

Unionville Home Society

GOVERNANCE COMMITTEE MEETING

AGENDA

Monday March 18, 2024

5:00pm – 6:30pm

In-person (UHS Conference Room at Union Villa)/Zoom Meeting (Hybrid)

Committee Members:	Samantha van Velzen (Chair), Philip Enright, Dan Horchik, Philip Gunn (Ex-Officio), Glenn Crosby (IPC), Robert Cattle
UHS Staff:	Abby Katz Starr (CEO), Julie Horne (CFO), Alex Li (Administrative Assistant)

#	Agenda Item	Encl.	Lead	Time
1.	Call to Order		Chair	5:00 – 5:05pm
2.	Roll Call and Appointment of Committee Meeting Chair and Recording Secretary			
3.	Confirmation of Quorum Present			
4.	Confirmation of Proper Notice Given			
5.	Declaration of Conflicts of Interest			
6.	Approval of the Agenda	√		
7.	Approval of the Minutes of November 21, 2023	√	Chair	5:05pm
8.	Business arising from the Minutes. 8.1 Code of Conduct Policy 8.2 CEO Performance Appraisal Policy 8.3 Board Resource Manual	√ √	Committee	5:05-6:25pm
9.	Adjournment/ Date and Time of Next meeting: May 15, 2024		Chair	6:30pm

Unionville Home Society

GOVERNANCE COMMITTEE Meeting

MINUTES

Tuesday, November 21, 2023, 5:00 pm – 6:30pm

In-person (UHS Conference Room at Union Villa)/Zoom Meeting (Hybrid)

Committee Members Present:	Samantha van Velzen (Chair), Philip Enright, Dan Horchik, Philip Gunn (Ex-Officio), Glenn Crosby (IPC), Robert Cattle
UHS Staff:	Abby Katz Starr (CEO), Julie Horne (CFO), Alex Li (AA)

1. Call to Order

Samantha van Velzen called the meeting to order at 5:05pm.

2. Roll Call and Appointments of Meeting Chair and Recording Secretary

A roll call was completed. Samantha van Velzen and Alex Li were appointed meeting Chair and Recording Secretary, respectively.

3. Confirmation of Quorum Present

It was declared that a quorum of the Directors was present.

4. Confirmation of Proper Notice Given

All of the Directors having been given proper notice of the meeting and being present or having waived notice, the meeting was declared to be regularly constituted in accordance with the by-laws of the Corporation.

5. Conflict of Interest

No conflicts of interest were declared.

6. Agenda

MOTION BD/23/11/01

The Agenda was approved as presented.

Carried: Robert Cattle

7. Approval of Minutes, September 13, 2023

MOTION BD/23/11/02

The Minutes was approved as presented.

Seconded: Robert Cattle, Carried: Dan Horchik

8. Business Arising from the Minutes

8.1 Governance Policy (with Legal Feedback)

The Governance Committee agreed to recommend that the Terms of Reference be adjusted to reflect that annually it shall by invitation appoint the Chair of the Nominating Committee and its members from any of the three Corporation Boards and that there will be a minimum of three members on the Nominating Committee.

MOTION BD/23/11/03

Agreed upon changes to Terms of References and presented with changes to UHS Board.

Seconded: Philip Enright, Carried: Dan Horchik

Agreed upon changes to Terms of References and presented with changes to Wyndham, Gardens.

Seconded: Robert Cattle, Carried: Philip Enright

Agreed upon changes to Terms of References and presented with changes to Foundation Board.

Seconded: Dan Horchik, Carried: Robert Cattle

8.2 By-laws to consider recommendations for election and term limits/procedures.

The by-laws currently do not have a maximum limit for Directors. The Governance Committee agreed to recommend that Individuals can be elected to the 3 Corporation Boards to a maximum of 15 successive years, and the terms can vary from 1 to 3 years but in total will not exceed 15 successive years.

MOTION BD/23/11/04

UHS to make the amendment to section 4.6 of the By-laws to reflect the successive 15 years limitation.

Seconded: Dan Horchik, Carried: Philip Enright

UHS Foundation to make the amendment to section 4.6 of the By-laws to reflect the successive 15 years limitation.

Seconded: Philip Enright, Carried: Robert Cattle

Wyndham Gardens to make the amendment to section 4.6 of the By-laws to reflect the successive 15 years limitation.

Seconded: Philip Enright, Carried: Dan Horchik

8.3 Code of Conduct Follow Up.

The Chair of the Governance Committee provided an update to everyone. Samantha and Dan have reviewed the code of conduct, and the revised policy will be brought to the upcoming Governance meeting to discuss changes before being sent to the UHS Board. The CEO will send a clean copy of the code of conduct to Samantha and Dan for review. The CEO will also send out the CEO appraisal to the committee.

9. New Business

9.1 Compliance Memo detailing minor changes following legislative amendments to

MOTION BD/23/11/05

UHS to Incorporate the changes in the by-laws.

Seconded: Dan Horchik, Carried: Philip Enright

Wyndham Gardens to incorporate the changes in the by-laws.

Seconded: Robert Cattle, Carried: Dan Horchik

UHS Foundation to incorporate the changes in the by-laws.

Seconded: Dan Horchik, Carried: Philip Enright

ONCA minor changes will be incorporated into the 3 Corporation Bylaws as provided by legal counsel.

10. Adjournment

Samantha reminded all committee members that she and Robert Cattle will review the Board Resource Manual for the next meeting. Glenn and Philip Enright will review the CEO Recruitment Policy for the next meeting.

MOTION BD/23/11/06

The Committee adjourned the meeting at 6:15pm.

Seconded: Dan Horchik, Carried: Robert Cattle

Next Scheduled Meeting: January 17, 2024

	POLICY AND PROCEDURE MANUAL
Subject: Code of Conduct	Policy No.: 2024
	Last Reviewed: [date]
Section: 2000 – Governance	First Approved: February 17, 2016
Approved by: Board of Directors	Total Pages: 3
External References:	

1. Definitions

In this Code, unless the context otherwise specifies or requires:

- a. **“Act”** means the *Not-for-Profit Corporations Act, 2010* (Ontario) as amended from time to time or any act that may hereafter be substituted therefore;
- b. **“Board”** means the board of directors of the applicable Corporation;
- c. **“By-laws”** means the by-laws of the applicable Corporation;
- d. **“Chair”** means the chair of the Board of the applicable Corporation;
- e. **“Code”** means this Code of Conduct;
- f. **“Corporation”** means Unionville Home Society, Unionville Home Society Foundation or Wyndham Gardens Apartments of Unionville, as the case may be;
- g. **“Director”** means a director of the Corporation;
- h. **“Officer”** means an officer of the Corporation that is appointed by the Board in accordance with the ~~by~~By-laws.

2. Purpose

The Board of each Corporation is committed to the highest standards of honesty, integrity and ethics in fulfilling the strategic goals, ~~and~~ and purposes ~~and business~~ of the Corporation ~~(the “Affairs”) and in conducting all business and affairs of the Corporation (NTD: why limit to strategic goals and purposes? Should this be broader like amended?)~~ set out in the Articles ~~(what are the articles? Should be defined in Section 1 above. Then capitalize word here)~~ of the Corporation. Each Board ~~acknowledges~~ believes that operating according to these standards is critical to protect the interests of the Corporation, its members, its staff and its other stakeholders. Accordingly, the Board of each Corporation has adopted this Code to reflect its commitment to these standards.

3. Application

This Code applies to all directors, officers and non-~~directors~~ (NTD Q: Are these people directors? If they are then should maybe call them “non Board directors”. If they are not directors then maybe call them “non-directors”. To just say that they are “non-Board” is not sufficient because

Abby Katz Starr [AK1]

These are the updated Articles of Incorporation update with the introduction of ONCA that contain updated language as to the purpose of each corporation.

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have not said whether or not they are directors. Might prefer to use the term “third party committee members” if they are not directors.) director committee members (as applicable) of each Corporation. Although this Code provides standards of conduct for many situations, it does not cover all possible situations that may arise. Accordingly, all directors, officers and non-director ~~(or third party)~~ committee members are expected to conduct themselves in a manner consistent with the spirit and letter of this Code and to avoid even the perception of improper behaviour. ~~[NTD: Ideally, each UHS Corporation would have its own set of policies, but I think this can work if the Board of each UHS Corporation adopts this.]~~

4. Directors’ and Officers’ Duties

All directors and officers stand in a fiduciary relationship to the Corporation they serve. In exercising the powers and in discharging the duties of a director or officer in accordance with the provisions of the Act and the common law, each director or officer of the Corporation shall:

- a. act honestly and in good faith with a view to the best interests of the Corporation;
- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- c. exercise the powers for the purpose for which they were intended;
- d. ensure that the director’s or officer’s personal interests and duties to the Corporation are not brought into conflict; and
- e. ensure that the director or officer does not obtain or receive, directly or indirectly, personal profit, gain or benefit as a result of the director’s or officer’s relationship with the Corporation.

In discharging their duties, directors and officers are required by the Act, the ~~b~~ By-laws and the common law to disclose the nature and extent of any interest that the director or officer, or an immediate family member of the director or officer, may have in a material contract or transaction with the Corporation in accordance with Section 8 of this Code. This principle applies to any interest that a director or officer (or immediate family member) may have in respect of the Corporation and its operations including, without limitation, contracts being entered into with the Corporation.

5. Standards of Behaviour for Directors and Officers

In discharging their duties, all directors, officers and non-director committee members must:

- a. respect and comply with:
 - i. all applicable federal, provincial, and municipal laws, including the Act;
 - ii. the By-laws;
 - iii. this Code; and
 - iv. all policies of the Board including without limitation:

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- Harassment and Discrimination Policy
- Whistleblowing Policy
- Communication and Designated Spokesperson Policy
- Fraud Policy

[NTD: This code of conduct includes conflict of interest and confidentiality sections and consolidates the Code of Conduct, Confidentiality Policy and Conflict of Interest Policy into one.]

- b. demonstrate honesty, integrity, leadership, and a strong personal commitment to the Corporation;
- c. respect differences in people, their ideas and their opinions;
- d. treat one another with dignity and respect at all times, and especially when there is disagreement;
- e. respect and treat others fairly, regardless of, amongst other things, race, ancestry, place of origin, colour, ethnic origin, citizenship, religion, gender, sexual orientation, age, or disability;
- f. respect the rights of others; and
- g. without limiting the generality of the foregoing, behave appropriately at all meetings of directors and/or committees.

6. Conduct of Directors, Officers and Non-Director Committee Members

a. Conduct Generally

Directors and officers are expected to:

- i. act with integrity and prudence, seeking out pertinent information to make informed decisions and uphold the reputation of the Corporation;
- ii. attend a Board orientation session (if applicable) and participate in continuing education opportunities.
- iii. keep informed on key issues relating to the Corporation;
- iv. attend and participate in a reasonable number of Corporation functions and events; and
- v. represent the Board when requested by the Board.

Non-director committee members are expected to:

- i. act with integrity and prudence, and uphold the reputation of the Corporation;

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- ii. keep informed on key issues relating to the committee;
- iii. attend committee meetings, be prepared for those meetings, and participate in committee discussions; and
- iv. represent the committee when requested by the Board.

b. Board Meetings

Directors are expected to attend Board meetings, be prepared for those meetings, and participate in Board discussions and decisions. If a director is unable to attend a Board meeting, the director should notify the Chair and the President and Chief Executive Officer (CEO) of the Corporation, review the materials circulated for the meeting and provide any comments or questions the director may have to the Board in advance of the meeting. It is acknowledged that regular attendance and active participation by directors is necessary for the proper functioning of the Board. In the event that a director misses more than three Board meetings in a calendar year, the director may be asked to resign, in the best interests of the Corporation.

Abby Katz Starr [AK2]
My official title is President and CEO

7. Corporate Obedience – Board Solidarity

It is recognized that directors bring to the Board diverse backgrounds, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy. The authority of the Chair must be respected by all directors.

Directors must publicly support the decisions and policies agreed upon through regular Board processes, even if the director holds another view or voiced another view during Board meetings or discussions. Directors acknowledge that properly authorized Board actions must be supported by all directors. The Board must be seen speak with one voice. Those directors who have abstained or voted against a Board action or motion must adhere to and support the decision of a majority of the directors.

8. Conflicts of Interest

All directors have a duty to ensure that the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict of interest or potential conflicts of interest in their decision-making. It is inherent in a director’s fiduciary duty that conflicts of interest be avoided.

It is important that all directors and officers ~~(NTD note that includes officers in this sentence but not in first sentence above. It appears that this paragraph is to only deal with directors as the next paragraph deals with officers and non-directors. If that is correct then delete “officers” here. If not, then should officers and non-directors be included in this entire paragraph?)~~ understand their obligations when an actual or potential conflict of interest arises.

Directors, officers and non-director committee members shall avoid situations in which they may be in a position of actual or perceived conflicts of interest. The Act and the By-laws contain

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provisions with respect to conflicts of interest that must be strictly adhered to. The process set out in this Code shall also be followed when an actual or potential conflict of interest arises.

a. Description of Conflicts of Interest

A conflict of interest arises where a director’s, officer’s or non-director committee member’s duty to act solely in the best interests of the Corporation and to adhere to his or her fiduciary duties is compromised or impeded by any other interest, relationship or duty of the director, officer or non-director committee member. A conflict of interest includes circumstances where the director’s, officer’s or non-director committee member’s duties to the Corporation are in conflict with other duties owed by the director, officer or non-director committee member such that the director, officer or non-director committee member is not able to fully discharge the fiduciary duties owed to the Corporation.

The situations in which a conflict of interest may arise cannot be exhaustively set out in this Code. Conflicts of interest generally arise in the following situations:

i. Transaction with the Corporation

- When a director, officer or non-director committee member enters into a transaction with the Corporation directly or indirectly.
- When a director, officer or non-director committee member has a **material (NTD does it have to be “material”? There is no definition of “material”. By using the word “material” the policy might be subject to argument.)** direct or indirect interest in a contract or transaction, or proposed contract or transaction, with the Corporation.

ii. Interest of a Relative

- When the Corporation conducts business with a supplier of goods or services or any other party of which a relative or member of the household of a director, officer or non-director committee member is a shareholder, principal, director, officer or representative. **(NTD is this sufficient to cover a substantial shareholder of such a supplier or party? Probably not.)**

iii. Gifts

- When a director, officer or non-director committee member, or a member of the director’s, officer’s or non-director committee member’s household, or any other person or entity designated by the director, officer or non-director committee member accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the Corporation may transact business (including a supplier of goods or services) for the purpose of influencing an act or decision of the Board.

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- iv. Acting for an Improper Purpose
 - When a director, officer or non-director committee member exercises his or her powers motivated by self-interest or other improper purposes.
- v. Appropriation of Corporate Opportunity
 - When a director, officer or non-director committee member diverts to his or her own use, an opportunity or advantage that belongs to the Corporation.
- vi. Duty to Disclose Information of Value to the Corporation
 - When a director, officer, or non-director committee member fails to disclose information that is relevant to a vital aspect of the Corporation's ~~Affairs~~business.
- vii. Serving on Other Boards
 - When a director, officer or nondirector committee member is in a position where there is a conflict of "duty and duty." This may arise where the director serves as a director of two organizations that are competing or transacting with one another, or where a director, officer or non-director committee member has an association or relationship with another organization. A director, officer or non-director committee member may be in possession of confidential information that is related to a matter of importance to a decision being made related to the Corporation. The director, officer or non-director committee member cannot discharge the duty to one organization to maintain such information in confidence while at the same time discharging the duty to the other organization to make disclosure.

b. Disclosure of Conflicts of Interest

A director, officer or non-director committee member who has an actual or potential conflict of interest shall as soon as possible after becoming aware of the actual or potential conflict of interest disclose such conflict of interest to the Board by notification to the Chair. Where the Chair has an actual or potential conflict of interest, notice shall be given to the CEO. ~~(NTD in the line below after item iii it says shall make declaration to Chair or VP [would be Vice Chair]. Words should be consistent in these two places. Make both say to Chair or President and CEO or both say to Chair or VC).~~ The notification of an actual or potential conflict of interest shall disclose the nature and extent of the director's, officer's or non-director committee member's interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion on the matter.

Where:

Samantha van Velzen [3]
 Agree. What is the typical practice today? Is it to the VC or CEO?

Abby Katz Starr [AK4]
 There is no example of a typical practice in my experience.

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~~i. The disclosure must be made, at a minimum, in the case of a director ~~is not present~~:~~

- ~~• at the meeting where a matter in which the director has a conflict is first ~~discussed and/or voted upon by~~considered;~~
- ~~• if the Board;~~
- ~~ii. ~~a conflict arises for a director after~~was not then interested in a matter ~~has been discussed but not yet voted upon by the Board, at the first meeting after the director becomes so interested~~; ~~or~~~~
- ~~• ~~iii. if the~~ director becomes ~~conflicted~~interested after a matter has been approved, at the first meeting after the director ~~shall make the disclosure of the conflict to the Chair or the vice president (should be consistent with above paragraph that declare to Chair or CEO or declare to Chair or VC) as soon as possible or and at the next meeting of the Board~~becomes so interested; ~~or~~~~

~~If an officer or~~

- ~~• if an individual who has a conflict in a matter later becomes a director, at the first meeting after the individual becomes a director.~~

The disclosure must be made, at a minimum, in the case of an officer:

- ~~• forthwith after the officer becomes aware that a matter in which the officer has a conflict is to be considered or has been considered by the Board;~~
- ~~• if the officer becomes interested after a matter has been approved by the Board, forthwith after the officer becomes so interested; ~~or~~~~
- ~~• if an individual who has a conflict in a matter later becomes an officer, forthwith after the individual becomes an officer.~~

The disclosure must be made, at a minimum, in the case of a non-director committee member:

- ~~• at the committee meeting where a matter in which the committee member has a conflict is first considered;~~
- ~~• if the committee member was not then interested in a matter, at the first committee meeting after the committee member becomes ~~conflicted as a result of an interested in a contract or transaction after it is made or entered into, the disclosure shall be made as soon as possible after the officer or non-committee member becomes so conflicted.~~ so interested;~~
- ~~• if the committee member becomes interested after a matter has been approved, at the first committee meeting after the committee member becomes so interested;~~
- ~~• if an individual who has a conflict in a matter later becomes a committee member, at the first committee meeting after the individual becomes a committee member.~~

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If a director or officer has a conflict of interest in a matter that, in the ordinary course of the Corporation's business, would not require approval of the Board or members, the director or officer shall disclose the conflict of interest to the Chair or President and CEO, as the case may be, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the director or officer becomes aware of the matter.

A director, officer, or non-director Board committee member may provide a general notice to the Board disclosing their relationships and interests in entities or persons that give rise to conflicts.

c. ~~No Discussions and Voting~~ Leave the Meeting and Do Not Vote

A director, officer or non-director committee member who has declared a conflict ~~of interest~~ shall ~~excuse themselves and not be present~~ not attend any part of a meeting during which the ~~discussion or vote in respect of the~~ matter in which ~~he or she has~~ they have a conflict is discussed, and shall not ~~attempt to vote on~~ any ~~way~~ resolution to ~~influence~~ approve the matter. Exceptions are made if the matter relates to a contract or transaction for indemnity or insurance under section 46 of the voting Act.

9. Confidentiality

Directors: ~~(NTD next paragraph includes officers and non-director committee members too. Should they be added here or dealt with in a separate paragraph?)~~ have a fiduciary duty to maintain the confidentiality of all of the Corporation's confidential and proprietary information. Unauthorized disclosure of confidential information can severely damage the reputation of the Corporation and those persons to whom the confidential information relates. A director's duty of confidentiality continues even after the director no longer serves on the Board.

Confidential information includes all non-public information regarding the activities of the Corporation. If in doubt about whether information is confidential, it should be assumed all information acquired in the course of the activities and duties as a director, officer or non-director committee member is confidential unless otherwise determined. Directors, officers and non-director committee members must not make unauthorized disclosure of confidential information or use it for any purpose other than the purpose for which it was disclosed, except as otherwise required by law. It is also critical that no advantage is taken, or perceived to be taken, of any information that may exist within the Corporation, or of which a director, officer or non-director committee member may become aware as a result of their involvement in the Corporation. Without limiting the generality of the foregoing, directors, officers and non-director committee members must take all reasonable steps to protect confidential information, including the following:

- a. controlling access to confidential information;
- b. discussing confidential information with others only if necessary and in doing so, exercising due care;
- c. not discussing confidential information in public places;

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- d. keeping documents containing confidential information secure and taking steps to secure sensitive information when it is unattended;
- e. safeguarding documents when they are off of the Corporation's premises;
- f. determining whether documents containing confidential information should be shredded or otherwise destroyed prior to disposal in order that confidentiality be assured; and
- g. not sharing confidential information about the ~~Affairs~~ affairs of the Corporation.

10. Process for Resolution of Conflicts of Interest and Addressing Breaches of Duty

~~[NTD: This process can be customized.]~~

Where any director, officer or non-director committee member believes that he or she or another director, officer or non-director committee member has an actual or potential conflict of interest or has breached his or her duties to the Corporation or is in a position where there is a potential breach of duty to the Corporation, the director, officer or non-director committee member shall refer the matter to the Chair or where the conflict involves the Chair, to the ~~CEO~~ President and CEO or VC? ~~[NTD see comment in 8b above. Be consistent here. Use President and CEO or VC?]~~.

The Chair ~~(or the President and CEO, (or is it to be VC?))~~ as the case may be, may either:

- a. attempt to resolve the matter informally; or
- b. refer the matter to an ad hoc sub-committee of the Board established by the Chair ~~(or the President and CEO, (or is it to be VC?))~~ as the case may be, which sub-committee shall report its' recommendation for resolution to the Board.

If the Chair or the President and CEO ~~(or is it to be VC?)~~ ~~elects to~~ attempt to resolve the matter informally and the matter cannot be informally resolved to the satisfaction of the Chair ~~(or the President and CEO, (or is it to be VC?))~~ as the case may be, the director, officer or non-director committee member referring the matter and the director, officer or non-director committee member involved in the matter, then the Chair or the President and CEO ~~(or is it to be VC?)~~ shall refer the matter to the process in 10 b- above.

A decision of the Board by majority resolution shall be determinative of the matter.

If a conflict of interest, or other matter referred pursuant to the process above cannot be resolved to the satisfaction of the Board by majority resolution ~~(are dealing here with items that have been referred so don't add the deleted phrase) a the offending (?),~~ the director or officer or non-director committee member may be asked to resign or may be subject to removal pursuant to the ~~b-~~By-laws and applicable legislation.

11. Perceived Conflicts of Interest or Breaches of Duty

It is acknowledged that not all actual or potential conflicts of interest or breaches of duty may be satisfactorily resolved by strict compliance with the By-laws or this Code. There may be cases where the perception of a conflict of interest or breach of duty may be harmful to the

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Corporation notwithstanding that a director, officer or non-director committee member has complied with the By-laws and this Code. In such circumstances, the process set out in this Code for addressing conflicts of interest and breaches of duty shall be followed, and it is recognized that the director or officer or non-director committee member may be asked to resign in the best interests of the Corporation.


12. Obtaining Advice of Counsel or Expert Advice

Requests to obtain outside opinions or expert advice regarding matters before the Board shall be made through the Chair.

13. Amendment

This Code shall be reviewed and approved by the Board annually.

DRAFT

 NEW UNIONVILLE HOME SOCIETY	POLICY AND PROCEDURE MANUAL
Subject: Code of Conduct	Policy No.: 2024
	Last Reviewed: [date]
Section: 2000 – Governance	First Approved: February 17, 2016
Approved by: Board of Directors	Total Pages: 3
External References:	

1. Definitions

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- c. **“By-laws”** means the by-laws of the applicable Corporation;
- d. **“Chair”** means the chair of the Board of the applicable Corporation;
- e. **“Code”** means this Code of Conduct;
- f. **“Corporation”** means Unionville Home Society, Unionville Home Society Foundation or Wyndham Gardens Apartments of Unionville, as the case may be;
- g. **“director”** means a director of the Corporation;
- h. **“officer”** means an officer of the Corporation that is appointed by the Board in accordance with the By-laws.

2. Purpose

The Board of each Corporation is committed to the highest standards of honesty, integrity and ethics in fulfilling the strategic goals and purposes of the Corporation set out in the articles of the Corporation. Each Board believes that operating according to these standards is critical to protect the interests of the Corporation, its members, its staff and its other stakeholders. Accordingly, the Board of each Corporation has adopted this Code to reflect its commitment to these standards.

3. Application

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director committee members are expected to conduct themselves in a manner consistent with the spirit and letter of this Code and to avoid even the perception of improper behaviour.

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- a. act honestly and in good faith with a view to the best interests of the Corporation;
- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- c. exercise the powers for the purpose for which they were intended;
- d. ensure that the director's or officer's personal interests and duties to the Corporation are not brought into conflict; and
- e. ensure that the director or officer does not obtain or receive, directly or indirectly, personal profit, gain or benefit as a result of the director's or officer's relationship with the Corporation.

In discharging their duties, directors and officers are required by the Act, the By-laws and the common law to disclose the nature and extent of any interest that the director or officer, or an immediate family member of the director or officer, may have in a material contract or transaction with the Corporation in accordance with Section 8 of this Code. This principle applies to any interest that a director or officer (or immediate family member) may have in respect of the Corporation and its operations including, without limitation, contracts being entered into with the Corporation.

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- a. respect and comply with:
 - i. all applicable federal, provincial, and municipal laws, including the Act;
 - ii. the By-laws;
 - iii. this Code; and
 - iv. all policies of the Board including without limitation:
 - Harassment and Discrimination Policy
 - Whistleblowing Policy
 - Communication and Designated Spokesperson Policy
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- b. demonstrate honesty, integrity, leadership, and a strong personal commitment to the Corporation;
- c. respect differences in people, their ideas and their opinions;
- d. treat one another with dignity and respect at all times, and especially when there is disagreement;
- e. respect and treat others fairly, regardless of, amongst other things, race, ancestry, place of origin, colour, ethnic origin, citizenship, religion, gender, sexual orientation, age, or disability;
- f. respect the rights of others; and
- g. without limiting the generality of the foregoing, behave appropriately at all meetings of directors and/or committees.

6. Conduct of Directors, Officers and Non-Director Committee Members

a. Conduct Generally

Directors and officers are expected to:

- i. act with integrity and prudence, seeking out pertinent information to make informed decisions and uphold the reputation of the Corporation;
- ii. attend a Board orientation session (if applicable) and participate in continuing education opportunities.
- iii. keep informed on key issues relating to the Corporation;
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- v. represent the Board when requested by the Board.

Non-director committee members are expected to:

- i. act with integrity and prudence, and uphold the reputation of the Corporation;
- ii. keep informed on key issues relating to the committee;
- iii. attend committee meetings, be prepared for those meetings, and participate in committee discussions; and
- iv. represent the committee when requested by the Board.

b. Board Meetings

Directors are expected to attend Board meetings, be prepared for those meetings, and participate in Board discussions and decisions. If a director is unable to attend a Board meeting,

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the director should notify the Chair and the President and Chief Executive Officer (CEO) of the Corporation, review the materials circulated for the meeting and provide any comments or questions the director may have to the Board in advance of the meeting. It is acknowledged that regular attendance and active participation by directors is necessary for the proper functioning of the Board. In the event that a director misses more than three Board meetings in a calendar year, the director may be asked to resign, in the best interests of the Corporation.

7. Corporate Obedience – Board Solidarity

It is recognized that directors bring to the Board diverse backgrounds, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy. The authority of the Chair must be respected by all directors.

Directors must publicly support the decisions and policies agreed upon through regular Board processes, even if the director holds another view or voiced another view during Board meetings or discussions. Directors acknowledge that properly authorized Board actions must be supported by all directors. The Board must be seen speak with one voice. Those directors who have abstained or voted against a Board action or motion must adhere to and support the decision of a majority of the directors.

8. Conflicts of Interest

All directors have a duty to ensure that the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict of interest or potential conflicts of interest in their decision-making. It is inherent in a director’s fiduciary duty that conflicts of interest be avoided.

It is important that all directors and officers understand their obligations when an actual or potential conflict of interest arises.

Directors, officers and non-director committee members shall avoid situations in which they may be in a position of actual or perceived conflicts of interest. The Act and the By-laws contain provisions with respect to conflicts of interest that must be strictly adhered to. The process set out in this Code shall also be followed when an actual or potential conflict of interest arises.

a. Description of Conflicts of Interest

A conflict of interest arises where a director’s, officer’s or non-director committee member’s duty to act solely in the best interests of the Corporation and to adhere to his or her fiduciary duties is compromised or impeded by any other interest, relationship or duty of the director, officer or non-director committee member. A conflict of interest includes circumstances where the director’s, officer’s or non-director committee member’s duties to the Corporation are in conflict with other duties owed by the director, officer or non-director committee member such that the director, officer or non-director committee member is not able to fully discharge the fiduciary duties owed to the Corporation.

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The situations in which a conflict of interest may arise cannot be exhaustively set out in this Code. Conflicts of interest generally arise in the following situations:

i. Transaction with the Corporation

- When a director, officer or non-director committee member enters into a transaction with the Corporation directly or indirectly.
- When a director, officer or non-director committee member has a direct or indirect interest in a contract or transaction, or proposed contract or transaction, with the Corporation.

ii. Interest of a Relative

- When the Corporation conducts business with a supplier of goods or services or any other party of which a relative or member of the household of a director, officer or non-director committee member is a shareholder, principal, director, officer or representative.

iii. Gifts

- When a director, officer or non-director committee member, or a member of the director's, officer's or non-director committee member's household, or any other person or entity designated by the director, officer or non-director committee member accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the Corporation may transact business (including a supplier of goods or services) for the purpose of influencing an act or decision of the Board.

iv. Acting for an Improper Purpose

- When a director, officer or non-director committee member exercises his or her powers motivated by self-interest or other improper purposes.

v. Appropriation of Corporate Opportunity

- When a director, officer or non-director committee member diverts to his or her own use, an opportunity or advantage that belongs to the Corporation.

vi. Duty to Disclose Information of Value to the Corporation

- When a director, officer, or non-director committee member fails to disclose information that is relevant to a vital aspect of the Corporation's business.

vii. Serving on Other Boards

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- When a director, officer or nondirector committee member is in a position where there is a conflict of “duty and duty.” This may arise where the director serves as a director of two organizations that are competing or transacting with one another, or where a director, officer or non-director committee member has an association or relationship with another organization. A director, officer or non-director committee member may be in possession of confidential information that is related to a matter of importance to a decision being made related to the Corporation. The director, officer or non-director committee member cannot discharge the duty to one organization to maintain such information in confidence while at the same time discharging the duty to the other organization to make disclosure.

b. Disclosure of Conflicts of Interest

A director, officer or non-director committee member who has an actual or potential conflict of interest shall as soon as possible after becoming aware of the actual or potential conflict of interest disclose such conflict of interest to the Board by notification to the Chair. Where the Chair has an actual or potential conflict of interest, notice shall be given to the President and CEO. The notification of an actual or potential conflict of interest shall disclose the nature and extent of the director’s, officer’s or non-director committee member’s interest. Disclosure shall be made at the earliest possible time and, where possible, prior to any discussion on the matter.

The disclosure must be made, at a minimum, in the case of a director:

- at the meeting where a matter in which the director has a conflict is first considered;
- if the director was not then interested in a matter, at the first meeting after the director becomes so interested;
- if the director becomes interested after a matter has been approved, at the first meeting after the director becomes so interested; or
- if an individual who has a conflict in a matter later becomes a director, at the first meeting after the individual becomes a director.

The disclosure must be made, at a minimum, in the case of an officer:

- forthwith after the officer becomes aware that a matter in which the officer has a conflict is to be considered or has been considered by the Board;
- if the officer becomes interested after a matter has been approved by the Board, forthwith after the officer becomes so interested; or
- if an individual who has a conflict in a matter later becomes an officer, forthwith after the individual becomes an officer.

The disclosure must be made, at a minimum, in the case of a non-director committee member:

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- at the committee meeting where a matter in which the committee member has a conflict is first considered;
- if the committee member was not then interested in a matter, at the first committee meeting after the committee member becomes so interested;
- if the committee member becomes interested after a matter has been approved, at the first committee meeting after the committee member becomes so interested;
- if an individual who has a conflict in a matter later becomes a committee member, at the first committee meeting after the individual becomes a committee member.

If a director or officer has a conflict of interest in a matter that, in the ordinary course of the Corporation’s business, would not require approval of the Board or members, the director or officer shall disclose the conflict of interest to the Chair or President and CEO, as the case may be, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the director or officer becomes aware of the matter.

A director, officer, or non-director Board committee member may provide a general notice to the Board disclosing their relationships and interests in entities or persons that give rise to conflicts.

c. Leave the Meeting and Do Not Vote

A director, officer or non-director committee member who has declared a conflict shall not attend any part of a meeting during which the matter in which they have a conflict is discussed, and shall not vote on any resolution to approve the matter. Exceptions are made if the matter relates to a contract or transaction for indemnity or insurance under section 46 of the Act.

9. Confidentiality

Directors have a fiduciary duty to maintain the confidentiality of all of the Corporation’s confidential and proprietary information. Unauthorized disclosure of confidential information can severely damage the reputation of the Corporation and those persons to whom the confidential information relates. A director’s duty of confidentiality continues even after the director no longer serves on the Board.

Confidential information includes all non-public information regarding the activities of the Corporation. If in doubt about whether information is confidential, it should be assumed all information acquired in the course of the activities and duties as a director, officer or non-director committee member is confidential unless otherwise determined. Directors, officers and non-director committee members must not make unauthorized disclosure of confidential information or use it for any purpose other than the purpose for which it was disclosed, except as otherwise required by law. It is also critical that no advantage is taken, or perceived to be taken, of any information that may exist within the Corporation, or of which a director, officer or non-director committee member may become aware as a result of their involvement in the Corporation. Without limiting the generality of the foregoing, directors, officers and non-director

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committee members must take all reasonable steps to protect confidential information, including the following:

- a. controlling access to confidential information;
- b. discussing confidential information with others only if necessary and in doing so, exercising due care;
- c. not discussing confidential information in public places;
- d. keeping documents containing confidential information secure and taking steps to secure sensitive information when it is unattended;
- e. safeguarding documents when they are off of the Corporation's premises;
- f. determining whether documents containing confidential information should be shredded or otherwise destroyed prior to disposal in order that confidentiality be assured; and
- g. not sharing confidential information about the affairs of the Corporation.

10. Process for Resolution of Conflicts of Interest and Addressing Breaches of Duty

Where any director, officer or non-director committee member believes that he or she or another director, officer or non-director committee member has an actual or potential conflict of interest or has breached his or her duties to the Corporation or is in a position where there is a potential breach of duty to the Corporation, the director, officer or non-director committee member shall refer the matter to the Chair or where the conflict involves the Chair, to the President and CEO.

The Chair or the President and CEO, as the case may be, may either:

- a. attempt to resolve the matter informally; or
- b. refer the matter to an ad hoc sub-committee of the Board established by the Chair or the President and CEO, as the case may be, which sub-committee shall report its' recommendation for resolution to the Board.

If the Chair or the President and CEO attempt to resolve the matter informally and the matter cannot be informally resolved to the satisfaction of the Chair or the President and CEO, as the case may be, the director, officer or non-director committee member referring the matter and the director, officer or non-director committee member involved in the matter, then the Chair or the President and CEO shall refer the matter to the process in 10 b- above.

A decision of the Board by majority resolution shall be determinative of the matter.

If a conflict of interest, or other matter referred pursuant to the process above cannot be resolved to the satisfaction of the Board by majority resolution, the director or officer or non-director committee member may be asked to resign or may be subject to removal pursuant to the By-laws and applicable legislation.

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11. Perceived Conflicts of Interest or Breaches of Duty

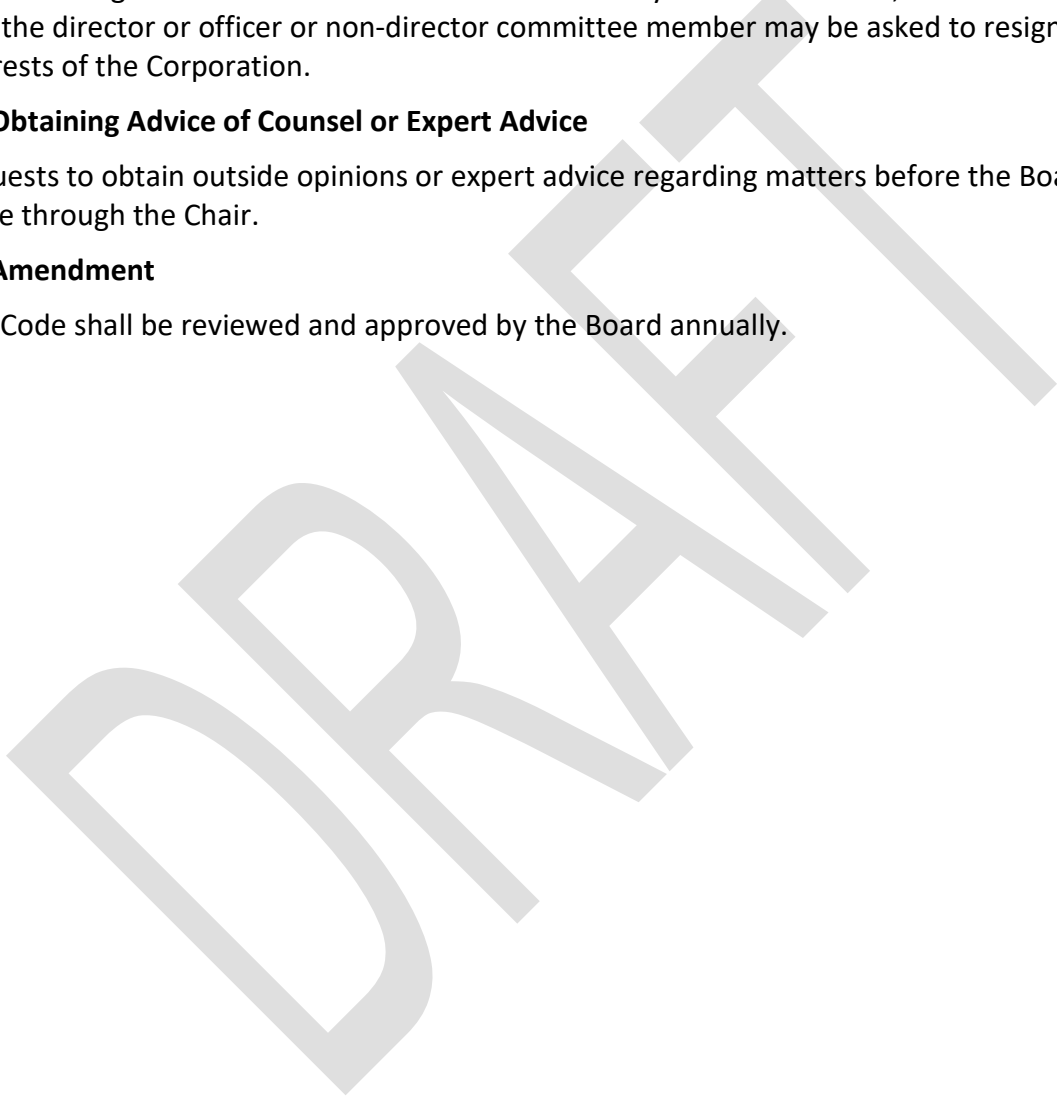
It is acknowledged that not all actual or potential conflicts of interest or breaches of duty may be satisfactorily resolved by strict compliance with the By-laws or this Code. There may be cases where the perception of a conflict of interest or breach of duty may be harmful to the Corporation notwithstanding that a director, officer or non-director committee member has complied with the By-laws and this Code. In such circumstances, the process set out in this Code for addressing conflicts of interest and breaches of duty shall be followed, and it is recognized that the director or officer or non-director committee member may be asked to resign in the best interests of the Corporation.


12. Obtaining Advice of Counsel or Expert Advice

Requests to obtain outside opinions or expert advice regarding matters before the Board shall be made through the Chair.

13. Amendment

This Code shall be reviewed and approved by the Board annually.



	POLICY AND PROCEDURE MANUAL
Subject: Performance Appraisal and Goal Setting – President and CEO	Policy No.: 2021
	Last Reviewed: April 8, 2022
Section: 2000 – Governance	First Approved: February 18, 2015
Approved by: Boards of Directors	Total Pages: 3
External References:	

POLICY

The President & Chief Executive Officer (the “CEO”) is responsible for implementing strategies and taking the operational lead to achieve the Unionville Home Society (“UHS”) vision, mission and values in each of the three related corporations: Unionville Home Society (“UHS”), Unionville Home Society Foundation (“UHSF”) and Wyndham Gardens Apartments of Unionville (“WGAU”). The purpose of the review is to assess performance against expected results and to determine the degree to which the board policies and directions are being fulfilled. To that outcome:

- The Board of Directors for each UHS Corporation must ensure that an appropriate process is in place to assess the performance of the CEO and identify performance goals and objectives on an annual basis.
- The CEO annual appraisal should be a collaborative process that serves as an effective communications tool throughout the year.
- The formal appraisal process will be initiated and completed during Q4. For clarity, this means that the performance appraisal shall be completed in Q4 for the fiscal year then concluding and a new performance plan will be drafted and agreed-upon for next year.
- The Chair of the Board of each UHS Corporation, or their designate (collectively, the “Chairs”) shall conduct this process on behalf of their board, with the Chair of the Board of UHS (the “UHS Chair”) leading the process.
- Any meetings held to discuss the performance of the CEO, and any material related to the performance of the CEO, will be strictly private and confidential.
- The process should provide feedback, information, guidance and suggestions for the CEO’s personal and professional growth.
- Progress toward the agreed upon goals and objectives and issues impacting their achievement shall be discussed quarterly at each UHS Corporation board meeting.
- This policy shall be aligned and linked to any CEO recruitment policy.

SCOPE AND RESPONSIBILITY

The Chairs, with input from the CEO, are responsible for setting annual performance goals and evaluating the performance of the CEO on behalf of the Board of Directors of each UHS Corporation.

- The Chairs shall ensure that the process is completed on a schedule consistent with the preparation of the CEO operational goals and associated budget.
- The Chairs shall solicit input from the CEO and the other directors on their board early in the process.
- The CEO shall complete a self-evaluation, review existing goals, and establish new goals for the coming time frame.
- The annual bonus allocation of the CEO will be based on the conditions of employment contained in the contractual agreement jointly with the outcomes of the performance review.

PROCEDURE

Goal Setting and Evaluation Process

1. Performance Evaluation:

- a) The CEO will complete a self-assessment for the year currently ending and will provide their self-assessment to the UHS Chair.
- b) The self-assessment will be shared and discussed amongst the Chairs. The Chairs will determine the best way to solicit input from their board members and stakeholders. Each board member should have an opportunity for input.
- c) The UHS Chair shall meet with the CEO regarding the results of the evaluation.
- d) The Chairs shall provide a report and any recommendations to their respective boards for consideration and approval, through an in-camera review.
- e) The steps noted above should be initiated and completed by end of Q4 (and will reflect the quarterly discussions that will have taken place at the board meetings).

2. Goal Setting:

- a) An initial discussion between the CEO and the UHS Chair shall identify key goals and objectives for the upcoming fiscal year. The UHS Chair will share any views of the Chairs during this discussion.
- b) The CEO shall submit their proposed annual performance goals and objectives to the UHS Chair for consideration by the Chairs. Performance goals and objectives should reflect the discussions at UHS Corporation board meetings and the strategic priorities for the upcoming year, financial and service goals, and any substantial projects.
- c) The proposed annual performance goals and objectives will be reviewed by the Chairs. The Chairs will determine the best way to solicit input from their board members and stakeholders. Each board member should have an opportunity for input.
- d) The UHS Chair shall meet with the CEO to discuss the proposed performance goals and objectives and will share any views that were provided or solicited by the Chairs during

this discussion.

- e) The Chairs shall provide a report and any recommendations to their respective boards for consideration and approval, through an in-camera review.

4. General:

- a) In the event that the Chairs are unable to make unanimous recommendations to their respective boards, then the Chair of each board will bring the issues to the applicable board for direction through an in-camera discussion.
- b) Similarly, in the event that the CEO is not in agreement with the recommendations of any of the Chairs with regard to the evaluation outcomes and or the goal setting exercise, the CEO will bring the issues to the UHS Chair for direction.
- c) Assuming agreement and board approvals are obtained, the UHS Chair will meet with the CEO to communicate the outcomes of the goal setting and performance evaluation. This may be two or more separate events.
- d) The goal setting and evaluation reports and the related outcomes will be documented and signed by each of the Chairs and the CEO and included in the CEO's employment file. The CEO may include comments to the report.
- e) A final evaluation report approved by the Board of each of UHS Corporation will be placed in a sealed envelope marked "Confidential," and filed in the CEO's personnel file. A copy will also be provided to the CEO.
- f) A directive with appropriate details relating to the CEO's compensation will be forwarded to the Human Resources Director who will inform the Chief Financial Officer for processing and filed in the personnel file.