

## Members, Board Director & Officers Code of Conduct

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### Purpose & Application

The purpose of this code of conduct (the “**Code of Conduct**”) is to establish clear, consistent and transparent standards of behaviour for Members, Board Directors and Officers, and to provide adequate guidance to address any instances of misconduct. This Code of Conduct applies to each Member’s, Board Director’s and Officer’s:

- participation in meetings of the Members, the Board, Board Committees and Advisory Committees;
- participation in all other meetings and events organized by the Corporation, including events that are open to members of the public; and
- all other interactions with individuals who are part of the Corporation’s community (tenants/residents, Members, Board Directors, management, staff, volunteers, contractors, advisors, etc.).

Additionally, as indicated in certain parts of this Code of Conduct, certain obligations continue to apply even after an individual is no longer a Member, Officer and/or Board Director of the Corporation.

This Code of Conduct is divided into two Parts:

- Part 1, which generally applies to all Members, Board Directors and Officers; and
- Part 2, which applies only to Board Directors and Officers.

### Part 1: General

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#### GUIDING PRINCIPLES & DUTIES:

Members, Board Directors and Officers shall be guided by the following principles in all their activities with the Corporation:

- Making sincere efforts to foster diversity, equity and inclusion is central to the Corporation’s core mission. All Members, Board Directors and Officers shall positively contribute to these efforts.
- Fostering an open, inclusive, and constructive debate is essential to successful decision-making. Members, Board Directors and Officers shall therefore:
  - be open to new ideas and diverse opinions;
  - seek to understand views and perspectives that differ from their own;

- engage respectfully and constructively in all deliberations; and
  - **never** engage in *ad hominem* attacks.
- Taking ownership of one's personal decisions and actions is important to building and maintaining positive relationships with others in the Corporation. As such, Members, Board Directors and Officers shall:
    - be open to constructive feedback about the impacts of their decisions and actions on others; and
    - demonstrate personal responsibility and accountability in how they respond to such feedback.

In addition, Members, Board Directors and Officers have a duty to:

- demonstrate their commitment to furthering the best interests of the Corporation and supporting the Corporation's core mission;
- demonstrate due diligence and care in all deliberations and decision-making;
- to the best of their knowledge, avoid direct or indirect participation in any external activity which gives rise to an actual, potential or perceived conflict of interest, including but not limited to any activity:
  - involving a material financial interest in a third-party supplier of goods or services to the Corporation (e.g. contractors, consultants, partners, etc.), or a third-party competitor of the Corporation;
  - involving the use of confidential information obtained through participation in activities at the Corporation to their personal benefit to make a profit, or to the benefit of a third-party;
  - that creates an obligation, interest or preoccupation that is likely to affect their judgment to the detriment of the Corporation; or
  - that would otherwise prevent them from acting with integrity and in the best interests of the Corporation;
- declare an actual, potential or perceived conflict of interest as soon as practicable to the President and the Executive Director, and recuse themselves from any involvement in activities giving rise to the conflict of interest with the Corporation.

By law, Board Directors and Officers are subject to additional requirements in relation to the above duties. These requirements are addressed in greater detail in Part 2 of this Code of Conduct.

## **CRIME & ILLICIT BENEFITS PREVENTION:**

The Corporation is committed to complying fully with all applicable anti-bribery, anti-corruption and anti-money laundering laws. As such:

- To the best of its knowledge, the Corporation shall only conduct business with contractors, consultants, partners, co-owners, co-workers, customers or suppliers of goods or services who are involved in legitimate business activities and whose funds are derived from legitimate sources.
- All Members, Board Directors and Officers are strictly prohibited from aiding or participating in any illegal activities in the performance of their duties, and from accepting or making forms of payment that may be identified as a bribe or as laundered money.

## **SOCIAL MEDIA USE:**

Members, Board Directors and Officers shall be mindful of how they share information about the Corporation and present their relationship to the Corporation on any social media accounts belonging to them.

Members, Board Directors and Officers are welcome and encouraged to:

- follow the Corporation on all social media platforms where the Corporation has a presence;
- engage with the Corporation's posts in supportive and respectful ways; and
- share any post of the Corporation on their personal social media accounts.

Members, Board Directors and Officers shall not:

- discuss or comment on the Corporation's internal business matters or affairs on social media platforms, including its relationship with any third-parties (e.g. sectoral partners, vendors, etc.);
- state or imply that any of their personal opinions are approved or endorsed by the Corporation;
- post any pictures or information about tenants, non-managerial employees, a crisis at the Corporation, or an accident at any of the Corporation's offices or premises; and/or
- post any pictures of (other) Members, (other) Board Directors, (other) Officers, or the Corporation's management without their prior consent.

## PRIVACY & CONFIDENTIALITY:

“**Personal information**” includes any factual or subjective information, recorded or not, about an identifiable individual. Examples of personal information include:

- Age, name, gender, identification numbers, income, ethnic origin or religion;
- Opinions, evaluations, comments, social status, or disciplinary actions;
- Employment or financial history; and
- Home address, home phone number, social insurance number, passwords, licence plate numbers, interests, hobbies and habits.

“**Confidential information**” is any type of information or knowledge that has been developed, acquired or controlled by the Corporation and which the Corporation does not want disclosed outside the organization. Examples of confidential information are internal financial records, meeting minutes, and legal information.

Members, Board Directors and Officers shall not:

- disclose Personal Information or Confidential Information to anyone outside of the Corporation (including, but not limited to, their family and friends) except as required by law or as authorized by the Corporation;
- use any Personal Information and/or Confidential Information obtained from the Corporation to their personal advantage, to the advantage or detriment of a third-party, or to the detriment of the Corporation;

Furthermore, Members, Board Directors and Officers shall be conscientious about the internal use and disclosure of Personal Information and Confidential Information by:

- conscientiously following any instructions provided by the Corporation to protect, preserve, and safeguard all such information;
- if they are uncertain about the sensitivity of any information received from the Corporation, erring on the side of caution by seeking clarification from before sharing the information either internally or externally; and
- only sharing Private Information or Confidential Information with others on a “need to know” basis (e.g. to carry out the responsibilities of their position, to be fully informed about a matter before participating in a vote on that matter, etc.).

Members, Board Directors and Officers are required to protect Personal Information and Confidential Information at all times, even after they cease to be involved with the Corporation.

### **MEDIA REQUESTS:**

All Members, Board Directors and Officers are strictly prohibited from making statements to the media on behalf of the Corporation, unless as explicitly authorized by the Corporation. Any requests from the media shall be referred immediately to the Executive Director.

### **DUTY TO REPORT:**

All Members, Board Directors and Officers have an individual responsibility to report in good faith any activity that appears to violate this Code of Conduct, laws or regulations.

Any Member, Board Director or Officer who suspects a violation of this Code of Conduct (in this section, the “**Reporting Party**”) shall immediately report the matter to the Board Executive Committee and the Executive Director, unless:

- the Reporting Party suspects a violation of this Code of Conduct by the President, in which case the Reporting Party shall inform the remaining members of the Board Executive Committee and the Executive Director; or
- the Reporting Party suspects a violation of this Code of Conduct by the Executive Director, in which case the Reporting Party shall inform only the Board Executive Committee.

All reports shall be treated as Confidential Information, and shall be handled in accordance with the requirements of this Code of Conduct and applicable Policies.

The Reporting Party shall be safe from any threats, reprisals, dismissal or other form of sanction, unless the Reporting Party initiated or participated in the violation or suspected violation, in which case the decision to report will have no impact on the scope of the disciplinary measures that may apply to the Reporting Party.

### **BULLYING, WORKPLACE HARASSMENT AND WORKPLACE VIOLENCE:**

In accordance with the Corporation’s commitment to provide a work environment that is as safe as possible, all Members and Board Directors must be aware:

- the Corporation will not tolerate any form of bullying, workplace harassment and workplace violence; and
- any Member or Board Director found to have engaged in bullying, workplace harassment and/or workplace violence will be disciplined per Section 19 of By-Law No. 4 and the Membership Policy.

The Corporation is committed to ensuring everyone at the Corporation, including Members and Board Directors:

- is aware of the risks and harms of bullying, workplace harassment and workplace violence, and the potential consequences of engaging in such conduct at the Corporation;
- understands how to identify and report possible incidents of bullying, workplace harassment and workplace violence, and has information about the Corporation's processes for handling and investigation allegations of such conduct;
- understands the rights and responsibilities of complainants and respondents during an investigation, as well as their person obligation to good faith participation in any such investigation.

Accordingly, the Corporation has established a Policy on Bullying, Workplace Harassment and Workplace Violence (in this part of the Code of Conduct, the "**Bullying Policy**") and accompanying procedures for the reporting and investigation of any such allegations under the Bullying Policy. This Bullying Policy and the procedures thereunder have been designed to ensure the Corporation's compliance with the *Occupational Health and Safety Act, 1990*.

All Members, Board Directors and Officers are required to:

- review the Policy to ensure they understand the kinds of behaviours that can give rise to allegations of bullying, workplace harassment and workplace violence; and
- abide by the Policy at all times.

## Part 2: Duties of Board Directors & Officers

### FIDUCIARY DUTY:

By law, Board Directors and Officers owe a fiduciary duty to the Corporation and must demonstrate an unwavering commitment to upholding this duty by:

- always acting honestly and in good faith with a view to the best interests of the Corporation; and
- exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## DUTY AND STANDARD OF CARE:

By law, Directors and Officers are required to meet a standard of care in exercising all of their powers and discharging their duties to the Corporation. This standard of care requires every Director and Officer to:

- be conscientious and prudent about conducting the due diligence necessary to inform every exercise of their powers and discharge of their duties;
- seek professional and technical expertise where necessary to ensure that they thoroughly understand the implications and risks of any decision, action or omission to act; and
- demonstrate that any decision, action or omission to act is reasonable and has been taken with due regard to all relevant factors, including the potential consequences of such decision, action or omission to act and the associated risks and benefits.

Under the Act, Directors who vote for or consent to a resolution authorizing either of the following are jointly and severally liable to restore to the Corporation any money or property so paid or distributed and not otherwise recovered by the Corporation:

- 1) a payment or distribution to a Member, Director or an Officer contrary to the Act; and/or
- 2) a payment of an indemnity contrary to the Act (together with item 1, the “**Unlawful Payments**”).

However, a Director is not liable under the Act for any Unlawful Payments if they exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including good faith reliance on:

- financial statements provided by an Officer of the Corporation or in a report of the auditor of the Corporation or of a person who conducted a review engagement of the Corporation, which are represented to present fairly the Corporation’s financial position in accordance with generally accepted accounting principles;
- interim financial statements or any other financial reports provided by an Officer of the Corporation, which are represented to present fairly the Corporation’s financial position in accordance with generally accepted accounting principles;
- a report or advice of an Officer or employee of the Corporation, if it is reasonable in the circumstances to rely on the report or advice; or
- a report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by them.

## CONFLICTS OF INTEREST & DISCLOSURES:

As fiduciaries of the Corporation, Board Directors and Officers shall never put their personal interests ahead of the best interests of the Corporation. They must avoid situations where:

- their personal interests conflict or might appear to conflict with their legal duties to the Corporation; and
- their legal duties to the Corporation conflict or might appear to conflict with their legal duties or loyalty to a third-party.

Under the Act, any Board Director or Officer who is:

- a party to any actual or proposed contract or transaction with the Corporation; or
- a director or officer of another corporation that is party to an actual or proposed contract or transaction with the Corporation,

shall disclose to the Corporation the nature and extent of their interest or request to have this disclosure documented in the meeting minutes of the Board. Board Directors and Officers must disclose any such conflict of interest in a timely manner, ensuring compliance with the requirements under Sections 41(2) and 41(3) of the Act, respectively. Furthermore, the requirement to disclose any such conflict of interest applies even if a contract or transaction does not require the approval of the Board or the Members.

Once a Board Director or Officer has disclosed a conflict of interest:

- they shall not attend any part of a Board meeting during which the contract or transaction is being discussed; and
- they shall not vote on any resolution to approve the contract or transaction, unless the contract or transaction relates to:
  - their remuneration as a director of an affiliate;
  - the indemnification of Directors and Officers, and the purchase of Directors and Officers' liability insurance; or
  - an affiliate.