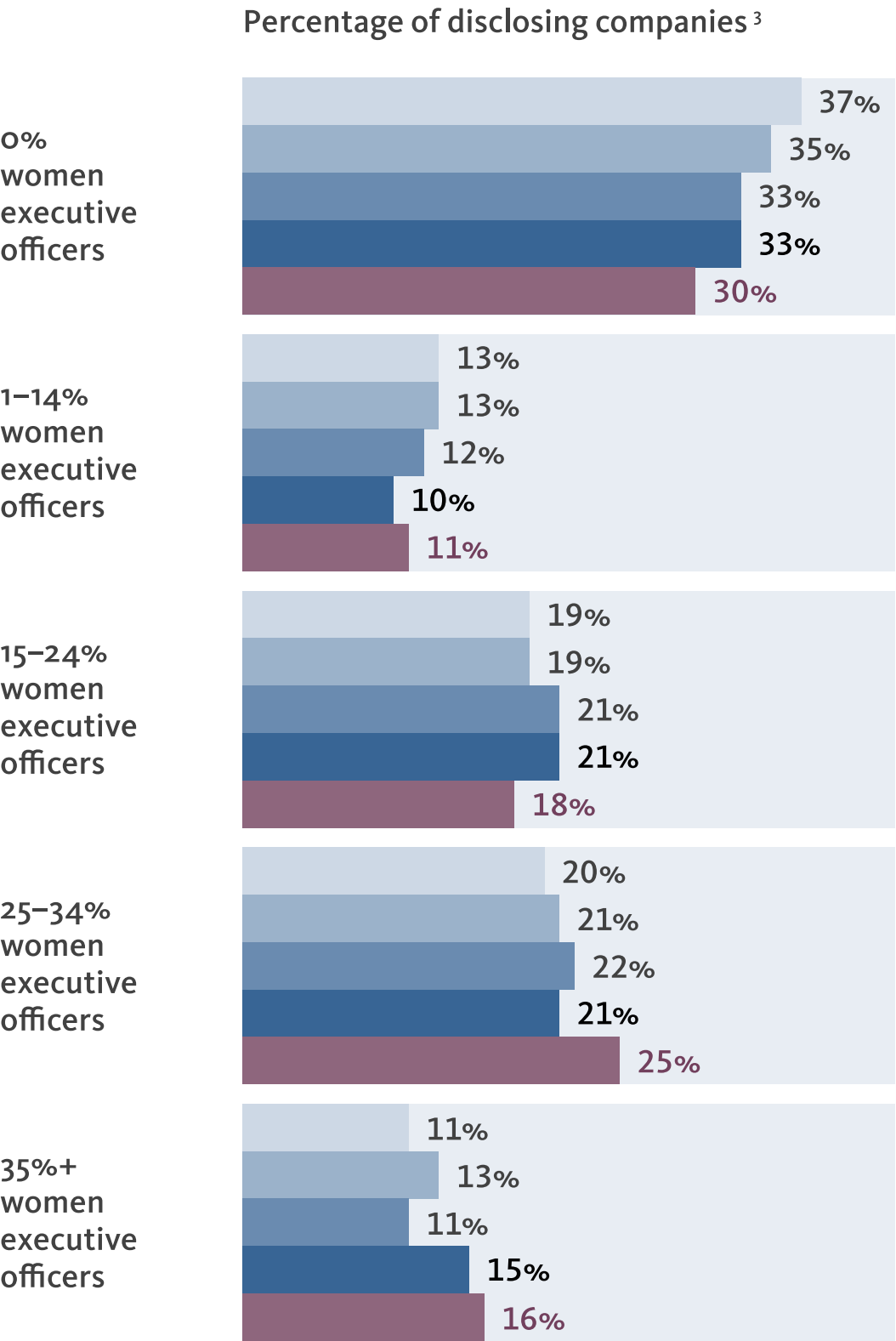


FIGURE 22.2 **PERCENTAGE OF WOMEN EXECUTIVE OFFICERS (ALL COMPANIES)**

Total companies that disclosed 2018: 630 | 2019: 588 | 2020: 525 | 2021: 565 | 2022: 582

2018 2019 2020 2021 2022



Women continued to make modest progress in executive officer ranks among the S&P/TSX 60 companies. Among the 48 S&P/TSX 60 companies that reported on the number of women executive officers, the average number of women executive officers increased 0.33 this year to 3.63 and, among those disclosing the average percentage of women executive officers, the average percentage of executive officers who are women increased by 2.3 percentage points to 24.3%.

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

Total companies that disclosed 2018: 53 | 2019: 48 | 2020: 49 | 2021: 50 | 2022: 48

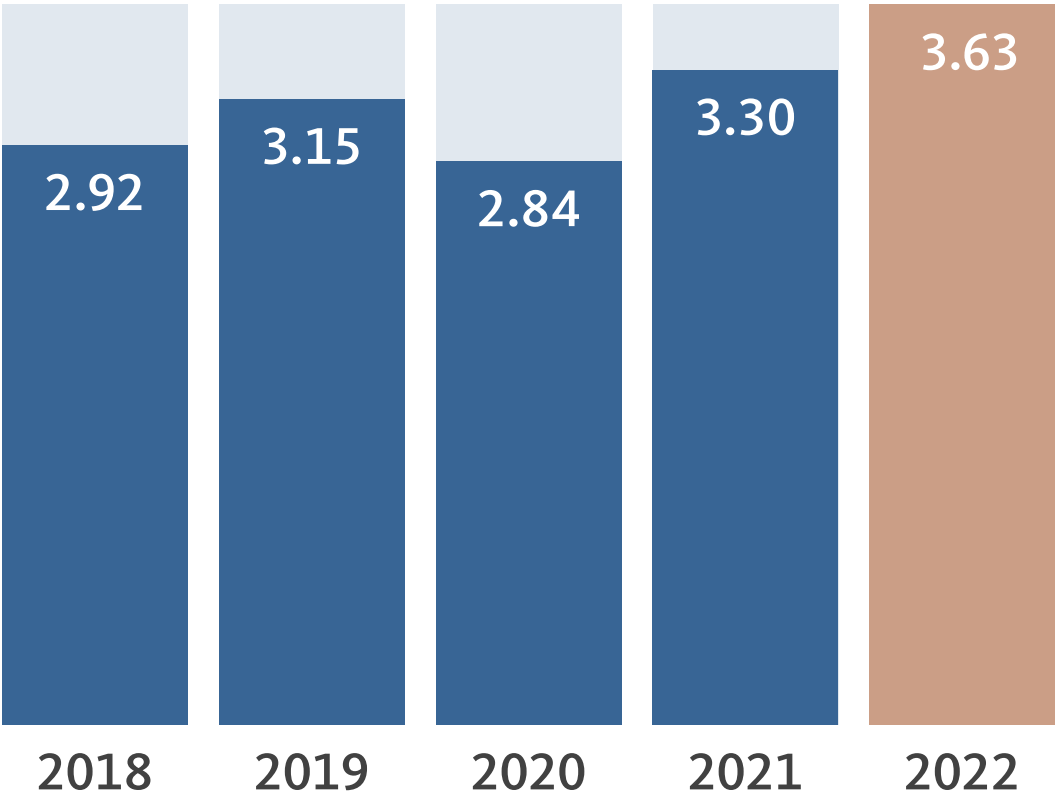
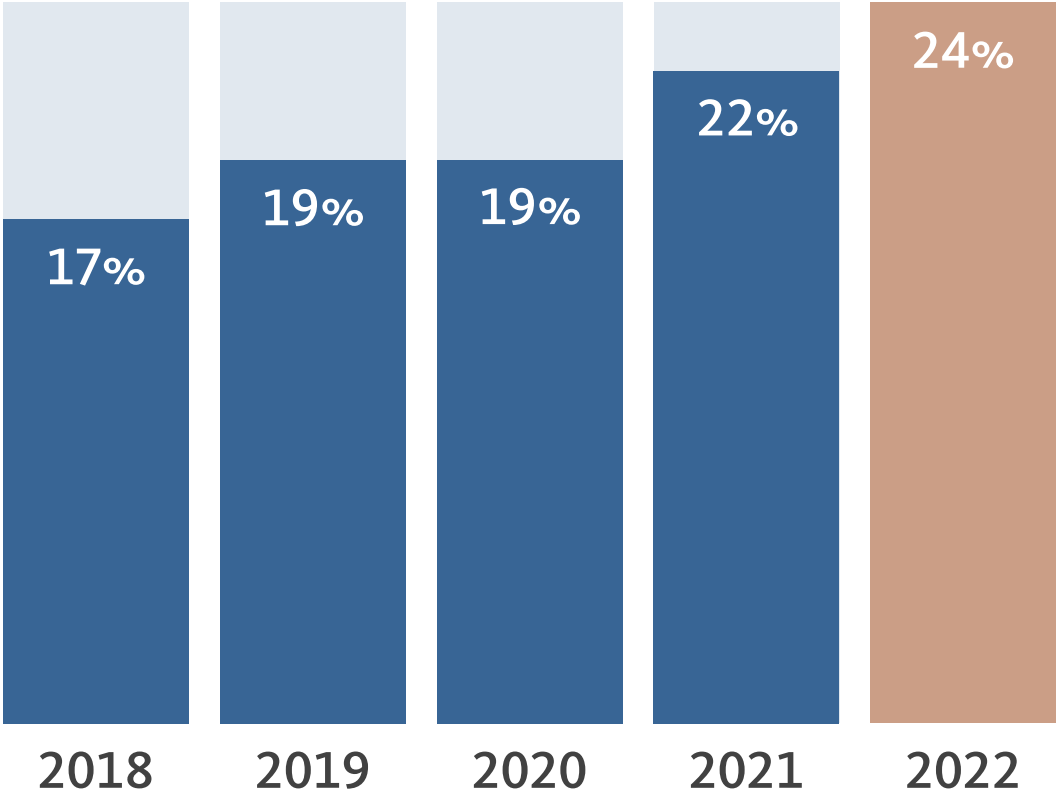


FIGURE 23.2 **AVERAGE PERCENTAGE OF WOMEN EXECUTIVE OFFICERS (S&P/TSX 60 COMPANIES)**

Total companies that disclosed 2018: 52 | 2019: 50 | 2020: 49 | 2021: 50 | 2022: 47



As summarized in Figures 24.1 and 24.2, based on the number of S&P/TSX 60 companies disclosing, the increases described above are consistent with a significant increase in the number of S&P/TSX 60 companies reporting having three executive officers who are women and a decline in the number of such companies with two or fewer women executive officers.

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

Total companies that disclosed 2018: 53 | 2019: 48 | 2020: 49 | 2021: 50 | 2022: 48

2018 2019 2020 2021 2022

Percentage of disclosing companies ³

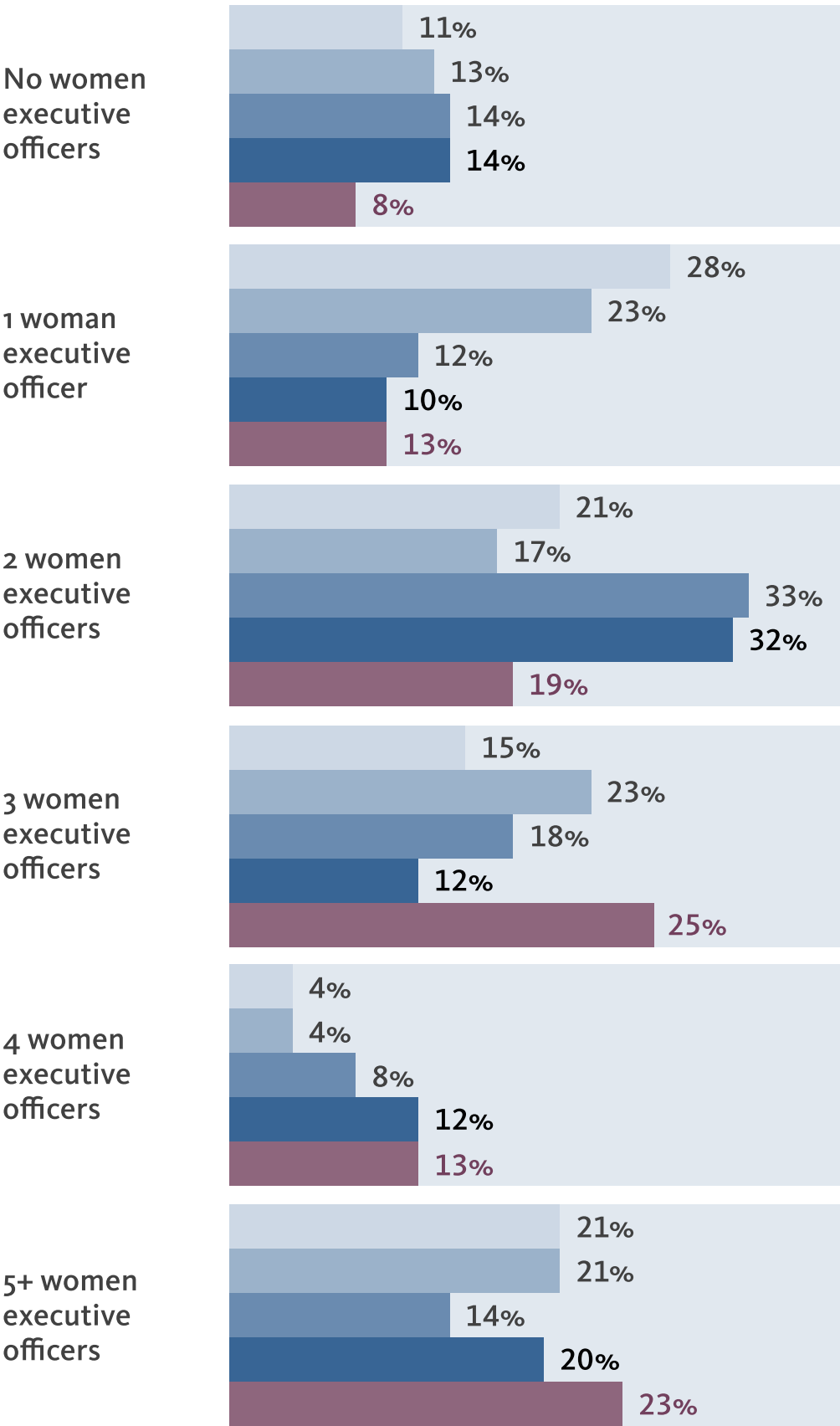
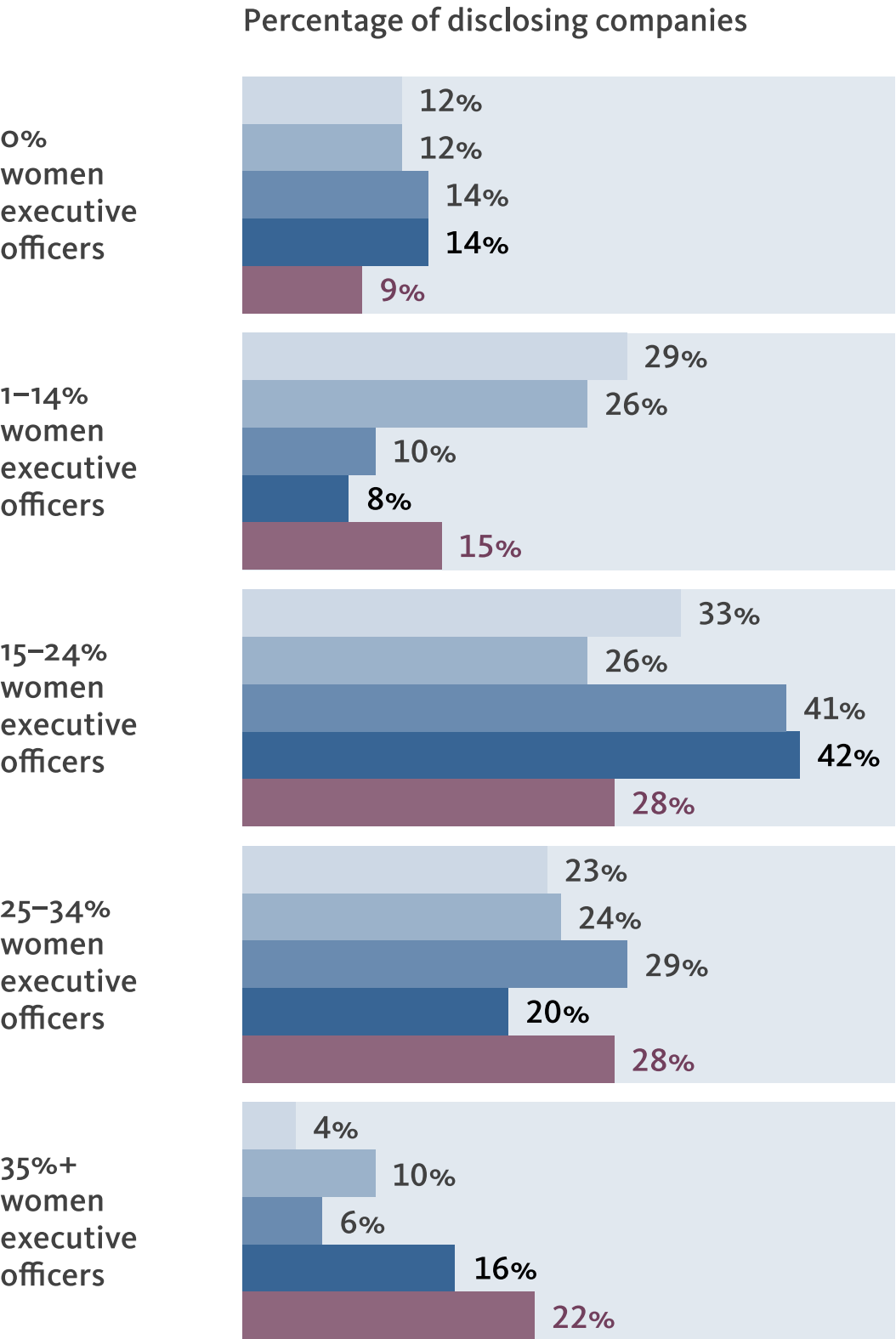


FIGURE 24.2 PERCENTAGE OF WOMEN EXECUTIVE OFFICERS (S&P/TSX 60 COMPANIES)

Total companies that disclosed 2018: 52 | 2019: 50 | 2020: 49 | 2021: 50 | 2022: 47

2018 2019 2020 2021 2022



Women executive officers by industry

Broken down by industry, Utilities & Pipelines continued to have the highest average number of women executive officers, followed by Financial Services and Forest Products & Paper.

Real Estate and Utilities & Pipelines, represented this year’s top performers in terms of the average percentage of women executive officers. The Oil & Gas and Energy Services industries, on the other hand, have consistently had among the lowest average percentage of women executive officers. The Life Sciences and Mining industries are 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. This is because there is wide variation in the number of executive officers per company between industries. This explains why in the Real Estate industry, for example, 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**

Total companies that disclosed 2021: 575 | 2022: 597

2021

2022

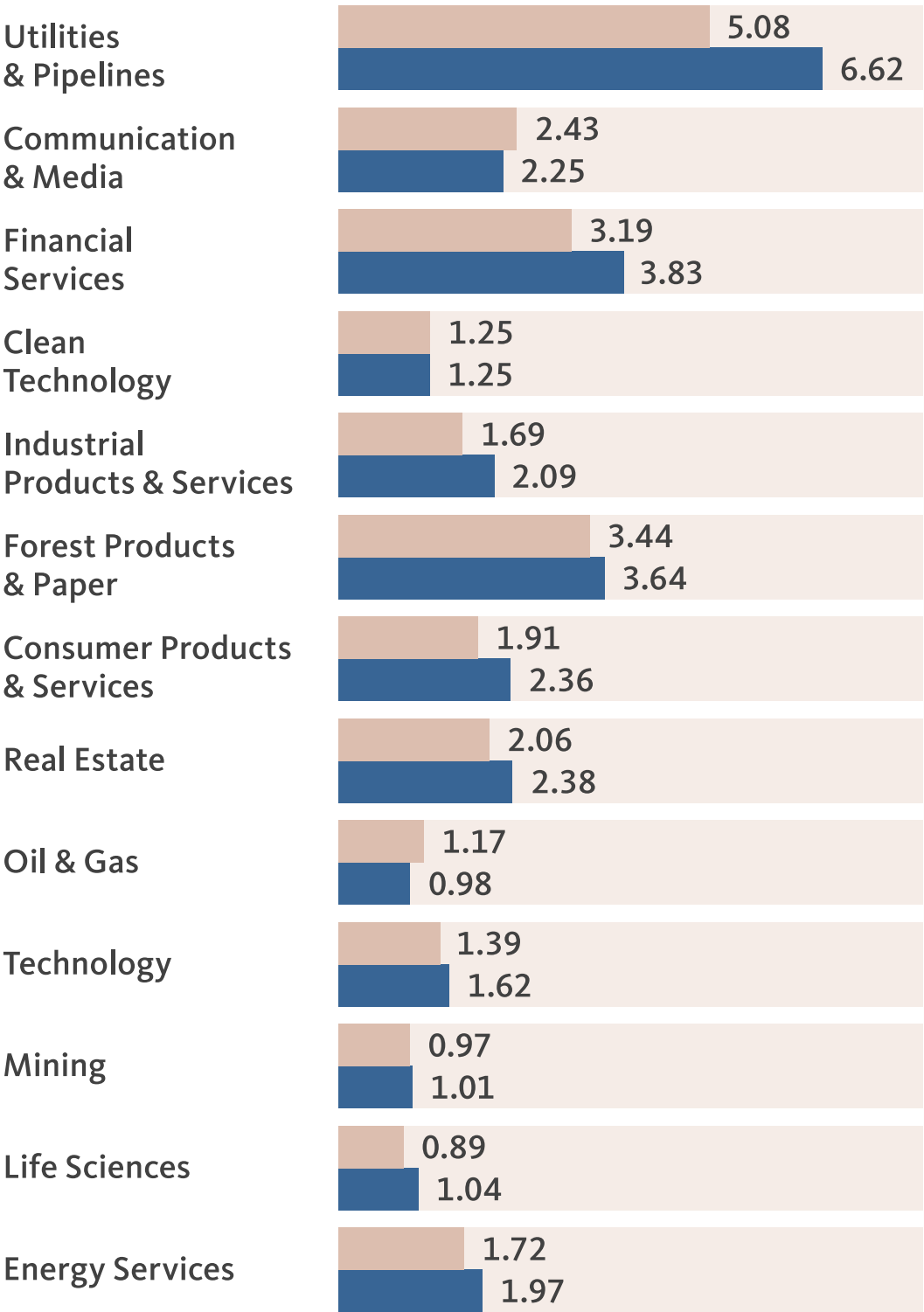
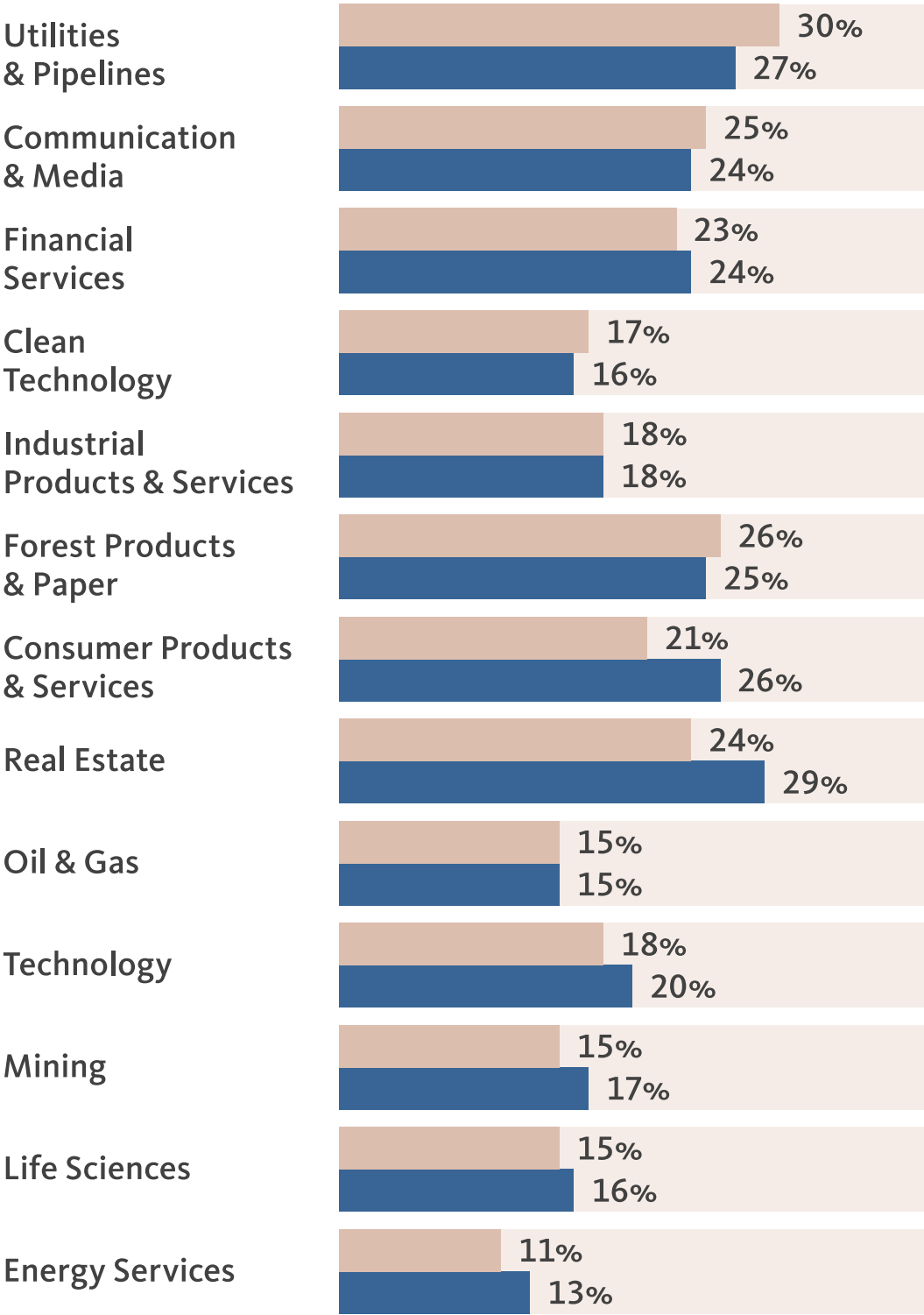


FIGURE 26 PERCENTAGE OF WOMEN EXECUTIVE OFFICERS BY INDUSTRY

Total companies that disclosed 2021: 565 | 2022: 582

2021

2022



Considering the representation of women in appointing executive

officers

In 2022, 634 companies disclosed whether or not they take into account the representation of women in the identification and appointment of executive officers. Of those, 526 (83.0%) stated they do so. This number is essentially flat compared to mid-year 2021.

Also consistent with previous years, the proportion of companies reporting that they take gender into account when making executive appointments among S&P/TSX 60 companies is higher – 53 of the companies that disclosed this information so far this year reported doing so in 2022, representing 96.4% of companies providing disclosure.

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 2022 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 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

Total companies that disclosed: 2018: 674 | 2019: 661 | 2020: 559 | 2021: 624 | 2022: 634

Total S&P/TSX 60 companies that disclosed: 2018: 56 | 2019: 54 | 2020: 53 | 2021: 55 | 2022: 55

- All companies
- S&P/TSX 60 companies

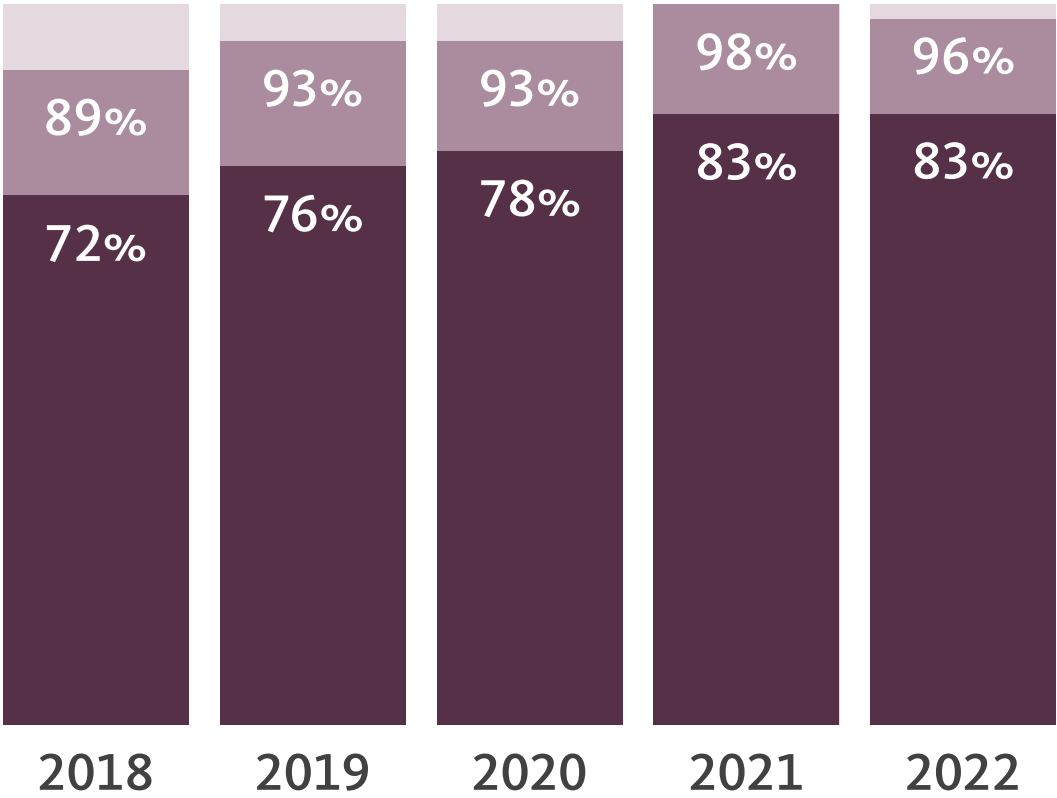


FIGURE 28 TOP THREE REASONS FOR NOT CONSIDERING GENDER IN EXECUTIVE OFFICER APPOINTMENTS

1. Stage of development or nature of business
2. Compromises a focus on merit
3. Small number of officers or low turnover

Targets for women executive officers

Of the 562 companies disclosing whether or not they have a target, 67 companies (11.9%) disclosed that they did. This represents a slight increase from 10.7% in 2021, continuing a very slow progression in recent years. This slow growth stands in contrast to the much more rapid increase in targets adopted at the board level.

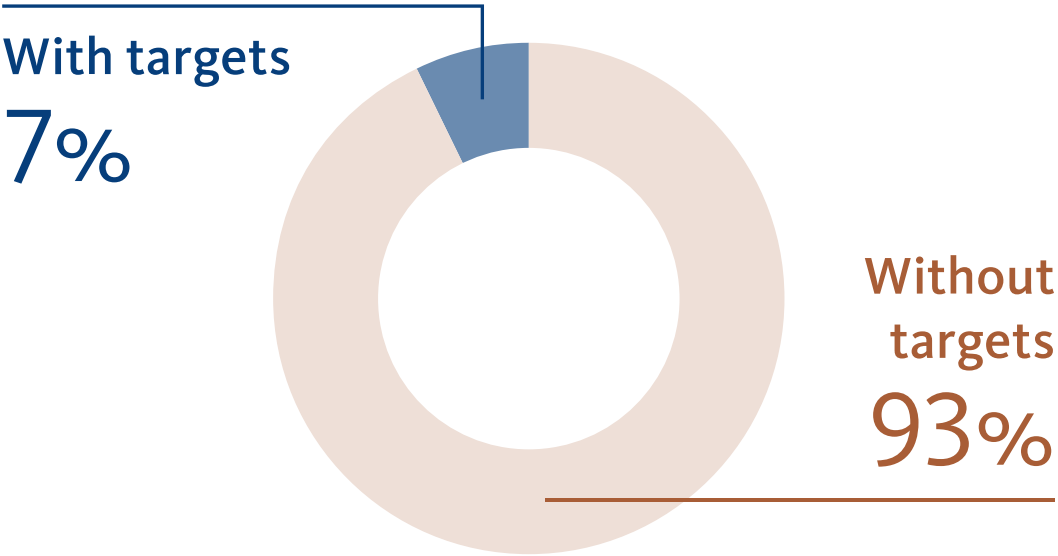
The number of S&P/TSX 60 companies adopting targets for women in executive officer positions is also higher, with 10 of 46 companies (21.7%) disclosing whether or not they had adopted such a target indicating that they had done so.

In both cases, there are additional companies that disclose targets based on a group other than “executive officers” as defined under securities laws. For example, a significant number of S&P/TSX 60 companies disclosed targets for senior management or positions that are appointed by the board but without specific reference to “executive officers.” These

companies are generally not included in our totals. Among those companies which adopted executive officer targets, the most common target adopted was 30% women executive officers, followed by 40% and 50%.

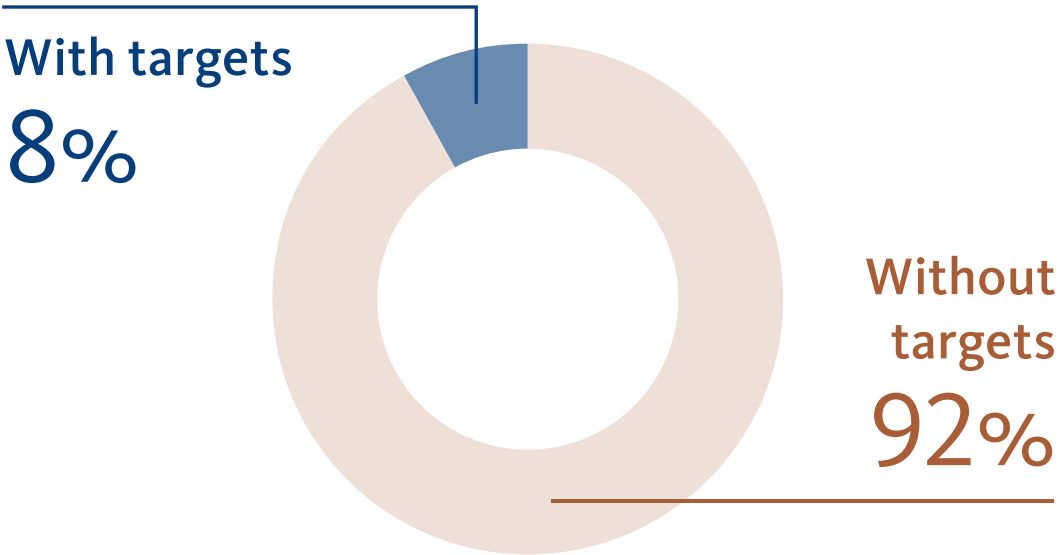
FIGURE 29 **PREVALENCE OF TARGETS FOR WOMEN EXECUTIVE OFFICERS (ALL COMPANIES)**

Total companies that disclosed: 639



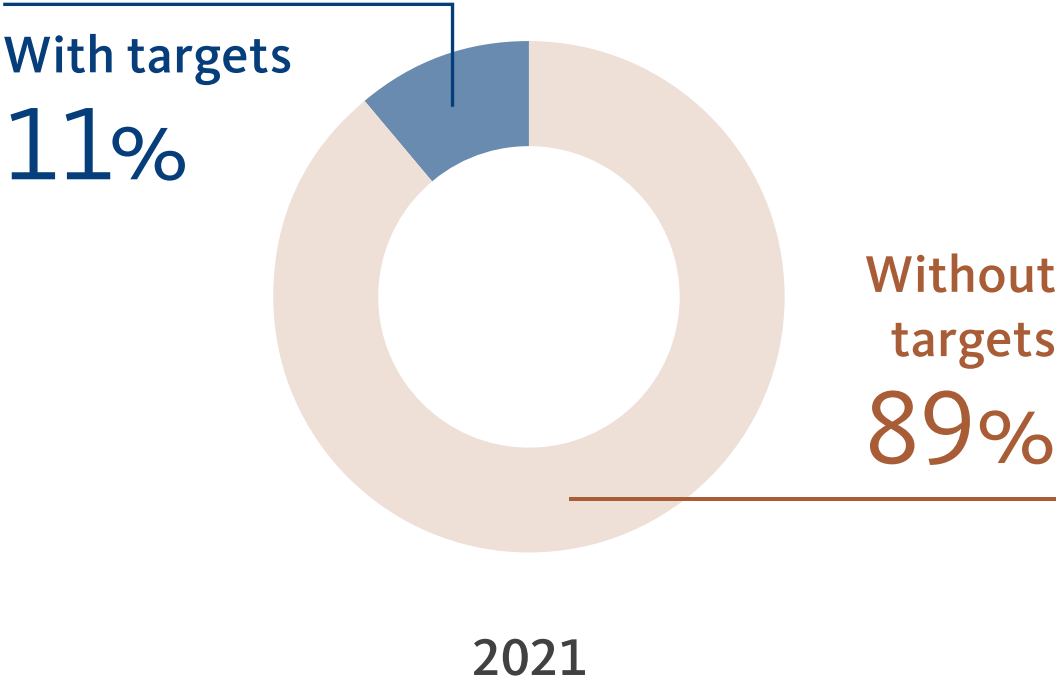
2019

Total companies that disclosed: 544

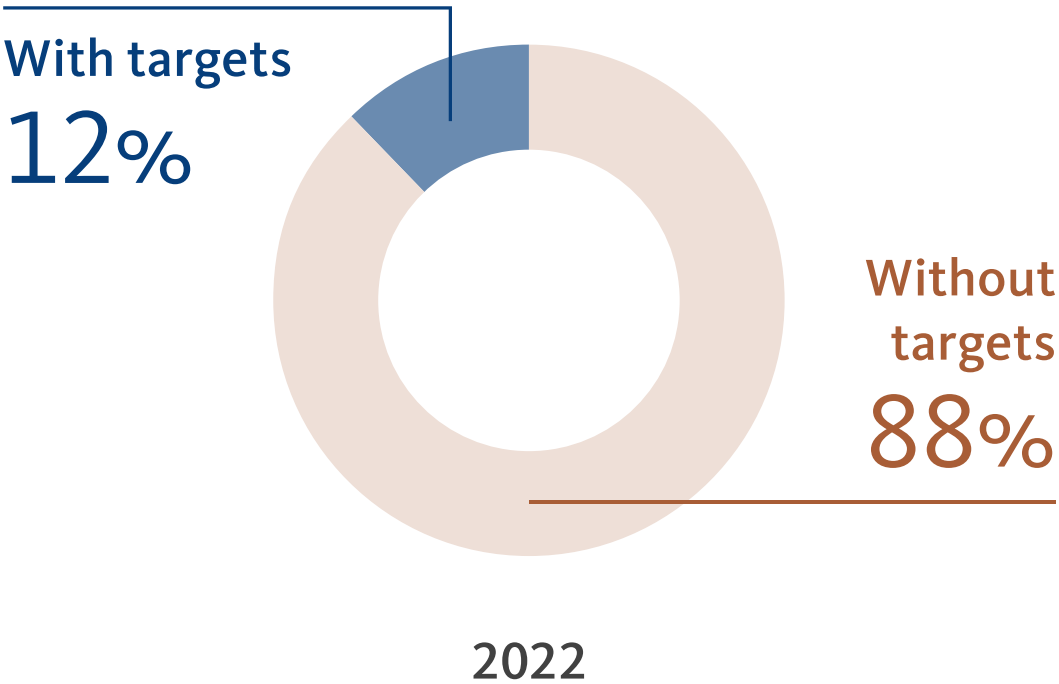


2020

Total companies that disclosed: 579



Total companies that disclosed: 562



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 not to 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. Adequate systems are already in place
- 2. Compromises a focus on merit

3. Small number of this position or low turnover
4. Stage of development or nature of business
5. Targets limit talent pool/too restrictive

Chief Executive Office and Leadership Roles

Only 5.3% of TSX-listed companies that provided full or partial diversity disclosure had a woman as their CEO. This figure is a very slight increase compared to mid-year 2021 (4.8%).

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.

Diversity beyond gender: 2022 results for CBCA corporations

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.

The CBCA Requirement – and the focus on diversity beyond gender it includes – is fairly new. The CBCA Requirement only became effective January 1, 2020. Our data shows that some progress is being made with respect to the representation of visible minorities, Indigenous peoples and persons with a disability in senior leadership positions but that there remains significant room for improvement.

The analysis in this chapter is based on disclosure provided by 366 CBCA corporations, which is significantly higher than last year where there were only 318 corporations which provided disclosure in compliance with the CBCA Requirement. Compliance has improved as a result of initiatives by Corporations Canada to improve awareness and compliance with the CBCA Requirement in 2021.

Of the 366 CBCA corporations covered by this chapter, 193 (or just over half) are TSX issuers that provided disclosure in compliance with the Diversity Disclosure Requirement at mid-year 2022. There is overlap between the two groups as we include data from CBCA corporations listed on the TSX in our chapters on 2022 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 whose data is included in this chapter are 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		
	2022	2021	2020	2022	2021	2020	2022	2021	2020
Percentage of population	22.3% ¹			5% ²			24% (Ages 25-64) ¹		
Number of board positions ³	162	121	89	17	8	7	10	9	6
Percentage of board positions ³	8.3%	6.8%	5.5%	0.9%	0.5%	0.5%	0.6%	0.5%	0.4%
Number of companies with at least one director from the applicable designated group ³	102	77	56	16	7	7	10	8	5
Average number per board ³	0.60	0.51	0.41	0.06	0.03	0.03	0.04	0.03	0.02
Percentage of companies with director targets for members of the applicable designated group	2.1%	<1.5%	<1.5%	<1.5%	<1.5%	<1.5%	0%	0%	0%

1. Source: Census Profile, 2016 Census, Statistics Canada

2. Source: Statistics Canada, Census of Population, 2021

3. Based on the number of companies disclosing the number of directors who are from the applicable designated group. In 2022, there were 268 such companies disclosing the number of directors who are visible minorities, 269 companies disclosing the number of directors who are Indigenous peoples and 250 companies disclosing the number of directors who are persons with disabilities.

We also note that there was a group of companies representing approximately 10% of those CBCA companies providing full or partial disclosure that disclosed that they had directors who were (1) BIPOC (Black, Indigenous and people of colour) or (2) members of a prescribed designated group (including women), but without specifying the designated group of which such directors are members. 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 a potential under-reporting of the number and percentage of directors, and the number of companies with targets for those groups, we identify for each applicable designated group in the table above.

For purposes of the CBCA Requirement, visible minorities is defined to mean persons, other than Indigenous peoples, who are non-Caucasian in race or non-White in colour. Statistics Canada states that the visible minority population consists mainly of the following groups: South Asian, Chinese, Black, Filipino, Latin American, Arab, Southeast Asian, West Asian, Korean and Japanese. According to data from Statistics Canada in 2016 approximately 22.3% of Canada's population were visible minorities. However, based on the disclosure provided by 268 CBCA corporations which disclosed the number of board members who are visible minorities, only 8.3% 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, and 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 0.60 visible minority directors per board in 2022 – meaning there remains a long way to go to reach the U.K.'s target level.

Indigenous 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 doubled compared to last year, but only because the level of representation in prior years was so small. As reflected in the table above, very few director seats are held by persons with disabilities.

In order to make progress on diversity beyond gender, public company boards will need to change their approach to the identification and appointment of directors from these designated groups. The proportion of CBCA corporations which 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

Very few CBCA corporations have adopted targets for directors from designated groups other than for women. Companies including Canadian Western Bank, Enbridge Inc., George Weston Limited, IBI Group Inc. and Loblaw Companies Limited have identified targets for visible minority directors, and Cameco has identified a target for Indigenous representation. We did not identify any CBCA corporations that disclosed having adopted a target for persons with a disability.

We identified a further 17 CBCA corporations which adopted collective targets for diversity. A few have established targets for the designated groups collectively and separate targets for women directors while others have adopted an aggregate target for all designated groups. In some cases, the collective target includes LGBTQ2+ 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		
	2022	2021	2020	2022	2021	2020	2022	2021	2020
Number of companies with at least one executive officer from the applicable designated group	99	71	66	9	2	2	14	8	5
Average number of executive officers per company for the applicable designated group	0.68	0.56	0.50	0.03	<0.01	<0.01	0.06	<0.01	<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, there remains little disclosed representation of members of visible minorities, Indigenous peoples and persons with disabilities among executive officer roles, although there has been some improvement over the last two years. This is reflected in the low absolute numbers of companies disclosing that they have at least one executive officer from the applicable designated group in the table above. 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 remains 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. Companies including Enbridge, George Weston, IBI Group Inc. and Slam Exploration 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., Canadian Western Bank, Cenovus Energy, Eldorado Gold Corporation and Franco-Nevada, disclosed targets for representation by designated groups collectively in executive officer positions in 2022.

Representation of women in CBCA board and executive officer roles

Consistent with last year's 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 significant portion of corporations subject to

the CBCA Requirement are listed on the TSX and included in Diversity Disclosure Requirement results described in the prior chapters. The slightly lower results are attributable to the fact that the CBCA Requirement also applies to smaller corporations than the Diversity Disclosure Requirement.

Women directors of CBCA corporations

	Number (%) of board seats	Average number per board	Average % per board	Written policy relating to women	Target for directors
2022	534 (22.7%)	1.64	20.6%	144 (42.4%)	93 (27.8%)
2021	465 (21.8%)	1.61	19.6%	131 (44.1%)	70 (23.6%)

Of 2,351 board seats for the 325 companies disclosing the number of women directors on their board, 534 (22.7%) are filled by women. It represents an increase of 0.9 percentage points from mid-year 2021. The percentage of women directors for CBCA companies is significantly lower than the 26.1% of total board seats held by women at all companies subject to the securities law Diversity Disclosure Requirement that disclosed the number of women directors on their board. For CBCA companies listed on the TSX women held 27.4% of the board seats. But for CBCA companies that are not listed on the TSX, women held only 12.9% of the board seats – which substantially lowered the average 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 37.3% of such board seats being filled by women (compared to 43.5% for all TSX-listed companies).

All-male boards made up approximately one quarter (24.6% or 80 corporations) of the CBCA corporation boards. There were 245 corporations, or 75.2% of the companies, that provided disclosure in response to the CBCA Requirement that disclosed they had at least one woman director. Among CBCA corporations providing diversity disclosure 101, or 31.1%, reported having one woman director and 144, or approximately 44.3%, reported having more than one woman on their board. Approximately 3.3% of the CBCA corporations reported having 50% or more female directors. Compared to mid-year 2021, 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
2022	1.40	17.3%	277 (85.5%)	35 (11.1%)
2021	1.26	15.8%	215 (78.8%)	30 (10.8%)

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.

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, 18 had a female CEO (approximately 4.9%), 15 (approximately 4.1%) had a female board chair and 155 (approximately 42.2%) 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 identifiable.

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

Acknowledging those who have achieved it and highlighting companies' practices for increasing the number of women in senior leadership roles

In this chapter, we recognize those companies that have achieved gender parity on the board or in executive officer ranks. We highlight the various practices companies used this past year to increase the representation of women and diversity generally in the workplace. By showcasing these companies and practices, we demonstrate that with sufficient leadership and focus it is possible to achieve gender parity and to inspire others to consider adopting practices that may increase diversity within their company.

Achieving gender parity in director and executive officer positions

Few companies have achieved gender parity on their board. Last year there were 16 companies where 50% or more of the directors were female, representing an increase from only five in 2019. This year that number increased by about 69%, as at 27 companies women comprised at least 50% of the board members.

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

2019	2020	2021	2022
			Acadian Timber Corp. (50%)
			Artis Real Estate Investment Trust (57%)
			Bridgemarq Real Estate Services Inc. (50%)
			Canadian Imperial Bank of Commerce (50%)
			Canadian National Railway Company (55%)
			Canadian Western Bank (55%)
			Caribbean Utilities Company, Ltd. (54%)
			Dream Impact Trust (60%)
			Dream Office Real Estate Investment Trust (57%)
			DREAM Unlimited Corp. (50%)
			Dundee Precious Metals Inc. (50%)
			Eldorado Gold Corporation (56%)
			Fortis Inc. (54%)
			IAMGOLD Corporation (50%)
			Intact Financial Corporation (50%)
			Laurentian Bank of Canada (55%)
			Logistec Corporation (55.6%)
			Manulife Financial Corporation (50%)
			Quebecor Inc. (50%)
			Ritchie Bros. Auctioneers Incorporated (50%)
			Rubellite Energy Inc. (60%)
			Saputo Inc. (55%)
			Sprott Inc. (50%)
			Sun Life Financial Inc. (50%)
			Torex Gold Resources Inc. (50%)
			True North Commercial Real Estate Investment Trust (50%)
			TVA Group Inc. (50%)
		Akita Drilling Ltd. (50%)	
		Artis Real Estate Investment Trust (57%)	
		Canadian Imperial Bank of Commerce (50%)	
		Cascades Inc. (50%)	
		Charlotte's Web Holdings, Inc. (60%)	
		Diversified Royalty Corp. (50%)	
		Dream Impact Trust (50%)	
		DREAM Unlimited Corp. (50%)	
		Eldorado Gold Corporation (50%)	
		Fortis Inc. (50%)	
		Laurentian Bank of Canada (55%)	
		Saputo Inc. (50%)	
		Westport Fuel Systems Inc. (50%)	
	Chemtrade Logistics Income Fund (50%)		
	Choice Properties Real Estate Investment Trust (50%)		
	Cogeco Communications Inc. (50%)		
	DREAM Unlimited Corp. (50%)		
	First Majestic Silver Corp. (50%)		
	Laurentian Bank of Canada (50%)		
	Park Lawn Corporation (50%)		
	Ritchie Bros. Auctioneers Incorporated (50%)		
	Saputo Inc. (50%)		
	Westport Fuel Systems Inc. (50%)		
Diversified Royalty Corp. (50%)			
DREAM Unlimited Corp. (57%)			
MCAN Mortgage Corporation (50%)			
New Gold Inc. (50%)			
Saputo Inc. (50%)			

The number of companies at which 50% or more of the executive officers are women was slightly greater at mid-year in 2022 compared to 2021. In 2022, women held 50% or more of the executive officer positions in 35 companies, compared to a total of 36 companies in full-year 2021 and 30 companies in 2020.

TSX companies where more than 50% of the executive officers are women

2019	2020	2021	2022
Balmoral Resources Ltd. (66⅔%)		A&W Revenue Royalties Income Fund (100%)	A&W Revenue Royalties Income Fund (100%)
DREAM Unlimited Corp. (60%)		Amerigo Resources Ltd. (66%)	Amerigo Resources Ltd. (66.70%)
INV Metals Inc. (66⅔%)	DREAM Unlimited Corp. (60%)	Canadian Apartment Properties Real Estate Investment Trust (53%)	Artis Real Estate Investment Trust (52%)
Killam Apartment Real Estate Investment Trust (55%)	First Capital Realty Inc. (63%)	Imperial Oil Limited (54%)	Canadian Apartment Properties Real Estate Investment Trust (56.30%)
Knight Therapeutics Inc. (66⅔%)	INV Metals Inc. (67%)	Killam Apartment Real Estate Investment Trust (55%)	Killam Apartment Real Estate Investment Trust (55%)
Lodging Corporation (66⅔%)	MCAN Mortgage Corporation (55%)	Lucara Diamond Corp. (67%)	Lucara Diamond Corp. (67%)
LXRandCo, Inc. (66⅔%)	Medicenna Therapeutics Corp. (67%)	MCAN Mortgage Corporation (60%)	LXRandCo, Inc. (83%)
Nickel Creek Platinum Corp. (66⅔%)	Nickel Creek Platinum Corp. (67%)	Prairie Provident Resources Inc. (67%)	Mainstreet Equity Corp. (66.66%)
Reitmans (Canada) Limited (56%)	Roots Corporation (66.7%)	Roots Corporation (75%)	Northview Fund (60%)
Sienna Senior Living Inc. (60%)	Sienna Senior Living (83%)	Timbercreek Financial Corp. (60%)	Perpetua Resources Corp. (67%)
UEX Corporation (66⅔%)			Pet Valu Holdings Ltd. (62.50%)
Zargon Oil & Gas Ltd. (66⅔%)			Roots Corporation (100%)

TSX companies where exactly 50% of the executive officers are women

2019	2020	2021	2022
A&W Revenue Royalties Income Fund	A&W Revenue Royalties Income Fund	Acadian Timber Corp.	Acadian Timber Corp.
Acadian Timber Corp.	Acadian Timber Corp.	Aritzia Inc.	Aegis Brands Inc.
Athabasca Oil Corporation	Amerigo Resources Ltd.	Ascot Resources Ltd.	Aritzia Inc.
Canada Goose Holdings Inc.	Aritzia Inc.	Aquila Resources Inc.	Brookfield Renewable Corporation
Chesswood Group Limited	Candente Copper Corp.	Brookfield Renewable Corporation	Candente Copper Corp.
Corridor Resources Inc.	Chartwell Retirement Residences	Chartwell Retirement Residences	Chartwell Retirement Residences
Dream Global Real Estate Investment Trust	Chesswood Group Limited	Cervus Equipment Corporation	Dream Impact Trust
Dream Hard Asset Alternatives Trust	Dream Hard Asset Alternatives Trust	Conifex Timber Inc.	Information Services Corporation
Dream Industrial Real Estate Investment Trust	Knight Therapeutics Inc.	Cronos Group Inc.	Intermap Technologies Corporation
Eagle Energy Inc.	Logistec Corporation	Dundee Corporation	Madison Pacific Properties Inc.
Lucara Diamond Corp.	Loncor Resources Inc.	Candente Copper Corp.	Marimaca Copper Corp.
Mainstreet Equity Corp.	LXRandCo, Inc.	Hut 8 Mining Corp.	MCAN Mortgage Corporation
MCAN Mortgage Corporation	Mainstreet Equity Corp.	Melcor Developments Ltd.	Melcor Developments Ltd.
Melcor Real Estate Investment Trust	Melcor Real Estate Investment Trust	Melcor Real Estate Investment Trust	Melcor Real Estate Investment Trust
Pinetree Capital Ltd.	MTY Food Group Inc.	Mogo Inc.	NexGen Energy Ltd.
StageZero Life Sciences Ltd.	Petrus Resources Ltd.	MTY Food Group Inc.	Organigram Holdings Inc.
Sulliden Mining Capital Inc.	Photon Control Inc.	Ovintiv Inc.	Ovintiv Inc.
Timbercreek Financial Corp.	Sulliden Mining Capital Inc.	Dream Impact Trust	Primo Water Corporation
Trilogy Metals Inc.	TransAlta Corporation	SilverCrest Metals Inc.	Timbercreek Financial Corp.
	Tree Island Steel Ltd.	Tree Island Steel Ltd.	Topaz Energy Corp.
	Trilogy Metals Inc.	Trilogy Metals Inc.	Tree Island Steel Ltd.
	True North Commercial Real Estate Investment Trust	Topaz Energy Corp.	Trilogy Metals Inc.
			Wesdome Gold Mines Ltd.

In 2022, at 35 (5.4%) TSX-listed companies the chief executive officer is a woman, at 49 (7.4%) TSX-listed companies the board chair is a woman and at 176 (26.4%) TSX-listed companies the chair of the audit committee is a woman.

Voluntary disclosure on diversity beyond gender

Other than a slight decrease in the number of executive officers that identify as persons with disabilities, this year we noted a substantial increase in the number of issuers not subject to the CBCA Requirement who provided on a voluntary basis, disclosure regarding the representation of members of visible minorities, Indigenous peoples and persons with disabilities.

	Members of visible minorities		Indigenous peoples		Persons with disabilities	
	2022	2021	2022	2021	2022	2021
Companies disclosing number of directors who are:	67	36	34	23	28	18

	Members of visible minorities		Indigenous peoples		Persons with disabilities	
	2022	2021	2022	2021	2022	2021
Number of directors who are:	81	49	10	6	5	3
Companies disclosing number of executive officers who are:	35	25	16	12	14	12
Number of executive officers who are:	56	34	2	1	1	2
Targets for directors who are:	49	10	33	5	28	4
Targets for executive officers who are:	44	6	32	5	31	4

Best practices for increasing diversity

A significant proportion of public companies voluntarily provide supplemental disclosure highlighting their strategy to increase diversity generally, and the representation of women specifically, at all levels within the company, including the senior ranks. Companies that have adopted a strategy for increasing diversity state that they seek to add value to their organization through greater diversity and inclusion. Practices include

- recruiting, developing and retaining a high performing workforce drawn from all segments of the Canadian landscape
- striving to foster an inclusive workplace by establishing diversity and inclusion committees and company-wide strategies and policies that encourage equity and fairness, elevating diverse talent and investing in training programs to build inclusive leadership
- promoting diversity and inclusion by organizing mentorship programs and employee resource groups aimed to support professional development for women and BIPOC employees

We highlight below some of the practices leading companies have adopted to increase diversity within their organization.

Best practices for increasing diversity

	Examples of innovative leaders	Other leaders
Recruitment criteria	<p>Crombie Real Estate Investment Trust Goals have been set for the recruitment of Trustees and employees as follows:</p> <ul style="list-style-type: none">• Minimum of 40% of Senior Leadership successors are women or other diverse groups over rolling three-year period.• 50% of internal leadership development program participants are women and/or from diverse groups.• Minimum of two qualified diverse candidate short-listed for every leadership and professional recruitment.• Minimum of one qualified diverse candidate short-listed for every Trustee recruitment	
	<p>Kinaxis Inc. Has gender diversity targets for the board and has revised its hiring practices. For key roles, 30% of candidates presented and 25% of candidates interviewed must be from underrepresented groups. And all Kinaxis interview panels must have at least one interviewer from an underrepresented group.</p>	
	<p>Canadian National Railway Company Under the Diversity Policy and as part of its mandate, the Governance, Sustainability and Safety Committee:</p> <ul style="list-style-type: none">• has created a search process that seeks qualified Board candidates from, among other areas, the traditional pool of corporate directors and officers, government, academic institutions, private enterprise, non-profit organizations, trade associations and professions such as accounting, human resources, and legal services;• uses CN's network of organizations and trade groups that may help identify diverse candidates;• has in the past and may again retain an executive search firm to help meet the Board's diversity objectives;• periodically reviews its recruitment and selection processes to ensure that diversity remains a component of any director search; and• endeavours to consider the level of representation of diverse groups on the Board in identifying and nominating candidates for election or re-election to the Board.	<p>Royal Bank of Canada TELUS Corporation Eldorado Gold Corporation Sylogist Ltd.</p>

Best practices for increasing diversity

	Examples of innovative leaders	Other leaders
Mentorship programs	<p>DREAM Unlimited Corp. In order to further address the advancement of women both on the board and within the corporation, the company's board has established a "Leaders and Mentors Committee" in order 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; and• provide mentorship to new board members.	<p>K92 Mining Inc.</p>

Best practices for increasing diversity

	Examples of innovative leaders	Other leaders
Networking programs & resource groups	<p>SNC-Lavalin Group Inc.</p> <p>In support of its diversity program, several initiatives were held across its operations. In the U.S., their Women Inspiring Leadership group (WIL) held quarterly “Career Conversations” and nationwide panel discussions, recognizing and celebrating Women of Color. WIL also increased their presence from two to nine “chapters” across the U.S.</p> <p>The company’s 16 Employee Resource Groups (ERGs), which are dedicated networks owned and managed by employees, demonstrated their collaboration across the world by creating their “Difference Makers in Living Color” awards to recognize black and ethnic minority employees around the world who are truly making a difference to the company’s culture and representing its core SNC-Lavalin values.</p> <p>The company’s learning and talent development programs introduced Female mentoring, Reverse mentoring, and dedicated programs for under-represented communities. Learning interventions on eliminating racial discrimination and conscious inclusion also continued to be delivered around the world. Additionally, returners programs were developed to support the company’s drive to attract and retain diverse talent around the world.</p>	
	<p>Canadian National Railway Company</p> <p>In 2021, the company appointed a Director of Diversity, Equity and Inclusion, and set new gender diversity targets for its Board and executive management. It also created Employee Resource Groups (ERGs) that bring together employees and their supporters of similar backgrounds and interests. These employee-led groups, backed by executive sponsors, have been initiated to create a more diverse and inclusive environment through marking key diversity milestones, acting as sounding boards, and providing places of discussion and exchange, allowing the company to garner the pulse of under-represented employee groups.</p>	Alimentation Couche-Tard Inc.
	<p>ATS Automation Tooling Systems Inc.</p> <p>ATS introduced Business Resource Groups to provide employees with the opportunity to connect with colleagues who share similar interests and backgrounds. The first Business Resource Group was launched as the ATS Professional Women’s Network (PWN), seeking to make and promote ATS as a progressive employer. The ATS Professional Women’s Network focuses internally on engaging, mentoring and developing female talent and future leaders, and externally on community outreach and sponsorship to enable the company’s recruitment and advancement of qualified female candidates.</p> <p>In FY22, the PWN Mentorship Program, aimed at supporting the professional development of ATS employees, increased its participation by more than 100% since its inception in 2021. The PWN also continued to collaborate with various educational institutions and regional conferences to connect with and inspire young women interested in the STEM fields.</p>	

Best practices for increasing diversity

	Examples of innovative leaders	Other leaders
Training	<p>Dundee Precious Metals Inc. The company's new Future Leaders Academy, which is targeted at development of its director level employees, includes a Culture & Inclusion module to raise awareness and address unconscious biases.</p>	
	<p>Chorus Aviation Inc. In 2021, Chorus' executive, directors and members of its emerging leaders program completed an inclusive leadership series. Each module provided learnings and discussion around topics of diversity and inclusion, including leading without bias, privilege, recognizing microaggressions and role modelling inclusion. Chorus intends to extend the inclusive leadership series to all of its managers in 2022.</p>	Kinaxis Inc. Sun Life Financial Inc. TC Energy Corporation
	<p>iA Financial Corporation Inc. The company implemented training throughout iA Financial Group on unconscious bias and how to break down or eliminate it in partnership with Catalyst, a nonprofit organization specializing in diversity and inclusion.</p>	
	<p>iA Financial Corporation Inc. The company's Diversity and Inclusion (D+I) Committee, created in 2020, has progressively implemented programs fostering D+I development which are detailed in the company's circular.</p>	
Diversity and inclusion committees	<p>Pembina Pipeline Corporation The company's initiatives included:</p> <ul style="list-style-type: none"> • Inclusion Networks to create a sense of workplace community, belonging, and contribute to innovative and inclusive business strategies and practices. The forming of these networks began in the latter half of 2021, and they were formally approved in 2022: • Pembina Pride (LGBTQ2S+ employees and allies). • Women's Inclusion Network, which includes Women in Field, Women in Commercial and Women in Finance. • Multicultural Resource Network. 	Northwest Healthcare Properties Real Estate Investment Manulife Financial Corporation

Best practices for increasing diversity

	Examples of innovative leaders	Other leaders
	<p>Kinaxis Inc. To promote gender diversity in senior management, the company:</p> <ul style="list-style-type: none">• continues to implement policies that address impediments to gender diversity in the workplace• proactively identifies high-potential employees from underrepresented groups, including women, for leadership training programs and encourage them to apply for more senior roles• has developed flexible scheduling programs and other family-friendly policies for women to assist with recruitment and retention• reviews the proportion (in percentage terms) of persons at all levels of Kinaxis who are women• monitors the effectiveness of, and continue to expand on, existing initiatives designed to identify, support and develop talented women with senior management potential• continues to identify new ways to entrench diversity as a cultural priority across Kinaxis.	
Flexible work arrangements	<p>Enbridge Inc. Evolving its post-COVID ways of working and incorporating more flexibility into how employees work, to meet changing employee expectations for where and when work happens and allowing people to better balance personal and professional responsibilities, the company rolled out a pilot FlexWork program in early 2022 where eligible employees (based on job/role) can opt in for variable work hours or the option to work from home a set number of days per week.</p>	Artis Real Estate Investment Trust

Best practices for increasing diversity

	Examples of innovative leaders	Other leaders
	<p>Enbridge Inc. Representation goals were identified based on external labor availability and proportional demographic representation in the areas in which we operate. The company tracks and reports on workforce progress on these goals on an internal companywide “Diversity Dashboard” ... The Diversity Dashboard is transparent for all employees to access, and data can be filtered by job level, functional area, and geography, including trending information on hiring, promotion and turnover rates to clearly see our progress relative to the company’s goals.</p> <p>Crombie Real Estate Investment Trust The Committee reviews diversity and monitors key performance indicators (KPIs) quarterly and provides direction, if required. Management has placed a strong focus on diversity, equity, and inclusion. KPIs include, but are not limited to, diversity progress with respect to the following:</p> <ul style="list-style-type: none">• The number of women or other diverse groups in leadership and management roles;• The number of women or other diverse groups in future leader development programs;• Recruitment of women or other diverse groups into executive, senior management and Trustee positions; and,• The number of women or other diverse groups in Crombie’s succession planning pipeline. <p>Laurentian Bank of Canada On an annual basis, the Human Resources and Corporate Governance Committee will: (i) review and assess the effectiveness of the Board appointment/nomination process in achieving the Bank’s Diversity targets; and (ii) consider and, if determined advisable, recommend to the Board for adoption, other measurable targets for achieving diversity on the Board. At any time, the Board may seek to adjust one or more targets concerning diversity and measure progress accordingly. The Committee also seeks to achieve and maintain diversity in membership of the Board’s Committees and in Board leadership roles and will consider diversity when assigning chair roles for the Board and its Committees.</p>	
Monitoring activities		OceanaGold Corporation

Best practices for increasing diversity

	Examples of innovative leaders	Other leaders
Building external partnerships	<p>Magna International Inc. Recognizing the importance of improving gender diversity within key technical career streams, many of the organizations the company has partnered with promote gender diversity in technical career streams. Current strategic partnerships include: Build a Dream; Centre for Automotive Diversity, Inclusion & Advancement (CADIA); Catalyst; Engineers Canada; FIRST Robotics – Girls in STEM; Gartner, Inc.; her Career; Institute of Electrical and Electronic Engineers (IEEE); Inforum; KnowledgeStart; Ontario Society of Professional Engineers; Society of Automotive Engineers (SAE) International; The Art of Leadership for Women; The Knowledge Society; Women in Automotive; Women in Manufacturing; and Women's Executive Network (WXN).</p> <p>Maple Leaf Foods Inc. The Diversity & Inclusion Council (D&I Council) engaged in a series of focus groups with women across the organization, have improved the ability to analyze survey results with a diversity lens, and have listened to the input from the Corporation's employee resource groups to better understand the experience of women at Maple Leaf and to better inform action plans. The D&I Council has also set up an operations task force to make recommendations in the areas of manufacturing and information technology, which have been identified as key areas of opportunity to increase the representation of women.</p>	
Promoting a change in culture and removing systemic barriers	<p>Canadian Imperial Bank of Commerce The bank has made significant investments in inclusive leadership capability building, deploying several innovative programs aimed at helping its team practice intentional inclusion. This included the launch of new foundational eLearning which has been completed by 97% of the global team, refreshed advanced learning for people managers focused on disrupting anti-Black and other forms of systemic racism and immersive eLearning developed in partnership with First Nations University to help team members in Canada recognize the first National Day for Truth and Reconciliation on September 30, 2021.</p>	Kinaxis Inc.

Best practices for increasing diversity

	Examples of innovative leaders	Other leaders
Pay equity initiatives	<p>Teck Resources Limited Teck is seeking to increase participation of women and other diverse employees in all levels of its workforce. Teck completed its fifth annual gender equity pay review in 2021, including an analysis of annual incentive and review rankings by supervisors and promotions during the year. The review found no evidence of a systemic gender pay issue and continues to assist Teck in tracking progress of high potential female employees.</p> <p>Kinaxis Inc. The company introduced diversity, equity and inclusion (DEI) targets and objectives for 2021 which laid the foundation for its DEI journey and is continuing to build on this work throughout 2022 with the following targets and objectives: commit to an annual pay equity analysis (see below) and take appropriate corrective action where appropriate. Every year the company does a pay/gender gap analysis to monitor if unconscious bias has crept into pay decisions for new hires and existing employees. Management reports the results to the board and takes corrective action when appropriate. In addition, the company's updated positive workplace policy commits Kinaxis to pay fair wages.</p>	Canadian National Railway Company Crombie Real Estate Investment Trust
	<p>PatriotOne Technologies Inc. The Company is undertaking various initiatives aimed at better promoting and reinforcing diversity, equity and inclusion. For example, the company is conducting regular reviews of pay equity and defining a roadmap to address identified gaps.</p>	
Focus on broader diversity characteristics, including persons that identify as Black, Indigenous Persons and People of Color	<p>Copper Mountain Mining Corporation The corporation is committed to First Nation employment as part of the First Nation Participation Agreements. First Nation employment has increased by 33% over the last six years with approximately 15% of the Copper Mountain Mine team self-declaring as First Nations.</p>	MEG Energy Corp.
	<p>Home Capital Group Inc. The Diversity Policy was amended in March 2021 to establish new targets for gender representation as well as representation of individuals who identify as Black, Indigenous and People of Colour (BIPOC) on both the Board and within the Corporation's executive leadership (vice president level and above).</p>	

Best practices for increasing diversity

	Examples of innovative leaders	Other leaders
LGBTQ2+	<p>Kinaxis Inc. The DEI committee completed several diversity-related initiatives in 2021 including supporting the launch of employee resource groups such as LGBTQ+ and Parents and Ethnic Diversity. Kinaxis includes a table showing the data they have for representation of different groups across the organization (as of September 23, 2021) shows that LGBTQ+ (North American and EU only) are 3% of all employees and 5% of senior management (director level and above). Workplace policies and programs at Kinaxis include: genderneutral washrooms, inclusive facilities including multi-faith/multi-purpose rooms, a low-sensory room and a nursing room, gender transition counselling and support.</p>	
	<p>Parkland Corporation The Board has incorporated into its Diversity Policy a target representation of Black, Indigenous and People of Colour (BIPOC) and Lesbian, Gay, Bisexual, Transgender and Queer (LGBTQ+) on its Board and in executive officer positions of 10%. Parkland currently has one BIPOC person on its Board (9%) and one LGBTQ+ individual on its executive team (10%). Subject to all nominated directors being elected, 10% of Board seats will be occupied by BIPOC persons this year. These targets will be among the principles which guide Parkland's recruitment approach as it seeks to develop and maintain a governance structure and management team to support the Company's long-term growth objectives.</p>	TELUS Corporation Enbridge Inc.
	<p>Ritchie Bros. Auctioneers Incorporated In 2021, the company developed a framework to support additional Employee Resource Groups (ERGs) that meet its employees' diverse needs resulting in the creation of two new groups. The Pride (LGBTQ+) ERG fosters a welcoming and inclusive workplace for lesbian, gay, bisexual, transgender, queer or questioning, and nonbinary (LGBTQ+) employees</p>	
Disability	<p>Manulife Financial Corporation The company is increasing its efforts in hiring, supporting and creating awareness of people with disabilities (PWD) through various initiatives globally to attract and hire PWDs. In 2022, it will be providing additional sensitivity training to recruiters and hiring managers, as well as improving efforts to make the company more accessible in physical and system accommodations.</p>	Kinaxis Inc. Enbridge Inc.

Best practices for increasing diversity

	Examples of innovative leaders	Other leaders
Women in STEM/ community support	<p>Linamar Corporation</p> <p>Historically, the manufacturing and automotive industries have been very maledominated and, although the majority of people in the industry are still male, the landscape has been consistently changing over the last 20 years and, particularly, the last five to seven. Linamar is very committed to women in the trades and in Science, Technology, Engineering and Math (STEM) and has been actively involved with local schools in initiatives working in conjunction with its local university to encourage high school girls to enter into the trades, engineering, science and technology professions. Although it takes time to effect change with respect to gender representation overall in the industry, and therefore, in more senior positions in the manufacturing industry, great progress is being seen overall with percentages of women in both skilled trades and engineering, science and technology programs dramatically higher than what it was a decade ago and momentum continues to build. When a director or executive candidacy opens up, the HRCG Committee evaluates the most qualified candidates for nomination and election, ensuring inclusion of a diverse candidate group in terms of gender, ethnicity and other forms of diversity. The Company actively encourages inclusion of a diverse variety of qualified candidates in this process, which of course includes women. Its goal, as pertains to all matters regarding diversity, is opportunity for everyone with advancement and appointment on merit and proportionate representation without quotas. This commitment is further exemplified by the announcement in 2017 of a \$5 million scholarship at Western University, funded by Linamar and the Hasenfratz family. This fund provides 10 scholarships per year to women enrolled in the combined engineering and business dual degree program. Recipients will also receive work terms and a job offer upon graduation. The Company looks forward to seeing the broad impact of encouraging more women in STEM careers of this program and more specifically, seeing more female engineers at Linamar as a result. The Company also founded and is the presenting sponsor of a program called See it Be it STEM it ("SBS"), which expressly encourages middle and high school girls to pursue studies and a career in Science, Technology, Trades, Engineering and Math through the use of role models.</p>	
	<p>Magna International Inc.</p> <p>The Board as a whole continues to advocate for improved gender representation and other diversity in leadership and other critical roles, as well as STEM career streams. In addition to their strong advocacy, the female directors of the Board, currently representing one-third of its Board of Directors, have also sought opportunities to mentor and share their experiences with the company's highperforming female employees.</p>	<p>Kinaxis Inc. K92 Mining Inc. Pan American Silver Corp</p>

Best practices for increasing diversity

	Examples of innovative leaders	Other leaders
Aligning performance objectives with diversity	Laurentian Bank of Canada In 2022 the Bank adopted a new ED&I Policy for employees which provides a framework for fostering an inclusive culture and improving diversity across the organization. To ensure that ED&I is prioritized, the diversity of the Bank's workforce is included in the performance objectives of the Bank's leaders.	

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.

Disclosure emphasizing the value of diversity

TELUS CORPORATION

[2022 Information Circular](#)
[page 53](#)

TELUS discloses a timeline of key milestones each year showing progress towards board diversity. The company states that it is committed to fostering a culture that removes barriers, focuses on inclusion, and ensures fair and inclusive processes for the attraction, retention and advancement of diverse talent and has adopted a bottom-up smart goal setting approach to increase diversity and inclusion at the company rather than setting broad corporate targets and provides a good explanation of why the company has not adopted executive officer targets.

LAURENTIAN BANK OF CANADA

[2022 Management Proxy Circular](#)
[Pages 51-52](#)

Laurentian Bank continues to demonstrate strong diversity disclosure in its management proxy circular this year. The bank acknowledges that certain groups are not proportionally represented in positions of economic influence and leadership, including on corporate boards and in senior management. The groups identified by the bank include but are not limited to women, racialized persons, those who identify as LGBTQ2S+, Indigenous Peoples and persons with disabilities. The bank highlights the importance of diversity to ensure that members of the board provide the necessary range of perspectives, experience and expertise required to achieve the bank's objectives and deliver for its stakeholders. The bank

emphasizes that a diverse board, operating within an equitable and inclusive culture: drives innovation and growth; promotes the inclusion of different perspectives and ideas; mitigates against group think; and improves oversight, decision-making and governance.

Diversity surveys and removing systemic barriers

IA FINANCIAL CORPORATION INC.

2022 Information Circular
Page 61

With the assistance of Catalyst, the company held a number of focus groups and numerous interviews with our leaders and conducted a survey of all its employees to help them better understand where changes can be made to effect the most positive impact in improving inclusion.

KINAXIS INC.

2022 Management Information Circular
Page 31-32

This company discloses its cultural values and formal approach to diversity equity and inclusion. The stated goal of the company's DEI program is to improve diversity, equity and inclusion at Kinaxis by removing barriers at all states of both candidate and employee lifecycles.

Disclosure of company strategy to increase diversity

AECON GROUP INC.

2022 Management Information Circular
pages 65-69

Aecon Group Inc. provides clear presentation charts showing director and executive officer demographics. The company highlights that it adopted a diversity and inclusion strategic plan to accelerate the development of diverse leaders and strengthen the company's succession bench and describes that the company conducts an annual review of its diversity and inclusion strategic plan and workforce diversity to ensure that its diversity and inclusion objectives are met.

ENBRIDGE INC.

2022 Management Information Circular
page 44

Enbridge discloses its multi-year, enterprisewide Inclusion, Diversity, Equity and Accessibility

Strategy for 2021 through 2025 which outlines three goals, supported by specific actions: engage and empower employees, embed equity and elevate diverse talent. The company provides details of its strategy to fully integrate diversity and inclusion into the organizational structures, processes and practices, including its Diversity & Inclusion Policy which outlines specific pledges to underrepresented groups, including women, underrepresented ethnic and racial groups, people with disabilities and veterans in our workforce, how the company tracks its progress towards these goals through an internal companywide “Diversity Dashboard”, commitment to Indigenous reconciliation, initiatives to train leaders to mitigate risk of unconscious bias and details on employee resource groups that intend to: promote understanding and support for historically underrepresented or marginalized employee populations; educate and create development opportunities for members and allies via events and networks; and promote a diverse and inclusive work environment.

Disclosure of measurable objectives and reporting progress

OCEANAGOLD CORPORATION

[2022 Management Information Circular](#)
[pages 45-46](#)

The company provided an excellent summary of its 2021 measurable objectives, strategies and actions taken and the status of each, as well as its measurable objectives, for the upcoming fiscal year.

CHORUS AVIATION INC.

[2022 Management Proxy Circular](#)
[page 42](#)

This company disclosure focuses on annual reporting to the board on reviewing succession and development plans, and strategies to increase diversity within Chorus’ leadership team. The board committee monitors Chorus’ progress to ensure that management is identifying and developing an internal roster of talent that it expects will increase the number of persons in designated groups in executive and director level positions, aligned with a merit-based system. Chorus also highlights the company’s approach to achieve its broader workforce goals to develop candidates from each of the designated groups who can accede to executive and director level positions.

MAPLE LEAF FOODS INC.

[2022 Management Information Circular](#)
[pages 46-47](#)

This company discloses its measurable progress made towards the company’s corporate leadership and workforce goals since 2017 and highlights the company’s initiatives taken to building a more diverse and inclusive workforce in 2021.

Focus on pipeline – Disclosing diversity within the organization more broadly

THE BANK OF NOVA SCOTIA

[2022 Management Information Circular](#)
pages 41

Scotiabank details its targeted approach to broader diversity building internally, including goals for women leaders in the global vice president and above population to help build a talent pipeline for the executive level.

TOURMALINE OIL CORP.

[2022 Management Information Circular](#)
pages 27

The company disclosure includes a table breakdown of women representation at varying levels at Tourmaline as well as a comparison to the company's peers.

LUNDIN GOLD INC.

[2022 Management Information Circular](#)
page 43

This company disclosure provides multi-year tables showing progress on gender diversity at the board level and workforce. Lundin Gold also reports on the variety of initiatives the company has taken during the year aimed at supporting the advancement of underrepresented groups at the company.

NATIONAL BANK OF CANADA

[2022 Management Proxy Circular](#)
page 48

The bank's disclosure breaks down the number and percentage of women on both the board and board committees as well as at different levels in the workforce.

Reasons for not adopting targets

AECON GROUP INC.

[2022 Management Information Circular](#)
[page 67](#)

The company provides a good explanation for the absence of executive officer targets. The company discloses that in accordance with its corporate diversity policy, the corporation conducts an annual review of its workforce diversity in each job classification and within each operating segment to track key workforce metrics, including leadership diversity. This review in turn facilitates the consideration of the level of representation of certain diverse groups when appointing members of senior management.

HYDRO ONE LIMITED

[2022 Management Information Circular pages 39-40](#)

Hydro One clearly breaks down the number and percentage of women and those individuals that identify as Black, Indigenous and Persons of Colour at the senior management levels of the organization. While the company has not implemented formal targets with respect to women in executive officer positions, the company indicates that its granular diversity census completed in 2021 and current systemic barrier review will be foundational to setting accurate and realistic diversity targets focused on increasing diverse representation at various levels in the organization including its senior leadership level and talent pipeline.

LUNDIN GOLD INC.

[2022 Management Information Circular](#)
[page 42](#)

Lundin Gold provides a good explanation of why the company has decided not to establish targets for the representation of women on its senior management team.

ROYAL BANK OF CANADA

[2022 Management Information Circular](#)
[pages 35-36](#)

RBC describes its focus on accelerating the development of diverse leaders to strengthen its succession bench and its consideration of diversity when identifying development opportunities for its high-potential employees.

Diversity beyond gender

LIGHTSPEED COMMERCE INC.

2022 Management Information Circular
page 76

The company provides a chart detailing its director and management diversity matrix.

TC ENERGY CORPORATION

2022 Management Information Circular
pages 52-53

The company has established diversity goals and processes that encompass all levels of leadership (which includes managers and above) as the company believes broader diversity goals will have a more impactful positive result for its overall diversity vision. The company objectives are for: women to hold 40 per cent of all leadership positions in its corporate locations of Calgary, Houston, Charleston and Mexico City by 2025; members of visible minorities to hold 17 per cent of all leadership positions across its Canadian and U.S. workforce by 2025; and 100 per cent of leaders and employees to be trained on how to recognize and mitigate unconscious bias and how to create and sustain an inclusive workplace by 2022. The company discloses outcomes in a chart displaying year-over-year progress against certain diversity objectives that have not yet been met.

CHOICE PROPERTIES REAL ESTATE INVESTMENT TRUST

2022 Management Information Circular
pages 39-41

The trust discloses a strong focus on diversity, including a focus on visible minorities. The trust also collects self-identification data on gender identity, race and ethnicity, sexual orientation, age and disability on a voluntary basis from employees to better understand where gaps exist and to monitor progress on diversity initiatives.

Focus on Indigenous peoples

CAMECO CORPORATION

2022 Management Information Circular pages 50-51

Cameco's disclosure provides details on building a diverse pipeline with a particular focus on Indigenous training.

SNC-LAVALIN GROUP INC.

[2022 Management Information Circular](#)
[page 116](#)

SNC-Lavalin provides disclosure of its commitment to Indigenous Peoples and states that the company honors Indigenous rights and culture and requires respectful and fair dealing with Indigenous communities, businesses, entities and community members in all business activities conducted by the company's employees, entities and operations within Canada. The company highlights its commitment to the Progressive Aboriginal Relations (PAR) program and goal of becoming a PAR-certified member in 2022.

MEG ENERGY CORP

[2022 Management Information Circular](#)
[page 69](#)

The company discloses its commitment to maintaining and strengthening its long-term relationships with Indigenous peoples and communities.

Acknowledging challenges

LINAMAR CORPORATION

[2022 Management Information Circular](#)
[pages 26-27](#)

Linamar acknowledges the challenges of the historically male dominated manufacturing and automotive industries and highlights its commitment to women in the trades and Science, Technology, Engineering and Math.

PAN AMERICAN SILVER CORP.

[2022 Management Information Circular](#)
[pages 19-20](#)

The company highlights the challenges of mining being considered an industry with few opportunities for women.

TECK RESOURCES LIMITED

[Notice of Meeting and Management Proxy Circular](#)
[page 36](#)

The company acknowledges that women in particular are underrepresented in management roles at the company and within the mining industry as a whole. Teck sets out the concrete steps it is taking to strengthen the diversity of its talent pipeline and increase the representation of women in management roles within the company and provides a good explanation for the absence of targets at the executive officer level. The company also highlights that it has conducted multiple internal reviews of its workforce, including a gender equity pay review in 2021 and a company-wide inclusion and engagement survey for the purpose of gathering baseline data and insight on inclusion and diversity, employee engagement, and workplace culture. Results from the survey are intended to inform the development of an inclusion and diversity strategic plan and the survey is expected to be conducted again in 2022.

Other disclosure

SNC-LAVALIN GROUP INC.

2022 Management Information Circular
pages 109-111

The company includes targets for women at multiple levels within the organization and discloses its progress towards those targets. SNC-Lavalin also provides a detailed description of its Equality, Diversity & Inclusion Program and outlines its 2021 initiatives.

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 2021, we reviewed disclosure documents provided by 792 TSX-listed issuers that were not investment funds as of July 31, 2021. Of those companies, 700 provided disclosure wholly or partially in compliance with the Diversity Disclosure Requirement. We excluded 92 companies from our analysis because they are either prescribed foreign issuers, exempt from disclosure or wholly non-compliant.
- For 2022, there were 794 TSX-listed issuers that were not investment funds as at July 31, 2022. Of those companies, 666 had provided full or partial diversity disclosure by that date and 67 are expected to file later in 2022. We excluded a further 61 companies from our analysis because they are prescribed foreign issuers, newly listed or otherwise exempt from disclosure in 2022 or are wholly non-compliant with the Diversity Disclosure Requirement.
- For comparison purposes and to highlight year-over-year progress, we compared data for all companies subject to the Diversity Disclosure Requirement in the January 1 to July 31 period of each of year, rather than limit our results solely to companies that were subject to the requirement in all periods on which we report this year.
 - This approach generally provides a close approximation of the results for the full years in previous years, as more than 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 relevant lists 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 2022, 55 S&P/TSX 60 companies had filed their management information circular or annual information form (as applicable) on or prior to July 31, 2022, with the remaining five either expected to file after that date or otherwise being exempt from the Diversity Disclosure Requirement.

- We also include select data for the 224 companies included in the S&P/TSX Composite Index as of July 31, 2022 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 and Australian Stock Exchange).
- Based on these search results, for 2022, we identified 519 "distributing corporations" subject to the CBCA Requirement as at July 31, 2022. Of those companies, 366 had provided full or partial diversity disclosure by that date and 91 are expected to file later in 2021. We excluded a further 62 companies from our analysis – either because they are newly listed or otherwise exempt from disclosure in 2022 or because diversity disclosure for that company was not available.
 - The mid-year data for the companies subject to the CBCA Requirement includes 193 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.
- 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.
- 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. Jennifer Jeffrey is an associate at Osler. The help of our summer students – Jordana Borzellino, Ashley Chana, Tian Gao, Tatyana Gudge, Daniel Mester, Sanjna Ullal and Valeska Rebello – and our articling students – Tiffany Dang, Jacqueline Kang, Hailey Chin, Julia Villeneuve, Jessica Redmond and Sierra Farr – is gratefully acknowledged and greatly appreciated.