

## Public Item # 2

To:	Board of Directors
From:	Steven Trumper, Senior Vice President, Legal and Administration
Date:	January 25, 2016
Subject:	<b>Allocation of Directors to Build Toronto's Subsidiary Corporations</b>

### **Recommendations**

Management recommends that the Board of Directors approve the appointment of new directors to each of the company's wholly-owned subsidiaries as proposed in this report.

### **Background**

This subject was first brought forward to the new Board at its first meeting of December 3, 2015. The proposed new director allocation is highlighted in blue in Attachment 1. Each newly appointed director to each of the subsidiary corporations will be requested to sign a Certificate and Consent (example enclosed as Attachment 2).

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Attachment 1: Subsidiary Corporation Director Allocation  
Attachment 2: Example of Certificate and Consent



**BUILD TORONTO SUBSIDIARY CORPORATIONS DIRECTORS AND OFFICERS**

as of February 10,2016

Date of Incorporation	Ontario Corporate Number	Name of Sub-Co	Directors	Other (non-Director role)	
1	16-Dec-09	002227712	<b>Build Toronto Holdings One Inc.</b> (Pinewood Studios)	Michael Bernstein (Chair) Don Logie William Bryck David Fiume	Don Logie (President) Steven Trumper (Secretary)
2	27-Apr-11	002282953	<b>Build Toronto Holdings (Harbour) Inc.</b>	Wayne Fraser (Chair) William Bryck David Fiume	William Bryck (President) Steven Trumper (Secretary) David Fiume (Vice-President)
3	14-Mar-12	002320514	<b>Build Toronto Holdings (Ordnance) Inc.</b>	Dennis Fotinos (Chair) Steven Trumper David Fiume	William Bryck (President) Steven Trumper (Secretary) David Fiume (Vice-President)
4	10-Apr-12	002323637	<b>Build Toronto Holdings (York Mills) Inc.</b>	Nancy Cohen (Chair) Don Logie Steven Trumper	William Bryck (President) Don Logie (Vice President) Steven Trumper (Secretary)
5	23-May-12	002329133	<b>Build Toronto Holdings (Victoria Park) Inc.</b>	Walied Soliman (Chair) Don Logie Steven Trumper	William Bryck (President) Don Logie (Vice President) Steven Trumper (Secretary)
6	1-Oct-12	002344453	<b>Build Toronto Holdings (Tippett) Inc.</b>	Audrey Wubbenhorst (Chair) David Fiume Steven Trumper	William Bryck (President) David Fiume (Vice President) Steven Trumper (Secretary)
7	6-Feb-13	002360418	<b>Build Toronto Holdings (Dunelm) Inc.</b>	Peter Sharpe (Chair) Don Logie Steven Trumper	William Bryck (President) Don Logie (Vice President) Steven Trumper (Secretary)
8	6-Feb-13	002360423	<b>Build Toronto Holdings (Billy Bishop) Inc.</b>	Moshe Wertheim (Chair) Don Logie Steven Trumper	William Bryck (President) Don Logie (Vice President) Steven Trumper (Secretary)
9	7-Oct-13	002391016	<b>Build Toronto Holdings (Richmond) Inc.</b>	Dennis Fotinos (Chair) Don Logie Steven Trumper	William Bryck (President) Don Logie (Vice President) Steven Trumper (Secretary)
10	15-Oct-13	002391819	<b>Build Toronto Holdings (Bicknell) Inc.</b>	Wayne Fraser (Chair) Don Logie Steven Trumper	William Bryck (President) Don Logie (Vice President) Steven Trumper (Secretary)

**BUILD TORONTO HOLDINGS (CORPORATION) INC.**  
(the "Corporation")

**CERTIFICATE AND CONSENT**

**TO: THE CORPORATION**

I consent to serve as a director of the Corporation and agree to my re-election or re-appointment from time to time until further notice.

I certify that I am (a) a citizen or permanent resident of Canada, and (b) ordinarily reside in Canada.

I consent to the participation by any director in a meeting of the Board of Directors, or of a Committee of the Board of Directors, by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, such consent to continue in effect unless revoked by an instrument in writing delivered to the Corporation.

I shall advise the Corporation immediately by an instrument in writing delivered to the Corporation of any change in my citizenship or country of residence.

I acknowledge that in the course of my duties with the Corporation, I may be requested to provide certain personal information to the Corporation, and I consent to the Corporation's collection, use and disclosure of such personal information as may be required by the Corporation from time to time in the course of its filing, minute books and other corporate records or filings. In addition, I consent to the disclosure and/or transfer of such personal or amalgamation or any other type of acquisition, disposal or financing of all or any portion of the corporation or any of the business or assets or shares of the Corporation or a division thereof.

I acknowledge that the Corporation is relying on this certificate for the purpose of ensuring compliance by the Corporation with the provisions of the *Business Corporations Act (Ontario)*.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2016.

\_\_\_\_\_  
Name: Director Name

## Public Item # 3

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To:	Board of Directors
From:	Steven Trumper, Senior Vice President, Legal and Administration
Date:	February 2, 2016
Subject:	<b>Amendment to the Code of Conduct Policy</b>

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### **Recommendations**

Management recommends that the Board of Directors adopt the amended Code of Conduct policy as proposed in this report.

### **Background**

Build Toronto has had in place a Code of Conduct governing employees and directors since September 2010. The Code of Conduct originally approved by the Board remained in its original form until early 2015. At that time, the Board Chair requested that the Code of Conduct be reviewed by outside counsel (Carol Hansell) with a view to recommending any changes to the Code that counsel deemed appropriate. Ms. Hansell recommended that a new clause relating to the appropriation of corporate opportunity be included in the Code. This clause is now reflected in S. 6.2 of the Code (approved by the Board in March, 2015):

#### **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 indefinitely, even after you leave or retire from BUILD TORONTO in accordance with applicable law.*

Following the distribution of the revised Code of Conduct, several concerns were expressed by both employees and directors about the new clause 6.2, and in particular the last line which indicates that the obligation “continues indefinitely”. As a result of these concerns, Management again consulted Ms. Hansell and requested her advice on whether the last line of S. 6.2 could be

removed from the Code of Conduct without unduly putting the Company's legal position at risk. A copy of Ms. Hansell's report is attached to this memo.

As a result, Management is recommending that the Code of Conduct be further revised to eliminate the last line of the new Section 6.2. .

Attached is a blackline version of the Code of Conduct. If approved, staff and Directors will be required to submit the new form.

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Attachment 1: Report from Carol Hansell  
Attachment 2: Amended Code of Conduct – Blackline

To Steven Trumper  
*Build Toronto Inc.*

From Carol Hansell

Date February 2, 2016

Subject **Conflict of Interest Policy**

You have advised that the board of directors (the "Board") of Build Toronto Inc. ("Build") have reviewed Section 6.2 of Build's Code of Conduct and have asked us to consider whether it is necessary to include in the provision the following statement: "This obligation continues indefinitely, even after you leave or retire from BUILD TORONTO in accordance with applicable law."

The full text of Section 6.2 is as follows:

### **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 indefinitely, even after you leave or retire from BUILD TORONTO in accordance with applicable law.

We understand that the Board is concerned that this provision creates an indefinite obligation and have asked whether this is reasonable or necessary.

The concept of corporate opportunity is a difficult one. Judicial decisions are very fact specific and so there are few bright line tests that will apply to all situations. The central issue is typically whether a corporate opportunity exists at all. However, where a corporate opportunity does exist, the fact that an individual is no longer on the Board does not mean that the individual is free to take that opportunity for his or her benefit or for the benefit of another person. The passage of time since a director left the board may be one factor that a court may consider, but it is unlikely to be the sole determining factor.

Of course, the longer it has been since an individual served on the Board, the less likely it is that the individual will be knowledgeable about Build's corporate opportunities. However, the nature of Build's business gives to the possibility that it may take years for Build to determine whether to act on or abandon a particular opportunity.

The concluding section in Section 6.2 is an accurate statement of the law. That is, the obligation of a director not to appropriate Build's corporate opportunities does not abate simply because time has passed since that individual left the Board. However, since it is simply a statement of

the law, it is not necessary to include it in Section 6.2. There are pros and cons to deleting it. On the one hand, it will eliminate any perception that Build is imposing an obligation on its former officers and directors beyond the obligations imposed by law. On the other hand, directors and officers may be left unaware that these obligations continue after they have left Build.

In conclusion, it is not necessary to retain the final sentence of Section 6.2. Deleting it will not change the obligations of officers and directors after they leave Build.

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I would be happy to discuss this with you further at your convenience.

Carol Hansell  
(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-imbursment (July 2014) 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 indefinitely, even after you leave or retire from BUILD TORONTO in accordance with applicable law.~~

## 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;



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- unethical or illegal activities, including viewing or transmitting obscene, racist or otherwise objectionable material;
- 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: March 1, 2015

Next Review Date: January 2017

## 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**