



ARCHITECTURAL INSTITUTE OF BRITISH COLUMBIA

# AIBC Council Code of Conduct

May 2018

# AIBC Council Code of Conduct

## 1.0 Background and Authority

### Role of the AIBC

1.1 The AIBC (or “Institute”) is a legislatively-established professional regulatory body that regulates the profession of architecture in the public interest. The Institute also actively participates 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 public and the profession.

### Role of AIBC Council

1.2 The 15-member AIBC Council governs the affairs of the Institute in accordance with the *Architects Act*, the bylaws, council policy and modern principles of good governance. The AIBC relies upon its elected and appointed members to represent the Institute in various public forums. As stewards of the public trust, the council aspires to maintain the confidence of the public, the government, and the architectural profession in the Institute’s ability to fulfill its statutory responsibilities.

### Authority

1.3 This *Council Code of Conduct* has been established under the authority of AIBC Bylaw 3.8.

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

### Purpose and Application

1.4 The purpose of this *Council Code of Conduct* is to set out the essential behavioural expectations and standards that apply to all councilors and appointed and invited guests to council, including the council liaisons (Immediate Past President, Intern Architect AIBC, Retired Architect AIBC, and Architectural Technologist AIBC) and the Registrar. Collectively, this group is referred to in this document as “council members”, unless stated otherwise.

1.5 Council members are required to acknowledge that the *Council Code of Conduct* (inclusive of the appendices) has been reviewed, understood, and agreed to (see Appendix A).

### Relationship to AIBC Code of Ethics and Professional Conduct, Council Policy, and Council Rules

1.6 To the extent that council members are architects or other registrants, this *Council Code of Conduct* is complementary to the AIBC 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 *Council Code of Conduct* and a provision of the Code of Ethics, the Code of Ethics prevails.

1.7 The principles and standards set out in the *Council Code of Conduct* are supported by AIBC Council policies and rules.

## **2.0 Attitudes, Behaviors and Actions**

2.1 Council members have a fiduciary duty in relation to the Institute and its public interest mandate at all times. This overarching concept requires council members to act honestly and in good faith; avoid and address conflicts of interest (see Appendix B); maintain the confidentiality of information they acquire by virtue of being a councilor; and serve the Institute selflessly and loyally.

2.2 Council members acknowledge that the council speaks with a united voice. Council members who abstain or vote against a motion must adhere to and support the decision of the majority.

2.3 Council 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 council of a professional regulatory body.

2.4 While performing a quasi-judicial function, council members must act impartially and without bias or discrimination. Quasi-judicial functions include such functions as evaluating credentials and conducting disciplinary hearings.

2.5 Council members must:

- abide by all council policies governing council members' and liaisons' behaviors, practices, decisions, and actions;
- behave in an honest and ethical manner, and in the best interests of the Institute 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 council members and liaisons, 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 council, notably by reviewing in advance and being prepared to discuss council and committee meeting and planning session materials;
- review and become familiar with all AIBC Council Policy documents and principles;
- wherever possible, seek clarification on questions related to meeting materials, including council submissions, prior to the council or committee 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 AIBC members;
- not exercise authority or influence over AIBC staff, unless expressly authorized by the council, and then only through the AIBC's Chief Executive Officer (CEO);

- give focus to matters of governance, including policy, strategy and oversight of the Institute, rather than day-to-day operational matters within the purview of the CEO and staff;
- abide by Council Rules 1: Council Meetings and by the method or process agreed to for conducting meetings;
- refrain from trying to influence other council members outside of council meetings that might have the effect of creating factions and limiting free and open discussion;
- ensure that he/she is and remains a member or associate (as applicable) in good standing with the Institute;
- participate and contribute to building and maintaining a healthy, productive, and effective functioning council, including expressing opinions in a clear and respectful manner;
- not speak or make representation on behalf of the Institute (including on behalf of council) or accept or undertake any obligations unless with the express authority from council to do so; and
- not obtain a personal benefit from, or take personal advantage of, information obtained in his/her capacity unless that information is generally available to AIBC members and other registrants.

### **3.0 Confidentiality and Non-Disclosure**

3.1 Council members are subject to, must be familiar with, and must follow and comply with the AIBC Confidentiality and Non-Disclosure Agreement (Appendix A).

3.2 Council 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 Institute's finances, and any other information related to matters that have been or will be discussed *in camera*. Council members must take particular care when handling material marked as being 'privileged' communication, such as legal advice to the Institute, council, or the CEO. Questions about confidentiality and privilege should be directed to the council president and/or CEO as appropriate.

3.3 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 council; or
- is otherwise required by law.

3.4 Council 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 council president if they believe the material has been lost or otherwise compromised.

- 3.5 Upon the end of the term, the council member or liaison must return to the Institute or destroy any confidential materials including council meeting packages, remaining in his/her possession.
- 3.6 The duty of confidentiality applies both during and after the council member term.

## **4.0 Conflict of Interest**

- 4.1 Council members are subject to, must be familiar with, and must follow and comply with the AIBC Conflict of Interest Guidelines (Appendix B).
- 4.2 The purposes of the Guidelines are to ensure that council members are aware of situations that may create an apparent or actual conflict of interest, and how to address conflicts. Council members have a duty to uphold the integrity of the council'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 council.

## **5.0 Consequences of Non-Compliance**

- 5.1 Council members are encouraged and expected to assist their council colleagues to understand and comply with the *Council Code of Conduct*. Minor concerns should normally be addressed by direct, respectful communication between councilors, or by raising concerns with the council president for resolution.
- 5.2 In the event of a more serious breach or ongoing non-compliance with the norms established in the *Council Code of Conduct*, the mechanism established by council in Council Rules 1: Council Meetings should be followed. These rules establish a progressive approach to non-compliance, from written warnings through formal censure to suspension from council meetings.
- 5.3 While it is hoped that common sense, internal council management and the council meeting rules processes will address most concerns, council members who are architects, associates or other AIBC registrants may also be subject to a professional conduct complaint in relation to breaches of the *Council Code of Conduct*.

## **Amendment History (2001– 2018)**

First Approved: March 2001

Last Reviewed: May 2018

Last Revised: May 2018

# **AIBC Council Code of Conduct**

## **Appendix A: Confidentiality and Non-Disclosure Agreement**

**Whereas:**

- A. The AIBC is committed to ensuring compliance with applicable privacy and freedom of information legislation, including the need to balance privacy and transparency expectations; and
- B. AIBC Council members and liaisons to council are recipients of private, confidential and sensitive information in the course of their work with the institute.

**Therefore, I confirm my understanding of and acknowledge that:**

1. I have a duty and obligation under the AIBC's *Council Code of Conduct*, AIBC Council meeting rules, council policy and my fiduciary duty to the Institute to respect and uphold confidentiality and privacy obligations;
2. Privacy and confidentiality protection is important to the Institute, its members and the public interest, and I will familiarize myself and at all times comply with privacy, confidentiality and disclosure obligations; and
3. Transparency and information-sharing are also vital aspects of a professional regulator's role, and I agree to seek advice and information from the Institute with respect to any concerns that may appear to conflict with my confidentiality and non-disclosure obligations.

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Print Name

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AIBC Council Member – or –Liaison  
(indicate as applicable)

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Signature

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Date



# AIBC Council Code of Conduct

## Appendix B: Conflict of Interest Guidelines

### 1.0 Scope of Conflict of Interest

- 1.1 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. Council members must avoid any situations where their personal or private interests may be in conflict with the interests of the Institute. Conflicts – actual or apparent – can also arise for councilors who may serve on two or more organizations that may have adverse interests.
- 1.2 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

- 1.3 Council members are in an apparent conflict of interest if a well-informed person could reasonably perceive that the council member's opportunity for personal advantage or benefit could influence the way the council member carries out their functions on behalf of the Institute, including how that council member may make a decision or cast a vote. Apparent conflicts of interest are sometimes referred to as 'perceived' or 'potential' conflicts of interest.<sup>1</sup>

#### Actual Conflict

- 1.4 Council members are in an actual conflict of interest if the council member uses the opportunity for personal advantage or benefit to influence the way the council member carries out his or her functions on behalf of the Institute.

#### Interpretation

- 1.5 For the purposes of sections 1.1 and 1.2, a personal advantage or benefit includes a direct personal advantage or benefit to the council member or an indirect personal advantage or benefit to the council member arising out of their relationship with a relative, close friend or business associate.

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<sup>1</sup> 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.

## **2.0 Examples of Prohibited Activities**

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

- council members using their position to influence a decision of the AIBC to enter into a business relationship that would provide the council member with a personal advantage or benefit.
- council members entering 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.
- council members obtaining 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.

### **Gifts**

2.2 Council 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. 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.

2.3 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”:

- 2.3.1 Gifts or personal benefit received incidentally as part of protocol or social obligations related to holding council office/representing the AIBC;
- 2.3.2 Gifts or personal benefits of a nominal value of less than \$25; and
- 2.3.3 Gifts provided as part of the normal exchange between friends, co-workers and family.

### **Outside Representation**

- 2.4 Council members must not represent or appear on behalf of an outside special interest group or person at a meeting of the AIBC Council, its committees, task forces, or similar bodies of which the individual is a member unless the outside group is the Royal Architectural Institute of Canada, the American Institute of Architects or a similar advocacy body related to the architectural profession, and the council member declares such representation.
- 2.5 Nothing in this provision is intended to preclude a council member from appearing on behalf of an AIBC committee, task force or similar body at a meeting of the AIBC Council, its committees, task forces or similar bodies, when requested to appear.

## **3.0 Disclosure and Resolution of a Conflict of Interest**

### Disclosure at Meeting

3.1 If a matter arising at a meeting of council or council committee, or at a meeting of an operational committee attended by a council member places the council member in an apparent or actual conflict of interest, the council member must promptly:

- declare the apparent or actual conflict of interest,
- disclose the general nature of the apparent or actual conflict of interest,
- that the disclosure be entered in any minutes of that meeting,
- consideration by council of the whole as to management of the matter and, depending on the nature of the conflict of interest,
- council may determine that the 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.

3.2 In every case in which an actual conflict of interest is identified, the conflicted council member must take no role in relation to the matter at the meeting or at any other time while the actual conflict exists.

3.3 An actual conflict of interest may also trigger investigation by council and consequences as outlined in council meeting rules and, in relation to architects and other registrants, may constitute a disciplinary violation.

### Disclosure in a Non-Meeting Context

3.4 In the event that an apparent or actual conflict of interest is identified outside of a meeting as described in section 3.1, the council member identifying the conflict must promptly notify the council president, in writing, or the vice-president in the event the president is the conflicted member.

3.5 In determining how to proceed with an apparent or actual conflict of interest in such circumstances, the council president (or vice-president, if the president is the councilor in apparent or actual conflict) must take one or both of the following steps:

3.5.1 Bring the matter to the next council meeting for consideration using the sequence of events in 3.1 above (identification, minuting, council discussion and decision). In the event the matter is considered by the president or vice-president to be too urgent to await a council meeting, the e-meeting process provided for in Council Meeting Rules, may be invoked.

3.5.2 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 section 3.5.1, the president may convene a panel consisting of the president (or vice-president), an appointed councilor, the CEO, and a staff lawyer who review the matter, in writing, and advise the president.

3.6 After taking advice on a matter under 3.5.2, the president or vice-president must make a determination and convey it in writing to the council member identifying the conflict and any other council members affected by the issue. The determinations available under this paragraph are as follows:

- 3.6.1 That the disclosure be recorded as an information item in the next council meeting minutes;
- 3.6.2 That the council member in apparent or actual conflict of interest not participate in any council discussions related to the conflict, or attempt to influence the outcome of the matter; and
- 3.6.3 In the event of an actual conflict of interest, whether to trigger an investigation by council as outlined in the Council Meeting Rules, and in relation to architects and other registrants, whether the matter merits referral to the AIBC professional conduct process.

#### **Conflict of Interest Advice**

3.7 Conflict of interest scenarios can be complicated or unclear, and council members may require advice to determine whether a conflict of interest has arisen or may arise, before making disclosure as required in these Guidelines. Council members unsure of their obligations under these Guidelines should contact the president or vice-president, in writing, for assistance.

### **4.0 Exceptions**

4.1 Council members will not be considered to be in an actual conflict of interest if:

- the personal advantage or benefit to the council member was merely incidental to their function as a council member;
- the council 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 council member is trivial or insignificant.

4.2 The council representative from the School of Architecture and Landscape Architecture of The University of British Columbia is not in an apparent or actual conflict of interest merely by virtue of that appointment and office, nor by advising AIBC Council on matters relevant to UBC-SALA.