

**Governance Committee Meeting – November 22, 2017
Item 6 – Report on Wrongdoing & Open Meeting Practices
Ian Beverley, General Counsel**

Agenda Item	6
Purpose	<p>For Governance Committee information.</p> <p>To provide a report to the Committee on:</p> <ul style="list-style-type: none"> • Incidents of wrongdoing reported under the Corporation’s Wrongdoing Policy to the Accountability Advisor; and • Complaints reported relating to the Corporation’s Open Meeting Law practices as required by Section 190 of the City of Toronto Act and By-Law No. 2 of the Corporation from the Corporation’s Investigator; <p>for the period from February 22, 2016 to October 31, 2017.</p>
Key Message	See Memo attached.
Areas of note/ Key issues	None.
Expected Outcome	Report is provided for information purposes.
Key Takeaways/ Next Steps	There have been no reported incidents of wrongdoing to the Accountability Advisor and no complaints received regarding the Corporation’s Open Meeting Law practices to the Corporation’s Investigator for the period indicated.



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MEMORANDUM

To: Governance Committee

From: Ian Beverley, General Counsel

Date: November 17, 2017

Re: Report of Incidents of Wrongdoing under the Corporation's Wrongdoing Policy and Complaints and Investigations regarding Closed Sessions of Board and Committee Meetings from February 22, 2016 to October 31, 2017 (the "Reporting Period")

Background:

On February 22, 2016, the following governance enhancements were adopted by the Board of Directors:

- Suzanne Craig was appointed as the Corporation's Accountability Officer to receive complaints of wrongdoing, if any, under the Corporation's Wrongdoing Policy (see copy attached). The Corporation's Wrongdoing Policy and the procedure to file a complaint of wrongdoing is set out on the Corporation's website;
- Local Authorities Services Ltd. was appointed to act as investigator to investigate complaints, if any, regarding Closed Sessions of meetings of the Board of Directors or of Board Committees. Section 190 of the City of Toronto Act and By-Law No. 2 of the Corporation set out the exceptional situations when meetings may be held in Closed Session. Local Authorities Services Ltd. has contracted with Amberley Gavel Limited to have Amberley Gavel Limited investigate complaints regarding Closed Sessions of meetings of the Board of Directors and Board Committees. The procedure for requesting an investigation is set out on the Corporation's website.

Report:

- Suzanne Craig, the Corporation's Accountability Officer, has advised that she has received no reports of wrongdoing under the Corporation's Wrongdoing Policy for the Reporting Period;
 - I confirm that I have received no complaints or requests for investigations regarding the Closed Sessions of meetings of the Board of Directors or of Board Committees during the Reporting Period;
 - Amberley Gavel Limited has also confirmed that they have received no complaints or requests for investigations regarding the Closed Sessions of meetings of the Board of Directors or of Board Committees during the Reporting Period.
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Wrongdoing Policy	Approved by: Board Of Directors
Revised and in effect as of: February 22, 2016	

General Information

Waterfront Toronto (“WT”) conducts its business operations with honesty, integrity, open communication and in a manner which preserves public confidence, trust and accountability.

This process has been established to ensure that there is a forum for WT employees, stakeholders and/or the public to voice concerns related to “wrongdoing”, which means:

- questionable financial, accounting and/or auditing matters;
- unethical business conduct including breaches of Codes of Conduct and Conflict of Interest;
- violations of federal or provincial laws;
- danger to health, safety or well-being of WT employees and/or the general public; and
- damage to property.

This guideline should be read in conjunction with the existing Codes of Conduct.

This guideline sets out the approach to be used:

1. In the treatment of verbal or written reports received by the Corporation regarding concerns of wrongdoing as defined above, whether submitted by directors, officers or employees of the Corporation or by stakeholders and/or the public.
2. To provide guidance to employees and the means to make reports in a confidential and anonymous manner.
3. To make clear the Corporation’s intention to discipline, up to and including termination of employment, any person determined to have engaged in retaliatory behaviour.

No employee who in good faith makes a report under this guideline shall suffer harassment, retaliation or adverse employment consequences. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

The Board of Directors of the Corporation has appointed an Accountability Officer (“Accountability Officer”) to receive and investigate incidents of wrongdoing as defined in this Guideline.

All employees who are aware that wrongdoing has occurred will immediately notify their manager or the Accountability Officer. Employees are obligated to act in good faith when reporting wrongdoing. Allegations that are not made in good faith or that are made with malicious intent may be viewed as a serious disciplinary offence.

Matters related to workplace discrimination and/or harassment will be dealt with through the Discrimination/Harassment-Free Workplace Human Resources Guideline #19.

An employee can approach Human Resources, on a confidential basis, at any time for guidance and assistance.

Application

This guideline is applicable to all employees of WT. It can also be utilized by stakeholders and/or a member of the public to make a report of alleged wrongdoing.

Procedure

1. If an employee, stakeholder and/or member of the public wishes to make a report of wrongdoing as defined in this guideline, he/she will provide a verbal or written report outlining his/her concern, confidentially, to his/her manager or to the Accountability Officer. A manager who receives a report of wrongdoing, will immediately provide a copy of the report to the Accountability Officer. Reports of wrongdoing may be made to the Accountability Officer as follows:

Suzanne Craig

Email: accountability@waterfrontoronto.ca

Phone: 416-214-1480

2. If the individual wishes to remain anonymous, the individual should clearly indicate this request for anonymity. All reports of wrongdoing will be treated as confidential by WT to the fullest extent possible given that a full and fair investigation may be required.
3. The Accountability Officer will advise either: (i) the CEO; or (ii) in the case of alleged wrongdoing by the CEO, the Chair of the Board; or (iii) in the case of alleged wrongdoing by the Chair of the Board, the Chair of the Governance Committee (unless the Chair of the Board is also the Chair of the Governance Committee in which case the other members of the Governance Committee are to be notified) of all allegations of wrongdoing that, on their face, appear to constitute wrongdoing as set out in this policy and the Accountability Officer will then investigate or cause to be investigated by appropriate members of WT Staff that he/she may designate any such allegations and make a report with any recommendations to whomever was initially notified of the alleged wrongdoing (the “Advised Party”).

4. The Advised Party will consider the report and recommendations and determine the action to be taken and will take steps to implement such action and report back to the Accountability Officer. If the action taken is different than that recommended by the Accountability Officer, the Advised Party will provide reasons for such difference(s) to the Accountability Officer.
5. The Accountability Officer will then inform the individual how the concern(s) was/were dealt with. For example:
 - not accepted (e.g. outside the parameters of this guideline, more properly a human rights issue, etc.);
 - accepted but not investigated (e.g. insufficient information, etc.); or
 - investigation concluded with a description of any actions taken.
6. The Advised Party will report any incidence of wrongdoing and any action taken to the next meeting of the appropriate Committee of the Board of Directors or sooner, if circumstances warrant. The Committee will review reports of wrongdoing and action taken and may require the Accountability Officer to appear before it in connection with such review.
7. The appropriate Committee will report incidents of wrongdoing and action taken to the Board of Directors.
8. The Board of Directors will advise government stakeholders on incidents of wrongdoing and action taken when appropriate.

Records Retention

Records pertaining to a report are the property of the Corporation and shall be retained confidentially and where applicable, in such a manner to protect the anonymity of the individual filing the report.