

**TORONTO SENIORS HOUSING CORPORATION (TSHC)  
CORPORATE GOVERNANCE AND HUMAN RESOURCES  
COMMITTEE MEETING (CGHRC)**

**Date: April 11, 2022  
Time: 4:00 – 5:30pm**

**Location: WebEx & Livestream**

**Agenda**

Item	Time	Description	Action	Pre-Read	Presenter
1.	4:00 2min	Chair's Remarks	Information	NA	Councillor Paul Ainslie, Chair
2.	4:02 1min	Approval of Public Meeting Agenda	Approval	Agenda	Chair
3.	4:03 1min	Chair's Poll re: Conflict of Interest	Declaration	N/A	Chair
4.	4:04 2min	Approval of CGHRC Public Minutes of Meeting of March 11, 2022	Approval	CGHRC Public Minutes of Meeting of March 11, 2022	Chair
5.	4:06 2min	Approval of CGHRC Closed Session Minutes of Meeting of March 11, 2022	Approval	N/A	Chair
6.	4:08 2min	CGHRC Action Items list	Information	CGHRC Action Items List	Chair
7.	4:10 40min	Board of Directors Policies: a) Board of Directors Reimbursement Policy b) Director Education and Board Development	Approval	<ul style="list-style-type: none"> <li>• Board Committee Report</li> <li>a) Board of Directors Reimbursement Policy</li> <li>b) Director Education and</li> </ul>	Michael Sherar

		<p>c) External Directorship Policy</p> <p>d) Whistleblower Policy</p> <p>e) Conflict of Interest Policy – Board of Directors</p>		<p>Board Development Policy</p> <p>c) External Directorship Policy</p> <p>d) Whistleblower Policy</p> <p>• Board Committee Report</p> <p>e) Conflict of Interest – BOD Policy</p>	
8.	4:50 1 min	Motion to move into Closed Session	Approval	N/A	Chair
9.	4:51 1min	Approval of Closed Session agenda	Approval	Closed Session Agenda	Chair
10.	4:52 20min	<i>Confidential report dealing with matters that are not required to be disclosed under the Municipal Freedom of Information and Protection of Privacy Act, including but not limited to personal matters about identifiable individuals, a proposed or pending transaction with a third party, and recommendations of proposed policy or processes</i>	Approval	N/A	Helena Ferreira
11.	5:12 15min		Approval	N/A	Arlene Howells
12.	5:27 1min	Motion to move into public session	Approval	N/A	Chair
13.	5:28 2min	Motion to approve closed session decisions	Approval	N/A	Chair
14.	5:30	Adjournment	Approval		Chair

## **Item # 4**

### **CGHRC Public Minutes of Meeting of March 11, 2022**

(For approval at the CGHRC meeting April 11, 2022)

**TORONTO SENIORS HOUSING CORPORATION (TSHC)  
Corporate Governance and HR Committee Meeting (CGHRC)**

**Date: March 11, 2022**

**Time: 4:00pm – 5:30pm**

**Location: WebEx & Livestream**

**Draft Minutes**

The Corporate Governance and HR Committee (CGHRC) of the Toronto Seniors Housing Corporation held its public meeting on March 11, 2022, at 4:00pm via WebEx video conference. The meeting was live streamed on YouTube and subsequently posted the link to TSHC's website.

**Members in Attendance:**

Councillor Paul Ainslie (Chair), Brenda Parris, Warren Law, Lawrence D'Souza.

TSHC staff present: Michael Sherar, Interim Transitional Lead and Chief Corporate Officer, Helena Ferreira, Interim People and Culture Lead and Rajni Vaidyaraj, Interim Executive Assistant (Recording Secretary).

**ITEM 1: CHAIR'S REMARKS**

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The Chair called the meeting to order.

**ITEM 2: APPROVAL OF PUBLIC MEETING AGENDA**

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The Chair asked if there were any additions to the public meeting agenda.  
Hearing none:

*Motion*            **UPON MOTION**, duly made by Ms. Brenda Parris and all in favour,  
*Carried*            **IT WAS RESOLVED THAT** the public meeting agenda, as presented,  
is hereby approved.

**ITEM 3: CHAIR'S POLL RE: CONFLICT OF INTEREST**

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The Chair asked if there was any conflict of interest under the Ontario Municipal Conflict of Interest Acts.

No conflicts were declared.

(For approval at the CGHRC meeting April 11, 2022)

#### **ITEM 4: APPROVAL OF CGHRC PUBLIC MINUTES OF MEETING OF FEBRUARY 8, 2022**

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The Chair tabled the public minutes of the February 8, 2022 meeting and asked that they be taken as read.

*Motion*            **UPON MOTION**, duly made Ms. Brenda Parris, and seconded by Mr.  
*Carried*            Warren Law, **IT WAS RESOLVED THAT** the public meeting minutes  
of February 8, 2022, as tabled, are hereby approved.

#### **ITEM 5: APPROVAL OF CGHRC CLOSED SESSION MINUTES OF MEETING OF FEBRUARY 8, 2022**

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The Chair tabled the closed session minutes of the February 8, 2022 meeting and asked that they be taken as read.

*Motion*            **UPON MOTION**, duly made by Mr. Warren Law, and seconded by  
*Carried*            Ms. Brenda Parris, **IT WAS RESOLVED THAT** the closed session  
meeting minutes of February 8, 2022, as tabled, are hereby  
approved.

#### **ITEM 6: CGHRC ACTION ITEMS LIST**

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To the question that Ms. Brenda Parris asked if M. John Dinner will be presenting his work to the Committee, Mr. Sherar responded that Mr. Dinner will be submitting his work through the staff for the Committee's consideration.

**Action item:** Mr. Sherar undertook to provide the Committee with the redline copies of the Policies for the Committee's consideration going forward.

*Motion*            **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded  
*Carried*            by Mr. Warren Law, **IT WAS RESOLVED** that the Action Items list  
is received and approved for information by the Committee, as  
presented.

(For approval at the CGHRC meeting April 11, 2022)

## **ITEM 7: BOARD OF DIRECTORS CODE OF ETHICS AND CONDUCT POLICY**

Mr. Sherar noted that this policy is based on the Toronto Community Housing Corporation template. The Committee discussed the Policy at length and reviewed the Policy section by section to ensure that each of the clauses included in the policy was appropriate for TSHC. After a full discussion, the Committee agreed on a number of revisions to the draft policy.

**Action item:** Mr. Sherar undertook to circulate the revised policy to the Committee members by email with the recommended revisions to seek Committee's approval prior to recommending to the Board for its approval on March 31, 2022.

*Motion Carried*      **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by Warren Law, **IT WAS RESOLVED** that the Committee recommend to the Board to approve the Board of Directors Ethics and Conduct Policy subject to revisions recommended by the Committee.

## **ITEM 8: BOARD OF DIRECTORS MEETING PROCEDURES POLICY**

Mr. Sherar noted that this Policy is based on the Toronto Community Housing Policy with some changes. He pointed out that the two separate interim policies, the Closed Session Policy and the Deputations Policy, which are referenced in this policy, are not included in this Policy.

The Chair proposed a number of suggested changes to the policy. The Committee members reviewed in detail each of those recommendations and changes.

Mr. Warren Law inquired if the TSHC Board has ever adopted the Robert's Rules of Parliamentary Procedure noting that we cannot assume that the Corporation is subject to the rules of order unless the rules are specifically adopted. Ms. Parris commented that Board members may need some training on Robert's Rules if adopted by the Board. The Committee agreed that policy should reference Robert's Rules for the Chair to use when managing order issues.

**Action item:** Mr. Sherar undertook to circulate the revised policy to the Committee members by email with the recommended revisions to seek

(For approval at the CGHRC meeting April 11, 2022)

Committee's approval prior to recommending to the Board for its approval on March 31, 2022.

*Motion Carried*      **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by Warren Law, **IT WAS RESOLVED** that the Committee recommend to the Board to approve the Board of Directors Meeting Procedures Policy subject to revisions recommended by the Committee.

The Committee members thanked the Chair for making the recommendations and changes to the Policy.

### **ITEM 9: MOTION TO MOVE INTO CLOSED SESSION**

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*Motion Carried*      **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by Mr. Warren Law, and unanimously carried, **IT WAS RESOLVED THAT** the Committee move into a closed session.

### **ITEM 10 - 13: CLOSED SESSION**

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### **ITEM 14: MOTION TO APPROVE CLOSED SESSION DECISIONS**

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*Motion Carried*      **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by Mr. Warren Law, and unanimously carried, **IT WAS RESOLVED THAT** the Committee approve and recommend to the Board that Councillor Paul Ainslie be appointed to the position of Chair, CGHR Committee.

*Motion Carried*      **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by Mr. Warren Law, and unanimously carried, **IT WAS RESOLVED THAT** the Committee approve and recommend to the Board the approval of the following TSHC Policies:

- Bereavement Policy
- Citizenship Leave
- Compassionate Care Leave
- Discretionary Leave
- Earned Deferred Leave

*(For approval at the CGHRC meeting April 11, 2022)*

- Maternity and Parental Leave
- Religious Leave
- Secondment Leave
- Voluntary Leave
- Vacation
- Fair Wage

## **ITEM 15: ADJOURNMENT**

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The Chair thanked the Committee members and the staff for their participation at today's meeting.

*Motion*        **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded  
*Carried*        by Mr. Warren Law, and unanimously carried, **IT WAS RESOLVED**  
                      **THAT** the public meeting terminate at 5:30p.m.

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Councillor Paul Ainslie  
Corporate Governance and Human Resources Committee



## **Item # 6**

### **CGHRC Action Items List**

**TORONTO SENIOR HOUSING CORPORATION (TSHC)**  
**Corporate Governance and Human Resources Committee**  
 Action Items List

	MEETING ARISING FROM	DESCRIPTION	RESP.	STATUS
1.	February 8, 2022	Mr. Sherar to send the list of the names of the 8 policies to the Committee	Michael Sherar	Closed
2.	February 8, 2022	Mr. Sherar to forward to the Committee the revised proposal from Mr. Dinner for development of Board policies work.	Michael Sherar	Closed
3.	February 8, 2022	Mr. Sherar to bring forward the 8 policies developed by Mr. Dinner for approval by the Committee at its next meeting on March 11, 2022.	Michael Sherar	Closed
4.	March 11, 2022	Ms. Brenda Parris requested that the Religious Policy be revisited at a future time.	Helena Ferreira	Pending
5.	March 11, 2022	Ms. Parris requested the committee consider at a future time to extend the scope of family leave to include five days of leave as opposed to the current one day of leave for aunt, niece, uncle, nephew and cousin in the bereavement policy.	Helena Ferreira	Pending
6.	March 11, 2022	Ms. Ferreira agreed to look into for future consideration Ms. Parris' request re non-	Helena Ferreira	Pending

		union staff at TSHC to parallel the entitlements and benefits of union staff	Toronto Seniors Housing Corporation	
7.	March 11, 2022	To add the following agenda items to future meetings of the Committee for Board's consideration and Ms. Ferreira to report back on the following two items: a) Community Benefits and diverse representation to be added to the Fair Wage Policy b) Plan for developing a Diversity Youth Development program c) Develop Lobby Disclosure Policies for both employees and the Board.	Helena Ferreira	Pending
8.	March 11, 2022	Revisions to the Board of Directors Ethics and Code of Conduct Policy and the Board of Directors Meeting Procedures Policy to be circulated to the Committee members to seek Committee's approval prior to obtaining Board's approval on March 31, 2022	Michael Sherar	Completed
9.		To include redline copies of all the policies when sending to Board for its consideration for approval.	Michael Sherar	Ongoing

## **Item # 7**

### **Board of Directors Policies for Approval**

**Toronto Seniors Housing Corporation ("TSHC")  
Corporate Governance and Human Resources Committee  
Meeting ("the Committee")  
Board of Directors Policies for approval  
Item# 7  
April 11, 2022**

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**To:** Corporate Governance and Human Resources  
Committee (CGHRC)

**From:** Michael Sherar, Interim Transitional Lead and Chief  
Corporate Officer

**Date:** April 11, 2022

**PURPOSE: FOR APPROVAL AND RECOMMENDATION TO  
THE BOARD**

The Board of Directors of TSHC will adopt the following listed policies for Board Members. The draft policies are attached for consideration for recommendation for approval. These policies have been adapted with advice from John Dinner from the corresponding Toronto Community Housing Policy.

- Board of Directors Reimbursement Policy
- Director Education and Board Development Policy
- External Directorship Policy
- Whistleblower Policy

**RECOMMENDATIONS:**

It is recommended that the Board Committee adopt the following resolution:

**BE IT RESOLVED** that the Board Committee approve this report and recommend to the Board the approval of the policies appended to this report and listed as follows and as presented:

- Board of Directors Reimbursement Policy
- Director Education and Board Development Policy
- External Directorship Policy
- Whistleblower Policy

**Attachments:**

Attachment 1 – Board of Directors Reimbursement Policy

Attachment 2 – Director Education and Board Development Policy

Attachment 3 – External Directorship Policy

Attachment 4 – Whistleblower Policy

**Item # 7a)**

**Board of Directors Reimbursement Policy**

## **TORONTO SENIORS HOUSING CORPORATION (TSHC)**

### Board of Directors Reimbursement Policy

<b>Policy Owner:</b>	<b>Date Approved:</b>
<b>Type</b>	<b>Approved By:</b>
	<b>Last Reviewed:</b>

### **Summary of Policy**

This policy sets out the guidelines for directors of the Board to be reimbursed for reasoned expenses incurred in exercising their responsibilities as a director.

This policy is designed to be consistent and compliant with the Shareholder Direction from the City of Toronto to Toronto Seniors Housing Corporation, as well as the City of Toronto's Expense and Travel Reimbursement Policy For City Agencies, Boards, Commissions and Corporations.

### **Introduction**

It is expected that in the course of exercising duties, expenses may be incurred by members of the Board of Directors. Pursuant to Section 5.5 of the Shareholder Direction between the City of Toronto and the Toronto Seniors Housing Corporation (TSHC), TSHC will reimburse Directors for reasonable expenses.

### **Policy Statement**

TSHC will reimburse Board members for all reasonable expenses incurred in exercising their responsibilities as a Director. This policy



will ensure that reimbursement is done in an accountable and transparent manner.

## **Application of Policy**

This policy applies to:

- All expenses incurred by a director in performing their duties and responsibilities as a member of the Board and/or on behalf of the Board such as:
- Representing TSHC at conferences, gatherings, meetings;
- Being asked to undertake certain specified activities for the Board; and
- Participation in TSHC Corporate and Community events to which they have been formally asked to attend on behalf of THSC in their capacity as a Director.

## **Policy Guidelines**

### **General Expenses Eligible for Reimbursement**

A Director may be reimbursed for all Board-related activities, including such expenses as:

- Meals (related expenditures that are incurred in the course of conducting the business of the Board or where the Director is entertaining a guest of the Board);
- Parking when attending meetings and event for the express purpose of fulfilling duties or expectations as a Director of THSC; and
- Any other expenses resulting from activities that are appropriate to

fulfilling their role as a Director of TSHC.

### **Conference Expenses Eligible for Reimbursement**

All TSHC travel by a Director must be approved in advance. Directors who are authorized to attend conferences on behalf of TSHC shall be reimbursed for related expenses including:

- **Travel Expenses**

- Travel costs must be based on economy fare rates, unless otherwise authorized by the Board. Directors may not use travel agents who charge service fees.
- Directors who use a personal car must claim the current per kilometer rate, as determined from time to time by TSHC to be consistent with City of Toronto rates and practices.
- Board members who use their own vehicle instead of traveling by air will be reimbursed at the rate of economy class airfare or the current approved mileage rate, whichever is less, unless specific rationale and authorization has been given for reimbursement at a higher rate.
- Other allowable expenses include taxis, shuttles, local transportation and parking, related to their role at the conference as a representative of TSHC.
- Reimbursement for TTC costs will be provided whenever a board member is required and authorized to travel on board business.

- **Accommodation Expenses**

- Eligible accommodation will be a single room at government rates, if available.

- **Meal Expenses**

- Meals not covered with the conference fees will be reimbursed at actual cost or up to \$65 Canadian funds and up to \$65 U.S. funds per day outside Canada.). No receipts are required. Where some or all meals are included in the conference / seminar, the per diem must be reduced accordingly.
- Alcohol charges will not be reimbursed.

- **Other Business Expenses**

- Reasonable incidental and business expenses, including faxes, photocopies, courier charges, telephone calls, and mail services will be reimbursed when those expenses are in support of TSHC business.
- Incidental childcare expenses as a result of attending Board meetings or on authorized Board business may be reimbursed where the Board deems financial hardship would otherwise result. Receipts must be provided.

### **Submission of Expenses for Reimbursement**

- All expenses must be reasonable and necessary to the business of the TSHC Board and must be within the budgetary parameters established by the Board of Directors.
- All expenses by Directors must be properly documented and retained in a format which may be reviewed by the Board, or a delegation thereof, from time to time.
- Acceptable proof of payment (e.g., receipts) must be submitted with any request for reimbursement.

- The acceptability of proof of payment will be determined by the Chief Executive Officer.
- Claim forms must be signed, both by the member making the claim and the Chair of the Board certifying that the expenses claimed were incurred in performance of the claimant's TSHC duties and authorizing the claim, before submitting it to TSHC Staff for processing. Another Board Member must sign the claim form for the Board Chair.
- It is within the responsibility of the claimant to submit all expense claims for reimbursement within 30 days of the expenses being incurred.
- If TSHC is reimbursing the claimant for only a portion of an expense and the claimant requires the proof of payment to make another claim, the proof of payment will be returned to the claimant with the notation on it of the portion reimbursed by TSHC.

### **Accountability**

- The Chief Executive Officer will determine acceptable forms of proof of payment.
- Expense claims must be signed by the claimant and countersigned by the Chief Executive Officer or designate certifying that the expenses claimed were incurred in performance of the claimant's TSHC duties.
- TSHC will monitor expense claims to ensure that budgetary parameters established by the Board of Directors are not exceeded.
- TSHC will report to the Chair on all expenses claimed on a yearly basis.

- The Board shall report annually to the Shareholder the total expenses paid to each Director using the protocols established by the City's Chief Financial Officer & Treasurer.
- TSHC will retain all expense claim forms and submitted receipts which may be reviewed by the Board, or a delegation thereof, from time to time.

### **Policy Review**

This policy will be reviewed as required.

### **Approvals**

Approved by the TSHC Board of Directors, (insert date).

### **Policy Contact**

## **Item # 7b)**

### **Director Education and Board Development Policy**

## **TORONTO SENIORS HOUSING CORPORATION (TSHC)**

### Director Education and Board Development Policy

<b>Policy Owner:</b>	<b>Date Approved:</b>
<b>Type</b>	<b>Approved By:</b>
	<b>Last Reviewed:</b>

#### **Policy Summary**

Members of the Board of Toronto Seniors Housing Corporation (TSHC), as fiduciaries, have both a duty of loyalty and good faith, and a duty of care, diligence and skill. A Board member's conduct is measured against an objective standard that requires informed decision-making and the discharging of duties responsibly.

While it is expected that Board members will possess sufficient knowledge, experience and expertise at the time of their appointment to serve in such capacity, it is also recognized that they will not necessarily be experts in all disciplines, in all aspects of governance, or in all business area within TSHC. As such, education and learning is a key driver of continued Director and Board effectiveness and is an ongoing responsibility of individual Board members, the Board, Management and the Corporation.

The Director Education and Board Development Policy lays out the responsibilities and expectations of the Corporation, the Board and individual Board members with respect to developing the knowledge and abilities to govern effectively.

#### **Policy Statement**

TSHC's Board of Directors and individual Board members are committed to director education and board development.

The Board will balance the important need for education with financial prudence as stewards of the Corporation.

### **Policy Purpose**

The objective of the Director Education and Board Development Policy is to equip Board members to add value to the Corporation, provide effective oversight and fulfill their fiduciary responsibilities to the corporation.

To fulfill the objective, the policy sets out the responsibilities and expectations of the Corporation, the Board and individual Board members regarding:

- Orientation;
- Director Education;
- Board Development; and
- Administration and Reporting of Board-related education and development activities

### **Policy Scope**

This policy applies to all current and new Board members and to the Board of directors in general.

### **Policy Details**

#### **A. Board Orientation**

TSHC and its Board believe that properly oriented Board members are more effective directors; that more effective directors make for more engaged and effective boards; and that more engaged and effective boards provide greater strategic value to the Corporation, its Shareholder, its Tenants, and to the Chief Executive Officer and Management.

As such, TSHC will design and maintain an in-depth orientation



program for new Board members. The Board Chair, Chief Executive Officer (CEO) and Corporate Secretary will ensure that the orientation program is designed to provide baseline knowledge to enable:

- New Board members to actively contribute to the work of the Board in a timely manner; and
- Productive and effective boardroom participation and understanding of the TSHC and the industry and environment within which it operates.

TSHC and its Board believe that some aspects of orientation should be standardized to ensure consistency among Directors. However, to be most effective, the onboarding process should also be tailored to each new Board member. As such, TSHC will tailor the orientation program as appropriate and feasible for each new Board member, taking into account their unique mix of skills, experience, education, and knowledge.

TSHC and its Board believe that the orientation of new Board members should not be viewed simply as a single orientation meeting. Instead, orientation will deliver information over a period of time to minimize the likelihood of overload and maximize lasting impact.

At a minimum, the compulsory orientation program should:

- Provide each new Board member with an understanding of the formal governance structure, the constitution, the bylaws and other constating documents, the role of the Board, its supporting committees, and the expectations with respect to individual Board member performance;
- Build an understanding of the Corporation's nature; its operations and working environment, including the Corporation's programs and services and summary details of the Corporation's principal assets, liabilities, major contracts and major stakeholders; the

Corporation's structure; the Corporation's major risks and its risk management strategy; key performance indicators; operational or regulatory constraints; and requirements for reporting and public disclosure;

- Build a link with the individuals who make up the Corporation, including opportunities to meet and get to know fellow Board members, meetings with Senior Management and site visits to view the Corporation's operations and meet employees and tenants;
- Build an understanding of the Corporation's main relationships, including key government representatives who deal with the Corporation, and people served by the Corporation;
- Foster an understanding of the public housing sector and the environment in which TSHC conducts its business; and
- Provide a comprehensive set of written briefing materials that Board members may use as reference materials. These materials should include biographical and contact information for all board members and the executive team; the corporation's governing Acts, regulations, by-laws;
- the Corporation's governance policies; the current strategic plan; the current annual work-plan; the most recent annual and/or quarterly financial and accountability reports; an explanation of the Corporation's key performance indicators; a summary of Board member's and officer's liability insurance and indemnity; details of any major litigation involving the Corporation; minutes of the last year's Board meetings; details of Board committees and copies of the minutes from the last 3-6 meetings if a new Board member will be joining a specific committee; a schedule of dates for upcoming board meetings; and website references.

All new Board members are expected to receive orientation materials and attend an initial board orientation meeting within the first two months of appointment to the Board or a new Board being

constituted. A second, follow-up session will be scheduled after several meetings have been held to round out the orientation process.

Individual board members may inform the Board Chair, Governance, Risk and Human Resources Committee Chair and/or the Corporate Secretary of additional information or education needs to supplement the compulsory orientation program received.

## **B. Director Education**

TSHC and its Board believe in the professionalism of directors and recognize the importance of ongoing director education as a means of strengthening the effectiveness of individual Directors.

TSHC and its Board believe that each Board member is responsible for their ongoing director education and that the corporation should support Directors in their pursuit.

The Governance, Risk and Human Resources Committee and Corporate Secretary are available to make learning recommendations to Board members who believe they need to be better equipped in order to fulfill their responsibilities.

Ongoing director education includes both formal and informal learning opportunities.

### ***Formal Director Education***

TSHC and its Board recognize the value of formalized learning environments for Directors such as classroom-based and online courses.

As such, Board members are encouraged to seek out external formal learning opportunities. Because the Corporation recognizes that financial competency is a key skill for all Board members, Board members who do not have a strong financial background are

encouraged to seek out opportunities for financial essentials training to develop a certain level of comfort and competence with financial statements and the financial discussions and decision-making relevant to the Board of Directors.

Board members, and particularly the Chair of the Board, who may not already possess a director post-nominal designation, are encouraged to obtain such from a recognized Canadian or international accrediting body.

The Corporate Secretary shall make Board members aware annually and from time to time about relevant courses and other external formal educational opportunities.

***Informal Director Education*** TSHC and its Board recognize the value of informal learning achieved through such external sources as membership in relevant professional organizations, subscriptions to relevant journals and attendance at relevant seminars or conferences.

TSHC shall support in the most cost-effective arrangement, memberships for each director in an organization committed to corporate governance and director professionalism.

The Corporate Secretary shall make Board members aware annually and from time to time about relevant external informal learning opportunities.

The Corporate Secretary shall from time to time provide relevant governance articles, magazines, websites or book summaries accompanied by management commentary on the implications for TSHC as part of board and committee packages to enable self-study by board members.

## **C. Board Development**

TSHC and its Board recognize the value of group learning. Team-based development is intended to improve the Board's decision-making by providing equal information to all Board members on important subjects, enabling Board members to interact on key issues that can often be critical to pending decisions and reinforcing key issues the Board faces in the context of its role and responsibilities as a board.

TSHC will establish a board development program annually. In developing this program, the Governance, Risk and Human Resources Committee and the Corporate Secretary shall:

- Undertake a process of polling Board members as a means of identifying issues or topics for which Board members believe they need to update their skills and knowledge of the Corporation, its business and key executives and to address ongoing and emerging issues in the functional areas of the Board (i.e. corporate governance, audit, risk management, real estate and development, tenant services);
- Reflect upon key strategic directions of the Corporation, major decisions on the horizon, appropriate and significant risk management themes and the landscape within which TSHC operates; and
- Prioritize topics for focused education sessions at regular Board meetings, special meetings or retreats devoted to education, or other suitable events.

The Board development program will reflect the needs and interests of the Board by including:

- Regular presentations by Management and Staff to the Board and Committees to educate them and keep them informed of changes within TSHC and in the legal, regulatory and industry

requirements and standards;

- Trips to various operating sites; and
- Drawing upon external resources where appropriate, including presentations by outside experts to the Board or committees on matters of particular importance or emerging significance.

### **Policy Administration**

The Board will receive from the Governance, Risk and Human Resources Committee annual recommendations for budget allocations to support effective director education and board development.

Course, seminar and conference attendance is specifically discouraged where costs of attendance are high and/or extensive travel is required.

Research, fact-finding, study and related trips abroad are discouraged where there are more cost-effective means of gathering information and knowledge.

Course, seminar and conference attendance, and other educational costs by individual directors may be reimbursed from the Board education and development budget only as follows:

- Where the expenditure is pre- approved by the Chair of the Board or the Chair of the Governance, Risk and Human Resources Committee;
- Where the expenditure is directly related to organizational governance, board effectiveness, or the business and operations of the corporation;
- Where the board member seeking reimbursement provides a written report to the Governance, Risk and Human Resources Committee on the results of and their view on the value of the expenditure; and

- Where all requirements are met from the approved *Board Reimbursement of Expense Policy*.

### **Policy Compliance and Reporting**

Board members shall annually report on their formal and informal director education activities to the Governance, Risk and Human Resources Committee.

The Governance, Risk and Human Resources Committee will provide the Board with an annual report setting out the educational and development activities completed by

Consistent with high standards of governance transparency and the objectives of the corporation's shareholder to ensure highly qualified and effective board members, the Governance, Risk and Human Resources Committee will annually and publicly disclose the steps taken by the Board and its members to comply with this policy.

### **Related Policies and Procedures**

- Board Reimbursement of Expense Policy
- Code of Conduct for Board of Directors
- Conflict of Interest for Board of Directors

### **Policy Commencement and Review**

This policy takes effect on (insert date of Board approval of policy)

The Governance, Risk and Human Resources Committee will review this policy, including the orientation program annually.

## **Item # 7c)**

### **External Directorship Policy**



**TORONTO SENIORS HOUSING CORPORATION (TSHC)**

## External Directorship Policy

<b>Policy Owner:</b>	<b>Date Approved:</b>
<b>Type</b>	<b>Approved By:</b>
	<b>Last Reviewed:</b>

**Policy Summary**

This policy provides guidelines for Management and the Board's Corporate Governance and Human Resources Committee Toronto (CGHRC) when approving requests from Staff wishing to act as a director for any corporation.

**Policy Statement**

Toronto Seniors Housing Corporation (TSHC) is interested in providing opportunities for professional and personal development of members of its Executive and Senior Management Team. These opportunities may include sitting as directors on external boards. The Governance Risk and Human Resources Committee is responsible for approving outside directorships of Executive Staff, except smaller non-profit directorships which the CEO approves. The CEO and Executive Team are responsible for approving any requests by Senior Managers of the Corporation.

**Scope**

This policy guides three levels of decisions:

1. Decisions of the CGHRC as it applies to members of the Executive Leadership Team with direct reporting to the CEO. The Committee will also consider requests made by the Chief Internal Auditor in consultation with the Audit & Finance and Risk Committee (AFRC) Chair.

2. Decisions and approval process of the Chief Executive Officer as it applies to approving smaller non-profits requests by Executive team; and
3. Decisions and approval process by Executive Team as it applies to members of the Senior Management Team. The Senior Management Team is defined as the direct reports to the Executive.

### **Policy Details**

Employees applying for external directorships and those approving external directorships have various responsibilities related to assessing conflicts of interest and any risk to the Corporation as a result of such conflicts and the time away from TSHC duties that such directorships might require. This section details the responsibilities of employees and the approval body (CGHRC and Management).

### **Responsibilities of Employees**

Prior to accepting any external directorship, employees must;

- a. Be fully aware of the requirements and obligations pertaining to external directorships,
- b. Familiarize themselves with potential conflicts of interests and issues that may arise because of the external directorship,
- c. Obtain approval in writing from Management at the appropriate level.

Where the external directorship is at the request of TSHC, the employee must:

- a. Refer to TSHC General Counsel with respect to representing TSHC's interests on a Board of Directors,
- b. Refer to Risk Management and Insurance Unit to ensure coverage under TSHC's outside director's liability insurance,

- c. Accrue any and all compensation to the Corporation,
- d. Ensure that the outside enterprise has adequate directors' liability and indemnification insurance.

Employees with approved external directorships must;

- a. Not influence or participate in any board decisions of the outside entity with respect to services provided by or supplied to TSHC,
- b. Absent themselves from any discussions or voting on issues affecting TSHC,
- c. Declare as income any compensation received as a result of the directorship,
- d. Understand that management approvals may be rescinded in the future if TSHC determines that the employee's involvement has become incompatible with serving the best interests of TSHC.

Employees with approved external directorships must obtain re-approval if there is or has been a material change to the nature or the terms of the external directorship.

### **Responsibilities of Approval Body**

The CGHRC and Management must review external directorship requests for possible conflicts of interest. The employee's research should provide background to assist the approval body with the approval process. The approval body must:

- a. Decline external directorship requests where there is a conflict of interest that cannot be eliminated or effectively managed or where the external directorship may impact negatively on the employee's ability to perform satisfactorily at TSHC.
- b. Provide a written response approving requests, including circumstances where a conflict of interest exists but can be effectively managed.

- c. Review if the employee will receive some form of compensation/benefits or the enterprise has a business relationship with TSHC. In these cases, the manager should seek guidance from the TSHC Executive Officer to whom management most directly reports.
- d. Review the nature of the enterprise as part of the approval process for the Executive team. If the external directorship is with a public or private enterprise, the approval should be by the CEO and CGHRC Committee. If it is a smaller not-for-profit enterprise (e.g., community-based), the CEO can approve and forward to the CGHRC Committee for information.

## **Compliance**

Management with the appropriate level of authority must review and approve all requests for external directorships. Approvals shall be in writing and maintained in a central compliance functional area. For Executive team, this may be the CEO's office.

An annual survey should be completed to ensure records are up to date and to ensure that the employee's involvement continues to be compatible with serving the best interests of TSHC.

Staff will be asked to disclose their external directorships at the point of hiring.

The CGHRC will review annually a current list of active directorships that fall within the scope of this policy as a means of active monitoring of related risks.

## **Related Policies and Procedures**

- Employee Code of Conduct
- Employee Conflict of Interest

## **Commencement and Review**

This policy will be reviewed by the Corporate Governance and Human Resources Committee in conjunction with the CEO two years from implementation.

**Item # 7d)**

**Whistleblower Policy**

**TORONTO SENIORS HOUSING CORPORATION (TSHC)**

## Whistleblower Policy

<b>Policy Owner:</b>	<b>Date Approved:</b>
<b>Type</b>	<b>Approved By:</b>
	<b>Last Reviewed:</b>

**Policy Statement**

Toronto Seniors Housing Corporation (TSHC) is committed to promoting integrity, ethics, accountability, and transparency in everything we do. TSHC recognizes it is in the best interests of the Corporation to maintain and enhance public confidence by encouraging the reporting of wrongdoing taking place within TSHC to designated individuals at the organization.

The purpose of this policy is to provide guidelines for reporting wrongdoing and to provide reasonable protection from reprisal for those persons who, in good faith and with reasonable belief, report wrongdoing in accordance with this policy.

**Scope**

This policy applies to all employees of TSHC, whether they work on a full-time or part-time basis. This policy also applies to members of the Board of Directors of TSHC as set out in this policy. This policy provides reasonable protection from reprisal for all employees and Directors of TSHC, who in good faith report wrongdoing under this policy.

Tenants of TSHC are also encouraged to report wrongdoing and are provided reasonable protection from reprisal in accordance with this policy.

This policy covers matters that are in the public interest and for

which there are no existing processes for reporting and investigation. For example, corporate policy and/or the collective agreement (if applicable) are generally available to address individual complaints by employees of workplace discrimination or harassment. These complaints will not be seen as wrongdoing under this policy in the ordinary course. The exception is fraud which employees can report under this policy, but which may be investigated or addressed in accordance with the Fraud Prevention Policy.

## **Values**

All TSHC policies, including this policy, are based on THSC's core values of respect, accountability, community collaboration, integrity and accessibility for persons with disabilities.

TSHC expects employees to use proper judgment and act in a way that reflects these core values and corporate policy. Employees should also support the high standards expected of a corporation established to deliver seniors' social housing in the City of Toronto. TSHC is also committed to maintaining an environment where people can raise concerns about improper behavior without fear of reprisal. The effectiveness of these commitments and TSHC's policies, procedures, and directives are dependent on persons being able to report suspected cases of wrongdoing without fear of reprisal for doing so.

## **Definitions**

- **Director:** Any individual member of the TSHC Board of Directors.
- **Wrongdoing:** Refers collectively to any serious act (or failure to act) that is covered by this policy and which:
  - Constitutes fraud or waste as defined under this policy.
  - Is a violation of TSHC policies, procedures, or

directives.

- Risks the health or safety of residents, employees, or visitors to THSC sites.
  - Is unlawful under any municipal, provincial or federal laws.
  - Knowingly directs or counsels another person to engage in such acts.
  - Is designed or intended to conceal conduct prohibited under this policy.
- **Fraud:** Any dishonest act that results in actual loss or risk of loss, deception, misappropriation of resources or the manipulation of data to the advantage or disadvantage of a person or entity. Fraud includes any misuse, or attempt to misuse:
    - (i) one's position in the company; and/or,
    - (ii) a THSC asset for personal gain or purposes unrelated to company business.

Fraud includes corruption which is defined as the offering, giving or soliciting, or accepting of an inducement or reward that may improperly influence the action of a person or entity.

For more information, including examples of Fraud or Corruption, please see the Fraud Prevention Policy.

- **Reprisal:** Actions taken against another person as a direct result or in retaliation for making a report under this policy, being suspected of making a report under this policy, or participating in an investigation under this policy. Reprisal includes harassment, discrimination, intimidation, dismissal, suspension, demotion, discipline, termination, suspension, coercion, discipline, imposition of another



penalty, or, in the case of an employee, any other action which adversely affects their working conditions. Reprisal includes a threat to take any such actions and knowingly directing or counselling of another person to engage in reprisal.

- **Waste:** Any other gross mismanagement, theft, falsification, misappropriation, or misuse of TSHC facilities, resources, and/or assets, either deliberate or by negligence, which is not covered under the Fraud Prevention Policy.
- **Whistleblower:** An employee, Director, or tenant who, in good faith and with reasonable belief that wrongdoing has occurred, makes a report under this policy.

## Policy Details

### Reporting Wrongdoing

Any employee who suspects or has knowledge of any occurrence of Fraud, shall immediately notify his/her manager or the General Counsel and Corporate Secretary, or report to the ethics hotline. An employee who suspects or has knowledge of any other type of wrongdoing will immediately notify his/her manager or report to the ethics hotline. A tenant who suspects or has knowledge of wrongdoing shall notify the General Counsel and Corporate Secretary. If the occurrence involves the General Counsel and Corporate Secretary, the employee or tenant shall notify the Chief Executive Officer.

Any Director who suspects or has knowledge of any occurrence of Fraud or any other type of wrongdoing shall immediately notify the Board Chair who will consult with the General Counsel and Corporate Secretary on the appropriate actions to take. If the occurrence involves the Board Chair, the Director shall report the occurrence to the Chair of GHRC who will consult with the General Counsel and Corporate Secretary on the appropriate actions to take.

## **Implementation**

An employee who believes they are the subject of a Reprisal will notify the Vice- President of Human Resources immediately. Where a manager or supervisor is informed of, or becomes aware of, a reprisal, the manager or supervisor will notify the Director of Human Resources immediately. If the complaint involves the Director of Human Resources or a Director of the organization, the reprisal should be reported to the Chief Executive Officer.

Any allegation of a reprisal will be reviewed and may be the subject of a formal investigation. TSHC will determine who will lead the investigation, and the divisions/persons to be consulted, based on the subject matter at issue.

Investigations may be conducted by an external investigator if necessary and at the discretion of TSHC.

The Director of Human Resources will determine what, if any steps are appropriate to stop, reverse, or remedy a reprisal. For complaints involving the Vice- President of Human Resources, the President Chief Executive Officer will determine what, if any steps are appropriate to stop, reverse, or remedy a reprisal. For complaints involving a Director, the Chief Executive Officer in consultation with the Board Chair (or Vice-Chair if the complaint is against the Chair) will determine what, if any steps are appropriate to stop, reverse, or remedy a reprisal.

Once the TSHC has provided an assurance of confidentiality to a whistleblower, the individual's identity cannot be revealed without the individual's consent.

With respect to TSHC's commitment to provide reasonable protection for whistleblowers, this will include:

- Making all reasonable efforts to protect the identities of whistleblowers by not sharing a whistleblower's identity, or information that could reasonably be expected to reveal the

whistleblower's identity, with others, including a law enforcement agency without the whistleblower's explicit consent.

- Respecting the decision of the whistleblower as to how much personal information will be provided; and,
- Adhering to Canada's Criminal Code which means TSHC cannot dismiss, suspend, demote, discipline, harass, or otherwise disadvantage whistleblowers, or deny you a benefit of employment when the information provided was given in good faith and that reasonably believed to be true and accurate.

## **Compliance and Monitoring**

TSHC will not tolerate wrongdoing or reprisals against anyone who report wrongdoing, and all employees have a duty to report suspected wrongdoing. No employee or Director will take any action in reprisal against a Whistleblower for making, or being suspected of making, a report of wrongdoing under this policy. No employee or Director will take any action in reprisal against any person who participates in an investigation under this policy.

An employee who is found to have engaged in reprisal prohibited by this policy shall be the subject of discipline, up to and including dismissal for cause.

Reprisal by a Director shall be treated in the same manner as a violation of the Code of Conduct for Directors. Conduct prohibited by this policy which is contrary to legislation, including that of a criminal nature, may be addressed or reported accordingly.

An employee who knowingly makes a false or misleading report under this policy, or who knowingly makes a false or misleading statement in an investigation under this policy, may be the subject of discipline, up to and including dismissal for cause.

Employees and other persons are expected to co-operate fully in an investigation under this policy. Employees who are contacted by the media regarding an investigation under this policy must

refer all inquiries to the media relations team in the Strategic Communications Unit. Please see the Media and Issues Protocol.

**Governing and Applicable Legislation**

- Employment Standards Act
- Ontario Human Rights Code
- Occupational Health and Safety Act
- Criminal Code

**Related Policies and Procedures**

- Conflict of Interest Policy
- Code of Conduct
- Fraud Prevention Policy
- Board of Directors Reimbursement Policy
- Finance Policies

**Commencement and Review**

<b>Revision</b>	<b>Date</b>	<b>Description of changes</b>	<b>Approval</b>
First approval:			
Revision 1			

**Next Scheduled Review Date:**

**Item # 7e)**

**Conflict of Interest Policy – Board of Directors**

**Toronto Seniors Housing Corporation (TSHC)  
Corporate Governance and Human Resources Committee  
(CGHRC)  
Conflict of Interest Policy – Board of Directors  
Item # 7(e)  
Date: April 11, 2022**

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**To:** Corporate Governance and Human Resources Committee  
(CGHRC)

**From:** Michael Sherar, Interim Transitional Lead and Chief  
Corporate Officer

**Date:** April 11, 2022

**PURPOSE: FOR APPROVAL AND RECOMMENDATION TO THE BOARD**

The TSHC Board of Directors asked that Management consult with City of Toronto on the final Conflict of Interest Policy – Board of Directors. The City of Toronto have responded with suggestions which are incorporated as revisions in the attached Policy for the Committee’s consideration.

**RECOMMENDATION:**

It is recommended that the Board Committee adopt the following resolution:

**BE IT RESOLVED THAT** the CGHR Committee recommend to the Board to approve the revised Conflict of Interest Policy – Board of Directors, as presented.

Attachment:

1. Conflict of Interest Policy – Board of Directors (with track changes)
2. Conflict of Interest Policy – Board of Directors (clean copy)

**Item # 7e)**

**Attachment 1**

**Conflict of Interest Policy – Board of Directors  
(with track changes)**

## **Conflict of Interest Policy – Board of Directors**

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**Policy Owner:** Corporate Governance and Human Resources Committee

**Approval:** Board of Directors

**First Approved:**

**Revision Approval:**

**Effective Date:**

In this Document:

“Board” or “Board of Directors” means the board of directors of the Toronto Seniors Housing Corporation;

“CGHRC” means the Corporate Governance and Human Resources Committee of the Board;

“Director” or “Directors” means a director or directors of the Toronto Seniors Housing Corporation;

“Policy” means the Conflict of Interest Policy for the Board of Directors of the Toronto Housing Seniors Corporation;

“Stakeholders” include the tenants, suppliers, employees, the City of Toronto and other individuals, groups and entities that may from time to time interact with the Toronto Seniors Housing Corporation; and,

“TSHC” means the Toronto Seniors Housing Corporation.

### **Policy Statement**

Promoting public confidence in the Toronto Seniors Housing Corporation is the responsibility of every Director. All Directors must understand that their individual decisions could have an impact on the TSHC’s success and reputation. It follows that in carrying out their duties, Directors are expected to promote the TSHC’s core values and to observe a high standard of honesty, integrity, accountability and ethics.

TSHC Stakeholders have placed their trust in the TSHC. The business decisions of the TSHC Board of Directors must therefore withstand rigorous scrutiny by TSHC Stakeholders. Directors shall act accordingly and shall avoid even the appearance of improper behaviour.

This Policy sets out the expectations placed on Directors related to conflicts of interest, including how to identify and resolve a conflict of interest. The TSHC wishes to establish clear standards to address real, potential and perceived conflicts of interest, to protect

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Housing Corporation**

the integrity of the TSHC's decision-making processes and to provide a means to identify and resolve such conflicts of interest in favour of the TSHC's best interests.

Although this Policy does not address every issue that could possibly arise, it does set out basic expectations for the Directors and offers guiding principles to achieve these expectations whenever Directors interact with Stakeholders and other Directors.

Conflicts of interest can sometimes be subtle. Directors must therefore act as soon as a situation arises that raises any doubts whatsoever.

Should Directors have any questions or need any clarification about this Policy and its interpretation, they should consult with the Chair of the CGHRC .

**Scope**

This Policy applies to all members of the Board of Directors of the TSHC, as well as to non-Director members of any TSHC Committee or Subcommittee.

**Key Definitions**

**“Conflict of Interest”** means any situation in which a Director's personal or business interests may compete or appear to compete with her or his duties as a Director of the TSHC, or may cause the Director to act contrary or appear to act contrary to, the best interests of the TSHC.

A conflict of interest can be one or more of the following types:

**Actual Conflict:** a conflict of interest that the Director has, or may have, at the present time;

**Potential Conflict:** any situation which may lead or have the potential to lead to a conflict of interest in the future; or,

**Apparent Conflict:** any situation which could reasonably be perceived as a conflict of interest by others, regardless as to whether or not there is an actual conflict of interest.

**“Personal or Business Interest”** includes any personal gain, benefit, privilege, or advancement that the Director, and/or the Director's family, friends or business associates (past and present) may receive or expect to receive, whether monetary or non-monetary.

**Policy Details**

Directors shall not enter into any situation, arrangement or agreement (collectively referred to in this Policy as “matters and transactions”) that results or could result in a

conflict of interest (actual, potential, or apparent) and Directors shall arrange their personal and business affairs to ensure that conflicts of interest are avoided.

Directors should consider any advantage that their position as TSHC Directors may give them, whether it be the power to influence decisions, their ability to use the organization's

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resources or their access to information about the TSHC and others.

In deciding whether their actions could result in a conflict of interest, Directors are expected to consider how their actions will be seen by their colleagues on the Board or by Stakeholders including the general public.

In general, a Director shall not participate in decision-making with respect to a matter or transaction if that Director is in a conflict of interest position. Examples of conflicts of interests are (but are not limited to):

- Directors, or their family or friends, who transact business (funding or contractual arrangements) directly with the TSHC;
- Hiring a Director's family member or personal friend;
- Directors who accept gifts, entertainment or other personal benefits from an existing or potential TSHC Stakeholder such as a supplier, tenant, or business partner. This also includes family members of Directors who accept such benefits.
- Working for a supplier while continuing to be a Director of the TSHC;
- Directors who have a financial interest in a supplier or other Stakeholder;
- Directors who give preferential treatment to any person or entity in which the Director has a personal interest;
- Using confidential information to benefit the Director or his/her family or friends;
- Being involved with or employed by, an entity other than the TSHC if such involvement or employment would conflict with or detrimentally affect the Director's performance of his or her duties as a TSHC Director;
- Directors who use the TSHC's property, equipment or resources, other than for TSHC business; or,
- Directors who divert, directly or indirectly, to their own use an opportunity or advantage that belongs to the TSHC.

## **1. Financial and Business Transactions**

Directors shall avoid financial transactions between themselves and the TSHC, between themselves and a third party, or between the TSHC and a third party that may adversely affect the performance of their duties as Directors or confer a personal or business advantage on them. This includes transactions involving entities in which a Director, his or her family member or friend, is a director, trustee, officer, committee member, or has a substantial financial interest through ownership or control.

Directors shall avoid investing, directly or indirectly, in any property managed by the TSHC. A Director shall use special caution to avoid purchases and sales of any property that may be interpreted as attempting to profit from special knowledge of the TSHC's operations, or other confidential information obtained by reason of the Director's TSHC duties.

If a Director is, or seeks to be, a director, officer, or employee of a company (or if the Director has a financial interest in such company) that has business dealings with the TSHC, this could be a conflict of interest.

If a Director (or a family member, friend or business associate of the Director) has a financial interest in a company that has business dealings with the TSHC, and the Director

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Housing Corporation**

is involved in any process related to a business transaction involving the TSHC, this could be a conflict of interest.

## 2. Gifts or Donations

Subject to the other provisions in this Policy, Directors shall not solicit or accept any fees, advances, gifts, money, personal discounts, donations, personal benefits, meals, tickets, personal loans or the like from a resident, tenant or any other person or entity that has, or might have, business dealings with the TSHC for the purposes of, or that may be perceived to be for the purposes of, influencing an act or decision of the Directors.

The exceptions are gifts of a nominal value, which do not influence or would not be perceived as influencing, the performance of the Director's duties.

In determining "nominal value", consideration should be given to if the gift could reasonably be seen as an attempt to influence a decision on any matter or transaction. In this regard, consideration should be given, in turn, to the circumstances, nature, and timing of the gift. For example, a Director should not accept:

- any meals;
- offers to make a donation to a charitable cause on the Director's behalf; or
- an invitation to an event at the expense of another individual.

## 3. Personal Relationships

Directors should always maintain a professional relationship with their colleagues on the Board and with Stakeholders, i.e., individuals, groups and entities with whom the TSHC has dealings including (but not limited to) tenants, contractors, suppliers and vendors. However, the TSHC acknowledges that Directors may have personal relationships with individuals with whom the TSHC has dealings from time to time.

Tenant Directors of TSHC will have ongoing personal relationships with other tenants and with staff as residents of TSHC buildings which do not constitute conflict of interest except as specified in 7 (d) ii below.

Directors shall take all reasonable steps to manage these relationships so as to avoid conflict-of-interest situations (whether actual, potential, or apparent).

An example is if a Director were to have access to a TSHC-operated building and has direct contact with a friend or family member who is a tenant or resident in the building or has access to the information of friends or family because of their position as a TSHC Director, as this could result in a conflict of interest.

As another example, if a Director were to be involved in the TSHC hiring process for, or will supervise, family, friends, or business associates (past or current), this could give rise to a conflict of interest.

## 4. Handling of Complaints

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Housing Corporation**

The Board of Directors recognizes the value, commitment and support of Stakeholders and it follows that they should welcome Stakeholder comments, suggestions, and complaints provided by them and made in good faith with a view to improving the TSHC.

If a Director receives a Stakeholder complaint or comment, the following steps shall apply:

- a) For complaints or comments about the operations or policies of the TSHC:
  - i. The complaint shall be forwarded to a senior TSHC executive officer for appropriate handling and response. The Director may notify the complainant of such forwarding and the senior TSHC executive officer will inform the Director of the disposition of the complaint.
  - ii. Directors shall not communicate with TSHC staff for the purpose of influencing or interfering in the equal and fair administration of TSHC repairs, programs or operations;
- b) For complaints or comments relating to the integrity of a TSHC staff member, the complaint shall be forwarded to a senior TSHC executive officer; and,
- c) For complaints or comments relating to the integrity of a Director, the complaint shall be forwarded to the Board Chair.

## **5. Outside Activity**

Reference is also made to paragraph 7 dealing with Reporting and Resolving a Conflict of Interest.

### **a) Other Board/Committee Positions**

If a Director accepts a position on a board or committee of a commercial or non profit entity, timely disclosure of this involvement must be made to the TSHC, in order to assist the TSHC in preventing any conflicts of interest between the two entities. For example, accepting a board position with a TSHC supplier would be a conflict. Reference is made in this regard to paragraph 7 below as to how such matters should be reported.

### **b) Political Involvement and Charitable Activity**

The TSHC respects a Director's right to be involved in the political process and community activity, subject to the possible requirement of taking a leave of absence from the Board as outlined in paragraph 10 below. When a Director engages in political or civic affairs, the Director's views and actions are his or her own, not those of the TSHC and any statements made by the Director must not be attributed to the TSHC. Reference is made in this regard to paragraph 7 below as to how such matters should be reported.

## **6. Exclusivity and Business Opportunities**

During the course of his or her tenure on the Board of Directors, a Director may come across business opportunities that have potential for exploitation. However, over the course of her or his tenure on the Board, these opportunities belong to the TSHC and not to the Director personally.

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Any business opportunities of any kind whatsoever and howsoever arising and relating to the business of the TSHC that become known to the Director during his or her tenure on the Board shall be pursued for the benefit of the TSHC only.

**7. Reporting and Resolving a Conflict of Interest****a. What should a Director with a conflict of interest do?**

**Reporting** the Conflict. A Director shall make a timely and full disclosure of any actual, potential or apparent conflict of interest.

The Director shall report in writing the facts and circumstances of the matter or transaction to the Board Chair and the Director shall govern himself or herself in accordance with the instructions received from the Board Chair.

**Refraining from participation.** The Director shall not participate in any formal or informal discussion of, any decision or vote on, or any attempt to exert influence over the contract, relationship, person or organization with respect to which the conflict may relate. A Director in this case, though, may be counted to establish a quorum for meetings.

**Recusal.** The Director shall temporarily recuse himself or herself from meetings in order to allow the remaining members of the Board or a Committee of the Board to engage in a full discussion regarding the impugned matter or transaction.

**Refraining from voting.** If a vote is taken in respect of the impugned matter or transaction, such Director shall abstain from voting and the minutes of the Board or Committee meeting shall record this fact if it has occurred.

**b. When must Directors disclose conflicts of interest?**

When they join the Board of Directors, Directors shall submit a written statement (in paper or digital form) concerning conflicts of interest. The Directors shall disclose in such statement all conflicts of interest that they know about and the nature and extent of such conflicts of interest.

For conflicts of interest after that time, Directors shall disclose them no later than the first Board of Directors meeting following the moment where they realized they had a conflict of interest.

**c. What information do Directors have to disclose?**

Directors shall disclose the nature, value of and any relevant details of the conflict of interest.

**d. Do these requirements apply to all Conflicts of Interest?**

- i) Subject to the following, the requirements outlined in this paragraph 7 apply
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whenever there is an actual, potential or apparent conflict of interest unless the matter or transaction giving rise to the conflict of interest is one with an “affiliate”.

In the case of a matter or transaction with an affiliate, the reporting requirement for a conflict of interest that is outlined in this paragraph 7 continues to apply; however, the other requirements (namely, Refraining from Participation, Recusal and Refraining from Voting) do not apply to conflict-of-interest matters or transactions with an “affiliate”.<sup>1</sup> To satisfy the requirement for reporting in the case of a conflict of interest with an “affiliate”, a Director should declare their interest in the “affiliate” immediately and then annually thereafter, in writing, to the Board Chair.

- ii) TSHC, through its Shareholder Direction includes Directors who are tenants of TSHC. In general, tenant Directors are not expected to declare their interests with other tenants and can participate in all discussions and voting at the TSHC Board meetings unless there is an item that is specific to the interests of the tenant Director, or friends or family who are tenants as outlined in paragraph 3. Director should declare their conflict of interest to the Board Chair.

## 8. Documentation of Conflicts

The minutes of any meeting at which a transaction or matter involving a conflict of interest or an appearance of a conflict of interest is considered shall reflect whether the Director (as the case may be) made disclosure, withdrew himself or herself from the consideration of the transaction or matter, recused him or herself from the meeting room itself and abstained from voting on the impugned transaction or matter.

## 9. Failure to Disclose a Conflict and Remedies

If ~~the Board of any~~ Directors ~~or a Committee~~ has reasonable cause to believe that a Director has failed to disclose a conflict of interest, the ~~Board or Committee~~ Director (as the case may be) shall inform the Board Chair of the basis for such a belief. The Board Chair shall then afford such Director an opportunity to explain the reported, alleged failure to disclose. If the Board Chair determines, after hearing any response given and making such further investigation as may be warranted by the circumstances, that such Director has in fact failed to disclose a conflict of interest, the Board Chair shall take appropriate action, which may include a recommendation to the Board ~~that the Board request the City of Toronto to remove for the removal of~~ such Director from the Board of Directors, as well as the reconsideration of whether the matter or transaction was in the best interests of and fair and reasonable to, the TSHC at the time it was undertaken.

## 10. Leave of Absence

Directors shall notify the Board Chair in order to request a leave of absence. By way of

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example, Directors must be on an approved leave of absence in order to:

- a. Seek a provincial or federal candidacy nomination or participate as a candidate in a municipal, provincial or federal election campaign, where the nomination process or the candidacy may conflict with the interests of the TSHC or may adversely affect the performance of the Director's duties;
- b. Apply for a position with the TSHC; or,
- c. Any other event that may conflict with the interests of the TSHC or may adversely affect the performance of the Director's duties.

### Compliance and Monitoring

Directors must comply with this Policy at all times. Directors should use proper judgment and act in the spirit of this Policy at all times.

Contravention of this Policy is a serious matter. Non-compliance includes failing to declare a conflict of interest in accordance with this Policy. In some cases, non-compliance can also lead to legal action by TSHC.

### Governing and Applicable Legislation

- Business Corporations Act, R.S.O. 1990, c.B.16

### Related Policies and Procedures

- Code of Conduct for Directors of the Board (Date)
- Code of Conduct (Date..)
- By-Law 1-2021

### Commencement and Review

Revision	Date	Description of changes	Recommended for Approval
Reviewed by CGHRC	February 8, 2022	Yellow highlighted areas indicate new content that is different from the TCHC policy	Recommended to Board
Revision #1	April 11, 2022 (CGHRC)	Revised as per City of Toronto's suggestion	Board of Directors

<sup>1</sup>The TSHC is a corporation organized under and subject to, the provisions in the Business Corporations Act of Ontario. Paragraph (c) of sub-section 132(5) of this legislation provides in part, that a director of a corporation who is party to a material contract or transaction with the corporation or who has a material interest in a material contract of transaction with the corporation shall not attend a meeting of directors during which the impugned contract or transaction is discussed and shall not vote on any resolution to approve the impugned contract or transaction unless the contract or transaction is one with an affiliate. For these purposes and as applied to the TSHC, "affiliate" ~~refers to any City corporation or agency, including Toronto Community Housing Corporation ("TCHC), in the legislation includes the Toronto Community Housing Corporation ("TCHC") since both the TCHC and the TSHC have the same sole shareholder, i.e. the City of Toronto.~~

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**Item # 7e)**

**Attachment 2**

**Conflict of Interest Policy – Board of Directors  
(Clean Copy)**



## **Conflict of Interest Policy – Board of Directors**

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**Policy Owner:** Corporate Governance and Human Resources Committee

**Approval:** Board of Directors

**First Approved:**

**Revision Approval:**

**Effective Date:**

In this Document:

“Board” or “Board of Directors” means the board of directors of the Toronto Seniors Housing Corporation;

“CGHRC” means the Corporate Governance and Human Resources Committee of the Board;

“Director” or “Directors” means a director or directors of the Toronto Seniors Housing Corporation;

“Policy” means the Conflict of Interest Policy for the Board of Directors of the Toronto Housing Seniors Corporation;

“Stakeholders” include the tenants, suppliers, employees, the City of Toronto and other individuals, groups and entities that may from time to time interact with the Toronto Seniors Housing Corporation; and,

“TSHC” means the Toronto Seniors Housing Corporation.

### **Policy Statement**

Promoting public confidence in the Toronto Seniors Housing Corporation is the responsibility of every Director. All Directors must understand that their individual decisions could have an impact on the TSHC’s success and reputation. It follows that in carrying out their duties, Directors are expected to promote the TSHC’s core values and to observe a high standard of honesty, integrity, accountability and ethics.

TSHC Stakeholders have placed their trust in the TSHC. The business decisions of the TSHC Board of Directors must therefore withstand rigorous scrutiny by TSHC Stakeholders. Directors shall act accordingly and shall avoid even the appearance of improper behaviour.

This Policy sets out the expectations placed on Directors related to conflicts of interest, including how to identify and resolve a conflict of interest. The TSHC wishes to establish clear standards to address real, potential and perceived conflicts of interest, to protect the integrity of the TSHC’s decision-making processes and to provide a means to identify and resolve such conflicts of interest in favour of the TSHC’s best interests.

Although this Policy does not address every issue that could possibly arise, it does set out basic expectations for the Directors and offers guiding principles to achieve these expectations whenever Directors interact with Stakeholders and other Directors.

Conflicts of interest can sometimes be subtle. Directors must therefore act as soon as a situation arises that raises any doubts whatsoever.

Should Directors have any questions or need any clarification about this Policy and its interpretation, they should consult with the Chair of the CGHRC .

## Scope

This Policy applies to all members of the Board of Directors of the TSHC, as well as to non-Director members of any TSHC Committee or Subcommittee.

## Key Definitions

**“Conflict of Interest”** means any situation in which a Director’s personal or business interests may compete or appear to compete with her or his duties as a Director of the TSHC, or may cause the Director to act contrary or appear to act contrary to, the best interests of the TSHC.

A conflict of interest can be one or more of the following types:

**Actual Conflict:** a conflict of interest that the Director has, or may have, at the present time;

**Potential Conflict:** any situation which may lead or have the potential to lead to a conflict of interest in the future; or,

**Apparent Conflict:** any situation which could reasonably be perceived as a conflict of interest by others, regardless as to whether or not there is an actual conflict of interest.

**“Personal or Business Interest”** includes any personal gain, benefit, privilege, or advancement that the Director, and/or the Director’s family, friends or business associates (past and present) may receive or expect to receive, whether monetary or non-monetary.

## Policy Details

Directors shall not enter into any situation, arrangement or agreement (collectively referred to in this Policy as “matters and transactions”) that results or could result in a

conflict of interest (actual, potential, or apparent) and Directors shall arrange their personal and business affairs to ensure that conflicts of interest are avoided.

Directors should consider any advantage that their position as TSHC Directors may give them, whether it be the power to influence decisions, their ability to use the organization’s resources or their access to information about the TSHC and others.

In deciding whether their actions could result in a conflict of interest, Directors are

expected to consider how their actions will be seen by their colleagues on the Board or by Stakeholders including the general public.

In general, a Director shall not participate in decision-making with respect to a matter or transaction if that Director is in a conflict of interest position. Examples of conflicts of interests are (but are not limited to):

- Directors, or their family or friends, who transact business (funding or contractual arrangements) directly with the TSHC;
- Hiring a Director's family member or personal friend;
- Directors who accept gifts, entertainment or other personal benefits from an existing or potential TSHC Stakeholder such as a supplier, tenant, or business partner. This also includes family members of Directors who accept such benefits.
- Working for a supplier while continuing to be a Director of the TSHC;
- Directors who have a financial interest in a supplier or other Stakeholder;
- Directors who give preferential treatment to any person or entity in which the Director has a personal interest;
- Using confidential information to benefit the Director or his/her family or friends;
- Being involved with or employed by, an entity other than the TSHC if such involvement or employment would conflict with or detrimentally affect the Director's performance of his or her duties as a TSHC Director;
- Directors who use the TSHC's property, equipment or resources, other than for TSHC business; or,
- Directors who divert, directly or indirectly, to their own use an opportunity or advantage that belongs to the TSHC.

## **1. Financial and Business Transactions**

Directors shall avoid financial transactions between themselves and the TSHC, between themselves and a third party, or between the TSHC and a third party that may adversely affect the performance of their duties as Directors or confer a personal or business advantage on them. This includes transactions involving entities in which a Director, his or her family member or friend, is a director, trustee, officer, committee member, or has a substantial financial interest through ownership or control.

Directors shall avoid investing, directly or indirectly, in any property managed by the TSHC. A Director shall use special caution to avoid purchases and sales of any property that may be interpreted as attempting to profit from special knowledge of the TSHC's operations, or other confidential information obtained by reason of the Director's TSHC duties.

If a Director is, or seeks to be, a director, officer, or employee of a company (or if the Director has a financial interest in such company) that has business dealings with the TSHC, this could be a conflict of interest.

If a Director (or a family member, friend or business associate of the Director) has a financial interest in a company that has business dealings with the TSHC, and the Director is involved in any process related to a business transaction involving the TSHC, this could be a conflict of interest.

## **2. Gifts or Donations**

Subject to the other provisions in this Policy, Directors shall not solicit or accept any fees, advances, gifts, money, personal discounts, donations, personal benefits, meals, tickets, personal loans or the like from a resident, tenant or any other person or entity that has, or might have, business dealings with the TSHC for the purposes of, or that may be perceived to be for the purposes of, influencing an act or decision of the Directors.

The exceptions are gifts of a nominal value, which do not influence or would not be perceived as influencing, the performance of the Director's duties.

In determining "nominal value", consideration should be given to if the gift could reasonably be seen as an attempt to influence a decision on any matter or transaction. In this regard, consideration should be given, in turn, to the circumstances, nature, and timing of the gift. For example, a Director should not accept:

- any meals;
- offers to make a donation to a charitable cause on the Director's behalf; or
- an invitation to an event at the expense of another individual.

## **3. Personal Relationships**

Directors should always maintain a professional relationship with their colleagues on the Board and with Stakeholders, i.e., individuals, groups and entities with whom the TSHC has dealings including (but not limited to) tenants, contractors, suppliers and vendors. However, the TSHC acknowledges that Directors may have personal relationships with individuals with whom the TSHC has dealings from time to time.

Tenant Directors of TSHC will have ongoing personal relationships with other tenants and with staff as residents of TSHC buildings which do not constitute conflict of interest except as specified in 7 (d) ii below.

Directors shall take all reasonable steps to manage these relationships so as to avoid conflict-of-interest situations (whether actual, potential, or apparent).

An example is if a Director were to have access to a TSHC-operated building and has direct contact with a friend or family member who is a tenant or resident in the building or has access to the information of friends or family because of their position as a TSHC Director, as this could result in a conflict of interest.

As another example, if a Director were to be involved in the TSHC hiring process for, or will supervise, family, friends, or business associates (past or current), this could give rise to a conflict of interest.

## **4. Handling of Complaints**

The Board of Directors recognizes the value, commitment and support of Stakeholders and it follows that they should welcome Stakeholder comments, suggestions, and complaints provided by them and made in good faith with a view to improving the TSHC.

If a Director receives a Stakeholder complaint or comment, the following steps shall apply:

- a) For complaints or comments about the operations or policies of the TSHC:
  - i. The complaint shall be forwarded to a senior TSHC executive officer for appropriate handling and response. The Director may notify the complainant of such forwarding and the senior TSHC executive officer will inform the Director of the disposition of the complaint.
  - ii. Directors shall not communicate with TSHC staff for the purpose of influencing or interfering in the equal and fair administration of TSHC repairs, programs or operations;
- b) For complaints or comments relating to the integrity of a TSHC staff member, the complaint shall be forwarded to a senior TSHC executive officer; and,
- c) For complaints or comments relating to the integrity of a Director, the complaint shall be forwarded to the Board Chair.

## **5. Outside Activity**

Reference is also made to paragraph 7 dealing with Reporting and Resolving a Conflict of Interest.

### **a) Other Board/Committee Positions**

If a Director accepts a position on a board or committee of a commercial or non profit entity, timely disclosure of this involvement must be made to the TSHC, in order to assist the TSHC in preventing any conflicts of interest between the two entities. For example, accepting a board position with a TSHC supplier would be a conflict. Reference is made in this regard to paragraph 7 below as to how such matters should be reported.

### **b) Political Involvement and Charitable Activity**

The TSHC respects a Director's right to be involved in the political process and community activity, subject to the possible requirement of taking a leave of absence from the Board as outlined in paragraph 10 below. When a Director engages in political or civic affairs, the Director's views and actions are his or her own, not those of the TSHC and any statements made by the Director must not be attributed to the TSHC. Reference is made in this regard to paragraph 7 below as to how such matters should be reported.

## **6. Exclusivity and Business Opportunities**

During the course of his or her tenure on the Board of Directors, a Director may come across business opportunities that have potential for exploitation. However, over the course of her or his tenure on the Board, these opportunities belong to the TSHC and not to the Director personally.

Any business opportunities of any kind whatsoever and howsoever arising and relating to the business of the TSHC that become known to the Director during his or her tenure on the Board shall be pursued for the benefit of the TSHC only.

## 7. Reporting and Resolving a Conflict of Interest

### a. What should a Director with a conflict of interest do?

**Reporting** the Conflict. A Director shall make a timely and full disclosure of any actual, potential or apparent conflict of interest.

The Director shall report in writing the facts and circumstances of the matter or transaction to the Board Chair and the Director shall govern himself or herself in accordance with the instructions received from the Board Chair.

**Refraining from participation.** The Director shall not participate in any formal or informal discussion of, any decision or vote on, or any attempt to exert influence over the contract, relationship, person or organization with respect to which the conflict may relate. A Director in this case, though, may be counted to establish a quorum for meetings.

**Recusal.** The Director shall temporarily recuse himself or herself from meetings in order to allow the remaining members of the Board or a Committee of the Board to engage in a full discussion regarding the impugned matter or transaction.

**Refraining from voting.** If a vote is taken in respect of the impugned matter or transaction, such Director shall abstain from voting and the minutes of the Board or Committee meeting shall record this fact if it has occurred.

### b. When must Directors disclose conflicts of interest?

When they join the Board of Directors, Directors shall submit a written statement (in paper or digital form) concerning conflicts of interest. The Directors shall disclose in such statement all conflicts of interest that they know about and the nature and extent of such conflicts of interest.

For conflicts of interest after that time, Directors shall disclose them no later than the first Board of Directors meeting following the moment where they realized they had a conflict of interest.

### c. What information do Directors have to disclose?

Directors shall disclose the nature, value of and any relevant details of the conflict of interest.

### d. Do these requirements apply to all Conflicts of Interest?

- i) Subject to the following, the requirements outlined in this paragraph 7 apply whenever there is an actual, potential or apparent conflict of interest unless the matter or transaction giving rise to the conflict of interest is one with an "affiliate".

In the case of a matter or transaction with an affiliate, the reporting requirement for a conflict of interest that is outlined in this paragraph 7 continues to apply; however, the other requirements (namely, Refraining from Participation, Recusal and Refraining from Voting) do not apply to conflict-of-interest matters or

transactions with an “affiliate”.<sup>1</sup> To satisfy the requirement for reporting in the case of a conflict of interest with an “affiliate”, a Director should declare their interest in the “affiliate” immediately and then annually thereafter, in writing, to the Board Chair.

- ii) TSHC, through its Shareholder Direction includes Directors who are tenants of TSHC. In general, tenant Directors are not expected to declare their interests with other tenants and can participate in all discussions and voting at the TSHC Board meetings unless there is an item that is specific to the interests of the tenant Director, or friends or family who are tenants as outlined in paragraph 3. Director should declare their conflict of interest to the Board Chair.

## **8. Documentation of Conflicts**

The minutes of any meeting at which a transaction or matter involving a conflict of interest or an appearance of a conflict of interest is considered shall reflect whether the Director (as the case may be) made disclosure, withdrew himself or herself from the consideration of the transaction or matter, recused him or herself from the meeting room itself and abstained from voting on the impugned transaction or matter.

## **9. Failure to Disclose a Conflict and Remedies**

If any Director has reasonable cause to believe that a Director has failed to disclose a conflict of interest, the Director shall inform the Board Chair of the basis for such a belief. The Board Chair shall then afford such Director an opportunity to explain the reported, alleged failure to disclose. If the Board Chair determines, after hearing any response given and making such further investigation as may be warranted by the circumstances, that such Director has in fact failed to disclose a conflict of interest, the Board Chair shall take appropriate action, which may include a recommendation to the Board that the Board request the City of Toronto to remove such Director from the Board of Directors, as well as the reconsideration of whether the matter or transaction was in the best interests of and fair and reasonable to, the TSHC at the time it was undertaken.

## **10. Leave of Absence**

Directors shall notify the Board Chair in order to request a leave of absence. By way of example, Directors must be on an approved leave of absence in order to:

- a. Seek a provincial or federal candidacy nomination or participate as a candidate in a municipal, provincial or federal election campaign, where the nomination process or the candidacy may conflict with the interests of the TSHC or may adversely affect the performance of the Director’s duties;
- b. Apply for a position with the TSHC; or,
- c. Any other event that may conflict with the interests of the TSHC or may adversely affect the performance of the Director’s duties.

## **Compliance and Monitoring**

Directors must comply with this Policy at all times. Directors should use proper judgment and act in the spirit of this Policy at all times.

Contravention of this Policy is a serious matter. Non-compliance includes failing to declare a conflict of interest in accordance with this Policy. In some cases, non-compliance can also lead to legal action by TSHC.

### Governing and Applicable Legislation

- Business Corporations Act, R.S.O. 1990, c.B.16

### Related Policies and Procedures

- Code of Conduct for Directors of the Board (Date)
- Code of Conduct (Date..)
- By-Law 1-2021

### Commencement and Review

Revision	Date	Description of changes	Recommended for Approval
Reviewed by CGHRC	February 8, 2022	Yellow highlighted areas indicate new content that is different from the TCHC policy	Recommended to Board
Revision #1	April 11, 2022 (CGHRC)	Revised as per City of Toronto's suggestion	Board of Directors

<sup>1</sup> The TSHC is a corporation organized under and subject to, the provisions in the Business Corporations Act of Ontario. Paragraph (c) of sub-section 132(5) of this legislation provides in part, that a director of a corporation who is party to a material contract or transaction with the corporation or who has a material interest in a material contract or transaction with the corporation shall not attend a meeting of directors during which the impugned contract or transaction is discussed and shall not vote on any resolution to approve the impugned contract or transaction unless the contract or transaction is one with an affiliate. For these purposes and as applied to the TSHC, "affiliate" refers to any City corporation or agency, including Toronto Community Housing Corporation ("TCHC").