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April 20, 2009

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Autorité des marchés financiers
British Columbia Securities Commission
Manitoba Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Office of the Attorney General, PEI
Ontario Securities Commission

Registrar of Securities, Department of Justice,
Government of the Northwest Territories
Registrar of Securities, Government of Yukon
Registrar of Securities, Legal Registries Division,
Department of Justice, Government of Nunavut
Saskatchewan Financial Services Commission
Securities Commission of Newfoundland and Labrador

Me Anne-Marie Beaudoin, Corporate Secretary
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Dear Sirs/Mesdames:

Re: Proposed Repeal and Replacement of NP 58-201 *Corporate Governance Guidelines*, NI 58-101 *Disclosure of Corporate Governance Practices*, NI 52-110 *Audit Committees* and Companion Policy 52-110CP *Audit Committees*

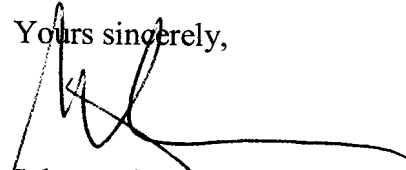
Rogers Telecommunications Ltd. would like to thank the Canadian Securities Administrators for this opportunity to respond to the request for comment dated December 19, 2008 regarding the proposed repeal and replacement of National Policy 58-201 *Corporate Governance Guidelines*, NI 58-101 *Disclosure of Corporate Governance Practices*, National Instrument 52-110 *Audit Committees* and Companion Policy 52-110CP *Audit Committees*. We have reviewed the comments submitted by Rogers Communications Inc. and agree with those comments. We have noted our additional comments below.

We believe that controlling shareholders, and their representatives, should not be disqualified from being considered independent merely because of the controlling shareholder's shareholdings.¹ The interests of controlling shareholders are aligned with those of other shareholders, and we believe that controlling shareholders and their representatives can and do

¹ This approach is consistent with the NYSE's independence standards. The commentary accompanying the NYSE's general independence test in Section 303A.02(a) of the listed company manual states that "as the concern is independence from management, the exchange does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding."

make a positive contribution to the overall quality of decision-making by boards and committees and have a legitimate interest in doing so. Shareholders often expect a controlling shareholder to help safeguard shareholder interests by having significant involvement in the issuer's governance at the board and committees. The current regulatory regime does not allow the issuer to reap the full benefit of that involvement. The independence of directors should be assessed on the basis of their capacity for decision-making free of management influence. Controlling shareholders and those with relationships to them should not be assumed to have a conflict of interest for every board decision. Instead, boards of directors can and should deal with specific transactions or other corporate activities that raise potential conflicts of interest at the board level by implementing appropriate governance processes for those specific circumstances, including by referring the matter to a committee of unconflicted directors where appropriate.

Yours sincerely,



John Anderton
Vice President, Treasurer