

Schedule D: Board Conflict of Interest Administrative Guidelines

1.0 Authority

- 1.1 These Administrative Guidelines are authorized under Bylaw 2.7 and apply to all elected (Registrant) and appointed (Lay) Board Members. Collectively, this group is referred to in this document as “Board Members”, unless stated otherwise. These guidelines supplement the conflict of interest obligations portion in the Board Code of Conduct.

2.0 Scope of Conflict of Interest

- 2.1 As a general statement, a conflict of interest arises when a personal interest is sufficiently connected with a public or professional duty that it is in actual conflict, or results in a reasonable perception on the part of a well-informed, reasonable person, that the personal interest may influence the exercise of a public or professional responsibility. Conflicts – actual or apparent – can also arise for Board Members who may serve on two or more organizations that may have adverse interests.
- 2.2 It is important to note that apparent conflicts of interest are normal occurrences in governance, particularly when accomplished, active professionals and other volunteers are engaged. Identifying a conflict of interest should not be seen negatively. It is the avoidance of actual conflicts of interest, the identification of apparent conflicts, and the proper handling of any kind of conflict of interest, that helps maintain good governance and the profession’s and public’s faith in self-regulation of the architectural profession.

Apparent Conflict

- 2.3 Board Member are in an apparent conflict of interest if a well-informed person could reasonably perceive that the Board Member’s opportunity for personal advantage or benefit could influence the way the Board Member carries out their functions on behalf of the AIBC, including how that Board Member may make a decision or cast a vote. Apparent conflicts of interest are sometimes referred to as ‘perceived’ or ‘potential’ conflicts of interest.¹

Actual Conflict

- 2.4 Board Members are in an actual conflict of interest if the Board Member uses the opportunity for personal advantage or benefit to influence the way the Board Member carries out his or her functions on behalf of the AIBC.

¹ There is a technical distinction between these variations of apparent conflicts. However, all apparent conflicts rest on the foundation of ‘appearance’, to an objective outside party.

Interpretation

- 2.5 For the purposes of paragraphs 2.3 and 2.4 in this Guideline, a personal advantage or benefit includes a direct personal advantage or benefit to the Board Member or an indirect personal advantage or benefit to the Board Member arising out of their relationship with a relative, close friend or business associate.

3.0 Examples of Prohibited Activities

- 3.1 The following are examples of activities that would be conflicts of interest:
- Board Member using their position to influence a decision of the AIBC to enter into a business relationship that would provide the Board Member with a personal advantage or benefit.
 - Board Members entering into a business relationship with the AIBC, including employment with the AIBC, unless the opportunity to enter into that relationship has first been made available generally to Registrants with the required skills to provide that service in the intended location.
 - Board Members obtaining a personal benefit or advantage from a business relationship between the AIBC and a third party, unless that benefit or advantage is available generally to Registrants.

Gifts

- 3.2 For purposes of this provision, a gift means any gift, entertainment, hospitality or benefit of sufficient value that a reasonable business person would consider it to be beyond the normal exchange of customary courtesy.
- 3.3 To provide clarity and practical guidance, the following examples of gift-giving are either not of “sufficient value” to be restricted by this policy, or are considered as the “normal exchange of customary courtesy”:
- 3.3.1 Gifts or personal benefit received incidentally as part of protocol or social obligations related to holding Board office/representing the AIBC;
 - 3.3.2 Gifts or personal benefits of a nominal value of less than \$25; and
 - 3.3.3 Gifts provided as part of the normal exchange between friends, co-workers and family.

Conflict of Interest Advice

- 3.4 Conflict of interest scenarios can be complicated or unclear, and Board Members may require advice to determine whether a conflict of interest has arisen or may arise, before making disclosure as required in this Guideline. Board Members unsure of their obligations under

these Guidelines should contact the Board Chair or Board Vice Chair, in writing, for assistance.

4.0 Exceptions

4.1 Board Members will not be considered to be in an actual conflict of interest if:

- the personal advantage or benefit to the Board Member was merely incidental to their function as a Board Member;
- the Board Member was only one individual in a broad class of individuals who would have the opportunity to enjoy a similar personal advantage or benefit; or,
- the personal advantage or benefit to the Board Member is trivial or insignificant.