



Everyone needs a home

Homes First Society Code of Conduct

PREAMBLE

In 1999, Toronto City Council adopted a Code of Conduct for Council Members and directed that it also apply to City agencies, Boards, and Commissions, subject to any necessary modification. Although Homes First Society is a non-profit, charitable corporation and, as such, not a City of Toronto agency, its commitment to exemplary conduct should reflect the stated standards of the City of Toronto, as its primary funder.

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PRINCIPLES

It is reasonable for the public to demand professional administration and governance of publicly-funded agencies, and the public is entitled to expect the highest standards of conduct from the members of Boards such as that of Homes First Society. In turn, such standards will protect and maintain the Society's reputation and integrity. This Code of Conduct supplements and is compatible with the by-laws and policies governing the Board of Directors.

The key statements of principle that underline the Code are as follows:

Directors shall serve, and be seen to serve, without direct or indirect personal gain, in a conscientious and diligent manner;

Directors will perform their duties in office in a manner that promotes public confidence and will bear close scrutiny; and

Directors shall seek to serve the public interest by upholding both the letter and the spirit of the relevant laws and policies established by law.

I. GENERAL GUIDELINES REGULATING CONDUCT

In addition to the organization's bylaws, policies, and statutory provisions, there are common-law principles governing the behaviour of Directors, staff, and volunteers. Essentially, board members, staff, and volunteers must be aware of any situation where it can be said that different duties (as for example those owed to different agencies or corporations with which the person is involved), or a duty and an interest (as for example where the duty owed to Homes First as a Director or employee could conflict with that person's financial interest, perhaps as a vendor of property or a recipient of income), could be in conflict with each other.

Being "aware" requires from each person an active, personal examination of any situation coming before the person, asking whether there is any aspect of it that can be seen as a conflict of duties, or interests and duties. The phrase "can be seen" is important. It is not good enough for the person involved to tell himself or herself that there is no "real" conflict because he or she will rise above it. The possible perception of others is a key to identifying a conflict. Directors should report all possible conflicts to the Chair or the Executive Committee, and employees and volunteers to their supervisor, for a determination and a remedy, when necessary.

Situations of conflict of duties, or of duties and interests, are bound to arise, and that is to be expected. The key is that any such conflict must be properly managed. The most basic method of management involves, first of all, fully disclosing the situation to the Board or Committee, or in the case of employees and volunteers, to the individual's immediate supervisor. It is highly desirable that these disclosures be documented in writing, perhaps as a minute of a Board or Committee meeting, or as a memo to an employee's file.

Having disclosed the conflict, the next question is what should be done about it. Often the best answer is that the involved person will take no part in the discussion or voting on a matter, or on the recommendation or management of a potential contract.

That, however, may not always be the best result. Homes First may be considering entering into an arrangement with another agency which a Board or staff member knows a lot about. A Homes First Board or staff member could be a Board member of the other agency, and it might be helpful to Homes First to be given information about that agency. Must the person keep silent, and take no part in any discussion? Not necessarily. The person must disclose the situation, fully, fairly, and as soon as possible. The person must be very careful that it is not disclosing information that it has a duty, to the other agency, to not disclose. Certainly it is best for the person to distance himself or herself from the actual decision concerning the proposed arrangement. However, one of the reasons people are asked to serve on Boards is because they have knowledge about some aspect of the fields in which the Board is active. That often involves a need to share information.

We should also think of conflicts as they relate to friends or coworkers. Some members of Homes First's Board are residents, and will be seen by other residents as a point of access to the governance and administration of the Society. Such Board members are bound to have opinions about aspects of administration and governance, sometimes illustrated by the exact situation of a friend, fellow tenant, or staff person. It would clearly be inappropriate for any Board member to attempt to change the *policies* of the organization to give a particular benefit to a particular person. However, and subject to the comments below on the proper role of Board, staff, and volunteers, and the prohibition against any Board member having any right to *direct* staff in any matter, issues of governance and administration will be known to Board members and will rightly be raised for discussion. That is perfectly proper, and reflects the reason for having residents serve on the Board of Directors. Where a Board member has a concern about an administrative matter, it is best to first advise the Chief Executive Officer of the concern, and if the matter remains unresolved, raise it with the appropriate Committee of the Board.

A Director, as a manager of an agency in receipt of public fund, is held to a higher standard than is a private person for the same activity. A breach of trust occurs when there is an abuse of the public trust by an act (including an omission) done to further or promote private ends or to obtain, directly or indirectly, a benefit. Fraud involves intentional deception, where one individual obtains an advantage over another by false suggestions or suppression of the truth.

No Director should engage in any financial or other activity which would tend to impair his or her independence of judgment or decision, or that is incompatible with the proper discharge of his or her official duties in the public interest. No Director should use his or her office to seek to influence a decision, made or to be made by another person, so as to further the Director's personal interest, or to improperly further another person's personal interest.

II. CONFLICT OF INTEREST

(City Guideline Number: 2015-6; Date Issued: July 1, 2015; Effective Date: October 1, 2015)

The *Housing Services Act, Regulation 367, Section 100*, permits the City of Toronto, as service manager, to make local standards for the operation of HSA Part VII housing projects, including a local standard for conflicts of interest of Directors, employees, and agents of a housing provider.

This City Guideline directs housing and shelter providers to comply with the *Local Rule - Conflict of Interest*.

The *Local Rule – Conflict of Interest* is:

1. Conflict of Interest Defined

A conflict of interest exists if any of the following situations occur:

- a) the personal or business interests of a Director, officer, agent, volunteer, or employee of the Society are in conflict with the interests of the Society, or,
- b) a personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a Director, officer, agent, volunteer, or employee of the Society or a person related to one of them as a result of a decision by the Society.

A related person includes a parent, spouse, child, member of the household, close personal friend, sibling, uncle, aunt, nephew, niece, cousin, mother-in-law, father-in-law, sister-in-law, brother-in-law, grandparent, or a person with whom the Director, officer, agent, volunteer, or employee has a business relationship.

A conflict of interest includes but is not limited to situations in which

- i. a Director, officer, agent, volunteer, or employee of the Society receives remuneration or other forms of compensation for undertaking work for the Society, or
 - ii. a person related to a Director, officer, agent, volunteer, or employee receives remuneration or other compensation for undertaking work for the Society or is employed by a person or business undertaking work for the Society.
- c) a Director or officer owes arrears of greater than one month's rent/housing charge to the Society or has been in arrears more than three times in the past twelve months.

2. Avoiding Conflict of Interest

A Director, officer, agent, volunteer or employee of the Society must not enter into any situation, arrangement or agreement which results in a conflict of interest.

3. Conflict of Interest Declaration – Standing Agenda Item

- a) The Board of Directors must include “Conflict of Interest Declaration” as a standing item on the meeting agendas.
- b) The “Conflict of Interest” standing agenda must state that arrears of a Board member is a conflict of interest.

4. Notice of Conflict of Interest

- a) Directors, officers, agents, volunteers, and employees of the Society must notify the Chair of the Board of Directors of the Society in writing of every potential or actual conflict of interest, within five business days of becoming aware of the potential or actual conflict.

- b) The Chair of the Board of Directors of the Society must notify all other Directors in writing of every potential or actual conflict of interest within five business days of receiving notification of the potential or actual conflict.

5. Board actions when conflict of interest exists

- a) The Board of Directors must notify the City of Toronto, Social Housing Unit in writing of the receipt of every notice of actual or potential conflict of interest as defined in this City Guideline.
- b) The Board of Directors must consider a notice of actual or potential conflict of interest at the first meeting of the Board after the notice is given. The meeting of the Board must take place within 30 days of receiving the notice of conflict.
- c) The Board of Directors must record its discussion of the notice of conflict of interest and the decision in the minutes of the meeting and report the decision to the City within five business days after the meeting.
- d) The Board of Directors must resolve every conflict of interest or potential conflict of interest to the satisfaction of the City. If the conflict of interest concerns the arrears of a Board member, the City will be satisfied if the resolution meets the requirements of the *CHF Canada Model Occupancy Bylaw* for Ontario co-ops.

6. Exceptions to conflict of interest provisions

Despite subsection (2), a Director, officer, agent, volunteer, or employee or a person related to one of them may directly or indirectly receive a gain, benefit, advantage, or privilege from the Society if all of the following conditions are satisfied:

- a) A notice of the conflict of interest or potential conflict of interest is given in accordance with sections 3 and 4.
- b) The Social Housing Unit agrees that there is no reasonable alternative for the Society other than entering into the situation, arrangement, or agreement that results in or may result in the conflict of interest.

7. Conflict of Interest Policy and Business Process Required

The Society shall adopt a conflict of interest policy and business process that complies with the Local Rule on conflict of interest.

8. Conflict of Interest Policy Acknowledgement

- a) The Society must give all their Directors, officers, agents, volunteers, and employees a copy of the Society's conflict of interest policy, and
- b) All Directors, officers, agents, volunteers, or employees of the Society must sign an acknowledgement and undertaking each year stating that they have read and they understand their obligations under the Society's conflict of interest policy.

III. GIFTS AND BENEFITS

Director, employees, and volunteers shall not accept a fee, advance, gift, or personal benefit that is connected directly or indirectly with the performance of his or her duties.

This restriction does not prevent volunteers, Board, or staff members being reimbursed for reasonable, legitimate expenses, nor from consuming food and drink provided during the course of meetings, and does not include the receipt of small personal gifts valued at \$10 or less.

No Director, volunteer, or employee may act as a lawyer or paid agent in respect of anyone doing, or trying to do business with Homes First Society.

IV. CONFIDENTIAL INFORMATION

A large amount of personal information is collected by Homes First Society in order to serve our clients. However, it must be treated as confidential information, and protected. When such information is collected, care must be taken to only collect information which is necessary for the purpose of housing and serving the client, the reason for its collection must be clear to the client, and the information may only be used for the expressed purpose for which it is collected. When the information is no longer required, it must be disposed of in a secure fashion.

Staff of the Society will often have to discuss various personal matters concerning residents with other staff members and, occasionally, with staff of other agencies to which a resident has applied for assistance. There are therefore many situations where it is permissible to disclose one or more items of personal information. However, no disclosure should ever be made without a valid, professional reason for such disclosure, no more should ever be disclosed than the situation requires, and disclosure should never extend beyond the people who actually require the information. Staff will, of course, disclose personal information requested by their supervisor.

The *Housing Services Act, Regulation 367, section 100*, permits the City of Toronto, as service manager, to make local standards for the operation of HSA Part VII housing projects, including a local standard for confidential information:

Housing providers [the Society] must keep all personal information confidential. Only staff who need to see personal information to do their job should have access to it. Households may see their own personal information provided that nothing about a business or another household is disclosed. Housing providers must have a documented confidentiality policy which complies with the SHRA and the Municipal Freedom of Information & Protection of Privacy Act (MFIPPA) and Personal Information Protection and Electronic Documents Act (PIPEDA) in force.

Confidential information includes information in the possession of the Society which the Society is either prohibited from disclosing, or is required to refuse to disclose, whether under *MFIPPA*, or other legislation. Generally, *MFIPPA* restricts or prohibits disclosure of information that is personal; information received in confidence from third parties of a corporate, commercial, scientific, or technical nature; and information that is subject to solicitor-client privilege.

Information that concerns personnel, labour relations, litigation, property acquisitions, the security of the property of the Board, and matters authorized in other legislation, should remain confidential. For the purposes of the Code of Conduct, “confidential information” also includes this type of information.

No Director or employee or volunteer may disclose any confidential information, other than by an employee or volunteer to their supervisor, except when required by law or authorized by the Board to do so. They may not use confidential information for personal or private gain, for themselves or anyone else. As one example, no Director, volunteer, or employee should directly or indirectly benefit, or aid others to benefit, from knowledge respecting bidding on the sale of Society property or assets.

Sometimes the Board or a Committee will decide to meet without anyone else being present, even Society staff (meeting “in-camera”). Where a matter that has been discussed at an in-camera meeting remains confidential, Directors shall not disclose the matter that was discussed, or the substance of deliberations.

The following are examples of the types of information that a Director, an employee, a volunteer, and the Society must keep confidential:

- items under litigation, negotiation, or personnel matters;
- information that infringes on the rights of others (e.g., sources of complaints where the identity of a complainant is given in confidence);
- price schedules in contract, tender, or Request For Proposal submissions if so specified; and
- personal information relating to residents, volunteers, or employees, including information about the person’s age, income, assets, health, tenancy arrangements, family, employment and employment history.

V. USE OF THE SOCIETY’S PROPERTY, SERVICES, AND OTHER RESOURCES

No Director or employee or volunteer should use, or permit the use of the Society’s property, facilities, equipment, supplies, services, staff, or other resources (for example, Society-owned materials, websites, and Society services) for activities other than the business of Homes First Society. Nor should anyone obtain financial gain from the use or sale of Society-developed intellectual property (for example, inventions, creative writings, and drawings), data, computer programs, technical innovations, or other items capable of protection as intellectual property. All such property remains either the property of the creator or of the Society, depending on the circumstances and agreements surrounding its creation.

VI. CONDUCT AT MEETINGS

Directors shall conduct themselves with decorum at meetings of the Board and its Committees.

VII. CONDUCT RESPECTING STAFF

Under the direction of the Chief Executive Officer, staff serves the Board as a whole, and the combined interests of all Directors, as evidenced through the decisions of the Board. Directors shall be respectful of the role of staff to advise based on objectivity and without undue influence from any individual Director or Directors.

Accordingly, no Director shall maliciously or falsely injure the professional or ethical reputation, or the prospects or practices of staff, and all Directors shall show respect for the professional capacities of the staff or the Board.

No Director shall use, or attempt to use, his or her authority or influence for the purpose of intimidating, threatening, coercing, commanding, or influencing any staff member with the intent of interfering with that person's duties.

VIII. DISCREDITABLE CONDUCT

Directors, volunteers, and employees have a duty to treat residents, members of the public, one another, and staff fairly and to ensure that their work environment is free from discrimination and harassment.

IX. COMPLIANCE WITH THE CODE OF CONDUCT

This Code of Conduct is an agreement by Directors on their expected conduct, and a direction to employees, volunteers, and agents of Homes First Society. It is adopted by motion of the Board, and signed by the Directors. Directors acknowledge the importance of the principles contained in this Code of Conduct and agree to support and adhere to it.

As the head of the Board, the Chair has, as one of his or her duties, is to be vigilant and active in causing the policies and decisions of the Board to be duly executed and obeyed.

Complaints or concerns from any person regarding alleged non-compliance with the Code by a Member may be made to the Chair in writing.

**SCHEDULE A:
ROLES AND RESPONSIBILITIES OF THE BOARD MEMBERS AND STAFF**

Members of the Board and its staff are indispensable to one another. The Board directs the business of Homes First Society and passes motions or resolutions to document decisions adopted by the Board. The Board has delegated responsibility to the Chief Executive Officer for the administration of the affairs of the Society in accordance with the decisions taken. This means that under the direction of the Chief Executive Officer, not the Board or members of the Board, staff has the responsibility and the authority to provide consultation, advice, and direction to the Board and to implement Board approved policy. Accordingly, staff recommends the appropriate administrative policies, systems, structures, and internal controls to implement the goals and objectives of the Board, and to manage implementation within the resources at their disposal. The Board should expect a high quality of advice from staff based on neutrality and objectivity irrespective of politics, the loyalties of and to persons in power, or their personal opinions.

(a) THE WHOLE BOARD, for example:

- manages the affairs of Homes First Society and makes decisions, determines policies, allocates expenditures, and holds staff accountable by providing them with direction, assigning resources, and monitoring policy decisions as implemented by staff;
- must have a quorum in order to vote to create or amend policies;
- may delegate administrative authority to the Chief Executive Officer;
- receives the reports of all Committees and other designated bodies for their acceptance, amendment, deferral, or referral, as the Board deems appropriate;
- holds regular and special meetings of the Board in open session; and meets in closed session for legal, personnel, or property matters of a sensitive nature, as set out in Section III of the Code of Conduct; and
- follows the procedures it establishes in its bylaws and policies.

(b) THE CHAIR, for example:

- sees that the policies and directions of the Board are duly executed and obeyed;
- oversees the conduct of the subordinate officers and sees that all proven negligence, carelessness, and violation of duty are dealt with;
- communicates information and recommendations to the Board from time to time that will tend to improve the Board's management of Homes First Society;
- presides at all meetings of the Board and ensures that all proceedings and conduct are enacted in accordance with Homes First Society's bylaws and policies;
- is the Chair of the Executive Committee and is by right of office, a member of all other Committees and entitled to vote as a member;
- may summon a special meeting of the Board within a specified time period, as well as when requested to do so by two Officers; and

- represents the views and interests of the Board at a variety of official, public, ceremonial, and non-profit sector events.

(c) DIRECTORS GENERALLY, for example:

- honour the decisions of the Board and exercise judgment to make decisions in their capacity as Director;
- participate in Board meetings and undertake the activities within the authority, operations, and procedures of the Board as outlined in (a) above;
- choose among alternatives and reconcile conflict among competing priorities;
- stay informed and keep up-to-date; and
- in Board meetings, determine the overall systems and structure, and correct deficiencies in the management of Homes First Society;
- Resident Directors give residents of Homes First a voice in governing Homes First.
 - Through membership on the Board of Directors the Resident Director participates in:
 - planning for the future of Homes First;
 - setting goals and making sure Homes First is doing its best to achieve them;
 - financial oversight, making sure Homes First money is being spent appropriately; and
 - providing advice to Homes First staff and management.
 - Membership on the Board does not involve Resident Directors in day-to-day operations or management of Homes First. For example, the Board does not discuss individual problems at sites.
 - Resident Directors represent the residents of Homes First facilities in making decisions that directly affect residents. While there is recognition of the value of Resident Directors from a variety of Homes First facilities, those elected to serve represent the entire Homes First constituency.
 - The contribution of the Resident Directors ensures that the other Directors hear directly from Homes First residents during the course of decision-making.

(d) COMMITTEES, for example:

- recommend policy and program development respecting service targets, priorities, and budget requirements within the Committee's mandate, to the Board;
- explain the requirements, purpose, and rationale of programs;
- request staff reports, as required, to aid in their decisions on recommendations to the Board;
- report and make recommendations to the Board on policy matters referred to them;

- provide access to public communication and deputations on matters within their purview;
- participate in joint meetings of Committees as required; and
- examine all accounts connected with discharging its duties or under its supervision, in accordance with its mandate.

(e) COMMITTEE CHAIRS, for example:

- identify, prepare, and review agenda items and priorities with the Chief Executive Officer;
- ensure program policies and priorities are established by the Committee;
- may be called upon by the Board to answer questions on Committee recommendations;
- conduct meetings, provide direction, and ensure fair and open discussion of agenda items in accordance with established procedures;
- may call special meetings of the Committee when the Chair or members feel it is necessary to do so;
- participate in, and may chair, joint meetings of Committees; and
- ensure that matters within the mandate of the Executive Committee are forwarded to the Executive Committee for appropriate action.

(f) STAFF, for example:

- provide timely and useful advice to the Board and its Committees;
- carry out specific directives, motions, and policies approved or delegated to them by the Board;
- follow the intent of Board directions;
- alert the Board to legal limitations of proposals, or changes in legislation, or unintended impacts of decisions;
- administer the organization and are responsible for day-to-day tasks in operations management;
- recommend policies, programs, and budgets to Committees and the Board;
- respond to public inquiries and advise on Board approved policies;
- use allocated resources appropriately;
- stay informed and up to-date;
- undertake research and review and report on findings; and
- evaluate deployment, encourage the development, and correct any performance as required, of staff under their supervision.

SCHEDULE B: STAFF & VOLUNTEER CODE OF CONDUCT

Staff and volunteers will:

- maintain the best interests of the residents as their primary goal.
- acknowledge the power inherent in their position and strive to minimize the impact of the power differential.
- be respectful of residents, fellow employees, and any other person with whom they come in contact during the course of their duties, including but not limited to curtailment of name-calling, abusive, discriminatory, and coarse language.
- carry out professional duties and obligations with integrity, objectivity, and equity.
- ensure residents have the necessary information to make informed decisions.
- acknowledge that the work site is someone else's home, and be respectful of communal and sleeping areas.
- be held accountable with respect to their interactions with residents, community members, and staff.
- ensure that when they are in a situation they are not comfortable with or skilled to handle, they will seek support from colleagues and supervisors.
- take into consideration ideas and input from residents.
- not discriminate against any person on the basis of race, gender, ethnic/cultural background, sexual orientation, age, ability or disability, religious belief, or socio-economic status.
- not impose their personal beliefs or standards on residents.
- not exploit their relationship with a resident for personal benefit, gain, or gratification.
- not become involved in a resident's personal life beyond their professional function.
- not have personal relations with current residents or with previous residents within 6 months of their residency.
- not accept gifts or services from current residents or from previous residents within 6 months of their residency.
- follow Homes First Society policies and procedures regarding staff behaviour and conduct.

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- As per Toronto Shelter Standards, 2016: Sections 12.3(a)(i) and 12.6.1(b)(i).
 - Created on May 5, 2005.
 - Approved by HFS Governance and Nominating Committee on November 17, 2016; to be reviewed in 2022.
 - Approved by HFS Board of Directors on March 28, 2017.
 - The Code of Conduct applies to all Directors, agents, staff, and volunteers of Homes First Society.