

Ontario Securities Commission

Policy 11-601

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THE SECURITIES ADVISORY COMMITTEE TO THE OSC

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A. General

1. The Ontario Securities Commission (the "Commission") has established an advisory committee composed of practising securities lawyers, named "The Securities Advisory Committee to the OSC" ("SAC").

B. Terms of Reference

1. SAC provides advice to the Commission and Commission staff on a variety of matters including legislative and policy initiatives and important capital markets trends.
2. At the request of the Commission or Commission staff, SAC provides advice and comments on the legal, regulatory and market implications of any aspect of Commission rules, policies, operations, and administration.
3. On its own initiative, SAC may report to the Commission or Commission staff at any time on issues the members consider should be addressed by the Commission or of which the Commission should be aware.
4. SAC may report annually to the Chairman of the Commission on its activities for the preceding year.
5. SAC generally meets at least monthly.

C. Composition of SAC

1. SAC will consist of up to 12 members. Members of SAC will generally be expected to serve minimum terms of two years, except where they are appointed for the purpose of completing the unexpired term of a former member. Terms may extend to, but will not exceed, three years. Terms may be staggered so that a certain number of the members may retire in any one year. Except in transition periods, members will not be re-appointed on the expiry of their terms.
2. SAC will select one member to act as Chairman. The Chairman's term may be one or two years and, in the former case, may be renewed.

D. Appointment Criteria

1. Individuals appointed to SAC should have an excellent knowledge of "Ontario securities law" (the legislation and policies for which the OSC is responsible), and significant practice experience in the securities area. Expertise in an area of special interest to the Commission at the time an appointment is made may also be a factor in selection. SAC members are expected to have excellent technical abilities and a strong interest in the development of securities regulatory policy.
2. SAC members will be selected with a view to ensuring that SAC is reasonably representative of the full spectrum of securities law practice.
3. SAC members should be in a position to make the time commitment that SAC's work entails. Members who find themselves unable to make this time commitment may be asked to resign in order that their places may be filled by more active members.

E. Application Process

1. In order to replace SAC members whose terms expire, the Commission will first publish a notice soliciting new applications for membership and setting a deadline for submissions. When the selection process is complete, a notice of the new members will be published.
2. Securities law practitioners interested in serving on SAC should apply in writing to the General Counsel, indicating areas of practice and relevant experience.
3. The General Counsel will review all applications for membership and recommend new members to the Chairman of the Commission. The Chairman of the Commission, on the advice of the General Counsel and, if requested, of the current SAC Chairman, will make the final decision as to SAC membership.

F. Liaison Between SAC and Commission

1. The General Counsel serves as the liaison between SAC and the Commission. The General Counsel will attend SAC meetings. Matters are referred to SAC by the Office of the General Counsel on behalf of Commission staff. Commission staff are expected to attend SAC meetings in appropriate cases. In addition to attendance at SAC meetings, Commission staff may work directly with SAC on particular projects.
2. All material submitted by the Commission to SAC is confidential, as are all SAC proceedings. Material shall not be distributed to or discussed with anyone who is not a member of SAC, unless the prior consent of the General Counsel has been obtained.
3. Commission staff will ensure that material is submitted to SAC in a timely fashion, so that sufficient opportunity for review and comment is provided.