

## Public Meeting Minutes

### Human Resources and Corporate Governance Committee (HRCGC)

Date: February 23, 2015

Time: 1:30 – 3:30 p.m.

Location: Build Toronto, 200 King St. W., Suite 200 – City Builder Room

#### Committee Member Attendance:

	1:41 p.m. – 2:05 p.m. Public Session	2:05 p.m. – 2:49 p.m. In Camera Session	2:49 p.m. – 2:50 p.m. Public Session
Deputy Mayor Denzil Minnan-Wong – Chair	✓	✓	✓
Frank Bucys	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)
Nancy Cohen	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)
Wayne Fraser	✓	✓	✓
Christopher Voutsinas	✓	✓	✓

✓ Members were present for some or all of the time indicated

Also present (at the invitation of the Committee):

William Bryck, President & CEO

Steven J. Trumper, Senior Vice President, Legal & Administration

Janice Paterson, Executive Assistant, Recording Staff

Lynn Kennedy, Director (guest)

The Chair of the Committee confirmed that a quorum was present and called the meeting to order at 1:41 p.m.

No conflicts of interests were declared.

1. Approval of the Previous Human Resources and Corporate Governance Committee Public Meeting Minutes of November 12, 2014 and January 15, 2015.

The HRCGC had before it the public minutes of the November 12, 2014 and January 15, 2015 committee meetings.

**On motion by Denzil Minnan-Wong, seconded by Wayne Fraser, the HRCGC approved the public minutes of November 12, 2014 and January 15, 2015.**

2. Update on Review of City Council item EX44.8 (Executive Compensation Review) and Next Steps.

The HRCGC received, for information, the verbal report from the Chair of HRCGC regarding the Company's review of its executive compensation arrangements as required by City Council item EX44.8.

City staff has been contacted about assisting in the review, and it is anticipated that several City corporations may pool resources and share costs with Build Toronto in completing the review process. It is anticipated that an external consultant will be engaged to assist with the compensation review, and it is likely that Build Toronto, with advice from the City, will take the lead on the procurement process.

The Chair confirmed that all existing executive compensation policies and procedures at Build Toronto will remain in place until such time as the executive compensation review is completed and any changes to the compensation arrangements were approved by the Board.

3. Code of Conduct Review.

The HRCGC received, for information, the report dated February 17, 2015 entitled "Code of Conduct Review", from the Senior Vice President, Legal & Administration, a copy of which report will be filed with these minutes.

The SVP, Legal & Administration reported that, as previously requested by the HRCGC, external counsel (Carol Hansell) had been engaged to review the Build Toronto Code of Conduct and suggest any appropriate amendments. Ms. Hansell had suggested one change to the Code of Conduct relating to appropriation of corporate opportunities, and this had been incorporated in the new draft of the Code of Conduct. The Committee suggested that this obligation should continue indefinitely.

**On motion by Chris Voutsinas, seconded by Frank Bucys, the HRCGC recommends that the Board of Directors adopt the amended Code of Conduct as presented to the meeting, and as amended as requested by the Committee.**

4. CEO Participation – City of Edmonton Blatchford Advisory Panel

The HRCGC received, for information, a verbal report from the CEO regarding his participation in the City of Edmonton Blatchford Advisory Panel. The Chair requested that the CEO send a letter to the Committee outlining the nature of his participation in this Advisory Panel, which letter would be filed with the minutes of this meeting.

In Camera Motion

**On motion by Nancy Cohen, seconded by Chris Voutsinas, the HRCGC closed part of the meeting to the public to give consideration to matters that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation and the Company's Shareholder Direction at 2:05 p.m.**

*During the in camera session, the Committee discussed the following matters:*

5. Compensation Matters.
6. Approval of the Previous Human Resources and Corporate Governance Committee In Camera Meeting Minutes of November 12, 2014 and January 15, 2015.
7. Other Business  
No other business was discussed.
8. Committee only *in camera* session (as needed)

The HRCGC resumed its public session at 2:49 p.m.

Adjournment

**At 2:49 p.m. on motion by Nancy Cohen, seconded by Christopher Voutsinas, the HRCGC resolved to adopt the recommendations from its closed session and direct that these matters remain confidential in accordance with By-law No. 1 of the Corporation and the Company's Shareholder Direction. The meeting was adjourned at 2:50 p.m.**

"Steven Trumper"  
Senior Vice President, Legal & Administration

Note: Approved at HRCGC meeting of October 15, 2015

~~In Camera Item # 5~~ Public Item #3

To:	Human Resources & Corporate Governance Committee (HRCGC)
From:	Steven Trumper, Senior Vice President, Legal and Administration
Date:	February 17, 2015
Subject:	<b>Code of Conduct Review</b>

**Recommendations**

It is recommended that the HRCGC receive this report for information

**Background**

As requested, enclosed is a memo from external counsel regarding the Code of Conduct along with recommended amendments.

CONFIDENTIAL

To Steven Trumper  
*General Counsel, Build Toronto*

From Carol Hansell

Date February 17, 2015

Subject **Code of Conduct**

You have asked us to review the code of conduct (the “Code of Conduct”) for Build Toronto Inc. “Build Toronto.

We recommend one addition to the Code of Conduct and have several further observations. Subject to those comments, the Code of Conduct is consistent with codes of conduct for other municipally owned enterprises with which we are familiar.

1. Recommended Change

We recommend that the following be added as a new Section 6.2:

BUILD TORONTO studies and is involved in a wide range of opportunities at any time. You may not take advantage of any of these opportunities for your own benefit or assist any other person in taking advantage of any of these opportunities for their own benefit, unless BUILD TORONTO advises you that it no longer has an interest in the opportunity. This obligation continues after you leave BUILD TORONTO.

2. Other Observations

(a) Timing Considerations

The January newsletter from the City of Toronto’s Lobbyist Registrar noted that changes to the City’s Lobbying By-Law will take in effect in December 2015 and will change the obligations for City staff and councillors involved in procurements. We suggest that Build Toronto monitor these changes to with a view to the consistency of Build Toronto’s Code of Conduct and policies with the City’s procurement policies and obligations.

(b) Confidentiality Provisions

Section 4.1 of the Code of Conduct deals with maintaining accurate records and requires that records not be falsified or destroyed except “in accordance with documented Records Retention and Disposal practices.” As a local Board of the City, the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA) applies. MFIPPA sets out the requirements for records retention and disclosure of information, including confidential information received from third

parties of a commercial, corporate, scientific or technical nature. We assume that MFIPPA it is referenced in the Build Toronto policies dealing with records retention, but if it is not, you may wish to reference it in the Code of Conduct.

MFIPPA is also relevant to Section 6 of the Code of Conduct, which refers to disclosure of information as authorized by Build Toronto. We note that disclosure could also be required under MFIPPA.

(c) Conflict of Interest Provisions and Accepting Gifts

Section 5 of the Code of Conduct sets out the conflict of interest provisions. Specifically, under the gift acceptance policy, Build Toronto allows gifts of value of \$100 and uses the example of hockey tickets. In the case of hockey tickets, in Toronto, the face value of a ticket would almost always exceed \$100. We also note that the City has an absolute restriction if a gift or benefit is from a lobbyist. Build Toronto may wish to include a similar restriction.

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I would be happy to discuss these comments with you at your convenience.

Carol Hansell  
[chansell@hanselladvisory.com](mailto:chansell@hanselladvisory.com)  
416 649 8486

**BUILD TORONTO Code of Conduct**

**Policy Sponsor:** CEO, Senior Management & Human Resources  
**Summary:** Sets ethical standards for Directors, employees and consultants who conduct business on behalf of BUILD TORONTO.

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**1. INTRODUCTION**

BUILD TORONTO is committed to ensuring we consistently maintain the highest standards of ethical behavior. We are committed to conducting the business of the organization fairly, honestly, efficiently and in compliance with all corporate and legal requirements.

The Code of Conduct (the “Code”) sets out the expected standards of behaviour for the conduct of BUILD TORONTO staff, directors and representatives in the conduct of business. It applies to all of the following (collectively “Individuals”):

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- Directors and Officers
- Permanent, contract and part-time employees and volunteers of BUILD TORONTO (“Employees”); and
- Any consultant or advisor who works on BUILD TORONTO’s premises for more than four weeks.

The Code cannot directly address every situation in which Individuals may find themselves. It does not preclude the use of common sense and good judgment. Rather, it provides a set of rules and ethical standards to be used as a guide for the day-to-day conduct of business. Compliance with the Code is mandatory. Any breach of the Code may result in disciplinary action, up to and including dismissal for just cause.

In addition to the Code, Individuals must comply with the standards of conduct of any professional organization to which they belong (e.g., CMA Society, Law Society, etc.). Where these standards differ from the Code, Individuals must always comply with the higher standard.

In addition to this Code of Conduct Policy, BUILD TORONTO has policies to deal with Conflict of Interest for Directors and Officers, and a Whistleblower Policy to deal with the reporting, investigation and resolution of concerns.

### 2. WHERE TO GO FOR HELP

BUILD TORONTO encourages employees to consult with their managers as necessary to clarify policies, including the Code, or to raise concerns. An employees’ manager, director, SVP or the Manager, the Director, HR & Administrative Services can advise on any uncertain situations. The SVP, Legal & Administration is the designated executive with responsibility for ensuring compliance with the Code of Conduct and for coordinating the whistleblower policy associated with this policy. Compliance with this code is required and any breach of this policy can result in disciplinary action up to and including dismissal. Staff are expected to apply the Code in day-to-day responsibilities and decision-making activities while employed at BUILD TORONTO. Confidentiality obligations outlined in the Code continue after you leave BUILD TORONTO. If in doubt, it is better to ask and be certain than to assume an activity is acceptable and later discover it is not.

### 3. CORE VALUES

Each Individual’s fundamental obligation is to understand and comply with applicable law and BUILD TORONTO’s policies and procedures, and to perform his/her duties in a manner that reflects our core values:

Fairness	Being consistent, equitable and balanced
Integrity	Conducting business honestly and ethically
Respect	Treating each other with dignity and trust
Service	Exceeding expectations to all internal and external contacts
Teamwork	Working together to achieve results

Individuals with management or oversight responsibilities have a further obligation to exercise reasonable supervision over employees reporting to them to ensure that the employees are conducting themselves in accordance with their obligations.

### 4. WORKPLACE CONDUCT

Individuals must act courteously, professionally and ethically when dealing within and outside the organization. You must work to maintain a culture of cooperation, respect and trust, and fulfill your responsibilities with integrity and diligence.

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### 4.1 Accurate Records

BUILD TORONTO's records must contain a clear representation of all of the true facts of the components of every business action. You have a duty to prepare and maintain accurate and complete business records. Never participate in the creation of a false or misleading record, or the destruction of records, except in accordance with documented Records Retention and Disposal practices.

### 4.2 Harassment and Discrimination

BUILD TORONTO complies with all applicable legislation, including the Ontario Human Rights Code and the Occupational Health and Safety Act, and strives to provide a work environment that supports diversity, where all Individuals and job applicants have an equal opportunity to reach their potential, free from all forms of violence, discrimination, including sexual and other forms of harassment. Harassing conduct, including any behaviour that a reasonable person would conclude contributes to an intimidating or offensive environment, will not be tolerated from Individuals or from outside parties with whom we deal (please see the [Harassment & Discrimination Policy](#)).

## 5. CONFLICTS OF INTEREST

You must avoid situations where your personal interests conflict with your duty to BUILD TORONTO. A conflict of interest occurs when an Individual's personal interest or obligation may influence his or her decision-making or performance on behalf of BUILD TORONTO. A personal interest may create:

- an *actual conflict*, (for example - an Individual owns property or a business interest that is directly related to property BUILD TORONTO is proposing to sell, and the Individual is involved in or able to influence BUILD TORONTO's decision or negotiations regarding the sale);
- a *potential conflict*, (for example - an Individual responsible for selling one of BUILD TORONTO's assets is also responsible for selling on behalf of others, and may at some point be placed in a conflict situation; or
- a *perceived conflict*, (for example - an Individual who is involved in choosing suppliers or consultants for BUILD TORONTO is a close friend of an employee of a particular supplier and often attends personal and family events in the presence of the supplier).

These examples are intended to illustrate the types of conflicts that should be avoided and should not be considered an exhaustive list.

While conflicts must be avoided wherever possible, some conflicts can be appropriately managed or cured through full disclosure and separation of duties. In general:

- you must disclose in writing all situations where there is a conflict of interest, including a potential or perceived conflict of interest;
- you must take all reasonable measures to avoid situations in which you, or your spouse, children or other relatives or associates, could directly or indirectly benefit personally from a transaction or contract with BUILD TORONTO or from your knowledge of or ability to influence decisions for BUILD TORONTO;
- where an actual, potential or perceived conflict of interest may exist;

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- BUILD TORONTO's interests must always be considered paramount,
- Employees are required to immediately disclose their interest to their SVP Division Head or the SVP, Legal & Administration who will determine how to deal with the conflict in accordance with this policy. Directors and Officers must declare their interests to the BUILD TORONTO Board at the earliest opportunity in accordance with the approved Conflict of Interest Policy, and;
- Where the SVP determines that there is a conflict, the SVP Division Head should exclude the conflicted Employee from any involvement in negotiations, discussions or decision-making by BUILD TORONTO from which the conflict arises, unless the conflict is determined to be immaterial. The BUILD TORONTO Conflict of Interest Policy requires that Directors not participate in any Board discussions and may not vote on any matter that they have declared a conflict.

### 5.1 Outside Activities and Directorships

Employees are entitled to choose how they spend their non-working hours; however, they must not engage in any outside activity, including acting as a director, which could interfere with the proper discharge of their duties to BUILD TORONTO. Unless authorized by Senior Management, outside activities should not be carried on during working hours or using BUILD TORONTO's facilities or resources and must not imply BUILD TORONTO's sponsorship or support for the outside organization or its initiatives. Authorization to use BUILD TORONTO's facilities for or spend working hours on an outside activity will generally be given for activities such as participation in professional organizations or courses related to business functions.

Employees may not:

- knowingly be employed by, have a financial interest in, or borrow from (except on widely offered customary terms), a supplier or service provider of BUILD TORONTO;
- purchase or own residential or commercial units within BUILD TORONTO projects, properties or joint ventures without the express written approval of the BUILD TORONTO Board of Directors. This applies to employees spouses and immediate families as well;
- receive fees or benefits for referring BUILD TORONTO or BUILD TORONTO staff members to an outside business or referring an outside business to BUILD TORONTO staff members;
- engage in any other external employment or business activity unless:
  - the activity is legal and does not compete with or conflict with BUILD TORONTO's interests or adversely affect the reputation of BUILD TORONTO and allowed within the employment contract of the employee.

If an employee is a Director of a corporation at the request of BUILD TORONTO or in the capacity as a BUILD TORONTO employee or Officer, the primary responsibility is to protect the corporation, including BUILD TORONTO. Any securities or fees awarded to you as a director must not be collected by the individual, but given to BUILD TORONTO.

For directorships other than those held at the request of BUILD TORONTO, all Individuals must disclose any board or similar positions they hold (see Form One attached) on an annual basis. In addition, before accepting a board appointment for a public or private business entity, or nonprofit or charitable directorships with fiduciary responsibility, employees must seek approval from Senior Management to assess whether there is a potential conflict.

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### 5.2 Accepting Gifts and Entertainment

From time to time Employees may receive gifts from or may be entertained by third-parties doing business with BUILD TORONTO or wishing to do business with BUILD TORONTO. Receiving significant gifts or entertainment may place an employee in a perceived conflict position.

Entertainment typically involves lunches and dinners or invitations to events like sports events or golf outings where the third-party is present and there is an opportunity to interact at a business level. Gifts will sometimes be included as parts of entertainment, but may involve a situation where the third-party is not present and there is no opportunity to interact. An example would be a gift of an admission ticket to a hockey game where the third-party does not attend which could understandably take place when traveling on BUILD TORONTO business.

Gifts and entertainment may be accepted if they benefit BUILD TORONTO and are within normal industry standards for business relationships and hospitality.

Employees must be comfortable that the gift or entertainment does not create a sense of obligation, would improperly influence a business decision or would be perceived by third parties as being extravagant or excessive.

The approach of the Code of Conduct is generally to require reporting of entertainment unless it is clearly of a routine nature and gifts, if valued at greater than \$100.00.

In some cases pre-clearance of gifts and entertainment may be required at the discretion of the SVP Division Head.

While there can be no better test than good judgement, reflecting what a reasonable person familiar with the business would do in the circumstances, in order to effectively manage gifts and entertainment, the following minimum procedures are established by this Code of Conduct. Where in doubt, contact your manager:

#### 5.2.1 Accepting Gifts

BUILD TORONTO generally discourages the acceptance of gifts. In some circumstances the presentation of gifts is part of the course of business and in some cases forms the practices of the parties BUILD TORONTO engages with.

As also referenced in the Travel and Business Expense Re-imbursalment (May 2010) modest gifts received in the normal course of business are considered routine and may be accepted. For example, a normal course gift might be a memento to reflect the completion of a transaction, or the entering into of a major contract or may be given simply to reflect the importance of an ongoing business relationship:

- Individual gifts of a material nature with an estimated value in excess of \$100.00 should be declined with thanks, unless it will create a difficult or awkward situation in which case it must be reported to your SVP and documented. The SVP may determine that the gift may have to be returned, or disposed of in support of charitable purposes.
- Multiple gifts from the same supplier or vendor over a short period of time must be avoided. Christmas gift baskets or other seasonal gifts may not be accepted by an individual, but may be accepted for the purpose of sharing these gifts with their team members or disposed of in support of charitable purposes.

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- The following gifts must not be accepted: cash, bonds, negotiable securities, personal loans, any type of gift card/certificate valued at over \$100.00, airline tickets or use of a vacation property.

### 5.2.2 Accepting Entertainment

Routine entertainment is appropriate and to be encouraged if it is clearly in the interests of BUILD TORONTO. Routine entertainment would include lunches or dinners or attendance at an event or activity (such as participating in a golf game or attending a hockey game) where transactions or negotiations are under discussion, where a new bona fide business relationship is being established or where an ongoing business relationship is being maintained. Employees will be expected to exercise care in deciding what is routine and will want to take into account the apparent value of the entertainment and how it would be perceived.

- Routine entertainment need not be reported;
- Where the entertainment is not routine and the value exceeds \$100.00, it must be reported;
- Where it is apparent that the entertainment will exceed \$250.00 in value, the event must be pre-cleared with the Employee's manager;
- Multiple entertaining of Employees by the same supplier, vendor or third-party over a short period of time must be avoided;
- During a black-out period while a RFP, RFQ or REOI is in the market, entertainment may not be accepted;
- Employees that are traveling on BUILD TORONTO business can accept an entertainment invitation while out of town (e.g. lunch or dinner) and do not need to pre-clear the acceptance of the invitation.

### 5.2.3 Educational Conferences

Opportunities to attend educational conferences or industry meetings related to the Employee's business functions are not considered gifts. Meals, events or accommodations related to such conferences or meetings are not considered entertainment if they are offered to all attendees and attendance is offered to multiple organizations.

## 5.3 Charitable and Political Donations

BUILD TORONTO must ensure that any expenditure made contributes to our business interests. BUILD TORONTO is prohibited under its shareholder direction from making political donations (candidate or political party donations), charitable, community, educational, cultural or religious donations<sup>1</sup> except:

- participation in or sponsorship of registered charitable events, but only if they:
  - promote BUILD TORONTO's commercial interests,

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<sup>1</sup> For clarification, the following would not be considered donations by BUILD TORONTO:

- Charitable donations made under BUILD TORONTO which are financed solely by Employee contributions, to recognize significant life events of Individuals, i.e. a new baby or, a wedding;
- Membership or event fees paid to professional/industry associations relevant to BUILD TORONTO's business mandate.
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- provide BUILD TORONTO appropriate recognition or reciprocal benefit,
  - have the prior written approval of BUILD TORONTO's CEO, and
  - are within a total annual dollar limit for charitable events.
- support (i.e., office space, supplies, Employee work time or obsolete equipment) for Employee fund-raising efforts for broad-based charities, such as the United Way, that are approved by the CEO;
  - attendance and purchase of individual tickets to a charitable event to support the personal volunteer efforts of a BUILD TORONTO Individual where they are a member of the Board or a Committee affiliated with a Charitable Organization may be approved in accordance with the Business Expense Policy.

BUILD TORONTO encourages the valuable contribution that is made by Individuals personally participating in charitable, community, political, and similar organizations.

- You may support causes of your choice, but you must ensure that your contribution is not associated, or perceived to be associated, with BUILD TORONTO.
- You may not solicit donations from other Individuals or from BUILD TORONTO's suppliers or service providers except in support of CEO-approved charitable initiatives, or with the written approval of your manager.

### 5.4 Political Advocacy

BUILD TORONTO is a corporation owned by the City of Toronto. As such, employees of BUILD TORONTO should not actively participate in any municipal political activity or municipal election campaign. Where any employee chooses to participate in an election they may request a leave of absence in accordance with the approved Human Resources Policy. Executive Staff of BUILD TORONTO should not make any campaign contributions to candidates seeking political office in a municipal election in the City of Toronto.

## 6. PRIVACY AND CONFIDENTIALITY

Individuals may have access to different types of confidential information in the course of their duties with BUILD TORONTO, including:

- *Personal information*, which includes names, contact details (excluding business contact information) and financial and medical information relating to Individuals, or their families. This information is protected by privacy laws from being collected, used or disclosed to others without the person's written consent;
- *Inside information*, which refers to material non-public information relating to the business or securities of a public company or entity. Information is material if it would reasonably be expected to have a material effect on the market price or value of the good or information to others except in the necessary course of business, until it has been publicly disseminated;
- *Third party business information*, which includes business and financial information received in the course of negotiations for a business transaction or for an ongoing arrangement (i.e., with a supplier or service provider) pursuant to a confidentiality agreement signed by the parties. These agreements limit the use and disclosure of the information except as needed to further the transaction or relationship. Third party business information would also include participating

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employer information regarding a new employee's former employer. BUILD TORONTO must never obtain, use or disclose confidential business information of other organizations without their consent;

- *Proprietary information*, which includes confidential and sensitive BUILD TORONTO information, such as Board deliberations and proprietary, technical, or financial information about BUILD TORONTO, and its activities, that could negatively impact operations if revealed.

In order for BUILD TORONTO to comply with the above legal and contractual obligations, and to preserve its business interests and reputation, you must:

- never access or disclose confidential information unless you are expressly authorized by BUILD TORONTO and it is necessary for the performance of your responsibilities to do so,
- never use confidential information to further your own personal interests or the interests of any person or entity other than BUILD TORONTO, and
- protect confidential information by following the security measures described below.

These obligations continue indefinitely, even after you leave or retire from BUILD TORONTO.

### 6.1 Information Security

Everyone must be diligent in protecting confidential information from unauthorized use or disclosure, which includes taking the following steps:

- Confidential documents must not be left where they can be seen or accessed by unauthorized persons. Documents prepared by Individuals containing confidential information must be clearly marked "Confidential" before being distributed.
- Physical measures such as locking storage rooms and file cabinets, securing personal computer databases, and password protecting mobile devices must be followed.
- Avoid copying confidential information to desktop or laptop local drives or to removable USB keys. If unavoidable, ensure the USB is protected and the information erased at the earliest opportunity.
- When sending confidential information physically or electronically ensure correct addressing, appropriate protection (sealed or encrypted if possible) and confirmation of receipt.
- Confidential matters must not be discussed in public places where they may be overheard by others, such as elevators, hallways, restaurants or at social gatherings.
- Only designated equipment in secure premises should be used for faxing and copying confidential documents.
- BUILD TORONTO's systems must only be remotely accessed from a secure environment (i.e., an Individual's home computer or one supplied by BUILD TORONTO) since confidential material may inadvertently remain on the remote system after accessing BUILD TORONTO's systems.

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- Confidential documents must be disposed of by returning them to the provider, archiving or shredding them.

### 6.2 Corporate Opportunity

BUILD TORONTO studies and is involved in a wide range of opportunities at any time. You may not take advantage of any of these opportunities for your own benefit or assist any other person in taking advantage of any of these opportunities for their own benefit, unless BUILD TORONTO advises you that it no longer has an interest in the opportunity. This obligation continues after you leave BUILD TORONTO

## 7. USE OF FACILITIES

BUILD TORONTO makes a substantial investment in physical, electronic and staff resources to enable Individuals to carry out their duties effectively. You must protect assets from theft or destruction, use electronic research and communication tools responsibly and avoid any activities that would compromise BUILD TORONTO's operational effectiveness, business or reputation.

Examples of unacceptable use of information technology (IT) facilities include:

- sharing passwords or participating in unauthorized file sharing networks;
- using trivial (easy to guess) passwords and being careless about password secrecy;
- connecting any non-BUILD TORONTO approved equipment to the network or connecting internal networked computers to external networks using a device, such as dial-up modem or broadband link, that bypasses normal security control points;
- intentionally interfering with the normal operation of IT facilities such as preventing others from accessing services or attempting to disrupt services, or probing security mechanisms;
- using another person's user-id to send messages under someone else's identity; and
- accessing or attempting to access information without authorization.

### 7.1 Personal Use

While BUILD TORONTO's facilities are intended for business use (i.e., for activities related to job functions), limited personal use may be permitted for personal communications and interests; however, any personal use of BUILD TORONTO's facilities, staff or other resources must:

- be conducted on personal time and with minimal resource use;
- not interfere with BUILD TORONTO's business operations or create risk to its reputation;
- never be used for:
  - political or personal lobbying purposes;
  - commercial or profit-making purposes not related to BUILD TORONTO;
  - unethical or illegal activities, including viewing or transmitting obscene, racist or otherwise objectionable material;

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- accessing, downloading or sending games, chain letters, or gambling sites; and
- activities such as posting to newsgroups, use of “chat” facilities, and participation in mail lists, that may associate BUILD TORONTO with controversial issues.

### **7.2 Personal use of cellular phones, mobile devices and other BUILD TORONTO equipment:**

BUILD TORONTO provides cellular phones and other mobile devices such as Blackberries to those staff who require them for business purposes. Personal use of cellular phones, mobile devices and other facilities and equipment should be minimized. BUILD TORONTO will require reimbursement of hard costs associated with any purely personal use.

### **7.3 Copyright**

Copyright is the legal right that persons may claim to limit use of their work-product by others. All original material is automatically subject to copyright. Generally, copyrighted material that is published (including being posted electronically) may be copied and used by an Individual who buys or downloads the publication, or obtains permission from the owner; however, it must not be re-distributed or re-posted by the Individual for use by others without permission.

BUILD TORONTO purchases or licenses computer software for business use. You should not make, acquire or use unauthorized copies of computer software, or download any software without prior approval from your manager as the software may contain viruses or be subject to licensing requirements or copyright protection.

BUILD TORONTO retains ownership of the copyright in any work-product created in the performance of your job, including documents and computer programs. BUILD TORONTO’s work may not be distributed to outsiders unless authorized.

### **7.4 Asset Ownership and Access**

BUILD TORONTO retains ownership of all physical assets and IT resources (hardware, software, information, etc.) that it provides to Individuals. To ensure proper and effective functioning of its facilities, BUILD TORONTO may need to examine both usage of facilities and contents of files and communications at any time. So while limited personal use of BUILD TORONTO’s facilities is permitted, there should be no expectation of privacy on the part of users.

## **8. MEDIA CONTACT AND PUBLIC STATEMENTS**

In order to ensure that BUILD TORONTO’s reputation is maintained and that messages are consistent, all media inquiries must be directed to the approved Corporate Communications person, who will answer the inquiry or direct the media representative to the appropriate person. Similarly, you must not make BUILD TORONTO’s material public or post it to the Internet without prior approval from Corporate Communications.

In all of your dealings as a staff member of BUILD TORONTO you must present your personal opinions, ideas, or questions on issues that may affect BUILD TORONTO as your own and not those of BUILD TORONTO. To the extent possible, you should discuss them with a subject matter expert within BUILD TORONTO or legal counsel in advance of making any public statement that may be controversial. When giving presentations at conferences and seminars, Individuals should generally avoid commenting on specific situations.

**BUILD TORONTO Code of Conduct**

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**9. REPORTING VIOLATIONS**

If you are aware of inappropriate or unethical behaviour by others that violates or appears to violate the Code, you must report it to your manager, Corporate Development or the Director, HR & Administrative Services. There will be no reprisal against any Individual for making a report in good faith; however, failure to report a violation may lead to disciplinary action. The Whistleblower policy outlines in detail the reporting obligations of suspected violations of this Code of Conduct.

**9.1 Personal or Family Relationships (Nepotism)**

As also referenced in the Recruitment Policy if any employee involved in a recruitment has a close personal or family relationship with an applicant the relationship must be disclosed to others involved in the recruitment as soon as the employee becomes aware of the application.

Employees must not be employed under the direct or indirect supervision of an immediate family member, which includes:

- A legal or common-law spouse
- A child, step-child or grandchild
- A niece or nephew
- A parent, foster parent or grandparent
- A mother-in-law or father-in-law
- A brother or sister, and brother-in-law and sister-in-law
- Any other relative residing in the same household.

**9.2 Whistleblower Policy**

Should you wish further information with respect to reporting/assessing what you consider to be inappropriate behaviour(s) please reference our Whistleblower Policy which is available on-line for your confidential review. The designated executive with responsibility for the Code of Conduct and the Whistleblower policy is the SVP, Legal & Administration.

**10. ANNUAL ACKNOWLEDGEMENT OF COMPLIANCE**

All Individuals are required, as a condition of their appointment or employment, to annually complete the BUILD TORONTO Code of Conduct acknowledgement of compliance with the Code form, by January 30 of each calendar year. New staff must complete this process within 30 days of their start date. Any material changes to this information require another Form 1 to be completed and submitted to the Director of Human Resources within 30 days of any change.

**HISTORY**

Original Effective Date: September 2010

New Effective Date: January 1, 2015

Next Review Date: January 2016

**BUILD TORONTO Code of Conduct**

**FORM 1 –  
OUTSIDE ACTIVITIES DISCLOSURE STATEMENT AND ANNUAL STATEMENT OF COMPLIANCE**

1. I hold the following directorships or similar positions which I am required to disclose to Compliance under sections 5.1 and 10 of the Code:

(Please list any outside Board or similar positions you hold with any public or private business entity, or nonprofit or charitable organization. State “none” if you have nothing to disclose. If required, attach an additional sheet)

Name of Organization	Type of Organization (public/private business, non-profit/charity)	Senior Management Approval (name of approver if required*)	Position Held (Director, Trustee, general partner, executive committee etc.)

**\* Note:** Employees must receive written Senior Management approval before accepting a board appointment for a public or private business entity or for non-profit or charitable organizations with Fiduciary responsibility.

I have received, read and understand the requirements of the Code of Conduct policy and will comply with the spirit and intent of the policy. I understand that non-compliance with the policy could result in disciplinary action, up to and including termination of my employment with BUILD TORONTO.

\_\_\_\_\_  
Name (please print)                      Signature                      Date

\_\_\_\_\_  
Manager’s Name (please print)                      Signature                      Date

**Please return your completed form to the Director, HR & Administrative Services**

Document comparison by Workshare Compare on Thursday, February 12, 2015  
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Document 2 ID	file://\chapman-sbs\Worldox\DATA\DOCS\CLIENTS\1054\1556\00021880.DOCX
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Deletions	2
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	7

**BUILD  
TORONTO**

March 2, 2015

VIA e-mail and mail

Deputy Mayor Denzil Minnan-Wong  
And Chair of Human Resources and Corporate Governance Committee, Build Toronto  
Ward 34, Don Valley East  
100 Queen Street West, Suite C55  
Toronto ON M5H 2N2

Dear Deputy Mayor Minnan-Wong:

Under the Build Toronto Code of Conduct, Build Toronto employees are required to disclose outside Activities and Directorships on an annual basis.

I am a member of the Blatchford Advisory Board which is an advisory body to the Blatchford Redevelopment Project for the City of Edmonton on their redevelopment of the decommissioned Edmonton Downtown Airport lands.

As previously confirmed with the Human Resources and Corporate Governance Committee, any expense reimbursement for travel expenses etc. are directly between myself and Blatchford and are not flowed through Build Toronto.

I appreciate the opportunity to serve on this Board as it provides some excellent insight into the similar efforts that Build Toronto undertakes to redevelop surplus Municipal assets to generate financial and City Building benefits to the community.

Sincerely,



William Bryck  
President & CEO

Cc: Chris Voutsinas, Chairman, Build Toronto