



OFFICE OF THE
**INTEGRITY
COMMISSIONER**
TORONTO

Report on a Business Improvement Area (BIA) Board Member Acting in an Apparent Conflict of Interest

February 20, 2026

Paul Muldoon

Integrity Commissioner

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A. Introduction and Summary

1. Among its core responsibilities¹, the Integrity Commissioner Toronto (ICT) is tasked with receiving and investigating complaints relating to the City's Codes of Conduct. This report describes an ICT investigation of the actions of a Local Board Member (Respondent) under the Code of Conduct for Members of Local Boards (Code of Conduct), following a complaint from a fellow Board Member (Complainant).²
2. My report outlines the process the ICT followed in carrying out the inquiry, describes the relevant law, and sets out the evidence I considered and the principles I applied in making my findings and recommendations.
3. The Complainant filed his application with my Office on June 20, 2025, alleging that the Respondent engaged in conduct prohibited by the Code of Conduct in his capacity as a member of the Weston Village Business Improvement Area (WVBIA) Board by acting in a conflict of interest regarding a development and proposed performing arts facility for which the Complainant alleged the Respondent would receive a benefit.
4. The Respondent says he will not have any financial impact from the development or operation of a performing arts facility.
5. After conducting an Intake Review, I decided there were sufficient jurisdictional grounds to investigate the complaint. On July 29, 2025, I forwarded a Notice of Investigation to the Respondent with respect to the complaint. On August 7, 2025, the Respondent filed submissions in response to the allegations. I provided him with a Statement of Proposed Findings and Recommendations on January 14, 2026. He responded on January 18, 2026 respectfully disagreeing with my finding that there was an apparent conflict of interest, but not disputing the facts I set out.

¹ Along with providing ethical advice, policy guidance, and education to support accountable conduct by members of Toronto City Council and members of Toronto Local Boards. See Appendix for a summary of the ICT mandate.

² Separately, another individual raised similar allegations about the Respondent in an application under the *Municipal Conflict of Interest Act* (MCIA). As a result, the MCIA application and Code of Conduct complaint were investigated jointly under s. 29 of the ICT's Complaint and Application Procedures. My investigation of the MCIA application has been published on the ICT website.

6. Having considered the evidence and the applicable law, I find the Respondent was not in a *real* conflict of interest but was in an *apparent* conflict of interest contrary to the obligations set out in Article 8 (Conflicts of Interest & Use of Influence) of the Code of Conduct.
7. I recommend the Board adopt no penalty for the Respondent because he was new to the Board and was presented with colleagues' conflicting opinions as to whether he and other Board members were in conflicts.

B. Context

8. This application relates to a development by Devron Developments at 13-21 John Street and 40 South Station Street ("Devron development") in the Weston Village neighbourhood of Toronto. Originally proposed as a two-tower development, it has been approved as a single 42-storey tower. It will be a primarily residential building.
9. Weston Village is an area of rapid development. It is close to a transit station on the GO and UP rail corridor. With the Eglinton Crosstown Light Rapid Transit now open, the Mount Dennis station is near Weston Village. As a result, there are multiple condominiums being proposed and constructed in an area that previously did not have this kind of infrastructure or density.
10. The WVBIA Board is sometimes asked for, and sometimes offers, its support or opposition to various developments, or aspects of a proposed development project.
11. WVBIA Board members are volunteers and receive no pay for their work on the Board.

C. Complainant's Allegations

12. On June 20, 2025, the Complainant, a member of the WVBIA, made a complaint alleging that the Respondent engaged in conduct prohibited by the Code of Conduct in his capacity as a member of the WVBIA Board.

13. The Complainant alleges that the Respondent has been involved in a development in the Weston area by Devron Developments at 13-21 John Street and 40 South Station Street (Devron development). He alleges that the Respondent hosted a meeting at his home about supporting a community theatre that would be built on the Devron development lands. The Respondent is one of three directors of a not-for-profit organization: a charitable foundation that bears the Respondent's name (the Foundation). The Foundation's mandate is to support the creation of a theatre in the Weston area of Toronto.
14. The Complainant alleges the Respondent has participated in discussions with the developer and others about Devron's development applications. He believes the outcome of the applications would provide a direct benefit to the Respondent's charitable foundation, constituting a conflict of interest under the Code of Conduct.
15. The Complainant did not identify a particular meeting or vote at which the alleged conflict culminated. He stated only that the Respondent is now a Director on the BIA Board, claiming he has no conflict of interest, and the Complainant believes that if the development moves forward, the Respondent would benefit.
16. As a result of reviewing documents and speaking to the Respondent, my Office identified the event to center my inquiry as the June 3, 2025 Board Meeting convened to vote on whether to send a letter to Etobicoke York Community Council opposing an aspect of the proposed Devron Development. This was the precipitating event leading to the complaint being filed just over two weeks later.

D. Respondent's Submissions

17. The Respondent says neither he nor the Foundation will have a pecuniary impact from the decision to build or not build a performing arts facility adjacent to the Devron development. He says the Foundation has no financial interest in the Devron development and will not operate the proposed facility. He says he did not declare a

conflict of interest at the WV BIA board because he does not believe he has one. He emphasized he is on the Board as a representative of the BSaR Group, not Devron.

18. The Respondent explained he is a retired, long-time resident of Weston who wants to bring a theatre to the community. To achieve that, he created and endowed the Foundation, a not-for-profit charitable foundation for philanthropic and estate planning purposes. The Foundation has supported and will continue to support theatre and other initiatives in the Weston community regardless of whether a theatre is created in relation to the Devron development. For example, it is funding a small production in a local restaurant to introduce the community to the idea of theatre in Weston.
19. The City collects a Community Benefits Charge (“CBC”) from certain new developments. It can be paid in cash or through in-kind contributions. The Respondent says he hoped Devron’s Community Benefits Charge contribution could be in the form of land to be used for a theatre. He approached the Ward 5 York-South Weston Councillor and suggested the idea of building a theatre on a parcel of land adjacent to the Devron development. Devron has since proposed to sever land from the development for such a use. It has submitted a proposal to “provide a conveyance of land at 36-38 South Station Street as an off-site in-kind CBC contribution. The intention would be for the lands to be developed as a future community cultural space and, more specifically, a performing arts centre.”³ The Respondent explains this would allow the City to lease the land to a not-for-profit theatre company that would build the theatre and provide programming.
20. The Respondent explained the Foundation has funded hiring a consultant to develop a business plan to present to the City. He says the Foundation will not be involved in the capital funding for the theatre, or in operating the theatre but plans to grant funds to whatever theatre company is given the lease, to support its operation for the first five years. He provided my Office with a copy of the business plan⁴ which he

³ [13-21 John Street and 40 South Station Street - Official Plan and Zoning By-law Amendment Application - Decision Report - Approval](#), at p. 14.

⁴ “South Station Performing Arts Centre; York South Weston Neighbourhood, Toronto; Business Plan Draft 1 – November 2025.

explained was submitted to the City's Economic Development division the week of November 12, 2025. The business plan aligns with the explanation he provided to my Office regarding the Foundation's role.

21. The Respondent says he joined the WVBIA board as the delegate for BSaR Group because he had developed a positive relationship with them and other local developers as they appreciated his attempts to collaborate with developers to benefit the community. He does not have any financial connection to the company. He states they asked him to be their representative because they have a shared interest in improving the shopping experience on Weston Road and making it a more attractive main street.

22. The Respondent says that, at the June 3, 2025 WVBIA board meeting, they discussed a motion to present a letter to Etobicoke York Community Council opposing a parking exit from the proposed Devron development. He confirms he participated in the debate and voted with the majority of the Board to oppose sending the letter.

E. Applicable Law

23. The *City of Toronto Act, 2006* states:

157 (1) The City shall establish codes of conduct for members of city council and members of local boards (restricted definition).

24. Business Improvement Area boards are not excluded from the definition of local boards under s. 156 of the *City of Toronto Act, 2006*.

25. The Code of Conduct for Members of Local Boards provides:

8.0 A member must not:

a) be involved in their capacity as a member in any activity where they have a real or apparent conflict of interest;

b) use the influence of their office for any purpose other than for the exercise of their official duties;

c) use their official status to improperly influence the decision of another person to the private advantage of themselves, or their parents, children or spouse, staff members, friends, or associates, business or otherwise; or,

d) try to secure preferential treatment beyond activities in which members normally engage in the carrying out of their official duties.

26. Article 8.0 is further explained by the following commentary:

8.1 Conflicts of interest are common occurrences that need to be addressed proactively and promptly to ensure a member is acting with integrity and is seen to be doing so.

8.2 Conflicts of interest arise when the private interest of a member conflicts with their official duties. A private interest may include, but is not limited to, a pecuniary interest as defined by the Municipal Conflict of Interest Act (MCIA) or the pecuniary interests of a member's parent, spouse or child. When considering if they have a real or apparent conflict of interest, a member needs to consider their obligations under both the Code of Conduct and the MCIA. A member may need to declare the interest and recuse themselves from voting and discussing the matter with others. For that reason, a member should consult the Integrity Commissioner for advice when such questions arise.

8.3 A real conflict of interest exists when what a member does, or does not do, something in carrying out their official duties that is for their actual private advantage. An apparent conflict of interest exists when, even if it is not evident that a member has done or not done something for an actual private advantage, an objective person informed of the circumstances would reasonably conclude that a member would not be able to separate their private interest from how they carry out their official duties. An apparent conflict of interest is the same as a potential conflict of interest.

27. Conflicts of interest in the Code of Conduct are broader than those set out in the *Municipal Conflict of Interest Act (MCIA)*. They include non-pecuniary interests and apparent conflicts, and conflicts involving the interests beyond those of spouse/parent/child to others such as friends, colleagues, or siblings.

28. A member with a real or apparent conflict of interest does not need to file a declaration as is the case under the *MCIA*. Instead, they should identify the conflict when it arises, and, at any meeting where it is the subject of consideration, they

should declare it and absent themselves. There is no requirement to file a formal declaration of interest, as is required for MClA pecuniary interests.

F. Evidence

29. The Respondent acknowledged his historical and ongoing support for the Devron development. He reported hosted a gathering at his home in October 2023 to build support for the concept of a theatre component in the Devron development. He explained that the Foundation hoped to bring that idea to reality.
30. The Foundation is federally incorporated and a registered charity. The Respondent is one of three directors of the Foundation. The Foundation's Articles of Incorporation state that its purpose is to receive and maintain funds to give to qualified theatre projects in Weston. The Foundation's website says it is committed to seeking out a not-for-profit theatre company to make a (yet to be built) Weston performing arts centre its new home.
31. In June 2025, Toronto City Council approved Official Plan and Zoning By-law amendments to permit the Devron development. This also allows Devron to convey the lands at 36-38 South Station Street to the City for a future community cultural space or other purpose.⁵
32. The Respondent says that, if a theatre is built:
- The Foundation will not provide capital funding for the construction of the theatre.
 - The Foundation will not operate or be part of the theatre company that may eventually rent or use the space.
 - The Foundation's funds have been, or are intended to be, used to:
 - Introduce the community to the idea of a local theatre;
 - Develop a business plan for the prospective theatre;
 - Advocate to the City for the proposed use of the lands; and

⁵ [Agenda Item History - 2025.EY23.3](#)

- Supplement the operating costs of the future theatre company, once selected, for the first five years of operation.

33. On June 3, 2025, a special WVBIA meeting was held for the sole purpose of deciding whether to send a letter in opposition to a proposed parking entrance for the Devron development. During the meeting, debate arose over potential conflicts of interest, including whether the Respondent should participate.

34. According to the minutes, the Respondent stated he represents BSaR on the Board and that his Foundation was negotiating with the City, not Devron, and that he did not own or intend to own the land. The minutes also record that the local Councillor in attendance said the Respondent did not have a conflict. Ultimately, the Respondent took part in the discussion and voted against sending the letter.

35. I reviewed the June 4, 2025 Etobicoke York Community Council meeting recording from the day following the Board meeting. The WVBIA Board did not provide a letter, in accordance with their vote. However, the Respondent made a deputation in his personal capacity, in support of the Devron development. So too, did a (different) director of the Foundation, on behalf of the Foundation.

G. Issue to be determined and Analysis

36. I must determine: Did the Respondent act in a real or apparent conflict of interest prohibited by Article 8 of the Code of Conduct, when he participated in debate and voted at the Board's June 3, 2025 meeting on a motion to send a letter in opposition to a proposed parking entrance for the Devron development?

37. In a report released on December 12, 2025, I considered whether the Respondent has a pecuniary interest in the Devron development, under the *MCI*A. I determined the Respondent does not have any direct or indirect pecuniary interest in the Devron development under the *MCI*A.

38. This is because, at most, if the lands Devron provides to the City are ultimately used for a performing arts and cultural centre, the Respondent's Foundation will not benefit. It does not receive the land, a contract to run a theatre or any other benefit. Instead, the Foundation might provide some funds to the theatre operator the City chooses, to facilitate their first five years of operations. If the project never moves forward, the Foundation would invest that money in another Weston Village theatre project.
39. I now turn to my Code of Conduct analysis. As outlined above, Article 8 of the Code of Conduct prohibits a board member from being involved in any activity where they have a real or apparent conflict of interest, and from using the influence of their office for any purpose other than exercising their official duties.
40. The commentary at Article 8.2 of the Code of Conduct explains that a conflict of interest arises when a member has a private interest that conflicts with their official duties. A private interest is not limited to a pecuniary interest as it is under the *MCI/A*.
41. The commentary in Article 8.3 of the Code of Conduct distinguishes real and apparent conflicts of interest. A real conflict of interest exists when a member does or does not do something in carrying out their official duties that is for their actual private advantage. Even if a real conflict of interest is not established, an apparent conflict of interest may still exist if an objective person informed of the circumstances would reasonably conclude that a member would not be able to separate their private interest from how they carry out their official duties.
42. When Toronto City Council updated the City's Codes of Conduct in 2022, it made an intentional choice to add "apparent" conflicts of interest to Article 8 (Conflicts of Interest & Use of Influence). Before 2022, the rules in the Code of Conduct applied only to real (actual conflicts) of interest. Apparent conflicts of interest were mentioned only in the preamble.
43. In the 2005 Toronto External Contracts Inquiry Report, Justice Bellamy explained that:

An apparent conflict of interest exists when someone could reasonably conclude that a conflict of interest exists. In other words, it is a matter of public perception. Public perceptions of the ethics of public servants are critically important. If the public perceives, even wrongly, that public servants are unethical, democratic institutions will suffer from the erosion of public confidence.⁶

44. In the 2021 Report of the Collingwood Judicial Inquiry, Justice Marrocco recommended that it should be mandatory for municipalities to include in their codes of conduct rules dealing with real, apparent, and potential conflicts of interest.⁷ Previously Justice Cunningham, in the 2011 Report of the Mississauga Judicial Inquiry, stressed the importance of optics and said members should conduct themselves in such a way as to avoid any reasonable apprehension that their personal interest could in anyway influence their responsibilities.⁸
45. As a director, the Respondent owes fiduciary duties to the Foundation. These include: managing the Foundation's assets and finances; loyalty to the Foundation; and acting in the best interests of the Foundation.
46. The Foundation's purpose is to donate funds to qualified donees. Its principal interest is to create a new theatre in the Weston Village area, partnering with a not-for-profit theatre company. The Foundation has been negotiating with the City of Toronto to use the lands Devron is conveying to build a theatre. Therefore, the Respondent's fiduciary duty to act in the best interests of the Foundation may not allow him to advocate against the Foundation's position on how the lands should be used. The Respondent has this fiduciary duty to the Foundation notwithstanding that he is representing the BSaR Group on the WVBIA.
47. For the same reasons as set out in my *MCIA* report, I find there is no *real* conflict of interest under the Code of Conduct. The Foundation, and through it, the Respondent, are not receiving a right, permission or benefit from a Devron development, although the theatre company that might operate out of there one day,

⁶ Toronto Computer Leasing Inquiry / Toronto External Contracts Inquiry Report (2005), The Honourable Madam Justice Denise E. Bellamy, Commissioner, [Volume 2: Good Government](#), pp. 39-40.

⁷ [Transparency and the Public Trust: Report of the Collingwood Judicial Inquiry](#) (2021) Associate Chief Justice Frank Marrocco, Commissioner, Recommendation 9 at page 743.

⁸ Report of the Mississauga Judicial Inquiry: Updating the Ethical Infrastructure (2011), The Honourable J. Douglas Cunningham, Commissioner, p. 147.

would. At most, the development reflects the Respondent's aspirations for the community and his vision and commitment to this initiative as a public benefit, rather than any personal or private gain.

48. However, my analysis of whether there is an *apparent* conflict of interest yields different results. The evidence demonstrates that the Respondent has for years been a proponent of the idea of a cultural centre as part of the Devron development. He has hosted meetings at his home to drum up support for this with key players, his Foundation funded the creation of a business plan and submitted the report to the City to support the feasibility of such a project. He and another Director of his Foundation publicly deputed in favour of the development at the Community Council meeting held the day after the WVBIA Board vote in question.

49. Applying the analysis in Article 8.3, the question is whether an informed person, aware of all relevant circumstances, would reasonably conclude that the Respondent could not fully separate his private interest as a director of the Foundation from his official responsibilities as a BIA board member. It is important the public see that Board Members act in the best interests of the Local Board so that the public does not have questions about Members' motivations. Even if the Respondent's opinion on Board matters related to the Devron development would have been the same regardless of his Foundation role, an informed person would believe he would have trouble maintaining a separation of interests.

H. Findings

50. I cannot find the Respondent was in a *real* conflict of interest, because I cannot find on a balance of probabilities, that his participation in the Board debate and decision was for his own private advantage.

51. However, I find that the Respondent acted in an *apparent* conflict of interest with respect to his participation in the June 3, 2025 WVBIA board meeting. As noted in Article 8.3, even if it is not clear that a member does something for an actual private advantage, if an objective person informed of the circumstances would reasonably

conclude that a member would not be able to separate their private interest from how they carry out their official duties, there is an apparent conflict.

52. I have no reason to question the Respondent's admirable intentions in using his own money and time to benefit the Weston community. From his perspective, he did not see a conflict of interest, and he saw his role as a Foundation director as distinct from that of the BSaR Group's representative.

53. It can be difficult for an individual to self-evaluate whether they have a conflict of interest, particularly where there is an apparent rather than a real conflict. The Respondent was a new member of the WVBIA board and may not have been familiar with the Code of Conduct.

54. All members of City boards should request advice from the Integrity Commissioner any time there is a suggestion that there may be a conflict of interest. Only the Integrity Commissioner can assess that and relying on ICT advice is protective.

I. Recommendations

55. I recommend that there be no penalty for the Respondent. Although he acted in an apparent conflict, he was a new member of the Board and there was confusion about whether he was in a conflict. Further, while it is important as a director of a Local Board to demonstrate that one's actions on the Board are motivated only by the best interests of the Board, I have found there was no actual conflict or benefit to the Respondent.

J. Discussion and Conclusion

56. I can only make recommendations to the BIA board about an individual Board member's conduct. However, I also consider it important to highlight other issues I observed during my inquiry.

57. Conducting this investigation, I heard there were allegations of conflict of interest involving several different Board members leading up to the June 3, 2025 meeting.

58. First, although there was considerable finger-pointing, few members sought the free, expert, and confidential advice of my Office. While anyone can have an opinion about what is a conflict of interest, there is a legal test which requires expert technical analysis, and reference to case law. Acting without my advice can expose a member to proceedings before my Office or the Court. There is no reason not to consult the Integrity Commissioner for advice; we are here to help members avoid actions that could place them in a conflict of interest.

59. I would advise the WVBIA Board to invite my Office to deliver training on the Code of Conduct and *MCIA* when new members are appointed so all Board Members are fully aware of their obligations as members of a City of Toronto Local Board.

60. Second, and finally, I note that a representative (City Staff) from the City's BIA Office attends each BIA Board meeting. I would urge these public servants to respond promptly to any allegations of conflict of interest, first, by requesting Board members seek advice from my Office, and if they refuse, by filing a complaint with my Office themselves. City staff regularly file complaints with my Office and have an obligation to do so if they suspect wrongdoing under the Toronto Public Service By-Law⁹. I am confident the new Manager of the BIA Office is acting to support and empower her staff to be responsive when issues arise.

Respectfully submitted,

"Paul Muldoon"

Paul Muldoon
Integrity Commissioner

⁹ [Chapter 192 of the Toronto Municipal Code, Articles VI, VII and VIII.](#)

Appendix: About the Office of the Integrity Commissioner

Toronto

The Integrity Commissioner is a neutral, independent officer who oversees the conduct of City of Toronto's elected and appointed officials. The Commissioner is appointed by City Council for a five-year term and operates independent of Council and the Toronto Public Service.

The standards of conduct expected of elected and appointed officials is documented in the Codes of Conduct and the *Municipal Conflict of Interest Act* (MCIA). Members of Council and local boards must serve the public interest by upholding the letter and spirit of these standards.

The Integrity Commissioner has four core functions:

Advisory: providing confidential advice to members of Council and members of local boards;

Investigative: investigating allegations that conduct standards have been breached;

Policy: providing policy advice to Council and local boards on ethics and integrity issues; and,

Educational: providing education on members' ethical obligations.

The Integrity Commissioner is one of the City of Toronto's four accountability officers, the duties of each being set out in Chapter 3 of the Toronto Municipal Code.

Code of Conduct Investigations

The Commissioner can investigate after receiving a complaint from an individual or a request from Council or a Local Board (s. 160 (1) *City of Toronto Act, 2006*) if the matter is within his jurisdiction and raises sufficient grounds to investigate.

After investigating, the Commissioner can make findings on whether a member has violated the Code of Conduct. If the Commissioner finds a violation, he reports to Council or the local board and can recommend penalties and remedial action.

The penalties available to the Commissioner to recommend are a reprimand, and, for Members of Council and local boards who are paid for their work, suspension of pay for up to 90 days (s. 160 (5) *City of Toronto Act, 2006*).

Council or the board cannot alter the Commissioner's findings, but they choose whether to adopt, reject or alter recommendations (s. 160 (6) *City of Toronto Act, 2006*).