THE JUNCTION BIA

Code of Conduct Policy

2026 Governance Review | Clean copy for Board approval, November 20, 2026

PURPOSE

The Junction BIA is committed to maintaining a respectful, inclusive, professional and accountable organization in which Board members, staff, volunteers, contractors, BIA members and participants are treated with courtesy and dignity.

This Code establishes behavioural expectations for members of the Board of Management while carrying out public and governance responsibilities on behalf of The Junction BIA.

1. APPLICATION

This Code applies to all members of the Board of Management of The Junction BIA. Its principles may also guide committee members, volunteers, contractors and others acting on behalf of the BIA where applicable, but employment and contractor conduct remain subject to applicable employment agreements, workplace policies, law and contractual rights.

RELATIONSHIP TO CITY CODE

This Code supplements and does not replace the City of Toronto Code of Conduct applicable to members of local boards, the Municipal Conflict of Interest Act, Chapter 19 or other applicable City policies and legislation. In the event of an inconsistency, applicable legislation and mandatory City requirements prevail. Nothing in this Code limits the jurisdiction of the City of Toronto Integrity Commissioner or any person’s right to seek advice from or make a complaint to the Integrity Commissioner.

This Code will be updated once the City completes its review of the Code of Conduct for Members of Local Boards following the introduction of the new provincial code of conduct for municipalities.

2. GENERAL EXPECTATIONS

Board members shall:

- act honestly, in good faith and in the interests of The Junction BIA as a whole;
- exercise the care, diligence and skill required by applicable law and City requirements;
- be patient, courteous, inclusive, considerate and respectful;
- prepare for and participate constructively in Board meetings;
- avoid personal attacks, insults, threats, intimidation, discriminatory language and exclusionary behaviour; and
- resolve disagreements constructively and focus on issues rather than individuals.

3. STRATEGIC GOVERNANCE

The Board governs collectively by establishing strategic direction, approving policy, preparing proposed budgets, overseeing risk and finances and holding the Executive Director accountable for organizational performance, subject to Chapter 19 and Schedule B.

Individual Board members have no authority to direct staff, authorize expenditures, enter into contracts or represent the Board unless specifically authorized by applicable law, Board resolution, approved policy or delegated authority.

4. RELATIONSHIP WITH STAFF

Board members shall treat the Executive Director and staff with professionalism and respect. The Executive Director is responsible for day-to-day operations and for directing and supervising staff, subject to Board-approved policy and applicable law.

Requests, concerns or proposed work assignments by Board members should ordinarily be directed through the Executive Director rather than to individual staff members. Concerns regarding the performance or conduct of the Executive Director should be raised with the Chair; concerns regarding other staff should be raised with the Executive Director, subject to the Anti-Harassment, Bullying and Violence Policy and any applicable whistleblower or legal reporting right.

This section is to be read with Rules 12 and 14 of the City of Toronto Code of Conduct for Members of Local Boards. Under Rule 12, a member must not maliciously or falsely injure the professional or ethical reputation or the prospects or practice of staff, and all members must show respect for the professional capacities of staff. Under Rule 14 (Discreditable Conduct), a member must:

(a) not engage with others, including the public, City staff and other members, in a manner that is abusive, bullying, intimidating or derogatory; and

(b) ensure that their work environment is free from discrimination and harassment.

5. RESPECTFUL COMMUNICATION

Board members shall communicate respectfully in meetings, correspondence, telephone calls, electronic communications, social media and at public events. Repeated, excessive, hostile or escalatory communications that materially interfere with staff duties or create an intimidating environment are inconsistent with this Code.

Nothing in this Code prohibits good-faith disagreement, criticism, dissent, requests for information reasonably connected to a director’s duties, good-faith complaints, protected disclosures, whistleblowing or the exercise of statutory rights, provided the communication remains lawful and does not itself constitute harassment, discrimination, threats or other prohibited conduct.

6. COLLECTIVE DECISION-MAKING

Board members may express differing views openly and respectfully during deliberations. Once the Board has made a decision, Board members shall not knowingly misrepresent a personal position as the official position of the Board. A member may accurately state how the member voted or express a personal view if clearly identified as personal and subject to confidentiality obligations.

7. CONFIDENTIALITY AND PRIVACY

Board members shall protect confidential, personal, legal, financial, personnel, procurement and closed-session information obtained through their duties. Confidential information shall not be disclosed, used for personal benefit or shared with unauthorized persons during or after a Board member’s term, except as authorized or required by law.

8. CONFLICT OF INTEREST AND USE OF POSITION

Board members shall comply with the Municipal Conflict of Interest Act and all applicable City and Board conflict-of-interest requirements. Board members shall not use their position, influence, confidential information or BIA resources for personal benefit or to advance a private interest.

Workplace complaints and investigations. A Board member who is a complainant, respondent or witness in a complaint or investigation under the Anti-Harassment, Bullying and Violence Policy, or who has a professional, business or close personal relationship with a complainant or respondent (including acting as their lawyer or adviser), shall declare the conflict, shall not take part in any related deliberation or decision, and shall not receive confidential information about the matter.

9. PUBLIC COMMUNICATIONS AND SOCIAL MEDIA

Only the Chair, Executive Director or another person specifically authorized by the Board may speak on behalf of The Junction BIA. Board members using personal social media or speaking publicly shall distinguish personal views from official Board positions, protect confidential information and not knowingly make false or misleading statements about the BIA, Board or staff.

10. HARASSMENT, DISCRIMINATION, BULLYING AND VIOLENCE

The Junction BIA does not tolerate harassment, discrimination, bullying, workplace violence, sexual harassment, threats or retaliation. Complaints or concerns of that nature shall be addressed under The Junction BIA Anti-Harassment, Bullying and Violence Policy and, where applicable, the Ontario Human Rights Code, Occupational Health and Safety Act, City Code of Conduct or other governing process.

A Board member who witnesses or is told of conduct that may breach that policy shall report it promptly under that policy. Failing to act is a breach of this Code.

11. REPORTING AND ADDRESSING CONCERNS

Concerns about a possible internal breach of this Code should be raised promptly and in good faith. Concerns involving a Board member should normally be raised with the Chair; concerns involving the Chair should be raised with the Vice-Chair; concerns involving the Executive Director should be raised with the Chair, subject to any alternate reporting route required by law or another BIA policy.

Where appropriate, an internal concern may first be addressed through clarification, coaching, facilitated discussion or mediation. Informal resolution is not required for serious allegations or where it would be inappropriate because of safety, harassment, discrimination, retaliation or a power imbalance.

An allegation that a Board member has breached the City of Toronto Code of Conduct for members of local boards should be dealt with under the City's Integrity Commissioner process. Nothing in an internal BIA process prevents a person from contacting the Integrity Commissioner directly or otherwise exercising a legal right.

12. CONSEQUENCES

A substantiated internal breach may result in corrective or remedial action proportionate to the circumstances and within the lawful authority of the BIA, including clarification, apology, education, coaching, mediation, training, changes to non-statutory committee or delegated responsibilities, referral to the Integrity Commissioner or City Council where appropriate, or other lawful action.

Nothing in this Code authorizes the Board to remove a director from office, suspend a director's statutory voting rights or impose a sanction reserved to City Council, the Integrity Commissioner or another authority, except as expressly permitted by law.

Where a substantiated breach is serious or repeated, the Board may resolve to recommend to City Council or Community Council that the director be removed from the Board under Toronto Municipal Code §19-3.7, giving the director at least five business days' notice of the meeting at which removal will be considered. The Board may also ask Council to consider making the director ineligible to serve for up to four years under §19-3.3C.

13. ANNUAL ACKNOWLEDGEMENT AND REVIEW

Board members shall receive this Code at the beginning of each term and following any material amendment. Each Board member shall sign an annual acknowledgement of this Code and the Anti-Harassment, Bullying and Violence Policy.

This Code shall be reviewed at least once during each Board term and sooner where legislation, City requirements, governance experience or other circumstances warrant an update.

BOARD MOTION

That the Board of Management of The Junction BIA approve the 2026 Code of Conduct Policy, replacing any previous internal Junction BIA Code of Conduct while continuing to comply with the City of Toronto Code of Conduct applicable to members of local boards and other applicable law and City requirements.

Moved by _____ Seconded by _____

Date: _____, 2026 Carried / Defeated

Chair _____ Vice-Chair _____ Secretary _____ Treasurer _____