

**Code of Ethics and Conduct**

**Board of Directors**

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## I. INTRODUCTION

The Board of Directors (the “**Board**”, or individually, the “**Director(s)**”) of the Toronto Community Housing Corporation (the “**Corporation**” or “**TCHC**”) 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 conduct from the Directors appointed to the Board.

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

The standards of conduct set out in this Code are meant to reflect the high standards of ethics and conduct expected of Directors of TCHC and to set out how deficiencies in conduct should be managed.

### **Scope**

The Code applies to the Board and the Directors of TCHC and of all subsidiary corporations of TCHC.

### **Guiding Principles**

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

- (a) 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; and
- (b) 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.

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



## **Expectations of Directors**

Directors are expected to be familiar with and adhere to the requirements set out in the Code.

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

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

## **Administration of the Code**

The Governance, Communications, and Human Resources Committee (the “**GCHRC**”) is responsible for the proper administration of this Code. The GCHRC Chair shall be responsible for ensuring the Code is applied consistently and fairly to all Directors.



## II. 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 TCHC Directors are as follows:

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

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

- (a) The Articles of Incorporation, as amended;
- (b) By-laws No. 2 and No. 3, as may be amended or replaced from time to time;
- (c) This Code; and
- (d) 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 TCHC; and
- avoid conflicts of interest and the appropriation of corporate opportunities.

### Acting Honestly and in Good Faith

- Directors must be honest in dealing with other Directors and with the Corporation and must disclose all information that he or she has to the Board.

### Maintaining Confidentiality

- Directors shall maintain, at all times, the confidentiality of all confidential information 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.
- Directors shall comply with any Corporation policies and procedures that guide the storage, use and transmission of any information of the Corporation, including the use of computer data bases or email systems.
- Directors shall treat Board discussions as a “safe haven” for the benefit of their peers and the Corporation’s executive and shall not repeat any 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.

### **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 management, other Directors, the service manager or shareholder.

### **Conflicts Of Interest and Appropriation of Corporate Opportunities**

- Directors must avoid Conflicts of Interest (as set out in more detail below) and must not appropriate opportunities that belong to the Corporation.

### **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.



### **III. OTHER STANDARDS OF CONDUCT**

#### **Attendance and Participation**

- Directors shall demonstrate their commitment to the Corporation by demonstrating a high priority of participation in Board and Committee meetings through high levels of attendance.
- Directors shall arrive prepared for all Board and Committee meetings by familiarizing themselves with the meeting's agenda and background materials to the greatest extent possible, with the goal of discussing the issues and business addressed at the meetings.
- Directors shall focus on the discussions at hand and be prepared to deal with issues that may not be easily solvable.
- Directors shall be members of at least one Committee of the Board.
- Directors shall participate in:
  - strategic planning and orientation workshops;
  - Board development workshops;
  - seminars and other educational events that enhance their skills as Board members; and
  - other special events.
- Directors must notify the GCHRC Chair and Board Chair to request a leave of absence. Directors must be on an approved leave of absence 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 TCHC or may adversely affect the performance of the Director's duties;
  - Apply for a position within TCHC; and/or
  - Any other event that may conflict with the interests of TCHC or may adversely affect the performance of the Director's duties.

#### **Showing Solidarity for Board Decisions**

- Directors shall show public solidarity for all Board decisions, even if the Director may not have voted in favour of a decision, and shall support, in an affirmative manner, all actions taken by the Board.
- Directors shall represent the Corporation and the Board in a positive and supportive manner at all times and in all places.



## **Respect for other Directors, management and others**

- Directors shall express their opinions, unencumbered, yet always with the goals of flexibility and compromise whenever achievable by remaining open to differing viewpoints.
- Directors shall work with and respect the opinions of their peers and leave personal prejudices out of all Board and Committee discussions.
- Directors shall observe parliamentary procedures and display courteous and respectful conduct in all Board and Committee meetings toward each other and toward staff.
- Directors shall uphold TCHC'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 TCHC employee, contractor, temporary employee, and other Directors.

## **Support of TCHC Executive**

- Directors shall actively support the Corporation's executives by providing overall direction, resources and time frames to achieve the identified vision and ends of the Corporation.
- Directors 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.
- Directors shall recognize the difference between the role of the Board to set policies and strategic objectives, and the role of the staff to implement same.
- Directors shall not create any additional work for staff without the approval of the Corporation's President and Chief Executive Officer.

## **Media/Public Comment**

- 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 Corporation's executive.
- Directors shall ensure that any comments made by them to the media outside of the context of the Corporation's business and practices is attributed to them in their personal capacity and not in their capacity as Directors.



## **TCHC 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 significant 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 their personal 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.

## **Participation on Other Boards**

If a Director accepts a position on a board or committee of a commercial or non-profit entity, timely disclosure of this involvement must be made to the Board Chair, in order to assist TCHC in preventing any conflicts of interest between the two entities. For example, accepting a board position with a TCHC supplier would be a conflict.



## IV. MANAGING CONFLICTS OF INTEREST

Directors must declare any Conflicts of Interest which arise as set out in this Code.

### Definitions

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

A Conflict of Interest can be one or more of the following types:

**Actual Conflict:** a Conflict of Interest that the Director has, or will 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.

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

### Details

Directors 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 and business affairs to ensure that any conflicts of interest are avoided.

Directors should consider any advantage their position at TCHC may give them, whether it be the power to influence decisions, their ability to use company resources, or their access to information about the company and others.

In deciding whether their actions could result in a Conflict of Interest, Directors are expected to consider how their actions will be seen by their colleagues and the general public.



In general, a Director must not participate in decision-making with respect to a matter if that Director is in a Conflict of Interest position. Examples of conflicts of interests are:

- Directors using their position on the Board of TCHC with a view to achieving gains elsewhere that are in conflict with TCHC.
- Directors, or their family or friends, transacting business (funding or contractual arrangements) directly with TCHC or through a subsidiary of TCHC.
- Directors accepting non-nominal gifts, entertainment, or other personal benefits from an existing or potential TCHC supplier, tenant, or business partner that is intended to influence the Director with respect to a TCHC matter.
- Working for a competitor while a Director of TCHC.
- Directors having a financial interest in a competitor, supplier, or other business partner of TCHC.
- Director giving preferential treatment to any person or entity in which the Director has a personal interest.
- Using confidential information to benefit the Director or his/her family or friends.
- Being involved with or employed by an entity outside of TCHC if such involvement or employment would conflict with or detrimentally affect the Director's performance of his or her duties to TCHC.
- Directors using TCHC's property, equipment or resources, other than for TCHC business.
- Directors diverting, directly or indirectly, to their own use an opportunity or advantage that belongs to TCHC.

## **Financial and Business Transactions**

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

Directors shall avoid investing, directly or indirectly, in any property in which TCHC has, or to their knowledge is considering, an investment. A Director shall use special caution to avoid purchases and sales of any property that may be interpreted as attempting to profit from special knowledge of TCHC's investment or development operations, or other confidential information obtained by reason of the Director's duties.



If the Director is, or seeks to be, a Director, officer, or employee of a company (or if the Director has a financial interest in the company) that has business dealings with TCHC, this is a Conflict of Interest.

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

## **Gifts or Donations**

Directors must 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 TCHC for the purposes of, or that may be perceived to be for the purposes of, influencing an act or decision of the Directors.

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

In determining nominal value, consider if the gift could reasonably be seen as an attempt to influence a decision. Please also consider the circumstances, nature, and timing of the gift.

For example, a Director should not accept:

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

## **Personal Relationships**

Directors should always maintain a professional relationship with other Directors and all persons with whom TCHC has dealings. This includes residents, tenant, commercial tenants, contractors, suppliers, and vendors. However, TCHC acknowledges that some Directors will develop or have existing relationships with such individuals.

Directors must take all reasonable steps to manage these relationships, so the Director is not placed in a Conflict of Interest position (actual, potential, or apparent).



An example is if a Director has access to a TCHC-owned or operated building and has direct contact with a friend or family member who is a tenant or resident at that building or access to the information of friends or family because of their position at TCHC, as this will usually result in a Conflict of Interest.

If a Director is involved in the hiring process for, or will supervise, family, friends, or business associates (past or current), this will also be a Conflict of Interest.

## **Conflict of Duty**

A “**Conflict of Duty**” occurs when a Director owes a fiduciary duty to another entity unrelated to TCHC that conflicts directly with his or her fiduciary duty to TCHC. One example of this may be that a Director has the obligation to disclose to TCHC confidential information which they possess by virtue of another relationship.

Directors shall avoid and disclose any Conflict of Duty to the GCHRC Chair should a Conflict of Duty arise and seek a decision from the GCHRC Chair (or to the Chair if the disclosure is by the GCHRC Chair) as to an appropriate resolution in TCHC’s best interests. It would also be in the Director’s best interest to consult with independent legal counsel.

## **Reporting and Resolving a Conflict of Interest**

### ***a) When Must a Director Disclose Conflicts of Interest?***

Upon joining the Board, Directors shall submit a written statement to the Corporation’s Board Chair concerning any Conflicts of Interest. Directors should disclose all Conflicts of Interest that they know about and the nature, value, and any relevant details of such Conflicts of Interest.

For any subsequent conflicts of interest that arise thereafter, Directors should disclose the Conflict of Interest to the Board Chair as soon as possible but not later than the first Board of Directors meeting following the moment where they realized they had a Conflict of Interest.

### ***b) What Information Do Directors Have to Disclose?***

Directors must disclose the nature, value, and any relevant details of the Conflict of Interest.



### ***c) Obligations of a Director with a Conflict of Interest***

A Director must make a timely and full disclosure of any actual, potential or apparent Conflict of Interest.

Whenever a Director determines that a Conflict of Interest may exist or is in doubt about the appropriate application of this Policy, the Director shall report in writing the facts and circumstances of the matter to the GCHRC Chair and shall govern themselves in accordance with the instructions received from the GCHRC Chair in consultation with the Board Chair. Except as otherwise directed by those instructions, the Director shall not participate in any discussion or decision relating to such matter.

In the event the GCHRC Chair has a Conflict of Interest to disclose, the Board Chair shall determine the matter in consultation with the Board Vice-Chair.

In the event the Board Chair has a Conflict of Interest to disclose, the Board Vice-Chair shall determine the matter in consultation with the GCHRC Chair.

The following actions may be taken to remedy or avoid a Conflict of Interest should one arise:

- Recusal. The Director shall temporarily recuse himself or herself from meetings (e.g. leave the room) in order to allow the remaining persons or members of the Board or Committee to engage in a full discussion regarding the contract, relationship, individual or organization in question. If a vote is taken, then such Director shall abstain from voting and the minutes of the Committee or the Board meeting shall record this fact.
- Resignation of office or activity. Where a Conflict of Interest exists concerning a Director's appointment, office, position or activity with another organization, the Conflict of Interest may be removed if the Director resigns from the other office or activity or from the Board.
- Divestiture. Where a Director owns, or has a substantial interest in, real or personal assets and ownership of those assets presents a Conflict of Interest, the Conflict of Interest may be removed by divesting the assets or selling them to a third party. Divestiture is most appropriate before holding a position or becoming involved with a business activity where a Conflict of Interest may be created. Divestiture as a remedy will be inappropriate if, for example, a gain,



profit, reward, change in value or benefit has already been realized and, in such instances, other remedies such as a blind trust need to be considered.

- Blind Trust. Where a Director has significant assets that are likely to place him or her in a Conflict of Interest, the Director may consider entrusting those assets to an independent trustee for management.
- Return. An improper gift or advantage should either not be accepted or be returned to the person offering it as soon as practicable. If there is no opportunity to return an improper gift or benefit or where the return may be perceived as offensive for cultural or other reasons, the gift or benefit must immediately be disclosed and turned over to the Board Chair or the Corporate Secretary who will make a suitable disposition of the item.

## **Documentation of Conflict Disclosures**

A Conflict of Interest, and all related details, should be documented in writing, whether by the disclosing Director in a formal declaration letter or email to the Board Chair, or by the Corporate Secretary in the minutes of a Board meeting where the disclosure was made.

TCHC shall formally respond in writing to each disclosure. A response may consist of a formal written response to the disclosing Director or may be set out in the meeting minutes. The response shall reflect that the Director made the disclosure and the details of the disclosure and what actions were expected to be taken or were actually taken. The actions taken to remedy or manage a Conflict of Interest could include any of the actions listed above (recusal, resignation, divestiture, blind trust or return).

The Corporate Secretary should ensure a record of disclosures and responses are maintained and retained in accordance with TCHC's document retention policy.

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

If the Board or a Committee has reasonable cause to believe that a Director has failed to disclose a Conflict of Interest, it shall inform the GCHRC Chair of the basis for such belief. The GCHRC Chair shall afford such Director a confidential opportunity to explain the alleged failure to disclose. If, after hearing the response and making such further investigation as may be warranted by the circumstances, the GCHRC Chair in consultation with the Board Chair determines that such Director



has in fact failed to disclose a Conflict of Interest, the matter shall be addressed as set out in Part V (Managing Breaches of this Code).

In the event the Board or Committee has reasonable cause to believe that the GCHRC Chair has failed to disclose the Conflict of Interest, it shall inform the Board Chair, who will determine the matter in consultation with the Board Vice-Chair according to the above noted process. In the event the Board or Committee has reasonable cause to believe that the Board Chair has failed to disclose the Conflict of Interest, it shall inform the Board Vice-Chair, who will determine the matter in consultation with the GCHRC Chair according to the above noted process.



## V. MANAGING BREACHES OF THIS CODE

### Management by Board Chair

All breaches and 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 GCHRC Chair.

### Complaints, Comments and Allegations Reported to other Directors

The Board recognizes the value, commitment and support of its tenants and the general public towards its mandate. Directors should welcome the comments, suggestions, and complaints provided by tenants, the public, and other stakeholders made in good faith towards improving TCHC.

If a Director receives a complaint, comment or allegation (together an “**allegation**”) from a tenant or member of the public, the following protocol shall apply:

- (a) For allegations about the operations or policies of TCHC:
  - (i) The allegation should be forwarded to the President and Chief Executive Officer for appropriate handling and response. The Director may notify the complainant of such forwarding.
  - (ii) Directors should not communicate with TCHC staff for the purpose of influencing or interfering in the equal and fair administration of TCHC repairs, programs, or operations.
- (b) For allegations relating to the integrity of a TCHC staff member, the complaint should be forwarded to the President and Chief Executive Officer;
- (c) For allegations relating to a Director or the President and Chief Executive Officer, the allegation should be forwarded to the Board Chair.

### Informal Resolution

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



A one-on-one meeting between the Board Chair and offending Director should be held. This one-on-one approach minimizes the need for the dissemination of sensitive personal and confidential information, minimizes impact on the offending 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 "**Discipline Committee**") that, once struck, is authorized by this Code to consider next steps. The members of the Discipline Committee shall be the Board Chair, the GCHRC 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 a member of the Discipline Committee.

### **Investigation of Alleged Breach**

Where deemed appropriate by the Discipline 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 Discipline 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 offender(s) are provided with due process, respect, confidentiality and privacy during any investigation, as appropriate;
- Implement the appropriate action(s) to resolve the situation; and
- Monitor the situation to ensure the resolution is maintained and the conduct is not repeated.



## Committee-Level Discipline

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

## Board-Level Discipline

If the Disciplinary Committee believes the matter is of such importance as to warrant the full Board involvement, or the offending Director refuses to accept the findings or direction of the Discipline Committee with respect to a particular matter, then the Disciplinary 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 removing the offending Director as a Director of the Corporation; or
- Such other recommendation(s) as the Discipline 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 a breach, or 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.



## **VI. ENFORCING AND MAINTAINING THE CODE**

### **Initial Briefing and Disclosure**

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

Before a Director begins his or her duties, the Corporate Secretary shall ask them to complete:

1. A formal acknowledgement that they have read and understand the Code and will comply with it in a form acceptable to the GCHRC Committee;
2. A document that asks them to disclose:
  - (a) The name and address of the registered office of each organization that they serve as Director or trustee of;
  - (b) The name and address of the registered office of each organization that they exercise control over, have more than 10% voting rights, or for which they make an investment of other major decisions; and
  - (c) Other activities or financial interests that could lead to any Real, Apparent, or Potential Conflict of Interest (defined above).

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 TCHC's document retention policy.

### **Annual Update to Disclosure Form**

Once per calendar year, the Corporate Secretary will send a request to Directors to certify that they have read, understood and complied with the Code during the specified reporting period. Directors will be asked to update the disclosure document discussed above once a year or more often, as deemed appropriate by the Director, to reflect changes in their personal situation.

### **Post-Directorship/Departure Briefing**

The Corporate Secretary 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 GCHRC Chair. A Director who is unsure of whether a situation violates this Code should discuss the situation with the GCHRC Chair to prevent possible misunderstandings and embarrassment at a later date.

## Decisions

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

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

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

## V. REVIEWS AND AMENDMENTS

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

Revision	Date	Description of changes	Approval
First approval:	April 29, 2019		Board of Directors
Revision:			Board of Directors
Effective Date:			
Amended Version:			