

November 2, 2012

Michal Pomotov
Legal Counsel
Toronto Stock Exchange
The Exchange Tower
130 King Street West
Toronto, ON M5X 1J2
tsxrequestforcomments@tsx.com

Sent via electronic mail

Dear Mr. Pomotov,

RE: Proposed amendments to the TSX Company Manual issued October 4, 2012

Addenda Capital Inc. is a privately owned investment management firm responsible for investing more than \$25 billion in assets for pension funds, insurance companies, foundations, endowment funds and third party mutual funds of major financial institutions. On behalf of our clients, we thank you for the opportunity to comment on proposed amendments to Part IV of the Toronto Stock Exchange ("TSX") Company Manual issued on October 4, 2012 (the "Amendments").

Question 1. *Do you support TSX mandating that its listed issuers have majority voting, which may be satisfied by adopting a majority voting policy for uncontested director elections? Please identify potential positive and negative impacts if issuers are required to have majority voting.*

Yes, we support TSX mandating that its listed issuers have majority voting, which may be satisfied by adopting a majority voting policy for director elections when there is only one nominee for each board seat. However, our preference would be to replace the plurality system (and its "withhold" votes) with a majority vote standard that allows shareholders to vote "for" or "against" individual directors. In our view, the potential positive impacts of majority voting would be the enhanced accountability of directors to shareholders and enhancements to Canada's reputation for supporting strong governance standards. The potential negative impacts are unlikely in our opinion and could be mitigated. The negative impacts could include a board not having a sufficient number of directors that have the support of a majority of the votes cast to achieve quorum or committee requirements or reduced interest in director positions from qualified candidates.

Question 2. *Do you believe it would be useful for TSX to provide specific guidance that it expects that the board of directors will typically accept the resignation of a director that receives a majority of "Withhold" votes, absent exceptional circumstances? If you agree,*

please suggest the preferred means to provide it (for example in a Staff Notice, in commentary about the Amendment or in the drafting of the Amendment itself).

Yes, guidance would be useful. The preferred means to provide the guidance that it is expected that a board of directors will typically accept the resignation of a director that receives a majority of "Withhold" votes, absent exceptional circumstances would be in the drafting of the Amendment itself.

Question 3. *What positive or negative impacts may the Amendments have on other market participants or the market in Canada in general?*

As noted above, a positive impact for the market in Canada in general could be an enhanced reputation for supporting strong governance standards.

Question 4. *Do you support the jurisdiction of TSX to adopt and enforce the Amendments? If not, please support your response, and differentiate the Amendments from the September RFC Amendments being finalized today.*

Yes, we support the jurisdiction of TSX to adopt and enforce the Amendments.

Question 5. *Are there additional ancillary rule amendments or other relevant issues not discussed in this Request for Comments that should be considered in adopting the Amendments?*

We would be supportive of requiring issuers to move beyond an initial board policy and implement majority voting by obtaining shareholder approval to add it to their articles or bylaws. This would provide stronger protection for shareholders than a board policy that could be changed without shareholder approval.

In closing, thank you again for providing us with the opportunity to comment on the proposed amendments. If you would like to discuss this comment letter, please do not hesitate to contact me at +1 647-253-1029 or b.minns@addenda-capital.com.

Yours sincerely,



Brian Minns
Sustainable Investment Specialist

cc: Susan Greenglass, Director, Market Regulation, Ontario Securities Commission