



HUB CAPITAL INC.

1001 – 3700 Steeles Ave W
Woodbridge, ON L4L 8M9

Telephone 905 264.1634
Toll Free 1 800 561.2405
Fax 905 264.5463

May 15, 2009

Mr. Jason Bennett
Corporate Secretary & Director, Regional Councils
Mutual Fund Dealers Association of Canada
jbennett@mfd.ca

Dear Mr. Bennett:

RE: MFDA Bulletin #0366-M *Task Force on Governance Issues – Comment Solicitation*

This submission is provided by HUB Capital Inc. and provides our comments regarding the above noted Bulletin.

HUB Capital Inc. supports enshrining a governance system that requires a constructive consultation process with Members and provides for an effective exchange of information and perspective on emerging issues with ample time for discussion and debate prior to Rules being implemented.

Our comments on specific issues are presented in the same order as the Bulletin.

Courses of Action under Consideration

Part A. By-law Amendments

1. We agree that a special meeting of Members should be convened to confirm which aspects of By-law 15 are supported by Members.
2. We agree to amending By-law 1 to increase the Board size to 15.
3. We agree to amending By-law 1 to require at least two of the Industry Directors represent Level 1, 2 or 3 Dealers.

Part B. Change Terms of Reference of Governance Committee

4. We agree with the suggested amendments regarding Public Directors and Industry Directors.

In the case of *all* Directors, we recognize that there are a variety of diversity issues that need to be considered in the complexion of a Board and that gender alone is merely one such consideration; pointing gender out as a distinct attribute does not seem appropriate.

In addition, we believe the term "significant" should be defined as it applies to "previous or current significant enforcement, compliance or other regulatory concerns".

We also would suggest that the language used in this section, i.e., 4.iii fourth bullet and section 6.ii below should be consistent in citing 'concerns'.

Part C. Changes to, and Full Transparency of, Nomination Process

5. We agree with the considerations in this section but going forward more clarity could be provided regarding the process for "inviting" non-Director Member representatives to participate with the Governance Committee.

6. We agree with the communication principles as outlined.

Thank you for the opportunity to comment. We look forward to the next phase of consultations.

Do not hesitate to contact the undersigned or any Member of our Board should you have any questions.

Yours truly,
HUB CAPITAL INC.



Terri DiFlorio, President