

**Ministry of Government  
and Consumer Services**

**Ministère des Services  
gouvernementaux et des  
Services aux  
consommateurs**



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**MINISTER'S ORDER FOR DISCLOSURE OF COMPENSATION AND OTHER PAYMENTS  
UNDER THE ONTARIO NEW HOME WARRANTIES PLAN ACT**

Pursuant to subsection 2.6 (2) of the *Ontario New Home Warranties Plan Act* (the "Act")  
I hereby order as follows:

1. In this Order,

"Compensation" has the same meaning as in the Act;

"Corporation" has the same meaning as in the Act;

"director" means a member of the board of the Corporation;

"long-term incentives" means compensation that is payable after a performance period of longer than one year and which is tied to the achievement of long-term individual or corporate performance targets;

"officer" means

- (a) president, vice-president, or any other person designated an officer by by-law of the corporation,
- (b) any other employee who performs functions normally performed by an individual occupying an office described in clause (a), or
- (c) any employee appointed as registrar or deputy registrar pursuant to the Act

but does not include secretary or assistant secretary;

“pension contributions” means contributions made by an employer on behalf of plan members to,

- (a) a defined contribution plan, or
- (b) a defined benefit pension plan, estimated as a percentage of pensionable earnings on the basis of the last actuarial valuation available to the employer;

“reported year” means the year in respect of which a record is required to be made available under section 2 of this Order;

“short-term incentives” means compensation tied to the achievement of individual or corporate performance targets, if the relevant performance goal or similar condition was satisfied during the reported year, even if the compensation is payable at a later date.

2. (1) Subject to subsection (3), the Corporation shall make available to the public, not later than March 31 of each year, the information described in section 3 of this Order relating to the annual compensation that the Corporation paid to each of its directors in the previous year.

(2) Subject to subsection (3), the Corporation shall make available to the public, not later than March 31 of each year, the information described in section 4 of this Order relating to the annual compensation that the Corporation paid to each of its officers in the previous year.

(3) For the fiscal year ending December 31, 2018, the Corporation shall make the information required under subsections (1) and (2) available to the public not later than October 15, 2019.

(4) The information required to be made available under subsection (1) and (2) shall be published on the Corporation’s website using the forms in Table 1 and Table 2 respectively.

3. For each individual who was a director during all or part of the reported year, the information for the purposes of subsection 2(1) is:

- a. Under the column titled “Director Position”, which of the following positions the director last held in the reported year:
  - i. Chair
  - ii. Vice-Chair
  - iii. Director

- b. Under the column titled "Director Number", a number determined in accordance with paragraph b of section 6.
- c. Under the column titled "Annual Retainer", the total dollar amount paid to the director as a retainer for the reported year.
- d. Under the column titled "Per Diem Remuneration", the total dollar amount paid to the director as remuneration on a per diem basis for the reported year.
- e. Under the column titled "Total Compensation Earned", the total of the amounts required to be reported under paragraphs c and d.
- f. Under the column titled "Fraction of the Year as a Director", identify any director who was a director for only part of the reported year and indicate the fraction of the year that the individual acted as a director, expressed as a decimal number rounded to one decimal place.

4. For each individual who was an officer during all or part of the reported year, the information for the purposes of subsection 2(2) is:

- a. Under the column titled "Position Class", which of the following classes that the position the officer last held in the reported year fell within:
  - i. Class 1 – position of President & Chief Executive Officer
  - ii. Class 2 – position of Chief Operating Officer
  - iii. Class 3 – position of Senior Vice President
  - iv. Class 4 – position of Vice President
  - v. Class 5 – positions of Assistant Vice President, Deputy Registrar, and any other officer position not listed in Classes 1 to 4.
- b. Under the column titled "Position Number", a number determined in accordance with paragraph d of section 6.
- c. Under the column titled "Cash Compensation", the total dollar amount of base salary and cash-based short-term incentives paid in respect of the reported year in respect of the officer.
- d. Under the column titled "Pension and Other Compensation", the total dollar amount of,
  - i. pension contributions made in the reported year in respect of the individual
  - ii. all other compensation paid or provided in the reported year by the Corporation in respect of the officer that is not otherwise referred to in paragraph c.
- e. Under the Column titled "Total Compensation Earned" the total of the amounts required to be reported under paragraphs c and d.
- f. Under the column "Value of Long-term Incentives Granted", the total dollar amount of all unvested long-term incentives granted in the reported year by the Corporation in respect of the officer. The total dollar amount is based on the fair value on the date the unvested long-term incentive was granted.

- g. Under the column titled “Fraction of the Year in the Position” identify any officer who was an officer for only part of the reported year and indicate the fraction of the year that the individual was an officer, expressed as decimal number rounded to one decimal place.

5. Without limiting the generality of subparagraph d.ii of section 4, that subparagraph applies with respect to the following:

- a. perquisites, including property or other personal benefits, provided to the individual that is not generally available to all employees
- b. flexible benefit allowances provided to each individual, including amounts associated with health benefits
- c. incremental payments, payables, or benefits paid or provided to an individual that were triggered by, or resulted from any of the following having occurred in the reported year:
  - a. the individual’s termination, whether voluntary, involuntary or constructive, resignation or retirement,
  - b. a change in the individual’s responsibilities
  - c. a change of control of the Corporation

6. In setting out the information in the tables for the purposes of section 2, the Corporation shall do the following:

- a. in Table 1, ensure that directors that hold the same director position referred to in paragraph a of section 3 are grouped together in the table.
- b. in Table 1, under the column entitled “Director Number”, assign a number to each director, beginning with the number “1” for the first director listed in the group and assign the next consecutive number in ascending order, for each of the remaining directors in the group.
- c. in Table 2, ensure that officers that hold a position in the same Position Class referred to in paragraph a of section 4 are grouped together in the table.
- d. In Table 2, under the column entitled “Position Number”, assign a number to each officer in the same class that is grouped together, beginning with the number “1” for the first officer listed in the class and assign the next consecutive number in ascending order, for each of the remaining officers in the class.

7. At the bottom of each column referred to in paragraphs c to e of section 3 and paragraphs c to f of section 4, the Corporation shall set out the total of all amounts reported under the column.

8. (1) For clarity, the tables required under section 2 must list only one entry for each individual who was a director or officer of the Corporation.

(2) Information regarding an individual who is both a director and an officer shall be listed only in Table 1.

9. In addition to the other requirements of this Order, the Corporation shall do the following:

- a. Include an explanation of how the Corporation calculated contributions to a defined benefit pension plan that were included under the column titled "Pension and other compensation".
- b. include a statement that lists all of the titles of the positions or offices that comprise each officer level referred to in subparagraph a.1 of section 4.

10. This Order comes into effect on the day it is made.



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The Honourable Lisa Thompson  
Minister of Government and Consumer Services

Made this 30 day of September, 2019.

TABLE 1

<b>Director Position</b>	<b>Director Number</b>	<b>Annual Retainer (\$)</b>	<b>Per Diem Remuneration (\$)</b>	<b>Total Compensation Earned (\$)</b>	<b>Fraction of the Year as a Director</b>
		<b>(a)</b>	<b>(b)</b>	<b>(a+b)</b>	
<b>Total</b>					

TABLE 2

<b>Position Class</b>	<b>Position Number</b>	<b>Cash Compensation (\$)</b>	<b>Pension and Other Compensation (\$)</b>	<b>Total Compensation Earned (\$)</b>	<b>Value of Long-term Incentives Granted (\$)</b>	<b>Fraction of the Year in the Position</b>
		<b>(a)</b>	<b>(b)</b>	<b>(a+b)</b>	<b>(c)</b>	
<b>Total</b>						