

Schedule C: Board Code of Conduct

1.0 Background and Authority

- 1.1 This Board Code of Conduct (“Code of Conduct”) sets out the essential behavioural expectations and obligations that apply to all elected (Registrant) and appointed (Lay) Board Members as authorized under Bylaw 2.7. Collectively, this group is referred to in this document as “Board Members”, unless stated otherwise.

2.0 Relationship to AIBC Code of Ethics and Professional Conduct, Board Policy, and Board Rules

- 2.1 To the extent that Board Members are Architects or other Registrants, this Code of Conduct is complementary to the Code of Ethics and Professional Conduct (the “Code of Ethics”). The Code of Ethics focuses primarily on relations between Architects and their Clients and duties owed to the general public. If there is a relevant conflict or inconsistency between a provision of this Code of Conduct and a provision of the Code of Ethics, the Code of Ethics prevails.

3.0 Attitudes, Behaviours and Actions

- 3.1 Board Members have a fiduciary duty in relation to the AIBC and its public interest mandate at all times. This overarching concept requires Board Members to act honestly and in good faith; avoid and address conflicts of interest; maintain the confidentiality of information they acquire by virtue of being a Board Member; and serve the AIBC selflessly and loyally.
- 3.2 Board Members acknowledge that the Board speaks with a united voice. Board Members who abstain or vote against a motion must adhere to and support the decision of the majority.
- 3.3 Board Members agree to undertake and attend any required training, orientation, or professional development that relates to their fiduciary obligations, or to their role as governing Board of a professional regulatory body.
- 3.4 Board Members must:
- abide by all Board Policies governing Board Members behaviors, practices, decisions, and actions;
 - behave in an honest and ethical manner, and in the best interests of the AIBC and the public it serves;
 - refrain from using inappropriate language or taking inappropriate actions that could compromise the professional image, credibility or integrity of the Board, the architectural profession or the AIBC;
 - demonstrate an open mind and prudent judgement in all matters under discussion and must encourage and permit full discussion of all points of view;

- be prepared and well-informed on all matters coming before the Board, notably by reviewing in advance and being prepared to discuss the Board meeting materials;
- review and become familiar with all AIBC Board Policy documents and principles;
- wherever possible, seek clarification on questions related to meeting materials prior to the meeting, to maximize the value of collective meeting times;
- not make personal use of AIBC property, including facilities, equipment, materials and supplies, unless such use is generally available to Registrants;
- not exercise authority or influence over AIBC staff, unless expressly authorized by the Board, and then only through the Registrar;
- give focus to matters of governance, including policy, strategy and oversight of the AIBC, rather than day-to-day operational matters within the purview of the Registrar and staff;
- abide by Schedule E: Board Rules for Board Meetings and by the method or process agreed to for conducting meetings;
- refrain from trying to influence other Board Members outside of Board meetings that might have the effect of creating factions and limiting free and open discussion;
- ensure that elected Board Members are and remain a Registrant in Good Standing with the AIBC;
- participate and contribute to building and maintaining a healthy, productive, and effective functioning Board, including expressing opinions in a clear and respectful manner;
- not speak or make representation on behalf of the AIBC (including on behalf of the Board) or accept or undertake any obligations unless with the express authority from the Board to do so; and
- not obtain a personal benefit from, or take personal advantage of, information obtained in their capacity unless that information is generally available to AIBC Registrants.

4.0 Confidentiality and Non-Disclosure

- 4.1 Board Members must keep confidential all discussions and information obtained in those discussions respecting circumstances involving identified individuals, sensitive AIBC negotiations or deliberations, legal issues, information related to the AIBC's finances, and any other information related to matters that have been or will be discussed *in camera*. Board Members must take particular care when handling material marked as being 'privileged' communication, such as legal advice to the AIBC, the Board, or the Registrar. Questions about confidentiality and privilege should be directed to the Board Chair and/or Registrar as appropriate.
- 4.2 This confidentiality obligation does not apply to the extent that disclosure:
 - is required under the AIBC Code of Ethics;
 - is required for the obvious and proper processing of the matter under discussion;

- is explicitly authorized by the Board; or
 - is otherwise required by law.
- 4.3 Board Members must take all reasonable steps to ensure confidential and/or privileged material in their possession or to which they may have access is safeguarded and must promptly notify the Board Chair if they believe the material has been lost or otherwise compromised.
- 4.4 Upon the end of the term, Board Members must return to the AIBC or destroy any confidential materials including Board meeting packages, remaining in their possession.
- 4.5 The duty of confidentiality applies both during and after the Board Members' term.

5.0 Conflict of Interest Obligations

- 5.1 Board Members are subject to, must be familiar with, and must follow and comply with the conflict of interest obligations described below.
- 5.2 The purposes of the obligations and supplementary Conflict of Interest Administrative Guidelines found in Schedule D, are to ensure that Board Members are aware of situations that may create an apparent or actual conflict of interest, and how to address conflicts. Board Members have a duty to uphold the integrity of the Board's activities and decision-making processes, which includes setting aside personal self-interest and performing duties in a manner that promotes public confidence and trust in the integrity and impartiality of the Board.
- 5.3 Board Members must avoid any situations where their personal or private interests may be in conflict with the interests of the AIBC.
- 5.4 Board Members must not accept or offer a gift if that gift could be reasonably construed as being offered for the purpose of obtaining preferential treatment.
- 5.5 Board Members must not represent or appear on behalf of an outside special interest group or person at a meeting of the Board, its Advisory Groups, or similar bodies of which the individual is a member.

6.0 Disclosure and Resolution of a Conflict of Interest

Disclosure at Meeting

- 6.1 If a matter arising at a meeting of the Board or Board Advisory Group places the Board Member in an apparent or actual conflict of interest, the Board Member must promptly:
- declare the apparent or actual conflict of interest;
 - disclose the general nature of the apparent or actual conflict of interest;

- ensure that the disclosure is entered in any minutes of that meeting;
 - allow consideration by the Board as to management of the matter and, depending on the nature of the conflict of interest;
 - accept that the Board may determine that the Board Member should physically leave the relevant portion of any meeting, discussion and vote at which that matter is at issue and must not attempt in any way to influence the outcome of that particular matter.
- 6.2 In every case in which an actual conflict of interest is identified, the conflicted Board Member must take no role in relation to the matter at the meeting or at any other time while the actual conflict exists.
- 6.3 An actual conflict of interest may also trigger an investigation by the Board, and in relation to Architects and other Registrants, the matter may merit referral to the AIBC's professional conduct process.

Disclosure in a Non-Meeting Context

- 6.4 In the event that an apparent or actual conflict of interest is identified outside of a meeting as described in paragraph 6.1 of this Code of Conduct, the Board Member identifying the conflict must promptly notify the Board Chair, in writing, or the Board Vice Chair in the event the Board Chair is the conflicted member.
- 6.5 In determining how to proceed with an apparent or actual conflict of interest in such circumstances, the Board Chair (or Board Vice Chair, if the Board Chair is the Board Member in apparent or actual conflict) must take one or both of the following steps:
- 6.5.1 Bring the matter to the next Board meeting for consideration using the sequence of events in paragraph 6.1 above (identification, minuting, Board discussion and decision).
 - 6.5.2 If time is of the essence to resolve a conflict of interest, or if the nature of the conflict is beyond the scope and intent of paragraph 6.5.1, the Board Chair may convene a group consisting of the Board Chair (or Board Vice Chair), a Lay Board Member, the Registrar, and a staff lawyer who review the matter, in writing, and advise the Board Chair.
- 6.6 After taking advice on a matter under paragraph 6.5.2 above, the Board Chair or the Board Vice Chair must make a determination and convey it in writing to the Board Member identifying the conflict and any other Board Members affected by the issue. The determinations available under this paragraph are as follows:
- 6.6.1 That the disclosure be recorded as an information item in the next Board meeting minutes;

- 6.6.2 That the Board Member in apparent or actual conflict of interest not participate in any Board discussions related to the conflict, or attempt to influence the outcome of the matter; and
- 6.6.3 In the event of an actual conflict of interest, whether to trigger an investigation by the Board, and in relation to Architects and other Registrants, whether the matter merits referral to the AIBC professional conduct process.

7.0 Consequences of Non-Compliance

- 7.1 Board Members are encouraged and expected to assist their Board colleagues to understand and comply with this Code of Conduct. Minor concerns should normally be addressed by direct, respectful communication between Board Members, or by raising concerns with the Board Chair for resolution.
- 7.2 In the event of a more serious breach or ongoing non-compliance with the norms established in this Code of Conduct, the mechanism established in Section 8.0 below should be followed. This Code of Conduct establishes a progressive approach to non-compliance, from written warnings through formal censure to suspension. Removal of a Registrant Board Member or termination of the appointment of a Lay Board Member is reserved for the processes established under Section 30 of the PGA, and separate Board Rules per Bylaw 2.11.
- 7.3 While it is hoped that common sense, internal Board management and the Code of Conduct processes will address most concerns, Registrant Board Members may also be subject to a professional conduct complaint in relation to breaches of this Code of Conduct.

8.0 Process to Address a Breach of the Code of the Conduct

- 8.1 In the event that a Board Member legitimately believes that another Board Member is not conducting themselves in an appropriate manner, or consistently with the interests of the AIBC or this Code of Conduct, the issue should be directed to the Board Chair. In the event that such complaint relates to the Board Chair's behavior, the issue is to be directed to the Board Vice Chair.
- 8.2 On the occasion of a first breach, the Board Chair will review and consider the information relating to the breach and may issue a written warning to the person, identifying the code(s) breached.
- 8.3 On the occasion of a second breach, the Board Chair will review and consider the information relating to the breach and may, after giving written notice to the person, identifying the code(s) breached, move a vote of censure to be passed by two-thirds majority of Board Members present at the next Board meeting in which the call for censure is made.
- 8.4 On any subsequent similar breaches by the same person, the Board Chair may call for a vote to exclude that person from one or more Board meetings; such vote requiring a two-thirds majority of Board Members present at the meeting in which the call for exclusion is made.

- 8.5 If the named person persists with similar breaches, or if there is a continuing pattern of similar breaching even after censure and/or being excluded from a Board meeting(s), the Board Chair may call on the Board to vote to establish a review panel to investigate the matter and prepare a report on the named person's conduct.
- 8.5.1 The review panel will be comprised of three persons who do not sit on the Board (at least one of which must be a Registrant of the AIBC in Good Standing).
- 8.5.2 The report must include recommendations as to censure, further suspension, or removal of the named person (in accordance with Bylaw 2.11 and Section 30 of the *Professional Governance Act*.)
- 8.5.3 The report and a written reply to the report from the named person (should that person wish to submit a reply) shall be tabled at the next Board meeting at which time the Board shall decide on the disposition of the matter by two-thirds majority vote of Board Members present at that meeting.
- 8.6 The formal removal of a Registrant Board Members from office must only be undertaken pursuant to Section 30(1) and any Board Rules or procedures for such process as authorized under Bylaw 2.11. A Lay Board Member's appointment can only be terminated by the provincial government as set out in Section 30(3) of the PGA.