



# REPORT

To: ONE Joint Investment Board  
From: Heather Douglas, WeirFoulds LLP, Counsel  
Date: May 19, 2020  
Re: ONE JIB Code of Conduct  
Report: 20-007

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## 1. RECOMMENDATIONS

It is recommended that at its initial meeting on May 19, 2020 ONE JIB approve and adopt the ONE Joint Investment Board Code of Conduct in the form attached to this report (the Code).

## 2. SUMMARY

The Code sets out comprehensive guidelines that the Chair and members of ONE JIB must follow when acting in their capacity as members of ONE JIB. It applies to all business dealings relating to matters within the purview of ONE JIB including, but not limited to, activities on ONE JIB premises and at events or functions (whether held by ONE JIB or third parties) and generally with respect to dealings with colleagues, clients and other members of the public.

The Code was drafted based on provisions and best practices in codes of conduct already established by the largest Ontario municipalities and has been approved by the ONE JIB Integrity Commissioner.

The ONE JIB Integrity Commissioner will be responsible for independently investigating any allegations of non-compliance with, or contravention of, the provisions of the Code and must report his or her findings to ONE JIB.

The Integrity Commissioner's role is essentially advisory in nature. A contravention of the Code cannot constitute an offence and cannot be the subject of an administrative penalty (subsection 223.2 (3) of the Act).

Details of the process for the appointment of the Integrity Commissioner and his or her duties are contained in separate reports.

### 3. BACKGROUND

**Municipal Act, 2001 (Act) Requires Code of Conduct to be established.**

Section 223.2 of the Act requires every municipality to establish codes of conduct for members of their councils and of their local boards. Municipalities are also responsible for appointing an Integrity Commissioner to oversee compliance with such codes. Pursuant to the Authorizing By-law passed by each Founding Municipality, the Code has been established and ONE JIB has been authorized to make changes to the Code. The authority of the Founding Municipalities to appoint the initial Integrity Commissioner and his or her successors has been delegated to ONE JIB.

### 4. ANALYSIS

The following are highlights of the Code. (References to Sections are to the Code itself).

#### (a) General Purpose of Code

The stated purpose of the Code is to promote good governance and maintain public confidence in ONE JIB and the Participating Municipalities. The Act and O. Reg. 55/18 prescribe four basic subject matters that must be included in the Code:

- gifts, benefits and hospitality;
- respectful conduct, including conduct toward officers, employees and agents of ONE JIB and Participating Municipalities;
- confidential information; and
- use of ONE JIB property.

The Code expands on all four subjects in some detail.

#### (b) Statement of Principles (Section 2.O)

Section 2.O of the Code contains a list of general principles that are not operative provisions of the Code. The list includes general requirements for members such as compliance with federal and provincial laws and policies adopted by ONE JIB, acting with integrity and transparency, arranging their private affairs in a manner that promotes public confidence and the like. The

balance of the Code sets out both general and specific duties.

(c) **General Duties** (Section 3)

- Act honestly and in good faith in best interests of ONE JIB
- Exercise prudent standard of care
- Refrain from making false or misleading statements

(d) **Specific Duties of Members** (Sections 4 to 17)

Examples include:

- Act with decorum at meetings (Section 4)
- Protect and do not misuse or disclose confidential information of ONE JIB and private information (Section 5.1)
- Do not directly or indirectly benefit (or aid others to benefit) from knowledge relating to confidential information or property and assets of ONE JIB or Participating Municipalities (Sections 5.3 and 5.4)
- Do not disclose material non-public information about securities issuers (Section 5.5)
- Respect role of ONE Investment staff and do not attempt to threaten, influence, etc. (Section 6.2)
- Refrain from discrimination, harassment, abuse etc. (Section 7)
- Comply with restrictions on use and handling of ONE JIB equipment, supplies, intellectual property and information (Section 8)
- Avoid, disclose and deal with actual and potential conflicts of interest (Section 9)
- Follow restrictions on holding director or executive positions with other organizations (Section 10)
- Do not use influence of position or office for gain (Section 11)
- Comply with detailed rules governing receipt of gifts, benefits and hospitality (Section 12)

- Observe restrictions on communications to Participating Municipalities, media or public without authorization from Chair or his or her delegate (Section 13)
- Observe restrictions on election-related activities (Section 14)
- Seek written advice of Integrity Commissioner when aware of potential contravention of Code (Section 15)
- Consult with Integrity Commissioner when clarification of obligations under the Code is needed (Section 16)
- Cooperate with Integrity Commissioner's investigation of any complaints made with respect to an alleged contravention of the Code or *Municipal Conflict of Interest Act* (Section 17)
- Follow Complaint Protocol issued by the Integrity Commissioner (attached as Appendix "A" to the Code)

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