GOVERNANCE, COMMUNICATIONS, HUMAN RESOURCES AND COMPENSATION COMMITTEE MEETING AGENDA
PUBLIC SESSION

Date: February 3, 2017
Time: 9:30 to 10:30 a.m.
Location: Ground floor boardroom, 931 Yonge Street

Agenda

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
<th>Action</th>
<th>Pre-read</th>
<th>Presenter</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Chair’s Remarks</td>
<td>Information</td>
<td>Verbal 5 minutes</td>
<td>Chair</td>
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<tr>
<td>2.</td>
<td>Consent agenda</td>
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<td>Chair</td>
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<tr>
<td>2 a)</td>
<td>Approval of Public Meeting Agenda</td>
<td>Approval</td>
<td>Agenda</td>
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<td>2 b)</td>
<td>Chair’s Poll re: Conflict of Interest</td>
<td>Declaration</td>
<td>Agenda and Conflict of Interest Policy</td>
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<td>2 c)</td>
<td>Confirmation of GCHRCC Public Meeting Minutes of December 6, 2016</td>
<td>Approval</td>
<td>Minutes</td>
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<td>2 d)</td>
<td>Business Arising from the Public Meeting</td>
<td>Information</td>
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<td>2 e)</td>
<td>Compliance Reporting Q3 2016</td>
<td>Information</td>
<td>GCHRCC: 2017-02</td>
<td>Interim President &amp; CEO</td>
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<td><strong>2 f)</strong></td>
<td>Update on Emergency and Unplanned Service Disruptions Communications Standards</td>
<td>Information</td>
<td>GCHRCC: 2017-03</td>
<td>Interim President &amp; CEO</td>
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<td><strong>3.</strong></td>
<td><strong>Conflict of Interest Policy for Board Members</strong></td>
<td>Discussion</td>
<td>GCHRCC: 2017-04</td>
<td>General Counsel &amp; Corporate Secretary</td>
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<tr>
<td><strong>4.</strong></td>
<td><strong>Webcasting Committee Meetings</strong></td>
<td>Information</td>
<td>GCHRCC: 2017-05</td>
<td>General Counsel &amp; Corporate Secretary</td>
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<tr>
<td><strong>5.</strong></td>
<td><strong>Tenant/Director Complaint Handling Protocol (see Item 3)</strong></td>
<td>Approval</td>
<td><strong>Verbal</strong></td>
<td>General Counsel &amp; Corporate Secretary</td>
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<td><strong>6.</strong></td>
<td><strong>Employee Policy Review:</strong></td>
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<td><strong>6 a)</strong></td>
<td><strong>Discrimination and Harassment Policy</strong></td>
<td>Discussion</td>
<td>GCHRCC: 2017-07</td>
<td>General Counsel &amp; Corporate Secretary</td>
</tr>
<tr>
<td><strong>6 b)</strong></td>
<td><strong>Workplace Violence Policy</strong></td>
<td>Discussion</td>
<td>GCHRCC: 2017-08</td>
<td>General Counsel &amp; Corporate Secretary</td>
</tr>
<tr>
<td><strong>7.</strong></td>
<td><strong>Allenbury Gardens – New Joint Venture Entity</strong></td>
<td>Approval</td>
<td>GCHRCC: 2017-09</td>
<td>VP, Development (Interim)</td>
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**Termination**
Governance, Communications, Human Resources and Compensation Committee

The Governance, Communications, Human Resources and Compensation Committee (GCHRCC or Committee) of Toronto Community Housing Corporation (TCHC) held a public meeting on December 6, 2016, in the Main Floor Conference Room, 931 Yonge Street, Toronto, ON M4W 2H2, and via teleconference commencing at 10:18 a.m.

Committee Directors in Attendance: Pamela Taylor, Chair
Joseph Kennedy
Catherine Wilkinson

Ex Officio Director in Attendance: Kevin Marshman

Other Directors in Attendance: None

Regrets: Councillor Joe Cressy

Management Present: Greg Spearn, President and Chief Executive Officer (Interim)/Chief Development Officer
Mark Johnson, General Counsel and Corporate Secretary
Ted Millward, Legal Counsel, Corporate

A quorum being present, the Chair called the meeting to order and Ms. Sonia Fung served as recording secretary.

ITEM 1 CHAIR’S REMARKS
The Chair did not make any remarks at this time.

ITEM 2(A) APPROVAL OF PUBLIC AGENDA AND REVIEW OF AGENDA ORDER

Motion carried ON MOTION DULY by Mr. Kennedy, seconded by Ms. Wilkinson and carried, the GCHRCC approved the agenda as circulated.

ITEM 2(B) DECLARATION OF CONFLICT OF INTEREST
No conflicts were declared.
ITEM 2(C) CONFIRMATION OF PUBLIC MEETING MINUTES OF NOVEMBER 4, 2016

Motion carried ON MOTION DULY MADE by Mr. Kennedy, seconded by Ms. Wilkinson and carried, the GCHRCC confirmed the above-captioned minutes without amendments.

ITEM 2(D) BUSINESS ARISING FROM THE MINUTES AND COMMITTEE ACTION ITEMS UPDATE

Motion carried ON MOTION DULY MADE by Mr. Kennedy, seconded by Ms. Wilkinson and carried, the GCHRCC received the report for information.

ITEM 3 2017 BOARD AND COMMITTEE MEETING SCHEDULE

Mr. Johnson presented the 2017 Draft Board and Committee Meeting Schedule to the Committee. Discussion ensued. It was suggested that no more than 1 Board or Committee meeting be scheduled in the same week. It was also suggested that the meeting structure be changed to have 1 combined session of confidential and in camera discussions, and 1 public session.

It was noted that the Annual Report to the Shareholder should be submitted to GCHRCC in April. It was suggested that Board workshops and AODA training sessions be included in the schedule.

The Committee discussed webcasting of committee meetings and related cost and staff resourcing requirements.

The Chair and Mr. Johnson noted they will have an off-line discussion regarding the format and contents of staff reports.

Motion carried ON MOTION DULY MADE by Mr. Kennedy, seconded by Ms. Wilkinson and carried, the GCHRCC unanimously approved the draft 2017 Board and Committee Meeting Schedule provided as Attachment 1 to Report: GCHRCC:C2016-49, with amendments.

Action Item: Provide the total annual cost and staff time required for webcasting committee meetings.
ITEM 4  2017 GCHRCC WORK PLAN [APPROVAL]  
GCHRCC:2016-50

Mr. Johnson presented the 2017 Work Plan for the GCHRCC to the Committee. Discussion ensued.

Motion carried  

ON MOTION DULY MADE by Ms. Taylor, seconded by Mr. Kennedy and carried, the GCHRCC approved the draft 2017 Work Plan provided as Attachment 1 to Report: GCHRCC:C2016-50.

Ms. Wilkinson did not support the motion, indicating that further consideration was required regarding items that may be missing from the draft work plan.

TERMINATION

The GCHRCC public meeting terminated at 11:15 a.m.

______________________________  ______________________________
Secretary                                      Chair, Governance, Communications, Human Resources and Compensation Committee
<table>
<thead>
<tr>
<th>Report No. and Meeting Date</th>
<th>Description</th>
<th>Status</th>
<th>Target Date</th>
<th>Assigned to</th>
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</thead>
<tbody>
<tr>
<td>TCHC:2016-52 Board December 8th, 2016</td>
<td>Participatory Budget (PB) Consultation Results Management to report to the GCHRCC on TCHC’s practices and policies for making donations to other agencies.</td>
<td>In progress.</td>
<td>April 6, 2017</td>
<td>VP, Resident and Community Services/ VP, Facilities Management</td>
</tr>
<tr>
<td>Other Business December 6th, 2016</td>
<td>Management to provide the total annual cost and staff time required for webcasting of Committee meetings.</td>
<td>This item is on the agenda for the February 3rd meeting.</td>
<td>February 3, 2017</td>
<td>General Counsel and Corporate Secretary</td>
</tr>
<tr>
<td>GCHRCC:2016-45 November 4, 2016</td>
<td>Emergency Response Plan Update Management to provide quarterly reports to the Board on fire safety issues.</td>
<td>In progress.</td>
<td>First report to Board targeted for end of Q1 2017</td>
<td>Chief Operating Officer</td>
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<tr>
<td>GCHRCC:2016-40 September 16, 2016</td>
<td>Corporate Insurance Program Renewal Management to add an update on the assessment of a mandatory insurance requirement for tenants to the 2017 committee work plan.</td>
<td>In progress. Item to be tracked for reporting in 2017.</td>
<td>TBD 2017</td>
<td>Director, Risk Management &amp; Insurance</td>
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<tr>
<td>Report No. and Meeting Date</td>
<td>Description</td>
<td>Status</td>
<td>Target Date</td>
<td>Assigned to</td>
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<tr>
<td>GCHRCC:2016-37 September 16, 2016</td>
<td>Compliance Reporting, Q2-2016 Management to:</td>
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<td></td>
<td>Director of Compliance &amp; Legal Counsel</td>
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<td>In progress. Management is assessing training dates for early Q1 2017.</td>
<td>TBD Q1 2017</td>
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<td>(see Status for implementation timelines)</td>
<td></td>
<td>Director of Strategic Communications/ VP Asset Management</td>
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<td>Response: An emergency and unplanned service disruptions communications standards process has been developed by Communications staff in consultation with staff from Asset Management and Facilities Management and CUPE Local 416. Tools, including poster templates, call centre scripts and step-by-step directions for staff have been created. All of the new tools will be available electronically to staff beginning in November 2016. Training, along with printed and translated versions of tools, will be rolled out in a phased approach beginning in November 2016. All production and translation of emergency and unplanned service disruption communications kits will be complete by the end of December. Training will be complete in Q1 2017. Update to be provided in Q1 2017.</td>
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<tr>
<td>Report No. and Meeting Date</td>
<td>Description</td>
<td>Status</td>
<td>Target Date</td>
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<tr>
<td>Review of Action Item List</td>
<td>Item 4 – Business Arising from the Minutes and Committee Action Item List</td>
<td>Management to put the Communications Plan back on the Action Item List.</td>
<td>TBD 2017</td>
<td>Director, Strategic Communications</td>
</tr>
<tr>
<td>April 18, 2016</td>
<td></td>
<td>Update on communications plan and stakeholder relations plan on hold until Tenants First recommendations are known.</td>
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<tr>
<td>GCHRCC:2016-05, April 18, 2016</td>
<td>Item 6 – Update on Enterprise Risk Management</td>
<td>Risk assessments are to be done in a manner to ensure practical impacts on tenants are taken into consideration (with priority on the assessments for summer related activities, in particular the use of BBQs).</td>
<td>April 6, 2016</td>
<td>Director, Risk Management &amp; Insurance</td>
</tr>
<tr>
<td>GCHRCC:2015-56, NOVEMBER 13, 2015</td>
<td>Item 7 – Update on Enterprise Risk Management</td>
<td>Management will report back to GCHRCC and Board, in the second quarter of 2016, with risk appetite statements for approval and the status of the implementation of the corporate wide ERM program, including highest risks identified, mitigation strategies and the proposed ERM Framework that clarifies the role of the Board and Management.</td>
<td>April 6, 2016</td>
<td>Director, Risk Management &amp; Insurance</td>
</tr>
</tbody>
</table>
### Item 10 – Tenant Directors – Process for Appointment

The GRHRC requested Management to establish a focus group at the end of the tenant director selection process in April 2015 to identify strengths and weaknesses of the process, to propose improvements and to include tenant consultation.

Report on the review of the tenant board member selection process for 2017 was brought to the RSC Committee on May 30th, 2016, and included a component on tenant consultations.

Management has been advised by the City that the City will take the lead in the review and consultation process. This Item to be reported through RSC with updates provided to GCHRCC through this action item list.
Compliance Reporting, Q3-2016

Item 2(E)  
February 3, 2017  
Governance, Communications, Human Resources and Compensation Committee

<table>
<thead>
<tr>
<th>Report:</th>
<th>GCHRCC:2017-02</th>
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<tbody>
<tr>
<td>To:</td>
<td>Governance, Communications, Human Resources and Compensation Committee (GCHRCC)</td>
</tr>
<tr>
<td>From:</td>
<td>President and Chief Executive Officer (Interim)</td>
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<tr>
<td>Date:</td>
<td>January 16, 2017</td>
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<tr>
<td>Strategic Plan</td>
<td>Service Excellence:</td>
</tr>
<tr>
<td>Priority:</td>
<td>• Demonstrate Value for Money and Public Accountability</td>
</tr>
</tbody>
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**PURPOSE:**  
To provide the Governance, Communications, Human Resources and Compensation Committee (GCHRCC) with the Compliance Certificate for Q3, 2016.

**RECOMMENDATIONS:**  
It is recommended that the GCHRCC receive this report for information.

**REASONS FOR RECOMMENDATIONS:**  
In 2012, the Board expressed an interest in a compliance certificate process to provide assurance to the Board that key areas of financial compliance are formally reviewed and confirmed. Attached, please find the certificate relating to all statutory payments for Q3, 2016.

“Greg Spearn”

Greg Spearn  
President and Chief Executive Officer (Interim)
ATTACHMENT:
   1. Q3, 2016 – Quarterly Compliance Certificate

STAFF CONTACT:
Ismail Ibrahim, Director of Compliance & Legal Counsel
416-981-4241
Ismail.ibrahim@torontohousing.ca
Memo

To: Governance, Communications, Risk, and Human Resources Committee

From: Greg Speam
President & Chief Executive Officer (Interim)

Date: November 30, 2016

Re: Quarterly Compliance Certificate

I, Greg Speam, in my capacity as President and Chief Executive Officer (Interim) of Toronto Community Housing Corporation, hereby certify that to the best of my knowledge and not in my personal capacity:

1. For the period of July 1, 2016 to September 30, 2016, the following statutory payments have been accounted for, reported to the applicable government body or agency, in a timely manner according to the requirements under law or regulation:

<table>
<thead>
<tr>
<th>Government Body or Agency</th>
<th>Statutory Payment</th>
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<tbody>
<tr>
<td>Canada Revenue Agency</td>
<td>• HST monthly remittances</td>
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<td>• Employee Source Deductions (Income Tax, CPP, EI)</td>
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<td>monthly remittances</td>
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<tr>
<td>OMERS</td>
<td>• Monthly remittances</td>
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<tr>
<td>WSIB</td>
<td>• Monthly remittances</td>
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<tr>
<td>Ontario Ministry of Finance</td>
<td>• Employer Health Tax monthly remittances</td>
</tr>
</tbody>
</table>

2. I have reviewed, or caused to review, such files, books, and records of Toronto Community Housing Corporation and have made, or caused to be made, such enquiries of Toronto Community Housing Corporation employees under my direct supervision as I have determined necessary for the purpose of this certificate.

Regards,

Greg Speam
President & CEO (Interim)
Update on Emergency and Unplanned Service Disruptions
Communications Standards
Item 2(F)
February 3, 2017
Governance, Communications, Human Resources and Compensation Committee

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<thead>
<tr>
<th>Report:</th>
<th>GCHRCC:2017-03</th>
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<tr>
<td>To:</td>
<td>Governance, Communications, Human Resources and Compensation Committee (GCHRCC)</td>
</tr>
<tr>
<td>From:</td>
<td>President and Chief Executive Officer (Interim)</td>
</tr>
<tr>
<td>Date:</td>
<td>January 25, 2017</td>
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<tr>
<td>Strategic Plan Priority:</td>
<td>Service Excellence:</td>
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<td></td>
<td>• A culture of customer service to residents</td>
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PURPOSE:
To update the committee about the status of communications standards for emergencies and unplanned service disruptions.

RECOMMENDATION:
It is recommended that the committee receive this report for information.

REASONS FOR RECOMMENDATION:
As part of a larger project to develop new communications standards, the Strategic Communications team has managed the development of standards for communicating about emergencies and unplanned service disruptions. Work has been completed to create templates and tools for staff to use to communicate with residents in the event of an emergency or service disruption.
Background
In addition to providing better service to tenants, creating a formal set of communications standards to communicate with residents during an emergency or service disruption makes it easier for employees to meet the requirements of the Accessibility for Ontarians with Disabilities Act (AODA), the Accessibility Standards for Customer Service (under the AODA), and Toronto Community Housing’s Accessible Customer Service Policy and Guidelines.

About the standards
Strategic Communications staff consulted with staff from Asset Management, Facilities Management and CUPE Local 416, reviewed data from EasyTrac and met with the Tenant Staff Communications Workgroup. The result is a set of standards for the 12 most common service disruptions or emergencies that affect a whole building or community. These are:

- Automatic door opener
- Cooling
- Elevator
- Garage door
- Garbage chute
- Heat
- Hot water
- Key fob system
- Laundry room
- Power
- Water
- Wheelchair ramp

For each type of disruption, a standard has been created that include the communications steps that staff are required to take after containment actions are completed. Each standard has specific guidelines around timing and where to post notices, but generally these steps include:

- Notifying Maintenance Dispatch
- Using poster templates to provide timely information to tenants about the disruption and the expected resolution time
- Visiting tenants who have self-identified to be on a vulnerable tenants list
- Using poster templates to provide an update tenants about the response to the disruption, the expected resolution time and, where appropriate, alternate services
- Removing all posters when an issue is resolved.
Implementation of the standards
Training for front-line staff on these is being rolled out in a phased approach. The first Operating Unit (OU) was trained in mid-November and provided with all the materials both in a printed kit and electronically. Employees in that OU tested the process and materials over the months of December and January.

In February, Strategic Communications staff will apply learnings and input from the test OU. The updated materials will be made available electronically to all front-line staff, templates will be sent for translation into 18 languages and training to all OUs will follow.

Next steps
While OU staff test out the standards and posters, staff in Facilities Management and Service Integration and Delivery are investigating solutions for applying the standards after hours and for integrating web, voice and text alerts.

IMPLICATIONS AND RISKS:
Toronto Community Housing is required to provide notice of temporary disruptions under the Accessibility Standards for Customer Service (under the AODA). While all staff have received accessibility training, compliance with these requirements is inconsistent. The new tools described in this report were created to make it easier for all staff to meet all requirements set out in the legislation and our corresponding policies.

SIGNATURE:

“Greg Spearn”

Greg Spearn
President and Chief Executive Officer (Interim)

STAFF CONTACT:
Bruce Malloch, Director, Strategic Communications
416-981-4390
bruce.malloch@torontohousing.ca
Policy Review: Conflict of Interest Policy - Board of Directors

Item 3
February 3, 2017
Governance, Communications, Human Resources and Compensation Committee

Report: GCHRCC:2017-04

To: Governance, Communications, Human Resources and Compensation Committee (GCHRCC)

From: General Counsel and Corporate Secretary

Date: January 25, 2017

PURPOSE:
To obtain feedback from the GCHRCC on the revision of the Conflict of Interest Policy for the Board of Directors.

RECOMMENDATIONS:
It is recommended that the GCHRCC receive this report for discussion purposes.

Background:
In June 2016, the Board of Directors requested that the Conflict of Interest Policy for Directors of the Board be reviewed. This policy was last updated in March of 2003.

The Conflict of Interest Policy for Directors of the Board should be updated in order to align with the conflict of interest related policies and public service by-laws of the City and the principles of the recently updated general Conflict of Interest Policy for TCHC.

As recommended by the Ombudsman in her April 2014 report (regarding the human resources policies and procedures of TCHC), the Conflict of Interest
Policy for Directors of the Board should also capture past business relationships and personal associations and provide further direction concerning the declaration of conflicts of interest.

SIGNATURE:

“Mark Johnson”

__________________________
Mark Johnson
General Counsel and Corporate Secretary

ATTACHMENT:
1. Draft Conflict of Interest Policy - Board of Directors

STAFF CONTACT:
Mark Johnson, General Counsel and Corporate Secretary
416-981-4106
Mark.Johnson@torontohousing.ca
1. **Introduction**

Promoting public confidence in Toronto Community Housing Corporation (“TCHC”) is the responsibility of every director. All directors must understand that their individual decisions can have an impact on our success and reputation. Therefore, in carrying out their duties, directors are expected to promote TCHC’s core values and to observe a high standard of honesty, integrity, accountability, and ethics.

Our clients, suppliers, partners, and employees have placed their trust in TCHC. The board’s business decisions must withstand rigorous scrutiny by our stakeholders and the public. You must act accordingly and avoid even the appearance of improper behaviour.

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

Although this Policy does not address every issue that may arise, it sets out basic expectations placed on directors and offers guiding principles to achieve these expectations when you interact with our stakeholders, including clients, competitors, partners, and directors.

*Conflicts of interest can sometimes be subtle. Directors must therefore act as soon as a situation raises doubts.*

Should a director have any questions or need any clarification about this Policy, they should consult with the Chair of the Governance, Communications, Human Resources and Compensation Committee (“GCHRCC”) or General Counsel.

2. **Application**

This Policy applies to all members of the boards of directors of TCHC and its subsidiaries.
3. Definitions

Conflict of interest: Any situation in which a director’s personal 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 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.

4. Compliance with this Policy

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

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

5. Policy—General Statement

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 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 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 or the public.

In general, directors must not participate in decision-making with respect to a matter if that person...
is in a conflict of interest position. Examples of conflicts of interests are:

a) Doing business with family or friends, either directly through TCHC or through a subsidiary.
b) Hiring a family member or personal friend.
c) Accepting gifts, entertainment, or other personal benefits from an existing or potential supplier, client, or business partner. This also includes family members accepting such benefits.
d) Working for a competitor while a director of TCHC.
e) Having a significant financial interest in a competitor, supplier, or other business partner of TCHC.
f) Giving preferential treatment to any person or entity in which you have a personal interest.
g) Using confidential information to benefit yourself, your family, or your friends.
h) Being involved with or employed by an entity outside of TCHC if such involvement or employment would conflict with or detrimentally.

6. 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. This includes transactions involving entities of which a director is a director, trustee, officer, committee member or has a substantial financial interest through ownership or control.

Directors shall avoid investing in any property in which the 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 the TCHC's investment or development operations or other confidential information obtained by reason of the director's duties.

7. 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 or any other person or entity that has, or might have, business dealings with TCHC where it could result in a conflict of interest.

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. Other exceptions are accepting money where doing so is required as part of the director’s job (e.g. collecting rent or a fee established by TCHC).
In determining nominal value, consider if the gift could reasonably be seen as an attempt to influence your decisions or the decision of the person to whom you give the gift or benefit. You should 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.
- An invitation to an event at the expense of the other person.

A director should never solicit donations for a charitable cause on behalf of a contractor or supplier, unless it is for a program/initiative established by TCHC.

8. Business Interests

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

If an 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.

9. Personal Relationships

Directors should always maintain a professional relationship with other directors and all persons with whom TCHC has dealings. This includes residents, 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 an director works at, or 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 job 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/current) this will also be a conflict of interest.

10. Handling of Complaints

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 and made in good faith towards improving...
TCHC. If a director receives a complaint or comment from a tenant or member of the public, the following protocol shall apply:

a) For complaints or comments about the operations or policies of TCHC:
   a. The complaint should be forwarded to [Legal??] for appropriate handling and response. The director may notify the complainant of such forwarding.
   b. 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 complaints or comments relating to the integrity of a TCHC staff member or other director the complaint should be forwarded to the Chair of the Governance, Communications, Human Resources and Compensation Committee.

11. Other Board/Committee Positions

If you decide to accept a position on a board or committee of a commercial or non-profit entity, you must disclose your involvement to TCHC. This assists TCHC in preventing any conflicts of interest between the two entities. For example, accepting a board position at a supplier or competitor.

12. Exclusivity and Business Opportunities

During the course of your directorship, you may come across business opportunities that you find interesting and that have potential for exploitation. However, when you’re acting on behalf of TCHC, these opportunities belong to TCHC, not to you personally.

Any business opportunities of any kind whatsoever and howsoever arising and relating to the business of TCHC that become known to you during the term of your directorship must be offered to TCHC to be developed and pursued for the benefit of the company.

13. Political Involvement and Charitable Activity

TCHC respects your right to be involved in the political process and community activity. However, when you engage in political or civic affairs, please note that your views and actions are your own, not those of TCHC. Please note that any statements that you make must not be attributed to TCHC.

14. Reporting and Resolving a Conflict of Interest

a) What should a director with a conflict of interest do?

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 exists, or is in doubt about the appropriate application of the Policy, the director shall report in writing the facts and circumstances of the matter to the Chair of the Governance, Communications, Human Resources and Compensation Committee, and shall govern themselves in accordance with the instructions received. Except as otherwise directed by those instructions, the director shall not participate in any discussion or decision relating to such matter.

In the event a conflict of interest, then unless and until such director receives contrary instructions from the Chair of the GCHRCC as appropriate the following procedures shall apply:

- The director shall not participate in any formal or informal discussion of, any decision or vote on, or attempt to exert influence over the contract, relationship, person or organization with respect to which the conflict may relate. Such a director who is a director may be counted to establish a quorum for meetings.

- The director shall temporarily recuse himself/herself from meetings 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.

**b) When must directors disclose conflicts of interest?**

When they join the board of directors, directors shall complete a statement concerning any conflicts of interest. They should disclose all conflicts of interest that they know about.

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

**c) What information do directors have to disclose?**

They must disclose the nature, value of and any relevant details of the conflict of interest.

**d) Documentation of Conflicts**

The minutes of any meeting at which a transaction involving a conflict of interest or an appearance of a conflict of interest is considered shall reflect that the director made disclosure, withdrew from consideration of the transaction or recused him/herself from the meeting room and abstained from voting.
e) 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 the conflict of interest, it shall inform the Chair of the GCHRCC of the basis for such belief. The Chair shall afford such director an 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 Committee determines that such director has in fact failed to disclose a conflict of interest, it shall take appropriate action which may include recommendation to the Board for removal from the Board as well as reconsideration of whether the transaction or arrangement was in the best interests of and fair and reasonable to TCHC at the time it was undertaken.

f) Administration of the Policy

The GCHRCC of the Board shall be responsible for the administration of the Policy. The Committee shall review disclosure reports, receive questions about the application of the Policy and provide guidance and instructions in those matters.
Webcasting – Committee Meetings

Item 4
February 3, 2017
Governance, Communications, Human Resources and Compensation Committee

Report: GCHRCC:2017-05

To: Governance, Communications, Human Resources and Compensation Committee (GCHRCC)

From: General Counsel & Corporate Secretary

Date: February 3, 2017

PURPOSE:
To update the committee about the costs of webcasting committee meetings.

RECOMMENDATION:
Receive this report for information.

Background
The Board requested Management to provide the total annual cost and staff time required for webcasting committee meetings.

<table>
<thead>
<tr>
<th>Current Bandwidth and Cost:</th>
<th>2,000 viewer hours per month for US$500.00 = CAD 8,000/year</th>
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</thead>
<tbody>
<tr>
<td>Average Meeting Usage:</td>
<td>10-30 concurrent viewers per 2 hour public session = 20-60 viewer hours/meeting.</td>
</tr>
<tr>
<td>Increase Meeting Viewers:</td>
<td>Doubled to 60 viewers for our max of 8 Board/Committee meetings in a month → 960 viewer hours. (60 viewers x 2 hours x 8 meetings)</td>
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</table>
Below the 2,000 viewer hours per month. Plenty of excess capacity.

<table>
<thead>
<tr>
<th>Annual Incremental Network Costs:</th>
<th>No increase in network costs to cover committees.</th>
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</thead>
<tbody>
<tr>
<td><strong>Staff Time:</strong></td>
<td>36 Board (11) and Committee (25) meetings scheduled → 72 staff hours (22 for Board and 50 for Committees)</td>
</tr>
<tr>
<td></td>
<td>2 hours of time</td>
</tr>
</tbody>
</table>

| Incremental Staff Costs for Committee meetings: | 50 hours - $2,200.00 |

**SIGNATURE:**

“Mark Johnson”

Mark Johnson  
General Counsel & Corporate Secretary

**STAFF CONTACT:**
Ted Millward, Legal Counsel, Corporate  
416-981-4280  
ted.millward@torontohousing.ca
See Item 3.
Employee Policy Review: Discrimination and Harassment Policy (Staff)

Item 6(A)
February 3, 2017
Governance, Communications, Human Resources and Compensation Committee

Report:  GCHRCC:2017-07

To:  Governance, Communications, Human Resources and Compensation Committee (GCHRCC)

From:  General Counsel and Corporate Secretary

Date:  January 25, 2017

PURPOSE:
To obtain feedback from the GCHRCC on the draft Discrimination and Harassment Policy (Staff).

RECOMMENDATIONS:
It is recommended that the GCHRCC receive this report for discussion purposes.

SIGNATURE:
“Mark Johnson”

_________________________________________________________________

Mark Johnson
General Counsel and Corporate Secretary

ATTACHMENT:
1. Draft Discrimination and Harassment Policy (Staff)
STAFF CONTACT:
Mark Johnson, General Counsel and Corporate Secretary
416-981-4106
Mark.Johnson@torontohousing.ca
Discrimination and Harassment Policy (Staff)

1.0 Introduction

Our success is based upon our fundamental commitment to treating our employees with dignity and respect. Our support of equal employment opportunity includes the commitment that all forms of discrimination and harassment in the workplace will not be tolerated. Our employees have the right to be free from discrimination in the workplace.

All forms of discrimination and harassment, including sexual harassment, will not be permitted at the workplace. All members of management have the explicit duty to take immediate action to prevent such discrimination and harassment.

The Discrimination and Harassment Policy (the “Policy”) describes Toronto Community Housing’s (“TCHC”) policy with respect to harassment and discrimination. It sets out what forms of behaviour are unacceptable at the workplace and provides guidance on how to report incidents.

Compliance with this Policy is a condition of employment with TCHC. Violations of this policy will result in disciplinary action up to and including termination.

TCHC encourages the reporting of all incidents of harassment or discrimination, experienced by any individual as a result of his or her work. The company is committed to taking all reasonable measures to prevent such incidents and to deal promptly and fairly with complaints. If an allegation is substantiated, the offender will be subject to discipline regardless of his or her status at the company.

We must all work co-operatively to uphold this Policy, not just in letter but also in spirit. This Policy does not prevent you from reporting any harassment, or act of discrimination to the appropriate government body or law enforcement authority.
2.0 Policy Statement

TCHC is committed to providing a work environment without discrimination and harassment. TCHC supports a working environment of understanding and tolerance where the dignity of every employee is recognized.

TCHC will not tolerate discrimination or harassment at the workplace and will take all reasonable and practical measures to prevent and deter acts of harassment and discrimination at the workplace.

All employees, contractors, and residents or visitors of TCHC facilities are expected to refrain from acts of discrimination or harassment against employees.

3.0 Purpose

This Policy is intended to:

1. Maintain a work environment free of discrimination or harassment;
2. Clearly describe the responsibilities of TCHC and staff to maintain a workplace free of discrimination and harassment;
3. Define discrimination and harassment;
4. Identify the responsibilities of workplace parties to maintain a workplace free of discrimination and harassment; and
5. Establish procedures for staff to report incidents of discrimination and harassment.

4.0 Scope

This Policy applies to all: TCHC directors, officers, employees (full and part-time), and contractors in dealings with TCHC personnel.

Note: Workplace Violence is addressed under the Workplace Violence Policy.

5.0 Definitions

Discrimination: A practice or behaviour which, whether intentional or not, treats employees unequally or creates a distinction with respect to employment on the basis of a prohibited ground, resulting in an obligation, burden, or other disadvantage by perpetuating prejudice or stereotyping. Prohibited grounds of discrimination include: age, ancestry, citizenship, colour, creed, disability, ethnic origin, family status, gender identity,
gender expression, marital status, place of origin, race, sex, sexual orientation, and record of offences.

**Harassment** – A course of vexatious comment or conduct against an employee in the workplace that is known or ought reasonably to be known would be unwelcome, whether based on a prohibited ground or not. Harassment may include but is not limited to:

- Disruptive behaviour that is not appropriate to the work environment (i.e. repeated incidents of verbal abuse or yelling)
- Sexual harassment
- Teasing, intimidating or offensive jokes or innuendos
- Display or circulation of offensive pictures or material
- Unwelcome, offensive, or intimidating phone calls, or bullying
- Leering (suggestive staring) at a person’s body
- Unwelcome gifts or attention
- Offensive gestures
- Spreading rumours could also be considered harassment

**NB: What is not harassment?** Reasonable actions or conduct by an employee or manager that are part of his/her normal work function do not constitute harassment. This can include situations that have unpleasant consequences for the worker, e.g. disciplinary action, implementation of dress codes, job assessments. Also, differences of opinion and disagreements between co-workers are not generally viewed as harassment.

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

**Sexual Harassment:** Sexual Harassment means engaging in a course of vexatious comment or conduct because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or ought reasonably to be known to be unwelcome. Sexual harassment includes making a sexual solicitation or advance where the person making the solicitation or advance is in a position to grant or deny a benefit and the person knows or ought reasonably to know that the advance is unwelcome.
6.0 Policy Details

6.1 Discrimination and Harassment
All employees have a right to equal treatment in the workplace without harassment or discrimination.

TCHC will not tolerate any behaviour, including behaviour from tenants, independent contractors, and suppliers, that constitutes harassment against employees at the workplace. All forms of discrimination and harassment including sexual harassment, are unacceptable.

The source of discrimination or harassment may be any one of many types of persons to whom an employee is exposed during work. The offending person may be an employee, a customer, a supplier, or a subcontractor.

6.2 Reports and Complaints
Employees have the right to make a formal complaint under the Procedure for Staff Complaints (the “Procedure”) should they believe they have been subject to discrimination or harassment. Investigations under this Policy shall be conducted in an impartial, appropriate, and fair manner.

6.3 Reprisal
TCHC prohibits reprisal against persons who, in good faith, report incidents of discrimination, harassment, or who make a formal complaint under this Policy. Management will take all reasonable and practical measures to prevent reprisals and threats of reprisal.

6.4 Responsibilities
Divisional management is responsible for posting a copy of this policy in a conspicuous location in each workplace.

Every member of management is responsible for:

a) taking every precaution reasonable in the circumstances to protect workers from all forms of discrimination and harassment in the workplace;

b) providing information, instruction and guidance to employees on the contents of this Policy and on how to protect against discrimination and harassment;
c) treating all complaints seriously, including investigating and taking appropriate action when discrimination and harassment complaints or complaints of reprisal involve his/her area of responsibility;

d) taking appropriate actions, including documenting concerns or complaints of workplace harassment or discrimination which are made to them by an employee, when she/he has knowledge of discrimination and harassment in any part of TCHC;

e) communicating this policy and procedures to employees in the workplace;

f) ensuring staff who have responsibilities under this Policy or Procedure are held accountable;

g) Addressing promptly any questions staff may have about how to make a report or complaint under this Policy and are made aware of their right to make a complaint under this Policy; and

(h) Maintain records of training and instruction provided to workers on this policy.

The Joint Health and Safety Committees (JHSC) may:

a) Review all reports forwarded to the JHSC regarding workplace harassment and other incident reports as appropriate

b) Recommend corrective measures for the improvement of the health and safety of workers

c) Respond to worker concerns related to workplace harassment and communicate these to management

d) Review annually the effectiveness of the policy and guidelines and recommend changes as required by consulting with management staff and worker representatives

Human Resources will:

- Support divisional management in their implementation of and compliance with this policy
- Where necessary, consult with the Health, Safety, and Wellness Unit
- Participate in complaints made by or against employees under this policy
- Assist in corrective actions for violations of this policy
Where necessary, consult with the Health Safety & Wellness Unit and the Office of Diversity, Fairness, and Human Rights (where the complaint involves a tenant)

Everyone must be dedicated to preventing discrimination and harassment. Any member of management who does not take appropriate action in these circumstances may be disciplined up to and including termination and may be in contravention of any applicable legislation.

Employees are expected to follow safe work practices and work together in a manner which promotes a respectful work environment and to report when they witness such conduct in the workplace. Every employee has a responsibility to play a part in ensuring that the working environment is free from discrimination and harassment. This responsibility is to be discharged by avoidance of any conduct which might constitute discrimination or harassment in the workplace and not condoning or ignoring when such conduct is witnessed. In addition, any employee who has witnessed discrimination or harassment by or against a colleague is encouraged to report his/her concerns to his/her manager or other appropriate contact. Employees must also cooperate in an investigation under this Policy.

6.5 Incident Reporting and Investigation

Any employee who has been the subject of discrimination or harassment, by any other employee, tenant, vendor, or subcontractor of TCHC in the course of his/her duties with TCHC may initiate a complaint under this Policy.

In some instances, the offending behaviour can be dealt with directly and informally by confronting the wrongdoer with a clear message that the behaviour is unwanted. However, TCHC recognizes that there may be many factors that make this approach impractical. Although informal resolution is encouraged if possible, this is not a requirement to making a complaint under this Policy.

6.6 Formal Complaint

Employees have the right to raise a concern or make a formal complaint concerning discrimination or harassment under the Harassment and Discrimination Procedure for Staff Complaints.

An investigation that is appropriate in the circumstances will be conducted into all complaints or incidents of discrimination or harassment.
6.7 Training
All TCHC personnel will receive training regarding their responsibilities under this policy. Employees will also be advised how to make a formal complaint under this policy. All staff are to have access to information and instruction related to harassment.

7.0 Compliance and Monitoring
Violation of this policy will result in appropriate remedial action, legal action, or disciplinary action up to and including immediate termination of employment for cause. In the case of a contractor or vendor, non-compliance can lead to termination of their contract. This policy will be reviewed annually.

8.0 Related Policies and Procedures
- Human Rights, Harassment, and Fair Access Policy (Residents)
- Human Rights, Harassment, and Fair Access Procedure for Resident Complaints
- Workplace Violence Policy
- Health, Safety and Wellness Accident/Incident Reporting Procedure (HSW1500)
- Accessibility Policy
- Code of Conduct
- Tenant Representative Code of Conduct
- Discrimination and Harassment Procedure for Staff Complaints

9.0 Commencement and Review

<table>
<thead>
<tr>
<th>Revision</th>
<th>Date</th>
<th>Description of changes</th>
<th>Approval</th>
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<td>First approval:</td>
<td>[Month/year]</td>
<td>New</td>
<td>[highest level of approval]</td>
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<td>[Revision #]</td>
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<td>[List change as major or minor and describe nature of change]</td>
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<tr>
<td>Last review:</td>
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Use the table above to reference ALL versions of the policy, when the reviews were completed, what level of approval was sought, and the nature of the change. Consult the policy framework for details.
10.0 Next Scheduled Review Date: Effective date+1 year

Policy Owner: Human Resources
Approval: ELT
First Approved: February 2003
Effective Date: [Month/Day/Year]
Employee Policy Review: Workplace Violence Policy

Item 6(B)
February 3, 2017
Governance, Communications, Human Resources and Compensation Committee

Report: GCHRCC:2017-08

To: Governance, Communications, Human Resources and Compensation Committee (GCHRCC)

From: General Counsel and Corporate Secretary

Date: January 25, 2017

PURPOSE:
To obtain feedback from the GCHRCC on the draft Workplace Violence Policy.

RECOMMENDATIONS:
It is recommended that the GCHRCC receive this report for discussion purposes.

SIGNATURE:
“Mark Johnson”

Mark Johnson
General Counsel and Corporate Secretary

ATTACHMENT:
1. Draft Workplace Violence Policy
STAFF CONTACT:
Mark Johnson, General Counsel and Corporate Secretary
416-981-4106
Mark.Johnson@torontohousing.ca
Workplace Violence Policy

1.0 Summary

In an emergency or when there is imminent danger, you should call the police and take whatever steps are reasonably necessary to protect the person and yourself.

This Workplace Violence Policy (the “Policy”) provides direction to all Managers/Supervisors and workers of Toronto Community Housing Corporation (“TCHC”) for preventing and responding to Workplace Violence.

2.0 Policy Statement

TCHC is committed to providing a safe work environment and will not tolerate any acts of violence while employees are at work.

TCHC will take all reasonable measures to prevent and deter violence and threats of violence in the workplace. All TCHC personnel as well as residents, visitors and contractors are expected to refrain from violence or threats against TCHC personnel in the workplace.

3.0 Purpose

This Policy is intended to:

1. Maintain a work environment free from violence.
2. Set out the expectations of TCHC related to workplace violence.
3. Identify the responsibilities of management and workers.
4. Establish measures to immediately help when violence occurs or is likely to occur.
5. Establish procedures to report, investigate, and resolve incidents of violence.
4.0 Scope

This Policy applies to all TCHC personnel, including directors, officers, workers (full and part-time), contractors, tenants, volunteers, or persons engaged in business with TCHC. All are expected to uphold this Policy and work together to ensure a healthy, safe, and respectful work environment.

This Policy recognizes that violence may occur between workers, tenants, contractors, and members of the public.

5.0 Compliance with this Policy

Violation of this Policy will result in appropriate remedial action, legal action, or disciplinary action up to and including immediate termination of employment for cause. In the case of a contractor or vendor, non-compliance can lead to termination of their contract. This policy will be reviewed annually.

6.0 Definitions

“Workplace Violence” or “Violence” is:

a) The exercise of physical force against a person while at work, in a workplace, that causes or could cause physical injury.

b) An attempt to exercise physical force against a person while at work, in a workplace, that could cause physical injury.

c) Threatening statements or behaviour against a person while at work in a workplace

7.0 Responsibilities

TCHC will not tolerate violence in the workplace. All workers are responsible for preventing and reporting acts of violence that threaten, or are perceived to threaten, a safe work environment.

Every member of management will:
Take reasonable preventative measures to protect workers in TCHC workplaces from violence;
Ensure that workplace violence risk assessments are completed;
Ensure this Policy is posted in a conspicuous location in each workplace;
Communicate this policy and its procedures to all workers;
Ensure that workers who have responsibilities under this Policy are held accountable and meet their obligations;
Report and promptly address all worker reports of violence;
Not condone or permit any conduct or behaviour contrary to this policy;
Ensure that Workers are made aware of their right to:
  o have Workplace Violence incidents investigated;
  o report incidents of physical assault or threats of physical assault to the police; and
  o receive support from management when reporting incidents of physical assault or threats of physical assault to the police (e.g. time for interactions with the police and making accessible to the police information in the employer's possession with respect to the incident).

Employees will:

  ▪ Not engage in or ignore violent, threatening, harassing, intimidating or other disruptive behaviours;
  ▪ Work together in a manner which promotes a respectful work environment;
  ▪ Report promptly to their Manager/Supervisor (or designate) any incident where the worker is subjected to, witnesses, or has knowledge of Workplace Violence, or has reason to believe that Workplace Violence may occur;
  ▪ Only physically intervene to prevent Workplace Violence if properly trained and acting in accordance with established operating procedures; and
  ▪ Cooperate with investigations under this policy.

Joint Health and Safety Committees (JHSC) may:

  ▪ Review the results of Workplace Violence risk assessments and provide recommendations to management to reduce or eliminate the risk of Workplace Violence;
  ▪ Review all reports forwarded to the JHSC regarding Workplace Violence and other incident reports as appropriate pertaining to incidents of violence that result in personal injury or threat of personal injury, property damage, or police involvement;
  ▪ Recommend corrective measures for the improvement of the health and safety of workers;
- Participate in the investigation of incidents that result, or have the potential to result in, worker injury; and
- Respond to worker concerns related to Workplace Violence and communicate these to management.

Everyone must be dedicated to preventing workplace violence. Any member of management who does not take appropriate action may be disciplined up to and including termination and may be in contravention of any applicable legislation.

8.0 Domestic Violence

Domestic violence will not be tolerated in TCHC workplaces. TCHC will take every reasonable precaution in the circumstances to protect workers when it becomes aware that domestic violence may carry over into the workplace and expose its workers to physical injury.

Workers should report any concern to TCHC if they fear that domestic violence may enter the workplace. The source of such concerns could be threatening emails or telephone calls or unwelcome visits to the workplace by the abusive person.

TCHC is prepared to investigate and deal with these concerns on a case-by-case basis. This could involve developing an individual safety plan in consultation with the worker, and if necessary, the police, courts, or other organizations. TCHC will work closely with the targeted worker while attempting to respect the worker's privacy.

Managers/Supervisors are expected to respect the confidentiality of the person who reports domestic violence, informing other workers on a need-to-know basis only, and only to the extent necessary to protect the safety of the worker.

9.0 Incident Reporting

Workers must report all incidents of Workplace Violence to their Manager/Supervisor as soon as possible. Manager/Supervisors are required to report and investigate incidents of Workplace Violence as per the Accident/Incident Reporting Procedure (HSW1500)
10.0 Management Response Process and Investigation

An investigation that is appropriate in the circumstances will be conducted into all complaints or incidents of Workplace Violence. Reporting and investigation of Workplace Violence incidents will be conducted in accordance with Accident/Incident Reporting Procedure.

Detailed steps for responding to incidents in compliance with this Policy and other policies referenced are outlined in the *Workplace Violence and Harassment Prevention and Crisis Resource Manual (HSW1802)*. These procedures ensure that incidents receive an appropriate and timely response and to ensure procedural fairness. In the course the investigation, management may:

- consult with other parties (e.g., Health Safety and Wellness Unit, JHSC Members, Police);
- take all reasonable and practical measures to minimize or address risks identified by the incident; and
- document the incident, its investigation, and corrective action taken.
- Implement temporary measures to prevent ongoing or potential violence or harassment during the investigation.
- Where appropriate, respecting confidentiality and the nature of the incident, debrief workers and the union(s) (where applicable) of the incident, actions taken, and further steps that can be taken to prevent a recurrence.
- Consult Human Resources regarding any disciplinary action and the police and/or Legal Services regarding criminal charges.

Information obtained about an incident or complaint, including identifying information about any individuals involved, will not be disclosed unless the disclosure is necessary for the purposes of investigating or taking corrective action with respect to the incident or complaint, or is otherwise required by law.

While an investigation is ongoing, all workers and witnesses will be instructed not to discuss the complaint, incident, or the investigation with other workers or witnesses unless necessary to obtain advice about their rights.

11.0 Training

Workers will receive training regarding their responsibilities under this Policy. Information and instruction will be provided to workers as appropriate and consistent with the hazards identified for their job or work location.
12.0 Reprisal

TCHC prohibits reprisals against persons who, in good faith, report incidents of workplace violence or who act as witnesses during investigations. Management will take all reasonable and practical measures to prevent reprisals or threats of reprisal.

13.0 Related Policies and Procedures

- HSW1801- Working Alone Policy
- HSW1803- Workplace Violence Risk Assessment and Control Evaluation Procedure
- HSW1500- Accident/Incident Reporting Procedure
- HSW1200- Traumatic Incident Response Procedure
- HSW1301- Work Refusal Policy
- Emergency Response Plan

14.0 Commencement and Review

This Policy will be reviewed annually or as often as is necessary to ensure that it remains effective.

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<th>Date</th>
<th>Description of changes</th>
<th>Approval</th>
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<td>Removal of Harassment obligations to separate policy</td>
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Allenbury Gardens – New Joint Venture Entity
Item 7
February 3, 2017
Governance, Communications, Human Resources and Compensation Committee

Report: GCHRCC:2016-09

To: Governance, Communications, Human Resources and Compensation Committee (GCHRCC)

From: President and Chief Executive Officer (Interim)

Date: January 25, 2017

Corporate Goals: Quality Homes:
- Replacement of aging buildings and strengthened communities through revitalization and renewal projects in select neighbourhoods

PURPOSE:
Seek approval to create a new joint venture entity, VIVO Residences Inc., to hold legal title to the third market condominium building and eight market townhouses in the Allenbury Gardens revitalization, on behalf of Allenbury Gardens Revitalization General Partnership (the “Partnership”). Vivo will be constructed on part of Part 4 on Plan 66R-27626 (see Attachment 1).

RECOMMENDATIONS:
It is recommended that GCHRCC recommend to the Board of Directors for ratification the following:

1. Incorporation of VIVO Residences Inc., and approve the appointment of Greg Spearn and Leslie Gash as the two Allenbury Gardens Development Corporation (“AGDC”) representatives on the Board of VIVO Residences Inc.
2. Authorize the President and Chief Executive Officer (Interim) and the General Counsel and Corporate Secretary to take all necessary actions and execute all documents and resolutions required to implement the above recommendations.

REASONS FOR RECOMMENDATIONS:
TCHC has been pursuing revitalization of Allenbury Gardens in partnership with FRAM Building Group Ltd. (FRAM) since August 2010. Phase 1 consists of 2 market condominium buildings, SOUL and CONNECT comprising 422 units and 8 townhomes. TCHC is also replacing the first 30 rent-geared to income units in Phase 1 with the first occupancies scheduled for summer 2017. All the units at SOUL and CONNECT are 100% sold. The remaining rental replacement units will be constructed in a midrise building and 28 townhome units as part of Phase 2 to be completed in 2020.

The TCHC Board approved issuing the marketing notice to proceed with marketing and sales of units for the 3rd market building, VIVO (TCHC:C2016-35) in October 2016. Since then, the building has achieved sales of 95% with 4 units in the 10-day rescission period.

**Incorporation of Nominee Joint Venture Entities:**

In 2011, the TCHC Board approved certain business terms which included the incorporation of single purpose entities by TCHC and our developer partner, FRAM, which would form a suitable land holding partnership structure, with a trustee/nominee to enter into contracts with third party purchasers and act as the market condominium declarant for each market block (TCHC:C2011-48). The definitive project agreements signed with FRAM in 2013 were based on this land holding partnership structure. In late 2015, upon the recommendation of the GCHRCC, the Board approved the creation of two new trustee/nominee entities to hold title to each of the first two market condominium buildings and townhouses – Soul Residences Inc. and Connect Residences Inc. (TCHC:2015-49). The Shareholder Direction also permits the creation of one or more subsidiaries.

To that end, to date, two bare trustee/nominee corporations have been incorporated. Soul Residences Inc. (SOUL) was incorporated on April 17, 2014 and Connect Residences Inc. (CONNECT) was incorporated on March 6, 2015. The City was notified on the creation of both entities.

VIVO Residences Inc. (VIVO) is the intended new single purpose entity, the trustee/nominee that will hold legal title to the third market block. VIVO will also act as the condominium declarant and be the registrant under TARION, as required pursuant to the Ontario New Home Warranties Plan Act. As is the case with SOUL & CONNECT, the sole shareholder of VIVO will be the Partnership, whose partners are TCHC’s wholly-owned subsidiary, Allenbury Gardens Development Corporation (AGDC) and a subsidiary of the FRAM Building Group Ltd. (FRAM), Fram Allenbury Gardens Development Inc. (FAGDI).

Incorporating a single purpose entity that would hold title to the lands as a nominee/bare trustee for an owner is a recognized vehicle for dealing with real property. The primary rationale for separate corporate existence of a single purpose entity is to provide insulation from liability. Liability can arise in the form of construction or warranty claims,
taxes, health and safety matters or damages where insurance is inadequate. The business terms of the Allenbury Gardens agreements contemplate a transfer of the market lands on a building by building basis. Since the Partnership cannot hold title to real property as it is not considered a legal entity, the creation of VIVO, a separate corporate entity, is therefore necessary (see Attachment 2).

Appointment of Representatives on the Joint Venture Title Nominee Board:

The composition of the Board of the joint venture title nominee is addressed in the partnership agreement between TCHC, AGDC, FRAM & FAGDI and requires two representatives from AGDC and two representatives from the developer partner, FAGDI. The recommended representatives from AGDC include the TCHC Chief Development Officer and TCHC Vice President of Development or Development Director.

Consultation with City Manager:

On December 7 and 16, 2016, TCHC Staff met with the City Manager’s Office consistent with the TCHC Subsidiary and Joint Venture Governance Framework which requires that any entities where TCHC owns more than a 50% share requires consultation with the City Manager’s Office. Allenbury Gardens is unique in that TCHC is a 70% equity partner in the market projects. TCHC receives 70% of the market proceeds until the cost of the rental replacements units are covered, at which point the profit flips to 70% in favour of FRAM. No concerns were raised with respect to the creation of VIVO Residences Inc. (See Attachment 3).

IMPLICATIONS AND RISKS:

Revitalization at Allenbury Gardens is performing very well financially and is within budget in accordance with its anchor business plan. Allenbury Gardens is self-financing, in that the projected net returns from condominium unit and land sales will cover 100% of the replacement cost of the RGI housing on site, plus a small residual net income to TCHC.

VIVO Residences Inc. will provide financial statements on an annual basis to the Management Committee of the Partnership. VIVO Residences Inc. is also subject to annual financial audits from TCHC’s financial auditors as part of their audit of the Partnership. The Management Committee of the Partnership meets on a monthly basis.

VIVO will not require any long-term debt and will seek third party construction financing on behalf of the Partnership. Similar to SOUL and CONNECT, the construction financing obtained will be non-recourse and FRAM and its subsidiaries and affiliates would be the sole guarantors. When the Partnership is in a position to seek out third party construction financing, it will be presented to the TCHC Board of Directors for approval consistent with the partnership agreement.
VIVO will act as trustee of the partnership property as its only asset, providing sufficient insulation from the Partnership’s liabilities should the trustee/nominee corporation fail in its obligations to third parties.

Under the Ontario Business Corporations Act (“OBCA”), TCHC has authority to incorporate single purpose entities – title nominees and subsidiary corporations. The Shareholder Direction between TCHC and the City of Toronto permits TCHC to create subsidiaries and invest in joint ventures, from time to time, to carry out its business activities and meet its mandate. The ongoing governance and reporting requirements of the subsidiaries and joint ventures must comply with the Shareholder Direction and TCHC’s Subsidiary and Joint Venture Governance Framework approved by the TCHC Board in 2016. The Allenbury Gardens revitalization falls within TCHC’s mandate in the Shareholder Direction to develop new affordable and subsidized rental housing, including the revitalization and redevelopment of its lands and buildings (section 4.1(b) of the Shareholder Direction).

SIGNATURE:

“Greg Spearn”

Greg Spearn
President and Chief Executive Officer (Interim)

ATTACHMENT:
1. Plan 66R-27626
2. Allenbury Gardens Subsidiary Structure
3. City Manager Approval
4. Allenbury Gardens Phasing Plan

STAFF CONTACT:
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Vincent Tong, Development Director (Interim)
416-981-4372
Vincent.Tong@torontohousing.ca
Attachment 2: Allenbury Gardens Subsidiaries Structure

- Toronto Community Housing Corporation
  - 100%
  - Allenbury Gardens Development Corporation
    - 100%
      - 56.8%
      - Allenbury Gardens Revitalization General Partnership
        - 100%
          - 43.2%
          - FRAM Allenbury Gardens Development Inc.
            - 100%
              - Soul Residences Inc.
              - Connect Residences Inc.
              - VIVO Residences Inc.
              - Future Market Building
January 17, 2017

Toronto Community Housing Corporation
931 Yonge Street, 2nd Floor
Toronto, ON M4W 2H2

Attention: Mr. Vincent Tong RPP
Development Director

Dear Sir,

Re: VIVO Residences Inc.

Thank you for the information provided to the City Manager’s Office with respect to Vivo Residences Inc. I understand that Vivo Residences Inc. is a real estate development subsidiary formed for the purpose of jointly developing (with its development partner, Fram) market condominiums as part of the revitalization of Allenbury Gardens.

Under section 4.3.1 of the Shareholder Direction by the City of Toronto to Toronto Community Housing Corporation (TCHC), TCHC will consult with the City Manager regarding the business purpose, financing, governance structure and reporting requirements of any proposed Joint Venture prior to its creation. TCHC has provided a report addressing these matters prior to the creation of VIVO Residences Inc. which will be wholly owned by a partnership in which a wholly-owned TCHC subsidiary is a partner.

This confirmation is not a consent or approval by the City as to the manner in which it has chosen to redevelop Allenbury Gardens, nor should it be construed as confirmation that TCHC has fully complied with its consulting obligations under the Shareholder Direction.

As required by section 4.3.3 of the Shareholder direction, when VIVO Residences Inc. is created and constituted as a subsidiary of the Allenbury Gardens Revitalization General Partnership, TCH will so inform the City Manager at the earliest possible opportunity, and include information related to the purpose, governance structure, board composition, operations, financing and such other information regarding VIVO Residences Inc. and the Allenbury Gardens Revitalization General Partnership, as may be requested by the City Manager.
Any questions may be forwarded to Todd Orvitz, Director of Corporate Policy. He can be reached at 416-392-6783, todd.orvitz@toronto.ca.

Sincerely,

[Signature]

Peter Notaro
Executive Director
Strategic & Corporate Policy