

**Architectural
Institute of
British
Columbia**

**Architecture Centre
100 – 440 Cambie Street
Vancouver, BC V6B 2N5
CANADA**

Tel: 604-683-8588

Fax: 604-683-8568

Toll-free tel BC: 1-800-667-0753

Toll-free fax in BC: 1-800-661-2955

E-mail: aibc@aibc.bc.ca

Web site: www.aibc.bc.ca

Code of Conduct

Including

Conflict of Interest Guidelines

For AIBC Council, Boards,
Committees, Task Forces and
Representatives.

Effective March 15, 2001



ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

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1. Purpose

1.1 Role of AIBC

The *AIBC* is a legislatively established and recognized professional body that administers its own internal regulatory affairs in addition to actively participating in public discussions about the quality of the built environment. It regularly engages in various public and industry initiatives to further the interests of the profession and the public.

1.2 Role of Membership

The *AIBC* relies upon its elected and appointed members to participate in its internal operations and to represent the profession in various public forums. In order for the *AIBC* to exercise its professional and statutory mandates properly it is essential that all those individuals who act on its behalf to conduct themselves in an appropriate manner and consistent with the interests of the *AIBC*.

1.3 Authority

This *Code of Conduct* including Conflict of Interest Guidelines is that referred to in the *AIBC* bylaws 3.8 and 4.1.

3.8 The Institute shall establish, maintain and publish a Code of Conduct for Council including Conflict of Interest Guidelines.

4.1 The Institute shall establish, maintain and publish a Code of Conduct for Boards, Committees, and Task Forces including Conflict of Interest Guidelines.

Rules herein are made by Council pursuant to section 5 of the *Architects Act*.

1.4 Application

The purpose of this *Code of Conduct* is to set out guidelines, standards and procedures that apply to:

1.4.1 all individuals who are members of the *AIBC* Council, its boards, committees, task forces or similar bodies and to their conduct in those capacities as *Participating Members*, and

1.4.2 all individuals who have been appointed by *AIBC* as its representatives to an outside board, panel, commission or similar body and to their conduct in these capacities as *Representative Members*.

1.5 Relationship to AIBC Code of Ethics

This *Code of Conduct* is intended to be complementary to the *AIBC Code of Ethics*. The *AIBC Code of Ethics* focuses primarily on relations between architects and their clients and duties owed to the general public.

If there is a conflict or inconsistency between a provision of this *Code of Conduct* and a provision of the *AIBC Code of Ethics*, the *AIBC Code of Ethics* prevails.

1.6 Relationship to Outside Body Requirements

Any guidelines, standards and procedures set out in this *Code of Conduct* that are applicable to a *Representative Member* are in addition to any guidelines, standards and procedures imposed on that *Representative Member* by the outside body to which that *Representative Member* has been named.

1.7 Role of the Panel

The main role of the *Panel* is to be an advisory resource for *AIBC* members who may find themselves in possible conflicts of interest. Individual members of the *Panel* and the full *Panel* are available to provide advice and opinions to *AIBC* members. The *Panel* is not a disciplinary body but serious matters coming to the attention of the *Panel* may be referred to the *AIBC* disciplinary process.

2. Definitions

2.1 *AIBC* means the Architectural Institute of British Columbia..

2.2 *AIBC Code of Ethics* means the *AIBC* Code of Ethics and Professional Conduct.

2.3 *Panel* means the Conflict of Interest Advisory Panel described in Part 8.

2.4 *Participating Member* means an individual elected or appointed to *AIBC* Council, its boards, committees, task forces or similar bodies.

2.5 *Representative Member* means an individual appointed by *AIBC* Council to represent the *AIBC* on an outside board, panel, commission or similar body.

2.6 *Code of Conduct* means this Code of Conduct including Conflict of Interest Guidelines for *AIBC* Council, Boards, Committees, Task Forces and Representatives.

3. Code of Conduct for Participating Members

3.1 Honesty

Participating Members must behave in an honest and ethical manner.

3.2 Impartiality

While performing a quasi-judicial function, a *Participating Member* must act impartially and without bias or discrimination. Quasi-judicial functions include such functions as evaluating credentials and conducting disciplinary processes.

3.3 Confidentiality

A *Participating Member* must keep confidential all discussions and information obtained in those discussions respecting circumstances involving identified individuals or sensitive *AIBC* negotiations. This confidentiality obligation does not apply to the extent that disclosure:

3.3.1 is required under the *AIBC Code of Ethics*,

3.3.2 is required for the proper processing of the matter under discussion,

3.3.3 is in the public interest, or

3.3.4 is in the interest of the profession.

3.4 Inappropriate Language/Actions

A *Participating Member* must refrain from using inappropriate language or taking inappropriate actions that could compromise the professional image, credibility or integrity of the *Participating Member*, the architectural profession or the *AIBC*.

3.5 Limits on Authority

A *Participating Member* must not speak on behalf of the *AIBC* or accept or undertake any obligations on behalf of the *AIBC* unless the *Member* has the express authority to do so.

3.6 No Personal Benefit/Advantage

A *Participating Member* must not obtain a personal benefit from, or take personal advantage of, information obtained in the *Participating Member's* official capacity unless that information is generally available to *AIBC* members.

3.7 Use of *AIBC* Property

A *Participating Member* must not make personal use of *AIBC* property, including facilities, equipment, materials and supplies, unless such use is generally available to *AIBC* members.

3.8 Respecting *AIBC* Staff

A *Participating Member* must not exercise authority or influence over *AIBC* staff, unless expressly authorized by the *AIBC* Council, and then only through the *AIBC* Executive Director.

3.9 Open Mind

A *Participating Member* must bring an open mind to all matters under discussion and must encourage and permit full discussion of all points of view.

3.10 Regular Attendance

A *Participating Member* must attend, on a regular basis, the meetings of the body to which the *Participating Member* is named. If a *Participating Member* is unable to attend meetings regularly, the *Participating Member* must ask to be replaced.

4. Code of Conduct for Representative Members

4.1 Obligations

Despite any of the *Representative Member's* obligations to the outside body to which the *Member* was named, e.g. obligation to comply with its code of conduct, if any, and obligation to diligently promote its activities, the *Member* must comply with *AIBC Code of Ethics* and with this *Code of Conduct*.

4.2 Inappropriate Language/Actions

A *Representative Member* must refrain from using inappropriate language or taking inappropriate actions that could compromise the professional image, credibility or integrity of the *Representative Member*, the architectural profession or the *AIBC*.

4.3 Regular Attendance

A *Representative Member* must attend, on a regular basis, the meetings of the body to which the *Member* is named. If a *Representative Member* is unable to attend meetings regularly, the *Member* must ask to be replaced.

4.4 Limits on Authority

A *Representative Member* must not speak on behalf of the *AIBC* or accept or undertake any obligations on behalf of the *AIBC* unless the *Member* has the express authority to do so.

5. Conflict of Interest Guidelines for Participating Members

5.1 Conflicts of Interest

Participating Members must avoid any situations where their personal or private interests may be in conflict with the interests of *AIBC*.

5.2 Potential Conflict

A *Participating Member* is in a potential conflict of interest if the *Participating Member's* opportunity for personal advantage or benefit could influence the way the *Participating Member* carries out the *Participating Member's* functions on behalf of AIBC.

5.3 Perceived Conflict

A *Participating Member* is in a perceived conflict of interest if a well-informed person could reasonably perceive that the *Participating Member's* opportunity for personal advantage or benefit could influence the way the *Participating Member* carries out the *Participating Member's* functions on behalf of AIBC.

5.4 Actual Conflict

A *Participating Member* is in an actual conflict of interest if the *Participating Member* uses the opportunity for personal advantage or benefit to influence the way the *Participating Member* carries out the *Participating Member's* functions on behalf of AIBC.

5.5 Interpretation

For the purposes of this Part 5, a personal advantage or benefit includes a direct personal advantage or benefit to the *Participating Member* or an indirect personal advantage or benefit to the *Participating Member* arising out of the *Participating Member's* relationship with a relative, close friend or business associate.

5.6 Exceptions

A *Participating Member* will not be considered to be in a conflict of interest if:

- 5.6.1 the personal advantage or benefit to the *Participating Member* was merely incidental to the *Participating Member's* function as a *Participating Member*,
- 5.6.2 the *Participating 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
- 5.6.3 the personal advantage or benefit to the *Participating Member* is trivial or insignificant.

5.7 Examples of Prohibited Activities

The following are examples of activities that would be conflicts of interest:

- 5.7.1** *A Participating Member* must not use the *Participating Member's* position to influence a decision of the *AIBC* to enter into a business relationship that would provide the *Participating Member* with a personal advantage or benefit.
- 5.7.2** *A Participating Member* must not enter into a business relationship with the *AIBC*, including employment with *AIBC*, unless the opportunity to enter into that relationship has first been made available generally to *AIBC* members with the required skills to provide that service in the intended location.
- 5.7.3** *A Participating Member* must not obtain a personal benefit or advantage from a business relationship between *AIBC* and a third party, unless that benefit or advantage is available generally to *AIBC* members.

5.8 Gifts

A Participating Member must not accept or offer a gift if that gift could be reasonably construed as being offered for the purpose of obtaining preferential treatment. For purposes of this provision, a gift means any gift, entertainment, hospitality or benefit of sufficient value that a reasonable businessperson would consider it to be beyond the normal exchange of customary courtesy.

5.9 Outside Representation

An individual must not represent or appear on behalf of an outside special interest group or person at a meeting of the *AIBC* Council, its boards, committees, task forces, or similar bodies of which the individual is a *Participating Member* unless the outside group is the Royal Architectural Institute of Canada, the American Institute of Architects or a similar body related to the architectural profession.

Nothing in this provision is intended to preclude a *Participating Member* from appearing on behalf of an *AIBC* boards, committees, task forces or similar bodies at a meeting of the *AIBC* Council, its boards, committees, task forces or similar bodies, when requested to appear.

6. Conflict of Interest Guidelines for *Representative Members*

6.1 No Personal Benefit

A Representative Member must not obtain any personal benefit or advantage as a result of acting in the *Member's* representative capacity.

6.2 Interpretation

For the purposes of this Part 6, a personal advantage or benefit includes a direct personal advantage or benefit to the *Representative Member* or an indirect personal advantage or benefit to the *Representative Member* arising out of the *Representative Member's* relationship with a relative, close friend or business associate, but does not include a personal advantage or benefit:

- 6.2.1 that is merely incidental to the *Representative Member's* function as a *Representative Member*,
- 6.2.2 that is similarly available to a broad class of individuals, or
- 6.2.3 that is trivial or insignificant.

7. Disclosure and Resolution of a Conflict of Interest

7.1 Disclosure at Meeting

If a matter arising at a meeting attended by a *Participating Member* places the *Participating Member* in a potential, actual, or perceived conflict of interest, the *Participating Member* must promptly:

- 7.1.1 declare the potential or perceived conflict of interest,
- 7.1.2 disclose the general nature of the potential or perceived conflict of interest,
- 7.1.3 request that the disclosure be entered in any minutes of that meeting, and
- 7.1.4 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.

7.2 Removal From Conflict

If a *Participating Member* believes that the *Participating Member* is in a potential, perceived or actual conflict of interest, the *Participating Member* must take immediate steps, including, if necessary, resigning as *Participating Member*, to remove the *Participating Member* from those circumstances.

7.3 Consult with Panel

If a *Participating Member* is uncertain whether or not the *Participating Member* is in a potential, perceived or actual conflict of interest with respect to a particular matter or generally in discharge of the *Participating Member's* function, the *Participating Member* must consult with the *Panel* before participating any further.

7.4 Interpretation

For purposes of this Part 7, conflict of interest has the same meaning as in Part 5 of this *Code of Conduct*.

8. Conflict of Interest Advisory *Panel*

8.1 *Panel*

The Conflict of Interest Advisory *Panel* is established by the *AIBC* Council.

8.2 Membership

The *Panel* consists of not less than five and not more than nine individuals, the majority of whom are to be *AIBC* members.

8.3 Appointment

The members of the *Panel* are appointed by the *AIBC* Council and will be selected based upon their reputation and standing in the *AIBC* or the business community and upon the duration and scope of their experience in either conflict of interest principles or in business matters generally.

8.4 Eligibility

Members of the *AIBC* Council or of the *AIBC* Investigations Committee or *AIBC* staff may not be members of the *Panel*.

8.5 Quorum

A quorum of the full *Panel* is a majority of its members.

8.6 Responsibility

The *Panel* is responsible for:

- 8.6.1** considering any issue or request for consultation respecting a conflict of interest matter,
- 8.6.2** establishing procedures for giving advice or opinions to a *Participating Member* or *Representative Member* on matters under Parts 5 and 6 of this *Code of Conduct*, and
- 8.6.3** providing advice on conflict of interest issues to *AIBC* members, *AIBC* Council, its boards, committees, task forces and similar bodies on request or where the full *Panel* considers it appropriate to do so.

8.7 Procedures

Subject to any requirements set out in Part 8 or Part 9 of this *Code of Conduct*, the full *Panel* may determine its own procedures.

8.8 Attendance at Meetings

Attendance at a meeting of the full *Panel* is limited to supporting *AIBC* staff and any invited *Participating Member* or *Representative Member*. A *Participating Member* who has requested a consultation with the full *Panel* must be given the opportunity to make an oral submission to the full *Panel*.

8.9 Confidentiality

The members of the *Panel* and supporting *AIBC* staff must keep confidential the identity of individuals who consult with individual members of the *Panel* or with the full *Panel* or whose circumstances are brought to the *Panel's* attention. This provision does not prohibit the *Panel* from disclosing the identity of an individual to the *AIBC* disciplinary process if, under Part 9 of this *Code of Conduct*, the *Panel* determines that it is appropriate to do so.

8.10 Report to Membership

The *Panel* must report generally to the *AIBC* membership from time to time on the nature of the conflict of interest issues it has been asked to address and on the advice given but these reports must not disclose the specific circumstances or identity of the individuals involved.

9. Panel Consultation and Complaint Process

9.1 Consultation with *Panel*

The following procedures apply when a *Participating Member* or *Representative Member* consults with the *Panel*:

- 9.1.1** the *Member* must contact at least two members of the *Panel* for advice;
- 9.1.2** if the members of the *Panel* who are consulted provide a *Member* with inconsistent or conflicting advice, the *Member* must request make a written request for advice from the full *Panel*;
- 9.1.3** the *Member* must provide the full *Panel* with sufficient facts and information upon which to base an opinion either by making a written submission or by requesting the opportunity to make an oral submission to the full *Panel*; and
- 9.1.4** when a request is made to the full *Panel* for advice, the *Panel* must provide to the *Member*, as promptly as possible, a written opinion based on the facts provided by the *Member*.
- 9.1.5** notwithstanding and in addition to the above, the above-noted process is available to the *AIBC* membership at large or any person who believes that a conflict of interest may exist in the affairs of a *Participating Member* or *Representative Member*.

9.2 Complaint to *Panel*

If a written complaint is made to the *Panel* respecting the application of Parts 5 and 6 of this *Code of Conduct*, a quorum of the *Panel* may:

- 9.2.1 inquire into the matter;
- 9.2.2 provide advice on the matter;
- 9.2.3 refer the matter to the *AIBC* disciplinary process;
- 9.2.4 refer the matter generally to *AIBC* staff for processing in a routine manner, or
- 9.2.5 decline to take any action if the complaint or subject matter of the complaint is considered by the *Panel* to be frivolous, vexatious, trivial or insignificant.

9.3 Discretionary Referral

A quorum of the *Panel* may refer a matter to the *AIBC* disciplinary process for consideration where it considers it appropriate to do so. The following are examples of circumstances where a referral may be made:

- 9.4.1 a *Participating Member* or *Representative Member* fails to take steps to remedy a breach of Part 5 or 6 of this *Code of Conduct* in an appropriate and timely manner;
- 9.4.2 a *Participating Member* or *Representative Member* is involved in recurring and similar breaches of Part 5 or 6 of this *Code of Conduct*;
- 9.4.3 the breach of Part 5 or 6 of this *Code of Conduct* by an individual is considered to be so serious as to have the potential of causing harm to the *AIBC*, its members or the architectural profession.