

CCGG, on behalf of its members, will be meeting with the Chair of the Board and the Chair of the Compensation Committee of a number of public Canadian companies each year as a part of our Engagement and Say on Pay Policy.

### Purpose

The meetings are intended to be a discussion between the board of directors (as the elected representatives of the owners) and shareholders of the company in order to:

1. Establish a relationship with, and create a forum for discussion between, the board of the company and its shareholders to better understand the executive compensation strategy of the company;
2. Evaluate the company's compensation practices relative to CCGG's 2009 Executive Compensation Principles and related policies (available at [www.ccgga.ca](http://www.ccgga.ca));
3. Discuss any CCGG High Performance Board practices not being followed at the company; and
4. To provide CCGG members with information which will assist them in making investment decisions and in voting at the company's next annual meeting for the election of directors and on any advisory vote on executive compensation.

### Engagement List

In 2009-10, CCGG intends to meet with approximately 25 companies. CCGG will develop a list of companies for engagement using the following criteria:

- The Board has agreed to provide shareholders with an advisory vote on executive compensation in 2010;
- Significance of share ownership by CCGG members; and
- Groups of companies within the same industry sector.

### 2009-2010 CCGG BOARD OF DIRECTORS

#### CHAIR

David Denison  
CPP Investment Board

#### VICE CHAIR

Barbara Palk  
TD Asset Management

#### MEMBERS

Dan Chornous  
RBC Asset Management

Gordon J. Fyfe  
PSP Investments

Emilian Groch  
Alberta Teachers' Retirement Fund

Stephen A. Jarislowsky  
Jarislowsky Fraser

Wayne Kozun  
Ontario Teachers' Pension Plan

Doug Pearce  
bcIMC

Donald F. Reed  
Franklin Templeton Investments Corp.

Kim Shannon  
Sionna Investment Managers

### ABOUT CCGG

Representing the interests of institutional investors, the Canadian Coalition for Good Governance promotes good governance practices in Canadian public companies and the improvement of the regulatory environment to best align the interests of boards and management with those of their shareholders, and to promote the efficiency and effectiveness of the Canadian capital markets.

## Process

Once companies are identified for engagement, CCGG will request by letter a meeting with the Chair of the Board, the Chair of the Compensation Committee and other directors at the discretion of the Company's Chair. The letter will enclose this policy, the 2009 *Principles of Executive Compensation* and CCGG's *Building High Performance Board Guidelines*.

Ideally, these meetings will be in person at the head office of the company, but may be held at other locations or by conference call if required. The meetings will be attended by one or more members of CCGG and the Executive Director and/or other senior staff of CCGG.

CCGG will conduct detailed research and solicit input from its members in advance of the meeting to ensure that all important issues are addressed at one time. Once a date has been set for the meeting, attendees finalized, and detailed research completed, a letter setting out the attendees and identifying the key matters to be discussed will be sent to the Chair.

Following each company meeting, CCGG staff will prepare a written summary of the meeting for its members. The meeting summaries will not be made public or provided to the company. A letter thanking the directors for the meeting and setting out the key matters discussed and any outcomes of the meeting will be sent to the Chair following the meeting

CCGG will prepare and publish a report annually listing the best corporate governance and executive compensation practices identified in its engagement meetings and encouraging other companies to adopt these leading practices.

July 2009

## CONTACT US

### **EXECUTIVE DIRECTOR**

Stephen Griggs  
sgriggs@ccgg.ca

### **DIRECTOR OF RESEARCH**

Paul Schneider  
paul\_schneider@ccgg.ca

### **GENERAL COUNSEL AND DIRECTOR OF POLICY DEVELOPMENT**

Judy Cotte  
judy\_cotte@ccgg.ca

### **MANAGER ADMINISTRATION**

Mary Stillich  
mary\_stillich@ccgg.ca

### **RESEARCH ASSOCIATE**

Daniel Curren  
daniel\_curren@ccgg.ca