

October 29, 2014

BY EMAIL

policy@issgovernance.com
Institutional Shareholder Services Inc.
26 Wellington Street, Suite 820
Toronto, Ontario, M5E 1S2

Re: 2015 Benchmark Policy Consultation

We appreciate the opportunity to provide feedback to Institutional Shareholder Services Inc. (“ISS”) in response to the 2015 Benchmark Policy Consultation released in advance of ISS’ finalization of the benchmark policies for the 2015 proxy season.

Kingsdale Shareholder Services (“KSS”) is a leading proxy solicitation and strategic advisory firm headquartered in Toronto, Ontario. Over the past decade, we have been retained by both issuers and activist shareholders on the vast majority of high profile proxy contests, meetings, and transactions involving shareholder votes. The following comments reflect our experiences with both issuers and shareholders.

Below please find a general overview of our thoughts regarding the contemplated changes and then our response on specific questions where feedback was requested.

General Comments

While we agree that a deadline of fewer than 30 days prior to the meeting for notice of director nominations is potentially problematic, we note that some constraints may also be necessary on deadlines in excess of 30 days prior to the meeting. In particular, ISS does not currently provide comments on cases where the deadline for the notice of nominations is greater than 30 days (e.g. 45 days). Considering different reporting regime requirements and forms of shareholder notice (e.g. Notice & Access), it may be prudent to deem acceptable a deadline only if it falls between a period of time (e.g. between 30-40 days prior to the meeting date). A reasonable time frame, such as 30-40 days prior to the meeting date allows issuers to accommodate various circumstances and will not be overly restrictive for nominating shareholders.

Question 1: Is the restriction that the shareholder notice period may not commence more than 65 days prior to meeting date overly restrictive and also potentially problematic?

We do not believe that an upper limit on the shareholder notice period of not more than 65 days prior to the meeting date is overly restrictive or problematic. In its most standard form, the advance notice provision with a notice period of not more than 65 days and not less than 30 days prior to the meeting parallels the constructs of the setting of record dates. Particularly, National Instrument 54-101 Section 2.1(b) and Section 2.7.8 specifies that a record date “shall be no fewer than 30 and no more than 60 days before the meeting date for non-“Notice & Access” mailings and no fewer than 40 and no more than 60 days before the meeting date for Notice & Access mailings”. As such, the currently defined range for the shareholder notice period does not depart from the principles adhered to in other rules and regulations governing meeting dates and shareholder nomination process. On the contrary, the opening of the shareholder nomination period to an indefinite upper limit may cause issuers persistent uncertainty throughout the year and subject them to an unnecessary protracted proxy contest.

In KSS' experience with issuers and shareholders, the submission of nomination of directors, in compliance with the advance notice provisions in place, is usually done within the five day period prior to the deadline of the advance notice period. As such, we believe that issuers and shareholders are more sensitive to the 30 days deadline than the upper limit.

We note that fixing a window for the upper limit to be set within a 10-day range (e.g. 65 to 75 days) and a lower limit within a 10-day range (e.g. 30 to 40 days) provides appropriate flexibility and should be reasonably acceptable to both issuers and shareholders.

Question 2: In the event that the advance notice requirements permit the company to request additional disclosure related to the nominating shareholder or the nominees, is it reasonable to expect any such additional disclosure be made publicly available to the company's shareholders in a timely manner? If not, please explain.

Given that additional information requested from nominating shareholders is generally no different from information required from management nominees, we do not believe disclosure of any additional information requested relating to nominating shareholders or nominees is necessary.

For example, in the event that Personal Information Forms are requested and submitted to either the Toronto Stock Exchange or the TSX Venture Exchange, certain information like a nominee's residential address or marital status is required to assess a director nominee but that information will not necessarily be useful to or disclosed to the public. We believe that it is reasonable to defer to the issuer with respect to the public disclosure of relevant nominee information, leaving out some other information such as residential address or marital status.

It is our experience that issuers have not in the past requested any additional information related to the nominating shareholder or the nominees. If such a request is put forth as permitted, we do not believe it can be used to abuse the shareholder nomination process or deter dissident nominees.

Thank you for giving us the opportunity to participate in ISS' 2015 Benchmark Policy Consultation. Please do not hesitate to contact Hooman Tabesh at (416)-867-2337 or htabesh@kingsdaleshareholder.com or Victor Li at (416)-867-4554 or vli@kingsdaleshareholder.com should you have any questions with respect to our comments.

Yours Sincerely,



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Executive Vice President and General Counsel



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