

Toronto Seniors Housing Corporation

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

Date: Wednesday, June 12, 2024

Time: 2:30 pm – 4:25 pm

Location: WebEx & Livestream

Public Agenda

Item	Time	Description	Action	Type of Item	Presenter
1.	2:30 pm 2 min	Chair's Remarks	Information	N/A	Chair
2.	2:32 pm 2 min	Land and African Ancestral Acknowledgements	N/A	N/A	Chair
3.	2:34 pm 1 min	Approval of Public Meeting Agenda	Approval	Agenda	Chair
4.	2:35 pm 1 min	Chair's Poll re: Conflict of Interest	Declaration	N/A	Chair
5.	2:36 pm 2 min	Approval of CGHRC Public Minutes of Meeting of March 18, 2024	Approval	Minutes	Chair
6.	2:38 pm 2 min	CGHRC Action Items Review	Information	Action Item List	Chair
7.	2:40 pm 10 min	CEO Update	Information	Verbal	Tom Hunter
8.	2:50 pm 5 min	TSHC Policy Plan	Information	Report	Grant Coffey / Christine Yan
9.	2:55 pm 15 min	Board Policies	Approval	Report	Grant Coffey
10.	3:10 pm 10 min	People and Culture Policies	Approval	Report	Carol Francis
11.	3:20 pm 1 min	Motion to move into Closed Session	Approval	N/A	Chair

Toronto Seniors Housing Corporation

Item	Time	Description	Action	Type of Item	Presenter
12.	3:21 pm 1 min	<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	Agenda	Chair
13.	3:22 pm 15 min		Information	Report	Grant Coffey
14.	3:37 pm 10 min		Approval	Report	Carol Francis
15.	3:47 pm 15 min		Approval	Report	Tom Hunter
16.	4:02 pm 20 min		Approval	Report	Carol Francis/ Dave Slater
17.	4:22 pm 1 min		Approval	N/A	Chair
18.	4:23 pm 1 min	Motion to Approve Closed Session Decisions	Approval	N/A	Chair
19.	4:24 pm 1 min	Adjournment	Approval	N/A	Chair

Toronto Seniors Housing Corporation (TSHC)

Corporate Governance and Human Resources Committee Meeting (CGHRC)

[View Live Stream Video here](#)

Date: Monday, March 18, 2024

Time: 4:00pm to 5:30pm

Location: WebEx and Livestream

Draft Minutes

The Corporate Governance and Human Resources Committee Meeting (CGHRC) of the TSHC Board held its meeting on Monday, March 18, 2024, at 4:00pm via WebEx video conference. This meeting was livestreamed.

Members in attendance:

Councillor Vincent Crisanti, Chair
Maureen Clohessy
Lawrence D'Souza
Warren Law
Brenda Paris

Presenters:

Philip Rich, Flex Surveys

TSHC staff present:

Jill Bada, Chief Executive Officer (I)
Grant Coffey, Director, Strategy and
Business Management
Arlene Howells, Director, Engagement,
Partnership and Communications (I)
Brad Priggen, Director, Operations
Carol Francis, Director, People & Culture
Vince Truong, Interim Finance Lead
Dave Slater, Strategic HR Consultant
Karyn Bawden, EA and Board Secretary
Fatima Mahmood, EA

Item 1: Chair's remarks

The Chair welcomed everyone and stated that the meeting was being live streamed on YouTube.

The Chair noted that the CGHRC meeting will be Interim CEO, Jill Bada's last meeting as she will be returning to City of Toronto and Tom Hunter, CEO will be rejoining us on April 8th 2024. The Chair, on behalf of the committee, extended a warm thank you to Ms. Bada.

The Chair noted we will discuss the CGHRC work plan for 2024, and there will be an overview of the TSHC Employee Engagement and Equity Diversity and Inclusion survey results, which will be provided our survey vendor Flex surveys as well as an update for the TSHC Annual Report

Item 2: Land and African ancestral acknowledgements

The Chair began with Land and African ancestral acknowledgements.

Item 3: Approval of public meeting agenda

The Chair asked if there were any changes to the Public meeting Agenda, being none, the Chair asked for a motion to approve the Public Agenda of March 25th 2024 as presented.

Moved: Brenda Parris

Seconded: Lawrence D'Souza

With All in favour, it was resolved that the Public Agenda of March 25th 2024 was approved as presented CARRIED

Item 4: Chair's poll re: conflict of interest

The Chair asked the members of the Committee whether they were in conflict of interest with any agenda item. With no conflicts of interest being declared, the Chair continued to next Action Item.

Item 5: Approval of public minutes of CGHRC meeting of November 7, 2023

The Chair asked if there were there any edits or changes to the Public meeting Minutes of November 7 2023, being none, the Chair asked for a motion to approve the Public meeting Minutes of November 7, 2023 as presented.

Moved: Brenda Parris

Seconded: Lawrence D'Souza

With All in favour, it was resolved that the Public meeting Minutes of November 7, 2023 was approved as presented CARRIED

Item 6: Action item review

The committee reviewed the action item list and the status of the items. With no other action items discussed, and the Committee satisfied, the Chair proceeded to next Agenda Item.

Item 7: CEO Update

At the Chair's invitation, Ms. Bada gave her update noting that it would be her last CGHR Committee meeting and then thanked the Committee, Board members, tenants and staff for their work and support during her time at TSHC as the Interim CEO.

Ms. Bada note that we continue to see significant efforts and work in the last few months, some of which have highlighted are highlighted in today's agenda, particularly the 2023 Annual Report and the Employee Engagement and Equity,

Diversity and Inclusion Survey. She also noted for the Committee that the 2023 Annual Report, along with the 2023 audit, which will go to our AFRC committee on April the 4th, will be packaged with some supporting materials as part of the 2024 Annual General Meeting requirements provided by the city. And this will be considered at the April 25th board meeting and then provided to the city as part of the executive committee briefing in July of this year.

The Chair thanked Ms. Bada for all her hard work and support during her time at TSHC.

Item 8: CGHRC Work Plan

Through the Chair, Grant Coffey walked through the CGHRC 2024 Work Plan. Noting that the items with an asterisk move forward to the board subsequently after the committee meeting. The Chair thanked Mr. Coffey for the update and moved on to the next Agenda Item.

Item 9: Employee Engagement and Equity Diversity and Inclusion Survey 2023 Results

At the invitation of the Chair, Carol Francis noted that Phillip Rich, Senior Account Manager with Flex Surveys, will be presenting the survey results. She also noted that the intent is to guide our inclusion, diversity, equity, and accessibility activities and develop a strategy. The survey was delivered November 1st to the 15th of 2023. And we had 232 out of 293 eligible employees take the survey for a survey completion rate of 79%, which is quite high.

With that, Flex Surveys went through the Engagement and EDI Survey and then had a Q&A Session.

The Chair thanked staff and Flex Surveys and moved on to the next Agenda item.

Item 10: 2023 Annual Report

Through the Chair, Arlene Howells went through the 2023 Annual Report noting, that the version was in draft form and the final version will go to the Board later.

The Chair thanked Ms. Howells and carried on to the next Agenda Item

Item 11: 2023 Policy Management Framework

Through the Chair, Grant Coffey made a quick update on the Policy Management Framework noting it includes elements around roles and responsibilities, approval levels, and an approach to how we actually work through the development of policy, and some policy management and administrative pieces

The Chair thanked Mr. Coffey and carried on to the next Agenda Item

Item 12: Governance Workplan Update

Through the Chair, Grant Coffey went through the Governance Workplan noting, The policy management framework was approved through the leadership team, and the intent was to approve it through leadership, not to take it for approval through the board.

The Chair thanked Mr. Coffey and went to Adjourn the meeting.

Item 13: Adjournment

The Chair thanked the Committee members, staff and all the presenters for their attendance and contributions and the meeting was terminated.

Councillor Vincent Crisanti, Chair
Corporate Governance and
Human Resources Committee Meeting

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

Action Item List as of May 2024

Action items				
	Meeting Arising From	Description	Resp	Status

Completed Action items				
	Meeting Arising From	Description	Resp	Status
1.	September 21, 2023	Staff to provide the number of Board members who have already received CABR Training and also provide a list of future training dates.	Carol Francis	Completed
2.	November 7, 2023	Staff to have conversation with the Chair of QTEC for consideration of where item #2 of the action item list might be appropriately addressed.	Grant Coffey	Completed
3.	November 7, 2023	Staff to resend copy of the final survey to board members.	Grant Coffey	Completed
4.	March 15, 2023	Address and clarify at the next STAC meeting the topic of accessibility committee.	Arlene Howells	Moved to STAC

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

Action Item List as of May 2024

Completed Action items				
	Meeting Arising From	Description	Resp	Status
5.	May 16, 2023	Staff to provide a more detailed analysis of what scope of partnership agreement and effectiveness zone means.	Arlene Howells	Completed Moved to QTEC for further discussion

Toronto Seniors Housing Corporation (TSHC)
Corporate Governance and Human Resources Committee
(CGHRC) Meeting

Meeting Date: June 12, 2024

Topic: Update on TSHC Policy Inventory Development and Policy Plan

Item Number: 8

To: Corporate Governance and Human Resources Committee

From: Director, Strategy and Business Management

Date of Report: May 29, 2024

Purpose: For Information

Recommendation:

It is recommended that the Corporate Governance and Human Resources Committee (CGHRC) receive this report for information.

Reason for Recommendation:

The Toronto Seniors Housing Corporation (TSHC) Policy Management Framework (the Framework) was approved on January 12, 2024, which provides a defined process for the development, approval, implementation, and review of policies within TSHC. The Framework has guided the ongoing policy clean-up initiative which will result in a policy inventory accessible to all staff on the TSHC intranet and to the public on the TSHC external website.

As part of this initiative, each policy undergoes assessment to determine the policy owner, appropriate approval level, approval status, and policy review cycle in accordance with the Framework. Based on the assessment outcomes, recommendations are made for each policy, including actions required.

The first stage of policy assessment has been completed for all categories of policies, except for the Human Resources policies where a systematic review is being undertaken by the People and Culture Department.

The Strategy and Policy Team met with all policy owners to verify the policy status and discuss recommended actions and review timelines. Subsequently, a Policy Inventory and Policy Plan has been developed.

The current status of the policies is summarized as below:

Policy Category	Number of Policies
Communications	3
Governance	12
Finance and Risk	14
General	15
People and Culture	54
Tenant Policy – Community	11
Tenant Policy – Tenancy	14
Total	123

Policy Assessment	Number of Policies
Policies requiring minor edits or formatting	42
Policies requiring substantive revision	12
Outstanding policies	26
New policy to be developed	1
Policies to be retired	11
Policies pending further assessment (Human Resources Policies)	31
Total	123

The 123 policies include 11 policies that will be retired as new policies and revised policies are brought forward for approval. Working with policy owners, we continue to review and make recommendations to combine and integrate policies, retire obsolete policies, and remove duplicate policies in order to maintain a manageable number of policies.

As a result of the policy clean-up, outstanding policies, policies in need of substantive updates, as well as some new policies have been identified and, with input from the policy owners, have been incorporated into the Policy Plan. The Policy Plan also takes into account policies that were previously identified by tenants as “high impact” or “medium impact”. Please refer to Attachment 1 for the highlighted policies for review in 2024 and 2025.

As next steps, we will work with policy owners to finalize policies that require only minor edits and proceed with policy posting. We will also

collaborate with policy owners to develop work plans for policies that are on the Policy Plan. The review and updates of these policies will follow the process outlined in the Policy Management Framework.

Grant Coffey

Director, Strategy and Business Management

List of Attachments:

1. Highlighted Policies for Review (2024 and 2025)

**Attachment 1 – Highlighted Policies for Review
2024**

Policy	Approver	Proposed Timeline
<p>Board of Directors Policies:</p> <ul style="list-style-type: none"> - Board of Directors Conflict of Interest Policy - Board of Directors Code of Ethics and Conduct - Director Education and Board Development Policy - Board of Directors Reimbursement Policy - Board Meeting Procedures <p>To be retired:</p> <ul style="list-style-type: none"> - External Directorship Policy - Interim Board Reimbursement Policy - Interim Deputation Policy - Board of Directors Closed Meeting Session Policy 	Board (via CGHRC)	Q3 2024
<p>People and Culture Policies:</p> <ul style="list-style-type: none"> - Employee Code of Conduct - Employee Conflict of Interest Policy - Whistleblower Protection Policy 	Board (via CGHRC)	Q3 2024

Use of Space Policy To be retired: - Non-residential Use of Space Policy for Tenants and Tenants-led groups - Non-residential Use of Space Policy for Agencies	Board (via QTEC)	Q4 2024
Tenant Volunteer Guidelines To be retired: - Roles and Responsibilities of Tenant Representatives Guideline - Tenant Representative Code of Conduct - Removal of a Tenant Representative Guideline	Department Lead (forwarding to the QTEC for information)	Q4 2024
Human Rights and Harassment Policy (Tenants)	Board (via CGHRC)	Q4 2024
Tenant Transfer Policy	Board (via QTEC)	Q4 2024
Investment Policy	Board (via AFRC)	Q4 2024
Procurement Policy	Board (via AFRC)	Q4 2024

*There are also a number of policies that will be taken to the TSHC Leadership Team for approval in 2024.

2025

Policy	Approver	Proposed Timeline
Unit Condition Follow-up Process	Leadership Team	2025
Translation and Interpretation Policy	Board (via QTEC)	2025
Relocation Policy	Board (via QTEC)	2025
Eviction for Cause Policy	Board (via QTEC)	2025
Exclusive Use of Space Policy for Agencies	Board (via QTEC)	2025
Expense Reimbursement Policy	Board (via AFRC)	2025
Enterprise Risk Management Policy	Board (via AFRC)	2025
Accessibility Policy	Board (via QTEC)	2025
Accessible Customer Service Policy	Board (via QTEC)	2025

Toronto Seniors Housing Corporation (TSHC)
Corporate Governance and Human Resources Committee
(CGHRC) Meeting

Meeting Date: June 12, 2024

Topic: Review of Governance Policies

Item Number: 9

To: Corporate Governance and Human Resources Committee

From: Director, Strategy and Business Management

Date of Report: May 29, 2024

Purpose: For Approval

Recommendation:

It is recommended that the Corporate Governance and Human Resources Committee (CGHRC) approve and recommend that the Board of Directors:

- Approve the Board of Directors Code of Ethics and Conduct, as set out in Attachment 2 to this report.
- Approve the Board of Directors Conflict of Interest Policy, as set out in Attachment 4 to this report.
- Approve the Board of Directors Meeting Procedures, as set out in Attachment 6 to this report.
- Approve the Board of Directors Reimbursement Policy, as set out in Attachment 8 to this report.

- Approve the Director Education and Board Development Policy, as set out in Attachment 10 to this report.
- Retire the Interim Deputation Policy, effective July 18, 2024.
- Retire the Board of Directors Closed Meeting Session Policy, effective July 18, 2024.
- Retire the Interim Board Reimbursement Policy, effective July 18, 2024.
- Retire the External Directorship Policy, effective July 18, 2024.

Reason for Recommendation:

The Toronto Seniors Housing Corporation (TSHC) Policy Management Framework (the Framework) was approved on January 12, 2024, which has guided the ongoing policy clean-up initiative to build a policy inventory accessible to all staff on the TSHC intranet and to the public on the TSHC external website.

In this process, each policy undergoes assessment to determine the policy owner, appropriate approval level, approval status, and policy review cycle in accordance with the Framework. Based on the assessment outcomes, recommendations are made for each policy, including actions required.

As part of this initiative, a review was conducted on all Board of Directors policies to ensure alignment with regulatory requirements, organizational objectives, and best practices in governance.

The review encompassed all existing policies governing the functions and responsibilities of the Board of Directors, including:

- The Board of Directors Code of Ethics and Conduct
- The Board of Directors Conflict of Interest Policy
- The Board of Directors Meeting Procedures
- The Board of Directors Reimbursement Policy

- The Director Education and Board Development Policy
- The Interim Deputation Policy
- The Board of Directors Closed Meeting Session Policy
- The Interim Board Reimbursement Policy
- The External Directorship Policy

The review process involved assessment of each policy against relevant regulatory requirements, legislation, and organizational needs, consultation with the governance team, internal departments and subject matter experts, identification of gaps, inconsistencies, or areas for improvement, and updates, revisions and integration of existing policies.

Based on the review, key recommended revisions for each governance policy are summarized as follows:

1. Board of Directors Code of Ethics and Conduct
 - Minor edits and formatting changes were recommended.
2. Board of Directors Conflict of Interest Policy
 - Minor edits and formatting changes were recommended.
3. Board of Directors Meeting Procedures
 - Edits recommended to align with Toronto Seniors Housing Corporation By-Law #1.
 - Integration of the Board Meeting Closed Session Policy so that the Board of Directors Meeting Procedures will be a unified document that governs Board and Committee meeting rules.
 - Update of the Deputation section to align with current practice.
 - Additional content included in relation to hybrid meetings.
 - Additional content included to enhance clarity regarding conduct in the meeting.

- Review cycle identified as once every five years.
4. Board of Directors Reimbursement Policy
 - Additional content included to enhance clarity.
 - Additional content and edits included to align with the City of Toronto Expense and Travel Reimbursement Policy for City Agencies, Boards, Commissions and Corporations and the TSHC Expense Reimbursement Policy.
 - Review cycle identified as once every five years, or as required.
 5. Director Education and Board Development Policy
 - Minor edits and formatting were recommended. The review cycle was updated from every year to once every 5 years.
 6. Interim Deputation Policy
 - Upon review, it is recommended that the Interim Deputation Policy be retired as relevant content has been included in the Board of Directors Meeting Procedures.
 7. Board of Directors Closed Meeting Session Policy
 - Upon review, it is recommended that the Board of Directors Closed Meeting Session Policy be integrated into the Board of Directors Meeting Procedures. Consequently, the Closed Meeting Session Policy is to be retired.
 8. Interim Board Reimbursement Policy
 - The Interim Board Reimbursement Policy is replaced by the Board of Directors Reimbursement Policy and therefore is recommended for retirement.
 9. External Directorship Policy

- The External Directorship Policy guides the process of Leadership Team members sitting as directors on external boards. Upon assessment, the relevant requirements listed in the External Directorship Policy have been adequately addressed in the Employee Conflict of Interest Policy. As such, it is recommended that the External Directorship Policy be retired.

The review of Board of Directors policies has provided valuable insights into areas of strength and opportunities for improvement in governance practices. By adopting the recommended revisions, the Board can further enhance its effectiveness in fulfilling its fiduciary duties and governance responsibilities.

Grant Coffey

Director, Strategy and Business Management

List of Attachments:

1. Board of Directors Code of Ethics and Conduct (track-changes)
2. Board of Directors Code of Ethics and Conduct (clean)
3. Board of Directors Conflict of Interest Policy (track-changes)
4. Board of Directors Conflict of Interest Policy (clean)
5. Board of Directors Meeting Procedures (track-changes)
6. Board of Directors Meeting Procedures (clean)
7. Board of Directors Reimbursement Policy (track-changes)
8. Board of Directors Reimbursement Policy (clean)
9. Director Education and Board Development Policy (track-changes)
10. Director Education and Board Development Policy (clean)

Toronto Seniors Housing Corporation (TSHC)

Board of Directors Code of Ethics and Conduct

Policy Sponsor: Director, Strategy and Business Management

Approver: Board of Directors

Initial Approval Date: March 31, 2022

Date of Last Revision: [Date], 2024

Effective Date: [Date]

Policy Statement

The Board of Directors (the “Board”, or individually, the “Director(s)”) of the Toronto Seniors Housing Corporation (the “Corporation” or “TSHC”) has adopted this Code of Ethics and Conduct (the “Code”). ~~for itself, and for the boards of its subsidiaries.~~ Tenants, city residents and the City of Toronto, as both service manager under the *Housing Services Act*, 2011, and as shareholder of the Corporation, are entitled to expect the highest standards of ethics and conduct from the Directors appointed to the Board. When these standards are not met, this policy sets out how deficiencies in conduct should be managed.

Scope

The Code applies to all members of the Board of Directors of TSHC ~~and of all board members of subsidiary corporations of TSHC.~~

Guiding Principles

The following principles shall be adhered to in the governance of the Corporation:

- Directors shall serve and be seen to serve the Corporation honestly and in good faith with a view to the best interests of the Corporation in a conscientious and diligent manner.
- Directors shall serve the interests of the Corporation by upholding both the letter and the spirit of all applicable federal and provincial legislation and regulations, the articles and by-laws of the Corporation, the Shareholder’s

Direction and approved policies of the Board.

- The Board is expected to model and promote an inclusive culture, while ensuring the best interests of the Corporation are always served.

While the above principles govern Directors in the performance of their responsibilities, the Board shall also take into account the viewpoints of tenants, city residents, the service manager and shareholder in all of its deliberations and in the decisions it makes.

Requirements of Individual Directors

Directors must be familiar with and adhere to the requirements set out in the Code of Ethics and Conduct.

Directors have a responsibility to be familiar with any legislation or regulations that apply to their Directorship and to be able to recognize potential requirements.

Directors must exercise good judgment in applying the standards of conduct to any particular situation in the spirit intended.

Administration of the Code

The Corporate Governance and Human Resources Committee (the “CGHRC”) is responsible for the proper administration of this Code. The CGHRC Chair shall be responsible for applying the Code consistently and fairly to all Directors.

I. Legal Standards of Conduct

Statutory and Other Provisions Regulating Directors’ Conduct

While many statutes impose specific requirements on directors of corporations, the principal statutes governing the activities of TSHC Directors are as follows:

- The Ontario *Business Corporations Act*;
- The *Housing Services Act*, 2011; and
- The *Municipal Freedom of Information and Protection of Privacy Act*.

The corporate documents that generally regulate the activities of the Directors of

TSHC are:

- The Articles of Incorporation;
- By-law No. 1 as may be amended or replaced from time to time;
- This Code; and
- The general policies of the Corporation, with all necessary changes read thereto to be applicable to the Board of Directors, as may be amended from time to time.

Duty of Loyalty

As part of their legal duty of loyalty, Directors must:

- Act honestly and in good faith with a view to the best interests of the Corporation.
- Maintain Board and corporate confidences.
- Act independently when carrying out their duties as Directors of TSHC.

Acting Honestly and in Good Faith

- Directors must be honest in dealing with other Directors and with the Corporation and must disclose all relevant information to the Board.

Maintaining Confidentiality

- Directors shall maintain, at all times, the confidentiality of all confidential information (unless it is required by law to disclose) and records of the Corporation and must not make use of or reveal such information or records, except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.
- Directors shall not use confidential information obtained through their association with the Corporation to further their private interests or the private interests of their friends or relatives (please refer to TSHC's Board of Directors Conflict of Interest Policy for additional requirements and guidance on managing personal conflicts of interest while serving as a TSHC Board member).

- Directors shall comply with any and all Corporation policies and procedures that guide the storage, use and transmission of any information of the Corporation, including the use of computer databases or email systems.
- Directors shall treat all Closed Session Board discussions in the strictest of confidence so that the opportunity for the Board to deliberate matters serves as a “safe haven” for the benefit of their peers and the Corporation’s executive. As such, Directors shall not repeat any Closed Session discussions concerning the Corporation’s business and practices, or any discussions of a personal nature of their peers and the Corporation’s executive, in a public setting unless required by law.

Acting Independently

- Directors must promote the best interests of the Corporation through the exercise of their independent judgment, even if it requires them to disagree with the views of the Management, other Directors, the Service Manager or the Shareholder.

Duty of Care

The legal duty of care requires Directors to exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

II. Other Standards of Conduct

Attendance and Participation

Membership on the Board of Directors requires that all Directors:

- Shall demonstrate their commitment to the Corporation by giving high priority to the Corporation’s business and their attendance at and participation in Board and Committee meetings.
- Shall be prepared to participate actively and as knowledgeably as possible at all Board and Committee meetings by familiarizing themselves in advance with the meeting’s agenda and background information with a view to making a productive contribution to the Board’s consideration of the issues

and business addressed at the meetings.

- Shall focus on the discussions at hand and be prepared to deal with issues that may not be easily solvable.
- Shall be members of at least one Committee of the Board.
- Shall make best efforts to attend:
 - Strategic planning and orientation workshops;
 - Board development workshops;
 - Seminars and other educational events that enhance their skills as Board members; and
 - Other special events.
- Must notify the CGHRC Chair and Board Chair to request a leave of absence from the Board. Directors must be on an approved leave of absence to:
 - Participate as a candidate in a municipal election
 - Apply for employment within TSHC

Respect for other Directors, management and others

Membership on the Board of Directors requires that all Directors:

- Shall express their opinions freely and always with the goals of flexibility and compromise whenever achievable.
- Shall work with, respect and remain open to the opinions and viewpoints of their peers and leave personal prejudices out of all Board and Committee discussions.
- Shall observe agreed-upon meeting protocol, displaying courteous and respectful conduct in all Board and Committee meetings toward each other and toward Staff.
- Shall uphold and model TSHC's commitment to providing a safe and healthy work environment free from violence, threats of violence, discrimination, harassment, intimidation and any other misconduct for every TSHC employee, contractor, temporary employee, and other Directors.

Support of TSHC [Executive Leadership Team](#)

Membership on the Board of Directors requires that all Directors:

- Shall actively support the Corporation's ~~executives~~ Leadership Team members by providing overall direction, resources and time frames to achieve the identified vision and ends of the Corporation.
- Shall publicly support actions taken by the Corporation's executives to implement programs and achieve the objectives contained in the Corporation's plans and budgets as approved by the Board.
- Shall recognize the difference between the role of the Board to set policies and strategic objectives, and the role of the staff to implement the same.
- Shall not direct Staff in any way. The Board can request that additional work be undertaken with the concurrence of the Corporation's Chief Executive Officer (CEO).

Media/Public Comment

Membership on the Board of Directors requires that all Directors:

- ~~Shall~~ shall not, in the context of the Corporation's business and practices, make comments to the media or make themselves available for interviews by the media on behalf of the Corporation without prior approval and briefing by the ~~Corporation's executive~~ CEO.
- ~~The shall be aware that the~~ CEO, along with the Board Chair when deemed appropriate, typically performs the role of spokesperson on behalf of the Corporation. All Board members' communication with the media must be approved by the Board Chair in advance and be undertaken in consultation with the CEO.
- ~~Directors~~ shall ensure that any comments attributed to them by or in the media or on social media in any context are solely in their personal capacity and not in their capacity as a Director of the Corporation, and do not speak to the Corporation's business and practices. ~~is outside of the context of the Corporation's business and practices. Any comments made to the media, or on social media in any context is to be solely in their personal capacity and not in their capacity as a Director of the Corporation.~~

TSHC Property

- Directors shall not misappropriate the Corporation's assets for personal use.
- Directors are entrusted with the care, management and cost-effective use of the Corporation's property and resources, including the use of the Corporation's name, and should not make use of these resources for their own personal benefit or purposes.
- Directors shall ensure that all property assigned to them by the Corporation is maintained in good condition and shall be accountable for such property.

Political Participation

- Directors are encouraged to participate fully as private citizens in the democratic process at any level, including campaigning in elections and running for or holding public office, however, Directors engaging in such political activity shall take care to separate these activities from their association with the Corporation.
- Directors shall ensure that any views they express in the context of their political participation is clearly and unequivocally stated to be that of the Director's personal views and not the views of the Corporation.

III. Managing Breaches of This Code

Management by Board Chair

All alleged breaches of this Code by a Director, regardless of where it is initiated, must be directed to the Board Chair provided that, where the Board Chair is the subject of the breach or alleged breach, it shall be managed by the Board Vice-Chair.

Informal Resolution

The Board Chair should, wherever possible and as appropriate, first seek to resolve all allegations of breaches by using an informal process.

A one-on-one meeting between the Board Chair and Director in question should be held. This one-on-one approach minimizes the need for the dissemination of sensitive personal and confidential information, minimizes impact on the Director's

reputation and will, in most cases, resolve the issue without recourse to a formal process.

Where the Board Chair has not been successful in resolving the matter through an informal resolution process, the Board Chair may strike an ad hoc committee (the “Conduct Committee”) that, once struck, is authorized by this Code to consider next steps. The members of the Conduct Committee shall be the Board Chair, the CGHRC Chair and Board Vice-Chair. Should the allegation or issue involve any of the foregoing persons, the other two shall designate an alternative Director to serve as a member of the Conduct Committee.

Investigation of Alleged Breach

Where deemed appropriate by the Conduct Committee, a decision may be made to conduct an internal investigation. An investigation must be conducted in a manner that ensures due process and confidentiality, and that respects the privacy of all persons involved to the greatest extent possible. Investigations can be a costly, potentially time-consuming and distracting process and a decision to launch an investigation should not be made lightly.

The Conduct Committee shall:

- Conduct an initial review to determine whether the allegations have merit.
- Determine if the involvement of legal counsel or other experts is required.
- Determine if an individual is required to be relocated or recused, and issue a letter to the affected party.
- Determine the scope of the investigation.
- Determine who will conduct the investigation and how the investigation will proceed.
- Ensure complainant(s) and Director(s) in question are provided with due process, respect, confidentiality and privacy during any investigation, as appropriate.
- Implement the appropriate action(s) to resolve the situation.
- Monitor the situation to ensure the resolution is maintained.

Committee-Level Discipline

The Conduct Committee shall be authorized to apply the following corrective measures and/or discipline without full Board involvement, as deemed appropriate by the Conduct Committee:

- A dismissal of the complaint.
- A warning to the offending Director and required corrective action.
- Offer the offending Director to resign without further action by the Conduct Committee.

Board-Level Discipline

If the Conduct Committee believes the matter is of such importance as to warrant the full Board involvement, or the Director in question refuses to accept the findings or direction of the Conduct Committee with respect to a particular matter, then the Conduct Committee shall refer the matter to the full Board for consideration. Disciplinary measures that can only be imposed by the Board are as follows:

- Contacting the City Manager of the Shareholder for the purposes of requesting the removing the Director in question as a Director of the Corporation; or
- Such other recommendation(s) as the Conduct Committee shall consider advisable having regard to the facts and the gravity of the violation(s) of the Code, as applicable.

Confidentiality, Protection of Privacy, And Due Process

All parties involved in addressing an alleged breach of this Code, including complainants, respondents, support persons, witnesses, management (including Directors and officers), union/association representatives, and investigators are expected to treat the matter as confidential.

During an investigation, identifying information about any individuals should not be disclosed unless disclosure is necessary for the purpose of investigation, taking corrective action, or as is otherwise required by law. Parties to a complaint must not advise anyone about the investigation, any involvement in the investigation and/or the contents of an investigation interview and/or report.

Every Director that is the subject of a complaint under this Code is entitled to due process as set out in the Code.

IV. Enforcing and Maintaining the Code

Initial Briefing and Disclosure

The ~~Corporate Board~~ Secretary shall brief ~~and counsel~~ new Directors on the Code and its interpretation.

Before a Director begins ~~his or her~~their duties, the ~~Corporate Board~~ Secretary shall ask them to complete a formal acknowledgement that they have read and understand the Code and will comply with it in a form acceptable to the CGHRC Committee.

All completed forms shall be shared with the Board Chair for the Board Chair's review and, as appropriate, action. Forms shall also be stored and maintained in accordance with TSHC's ~~document retention~~Records Management Policy.

Annual Update to Disclosure Form

Once per calendar year, the ~~Corporate Board~~ Secretary will send a request to Directors to certify that they have read, understood and complied with the Code during the specified reporting period.

Post-Directorship/Departure Briefing

The ~~Corporate Board~~ Secretary ~~or Corporate Lawyer~~ in conjunction with the Board Chair shall brief ~~and counsel~~ departing Directors on their post-Directorship obligations including, but not limited to, the obligation to adhere to the Code, to the extent applicable, after leaving office.

Questions of Interpretation

During their tenure, Directors shall raise any questions relating to how the Code should be interpreted or applied with the CGHRC Chair. A Director who is unsure of whether a situation violates this Code should discuss the situation with the CGHRC Chair.

Decisions

Any decision on behalf of TSHC with respect to the application or interpretation of the Code will be made by the CGHRC Chair in consultation with the Chair of the Board.

Where the matter relates to the Board Chair, the decision will be made by the CGHRC Chair in consultation with the Vice-Chair of the Board.

Where the matter relates to the CGHRC Chair, the decision will be made by the Board Chair and the Vice-Chair of the Board.

V. Reviews and Amendments

The CGHRC Committee shall review the Code at least once every ~~three (3) years~~year and recommend to the Board any appropriate changes.

Related Legislation, Regulations, and TSHC Policies:

- The Ontario *Business Corporations Act*;
- The *Housing Services Act*, 2011; and
- The *Municipal Freedom of Information and Protection of Privacy Act*.
- The Articles of Incorporation;
- By-law No. 1 as may be amended or replaced from time to time;
- This Code; and
- The general policies of the Corporation, with all necessary changes read thereto to be applicable to the Board of Directors, as may be amended from time to time.

Amendments (Revision History)

Initial policy approved by the Board on March 31, 2022.

Policy reviewed on [date], 2024 with minor revisions.

Next Scheduled Review Date: 2025

[This policy will be reviewed once every year.](#)

[Policy Contact](#)

[Director, Strategy and Business Management](#)

Toronto Seniors Housing Corporation (TSHC)

Board of Directors Code of Ethics and Conduct

Policy Sponsor: Director, Strategy and Business Management

Approver: Board of Directors

Initial Approval Date: March 31, 2022

Date of Last Revision: [Date], 2024

Effective Date: [Date]

Policy Statement

The Board of Directors (the “Board”, or individually, the “Director(s)”) of the Toronto Seniors Housing Corporation (the “Corporation” or “TSHC”) has adopted this Code of Ethics and Conduct (the “Code”). Tenants, city residents and the City of Toronto, as both service manager under the *Housing Services Act*, 2011, and as shareholder of the Corporation, are entitled to expect the highest standards of ethics and conduct from the Directors appointed to the Board. When these standards are not met, this policy sets out how deficiencies in conduct should be managed.

Scope

The Code applies to all members of the Board of Directors of TSHC.

Guiding Principles

The following principles shall be adhered to in the governance of the Corporation:

- Directors shall serve and be seen to serve the Corporation honestly and in good faith with a view to the best interests of the Corporation in a conscientious and diligent manner.
- Directors shall serve the interests of the Corporation by upholding both the letter and the spirit of all applicable federal and provincial legislation and regulations, the articles and by-laws of the Corporation, the Shareholder’s Direction and approved policies of the Board.
- The Board is expected to model and promote an inclusive culture, while

ensuring the best interests of the Corporation are always served.

While the above principles govern Directors in the performance of their responsibilities, the Board shall also take into account the viewpoints of tenants, city residents, the service manager and shareholder in all of its deliberations and in the decisions it makes.

Requirements of Individual Directors

Directors must be familiar with and adhere to the requirements set out in the Code of Ethics and Conduct.

Directors have a responsibility to be familiar with any legislation or regulations that apply to their Directorship and to be able to recognize potential requirements.

Directors must exercise good judgment in applying the standards of conduct to any particular situation in the spirit intended.

Administration of the Code

The Corporate Governance and Human Resources Committee (the “CGHRC”) is responsible for the proper administration of this Code. The CGHRC Chair shall be responsible for applying the Code consistently and fairly to all Directors.

I. Legal Standards of Conduct

Statutory and Other Provisions Regulating Directors’ Conduct

While many statutes impose specific requirements on directors of corporations, the principal statutes governing the activities of TSHC Directors are as follows:

- The Ontario *Business Corporations Act*;
- The *Housing Services Act, 2011*; and
- The *Municipal Freedom of Information and Protection of Privacy Act*.

The corporate documents that generally regulate the activities of the Directors of TSHC are:

- The Articles of Incorporation;
- By-law No. 1 as may be amended or replaced from time to time;
- This Code; and
- The general policies of the Corporation, with all necessary changes read thereto to be applicable to the Board of Directors, as may be amended from time to time.

Duty of Loyalty

As part of their legal duty of loyalty, Directors must:

- Act honestly and in good faith with a view to the best interests of the Corporation.
- Maintain Board and corporate confidences.
- Act independently when carrying out their duties as Directors of TSHC.

Acting Honestly and in Good Faith

- Directors must be honest in dealing with other Directors and with the Corporation and must disclose all relevant information to the Board.

Maintaining Confidentiality

- Directors shall maintain, at all times, the confidentiality of all confidential information (unless it is required by law to disclose) and records of the Corporation and must not make use of or reveal such information or records, except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.
- Directors shall not use confidential information obtained through their association with the Corporation to further their private interests or the private interests of their friends or relatives (please refer to TSHC's Board of Directors Conflict of Interest Policy for additional requirements and guidance on managing personal conflicts of interest while serving as a TSHC Board member).
- Directors shall comply with any and all Corporation policies and procedures that guide the storage, use and transmission of any information of the

Corporation, including the use of computer databases or email systems.

- Directors shall treat all Closed Session Board discussions in the strictest of confidence so that the opportunity for the Board to deliberate matters serves as a “safe haven” for the benefit of their peers and the Corporation’s executive. As such, Directors shall not repeat any Closed Session discussions concerning the Corporation’s business and practices, or any discussions of a personal nature of their peers and the Corporation’s executive, in a public setting unless required by law.

Acting Independently

- Directors must promote the best interests of the Corporation through the exercise of their independent judgment, even if it requires them to disagree with the views of the Management, other Directors, the Service Manager or the Shareholder.

Duty of Care

The legal duty of care requires Directors to exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

II. Other Standards of Conduct

Attendance and Participation

Membership on the Board of Directors requires that all Directors:

- Shall demonstrate their commitment to the Corporation by giving high priority to the Corporation’s business and their attendance at and participation in Board and Committee meetings.
- Shall be prepared to participate actively and as knowledgeably as possible at all Board and Committee meetings by familiarizing themselves in advance with the meeting’s agenda and background information with a view to making a productive contribution to the Board’s consideration of the issues and business addressed at the meetings.
- Shall focus on the discussions at hand and be prepared to deal with issues

that may not be easily solvable.

- Shall be members of at least one Committee of the Board.
- Shall make best efforts to attend:
 - Strategic planning and orientation workshops;
 - Board development workshops;
 - Seminars and other educational events that enhance their skills as Board members; and
 - Other special events.
- Must notify the CGHRC Chair and Board Chair to request a leave of absence from the Board. Directors must be on an approved leave of absence to:
 - Participate as a candidate in a municipal election
 - Apply for employment within TSHC

Respect for other Directors, management and others

Membership on the Board of Directors requires that all Directors:

- Shall express their opinions freely and always with the goals of flexibility and compromise whenever achievable.
- Shall work with, respect and remain open to the opinions and viewpoints of their peers and leave personal prejudices out of all Board and Committee discussions.
- Shall observe agreed-upon meeting protocol, displaying courteous and respectful conduct in all Board and Committee meetings toward each other and toward Staff.
- Shall uphold and model TSHC's commitment to providing a safe and healthy work environment free from violence, threats of violence, discrimination, harassment, intimidation and any other misconduct for every TSHC employee, contractor, temporary employee, and other Directors.

Support of TSHC Leadership Team

Membership on the Board of Directors requires that all Directors:

- Shall actively support the Corporation's Leadership Team members by providing overall direction, resources and time frames to achieve the identified vision and ends of the Corporation.
- Shall publicly support actions taken by the Corporation's executives to implement programs and achieve the objectives contained in the Corporation's plans and budgets as approved by the Board.
- Shall recognize the difference between the role of the Board to set policies and strategic objectives, and the role of the staff to implement the same.
- Shall not direct Staff in any way. The Board can request that additional work be undertaken with the concurrence of the Corporation's Chief Executive Officer (CEO).

Media/Public Comment

Membership on the Board of Directors requires that all Directors:

- shall not, in the context of the Corporation's business and practices, make comments to the media or make themselves available for interviews by the media on behalf of the Corporation without prior approval and briefing by the CEO.
- shall be aware that the CEO, along with the Board Chair when deemed appropriate, typically performs the role of spokesperson on behalf of the Corporation. All Board members' communication with the media must be approved by the Board Chair in advance and be undertaken in consultation with the CEO.
- shall ensure that any comments attributed to them by or in the media or on social media in any context are solely in their personal capacity and not in their capacity as a Director of the Corporation, and do not speak to the Corporation's business and practices.

TSHC Property

- Directors shall not misappropriate the Corporation's assets for personal use.
- Directors are entrusted with the care, management and cost-effective use of the Corporation's property and resources, including the use of the

Corporation's name, and should not make use of these resources for their own personal benefit or purposes.

- Directors shall ensure that all property assigned to them by the Corporation is maintained in good condition and shall be accountable for such property.

Political Participation

- Directors are encouraged to participate fully as private citizens in the democratic process at any level, including campaigning in elections and running for or holding public office, however, Directors engaging in such political activity shall take care to separate these activities from their association with the Corporation.
- Directors shall ensure that any views they express in the context of their political participation is clearly and unequivocally stated to be that of the Director's personal views and not the views of the Corporation.

III. Managing Breaches of This Code

Management by Board Chair

All alleged breaches of this Code by a Director, regardless of where it is initiated, must be directed to the Board Chair provided that, where the Board Chair is the subject of the breach or alleged breach, it shall be managed by the Board Vice-Chair.

Informal Resolution

The Board Chair should, wherever possible and as appropriate, first seek to resolve all allegations of breaches by using an informal process.

A one-on-one meeting between the Board Chair and Director in question should be held. This one-on-one approach minimizes the need for the dissemination of sensitive personal and confidential information, minimizes impact on the Director's reputation and will, in most cases, resolve the issue without recourse to a formal process.

Where the Board Chair has not been successful in resolving the matter through an informal resolution process, the Board Chair may strike an ad hoc committee (the

“Conduct Committee”) that, once struck, is authorized by this Code to consider next steps. The members of the Conduct Committee shall be the Board Chair, the CGHRC Chair and Board Vice-Chair. Should the allegation or issue involve any of the foregoing persons, the other two shall designate an alternative Director to serve as a member of the Conduct Committee.

Investigation of Alleged Breach

Where deemed appropriate by the Conduct Committee, a decision may be made to conduct an internal investigation. An investigation must be conducted in a manner that ensures due process and confidentiality, and that respects the privacy of all persons involved to the greatest extent possible. Investigations can be a costly, potentially time-consuming and distracting process and a decision to launch an investigation should not be made lightly.

The Conduct Committee shall:

- Conduct an initial review to determine whether the allegations have merit.
- Determine if the involvement of legal counsel or other experts is required.
- Determine if an individual is required to be relocated or recused, and issue a letter to the affected party.
- Determine the scope of the investigation.
- Determine who will conduct the investigation and how the investigation will proceed.
- Ensure complainant(s) and Director(s) in question are provided with due process, respect, confidentiality and privacy during any investigation, as appropriate.
- Implement the appropriate action(s) to resolve the situation.
- Monitor the situation to ensure the resolution is maintained.

Committee-Level Discipline

The Conduct Committee shall be authorized to apply the following corrective measures and/or discipline without full Board involvement, as deemed appropriate by the Conduct Committee:

- A dismissal of the complaint.
- A warning to the offending Director and required corrective action.
- Offer the offending Director to resign without further action by the Conduct Committee.

Board-Level Discipline

If the Conduct Committee believes the matter is of such importance as to warrant the full Board involvement, or the Director in question refuses to accept the findings or direction of the Conduct Committee with respect to a particular matter, then the Conduct Committee shall refer the matter to the full Board for consideration. Disciplinary measures that can only be imposed by the Board are as follows:

- Contacting the City Manager of the Shareholder for the purposes of requesting the removing the Director in question as a Director of the Corporation; or
- Such other recommendation(s) as the Conduct Committee shall consider advisable having regard to the facts and the gravity of the violation(s) of the Code, as applicable.

Confidentiality, Protection of Privacy, And Due Process

All parties involved in addressing an alleged breach of this Code, including complainants, respondents, support persons, witnesses, management (including Directors and officers), union/association representatives, and investigators are expected to treat the matter as confidential.

During an investigation, identifying information about any individuals should not be disclosed unless disclosure is necessary for the purpose of investigation, taking corrective action, or as is otherwise required by law. Parties to a complaint must not advise anyone about the investigation, any involvement in the investigation and/or the contents of an investigation interview and/or report.

Every Director that is the subject of a complaint under this Code is entitled to due process as set out in the Code.

IV. Enforcing and Maintaining the Code

Initial Briefing and Disclosure

The Board Secretary shall brief new Directors on the Code and its interpretation.

Before a Director begins their duties, the Board Secretary shall ask them to complete a formal acknowledgement that they have read and understand the Code and will comply with it in a form acceptable to the CGHRC Committee.

All completed forms shall be shared with the Board Chair for the Board Chair's review and, as appropriate, action. Forms shall also be stored and maintained in accordance with TSHC's Records Management Policy.

Annual Update to Disclosure Form

Once per calendar year, the Board Secretary will send a request to Directors to certify that they have read, understood and complied with the Code during the specified reporting period.

Post-Directorship/Departure Briefing

The Board Secretary in conjunction with the Board Chair shall brief departing Directors on their post-Directorship obligations including, but not limited to, the obligation to adhere to the Code, to the extent applicable, after leaving office.

Questions of Interpretation

During their tenure, Directors shall raise any questions relating to how the Code should be interpreted or applied with the CGHRC Chair. A Director who is unsure of whether a situation violates this Code should discuss the situation with the CGHRC Chair.

Decisions

Any decision on behalf of TSHC with respect to the application or interpretation of the Code will be made by the CGHRC Chair in consultation with the Chair of the Board.

Where the matter relates to the Board Chair, the decision will be made by the CGHRC Chair in consultation with the Vice-Chair of the Board.

Where the matter relates to the CGHRC Chair, the decision will be made by the Board Chair and the Vice-Chair of the Board.

V. Reviews and Amendments

The CGHRC Committee shall review the Code at least once every year and recommend to the Board any appropriate changes.

Related Legislation, Regulations, and TSHC Policies:

- The Ontario *Business Corporations Act*;
- The *Housing Services Act*, 2011; and
- The *Municipal Freedom of Information and Protection of Privacy Act*.
- The Articles of Incorporation;
- By-law No. 1 as may be amended or replaced from time to time;
- This Code; and
- The general policies of the Corporation, with all necessary changes read thereto to be applicable to the Board of Directors, as may be amended from time to time.

Amendments (Revision History)

Initial policy approved by the Board on March 31, 2022.

Policy reviewed on [date], 2024 with minor revisions.

Next Scheduled Review Date: 2025

This policy will be reviewed once every year.

Policy Contact

Director, Strategy and Business Management

Toronto Seniors Housing Corporation (TSHC) **Board of Directors Conflict of Interest Policy**

Policy Sponsor: Director, Strategy and Business Management

Approver: Board of Directors

Initial Approval Date: April 28, 2022

Date of Last Revision: Date, 2024

Effective Date: Date, 2024

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 ([TSHC](#)) is the responsibility of every [Board](#) Director. All [Board](#) 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, [Board](#) 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. [Board](#) Directors shall act accordingly and shall avoid even the appearance of improper behaviour.

This [TSHC Board of Directors Conflict of Interest Policy \(the Policy\)](#) sets out the expectations placed on [Board](#) 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 [of the Board](#) and offers guiding principles to achieve these expectations whenever [Board](#) Directors interact with Stakeholders and other [Board](#) Directors.

Conflicts of interest can sometimes be subtle. [Board](#) Directors must therefore act as soon as a situation arises that raises any doubts whatsoever.

Should [Board](#) Directors have any questions or need any clarification about this Policy and its interpretation, they should consult with the Chair of the [Corporate Governance and Human Resources Committee \(CGHRC\)](#):-

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.

Definitions

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.~~

“Conflict of Interest” means any situation in which a Board Director’s personal or business interests may compete or appear to compete with her or his duties as a Director of the Board of ~~the~~ TSHC, or may cause the Board 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 Board 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 [Board](#) Director, and/or the [Board](#) Director's family, friends or business associates (past and present) may receive or expect to receive, whether monetary or non-monetary.

Policy Details

[Board](#) 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 [Board](#) Directors shall arrange their personal and business affairs to ensure that conflicts of interest are avoided.

[Board](#) Directors should consider any advantage that their position as TSHC [Board](#) 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, [Board](#) 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 [Board](#) Director shall not participate in decision-making with respect to a matter or transaction if that Director is in a ~~conflict of interest~~[conflict of interest](#) position. Examples of conflicts of interests are (but are not limited to):

- [Board](#) Directors, or their family or friends, who transact business (funding or contractual arrangements) directly with ~~the~~ TSHC.
- Hiring a [Board](#) Director's family member or personal friend.
- [Board](#) 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 [Board](#) Directors who accept such benefits.

- Working for a supplier while continuing to be a [Board](#) Director of the TSHC.
- [Board](#) Directors who have a financial interest in a supplier or other [Stakeholder;stakeholders.](#)
- [Board](#) Directors who give preferential treatment to any person or entity in which the [Board](#) Director has a personal interest.
- Using confidential information to benefit the [Board](#) Director or his/her family or friends.
- ~~Being involved~~[Being –withinvolved with](#) or employed by, an entity other than the TSHC if such involvement or employment would conflict with or detrimentally affect the [Board](#) Director's performance of ~~his or her~~[their](#) duties as a TSHC [Board](#) Director.
- [Board](#) Directors who use ~~the~~TSHC's property, equipment or resources, other than for TSHC business.
- [Board](#) 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 [of the Board](#) 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 [of the Board](#) or confer a personal or business advantage on them. This includes transactions involving entities in which a [Board](#) Director, ~~his or her~~[their](#) family member or friend, is a director, trustee, officer, committee member, or has a substantial financial interest through ownership or control.

Directors [of the Board](#) shall avoid investing, directly or indirectly, in any property managed by the TSHC. A [Board](#) 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 [Board](#) Director's TSHC duties.

If a [Board](#) 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 [Board](#) Director (or a family member, friend or business associate of the [Board](#) Director) has a financial interest in a company that has business dealings with the TSHC, and the [Board](#) Director is involved in any process related to ~~a business a – transaction~~ [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 [of the Board](#) 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 [Board](#) Directors.

The exceptions are gifts of a nominal value, which do not influence or would not be perceived as influencing, the performance of the [Board](#) 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 [Board](#) Director should not accept:

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

3. Personal Relationships

Directors of the Board should always maintain a professional relationship with their colleagues on the Board and with Stakeholders, such as 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 of the Board may have personal relationships with individuals with whom the TSHC has dealings from time to time. –

Tenant Directors of TSHC ~~will~~ may have ongoing personal relationships with other tenants and with staff as ~~residents~~ tenants of TSHC buildings which do not constitute conflict of interest except as specified in this Policy.

Directors of the Board 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 Board 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 Board Director, as this could result in a conflict of interest.

As another example, if a Board 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 of the Board receives a Stakeholder complaint or comment, the following steps shall apply:

- For complaints or comments about the operations or policies of the TSHC:
 - The complaint shall be forwarded to a ~~senior member of the~~ senior member of the TSHC ~~executive officer~~ Leadership Team for appropriate ~~handling~~ – and –

response. ~~The Board Director may notify~~ the complainant of such forwarding and the ~~senior member of the TSHC executive officer~~ Leadership Team will inform the Board Director of the disposition of the complaint.

- Board 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. ~~;~~
- For complaints or comments relating to the integrity of a TSHC staff member, the complaint shall be forwarded to a ~~senior TSHC executive officer~~ member of the TSHC Leadership Team. ~~;~~ and,
- For complaints or comments relating to the integrity of a Board Director, the complaint shall be forwarded to the Board Chair.

5. Outside Activity

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

- Other Board/Committee Positions

If a Board Director accepts a position on a board or committee of a commercial or ~~non-profit~~ 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 Section~~ 7 below as to how such matters should be reported.

- Political Involvement and Charitable Activity

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

6. Exclusivity and Business Opportunities

During the course of ~~his or her~~ [their](#) tenure on the Board of Directors, a [Board](#) 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 [Board](#) 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 [Board](#) Director during ~~his or her~~ [their](#) tenure on the Board shall be pursued for the benefit of the TSHC only.

7. Reporting and Resolving a Conflict of Interest

What should a [Board](#) Director with a conflict of interest do?

~~Reporting~~ the Conflict. A [Board](#) Director shall make a timely and full disclosure of any actual, potential or apparent conflict of interest.

The [Board](#) Director shall report in writing the facts and circumstances of the matter or transaction to the Board Chair and the [Board](#) Director shall govern ~~himself or herself~~ [themselves](#) in accordance with the instructions received from the Board Chair.

~~Refraining~~ ~~Refrain~~ from participation. The [Board](#) 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 [Board](#) Director in this case, though, may be ~~—~~

counted to establish a quorum for meetings.

~~Recusal~~Recuse. The [Board](#) Director shall temporarily recuse ~~himself or herself~~[themselves](#) 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~~[this Board](#) Director shall abstain from voting and the minutes of the Board or Committee meeting shall record this fact if it has occurred.

When must [Board](#) 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 [Board](#) 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, [Board](#) 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.

What information do [Board](#) Directors have to disclose?

[Board](#) Directors shall disclose the nature, value of and any relevant details of the conflict of interest.

Do these requirements apply to all Conflicts of Interest?

Subject to the following, the requirements outlined in ~~this paragraph~~[Section 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~~[Section 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”¹. To satisfy the requirement for reporting in the case of a conflict of interest with an “affiliate”, a [Board](#) Director should declare their interest in the “affiliate” immediately and then annually thereafter, in writing, to the Board Chair.

TSHC, through its Shareholder Direction includes [Board](#) 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 Section 3. Director](#)~~The 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 [Board](#) Director (as the case may be) made disclosure, withdrew ~~himself or herself~~[themselves](#) from the consideration of the transaction or matter, recused ~~him or herself~~[themselves](#) 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 ~~member of the Board~~[Director](#) has reasonable cause to believe that a [Board](#) Director has failed to disclose a conflict of interest, the ~~member~~[Director](#) shall inform the Board Chair of the basis for such a belief. The Board Chair shall then afford ~~such the Board~~ [Director in question](#) an opportunity to explain the reported,

¹ The Toronto Seniors Housing Corporation 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 Toronto Seniors Housing Corporation, “affiliate” refers to any City corporation or agency, including Toronto Community Housing Corporation (TCHC).

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 the Board~~ 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 this~~ 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 [of the Board](#) shall notify the Board Chair in order to request a leave of absence. By way of example, [Board](#) Directors must be on an approved leave of absence in order to:

- 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 [Board](#) Director's duties.
- Apply for a position with the TSHC.
- Any other event that may conflict with the interests of the TSHC or may adversely affect the performance of the [Board](#) Director's duties.

Compliance and Monitoring

Directors [of the Board](#) must comply with this Policy at all times. Directors [of the Board](#) should use proper judgment and act in the spirit of this Policy at all times.

Contravention ~~of this of Policy~~ [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.

Related Legislation, Regulations, and TSHC Policies:

- [Business Corporations Act, R.S.O. 1990, c.B.16](#)
- [By-Law 1-2021](#)

- [TSHC Board of Directors Code of Ethics and Conduct Policy](#)

[Amendments:](#)

[Initial policy approved by the Board on April 28, 2022.](#)

[Policy reviewed on \[date\], 2024 with minor revisions and formatting.](#)

[Next Scheduled Review Date: 2025](#)

[This policy will be reviewed annually.–](#)

[Policy Contact:](#)

[Director, Strategy and Business Management](#)

Toronto Seniors Housing Corporation (TSHC) Board of Directors Conflict of Interest Policy

Policy Sponsor: Director, Strategy and Business Management

Approver: Board of Directors

Initial Approval Date: April 28, 2022

Date of Last Revision: Date, 2024

Effective Date: Date, 2024

Policy Statement

Promoting public confidence in the Toronto Seniors Housing Corporation (TSHC) is the responsibility of every Board Director. All Board Directors must understand that their individual decisions could have an impact on TSHC's success and reputation. It follows that in carrying out their duties, Board Directors are expected to promote 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. Board Directors shall act accordingly and shall avoid even the appearance of improper behaviour.

This TSHC Board of Directors Conflict of Interest Policy (the Policy) sets out the expectations placed on Board Directors related to conflicts of interest, including how to identify and resolve a conflict of interest. TSHC wishes to establish clear standards to address real, potential and perceived conflicts of interest, to protect the integrity of TSHC's decision-making processes and to provide a means to identify and resolve such conflicts of interest in favour of 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 of the Board and offers guiding principles to achieve these expectations whenever Board Directors interact with Stakeholders and other Board Directors.

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

Should Board Directors have any questions or need any clarification about this Policy and its interpretation, they should consult with the Chair of the Corporate Governance and Human Resources Committee (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.

Definitions

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.

Conflict of Interest means any situation in which a Board Director's personal or business interests may compete or appear to compete with her or his duties as a Director of the Board of TSHC or may cause the Board 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 Board 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 Board Director, and/or the Board Director's family, friends or business associates (past and present) may receive or expect to receive,

whether monetary or non-monetary.

Policy Details

Board 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 Board Directors shall arrange their personal and business affairs to ensure that conflicts of interest are avoided.

Board Directors should consider any advantage that their position as TSHC Board 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, Board 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 Board 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):

- Board Directors, or their family or friends, who transact business (funding or contractual arrangements) directly with TSHC.
- Hiring a Board Director’s family member or personal friend.
- Board 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 Board Directors who accept such benefits.
- Working for a supplier while continuing to be a Board Director of the TSHC.
- Board Directors who have a financial interest in a supplier or other stakeholders.
- Board Directors who give preferential treatment to any person or entity in

which the Board Director has a personal interest.

- Using confidential information to benefit the Board 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 Board Director's performance of their duties as a TSHC Board Director.
- Board Directors who use TSHC's property, equipment or resources, other than for TSHC business.
- Board 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 of the Board shall avoid financial transactions between themselves and TSHC, between themselves and a third party, or between TSHC and a third party that may adversely affect the performance of their duties as Directors of the Board or confer a personal or business advantage on them. This includes transactions involving entities in which a Board Director, their family member or friend, is a director, trustee, officer, committee member, or has a substantial financial interest through ownership or control.

Directors of the Board shall avoid investing, directly or indirectly, in any property managed by the TSHC. A Board 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 TSHC's operations, or other confidential information obtained by reason of the Board Director's TSHC duties.

If a Board 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 Board Director (or a family member, friend or business associate of the Board Director) has a financial interest in a company that has business dealings with the TSHC, and the Board 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 of the Board shall not solicit or accept any fees, advances, gifts, money, personal discounts, donations, personal benefits, meals, tickets, personal loans or the like from a 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 Board Directors.

The exceptions are gifts of a nominal value, which do not influence or would not be perceived as influencing, the performance of the Board 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 Board Director should not accept:

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

3. Personal Relationships

Directors of the Board should always maintain a professional relationship with their colleagues on the Board and with Stakeholders, such as 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 of the Board may have personal relationships with individuals with whom the TSHC has dealings from time to time.

Tenant Directors of TSHC may have ongoing personal relationships with other tenants and with staff as tenants of TSHC buildings which do not constitute conflict of interest except as specified in this Policy.

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

As another example, if a Board 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 of the Board receives a Stakeholder complaint or comment, the following steps shall apply:

- For complaints or comments about the operations or policies of the TSHC:
 - The complaint shall be forwarded to a member of the TSHC Leadership Team for appropriate handling and response. The Board Director may notify the complainant of such forwarding and the member of the TSHC Leadership Team will inform the Board Director of the disposition of the complaint.
 - Board 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.
- For complaints or comments relating to the integrity of a TSHC staff member, the complaint shall be forwarded to a member of the TSHC Leadership Team.

- For complaints or comments relating to the integrity of a Board Director, the complaint shall be forwarded to the Board Chair.

5. Outside Activity

Reference is also made to Section 7 “Reporting and Resolving a Conflict of Interest”.

- Other Board/Committee Positions

If a Board 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 Section 7 below as to how such matters should be reported.

- Political Involvement and Charitable Activity

The TSHC respects a Board 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 Section 10 below. When a Board Director engages in political or civic affairs, the Director’s views and actions are their own, not those of the TSHC and any statements made by the Board Director must not be attributed to the TSHC. Reference is made in this regard to Section 7 below as to how such matters should be reported.

6. Exclusivity and Business Opportunities

During the course of their tenure on the Board of Directors, a Board 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 Board 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 Board Director during their tenure on the Board shall be pursued for the benefit of the TSHC only.

7. Reporting and Resolving a Conflict of Interest

What should a Board Director with a conflict of interest do?

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

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

Refrain from participation. The Board 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 Board Director in this case, though, may be counted to establish a quorum for meetings.

Recuse. The Board Director shall temporarily recuse themselves 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.

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

When must Board 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 Board 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, Board 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.

What information do Board Directors have to disclose?

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

Do these requirements apply to all Conflicts of Interest?

Subject to the following, the requirements outlined in Section 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 Section 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”¹. To satisfy the requirement for reporting in the case of a conflict of interest with an “affiliate”, a Board Director should declare their interest in the “affiliate” immediately and then annually thereafter, in writing, to the Board Chair.

TSHC, through its Shareholder Direction includes Board 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 Section 3. The 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

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interest or an appearance of a conflict of interest is considered shall reflect whether the Board Director (as the case may be) made disclosure, withdrew themselves from the consideration of the transaction or matter, recused themselves from the meeting itself and abstained from voting on the impugned transaction or matter.

9. Failure to Disclose a Conflict and Remedies

If any member of the Board has reasonable cause to believe that a Board Director has failed to disclose a conflict of interest, the member shall inform the Board Chair of the basis for such a belief. The Board Chair shall then afford the Board Director in question 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 the Board 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 this 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 of the Board shall notify the Board Chair in order to request a leave of absence. By way of example, Board Directors must be on an approved leave of absence in order to:

- 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 Board Director's duties.
- Apply for a position with the TSHC.
- Any other event that may conflict with the interests of the TSHC or may adversely affect the performance of the Board Director's duties.

Compliance and Monitoring

Directors of the Board must comply with this Policy at all times. Directors of the Board 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.

Related Legislation, Regulations, and TSHC Policies:

- Business Corporations Act, R.S.O. 1990, c.B.16
- By-Law 1-2021
- TSHC Board of Directors Code of Ethics and Conduct Policy

Amendments:

Initial policy approved by the Board on April 28, 2022.

Policy reviewed on [date], 2024 with minor revisions and formatting.

Next Scheduled Review Date: 2025

This policy will be reviewed annually.

Policy Contact:

Director, Strategy and Business Management

Toronto Seniors Housing Corporation (TSHC) Board of Directors Meeting Procedures

Policy Sponsor: [Director, Strategy and Business Management](#)

Approver: [Board of Directors](#)

Initial Approval Date: [March 31, 2022](#)

Date of Last Revision: [\[date\], 2024](#)

Effective Date: [\[date\], 2024](#)

Rules of Order

All points of order or procedure for which rules have not been provided in this policy will be decided by the Chair of the Board of Directors as far as is reasonably possible first, in accordance with the rules of parliamentary procedure as contained in the current edition of Robert's Rules of Order.

Schedule of Regular Board Meetings

At the beginning of each calendar year, the Board of Directors (the "Board") will set a schedule of regular meetings for the year for the Board and for Committees of the Board.

Board members are encouraged to attend meetings in person but can join by web conference, videoconference or telephone if in-person attendance is not possible. When meetings of the Board of Directors or of a Committee of the Board cannot be held in person, the meeting may be held by means of conference, electronic telephone or electronic or other communications facilities means to permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously. A Hybrid Meeting may be scheduled where the meeting takes place in a physical setting, but some members attend using technology instead of being physically present.

~~When meetings of the Board of Directors or of a Committee of the Board cannot be held in person, the meeting may be held by means of conference, electronic or other communications facilities to permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously.~~ Any Director participating in such a meeting by such means is deemed to be present at the meeting.

Directors will be notified ahead of time of any changes to the schedule, time and/or location of the meeting.

Cancellation and Rescheduling of Meetings

Meetings may be rescheduled or cancelled in the event there is not quorum or for any reason necessitating the meeting change. The Board Secretary shall, in consultation with the Chief Executive Officer (CEO) and the Board Chair, ~~may~~ take appropriate steps to advise all Directors of the cancellation and/or rescheduling of meetings. Notice of change is also to be posted on the Toronto Seniors Housing Corporation website and in ~~Operating Unit~~Regional offices.

If a regularly scheduled meeting of the Board is cancelled without being rescheduled, the next regularly scheduled meeting cannot be cancelled without being rescheduled.

Special Meetings

The Board Chair or any two Directors may convene a special meeting of the Board at any time by giving formal notice not less than 48-24 hours to all Directors before the time of the meeting. Notice must be delivered or sent electronically or other form of written transmission to each Director. Notice, along with any agenda material must indicate the time, place and matter to be dealt with.

Board Workshops

Throughout the year, orientation sessions, workshops or training sessions for the Board may be called. No formal business of the Board will be carried out at these sessions. – These sessions will not be open to the public.

Attendance

Each Director shall make reasonable efforts to advise the Board Secretary as far in advance as possible of any meeting which such Director expects not to attend. Members will notify the Board Secretary if they:

- will not be attending;
- will be arriving late for; or
- will be leaving early from any meeting of the Board or a Committee.

The Board Secretary will advise the Board of any member who has been or will be absent from meetings of the Board for three consecutive months and advise the Board of the explanation provided by the member, if any. The Board will then decide whether to authorize the member's absence by a Board resolution.

The Board will notify City Council of a vacancy if any member is absent from Board meetings for three consecutive months without authorization of the Board.

Quorum

The quorum for a meeting of the Board/Board Committee ~~meetings is shall be~~ a majority of the ~~Member~~ total number of all voting Directors presently sitting on the Board/Board Committee, not including any vacancies that have yet to be filled.

A meeting will be cancelled if:

- no quorum is present within thirty-fifteen (15) minutes after the time

- fixed for a meeting, or the continuation of a meeting after a recess; or
- if quorum is lost for ~~thirty~~ fifteen (15) consecutive minutes.

If a meeting is cancelled due to lack of quorum:

- the Board Secretary will record the names of the members present; and
- the meeting will be considered adjourned until the next scheduled meeting or until the Chair calls a special meeting.

If a quorum is not possible because of declared conflicts of interest the remaining members will constitute a quorum provided that quorum is never less than two members.

In the absence of both the Chair and the Vice-Chair for a period of fifteen (15) minutes after the appointed time of the meeting, if a quorum is present, the Board Secretary shall call the meeting to order and preside over the appointment of one of the other Directors as Acting Chair to preside and discharge the duties of the Chair during the meeting, and until the arrival of the Chair or Vice-Chair.

Chair of Meeting

The Chair of any meeting of the Board of Directors shall be the Board Chair. If the Board Chair is not available, the Vice-Chair, if available, will assume the Chair of the meeting. If neither the Board Chair nor the Vice-Chair are available, another Director who is present at the meeting and selected by the Directors who are present, may assume the Chair of the meeting.

Agendas and Minutes

The agenda and any other agenda material such as minutes and reports shall be delivered to members of the Board of Directors or members of the Committee of the Board no less than 24 hours before the meeting.

Toronto Seniors Housing Corporation has a standard practice of sending

agenda materials out to Directors ~~one week~~[seven \(7\) calendar days](#) prior to the meeting. Meeting notices are posted in tenant buildings and the agenda materials are posted on the Toronto Seniors Housing Corporation website ~~five~~[seven \(7\) calendar](#) days in advance of the meeting.

While the standard is to have all agenda items available in advance of the meeting, there are times where this is not always possible (for example, items are not available or come up after the agenda has been issued). At the Board Chair's discretion, reports may be tabled at the meeting.

The [Board](#) Secretary will keep minutes of all Board and Committee meetings.

The minutes will record:

- the place, time and date of the meeting;
- the name of the Chair, the members present, and the members absent;
- any correction to, and the adoption of, the minutes of the previous meeting;
- all resolutions;
- any declarations of a conflict of interest, including the member's name and the reason for the conflict of interest.

Reference will be made in the minutes to an agenda item discussed in a closed meeting and the reason why the discussion was closed to the public.

The minutes will record that a Motion was carried or defeated, with no count of the vote, unless the vote was recorded. For recorded votes, the members' names and corresponding votes will be recorded in the minutes after the Chair has announced the results.

The minutes of the previous meeting will be considered at the next meeting and, after the minutes have received approval, or approval as amended, by the majority of the members present, they will be signed by the Board Chair or the appropriate Committee ~~chair~~[Chair](#).

Review of Agenda

Upon calling the meeting to order, the Board or Committee Chair will request ~~directors~~ [Directors](#) to identify any conflicts of interest with any item on the agenda.

Declaration of Conflict of Interest

Members must observe the requirements of the Conflict of Interest Policy by declaring any conflict of interest they have, directly or indirectly, in any matter before the Board.

A member must declare any conflict of interest at the beginning of the meeting, on arrival at the meeting, or if not present at the meeting, at the next meeting attended.

A member who has declared a conflict of interest in a matter must not take part in the discussion, must not vote, and must not try to influence the voting, on the matter.

If the discussion takes place in a closed meeting, the member must leave the room or by electronic means if attending by telephone or videoconference.

All declarations of conflict of interest are recorded in the public minutes. Declarations of conflict of interest made in public must also specify the general nature of the interest declared.

Voting on Motions

All matters will be decided by a majority vote of the members present.

A member must be present when the Motion is put in order to vote.

All members present when the motion is put to the vote must vote, unless prohibited by statute, in which case it shall be so recorded. Any member who refuses to vote is deemed to have voted against the Motion except where

prohibited from voting by statute.

The Chair or Acting Chair must vote with the other members on all questions.

Voting on all Motions will be by a show of hands.

In the case of an equality of votes on any question at a meeting of the Board, the Chair of the meeting shall be entitled to a second or casting vote. ~~In the event of a tie vote the Motion is defeated.~~

A Motion to reconsider is required to reopen a matter once the result of the vote is announced.

Recorded Vote

The Chair will conduct a recorded vote if requested by any member.

The request must be made immediately before or after the taking of the vote.

The [Board](#) Secretary will record the name and vote of every member for the minutes and announce the results to the Chair.

Results of the vote, including the name and vote of every member, will be announced by the Chair immediately after the recorded vote has taken place.

Resolution in Lieu of Meeting

A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board or Board Committee, is as valid as if it had been passed at a meeting of the Board or Board Committee, provided that a copy of every such resolution shall be kept with the minutes of the proceedings of the Board/Board Committee.

Public Proceedings

Public proceedings of the Board are open to members of the public. As such, the public are notified of all public meetings. Reports and other items which

are part of the public proceedings and any debate and voting of such items are open to the public.

Conduct of Public at Meetings

Members of the public will be courteous and will not engage in any action which disturbs the meeting.

Members of the public should observe agreed-upon meeting protocol, display courteous and respectful conduct in all Board and Committee meetings toward each other, Board members, and staff.

Members of the public will not:

- make any noise or disturbance that prevents members from being able to participate in the meeting;
- address the Board without permission;
- use unparliamentary or offensive language; or
- display signs or placards.

The Chair may exclude any person from the meeting for improper conduct.

“In Camera” and Closed Proceedings

Board meetings and Board Committee meetings of TSHC are required to be open to the public except for items that satisfy specific criteria as indicated in Toronto Seniors Housing Corporation By-law #1 Sections 4.18 and 4.19. “In camera” and closed proceedings (meetings that are not open to the public) may take place to discuss matters specified in Section 4.19 of the Toronto Seniors Housing Corporation By-law #1. ~~according to the Toronto Seniors Housing Corporation (TSHC) Board Meeting Closed Session Policy.~~

This section establishes the process by which items can be confirmed for discussion in closed session according to By-Law criteria.

Normally, items to be considered in Closed session are determined by the

Board Chair/Board Committee Chair and Chief Executive Officer (CEO) or delegate in the process of developing the Board/Committee agenda.

From time to time, an individual Board member may request items for consideration in closed session, in which case the request must be made at least three (3) business days prior to the Board materials being sent out to Board members. During this time period, the Board Chair will determine whether the item fits the specified criteria. If the item is determined by the Board Chair not to fit the specified criteria and the Board member bringing the item forward disagrees with the assessment, the whole Board shall vote on whether to include the item in the closed session at the time of closed session agenda approval at the Board meeting.

If during a Board meeting a Board member wishes to have a discussion of an additional issue in closed session not previously identified and not on the meeting agenda, this must be declared at the time of the open session agenda approval. At that time the Board member will identify the issue. The Board will go into closed session and the Board member will make the case for the item to be discussed there including why it satisfies the specified criteria and why it should be discussed at the current meeting. The Board will then vote as to its inclusion on the agenda for the closed session. After a positive vote the item can be discussed in closed session. As with all closed session agenda items, any motions stemming from the discussion shall be voted on in the public proceedings.

Prior to the commencement of an “in camera” or closed meeting, a motion must be made to move “in camera” or to closed meeting. At the conclusion of the “in camera” or closed meeting, the Board Chair, if applicable, will announce the time of the resumption of the public meeting.

Public Presentation Deputations

Any member of the public may ask to make a deputation at a Board or Board Committee meeting. A deputation is a way for people to speak at a Board or Board Committee meeting about a specific subject on the public agenda.

Deputations can be spoken or in writing, however they need to be about items that are on the public meeting agenda.

Any person wishing to make a ~~presentation~~ deputation to the Board or Board Committee regarding items for action or information on the agenda will be heard by the Board provided:

- A request to ~~make a presentation~~ speak at a meeting or to submit a written deputation is made to the Board Secretary, in writing by 12:00 p.m. on the business day prior to the Board/Board Committee meeting.
- Include the name, address, telephone number and electronic mail address of the person or organization wishing to address the Board.
- Include an outline of the submission to be made, and any relevant documentation.
- The Chair in consultation with the Board Secretary may waive the above requirements if, in the Chair's opinion, there were extenuating circumstances or the ~~presentation~~ deputation would no longer be relevant if made at another meeting.

The Board may hear a ~~presentation~~ deputation about a matter not on the agenda with the approval of the Chair in consultation with the Board Secretary. Any request to present to the Board on a matter not on the agenda must:

- pertain to matters within the Board's jurisdiction;
- be received prior to the ~~Agenda deputation Deadline~~ deadline;
- be in writing and sent to the Board Secretary;
- include the name, address, telephone number and electronic mail address of the person or organization wishing to address the Board;
- include an outline of the submission to be made, and any relevant documentation.

The Chair and the Board Secretary may agree to schedule the ~~presentation~~ deputation on the agenda of the next Board meeting or another future

meeting of the Board or a Committee of the Board. The Chair and [the Board Secretary](#) may refer matters [of to the CEO or a TSHC administration or operations to the CEO department](#).

While it is preferred that deputants inform the Board Secretary of their intention to depute it is not a requirement, however [stakeholders-deputants](#) who wish to ensure that their concerns can be adequately addressed by Directors at the meeting may submit a written or alternate format¹ copy of their deputation at least three [\(3\) business](#) days ahead of the meeting in order to allow enough time for:

- the distribution of deputation materials to Board/Committee members for their review prior to the meeting;
- information-gathering by the Board/Committee Chair and/or Board/Committee members;
- briefing of Board/Committee members on the issues raised; [and](#)
- clarification of issues/concerns raised. [-](#)

[Deputants may only depute once on the same item](#). Each [presentation-deputation](#) is limited to five minutes [per item regardless of the number of items or matters a presenter wishes to speak to](#) (excluding questions from Board members). This time may be reduced or extended at the discretion of the Chair.

Presentations from groups or organizations shall have no more than three speakers. The number of speakers does not affect the total time limit for a presentation [\(5 minutes\)](#).

Any person making a presentation to the Board shall:

- only speak on the subject(s) for which they have received approval;
- obey the rules of procedure and any decision of the Chair;
- refrain from using offensive [or disrespectful](#) language;

¹ [Alternative formats will be accepted in cases where accommodation for a disability is required.](#)

- refrain from speaking disrespectfully of another person;
- refrain from displaying signs or placards, applauding debating participants, or engaging in conversation or other behaviour that may disrupt the meeting.

Failure to abide by these rules is grounds for the Chair to conclude or curtail a presentation-deputation. If the Chair rules that the presentation-deputation is concluded, the person or persons appearing before the Board shall immediately withdraw.

Conduct of Members at Meetings

A member will be courteous and will not engage in actions which disturb the meeting.

Members should observe agreed-upon meeting protocol, display courteous and respectful conduct in all Board and Committee meetings toward each other and staff.

Members are to refrain from any behaviours that may not be appropriate in a work environment.

Members will inform the Chair each time they leave or re-enter the meeting.

A member will not:

- use unparliamentary or offensive language;
- make any noise or disturbance that prevents members from being able to participate in the meeting;
- interrupt another member who is speaking, except to raise a Matter of Privilege or a Point of Order;
- disobey the rules of the Board, or disobey a decision of the Chair or the Board on questions of order, practice, or on the interpretation of the rules of the Board.

The Chair may exclude a member from the meeting who has been given a warning but continues to disregard the Chair's rulings. ~~by the following process:~~

~~the Chair shall without debate put the question, "Should the member be ordered to leave his or her seat for the duration of the meeting?"~~

~~If the Board votes in the affirmative, the Chair will order the member to leave his or her seat for the duration of the meeting;~~

~~If the member apologizes, the Chair, with the approval of the Board, may permit him or her to resume his or her seat.~~

The same expectations and etiquette of members apply to virtual meetings and hybrid meetings. Members are expected to have the same level of participation and conduct regardless of the methods of how they participate in the meeting. Remote participants are to use video to increase their presence in the meeting and raise a hand (or virtual hand) before responding to questions or offering feedback.

New Business from Board Members

A member who wishes to add new business to a meeting agenda brings a Main Motion before the Board and will provide the Board with notice as follows:

Notices of Motion by Board members submitted before the Agenda Deadline must be in writing and in a form that the [Board](#) Secretary approves and be signed by the Board member moving it and the Board member who seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email.

Notice of Motion by Board Members after the Agenda deadline, but before the Board meeting:

- must be in writing and in a form that the [Board](#) Secretary approves and be signed by the Board member moving it and the Board member who seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email;
- must relate to an urgent matter as determined by the Chair and the [Board](#) Secretary.

If the [Board](#) Secretary and Chair do not agree that the Motion deals with an ~~Urgent-urgent Matter~~ [matter](#), the [Board](#) Secretary will refer it to the next Board meeting and present a list of these Motions to the Board for information only.

A Motion that fails to comply with the notice requirements ~~in subsections (b)-(i) and (ii)~~ may be considered by the Board if a two-thirds majority of the members present vote in favour of its introduction.

Motion without Notice during a Board meeting:

[A](#) member may make a Motion without notice during a meeting if it complies with the requirements outlined here;

- the Chair reviews it in advance and the Chair agrees that it concerns an urgent matter and allows the member to ask the Board's permission to introduce the Motion without notice; and
- two thirds of all Board members vote in favour of its introduction.

Communications

Communications may be made in writing addressed to the Board, to the Chair or to the [Board](#) Secretary.

Communications must:

- pertain to matters over which the Board has jurisdiction;
- be in a legible hand-written or printed form;
- contain a name, address and/or telephone number, and an electronic mail address if delivered by electronic mail;
- contain a signature unless delivered by electronic mail;
- not contain offensive language.

All communications, including personal information and opinions contained in a communication, that the Board receives about a matter on the agenda becomes part of the public record, unless the [Board](#) Secretary determines the disclosure of personal information would contravene the Municipal Freedom of Information and Protection of Privacy Act.

Communications that form part of the public record are available to the Board and to the public and may be distributed prior to, or during, the Board or Committee meeting.

Communications that the Board receives about a matter on the agenda may be provided to the Board if received by the [Board](#) Secretary by 12:00 p.m. on the business day prior to the Board meeting. The Chair in consultation with the [Board](#) Secretary may waive these requirements if, in the Chair's opinion, there were extenuating circumstances.

For communications about matters not on the agenda the Chair, with the recommendation of the [Board](#) Secretary may:

- put the communication before the Board,
- allow the Chief Executive Officer to consider the communication and to report to the Board, or to a Committee, in response to the communication; or
- allow the Chief Executive Officer to respond to the communication as the Chief Executive Officer deems appropriate.

Related Legislation, Regulations, and TSHC Policies:

- [Toronto Seniors Housing Corporation By-Law #1](#)
- [Municipal Freedom of Information and Protection of Privacy Act](#)
- [Board Meeting Closed Session Policy](#)
- [Conflict of Interest Policy – Board of Directors](#)
- [Board of Directors Code of Ethics and Conduct Policy](#)

Amendments:

[Initial policy approved by the Board of Directors on March 31, 2022.](#)

[Policy reviewed in June 2024 with the following revisions, approved by the Board of Directors on \[date\], 2024:](#)

- [Edits made to align with Toronto Seniors Housing Corporation By-Law #1;](#)
- [Integration of the Board Meeting Closed Session Policy;](#)
- [Review and update of the Deputation section to align with current practice;](#)
- [Additional content included in relation to hybrid meetings;](#)
- [Additional content included to enhance clarity regarding conducts in the meeting;](#)
- [Review cycle of this procedure identified as once every five years.](#)

[This policy replaces the former Interim Deputation Policy and the former Board Meeting Closed Session Policy, both retired on \[date of the approval of this Policy\].](#)

Next Scheduled Review Date: 2029

[This policy will be reviewed once every 5 years.](#)

Policy Contact

[Director, Strategy and Business Management](#)

Toronto Seniors Housing Corporation (TSHC) Board of Directors Meeting Procedures

Policy Sponsor: Director, Strategy and Business Management

Approver: Board of Directors

Initial Approval Date: March 31, 2022

Date of Last Revision: [date], 2024

Effective Date: [date], 2024

Rules of Order

All points of order or procedure for which rules have not been provided in this policy will be decided by the Chair of the Board of Directors as far as is reasonably possible first, in accordance with the rules of parliamentary procedure as contained in the current edition of Robert's Rules of Order.

Schedule of Regular Board Meetings

At the beginning of each calendar year, the Board of Directors (the "Board") will set a schedule of regular meetings for the year for the Board and for Committees of the Board.

Board members are encouraged to attend meetings in person but can join by web conference, videoconference or telephone if in-person attendance is not possible. When meetings of the Board of Directors or of a Committee of the Board cannot be held in person, the meeting may be held by means of telephone or electronic or other communications means to permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously. A Hybrid Meeting may be scheduled where the meeting takes place in a physical setting, but some members attend using technology instead of being physically present.

Any Director participating in such a meeting by such means is deemed to be present at the meeting.

Directors will be notified ahead of time of any changes to the schedule, time and/or location of the meeting.

Cancellation and Rescheduling of Meetings

Meetings may be rescheduled or cancelled in the event there is not quorum or for any reason necessitating the meeting change. The Board Secretary shall, in consultation with the Chief Executive Officer (CEO) and the Board Chair, take appropriate steps to advise all Directors of the cancellation and/or rescheduling of meetings. Notice of change is also to be posted on the Toronto Seniors Housing Corporation website and in Regional offices.

If a regularly scheduled meeting of the Board is cancelled without being rescheduled, the next regularly scheduled meeting cannot be cancelled without being rescheduled.

Special Meetings

The Board Chair or any two Directors may convene a special meeting of the Board at any time by giving formal notice not less than 24 hours to all Directors before the time of the meeting. Notice must be delivered or sent electronically or other form of written transmission to each Director. Notice, along with any agenda material must indicate the time, place and matter to be dealt with.

Board Workshops

Throughout the year, orientation sessions, workshops or training sessions for the Board may be called. No formal business of the Board will be carried out at these sessions. These sessions will not be open to the public.

Attendance

Each Director shall make reasonable efforts to advise the Board Secretary as far in advance as possible of any meeting which such Director expects not to attend. Members will notify the Board Secretary if they:

- will not be attending;
- will be arriving late for; or
- will be leaving early from any meeting of the Board or a Committee.

The Board Secretary will advise the Board of any member who has been or will be absent from meetings of the Board for three consecutive months and advise the Board of the explanation provided by the member, if any. The Board will then decide whether to authorize the member's absence by a Board resolution.

The Board will notify City Council of a vacancy if any member is absent from Board meetings for three consecutive months without authorization of the Board.

Quorum

The quorum for a meeting of the Board/Board Committee shall be a majority of the total number of all voting Directors presently sitting on the Board/Board Committee, not including any vacancies that have yet to be filled.

A meeting will be cancelled if:

- no quorum is present within fifteen (15) minutes after the time fixed for a meeting, or the continuation of a meeting after a recess; or
- if quorum is lost for fifteen (15) consecutive minutes.

If a meeting is cancelled due to lack of quorum:

- the Board Secretary will record the names of the members present; and
- the meeting will be considered adjourned until the next scheduled meeting or until the Chair calls a special meeting.

If a quorum is not possible because of declared conflicts of interest the remaining members will constitute a quorum provided that quorum is never

less than two members. In the absence of both the Chair and the Vice-Chair for a period of fifteen (15) minutes after the appointed time of the meeting, if a quorum is present, the Board Secretary shall call the meeting to order and preside over the appointment of one of the other Directors as Acting Chair to preside and discharge the duties of the Chair during the meeting, and until the arrival of the Chair or Vice-Chair.

Chair of Meeting

The Chair of any meeting of the Board of Directors shall be the Board Chair. If the Board Chair is not available, the Vice-Chair, if available, will assume the Chair of the meeting. If neither the Board Chair nor the Vice-Chair are available, another Director who is present at the meeting and selected by the Directors who are present, may assume the Chair of the meeting.

Agendas and Minutes

The agenda and any other agenda material such as minutes and reports shall be delivered to members of the Board of Directors or members of the Committee of the Board no less than 24 hours before the meeting.

Toronto Seniors Housing Corporation has a standard practice of sending agenda materials out to Directors seven (7) calendar days prior to the meeting. Meeting notices are posted in tenant buildings and the agenda materials are posted on the Toronto Seniors Housing Corporation website seven (7) calendar days in advance of the meeting.

While the standard is to have all agenda items available in advance of the meeting, there are times where this is not always possible (for example, items are not available or come up after the agenda has been issued). At the Board Chair's discretion, reports may be tabled at the meeting.

The Board Secretary will keep minutes of all Board and Committee meetings.

The minutes will record:

- the place, time and date of the meeting;
- the name of the Chair, the members present, and the members absent;
- any correction to, and the adoption of, the minutes of the previous meeting;
- all resolutions;
- any declarations of a conflict of interest, including the member's name and the reason for the conflict of interest.

Reference will be made in the minutes to an agenda item discussed in a closed meeting and the reason why the discussion was closed to the public.

The minutes will record that a Motion was carried or defeated, with no count of the vote, unless the vote was recorded. For recorded votes, the members' names and corresponding votes will be recorded in the minutes after the Chair has announced the results.

The minutes of the previous meeting will be considered at the next meeting and, after the minutes have received approval, or approval as amended, by the majority of the members present, they will be signed by the Board Chair or the appropriate Committee Chair.

Review of Agenda

Upon calling the meeting to order, the Board or Committee Chair will request Directors to identify any conflicts of interest with any item on the agenda.

Declaration of Conflict of Interest

Members must observe the requirements of the Conflict of Interest Policy by declaring any conflict of interest they have, directly or indirectly, in any matter before the Board.

A member must declare any conflict of interest at the beginning of the meeting, on arrival at the meeting, or if not present at the meeting, at the next meeting attended.

A member who has declared a conflict of interest in a matter must not take part in the discussion, must not vote, and must not try to influence the voting, on the matter.

If the discussion takes place in a closed meeting, the member must leave the room or by electronic means if attending by telephone or videoconference.

All declarations of conflict of interest are recorded in the public minutes. Declarations of conflict of interest made in public must also specify the general nature of the interest declared.

Voting on Motions

All matters will be decided by a majority vote of the members present.

A member must be present when the Motion is put in order to vote.

All members present when the motion is put to the vote must vote, unless prohibited by statute, in which case it shall be so recorded. Any member who refuses to vote is deemed to have voted against the Motion except where prohibited from voting by statute.

The Chair or Acting Chair must vote with the other members on all questions.

Voting on all Motions will be by a show of hands.

In the case of an equality of votes on any question at a meeting of the Board, the Chair of the meeting shall be entitled to a second or casting vote. A Motion to reconsider is required to reopen a matter once the result of the vote is announced.

Recorded Vote

The Chair will conduct a recorded vote if requested by any member.

The request must be made immediately before or after the taking of the vote.

The Board Secretary will record the name and vote of every member for the minutes and announce the results to the Chair.

Results of the vote, including the name and vote of every member, will be announced by the Chair immediately after the recorded vote has taken place.

Resolution in Lieu of Meeting

A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board or Board Committee, is as valid as if it had been passed at a meeting of the Board or Board Committee, provided that a copy of every such resolution shall be kept with the minutes of the proceedings of the Board/Board Committee.

Public Proceedings

Public proceedings of the Board are open to members of the public. As such, the public are notified of all public meetings. Reports and other items which are part of the public proceedings and any debate and voting of such items are open to the public.

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Members of the public should observe agreed-upon meeting protocol, display courteous and respectful conduct in all Board and Committee meetings toward each other, Board members, and staff.

Members of the public will not:

- make any noise or disturbance that prevents members from being able to participate in the meeting;
- address the Board without permission;
- use unparliamentary or offensive language; or

- display signs or placards.

The Chair may exclude any person from the meeting for improper conduct.

“In Camera” and Closed Proceedings

Board meetings and Board Committee meetings of TSHC are required to be open to the public except for items that satisfy specific criteria as indicated in Toronto Seniors Housing Corporation By-law #1 Sections 4.18 and 4.19. “In camera” and closed proceedings (meetings that are not open to the public) may take place to discuss matters specified in Section 4.19 of the Toronto Seniors Housing Corporation By-law #1. This section establishes the process by which items can be confirmed for discussion in closed session according to By-Law criteria.

Normally, items to be considered in Closed session are determined by the Board Chair/Board Committee Chair and Chief Executive Officer (CEO) or delegate in the process of developing the Board/Committee agenda.

From time to time, an individual Board member may request items for consideration in closed session, in which case the request must be made at least three (3) business days prior to the Board materials being sent out to Board members. During this time period, the Board Chair will determine whether the item fits the specified criteria. If the item is determined by the Board Chair not to fit the specified criteria and the Board member bringing the item forward disagrees with the assessment, the whole Board shall vote on whether to include the item in the closed session at the time of closed session agenda approval at the Board meeting.

If during a Board meeting a Board member wishes to have a discussion of an additional issue in closed session not previously identified and not on the meeting agenda, this must be declared at the time of the open session agenda approval. At that time the Board member will identify the issue. The Board will go into closed session and the Board member will make the case for the item to be discussed there including why it satisfies the specified

criteria and why it should be discussed at the current meeting. The Board will then vote as to its inclusion on the agenda for the closed session. After a positive vote the item can be discussed in closed session. As with all closed session agenda items, any motions stemming from the discussion shall be voted on in the public proceedings.

Prior to the commencement of an “in camera” or closed meeting, a motion must be made to move “in camera” or to closed meeting. At the conclusion of the “in camera” or closed meeting, the Board Chair, if applicable, will announce the time of the resumption of the public meeting.

Deputations

Any member of the public may ask to make a deputation at a Board or Board Committee meeting. A deputation is a way for people to speak at a Board or Board Committee meeting about a specific subject on the public agenda. Deputations can be spoken or in writing, however they need to be about items that are on the public meeting agenda.

Any person wishing to make a deputation to the Board or Board Committee regarding items for action or information on the agenda will be heard by the Board provided:

- A request to speak at a meeting or to submit a written deputation is made to the Board Secretary, in writing by 12:00 p.m. on the business day prior to the Board/Board Committee meeting.
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- The Chair in consultation with the Board Secretary may waive the above requirements if, in the Chair's opinion, there were extenuating circumstances or the deputation would no longer be relevant if made at another meeting.

The Board may hear a deputation about a matter not on the agenda with the approval of the Chair in consultation with the Board Secretary. Any request to present to the Board on a matter not on the agenda must:

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- be received prior to the deputation deadline;
- be in writing and sent to the Board Secretary;
- include the name, address, telephone number and electronic mail address of the person or organization wishing to address the Board;
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The Chair and the Board Secretary may agree to schedule the deputation on the agenda of the next Board meeting or another future meeting of the Board or a Committee of the Board. The Chair and the Board Secretary may refer matters to the CEO or a TSHC department.

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Notice of Motion by Board Members after the Agenda deadline, but before the Board meeting:

- must be in writing and in a form that the Board Secretary approves and be signed by the Board member moving it and the Board member who seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email;
- must relate to an urgent matter as determined by the Chair and the Board Secretary.

If the Board Secretary and Chair do not agree that the Motion deals with an urgent matter, the Board Secretary will refer it to the next Board meeting and present a list of these Motions to the Board for information only.

A Motion that fails to comply with the notice requirements may be considered by the Board if a two-thirds majority of the members present vote in favour of its introduction.

Motion without Notice during a Board meeting:

A member may make a Motion without notice during a meeting if it complies with the requirements outlined here;

- the Chair reviews it in advance and the Chair agrees that it concerns an urgent matter and allows the member to ask the Board's permission to introduce the Motion without notice; and
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- pertain to matters over which the Board has jurisdiction;
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- contain a signature unless delivered by electronic mail;
- not contain offensive language.

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- put the communication before the Board,
- allow the Chief Executive Officer to consider the communication and to report to the Board, or to a Committee, in response to the communication; or
- allow the Chief Executive Officer to respond to the communication as the Chief Executive Officer deems appropriate.

Related Legislation, Regulations, and TSHC Policies:

- Toronto Seniors Housing Corporation By-Law #1

- Municipal Freedom of Information and Protection of Privacy Act
- Conflict of Interest Policy – Board of Directors
- Board of Directors Code of Ethics and Conduct Policy

Amendments:

Initial policy approved by the Board of Directors on March 31, 2022.

Policy reviewed in June 2024 with the following revisions, approved by the Board of Directors on [date], 2024:

- Edits made to align with Toronto Seniors Housing Corporation By-Law #1;
- Integration of the Board Meeting Closed Session Policy;
- Review and update of the Deputation section to align with current practice;
- Additional content included in relation to hybrid meetings;
- Additional content included to enhance clarity regarding conducts in the meeting;
- Review cycle of this procedure identified as once every five years.

This policy replaces the former Interim Deputation Policy and the former Board Meeting Closed Session Policy, both retired on [date of the approval of this Policy].

Next Scheduled Review Date: 2029

This policy will be reviewed once every 5 years.

Policy Contact

Director, Strategy and Business Management

Toronto Seniors Housing Corporation (TSHC) Board of Directors Reimbursement Policy

Policy Sponsor: Director, Strategy and Business Management

Approver: Board of Directors

Initial Approval Date: April 28, 2022

Date of Last Revision: [date], 2024

Effective Date: [date], 2024

Policy Statement

This policy sets out the guidelines for ~~directors~~ Directors of the Board to be reimbursed for ~~reasoned~~ reasonable expenses incurred in exercising their responsibilities as a Board director ~~Director~~. This policy will ensure that reimbursement is done in an accountable and transparent manner.

~~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

~~Toronto Seniors Housing Corporation 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.~~

Scope

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 Board Directors for reasonable expenses.

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 TSHC in their capacity as a Board Director.

Policy Guidelines

General Expenses Eligible for Reimbursement

A Board Director may be reimbursed for all Board-related activities reasonable expenses incurred in the execution of their duties, including such expenses as:

- Meals (related expenditures that are incurred in the course of conducting the business of the Board or where the Board Director is entertaining a guest of the Board). Receipts must be provided.;
- Parking when attending meetings and events for the express purpose of fulfilling duties or expectations as a Board Director of ~~TSHC~~TSHC; and. Receipts must be provided.
- Upon request by a Board Director, travel costs to and from Board meetings may be reimbursed. Travel mode should be the most economical conveniently available. Receipts must be provided (except for TTC fares).
- 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.

- Any other expenses resulting from activities that are appropriate to fulfilling their role as a Board Director of TSHC.

Conference Expenses Eligible for Reimbursement

All TSHC travel by a [Board](#) Director must be approved in advance. Directors [of the Board](#) who are authorized to attend conferences on behalf of TSHC shall be reimbursed for related expenses including [but not limited to the examples below.](#) ÷

Travel Expenses

- Travel costs must be based on economy fare rates, unless otherwise authorized by the Board. Directors [of the Board](#) may not use travel agents who charge service fees.
- [Board](#) 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.
- [Reimbursement for TTC costs will be provided whenever a Board member is required and authorized to travel on Board business.](#)
- Other allowable expenses include taxis, shuttles, local transportation and parking, related to their role at the conference as a representative of TSHC. [Receipts must be provided.](#)
- ~~[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.](#)~~ [Board members who travel from their point of departure to their destination and are required to stay overnight in their destination area in order to tend to Board business outside of Board meetings, shall be reimbursed for their accommodation costs. Accommodation at a hotel](#)

must be a single standard room convenient to the event being attended at the most economical price – the lesser of the actual costs or government rate, where available. Receipts must be provided.

Meal-Sundry Expenses

Sundry expenses such as meals not covered in the conference fees, 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.

- ~~Meals not covered in the conference fees will be reimbursed~~ Expenses 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 Board 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 [or delegate](#).

- 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 [Finance Staff](#) for processing. Another Board Member must sign the claim form for the Board Chair. (This can be submitted electronically and not necessarily in paper format).
- It is within the responsibility of the claimant to submit all expense claims [for reimbursement within ten \(10\) business days of the end of each month to get 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 [or delegate](#) 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 Chair of the Board](#) certifying that the expenses claimed were incurred in performance of the claimant's TSHC duties. [Another Board Member must sign the claim form for the Board Chair](#).
- TSHC will monitor expense claims to ensure that budgetary parameters established by the Board of Directors are not exceeded.
- TSHC will report to the [Board](#) Chair on all expenses claimed on a yearly basis.
- The Board shall report annually to the Shareholder the total expenses paid to each [Board](#) Director using the protocols established by the City's Chief Financial Officer and 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.

Related Legislation, Regulations, and Policies:

- [Shareholder Direction from the City of Toronto to Toronto Seniors Housing Corporation](#)
- [City of Toronto Expense and Travel Reimbursement Policy For City Agencies, Boards, Commissions and Corporations](#)
- [City of Toronto Remuneration Policy For City Agencies, Boards, Commissions and Corporations](#)
- [Board of Directors Conflict of Interest Policy](#)
- [Board of Directors Payment Process](#)
- [TSHC Expense Reimbursement Policy](#)

Amendments:

[Initial policy approved by the Board of Directors on April 28, 2022.](#)

[Policy reviewed in June 2024 with the following revisions, approved by the Board of Directors on \[date\], 2024:](#)

- [Additional content included to enhance clarity.](#)
- [Additional content and edits included to align with the City of Toronto Expense and Travel Reimbursement Policy for City Agencies, Boards, Commissions and Corporations and the TSHC Expense Reimbursement Policy.](#)
- [Review cycle of this policy identified as once every five years, or as required.](#)

[This Policy replaces the former Interim Board of Directors Expense Reimbursement Policy, retired on \[date of the approval of this Policy\].](#)

Next Scheduled Review Date: [2029](#)

[This policy will be reviewed once every five years, or as required.](#)

Policy Contact

[Director, Strategy and Business Management](#)

Toronto Seniors Housing Corporation (TSHC) Board of Directors Reimbursement Policy

Policy Sponsor: Director, Strategy and Business Management

Approver: Board of Directors

Initial Approval Date: April 28, 2022

Date of Last Revision: [date], 2024

Effective Date: [date], 2024

Policy Statement

This policy sets out the guidelines for Directors of the Board to be reimbursed for reasonable expenses incurred in exercising their responsibilities as a Board Director. This policy will ensure that reimbursement is done in an accountable and transparent manner.

Scope

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 Board Directors for reasonable expenses.

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 TSHC in their capacity as a Board Director.

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A Board Director may be reimbursed for reasonable expenses incurred in the execution of their duties, including such expenses as:

- Meals (related expenditures that are incurred in the course of conducting the business of the Board or where the Board Director is entertaining a guest of the Board). Receipts must be provided.
- Parking when attending meetings and events for the express purpose of fulfilling duties or expectations as a Board Director of TSHC. Receipts must be provided.
- Upon request by a Board Director, travel costs to and from Board meetings may be reimbursed. Travel mode should be the most economical conveniently available. Receipts must be provided (except for TTC fares).
- 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.
- Any other expenses resulting from activities that are appropriate to fulfilling their role as a Board Director of TSHC.

Conference Expenses Eligible for Reimbursement

All TSHC travel by a Board Director must be approved in advance. Directors of the Board who are authorized to attend conferences on behalf of TSHC shall be reimbursed for related expenses including but not limited to the examples below.

Travel Expenses

- Travel costs must be based on economy fare rates, unless otherwise authorized by the Board. Directors of the Board may not use travel agents who charge service fees.
- Board 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.

- Reimbursement for TTC costs will be provided whenever a Board member is required and authorized to travel on Board business.
- Other allowable expenses include taxis, shuttles, local transportation and parking, related to their role at the conference as a representative of TSHC. Receipts must be provided.

Accommodation Expenses

- Board members who travel from their point of departure to their destination and are required to stay overnight in their destination area in order to tend to Board business outside of Board meetings, shall be reimbursed for their accommodation costs. Accommodation at a hotel must be a single standard room convenient to the event being attended at the most economical price – the lesser of the actual costs or government rate, where available. Receipts must be provided.

Sundry Expenses

- Sundry expenses such as meals not covered in the conference fees, reasonable incidental and business expenses, including photocopies, courier charges, telephone calls, and mail services will be reimbursed when those expenses are in support of TSHC business. Expenses 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.

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 Board 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 or delegate.
- 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 Finance staff for processing. Another Board Member must sign the claim form for the Board Chair. This can be submitted electronically and not necessarily in paper format.
- It is within the responsibility of the claimant to submit all expense claims within ten (10) business days of the end of each month to get reimbursement.
- 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 or delegate will determine acceptable forms of proof of payment.
- Expense claims must be signed by the claimant and countersigned by the Chair of the Board certifying that the expenses claimed were incurred in performance of the claimant's TSHC duties. Another Board Member must sign the claim form for the Board Chair.
- TSHC will monitor expense claims to ensure that budgetary parameters established by the Board of Directors are not exceeded.
- TSHC will report to the Board Chair on all expenses claimed on a yearly basis.
- The Board shall report annually to the Shareholder the total expenses paid to each Board Director using the protocols established by the City's Chief Financial Officer and 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.

Related Legislation, Regulations, and Policies:

- Shareholder Direction from the City of Toronto to Toronto Seniors Housing Corporation
- City of Toronto Expense and Travel Reimbursement Policy For City Agencies, Boards, Commissions and Corporations
- City of Toronto Remuneration Policy For City Agencies, Boards, Commissions and Corporations
- Board of Directors Conflict of Interest Policy
- Board of Directors Payment Process
- TSHC Expense Reimbursement Policy

Amendments:

Initial policy approved by the Board of Directors on April 28, 2022.

Policy reviewed in June 2024 with the following revisions, approved by the Board of Directors on [date], 2024:

- Additional content included to enhance clarity.
- Additional content and edits included to align with the City of Toronto Expense and Travel Reimbursement Policy for City Agencies, Boards, Commissions and Corporations and the TSHC Expense Reimbursement Policy.
- Review cycle of this policy identified as once every five years, or as required.

This Policy replaces the former Interim Board of Directors Expense Reimbursement Policy, retired on [date of the approval of this Policy].

Next Scheduled Review Date: 2029

This policy will be reviewed once every five years, or as required.

Policy Contact

Director, Strategy and Business Management

Toronto Seniors Housing Corporation (TSHC) Director Education and Board Development Policy

Policy Sponsor: Director, Strategy and Business Management

Approver: Board of Directors

Initial Approval Date: April 28, 2022

Date of Last Revision: [date], 2024

Effective Date: [date], 2024

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

Toronto Seniors Housing Corporation's (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 Objective

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 TSHC, 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.

Members of the Board of Toronto Seniors Housing Corporation (TSHC) 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, the ~~M~~Leadership Team, ~~anagement~~ and the Corporation TSHC.

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

Policy Details

A. Board Orientation

Toronto Seniors Housing Corporation 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 TSHC, its Shareholder ([City of Toronto](#)), its tenants, and to the ~~Chief Executive Officer and Management~~[TSHC Leadership Team](#).

As such, ~~Toronto Seniors Housing Corporation~~[TSHC](#) will design and maintain an in-depth orientation program for new Board members. The Board Chair, Chief Executive Officer (CEO) and ~~Corporate Secretary~~[Board 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.

~~Toronto Seniors Housing Corporation~~[TSHC](#) and its Board believe that some aspects of orientation should be standardized to ensure consistency among [Board](#) Directors. However, to be most effective, the onboarding process should also be tailored to each new Board member. As such, ~~TSHC Toronto Seniors Housing Corporation~~[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.

~~Toronto Seniors Housing Corporation~~[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 ~~constat~~relatingg documents, the role of the Board, its supporting committees, and the expectations with respect to individual Board member's 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~~the Leadership Team 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~~Toronto Seniors Housing Corporation 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 ~~three (3) to six~~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~~ Board members may inform the Board Chair, Corporate Governance and Human Resources Committee Chair and/or the Corporate Board Secretary of additional information or education needs to supplement the compulsory orientation program received.

B. Director Education

~~Toronto Seniors Housing Corporation~~ 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 Board Directors.

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

The Corporate Governance and Human Resources Committee and Corporate Board 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

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

As such, Board members are encouraged to seek out external formal learning opportunities. ~~Because As the Corporation~~ TSHC 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 Board~~ Secretary shall make Board members aware annually and from time to time about relevant courses and other external formal educational opportunities.

Informal Director Education

~~Toronto Seniors Housing Corporation~~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 Board~~ Secretary shall make Board members aware annually and from time to time about relevant external informal learning opportunities.

The ~~Corporate Board~~ 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

~~Toronto Seniors Housing Corporation~~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.

~~Toronto Seniors Housing Corporation~~TSHC will establish a board development program ~~annually~~. In developing this program, the Corporate Governance and Human Resources Committee and the ~~Corporate Board~~

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](#), [the Leadership Team](#) and [Staff](#) [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 Corporate Governance 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 Corporate Governance and Human Resources Committee, [and the TSHC CEO](#);
- Where the expenditure is directly related to organizational governance, board effectiveness, or the business and operations of the [corporationCorporation](#);
- Where the board member seeking reimbursement provides a written report to the [Corporate](#) Governance [and](#), ~~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 [Toronto Seniors Housing Corporation's](#) the approved Board [of Directors](#) Reimbursement ~~of Expense~~ Policy.

Policy Compliance and Reporting

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

The Corporate Governance and Human Resources Committee will provide the Board with an annual report setting out the educational and development activities completed by [the Board and each board member](#).

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

Related Legislation, Regulations, and Policies:

- Board [of Directors](#) Reimbursement ~~of Expense~~ Policy
- [Board of Directors](#) Code of [Ethics and](#) Conduct ~~for Board of Directors~~ Policy
- [Board of Directors Conflict of Interest Policy](#)

Amendments:

Initial policy approved by the Board of Directors on April 28, 2022.

Policy reviewed on [date], 2024 with minor revisions and reformatting. The review cycle was updated from every year to once every 5 years.

Next Scheduled Review Date: 2029

~~The Corporate Governance and Human Resources Committee will review this policy, including the orientation program, annually. This policy will be reviewed once every 5 years.~~

Policy Contact

Director, Strategy and Business Management

Toronto Seniors Housing Corporation (TSHC) Director Education and Board Development Policy

Policy Sponsor: Director, Strategy and Business Management

Approver: Board of Directors

Initial Approval Date: April 28, 2022

Date of Last Revision: [date], 2024

Effective Date: [date], 2024

Policy Statement

Toronto Seniors Housing Corporation's (TSHC's) Board of Directors and individual Board members are committed to Director education and Board development.

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- Board development; and
- Administration and reporting of Board-related education and development activities

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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, the Leadership Team, and TSHC.

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

Policy Details

A. Board Orientation

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As such, TSHC will design and maintain an in-depth orientation program for new Board members. The Board Chair, Chief Executive Officer (CEO) and Board 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 Board 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 relating documents, the role of the Board, its supporting committees, and the expectations with respect to individual Board member's 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 the Leadership Team 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 Toronto Seniors Housing Corporation 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 members' and officers' 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 three (3) to six (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, Corporate Governance and Human Resources Committee Chair and/or the Board 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 Board Directors.

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

The Corporate Governance and Human Resources Committee and Board 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 Board Directors such as classroom-based and online courses.

As such, Board members are encouraged to seek out external formal learning opportunities. As TSHC 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 Board 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 Board Secretary shall make Board members aware annually and from time to time about relevant external informal learning opportunities.

The Board 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. In developing this program, the Corporate Governance and Human Resources Committee and the Board 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 the Leadership Team 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 Corporate Governance 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 Corporate Governance and Human Resources Committee, and the TSHC CEO;
- 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 Corporate Governance and Human Resources Committee on the results of and their view on the value of the expenditure; and
- Where all requirements are met from Toronto Seniors Housing Corporation's approved Board of Directors Reimbursement Policy.

Policy Compliance and Reporting

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

The Corporate Governance and Human Resources Committee will provide the Board with an annual report setting out the educational and development activities completed by the Board and each board member.

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

Related Legislation, Regulations, and Policies:

- Board of Directors Reimbursement Policy

- Board of Directors Code of Ethics and Conduct Policy
- Board of Directors Conflict of Interest Policy

Amendments:

Initial policy approved by the Board of Directors on April 28, 2022.

Policy reviewed on [date], 2024 with minor revisions and reformatting. The review cycle was updated from every year to once every 5 years.

Next Scheduled Review Date: 2029

This policy will be reviewed once every 5 years.

Policy Contact

Director, Strategy and Business Management

Toronto Seniors Housing Corporation (TSHC)
Corporate Governance and Human Resources Committee
(CGHRC) Meeting

Meeting Date: June 12, 2024

Topic: Review of People and Culture Policies

Item Number: 10

To: Corporate Governance and Human Resources Committee

From: Director, People and Culture

Date of Report: May 31, 2024

Purpose: For Approval

Recommendation:

It is recommended that the Corporate Governance and Human Resources Committee (CGHRC) approve and recommend that the Board of Directors:

- Approve the Employee Code of Conduct, as set out in Attachment 2 to this report.
- Approve the Employee Conflict of Interest Policy, as set out in Attachment 4 to this report.
- Approve the Whistleblower Protection Policy, as set out in Attachment 6 to this report

Reason for Recommendation:

. The Toronto Seniors Housing Corporation (TSHC) Policy Management Framework was approved on January 12, 2024. This framework includes an on-going policy review and clean-up initiative which will result in a comprehensive policy inventory that will be accessible to all staff on the TSHC internal web site and to the public on the TSHC external website

In this process, each policy undergoes assessment to determine the policy owner, appropriate approval level, approval status, and policy review cycle in accordance with the Framework. Based on the assessment outcomes, recommendations are made for each policy, including actions required.

People and Culture is undertaking systematic review of its policies or procedures to ensure relevance and currency, with a target completion date by December 31, 2024.

This report includes 3 policies that require Board approval. The following is a high-level summary of each:

Employee Code of Conduct

The objective of the Code of Conduct is to identify the standards Toronto Seniors Housing Corporation expects from employees in all dealings with tenants, work colleagues, visitors, contractors, suppliers, vendors, and members of the public. It applies to all employees of TSHC and students on academic placements. This code was initially adopted from TCHC and approved by the TSHC Board of Directors on April 28, 2022.

Revisions include:

- Conversion to standard TSHC format.
- Change title from “Code of Conduct” to “Employee Code of Conduct.”
- Addition of TSHC commitment and shared values.
- Incorporation of examples relating to inappropriate behaviour (respectful workplace and sexual harassment)
- Further elaboration on the Gifts and Gratuities section.
- Assignment of Next Review Cycle (Annual)

Employee Conflict of Interest Policy

The objective of the Conflict of Interest Policy to define expectations to promote Toronto Seniors Housing Corporation’s shared values and to observe a high standard of honesty, integrity, accountability, and ethics. This policy also provides guidance on expectations of Toronto Seniors Housing Corporation related to conflicts of interest, including how to identify and resolve a conflict of interest. It applies to all employees of TSHC and students on academic placements. This policy was initially adopted from TCHC and approved by the TSHC Board of Directors on April 28, 2022.

Revisions include:

- Conversion to standard TSHC format.
- Change title from “Conflict of Interest” to “Employee Conflict of Interest.”
- Addition of TSHC commitment and shared values.
- Minor revisions to clarify roles and responsibilities employees and managers.
- Incorporation of Questions and Answers into policy.
- Assignment of Next Review Cycle (Annual)

Whistleblower Protection Policy

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. It applies to all TSHC employees and to members of the Board of Directors. Tenants are also able to report wrongdoing and are provided reasonable protection from reprisal. This policy was initially adopted from TCHC and approved by the TSHC Board of Directors on April 28, 2022.

Revisions Include:

- Conversion to standard TSHC format.
- Title change from “Whistleblower Policy” to “Whistleblower Protection Policy.”
- Addition of TSHC commitment and shared values.
- Minor revisions to clarify roles and responsibilities employees and managers.
- Assignment of Next Review Cycle (5 years)

Carol Francis

Director, People and Culture

List of Attachments:

Attachment 1 – Employee Code of Conduct (track changes)

Attachment 2 - Employee Code of Conduct (clean version)

Attachment 3 - Employee Conflict of Interest Policy (track changes)

Attachment 4 – Employee Conflict of Interest Policy (clean version)

Attachment 5 – Whistleblower Protection Policy (track changes)

Attachment 6 – Whistleblower Protection Policy (clean version)

Toronto Seniors Housing Corporation (TSHC)

Employee Code of Conduct

Policy Sponsor: Director, People and Culture

Approver: Board of Directors

Initial Approval Date: April 28, 2022

Date of Last Revision, if applicable: June 12, 2024

Effective Date: July 18, 2024

Policy Statement

Toronto Seniors Housing Corporation ([TSHC](#)) is committed to enhancing public confidence in what we do. In performing their duties and responsibilities, employees are expected to promote [shared](#) values and observe the highest possible standards of professionalism and service.

Our Commitment

With a focus on the unique needs of seniors, we are committed to being a leader in the delivery of quality, affordable housing for seniors. Our commitment includes engaging and collaborating with our tenants, our staff, and our partners towards providing excellent service for the well-being of our tenants.

Our Shared Values

Toronto Seniors Housing Corporation policies, procedures, and directives, including the Employee Code of Conduct, are based on our shared values. These values inform our decision-making and guide our behaviour in all activities related to our work.

Respect – Our culture is built on respect, trust and open and honest communication among tenants, **staff**, and service providers. We respect each tenant's independence and

privacy. We will assist tenants to find the services they prefer.

Inclusion – Quality of life for seniors is enhanced by living in vibrant and diverse communities. We strive for inclusion and equity.

Accountability – We are accountable to our tenants, our shareholder (the City of Toronto), and the public. We are committed to transparency. We are clear on our goals. We set targets and report our results. We demonstrate integrity and responsible stewardship of our resources.

Innovation – We are creative, innovative, **adaptive**, and flexible to meet the needs of our current and future tenants. We are a catalyst for positive change, energizing communities, **and partners to join us to achieve our mandate.**

Policy Objective

The purpose of this code is to identify the standards Toronto Seniors Housing Corporation expects from employees in all dealings with tenants, work colleagues, visitors, contractors, suppliers, vendors, and members of the public.

Scope

This code applies to every employee of Toronto Seniors Housing Corporation and students on academic placements.

Any employee who is in a position to make or influence decisions of the organization, such as a management or senior leadership role, will be held to a higher standard under this code.

This code shall be interpreted in a manner that is consistent with governing legislation, including but not limited to the Ontario Human Rights Code.

This code is intended to provide general guidelines and is a companion to other Toronto Seniors Housing Corporation policies, **procedures**, or directives. It is not intended to conflict with Toronto Seniors Housing Corporation's obligations to its employees under collective agreements or employment contracts. It does not replace any policy, procedure or directive unless specifically identified by the employer.

Employees with professional designations may also have obligations and may be subject to more than one code of conduct. If a situation arises that may cause conflict or confusion between the applicable codes, seek clarification from your manager and your professional organization.

Roles and Responsibilities

While performing job duties, employees of Toronto Seniors Housing Corporation are expected to:

- Promote the best interests of Toronto Seniors Housing Corporation.
- Become familiar with and abide by all policies, procedures, and directives.
- Follow any legislation that applies to your work.
- Be accountable: if an issue comes your way, take ownership of the problem, try to deal with it as best as you can, and ask for help when needed.
- Follow lawful directions of management.
- Refrain from condoning acts which are against the law or contrary to company policies, procedures, or directives.
- Be at work (unless on vacation or an authorized leave).
- Strive for customer service excellence.
- Act in a professional manner when interacting with others.
- Show care, diligence, and attention to detail in all aspects of your work.
- Treat everyone with whom they have dealings with respect.
- Be helpful, professional, and courteous at all times.

This list is not exhaustive of the standards expected by Toronto Seniors Housing Corporation. Employees should also be mindful that Toronto Seniors Housing Corporation is a public sector employer and your actions, both during working hours and in your off-duty time, can impact the reputation of Toronto Seniors Housing Corporation within the community.

The Code of Conduct does not specifically address every situation or question that may arise. It is intended to promote ethical decision-making and behaviour, to make us think how ethics and integrity guide us in doing our jobs. Ethical behaviour is not about finding the right answers – it is about asking all the right questions, like:

- **Am I putting my own interests before those of Toronto Seniors Housing Corporation?**

- Would I make the same decision if my supervisor, manager, the public or the media were watching me?
- Would I be embarrassed if my decision, comments, or actions were on the front page of a newspaper?
- Would I hesitate to take this action or allow my employees to take this action if this were my own company?
- Will I owe someone a favour if I do this?
- Would I be offered this if I were not an employee of Toronto Seniors Housing Corporation?
- Could my comments on social media or in a public forum be considered negative, derogatory, or taken as a criticism of Toronto Seniors Housing Corporation or a work colleague?

For advice or guidance related to this policy, speak to your manager or director.

Policy Content

Interactions with Tenants, Vendors, Community Partners, and the Public

Tenants, and members of the public can form impressions of Toronto Seniors Housing Corporation based on their interactions with employees of the organization. An employee's individual actions reflect on Toronto Seniors Housing Corporation as an organization. Employees of Toronto Seniors Housing Corporation must work together to build and maintain relationships within the organization and in the community. Remember, when wearing TSHC uniform or workwear, you are representing Toronto Seniors Housing Corporation to tenants, **vendors, community partners**, and the public.

Tenants, and all others who contact Toronto Seniors Housing Corporation may depend on us for information and the services we provide. **Tenants, vendors, community partners** and members of the public deserve to be treated with empathy, dignity, and respect. In all dealings with tenants, **vendors, community partners** or the public, employees are expected to be professional, helpful, and courteous at all times, especially when dealing with a difficult individual or situation. Staff should not engage in arguments with tenants, vendors, community partners or members of the public. They are expected to attempt to de-escalate situations in a calm, courteous manner, reaching out to their supervisor for support and guidance when needed. The issues being faced by tenants are important, and we must demonstrate through our words

and actions that we take these issues seriously.

Toronto Seniors Housing Corporation is committed to providing a safe work environment for employees and will not tolerate violence or harassment in accordance with the *Occupational Health and Safety Act* and the Workplace Violence Policy and the Workplace Harassment Policy. This includes when employees are interacting with tenants, vendors, community partners and the public on behalf of the company during their working hours.

Respectful Workplace

Toronto Seniors Housing Corporation is committed to fostering a respectful workplace, one that is free of inappropriate behaviour, where employees are entitled to be free of discrimination, harassment, and violence. All employees are to be treated fairly, differences are acknowledged and valued, communication is open and civil, conflict is addressed early and there is a culture of empowerment and cooperation. Employees will treat each other with courtesy, respect, and dignity. At Toronto Seniors Housing Corporation we must maintain professionalism in the workplace and try to be as helpful as possible in all dealings with each other.

Civility is expected by all employees, who should work collegially and resolve conflicts with each other in a constructive and professional manner during their working hours. Harassment, discrimination, or bullying under the *Ontario Human Rights Code*, *Occupational Health and Safety Act*, or [Toronto Seniors Housing Corporation](#) policy, are prohibited and will not be tolerated.

Employees are also expected to avoid behaviors which a reasonable person would find inappropriate in a professional and productive workplace. This includes, but is not limited to the following:

- [Behaviour which is disruptive or intimidating.](#)
- [Inappropriate banter that isolates, excludes, or centres out someone.](#)
- [Inappropriate non-verbal communication \(eye rolling, huffing, or sighing during conversations, smirking, or sneering, leering, shrugging shoulders etc.\).](#)
- [Insulting or derogatory comments, particularly as it relates to a protected ground such as gender, gender orientation, sexual identity, race, religion, country of origin etc.](#)

- Jokes, gestures, or statements that could have an impact of being offensive.
- Making up or circulating rumours which could be harmful or hurtful to another person.
- Name calling, including in a joking manner.
- Profane or vulgar language.
- Sexual comments or innuendo.
- Statements or other actions designed to be harmful, hurtful, or demeaning to another person.
- Threats, or veiled threats, included those made in a joking manner.
- Withdrawal of work, favouritism, or the unnecessary exclusion of others for an improper reason (i.e., a non-work related reason or a reason that is not justified by law).

A respectful workplace is one that is free from sexual harassment. Sexual harassment defined under the *Ontario Human Rights Act* is “engaging in a course of vexatious comment or conduct that is known or ought to be known to be unwelcome.” In some cases, one incident can be serious enough to meet the threshold for sexual harassment. Sexual harassment can include, but is not limited to:

- Asking for dates and not taking “no” for an answer.
- Asking for sex in exchange for something, like offering to improve a test score, offering to a raise of promotion at work, or withholding something.
- Bragging about sexual ability.
- Bullying based on sex or gender.
- Calling people unkind names that relate to sex or gender.
- Demanding hugs.
- Making comments about a person’s physical appearance (for example whether or not they are attractive).
- Making sexual jokes.
- Making unnecessary physical contact, including unwanted touching.
- Posting or sharing pornography, sexual pictures, cartoons, graffiti, or images of a sexual nature (including online).
- Saying or doing something because you think a person does not fit sex-role stereotypes.
- Spreading rumours of gossip of a sexual nature (including online).

For further information on sexual harassment please see the Workplace Harassment Policy.

Reasonable direction by supervisors and managers relating to the management and direction of workers or the workplace or conducting performance reviews is not workplace harassment. If [employees believe](#) they are the victim of harassment, discrimination, or bullying under TSHC policy or the law they should seek assistance from their supervisor or manager.

Toronto Seniors Housing Corporation Property

Toronto Seniors Housing Corporation owns, controls, leases, or operates facilities, materials, resources, and assets, which includes (but is not limited to) buildings, land, money, vehicles, phones, phone system, records, files, documentation, office equipment, cell phones, pass cards, computers, computer tools and network, supplies, cheques, and equipment. (TSHC “Property”).

Employees are expected to use Toronto Seniors Housing Corporation Property reasonably and responsibly and take all possible steps to protect such property from misuse, loss, or damage. This includes safeguarding property that has been entrusted to their care, such as cell phones, money, or company files. Deliberately causing damage to such property (or deliberately allowing someone else to cause damage) is prohibited.

Employees are also expected to use Toronto Seniors Housing Corporation Property lawfully, and only for a purpose directly associated with their job at Toronto Seniors Housing Corporation. For example, employees should **not access, communicate, distribute, or display racial or ethnic slurs, threats, insults, obscenities, abuse, defamation or lewd or sexually explicit material on [Toronto Seniors Housing Corporation](#) computers, cell phones or other assets. Staff should also not use an electronic key /pass card to access areas for personal reasons which are not related to their work.**

The exception to personal use is limited and occasional use of company computers, networks, internet, e-mail, and phones, as permitted by the Acceptable Use of Information Technology Policy (Note: communications over Toronto Seniors Housing Corporation Property are not private and may be monitored by the company). For further information, please see **the Acceptable Use of Information Technology policy.**

Fraud and Theft

Employees are prohibited from engaging in any type of fraud as defined in the Fraud Prevention Policy, or any action by an employee intended to conceal or avoid detection of activity prohibited by this policy. Employees are expected to immediately report, in writing and in accordance with company policy, instances of suspected fraud and any knowledge of activity which is prohibited by this clause. All confirmed incidents may be viewed as acts of a criminal nature and may be treated accordingly.

Property of Others

Employees are expected to respect and treat with care the property of other employees, tenants, former tenants, co-workers, guests, visitors, vendors, volunteers, contractors, and suppliers, which are brought onto the premises of Toronto Seniors Housing Corporation owned, controlled, leased, or operated buildings.

Employees cannot ask to borrow or use the property of a [tenant](#). Employees cannot borrow, use, or take the property of a tenant after they move out or the tenant disposes of the property, unless the employee is authorized as part of their job to do so. If the property of a visitor to a Toronto Seniors Housing Corporation building is left behind, the employee must tell their supervisor or manager and return the property.

Gifts and Gratuities

Employees may not accept [any gift](#), benefit, or favour in exchange for special consideration, or where it [may be perceived to be an exchange for special treatment. This includes \(but is not limited to\) cash tips, loans, gifts that could be perceived as an exchange for a favour, gifts from current or potential vendors or interested parties in anticipation of a procurement or tendering process. If you are offered a gift, politely explain that you appreciate the gesture, but you are already compensated by TSHC.](#)

[TSHC employees may accept:](#)

[Small holiday gifts showing appreciation such as cards, cookies, candy, or chocolates. Advertising promotional materials such as calendars, scratch pads, pens are also acceptable.](#)

If in doubt about a specific situation, discuss it with your supervisor or manager.

Licenses and Professional Designations

When an employee is required to have a license or professional designation for their job, the employee must immediately report any loss or potential loss of that license or professional designation to their supervisor or manager. For example, employees who drive company vehicles as part of their job must immediately report any suspensions of their **driver's** license to their supervisor or manager.

Alcohol and Drugs

It is prohibited for an employee to be under the influence of alcohol or drugs during working hours. The phrase “under the influence” refers to impairment, to any degree, of an individual's ability to safely perform the activity in question as a result of the use of alcohol, drugs, or a combination of both. The exception is over the counter or physician-prescribed medication and drugs unless the use results in impairment that will risk the health and safety of the employee or any other person. Impairment is a state of reduced physical or mental ability.

An employee must disclose to their supervisor or a manager if they are under the influence of any alcohol or drugs during working hours (or expect to be under the influence during working hours in the case of over the counter or physician-prescribed medication and drugs) where there could be any risk to the health and safety of the employee or any other person.

If a situation covered by this clause is brought to the attention of an employee's direct supervisor or manager, the employee's direct supervisor or manager (or other management) will review the circumstances and take appropriate action **after consultation with People and Culture**. The appropriate action shall include reasonable accommodation as required by the Ontario *Human Rights Code*. Toronto Seniors Housing Corporation has the right to request reasonable information or documentation to support accommodation under this clause.

Confidentiality

In performing their duties and responsibilities for the organization, employees will learn information about Toronto Seniors Housing Corporation and its operations. This includes information in verbal conversations and information in writing, formal documents, files, e-mails, computers, data records, *etc.* In most cases, this information is not known to the public. Examples include, but not limited to, information related to our financial affairs, marketing plans, tenants, resources, contractors, proposed initiatives, strategy, members of the public, employees, *etc.*

This information is confidential and is Toronto Seniors Housing Corporation's property. Employees must take all reasonable steps to ensure this information is not used or disclosed without proper authorization, and in accordance with company policy and the *Municipal Freedom of Information and Protection of Privacy Act*.

This includes securing and safeguarding information which has been entrusted to the employee's care, such as locking cabinets and securing documents when not in use. Employees must also be mindful of what information can be overheard in conversations or seen on their phone, both during working hours and when they are in public during their private time. Employees must not deliberately try to access such information when the information is not associated with their work. Employees are also expected not to use or disclose such information for their own personal gain or for any purpose that is not associated with their work (unless authorized by their division head or when required by law). For more information, please see the Acceptable Use of Information Technology Policy, Records Management Policy, and Conflict of Interest Policy.

These rules concerning using or disclosing information do not apply where the employee is reporting wrongdoing under company policy or participating in an internal investigation. Employees should use proper internal channels, rather than a public setting, to address any concerns they have about Toronto Seniors Housing Corporation.

For more information about how to report wrongdoing and the protections available to employees who report wrongdoing, please see the Fraud Prevention Policy.

Media Inquiries

Communications with the media must be conducted so that all information originates from a qualified, informed, and **approved** spokesperson of Toronto Seniors Housing Corporation. All media requests for interviews or information must be referred to the Communications [team](#). For more information, please see the Social Media Policy and the Media and Issues Protocol.

Relationships with Tenants

Employees may not enter the home of tenant, unless authorized by law and/or without authorization from Toronto Seniors Housing Corporation, unless they are invited by the tenant, the visit takes place outside of the employee's working hours, and the visit does not otherwise violate this [code](#). Employees must also comply with the [Toronto Seniors Housing Corporation](#) Conflict of Interest Policy.

Annual Review of Obligations

Toronto Seniors Housing Corporation employees and managers shall review their obligations under this policy on an annual basis.

Related Legislation, Regulations, and TSHC Policies:

- *Employment Standards Act*
- *Ontario Human Rights Code*
- *Occupational Health and Safety Act*
- *Municipal Freedom of Information and Protection of Privacy Act*

Related Policies and Procedures

- TSHC Employee Conflict of Interest Policy
- TSHC Use of Information Technology Policy (TCHC)
- TSHC Fraud Prevention Policy
- TSHC Social Media Policy
- TSHC Records Management Policy
- TSHC Media and Issues Protocol
- TSHC Workplace Violence Policy
- TSHC Workplace Harassment Policy

Amendments (Revision History):

Initial policy approved by [Toronto Seniors Housing Corporation](#) Board of Directors on April 28, 2022.

Policy reviewed on [June 12, 2024](#), [with](#) the following [revisions](#), approved by the Board of Directors on [July 18, 2024](#):

- Commitment and Shared Value sections added.
- Incorporation of examples illustrating inappropriate behavior.
- Further elaboration on the Gifts and Gratuities section.

Next Scheduled Review Date: [June 30, 2025](#)

This policy will be reviewed once every [year](#).

Policy Contact

Director, People and Culture

Toronto Seniors Housing Corporation (TSHC)

Employee Code of Conduct

Policy Sponsor: Director, People and Culture

Approver: Board of Directors

Initial Approval Date: April 28, 2022

Date of Last Revision, if applicable: June 12, 2024

Effective Date: July 18, 2024

Policy Statement

Toronto Seniors Housing Corporation (TSHC) is committed to enhancing public confidence in what we do. In performing their duties and responsibilities, employees are expected to promote shared values and observe the highest possible standards of professionalism and service.

Our Commitment

With a focus on the unique needs of seniors, we are committed to being a leader in the delivery of quality, affordable housing for seniors. Our commitment includes engaging and collaborating with our tenants, our staff, and our partners towards providing excellent service for the well-being of our tenants.

Our Shared Values

Toronto Seniors Housing Corporation policies, procedures, and directives, including the Employee Code of Conduct, are based on our shared values. These values inform our decision-making and guide our behaviour in all activities related to our work.

Respect – Our culture is built on respect, trust and open and honest communication among tenants, **staff**, and service providers. We respect each tenant's independence and

privacy. We will assist tenants to find the services they prefer.

Inclusion – Quality of life for seniors is enhanced by living in vibrant and diverse communities. We strive for inclusion and equity.

Accountability – We are accountable to our tenants, our shareholder (the City of Toronto), and the public. We are committed to transparency. We are clear on our goals. We set targets and report our results. We demonstrate integrity and responsible stewardship of our resources.

Innovation – We are creative, innovative, adaptive, and flexible to meet the needs of our current and future tenants. We are a catalyst for positive change, energizing communities, and partners to join us to achieve our mandate.

Policy Objective

The purpose of this code is to identify the standards Toronto Seniors Housing Corporation expects from employees in all dealings with tenants, work colleagues, visitors, contractors, suppliers, vendors, and members of the public.

Scope

This code applies to every employee of Toronto Seniors Housing Corporation and students on academic placements.

Any employee who is in a position to make or influence decisions of the organization, such as a management or senior leadership role, will be held to a higher standard under this code.

This code shall be interpreted in a manner that is consistent with governing legislation, including but not limited to the *Ontario Human Rights Code*.

This code is intended to provide general guidelines and is a companion to other Toronto Seniors Housing Corporation policies, procedures, or directives. It is not intended to conflict with Toronto Seniors Housing Corporation's obligations to its employees under collective agreements or employment contracts. It does not replace any policy, procedure or directive unless specifically identified by the employer.

Employees with professional designations may also have obligations and may be subject to more than one code of conduct. If a situation arises that may cause conflict or confusion between the applicable codes, seek clarification from your manager and your professional organization.

Roles and Responsibilities

While performing job duties, employees of Toronto Seniors Housing Corporation are expected to:

- Promote the best interests of Toronto Seniors Housing Corporation.
- Become familiar with and abide by all policies, procedures, and directives.
- Follow any legislation that applies to your work.
- Be accountable: if an issue comes your way, take ownership of the problem, try to deal with it as best as you can, and ask for help when needed.
- Follow lawful directions of management.
- Refrain from condoning acts which are against the law or contrary to company policies, procedures, or directives.
- Be at work (unless on vacation or an authorized leave).
- Strive for customer service excellence.
- Act in a professional manner when interacting with others.
- Show care, diligence, and attention to detail in all aspects of your work.
- Treat everyone with whom they have dealings with respect.
- Be helpful, professional, and courteous at all times.

This list is not exhaustive of the standards expected by Toronto Seniors Housing Corporation. Employees should also be mindful that Toronto Seniors Housing Corporation is a public sector employer and your actions, both during working hours and in your off-duty time, can impact the reputation of Toronto Seniors Housing Corporation within the community.

The Code of Conduct does not specifically address every situation or question that may arise. It is intended to promote ethical decision-making and behaviour, to make us think how ethics and integrity guide us in doing our jobs. Ethical behaviour is not about finding the right answers – it is about asking all the right questions, like:

- Am I putting my own interests before those of Toronto Seniors Housing Corporation?

- Would I make the same decision if my supervisor, manager, the public or the media were watching me?
- Would I be embarrassed if my decision, comments, or actions were on the front page of a newspaper?
- Would I hesitate to take this action or allow my employees to take this action if this were my own company?
- Will I owe someone a favour if I do this?
- Would I be offered this if I were not an employee of Toronto Seniors Housing Corporation?
- Could my comments on social media or in a public forum be considered negative, derogatory, or taken as a criticism of Toronto Seniors Housing Corporation or a work colleague?

For advice or guidance related to this policy, speak to your manager or director.

Policy Content

Interactions with Tenants, Vendors, Community Partners, and the Public

Tenants, and members of the public can form impressions of Toronto Seniors Housing Corporation based on their interactions with employees of the organization. An employee's individual actions reflect on Toronto Seniors Housing Corporation as an organization. Employees of Toronto Seniors Housing Corporation must work together to build and maintain relationships within the organization and in the community. Remember, when wearing TSHC uniform or workwear, you are representing Toronto Seniors Housing Corporation to tenants, vendors, community partners, and the public.

Tenants, and all others who contact Toronto Seniors Housing Corporation may depend on us for information and the services we provide. Tenants, vendors, community partners and members of the public deserve to be treated with empathy, dignity, and respect. In all dealings with tenants, vendors, community partners or the public, employees are expected to be professional, helpful, and courteous at all times, especially when dealing with a difficult individual or situation. Staff should not engage in arguments with tenants, vendors, community partners or members of the public. They are expected to attempt to de-escalate situations in a calm, courteous manner, reaching out to their supervisor for support and guidance when needed. The issues being faced by tenants are important, and we must demonstrate through our words

and actions that we take these issues seriously.

Toronto Seniors Housing Corporation is committed to providing a safe work environment for employees and will not tolerate violence or harassment in accordance with the *Occupational Health and Safety Act* and the Workplace Violence Policy and the Workplace Harassment Policy. This includes when employees are interacting with tenants, vendors, community partners and the public on behalf of the company during their working hours.

Respectful Workplace

Toronto Seniors Housing Corporation is committed to fostering a respectful workplace, one that is free of inappropriate behaviour, where employees are entitled to be free of discrimination, harassment, and violence. All employees are to be treated fairly, differences are acknowledged and valued, communication is open and civil, conflict is addressed early and there is a culture of empowerment and cooperation. Employees will treat each other with courtesy, respect, and dignity. At Toronto Seniors Housing Corporation we must maintain professionalism in the workplace and try to be as helpful as possible in all dealings with each other.

Civility is expected by all employees, who should work collegially and resolve conflicts with each other in a constructive and professional manner during their working hours. Harassment, discrimination, or bullying under the *Ontario Human Rights Code*, *Occupational Health and Safety Act*, or Toronto Seniors Housing Corporation policy, are prohibited and will not be tolerated.

Employees are also expected to avoid behaviors which a reasonable person would find inappropriate in a professional and productive workplace. This includes, but is not limited to the following:

- Behaviour which is disruptive or intimidating.
- Inappropriate banter that isolates, excludes, or centres out someone.
- Inappropriate non-verbal communication (eye rolling, huffing, or sighing during conversations, smirking, or sneering, leering, shrugging shoulders etc.).
- Insulting or derogatory comments, particularly as it relates to a protected ground such as gender, gender orientation, sexual identity, race, religion, country of origin etc.

- Jokes, gestures, or statements that could have an impact of being offensive.
- Making up or circulating rumours which could be harmful or hurtful to another person.
- Name calling, including in a joking manner.
- Profane or vulgar language.
- Sexual comments or innuendo.
- Statements or other actions designed to be harmful, hurtful, or demeaning to another person.
- Threats, or veiled threats, included those made in a joking manner.
- Withdrawal of work, favouritism, or the unnecessary exclusion of others for an improper reason (i.e., a non-work related reason or a reason that is not justified by law).

A respectful workplace is one that is free from sexual harassment. Sexual harassment defined under the *Ontario Human Rights Act* is “engaging in a course of vexatious comment or conduct that is known or ought to be known to be unwelcome.” In some cases, one incident can be serious enough to meet the threshold for sexual harassment. Sexual harassment can include, but is not limited to:

- Asking for dates and not taking “no” for an answer.
- Asking for sex in exchange for something, like offering to improve a test score, offering to a raise of promotion at work, or withholding something.
- Bragging about sexual ability.
- Bullying based on sex or gender.
- Calling people unkind names that relate to sex or gender.
- Demanding hugs.
- Making comments about a person’s physical appearance (for example whether or not they are attractive).
- Making sexual jokes.
- Making unnecessary physical contact, including unwanted touching.
- Posting or sharing pornography, sexual pictures, cartoons, graffiti, or images of a sexual nature (including online).
- Saying or doing something because you think a person does not fit sex-role stereotypes.
- Spreading rumours of gossip of a sexual nature (including online).

For further information on sexual harassment please see the Workplace Harassment Policy.

Reasonable direction by supervisors and managers relating to the management and direction of workers or the workplace or conducting performance reviews is not workplace harassment. If employees believe they are the victim of harassment, discrimination, or bullying under TSHC policy or the law they should seek assistance from their supervisor or manager.

Toronto Seniors Housing Corporation Property

Toronto Seniors Housing Corporation owns, controls, leases, or operates facilities, materials, resources, and assets, which includes (but is not limited to) buildings, land, money, vehicles, phones, phone system, records, files, documentation, office equipment, cell phones, pass cards, computers, computer tools and network, supplies, cheques, and equipment. (TSHC "Property").

Employees are expected to use Toronto Seniors Housing Corporation Property reasonably and responsibly and take all possible steps to protect such property from misuse, loss, or damage. This includes safeguarding property that has been entrusted to their care, such as cell phones, money, or company files. Deliberately causing damage to such property (or deliberately allowing someone else to cause damage) is prohibited.

Employees are also expected to use Toronto Seniors Housing Corporation Property lawfully, and only for a purpose directly associated with their job at Toronto Seniors Housing Corporation. For example, employees should not access, communicate, distribute, or display racial or ethnic slurs, threats, insults, obscenities, abuse, defamation or lewd or sexually explicit material on Toronto Seniors Housing Corporation computers, cell phones or other assets. Staff should also not use an electronic key /pass card to access areas for personal reasons which are not related to their work.

The exception to personal use is limited and occasional use of company computers, networks, internet, e-mail, and phones, as permitted by the Acceptable Use of Information Technology Policy (Note: communications over Toronto Seniors Housing Corporation Property are not private and may be monitored by the company). For further information, please see the Acceptable Use of Information Technology policy.

Fraud and Theft

Employees are prohibited from engaging in any type of fraud as defined in the Fraud Prevention Policy, or any action by an employee intended to conceal or avoid detection of activity prohibited by this policy. Employees are expected to immediately report, in writing and in accordance with company policy, instances of suspected fraud and any knowledge of activity which is prohibited by this clause. All confirmed incidents may be viewed as acts of a criminal nature and may be treated accordingly.

Property of Others

Employees are expected to respect and treat with care the property of other employees, tenants, former tenants, co-workers, guests, visitors, vendors, volunteers, contractors, and suppliers, which are brought onto the premises of Toronto Seniors Housing Corporation owned, controlled, leased, or operated buildings.

Employees cannot ask to borrow or use the property of a tenant. Employees cannot borrow, use, or take the property of a tenant after they move out or the tenant disposes of the property, unless the employee is authorized as part of their job to do so. If the property of a visitor to a Toronto Seniors Housing Corporation building is left behind, the employee must tell their supervisor or manager and return the property.

Gifts and Gratuities

Employees may not accept any gift, benefit, or favour in exchange for special consideration, or where it may be perceived to be an exchange for special treatment. This includes (but is not limited to) cash tips, loans, gifts that could be perceived as an exchange for a favour, gifts from current or potential vendors or interested parties in anticipation of a procurement or tendering process. If you are offered a gift, politely explain that you appreciate the gesture, but you are already compensated by TSHC.

TSHC employees may accept:

Small holiday gifts showing appreciation such as cards, cookies, candy, or chocolates. Advertising promotional materials such as calendars, scratch pads, pens are also acceptable.

If in doubt about a specific situation, discuss it with your manager.

Licenses and Professional Designations

When an employee is required to have a license or professional designation for their job, the employee must immediately report any loss or potential loss of that license or professional designation to their supervisor or manager. For example, employees who drive company vehicles as part of their job must immediately report any suspensions of their driver's license to their supervisor or manager.

Alcohol and Drugs

It is prohibited for an employee to be under the influence of alcohol or drugs during working hours. The phrase "under the influence" refers to impairment, to any degree, of an individual's ability to safely perform the activity in question as a result of the use of alcohol, drugs, or a combination of both. The exception is over the counter or physician-prescribed medication and drugs unless the use results in impairment that will risk the health and safety of the employee or any other person. Impairment is a state of reduced physical or mental ability.

An employee must disclose to their supervisor or a manager if they are under the influence of any alcohol or drugs during working hours (or expect to be under the influence during working hours in the case of over the counter or physician-prescribed medication and drugs) where there could be any risk to the health and safety of the employee or any other person.

If a situation covered by this clause is brought to the attention of an employee's direct supervisor or manager, the employee's direct supervisor or manager (or other management) will review the circumstances and take appropriate action after consultation with People and Culture. The appropriate action shall include reasonable accommodation as required by the Ontario *Human Rights Code*. Toronto Seniors Housing Corporation has the right to request reasonable information or documentation to support accommodation under this clause.

Confidentiality

In performing their duties and responsibilities for the organization, employees will learn information about Toronto Seniors Housing Corporation and its operations. This includes information in verbal conversations and information in writing, formal documents, files, e-mails, computers, data records, *etc.* In most cases, this information is not known to the public. Examples include, but not limited to, information related to our financial affairs, marketing plans, tenants, resources, contractors, proposed initiatives, strategy, members of the public, employees, *etc.*

This information is confidential and is Toronto Seniors Housing Corporation's property. Employees must take all reasonable steps to ensure this information is not used or disclosed without proper authorization, and in accordance with company policy and the *Municipal Freedom of Information and Protection of Privacy Act*.

This includes securing and safeguarding information which has been entrusted to the employee's care, such as locking cabinets and securing documents when not in use. Employees must also be mindful of what information can be overheard in conversations or seen on their phone, both during working hours and when they are in public during their private time. Employees must not deliberately try to access such information when the information is not associated with their work. Employees are also expected not to use or disclose such information for their own personal gain or for any purpose that is not associated with their work (unless authorized by their division head or when required by law). For more information, please see the Acceptable Use of Information Technology Policy, Records Management Policy, and Conflict of Interest Policy.

These rules concerning using or disclosing information do not apply where the employee is reporting wrongdoing under company policy or participating in an internal investigation. Employees should use proper internal channels, rather than a public setting, to address any concerns they have about Toronto Seniors Housing Corporation.

For more information about how to report wrongdoing and the protections available to employees who report wrongdoing, please see the Fraud Prevention Policy.

Media Inquiries

Communications with the media must be conducted so that all information originates from a qualified, informed, and **approved** spokesperson of Toronto Seniors Housing Corporation. All media requests for interviews or information must be referred to the Communications team. For more information, please see the Social Media Policy and the Media and Issues Protocol.

Relationships with Tenants

Employees may not enter the home of tenant, unless authorized by law and/or without authorization from Toronto Seniors Housing Corporation, unless they are invited by the tenant, the visit takes place outside of the employee's working hours, and the visit does not otherwise violate this code. Employees must also comply with the Toronto Seniors Housing Corporation Conflict of Interest Policy.

Annual Review of Obligations

Toronto Seniors Housing Corporation employees and managers shall review their obligations under this policy on an annual basis.

Related Legislation, Regulations, and TSHC Policies:

- *Employment Standards Act*
- *Ontario Human Rights Code*
- *Occupational Health and Safety Act*
- *Municipal Freedom of Information and Protection of Privacy Act*

Related Policies and Procedures

- TSHC Employee Conflict of Interest Policy
- TSHC Use of Information Technology Policy (TCHC)
- TSHC Fraud Prevention Policy
- TSHC Social Media Policy
- TSHC Records Management Policy
- TSHC Media and Issues Protocol
- TSHC Workplace Violence Policy
- TSHC Workplace Harassment Policy

Amendments (Revision History):

Initial policy approved by Toronto Seniors Housing Corporation Board of Directors on April 28, 2022.

Policy reviewed on June 12, 2024, with the following revisions, approved by the Board of Directors on July 18, 2024:

- Commitment and Shared Value sections added.
- Incorporation of examples illustrating inappropriate behavior.
- Further elaboration on the Gifts and Gratuities section.

Next Scheduled Review Date: June 30, 2025

This policy will be reviewed once every year.

Policy Contact

Director, People and Culture

Toronto Seniors Housing Corporation (TSHC)

Employee Conflict of Interest Policy

Policy Sponsor: Director, People and Culture

Approver: Board of Directors

Initial Approval Date: April 28, 2022

Date of Last Revision, if applicable: June,12 2024

Effective Date: July 18, 2024

Policy Statement

Toronto Seniors Housing Corporation (TSHC) is committed to enhancing public confidence in what we do. In performing their duties and responsibilities, employees are expected to promote shared values and observe the highest possible standards of professionalism and service.

Our Commitment

With a focus on the unique needs of seniors, we are committed to being a leader in the delivery of quality, affordable housing for seniors. Our commitment includes engaging and collaborating with our tenants, our staff, and our partners towards providing excellent service for the well-being of our tenants.

Our Shared Values

Toronto Seniors Housing Corporation policies, procedures, and directives, including the Employee Code of Conduct, are based on our shared values. These values inform our decision-making and guide our behaviour in all activities related to our work.

Respect – Our culture is built on respect, trust and open and honest communication among tenants, staff, and service providers. We respect each tenant's independence and privacy. We will assist tenants to find the services

they prefer.

Inclusion – Quality of life for seniors is enhanced by living in vibrant and diverse communities. We strive for inclusion and equity.

Accountability – We are accountable to our tenants, our shareholder (the City of Toronto), and the public. We are committed to transparency. We are clear on our goals. We set targets and report our results. We demonstrate integrity and responsible stewardship of our resources.

Innovation – We are creative, innovative, adaptive, and flexible to meet the needs of our current and future tenants. We are a catalyst for positive change, energizing communities, and partners to join us to achieve our mandate.

Toronto Seniors Housing Corporation (TSHC) employees are expected to conduct themselves with personal integrity, honesty, and diligence in performing their duties. TSHC employees are required to support and advance the interests of the Corporation and avoid placing themselves in situations where their personal or private interests may be in conflict with or perceived to be in conflict with the interests of TSHC.

We take pride in conducting ourselves with personal integrity, ethics, honesty, and diligence in performing our duties and ensuring we are protecting the public trust and confidence in TSHC.

Policy Objective

Promoting public confidence in Toronto Seniors Housing Corporation is the responsibility of every employee. Therefore, in performing their job duties, employees are expected to promote Toronto Seniors Housing Corporation's **shared** values and to observe a high standard of honesty, integrity, accountability, and ethics. This policy provides guidance on expectations of Toronto Seniors Housing Corporation related to conflicts of interest, including how to identify and resolve a conflict of interest.

Scope

This policy applies to every employee of Toronto Seniors Housing Corporation **and students on academic placements.**

The standards outlined in this policy are of particular importance to employees who are in a position to make or influence decisions of the organization (managers and senior leaders).

Out of Scope

Third parties who have business dealings with Toronto Seniors Housing Corporation, including contractors and vendors of Toronto Seniors Housing Corporation, are expected to comply with provisions of their contracts related to conflicts of interest. [The Board of Directors Conflict of Interest Policy governs Members of the Board of Directors.](#) [Tenant volunteers must follow the](#) Code of Conduct specified in the [Tenant Volunteer](#) Guidelines.

Definitions

Conflict of interest: Any situation in which an employee's personal or business interests may compete or appear to compete with their duties as an employee of Toronto Seniors Housing Corporation or may cause the employee to act contrary or appear to act contrary to the best interests of Toronto Seniors Housing Corporation.

A conflict of interest can also be a situation where an employee can use their position for private or personal gain or expectation of private or personal gain, non-monetary or otherwise. A conflict may also occur when the private or personal interest benefits an employee's family, friends, or organizations in which the employee's family or friends have a financial interest.

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

Actual conflict: a conflict of interest that the employee 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.

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.

An apparent conflict of interest may arise where the employee (or the employee's family, friends, or business associates) stands to benefit personally from their own actions, or from a decision of Toronto Seniors Housing Corporation that they are able to influence.

Personal or Business Interest: Includes any personal gain, benefit, privilege, or advancement the employee, and/or the employee's family, friends, or business associates (past and present) may receive or expect to receive, whether monetary or non-monetary. Examples of conflicts of interest include, but are not limited to:

- Using information learned during the course of an employee's employment for personal benefit.
- Making a decision that may result in a benefit for a personal business partner.
- Being on the hiring panel for a close friend or family member.
- Being the employee, owner, or shareholder of, or having a financial interest in a company submitting a 'bid' application to Toronto Seniors Housing Corporation.
- Accessing the information of a friend or family member who is a tenant of Toronto Seniors Housing Corporation.
- An employee 'exchanging hospitality' with a contractor or supplier, in which the employee uses their position to benefit the contractor or supplier in exchange for something that may personally benefit the employee or the employee's family, friends or business associates (past or present).
- Entering into a business or legal relationship with a [tenant](#), such as agreeing to be the executor of a tenant's will.

Roles and Responsibilities

It is the responsibility of all Toronto Seniors Housing Corporation employees to be familiar with and understand the provisions of the Conflict of Interest policy and avoid placing themselves in situations where their private or personal interests may be in conflict with or perceived to be in conflict with the interests of TSHC.

All employees must disclose to their manager any actual or perceived conflicts of interest.

It is the responsibility of managers to engage with People and Culture to determine how employees are able to continue to perform their duties in a way that does not contravene this policy. Recommendations will be reviewed and approved by department directors.

Compliance with this Policy

The rules which follow do not cover all possible situations of a conflict of interest. Employees should use proper judgment and act in the spirit of this policy at all times. If employees have any questions about this policy or need any clarification about what is expected of them, they are expected to consult with their manager for guidance.

Contravention of this policy is a serious matter. Non-compliance with this policy may lead to discipline, up to and including dismissal for cause. 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 Toronto Seniors Housing Corporation.

Policy Details

Avoiding a Conflict of Interest

- Employees must not enter into any situation, arrangement or agreement that results or could result in a conflict of interest (actual, potential, or apparent) and should arrange their personal affairs to ensure that any conflicts of interest are avoided.
- Employees should consider any advantage their position at Toronto Seniors Housing Corporation may give them, whether it be the power to influence decisions, their ability to use company resources, or their access to information about others.
- In deciding whether their actions could result in a conflict of interest, employees are expected to consider how their actions will be seen by their colleagues or the public.
- Should an employee have any questions or need any clarification about this policy, they are expected to consult with their [manager](#).

Gifts or donations

Employees may not solicit or accept any fees, advances, gifts, money, personal discounts, donations, personal benefits, meals, tickets, personal loans or the like from a [tenant](#) or any other person or entity that has, or might have, business dealings with Toronto Seniors Housing Corporation where it could result in a conflict of interest.

The exceptions are gifts of a nominal value, such as a greeting card, hat, token, memento, fridge magnet, or occasional coffee, which do not influence or would not be perceived as influencing the performance of the employee's duties. Other exceptions are accepting money where doing so is required as part of the employee's job ([e.g.](#), collecting rent or a fee established by Toronto Seniors Housing Corporation).

For example (but not intended to be a complete list), this means that an employee should never accept:

- A cash tip or in-kind gifts.
- A gift that could be viewed as an exchange for a favour.
- Any meals unless the employee pays their own expenses.
- Offers to donate to a charitable cause on the employee's behalf.
- An invitation to an event at the expense of the other person.
- Tickets to a sporting event or concert from a vendor or supplier.

If you are unsure, decline the gift and consult with your manager.

An employee should never solicit donations for a charitable cause on behalf of a contractor or supplier, unless it is for a program/initiative established by Toronto Seniors Housing Corporation.

Outside Activities and 'Moonlighting'

Employees are not [permitted to](#) engage in outside work (which includes being self-employed) or other similar activities outside of working hours unless the outside work or activity is not in conflict with their work for Toronto Seniors Housing Corporation. This includes having another job if the work demands will conflict with the employee's position at Toronto Seniors Housing Corporation or if the employee could use information they learn while working at Toronto Seniors Housing Corporation for the benefit of the other company or themselves.

If an employee:

- (a) wishes to engage in outside work, or
- (b) be a director for any board or committee which may deal with issues affecting Toronto Seniors Housing Corporation,

the employee must first declare a potential conflict to their [manager in](#) writing and receive authorization for the engagement or appointment.

[It is the responsibility of managers to engage with People and Culture to ensure that the outside work or activity is not in conflict with their responsibilities with Toronto Seniors Housing Corporation. Recommendations will be reviewed and approved by department directors.](#)

Business Interests (Examples)

If the employee is, or seeks to be, an employee, director, or officer of a company (or the employee has a financial interest in the company) that has business dealings with Toronto Seniors Housing Corporation, this is a conflict of interest.

If an employee (or a family member, [friend](#), or business associate of the employee) has a financial interest in a company that has business dealings with Toronto Seniors Housing Corporation, and the employee [engages in](#) any process related to a business transaction involving the company, this will be a conflict of interest.

The employee must declare the conflict or potential conflict of interest to their [manager in](#) writing and seek advice on their role in such circumstances. The [manager](#), in consultation with [People and Culture](#), will review the circumstances to determine what other actions, if any, should be taken to resolve the conflict.

Personal Relationships

Employees should always maintain a professional relationship with other employees and all persons with whom Toronto Seniors Housing Corporation has dealings. This includes tenants, commercial tenants ('tenants'), contractors, suppliers, and vendors.

However, Toronto Seniors Housing Corporation acknowledges that some employees will develop or have existing relationships with such individuals.

Employees must take all reasonable steps to manage these relationships, so the employee is not placed in a conflict-of-interest position (actual, potential, or apparent).

An example is if an employee works at, or has access to, a Toronto Seniors Housing Corporation-owned or operated building and has direct contact with a friend or family member who is a tenant at that building (or access to the information of friends or family because of their job at Toronto Seniors Housing Corporation) as this will usually result in a conflict of interest. A friend includes

someone the employee is dating or has a relationship with.

If an employee is involved in the hiring process for, or will supervise, family, friends, or business associates (past/current) this will also be a conflict of interest.

Employees must declare any conflicts or potential conflicts of interest to their [manager](#). The [manager](#), in consultation with [People and Culture](#), will review the circumstances to determine what actions, if any, should be taken to resolve the conflict, such as making changes to a reporting relationship or work location. Recommendations [will be reviewed and approved by](#) department [directors](#).

[Confidentiality of Information](#)

In performing their duties and responsibilities for the organization, employees will learn information about Toronto Seniors Housing Corporation and its operations which is not known to the public. Employees are prohibited from trying to access such information if it is not associated with their work. Employees are also expected not to use or disclose such information for any purpose that is not associated with their work (unless authorized by their divisional head or when required by law).

For more information regarding the responsibilities that employees have to protect the property and information of Toronto Seniors Housing Corporation, please see the Code of Conduct.

Reporting and Resolving a Conflict of Interest

All employees shall receive a copy of this policy. Employees are required to declare any conflict of interest (real, potential, or apparent) they may have under this policy upon hire. If, during the course of their employment, an employee is in or will be in a conflict of interest situation, the employee must immediately report/declare the conflict of interest in writing to their [manager](#).

Employees are expected to fully cooperate in any discussion or investigation related to the resolution of a conflict of interest. The [manager](#), in consultation with [People and Culture](#), will review the circumstances to determine what actions, if any, should be taken to resolve the conflict. [Recommendations will be reviewed and approved by](#)

department [directors](#).

Annual Review of Obligations

Toronto Seniors Housing Corporation [employees and managers shall review their obligations under this policy on an annual basis, including the requirement to declare a conflict of interest.](#)

Related Legislation, Regulations, and TSHC Policies:

- Employment Standards Act
- Ontario Human Rights Code
- Municipal Freedom of Information and Protection of Privacy Act
- Employee Code of Conduct Policy
- Acceptable Use of Information Technology Policy
- Fraud Prevention Policy
- Media and Issues Protocol
- Elections Policy

Amendments (Revision History):

Initial policy approved by Board of Directors on April 28, 2022.

Policy reviewed on [[June 12, 2024](#)] with minor revisions further clarifying the roles and responsibilities of employees, [managers](#), and directors regarding the disclosure, [review](#), and approval of conflicts of [interest, with approval by the Board of Directors on July 18, 2024](#)

[Effective Date: July 18, 2024](#)

Next Scheduled Review Date: [June 30, 2025](#)

This policy will be reviewed once every year.

Policy Contact

Director, People and Culture

Appendices

Appendix - Conflict of Interest Policy Questions and Answers

Why do we have a Conflict of Interest Policy?

The [Conflict of Interest policy](#) is important to us as a public sector organization. Promoting public confidence in Toronto Seniors Housing Corporation (TSHC) is the responsibility of every employee. We are all expected to promote Toronto Seniors Housing Corporation's shared values and to follow a high standard of honesty, integrity, accountability, and ethics. The Conflict of Interest Policy makes these expectations clear and consistent across the organization.

This policy is also intended to protect you by setting out steps that you can take to protect yourself against allegations of a conflict of interest. Most conflicts can be reasonably resolved to the satisfaction of both the employee and Toronto Seniors Housing Corporation.

What is a conflict of interest?

A conflict of interest is any situation where an employee's personal or business interests compete or appear to compete against their duties as an employee and against the best interests of Toronto Seniors Housing Corporation. A conflict of interest can be one or more of the following types:

- **Actual conflict:** a conflict of interest that the employee has, or may have, at the present time.
- **Potential conflict:** any situation which may lead to or have the potential to lead to a conflict of interest in the future.

- **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.

Example of a business interest conflict

Employee A works at Toronto Seniors Housing Corporation and has responsibilities for procurement activities. Employee A's close relative (a family member) is a co-owner of XYZ Roofing Company Ltd. and sometimes does work repairing Toronto Seniors Housing Corporation roofs. Employee A oversaw the procurement process through which XYZ Roofing Company Ltd. was hired to complete a roofing contract.

This is a conflict of interest because Employee A's close relative (a family member) stands to benefit personally from a decision of Toronto Seniors Housing Corporation that Employee A was able to influence.

Example of a personal relationship conflict

Employee B is a manager at Toronto Seniors Housing Corporation. Employee B is hiring a new team member and recommends that their niece apply. Employee B interviews their niece in the hiring process.

This is a conflict of interest because Employee B is involved in the hiring process for their niece.

How do I declare a conflict of interest?

You must complete the [Declaration of Conflict of Interest Form](#) and send it to your manager. Instructions on how to submit the form confidentially are set out on the form.

When should I report that I have a conflict of interest?

You must declare all conflicts of interest when you become aware of them. If you have any doubt about whether you have a conflict of interest, you should declare the conflict [immediately](#). Each year, Toronto Seniors Housing Corporation will [review obligations with employees and managers](#) under the

policy, including requirements to declare any conflicts of interest and to complete the Declaration of Interest form.

Do I have to tell my manager?

If you are not comfortable declaring your conflict of interest to your manager, you may declare it to your department director.

Who does this policy apply to?

The Conflict of Interest Policy applies to every employee of Toronto Seniors Housing Corporation, [and students on academic placements](#). The policy is especially important to employees who are in a position to make or influence decisions of the organization.

Who is not covered by this policy?

- [Third-party contractors and vendors, Tenant Volunteers and TSHC Board members](#) are not covered by this policy. Contractors and vendors must follow any conflict of interest guidelines in their [contracts](#). TSHC Board members must [follow the Conflict of Interest policy for the Board of Directors. Tenant Volunteers must follow the Code of Conduct in the Tenant Volunteer Guidelines](#).

Can I work at another job outside of Toronto Seniors Housing Corporation?

Employees may engage in outside work or be appointed to a board (paid or volunteer) as long as the work is not in conflict with their duties at Toronto Seniors Housing Corporation. If you plan to work a second job or join a board of directors, you must first complete the Declaration of Interest Form and receive approval before you accept the position.

What if I already have another job outside of Toronto Seniors Housing Corporation?

If you already have another job, or an appointment to a board, you must still consider whether the second job places you in a conflict of interest with your job at Toronto Seniors Housing Corporation and submit a Declaration of Interest form.

Example of a conflict of interest that could exist when you work at a second job:

Employee C works at a second job outside of Toronto Seniors Housing Corporation. Their shift at Toronto Seniors Housing Corporation ends at 4 p.m., but her second job starts at 4:15 p.m. To make it to their second job on time, Employee C leaves their Toronto Seniors Housing Corporation job at 3:30 p.m.

This is a conflict of interest because the work demands of Employee C's second job conflict with their responsibilities at Toronto Seniors Housing Corporation.

What will happen when I declare a conflict of interest?

Your situation will be reviewed to determine if there is a conflict of interest under the policy. The purpose of the Conflict of Interest Policy is not to punish employees for declaring a conflict of interest. The policy is meant to help employees resolve conflicts of interest by encouraging them to declare any situation that may be an actual, [potential](#), or apparent conflict of interest.

Can I declare a conflict of interest on behalf of someone else?

No, but if you think there is wrongdoing that needs to be reported, we encourage you to make a report under the [Whistleblower Protection Policy](#) or our [Fraud Prevention Policy](#).

Does the Conflict of Interest Policy apply to how I use Toronto Seniors Housing Corporation property?

The Conflict of Interest Policy has some guidelines for the use of Toronto Seniors Housing Corporation property, but the [Code of Conduct](#) covers the use of Toronto Seniors Housing Corporation property in more detail. If you use Toronto Seniors Housing Corporation property for anything other than its intended use as a Toronto Seniors Housing Corporation employee, or you use or try to access information that is unrelated to your duties and responsibilities, the Conflict of Interest Policy may apply.

If you are unsure if you have a conflict of interest, please reach out to your manager [or](#) department [director for guidance](#). [Employees must always follow the Acceptable Use of Information Technology Policy when](#) using Toronto Seniors Housing Corporation cell phones, computers, email, [Internet](#), and other information technology.

Example of a conflict of interest that could exist if you try to access information that is unrelated to your duties and responsibilities as an employee:

Employee D knows someone who lives in a Toronto Seniors Housing Corporation owned or operated building. Employee D uses his position at Toronto Seniors Housing Corporation to access the information of tenants in the company database and uses this information for personal reasons. Employee D does not need to access this information for a purpose associated with their duties and responsibilities while at work.

This is a conflict of interest because Employee D has accessed or used information that they learned while working at Toronto Seniors Housing Corporation for their own personal benefit and not his job.

As an employee and a tenant of TSHC who is living in an RGI unit, do I have to declare my TSHC income and report any changes to my salary, and am I required to report if someone else is living in my unit?

Yes. Under the RGI program, you are required to report who is living in your unit and you must also accurately report your income at all times. This includes your salary as TSHC employee and any changes to your salary during the year (i.e. if you are promoted or receive a pay increase). This information is used to determine if you are eligible to be an RGI tenant and in the calculation of your rent. There could be an impact on your tenancy if you do not accurately report this information, and you may be required to repay amounts if your rent is recalculated. As a TSHC employee, you would actually be in violation of both the [Employee Code of Conduct](#) and [Employee Conflict of Interest Policy](#) if you do not accurately report your income and who is living in your RGI unit. TSHC will the income being reported by TSHC employees who are also tenants under the RGI program.

Toronto Seniors Housing Corporation (TSHC)

Employee Conflict of Interest Policy

Policy Sponsor: Director, People and Culture

Approver: Board of Directors

Initial Approval Date: April 28, 2022

Date of Last Revision, if applicable: June,12 2024

Effective Date: July 18, 2024

Policy Statement

Toronto Seniors Housing Corporation (TSHC) is committed to enhancing public confidence in what we do. In performing their duties and responsibilities, employees are expected to promote shared values and observe the highest possible standards of professionalism and service.

Our Commitment

With a focus on the unique needs of seniors, we are committed to being a leader in the delivery of quality, affordable housing for seniors. Our commitment includes engaging and collaborating with our tenants, our staff, and our partners towards providing excellent service for the well-being of our tenants.

Our Shared Values

Toronto Seniors Housing Corporation policies, procedures, and directives, including the Employee Code of Conduct, are based on our shared values. These values inform our decision-making and guide our behaviour in all activities related to our work.

Respect – Our culture is built on respect, trust and open and honest communication among tenants, staff, and service providers. We respect each tenant’s independence and privacy. We will assist tenants to find the services

they prefer.

Inclusion – Quality of life for seniors is enhanced by living in vibrant and diverse communities. We strive for inclusion and equity.

Accountability – We are accountable to our tenants, our shareholder (the City of Toronto), and the public. We are committed to transparency. We are clear on our goals. We set targets and report our results. We demonstrate integrity and responsible stewardship of our resources.

Innovation – We are creative, innovative, adaptive, and flexible to meet the needs of our current and future tenants. We are a catalyst for positive change, energizing communities, and partners to join us to achieve our mandate.

Toronto Seniors Housing Corporation (TSHC) employees are expected to conduct themselves with personal integrity, honesty, and diligence in performing their duties. TSHC employees are required to support and advance the interests of the Corporation and avoid placing themselves in situations where their personal or private interests may be in conflict with or perceived to be in conflict with the interests of TSHC.

We take pride in conducting ourselves with personal integrity, ethics, honesty, and diligence in performing our duties and ensuring we are protecting the public trust and confidence in TSHC.

Policy Objective

Promoting public confidence in Toronto Seniors Housing Corporation is the responsibility of every employee. Therefore, in performing their job duties, employees are expected to promote Toronto Seniors Housing Corporation's shared values and to observe a high standard of honesty, integrity, accountability, and ethics. This policy provides guidance on expectations of Toronto Seniors Housing Corporation related to conflicts of interest, including how to identify and resolve a conflict of interest.

Scope

This policy applies to every employee of Toronto Seniors Housing Corporation and students on academic placements.

The standards outlined in this policy are of particular importance to employees who are in a position to make or influence decisions of the organization (managers and senior leaders).

Out of Scope

Third parties who have business dealings with Toronto Seniors Housing Corporation, including contractors and vendors of Toronto Seniors Housing Corporation, are expected to comply with provisions of their contracts related to conflicts of interest. The Board of Directors Conflict of Interest Policy governs Members of the Board of Directors. Tenant volunteers must follow the Code of Conduct specified in the Tenant Volunteer Guidelines.

Definitions

Conflict of interest: Any situation in which an employee's personal or business interests may compete or appear to compete with their duties as an employee of Toronto Seniors Housing Corporation or may cause the employee to act contrary or appear to act contrary to the best interests of Toronto Seniors Housing Corporation.

A conflict of interest can also be a situation where an employee can use their position for private or personal gain or expectation of private or personal gain, non-monetary or otherwise. A conflict may also occur when the private or personal interest benefits an employee's family, friends, or organizations in which the employee's family or friends have a financial interest.

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

Actual conflict: a conflict of interest that the employee 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.

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.

An apparent conflict of interest may arise where the employee (or the employee's family, friends, or business associates) stands to benefit personally from their own actions, or from a decision of Toronto Seniors Housing Corporation that they are able to influence.

Personal or Business Interest: Includes any personal gain, benefit, privilege, or advancement the employee, and/or the employee's family, friends, or business associates (past and present) may receive or expect to receive, whether monetary or non-monetary. Examples of conflicts of interest include, but are not limited to:

- Using information learned during the course of an employee's employment for personal benefit.
- Making a decision that may result in a benefit for a personal business partner.
- Being on the hiring panel for a close friend or family member.
- Being the employee, owner, or shareholder of, or having a financial interest in a company submitting a 'bid' application to Toronto Seniors Housing Corporation.
- Accessing the information of a friend or family member who is a tenant of Toronto Seniors Housing Corporation.
- An employee 'exchanging hospitality' with a contractor or supplier, in which the employee uses their position to benefit the contractor or supplier in exchange for something that may personally benefit the employee or the employee's family, friends or business associates (past or present).
- Entering into a business or legal relationship with a tenant, such as agreeing to be the executor of a tenant's will.

Roles and Responsibilities

It is the responsibility of all Toronto Seniors Housing Corporation employees to be familiar with and understand the provisions of the Conflict of Interest policy and avoid placing themselves in situations where their private or personal interests may be in conflict with or perceived to be in conflict with the interests of TSHC.

All employees must disclose to their manager any actual or perceived conflicts of interest.

It is the responsibility of managers to engage with People and Culture to determine how employees are able to continue to perform their duties in a way that does not contravene this policy. Recommendations will be reviewed and approved by department directors.

Compliance with this Policy

The rules which follow do not cover all possible situations of a conflict of interest. Employees should use proper judgment and act in the spirit of this policy at all times. If employees have any questions about this policy or need any clarification about what is expected of them, they are expected to consult with their manager for guidance.

Contravention of this policy is a serious matter. Non-compliance with this policy may lead to discipline, up to and including dismissal for cause. 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 Toronto Seniors Housing Corporation.

Policy Details

Avoiding a Conflict of Interest

- Employees must not enter into any situation, arrangement or agreement that results or could result in a conflict of interest (actual, potential, or apparent) and should arrange their personal affairs to ensure that any conflicts of interest are avoided.
- Employees should consider any advantage their position at Toronto Seniors Housing Corporation may give them, whether it be the power to influence decisions, their ability to use company resources, or their access to information about others.
- In deciding whether their actions could result in a conflict of interest, employees are expected to consider how their actions will be seen by their colleagues or the public.
- Should an employee have any questions or need any clarification about this policy, they are expected to consult with their manager.

Gifts or donations

Employees may not solicit or accept any fees, advances, gifts, money, personal discounts, donations, personal benefits, meals, tickets, personal loans or the like from a tenant or any other person or entity that has, or might have, business dealings with Toronto Seniors Housing Corporation where it could result in a conflict of interest.

The exceptions are gifts of a nominal value, such as a greeting card, hat, token, memento, fridge magnet, or occasional coffee, which do not influence or would not be perceived as influencing the performance of the employee's duties. Other exceptions are accepting money where doing so is required as part of the employee's job (e.g., collecting rent or a fee established by Toronto Seniors Housing Corporation).

For example (but not intended to be a complete list), this means that an employee should never accept:

- A cash tip or in-kind gifts.
- A gift that could be viewed as an exchange for a favour.
- Any meals unless the employee pays their own expenses.
- Offers to donate to a charitable cause on the employee's behalf.
- An invitation to an event at the expense of the other person.
- Tickets to a sporting event or concert from a vendor or supplier.

If you are unsure, decline the gift and consult with your manager.

An employee should never solicit donations for a charitable cause on behalf of a contractor or supplier, unless it is for a program/initiative established by Toronto Seniors Housing Corporation.

Outside Activities and 'Moonlighting'

Employees are not permitted to engage in outside work (which includes being self-employed) or other similar activities outside of working hours unless the outside work or activity is not in conflict with their work for Toronto Seniors Housing Corporation. This includes having another job if the work demands will conflict with the employee's position at Toronto Seniors Housing Corporation or if the employee could use information they learn while working at Toronto Seniors Housing Corporation for the benefit of the other company or themselves.

If an employee:

- (a) wishes to engage in outside work, or
- (b) be a director for any board or committee which may deal with issues affecting Toronto Seniors Housing Corporation,

the employee must first declare a potential conflict to their manager in writing and receive authorization for the engagement or appointment.

It is the responsibility of managers to engage with People and Culture to ensure that the outside work or activity is not in conflict with their responsibilities with Toronto Seniors Housing Corporation. Recommendations will be reviewed and approved by department directors.

Business Interests (Examples)

If the employee is, or seeks to be, an employee, director, or officer of a company (or the employee has a financial interest in the company) that has business dealings with Toronto Seniors Housing Corporation, this is a conflict of interest.

If an employee (or a family member, friend, or business associate of the employee) has a financial interest in a company that has business dealings with Toronto Seniors Housing Corporation, and the employee engages in any process related to a business transaction involving the company, this will be a conflict of interest.

The employee must declare the conflict or potential conflict of interest to their manager in writing and seek advice on their role in such circumstances. The manager, in consultation with People and Culture, will review the circumstances to determine what other actions, if any, should be taken to resolve the conflict.

Personal Relationships

Employees should always maintain a professional relationship with other employees and all persons with whom Toronto Seniors Housing Corporation has dealings. This includes tenants, commercial tenants ('tenants'), contractors, suppliers, and vendors.

However, Toronto Seniors Housing Corporation acknowledges that some employees will develop or have existing relationships with such individuals.

Employees must take all reasonable steps to manage these relationships, so the employee is not placed in a conflict-of-interest position (actual, potential, or apparent).

An example is if an employee works at, or has access to, a Toronto Seniors Housing Corporation-owned or operated building and has direct contact with a friend or family member who is a tenant at that building (or access to the information of friends or family because of their job at Toronto Seniors Housing Corporation) as this will usually result in a conflict of interest. A friend includes

someone the employee is dating or has a relationship with.

If an employee is involved in the hiring process for, or will supervise, family, friends, or business associates (past/current) this will also be a conflict of interest.

Employees must declare any conflicts or potential conflicts of interest to their manager. The manager, in consultation with People and Culture, will review the circumstances to determine what actions, if any, should be taken to resolve the conflict, such as making changes to a reporting relationship or work location. Recommendations will be reviewed and approved by department directors.

Confidentiality of Information

In performing their duties and responsibilities for the organization, employees will learn information about Toronto Seniors Housing Corporation and its operations which is not known to the public. Employees are prohibited from trying to access such information if it is not associated with their work. Employees are also expected not to use or disclose such information for any purpose that is not associated with their work (unless authorized by their divisional head or when required by law).

For more information regarding the responsibilities that employees have to protect the property and information of Toronto Seniors Housing Corporation, please see the Code of Conduct.

Reporting and Resolving a Conflict of Interest

All employees shall receive a copy of this policy. Employees are required to declare any conflict of interest (real, potential, or apparent) they may have under this policy upon hire. If, during the course of their employment, an employee is in or will be in a conflict of interest situation, the employee must immediately report/declare the conflict of interest in writing to their manager.

Employees are expected to fully cooperate in any discussion or investigation related to the resolution of a conflict of interest. The manager, in consultation with People and Culture, will review the circumstances to determine what actions, if any, should be taken to resolve the conflict. Recommendations will be reviewed and approved by

department directors.

Annual Review of Obligations

Toronto Seniors Housing Corporation employees and managers shall review their obligations under this policy on an annual basis, including the requirement to declare a conflict of interest.

Related Legislation, Regulations, and TSHC Policies:

- Employment Standards Act
- Ontario Human Rights Code
- Municipal Freedom of Information and Protection of Privacy Act
- Employee Code of Conduct Policy
- Acceptable Use of Information Technology Policy
- Fraud Prevention Policy
- Media and Issues Protocol
- Elections Policy

Amendments (Revision History):

Initial policy approved by Board of Directors on April 28, 2022.

Policy reviewed on [June 12, 2024] with minor revisions further clarifying the roles and responsibilities of employees, managers, and directors regarding the disclosure, review, and approval of conflicts of interest, with approval by the Board of Directors on July 18, 2024

Effective Date: July 18, 2024

Next Scheduled Review Date: June 30, 2025

This policy will be reviewed once every year.

Policy Contact

Director, People and Culture

Appendices

Appendix - Conflict of Interest Policy Questions and Answers

Why do we have a Conflict of Interest Policy?

The Conflict of Interest policy is important to us as a public sector organization. Promoting public confidence in Toronto Seniors Housing Corporation (TSHC) is the responsibility of every employee. We are all expected to promote Toronto Seniors Housing Corporation's shared values and to follow a high standard of honesty, integrity, accountability, and ethics. The Conflict of Interest Policy makes these expectations clear and consistent across the organization.

This policy is also intended to protect you by setting out steps that you can take to protect yourself against allegations of a conflict of interest. Most conflicts can be reasonably resolved to the satisfaction of both the employee and Toronto Seniors Housing Corporation.

What is a conflict of interest?

A conflict of interest is any situation where an employee's personal or business interests compete or appear to compete against their duties as an employee and against the best interests of Toronto Seniors Housing Corporation. A conflict of interest can be one or more of the following types:

- **Actual conflict:** a conflict of interest that the employee has, or may have, at the present time.
- **Potential conflict:** any situation which may lead to or have the potential to lead to a conflict of interest in the future.

- **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.

Example of a business interest conflict

Employee A works at Toronto Seniors Housing Corporation and has responsibilities for procurement activities. Employee A's close relative (a family member) is a co-owner of XYZ Roofing Company Ltd. and sometimes does work repairing Toronto Seniors Housing Corporation roofs. Employee A oversaw the procurement process through which XYZ Roofing Company Ltd. was hired to complete a roofing contract.

This is a conflict of interest because Employee A's close relative (a family member) stands to benefit personally from a decision of Toronto Seniors Housing Corporation that Employee A was able to influence.

Example of a personal relationship conflict

Employee B is a manager at Toronto Seniors Housing Corporation. Employee B is hiring a new team member and recommends that their niece apply. Employee B interviews their niece in the hiring process.

This is a conflict of interest because Employee B is involved in the hiring process for their niece.

How do I declare a conflict of interest?

You must complete the [Declaration of Conflict of Interest Form](#) and send it to your manager. Instructions on how to submit the form confidentially are set out on the form.

When should I report that I have a conflict of interest?

You must declare all conflicts of interest when you become aware of them. If you have any doubt about whether you have a conflict of interest, you should declare the conflict immediately. Each year, Toronto Seniors Housing Corporation will review obligations with employees and managers under the

policy, including requirements to declare any conflicts of interest and to complete the Declaration of Interest form.

Do I have to tell my manager?

If you are not comfortable declaring your conflict of interest to your manager, you may declare it to your department director.

Who does this policy apply to?

The Conflict of Interest Policy applies to every employee of Toronto Seniors Housing Corporation, and students on academic placements. The policy is especially important to employees who are in a position to make or influence decisions of the organization.

Who is not covered by this policy?

- Third-party contractors and vendors, Tenant Volunteers and TSHC Board members are not covered by this policy. Contractors and vendors must follow any conflict of interest guidelines in their contracts. TSHC Board members must follow the Conflict of Interest policy for the Board of Directors. Tenant Volunteers must follow the Code of Conduct in the Tenant Volunteer Guidelines.

Can I work at another job outside of Toronto Seniors Housing Corporation?

Employees may engage in outside work or be appointed to a board (paid or volunteer) as long as the work is not in conflict with their duties at Toronto Seniors Housing Corporation. If you plan to work a second job or join a board of directors, you must first complete the Declaration of Interest Form and receive approval before you accept the position.

What if I already have another job outside of Toronto Seniors Housing Corporation?

If you already have another job, or an appointment to a board, you must still consider whether the second job places you in a conflict of interest with your job at Toronto Seniors Housing Corporation and submit a Declaration of Interest form.

Example of a conflict of interest that could exist when you work at a second job:

Employee C works at a second job outside of Toronto Seniors Housing Corporation. Their shift at Toronto Seniors Housing Corporation ends at 4 p.m., but her second job starts at 4:15 p.m. To make it to their second job on time, Employee C leaves their Toronto Seniors Housing Corporation job at 3:30 p.m.

This is a conflict of interest because the work demands of Employee C's second job conflict with their responsibilities at Toronto Seniors Housing Corporation.

What will happen when I declare a conflict of interest?

Your situation will be reviewed to determine if there is a conflict of interest under the policy. The purpose of the Conflict of Interest Policy is not to punish employees for declaring a conflict of interest. The policy is meant to help employees resolve conflicts of interest by encouraging them to declare any situation that may be an actual, potential, or apparent conflict of interest.

Can I declare a conflict of interest on behalf of someone else?

No, but if you think there is wrongdoing that needs to be reported, we encourage you to make a report under the [Whistleblower Protection Policy](#) or our [Fraud Prevention Policy](#).

Does the Conflict of Interest Policy apply to how I use Toronto Seniors Housing Corporation property?

The Conflict of Interest Policy has some guidelines for the use of Toronto Seniors Housing Corporation property, but the Code of Conduct covers the use of Toronto Seniors Housing Corporation property in more detail. If you use Toronto Seniors Housing Corporation property for anything other than its intended use as a Toronto Seniors Housing Corporation employee, or you use or try to access information that is unrelated to your duties and responsibilities, the Conflict of Interest Policy may apply.

If you are unsure if you have a conflict of interest, please reach out to your manager or department director for guidance. Employees must always follow the Acceptable [Use of Information Technology Policy](#) when using Toronto Seniors Housing Corporation cell phones, computers, email, Internet, and other information technology.

Example of a conflict of interest that could exist if you try to access information that is unrelated to your duties and responsibilities as an employee:

Employee D knows someone who lives in a Toronto Seniors Housing Corporation owned or operated building. Employee D uses his position at Toronto Seniors Housing Corporation to access the information of tenants in the company database and uses this information for personal reasons. Employee D does not need to access this information for a purpose associated with their duties and responsibilities while at work.

This is a conflict of interest because Employee D has accessed or used information that they learned while working at Toronto Seniors Housing Corporation for their own personal benefit and not his job.

As an employee and a tenant of TSHC who is living in an RGI unit, do I have to declare my TSHC income and report any changes to my salary, and am I required to report if someone else is living in my unit?

Yes. Under the RGI program, you are required to report who is living in your unit and you must also accurately report your income at all times. This includes your salary as TSHC employee and any changes to your salary during the year (i.e. if you are promoted or receive a pay increase). This information is used to determine if you are eligible to be an RGI tenant and in the calculation of your rent. There could be an impact on your tenancy if you do not accurately report this information, and you may be required to repay amounts if your rent is recalculated. As a TSHC employee, you would actually be in violation of both the Employee Code of Conduct and Employee Conflict of Interest Policy if you do not accurately report your income and who is living in your RGI unit. TSHC will the income being reported by TSHC employees who are also tenants under the RGI program.

Toronto Seniors Housing Corporation (TSHC)
Whistleblower **Protection** Policy

Policy Sponsor: Director, People and Culture
Approver: Board of Directors
Initial Approval Date: April 28, 2022
Date of Last Revision, if applicable: [June 12, 2024](#)
Effective Date: [July 18, 2024](#)

Policy Statement

Toronto Seniors Housing Corporation (TSHC) is committed to enhancing public confidence in what we do. In performing their duties and responsibilities, employees are expected to promote shared values and observe the highest possible standards of professionalism and service.

Commented [DS1]: Added commitment and shared values to policy statement

Our Commitment

With a focus on the unique needs of seniors, we are committed to being a leader in the delivery of quality, affordable housing for seniors. Our commitment includes engaging and collaborating with our tenants, our staff, and our partners towards providing excellent service for the well-being of our tenants.

Our Shared Values

Toronto Seniors Housing Corporation policies, procedures, and directives, including the Employee Code of Conduct, are based on our shared values. These values inform our decision-making and guide our behaviour in all activities related to our work.

Respect – Our culture is built on respect, trust and open and honest communication among tenants, staff, and service providers. We respect each tenant’s independence and privacy. We will assist tenants to find the services they prefer.

Inclusion – Quality of life for seniors is enhanced by living in vibrant and diverse communities. We strive for inclusion and equity.

Accountability – We are accountable to our tenants, our shareholder (the City of Toronto), and the public. We are committed to transparency. We are clear on our goals. We set targets and report our results. We demonstrate integrity and responsible stewardship of our resources.

Innovation – We are creative, innovative, adaptive, and flexible to meet the needs of our current and future tenants. We are a catalyst for positive change,

Toronto Seniors Housing Corporation

energizing communities, and partners to join us to achieve our mandate.

Toronto Seniors Housing Corporation (TSHC) is also committed to promoting integrity, ethics, accountability, and transparency. We recognize it is in the public interest to ensure that all disclosures are investigated, and to protect from reprisal, to the fullest extent possible, those employees who in good faith report wrongdoing.

Toronto Seniors Housing Corporation will not tolerate wrongdoing or reprisals against employees who report wrongdoing, and all employees have a duty to report suspected wrongdoing. Disclosures of wrongdoing will be investigated in accordance with these provisions in order to maintain public confidence in the delivery of Toronto Seniors Housing Corporation services and use of Toronto Seniors Housing Corporation resources.

Policy Objective(s)

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

Tenants of Toronto Seniors Housing Corporation and members of the public are also encouraged to report wrongdoing and are provided reasonable protection from reprisal in accordance with this policy.

Commented [DS2]: Included “the public”

Out of Scope

This policy covers matters that are in the public interest and for which there are no existing processes or mechanisms for reporting and investigation. For example, it is not intended to address matters through existing procedures where corporate policy and/or collective agreements (if applicable) are generally

Toronto Seniors Housing Corporation

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.

Definitions

Director: Any individual member of the Toronto Seniors Housing Corporation Board of Directors.

Fraud: A 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:

- one's position in the company; and/or,
- Toronto Seniors Housing Corporation 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. Examples of reprisal include but are not limited to:

- Coercion.
- Demotion.
- Discipline.
- Discrimination.
- Dismissal.
- Harassment.
- Intimidation.
- Suspension.
- Termination.

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

Toronto Seniors Housing Corporation

Waste: Any other gross mismanagement, theft, falsification, misappropriation, or misuse of [Toronto Seniors Housing Corporation facilities](#), resources, and/or assets, either deliberate or by negligence, which is not covered under the Fraud Prevention Policy.

Whistleblower: An employee, [member of the Board of Directors](#), or tenant who, in good faith and with reasonable belief that wrongdoing has occurred, makes a report under this [policy](#).

Wrongdoing: Refers collectively to any serious act (or failure to act) that is covered by this policy and which:

- Constitutes fraud or waste of [Toronto Seniors Housing Corporation](#) resources or assets as defined under this policy.
- Is a violation of [Toronto Seniors Housing Corporation](#) policies, procedures, or directives.
- Risks the health or safety of tenants, employees, or visitors to [Toronto Seniors Housing Corporation](#) 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.

Roles and Responsibilities

[The Chief Executive Officer Is responsible to:](#)

- [Lead and advance a culture rooted in the highest ethical standards for Toronto Seniors Housing Corporation employees.](#)
- [Ensure Toronto Seniors Housing Corporation employees understand their ethical rights and responsibilities, including their responsibilities under this policy.](#)
- [Investigate or refer responsibility to Toronto Seniors Housing Corporation staff to investigate alleged wrongdoing and ensure these investigations are appropriately conducted.](#)
- [Ensure that Toronto Senior Housing Corporation employees who, in good faith, report wrongdoing are protected from reprisal in accordance with this policy.](#)
- [Investigate and resolve allegations of employee misconduct that do not constitute wrongdoing as defined in this policy.](#)
- [Implement corrective actions to strengthen management oversight and make improvements to internal control systems and procedures based on findings.](#)

Mangers/ [Department](#) Directors are responsible to:

Toronto Seniors Housing Corporation

- Promote ethical conduct and support ethical decision-making in their areas of responsibility.
- Undertake investigations of alleged wrongdoing seriously and appropriately.
- Investigate and resolve allegations of employee misconduct that do not constitute wrongdoing as defined in this policy.
- Ensure that TSHC employees under their supervision, who in good faith, report wrongdoing are protected from reprisals in accordance with this policy.
- Establish and maintain a system of internal controls to detect and prevent wrongdoing.
- Be familiar with the types of wrongdoing that could occur within their area of responsibility and be proactive in taking steps to guard against such activities.

Policy Content

Toronto Seniors Housing Corporation strives to be an employer of choice by fostering a culture of innovation that engages, empowers, and supports staff.

We take pride in conducting ourselves with personal integrity, ethics, honesty, and diligence in performing our duties and ensuring we are protecting the public trust and confidence in Toronto Seniors Housing Corporation.

Commented [DS3]: From City and Agency Employee Guide - COI and Confidentiality

Toronto Seniors Housing Corporation expects employees to use proper judgment and act in a way that reflects our 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. Toronto Seniors Housing Corporation 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 Toronto Seniors Housing Corporation’s policies, procedures, and directives are dependent on persons being able to report suspected cases of wrongdoing without fear of reprisal for doing so.

Disclosure of Wrongdoing

All Toronto Seniors Housing Corporation employees who are aware that wrongdoing has occurred shall immediately notify their manager, or department director. Employees who report wrongdoing in good faith will be protected from reprisal. If the occurrence involves the department director, the employee shall notify the Chief Executive Officer. If the occurrence involves the Chief Executive

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Officer, the employee shall notify the Director, People and Culture, who shall confer with the Board Chair.

Toronto Senior Housing Corporation employees who disclose wrongdoing will fully cooperate during the course of an investigation and will make all reasonable efforts to be available to assist with the investigation.

Allegations of wrongdoing received by Toronto Senior Housing Corporation managers must be immediately reported to their Department Director or the Chief Executive Officer if the Department Director is implicated in the allegation.

Any Toronto Seniors Housing Corporation employee who knowingly makes a false complaint in bad faith or who knowingly makes a false or misleading statement that is intended to mislead an investigation of a complaint, may be subject to disciplinary action up to and including dismissal.

Any member of the Board of Directors who suspects or has knowledge of any occurrence of Fraud or any other type of wrongdoing shall immediately notify the Board Chair. If the occurrence involves the Board Chair, the Board Director shall report the occurrence to the Vice- Chair of the Board.

Implementation

An employee who believes they are the subject of a Reprisal will notify the Director of People and Culture immediately. Where a manager or supervisor is informed of, or becomes aware of, a reprisal, the manager or supervisor will notify the Director of People and Culture immediately. If the complaint involves the Director of People and Culture or a member of the Board of Directors, the reprisal shall be reported to the Chief Executive Officer. If the Reprisal involves the Chief Executive Officer, the employee, manager or supervisor will notify the Director of People and Culture, who shall confer with the Board Chair.

Any allegation of reprisal will be reviewed and may be the subject of a formal investigation. Toronto Seniors Housing Corporation will determine who will lead the investigation, and the 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 Toronto Seniors Housing Corporation.

The Director of People and Culture will determine what, if any steps are appropriate to stop, reverse, or remedy a reprisal. For complaints involving the Director of People and Culture, the Chief Executive Officer will determine what, if any steps are appropriate to stop, reverse, or remedy a reprisal. For complaints involving a member of the Board of Directors, 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. For complaints involving the Chief Executive Officer, the Board

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Chair, in consultation with the Director of People and Culture, will determine what, if any steps are appropriate to stop, reverse, or remedy a reprisal.

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

With respect to Toronto Seniors Housing Corporation’s commitment to provide reasonable protection for whistleblowers, this will include:

- Taking all reasonable efforts to protect the identity of all individuals involved in an investigation, including the identity of an individual alleging wrongdoing and the identity of an individual alleged to have committed wrongdoing, to the fullest extent possible.
- Taking 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.
- Adhering to Canada’s Criminal Code which means Toronto Seniors Housing Corporation 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.

Employees may remain anonymous when reporting suspected wrongdoing.

Compliance and Monitoring

Toronto Seniors Housing Corporation will not tolerate wrongdoing or reprisals against anyone who reports wrongdoing, and all employees have a duty to report suspected wrongdoing. No employee or member of the Board of Directors 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 member of the Board of Directors 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 member of the Board of Directors shall be treated in the same manner as a violation of the Code of Conduct for the Board of Directors. Conduct prohibited by this policy, which is contrary to legislation, including that of a criminal nature, may be addressed or reported accordingly.

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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 improperly breach confidentiality will be subject to legal action or disciplinary action up to and including dismissal as determined by the Chief Executive Officer.

Employees who are contacted by the media regarding an investigation under this policy must refer all inquiries to [the Communications team](#). For further information, please see the Media and Issues Protocol.

Related Legislation, Regulations, and TSHC Policies:

- Ontario Employment Standards Act*
- Ontario Human Rights Code*
- Occupational Health and Safety Act*
- Criminal Code of Canada*
- TSHC [Employee](#) Code of Conduct
- TSHC [Employee](#) Conflict of Interest Policy
- TSHC Fraud Prevention Policy
- [TSHC Board of Directors Code of Ethics and Conduct](#)
- TSHC Board of Directors Expense Reimbursement Policy
- TSHC Finance Policies

Amendments (Revision History):

- Initial policy approved by Board of Directors on April 28, 2022
- Policy reviewed on [June 12, 2024](#), with minor revisions [and approved by the Board of Directors on July 18, 2024](#).

Next Scheduled Review Date: June 30, 2028

This policy will be reviewed once every [4 years](#).

Policy Contact

Director, People and Culture

Toronto Seniors Housing Corporation (TSHC) Whistleblower Protection Policy

Policy Sponsor: Director, People and Culture

Approver: Board of Directors

Initial Approval Date: April 28, 2022

Date of Last Revision, if applicable: June 12, 2024

Effective Date: July 18, 2024

Policy Statement

Toronto Seniors Housing Corporation (TSHC) is committed to enhancing public confidence in what we do. In performing their duties and responsibilities, employees are expected to promote shared values and observe the highest possible standards of professionalism and service.

Our Commitment

With a focus on the unique needs of seniors, we are committed to being a leader in the delivery of quality, affordable housing for seniors. Our commitment includes engaging and collaborating with our tenants, our staff, and our partners towards providing excellent service for the well-being of our tenants.

Our Shared Values

Toronto Seniors Housing Corporation policies, procedures, and directives, including the Employee Code of Conduct, are based on our shared values. **These** values inform our decision-making and guide our behaviour in all activities related to our work.

Respect – Our culture is built on respect, trust and open and honest communication among tenants, staff, and service providers. We respect each tenant’s independence and privacy. We will assist tenants to find the services they prefer.

Inclusion – Quality of life for seniors is enhanced by living in vibrant and diverse communities. We strive for inclusion and equity.

Accountability – We are accountable to our tenants, our shareholder (the City of Toronto), and the public. We are committed to transparency. We are clear on our goals. We set targets and report our results. We demonstrate integrity and responsible stewardship of our resources.

Innovation – We are creative, innovative, adaptive, and flexible to meet the needs of our current and future tenants. We are a catalyst for positive change,

energizing communities, and partners to join us to achieve our mandate.

Toronto Seniors Housing Corporation (TSHC) is also committed to promoting integrity, ethics, accountability, and transparency. We recognize it is in the public interest to ensure that all disclosures are investigated, and to protect from reprisal to the fullest extent possible, those employees who in good faith report wrongdoing.

Toronto Seniors Housing Corporation will not tolerate wrongdoing or reprisals against employees who report wrongdoing, and all employees have a duty to report suspected wrongdoing. Disclosures of wrongdoing will be investigated in accordance with these provisions in order to maintain public confidence in the delivery of Toronto Seniors Housing Corporation services and use of Toronto Seniors Housing Corporation resources.

Policy Objective(s)

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

Tenants of Toronto Seniors Housing Corporation and members of the public are also encouraged to report wrongdoing and are provided reasonable protection from reprisal in accordance with this policy.

Out of Scope

This policy covers matters that are in the public interest and for which there are no existing processes or mechanisms for reporting and investigation. For example, it is not intended to address matters through existing procedures where corporate policy and/or collective agreements (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.

Definitions

Director: Any individual member of the Toronto Seniors Housing Corporation Board of Directors.

Fraud: A 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:

- one's position in the company; and/or,
- Toronto Seniors Housing Corporation 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. Examples of reprisal include but are not limited to:

- Coercion.
- Demotion.
- Discipline.
- Discrimination.
- Dismissal.
- Harassment.
- Intimidation.
- Suspension.
- Termination.

In the case of an employee, reprisal could include any other action which adversely affects their working conditions, or 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 Toronto Seniors Housing Corporation facilities, resources, and/or assets, either deliberate or by negligence, which is not covered under the Fraud Prevention Policy.

Whistleblower: An employee, member of the Board of Directors, or tenant who, in good faith and with reasonable belief that wrongdoing has occurred, makes a report under this policy.

Wrongdoing: Refers collectively to any serious act (or failure to act) that is covered by this policy and which:

- Constitutes fraud or waste of Toronto Seniors Housing Corporation resources or assets as defined under this policy.
- Is a violation of Toronto Seniors Housing Corporation policies, procedures, or directives.
- Risks the health or safety of tenants, employees, or visitors to Toronto Seniors Housing Corporation 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.

Roles and Responsibilities

The Chief Executive Officer is responsible to:

- Lead and advance a culture rooted in the highest ethical standards for Toronto Seniors Housing Corporation employees.
- Ensure Toronto Seniors Housing Corporation employees understand their ethical rights and responsibilities, including their responsibilities under this policy.
- Investigate or refer responsibility to Toronto Seniors Housing Corporation staff to investigate alleged wrongdoing and ensure these investigations are appropriately conducted.
- Ensure that Toronto Senior Housing Corporation employees who, in good faith, report wrongdoing are protected from reprisal in accordance with this policy.
- Investigate and resolve allegations of employee misconduct that do not constitute wrongdoing as defined in this policy.
- Implement corrective actions to strengthen management oversight and make improvements to internal control systems and procedures based on findings.

Managers/ Department Directors are responsible to:

- Promote ethical conduct and support ethical decision-making in their areas of responsibility.
- Undertake investigations of alleged wrongdoing seriously and appropriately.
- Investigate and resolve allegations of employee misconduct that do not constitute wrongdoing as defined in this policy.
- Ensure that TSHC employees under their supervision, who in good faith, report wrongdoing are protected from reprisals in accordance with this policy.
- Establish and maintain a system of internal controls to detect and prevent wrongdoing.
- Be familiar with the types of wrongdoing that could occur within their area of responsibility and be proactive in taking steps to guard against such activities.

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Director, People and Culture