

Canadian Securities Administrators' Staff Notice 58-305 – Status Report on the Proposed Changes to the Corporate Governance Regime

On December 19, 2008, the Canadian Securities Administrators (**CSA**) published for comment proposed changes to the corporate governance regime entitled “Proposed Repeal and Replacement of National Policy 58-201 *Corporate Governance Guidelines*, National Instrument 58-101 *Disclosure of Corporate Governance Practices*, and National Instrument 52-110 *Audit Committees* and Companion Policy 52-110CP *Audit Committees*” (the **Proposal**).

We received numerous comments about the timing of the Proposal. A majority of commenters expressed the view that now is not an appropriate time to introduce significant changes to the corporate governance regime in Canada. Commenters pointed out that issuers are currently focused on business sustainability issues in a challenging economic climate, and on the transition to International Financial Reporting Standards. We also received significant comments on a wide range of other matters related to the Proposal.

Based on the comments we received, the CSA does not intend to implement the Proposal as originally published. We have concluded that now is not an appropriate time to recommend significant changes to the corporate governance regime.

We are reconsidering whether to recommend any changes to the corporate governance regime. We will publish any proposed changes for comment. They would not be effective until the 2011 proxy season at the earliest. The CSA will provide sufficient advance notice for issuers to adapt their corporate governance practices to fully comply with any revised regime.

QUESTIONS OR COMMENTS

You may refer questions and comments to:

British Columbia Securities Commission
Sheryl Thomson,
Senior Legal Counsel, Corporate Finance
Phone: 604-899-6778 (direct)
800-373-6393 (toll free in BC and
Alberta)
E-mail: sthomson@bcsc.bc.ca

Jody Ann Edman,
Senior Securities Analyst, Corporate Finance
Phone: 604-899-6698 (direct)
800-373-6393 (toll free in BC and
Alberta)
E-mail: jedman@bcsc.bc.ca

Alberta Securities Commission
Samir Sabharwal, Associate General Counsel
Phone: 403-297-7389
E-mail: samir.sabharwal@asc.ca

Patrizia C. Valle, Legal Counsel
Office of the General Counsel
Phone: 403-355-4478
E-mail: patrizia.valle@asc.ca

Manitoba Securities Commission
Bob Bouchard, Director and Chief

Administration Officer
Manitoba Securities Commission
Phone: 204-945-2555
E-mail: bob.bouchard@gov.mb.ca

Ontario Securities Commission
Rick Whiler, Senior Accountant
Phone: 416-593-8127
E-mail: rwhiler@osc.gov.on.ca

Frédéric Duguay, Legal Counsel
Phone: 416-593-3677
E-mail: fduguay@osc.gov.on.ca

Autorité des marchés financiers
Lucie J. Roy, Senior Policy Adviser
Surintendance aux marchés de valeurs
Phone: 514-395-0337, ext. 4464
E-mail: lucie.roy@lautorite.qc.ca

Catherine Bohemier, Senior Policy Adviser
Surintendance aux marchés de valeurs
Phone: 514-395-0337, ext. 4466
E-mail: catherine.bohemier@lautorite.qc.ca

November 13th, 2009