

BY-LAW NUMBER 2

A by-law respecting the declaration and management of Conflicts of Interest of:

Nipissing District Housing Corporation (the “Corporation”)

1. **BACKGROUND**

- a) The Corporation recognizes it is good business practice to avoid conflicts of interest and
- b) Pursuant to *Housing Services Act, 2011*, ss.75(2) (the “Act”) and Regulation 367/11, s. 100.1 passed pursuant to the Act, a Service Manager (as hereinafter defined) may make rules for a *local housing corporation* (as defined by the Act) relating to conflicts of interest for certain *housing projects* (as defined by the Act).

This By-Law is adopted by the Corporation subject to the Service Manager delivering written notice that different conflict of interest rules will apply.

2. **DEFINITIONS** – In this By-law:

2.1 “**Conflict of Interest**” means a situation where:

- i. the personal or business interests of a Director, Officer, agent or employee of the Corporation are in conflict with the interests of the Corporation; or
- ii. a personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a Director, Officer, agent or employee or a person related to any one of them as a result of a decision by the Corporation;

and includes:

- a. the Corporation giving a direct or indirect gain, benefit, advantage or privilege to a Director, Officer, agent or employee or a person related to any one of them;
- b. a Director, Officer, agent or employee or a person related to any one of them receiving a direct gain, benefit, advantage or privilege from the Corporation as a result of the person’s position within the Corporation;
- c. the Corporation, in offering housing accommodation or in setting rents or other occupancy charges, giving any advantage or privilege to directors who are tenants that is not available to tenants who are not directors.

2.2 “**Declaration**” means a declaration in the form attached as Schedule “B” to this By-law.

2.3 “**Director**” means a member of the board of directors of the Corporation.

2.4 “**Officer**” means the Chair, Vice-Chair, Secretary, Treasurer, Manager and anyone else designated as an officer in the by-laws of the Corporation.

2.5 “**Person related to any one of them**” means a parent, spouse, same-sex partner, child, household member, sibling, uncle, aunt, nephew, niece, mother-in-law, father-in-law, sister-in-law, brother-in-law or grandparent of a Director, Officer, agent or employee or a person with whom a Director, Officer, agent or employee has a direct or indirect pecuniary interest.

2.6 “**Service Manager**” means the District of Nipissing Social Services Administration Board (“*DNSSAB*”).

2A. CONFLICTS OF INTEREST – GENERAL

2A.1 Board Compliance. The Directors and Officers shall comply with all applicable conflict of interest law including without limitation:

- i. *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50, as amended, including any regulations thereunder and any successor legislation;
- ii. *Business Corporations Act*, R.S.O. 1990, c. B.16, as amended, including any regulations thereunder and any successor legislation; and
- iii. *Housing Services Act, 2011*, S.O. 2011, S.O. 2011, c. 6, Sched. 1, as amended, and including any regulations thereunder and any successor legislation.

2A.2 Employee Compliance. The Directors and Officers of the Corporation shall ensure that its employees comply with all applicable conflict of interest law and any related policy of the Corporation and of the Board of Directors in respect of Conflicts of Interest.

3. AVOIDING CONFLICT OF INTEREST

3.1 Exceptions – The Corporation shall not enter into a relationship, arrangement, contract or agreement with any person in a way that creates a Conflict of Interest, except that:

- a. provided that a notice of conflict or potential conflict of interest has been delivered to the Service Manager and the Service Manager agrees there is no reasonable alternative, the Corporation may enter into a relationship, arrangement, contract or agreement that normally would be a Conflict of Interest;
- b. some or all of the Directors may also sit as Directors of an organization that supplies essential support services for special-needs clients residing in the Corporation's project/portfolio, where the project/portfolio exists specifically so that residents can live in the community with the support services provided.

3.2 Duty to Monitor and Avoid Conflict of Interest – The Corporation shall closely monitor its relationships, arrangements, contracts and agreements, and not engage in any that may result in a Conflict of Interest. The Directors, individually and collectively, shall ensure compliance with this requirement.

3.3 Directors Must Resign – A Director shall resign from their position before the Corporation's Board of Directors deliberates, issues a tender, or votes on a contract or employment position for which the Director, or a business with which the Director has a direct or indirect pecuniary interest, intends to compete.

3.4 Former Directors and Officer – A former Director or Officer may not apply for employment with the Corporation or seek to enter into a contract to supply services to the Corporation directly or indirectly until the expiry of twelve (12) months following the date upon which such person ceases to be a Director or Officer.

3.5 Purchase or Lease of Land – Where the Corporation purchases or leases land, it shall not purchase or lease such land from:

- a. an individual; or
- b. a corporation which has a shareholder, director or officer,

who is a Director, Officer, agent, employee, development consultant/resource group, architect or other technical consultant, real

estate agent, or environmental consultant of the Corporation or any Person related to any one of them.

4. BOARD PROCEDURES

- 4.1 Conflict of Interest – The agenda of each meeting of the Board of Directors shall contain provisions for a declaration of Conflict of Interest. Any Director, Officer, agent or employee of the Corporation who has a Conflict of Interest must submit their Declaration at such point during the Board of Director’s meeting when declarations of conflict of interest are called for by the Chair.
- 4.2 Declaration of Conflict of Interest – Directors, Officers, agents and employees of the Corporation must notify the chair of the Board of Directors of the Corporation of every potential or actual Conflict of Interest no later than the first meeting of the Board after the Director, Officer, agent or employee becomes aware that he or she has entered into a situation, arrangement or agreement that results in or may result in a Conflict of Interest. The form of such Declaration is attached as Schedule “B”.
- 4.3 Potential Conflict of Interest – When a potential Conflict of Interest is raised before or during a meeting of the Board of Directors, then:
- a. the party to the potential conflict must leave the meeting; and
 - b. the Board of Directors shall decide whether or not a finding of Conflict of Interest can be made.
- 4.4 Consideration of Notice – The Board of Directors shall consider any Declaration given under subsection 4.2 no later than the second meeting of the Board after the notice is given. The consideration of the notice must be reflected in the minutes of the meeting.
- 4.5 Resolution of a Conflict of Interest – The Board of Directors shall notify the Service Manager of any declaration received under subsection 4.2. The notification to the Service Manager shall include one of the following:
- a. If a person filed a declaration of a potential Conflict of Interest and the board decided there was in fact no such Conflict, a declaration to that effect and a request that the Service Manager ratify this decision; or
 - b. if a Conflict of Interest exists which may be resolved in accordance with this by-law and Ontario Regulation 339/01, notification of the manner by which the Corporation has resolved the Conflict of Interest and a request that the Service Manager ratify such resolution; or
 - c. if a Conflict of Interest exists which the Board of Directors is unable to resolve in accordance with this by-law and Ontario Regulation 339/01, a request that the Service Manager issue instructions for resolving the Conflict of Interest.

These requests are part of the attached Schedule “B”.

- 4.6 Conflict to be Resolved to the Service Manager’s Satisfaction – If the Service Manager issues instructions regarding an alternative to a decision made by the Board of Directors under subsection 4.5 a. or b., or a resolution under subsection 4.5 c., the Corporation will act in accordance with the Service Manager’s instructions.

- 4.7 Record-keeping – The Corporation shall maintain a Conflict of Interest file containing all declarations, reports and minutes pertaining to Conflict of Interest and perceived Conflict of Interest situations.

- 4.8 Delegation – The Board of Directors delegate authority to the CEO to receive declarations from, and avoid or resolve a Conflict of Interest relating to, employees with a lower rank than the CEO within the Corporation if:
 - a. a written summary of the parties, conflicts and resolutions/avoidances of each conflict situation is submitted by the senior Officer to the Board of Directors for its approval at least quarterly.

PASSED by the NDHC Board of Directors through Resolution No. 2020-03 on November 25, 2020.

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Dave Mendicino
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W. C. R...
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Chris Mayne
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Mark King
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Scott Robertson
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Mayor Jane Dumas
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Amanda Smith
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SCHEDULE "A"

Summary of Obligations

This is a summary of the conflict-of-interest rules set out in Ontario Regulation 339/01, for all non-profit housing providers subject to the *Housing Services Act*

1. A conflict of interest is defined as a situation where:
 - i the personal or business interests of a Director, officer, agent or employee of a housing provider are in conflict with the interests of the housing provider; or
 - ii a personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a director, Officer, agent or employee or a person related to them as a result of a decision by the housing provider.
2. "A person related to a Director, Officer, agent or employee" includes a parent, spouse, same-sex partner, child, household member, sibling, uncle, aunt, nephew, niece, mother-in-law, father-in-law, sister-in-law, brother-in-law or grandparent, or a person with whom the director, Officer, agent or employees has a business relationship.
3. A Director, Officer, agent or employee of the housing provider shall not enter into any situation, arrangement or agreement that results in a conflict of interest.
4. Directors, Officers, agents and employees of the housing provider must notify the chair of the Board of Directors of the housing provider of every potential or actual conflict of interest no later than the first meeting of the Board after the Director, Officer, agent or employee becomes aware that he or she has entered into a situation, arrangement or agreement that results in or may result in a conflict of interest.
5. The Board of Directors shall consider any notice given under paragraph 4 no later than the second meeting of the Board after the notice is given. The consideration of the notice must be reflected in the minutes of the meeting.
6. The chair of the Board of Directors shall notify the Service Manager in writing of the receipt of every notice under paragraph 4, and the Board of Directors shall resolve every conflict of interest or potential conflict of interest to the satisfaction of the Service Manager.
7. Despite paragraph 3, a Director, Officer, agent or employee or a person related to one of them may directly or indirectly receive a gain, benefit, advantage, privilege or remuneration from the housing provider if both the following conditions are satisfied:
 - a) a notice of the conflict of interest or potential conflict of interest is given in accordance with paragraph 4; and
 - b) the Service Manager agrees that there is no reasonable alternative for the housing provider other than entering into the situation, arrangement or agreement that results in or may result in the conflict of interest.
8. The conflict-of-interest provisions set out above may be replaced by the Service Manager.

SCHEDULE "B"**Notification of Conflict of Interest or Potential Conflict of Interest and Record of Resolution of Conflict of Interest****Part 1**

Nipissing District Housing Corporation
200 - 133 Main Street West North Bay, ON P1B 8J1 (the "Corporation")

Contact Person: Catherine Matheson, CEO

Part 2 (to be completed by the director, officer, agent, or employee with the conflict)

Name:

Address:

Briefly describe the conflict or potential conflict (add any relevant supporting documentation)

Signature:

Date:

Part 3 (to be completed by the chair or the board or designate)

Date of Receipt of Notice:

Date of Board meeting at which the conflict was considered:

Did the Board decide a Conflict of Interest existed as set out in Part 2 above?

No (go to (a) below)

Yes (go to (b) below)

a) If no, complete the following declaration:

"I certify that the board of directors of The Nipissing District Housing Corporation, after considering the potential conflict of interest described above, decided that in fact no Conflict of Interest exists. I request ratification by the Service Manager (District of Nipissing Social Services Administration Board) of this decision of the Corporation."

Signature:

Date:

b) Was the conflict resolved in accordance with the Corporation's By-law #2 and O.Reg 339/01?
Complete only one of the two boxes below.

Yes (briefly describe the resolution of the conflict (add any relevant supporting documentation))

"I certify this is a true record of the Conflict of Interest and its resolution. I request ratification by the Service Manager (District of Nipissing Social Services Administration Board) of the decision of the Corporation."

Signature:

Date:

No

"I certify this is a true record of the conflict of interest and that the Corporation was unable to bring about a resolution. I hereby request instruction from the Service Manager (District of Nipissing Social Services Administration Board) regarding resolution of this Conflict of Interest.

Signature:

Date: