



AILA Conflict of Interest Policy & Register

Australian Institute of Landscape Architects

- Adopted as an AILA Governance Policy by the AILA Board, September 2016. This is version one.
- This policy has been adapted from the Australian Government Australian Charities and Not-For-Profit Commission (ACND) guidelines (accessed April 2016)

1. Purpose

The purpose of this policy is to help Board and delegated committee members of the **Australian Institute of Landscape Architects (hereafter 'AILA')** to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of AILA and manage risk.

2. Objective

AILA aims to ensure that Board and delegated committee members are aware of their obligations to disclose any conflicts of interest that they may have. Board and delegated committee members are to comply with this policy to ensure they effectively manage their individual conflicts of interest as representatives of **AILA**.

3. Scope

This policy applies to Board and delegated committee members of **AILA**. Delegated committee members are those articulated under AILA Delegation Policy (2014) and Conduct of AILA State Chapters (2015). They are not limited to, but include juries, sub-committees, working groups, taskforces, committees, state executives and the like. Board members (referred to as hereafter as 'the Board') are the Directors of the AILA Board.

4. Definition of conflicts of interests

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of **AILA**.

Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder).

It also includes a conflict between a Board member's duty to **AILA** and another duty that the Board member has (for example, to another not for profit organisation). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the organisation and must be managed accordingly.



5. Policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the organisation if they are openly and effectively managed. It is the policy of **AILA** as well as a responsibility of the Board and delegated committee members, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to **AILA**.

The **Australian Institute of Landscape Architects** will manage conflicts of interest by requiring the Board and delegated committee members to:

- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest (real or perceived)
- document and record any conflicts of interest so they can be retrieved if required
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

5.1 Responsibility of the Board

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across AILA
- ensuring members of the Board and delegated committees are aware of the policy and are responsible for managing their individual conflicts, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

The Board and delegated committee members must ensure that they:

- act with reasonable care and diligence
- act honestly and fairly in the best interests of the organisation
- not misuse their position or information they gain as a responsible person
- disclose conflicts of interest
- manage conflicts of interest and advise if conflict is ongoing, ceased or altered.

5.2 Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into **AILA's** Conflict of Interest Register (appendix B to this policy) and be lodged & appropriately circulated with the minutes of the meeting.

The Chair (or delegated secretariat) for each committee must hold the Conflict of Interest Register for that relevant committee, and make it available to the AILA Board or AILA National Office if called upon.

For all AILA Board meetings, the Conflict of Interest Register must be maintained by the AILA **Company Secretary** and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

Confidentiality of disclosures



All disclosures of a conflict of interest arising from a delegated committee will be provided to the AILA office responsible for that meeting as they occur and no later than 14 days after the conflict has been registered at a delegated committee meeting.

All disclosures of a Conflict of Interest arising from a Board member will be restricted to the Board members and CEO (or delegated staff member from National Office).

6. Action required for management of conflicts of interest

6.1 Conflicts of interest of Board and delegated committee members

Once the conflict of interest has been appropriately disclosed, the Board or delegated committee member (excluding member disclosing and any other conflicted member) must decide whether or not those conflicted Board or delegated committee members should:

- vote on the matter (this is a minimum)
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Board or delegated committee member from regularly participating in discussions, it may be worth the Board and delegated committee members considering whether it is appropriate for the person conflicted to resign from the Board or committee position.

6.2 What should be considered when deciding what action to take?

In deciding what approach to take, the Board or delegated committee will consider:

- whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- alternative options to avoid the conflict
- AILA's objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of AILA.

The approval of any action requires the agreement of at least a majority of the Board or delegated committee members (excluding any conflicted member/s) who are present and voting at the meeting. It is the responsibility of the Chair of each meeting to ensure this decision is recorded and adhered to. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

7. Compliance with this policy

If the Board has a reason to believe that a person subject to the policy has failed to comply with the policy, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the Board may take action against them as in accordance with AILA's Constitution (2016) and AILA's Code of Conduct.



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If a person suspects that a Board or delegated committee member has failed to disclose a conflict of interest, they must report the matter to the Chair as soon as possible so, if needed, the AILA Board can make a determination as soon as possible as to whether a breach occurred.

Contacts

For questions about this policy, contact the **AILA Company Secretary** through the National Office.

APPENDIX A: AILA CONFLICT OF INTEREST FLOW CHART

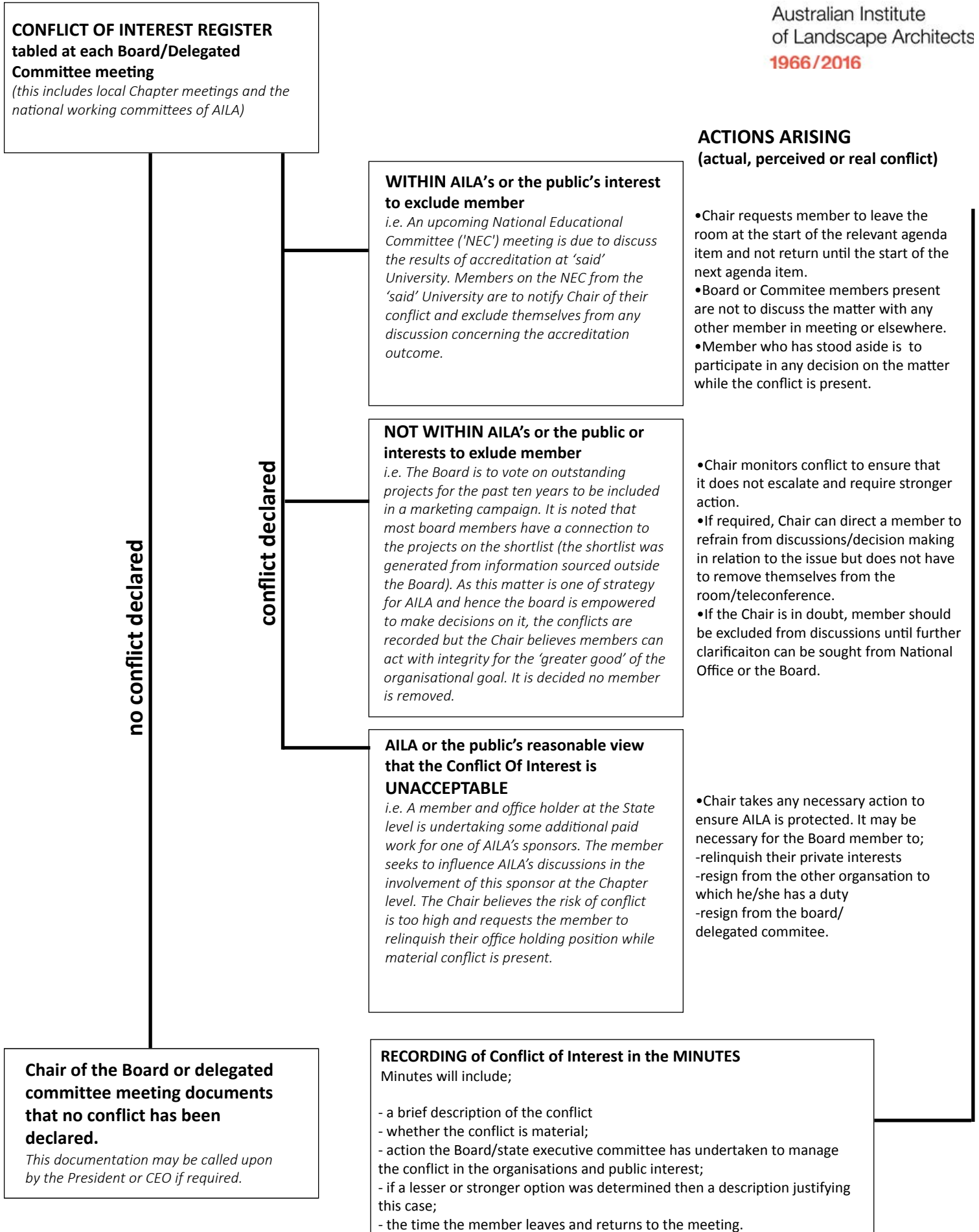
APPENDIX B: AILA CONFLICT OF INTEREST REGISTER



APPENDIX A: AILA CONFLICT OF INTEREST FLOW CHART



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APPENDIX B: AILA CONFLICT OF INTEREST REGISTER (CIRCLE HERE: AILA BOARD | AILA DELEGATED COMMITTEE NAME _____)

At the start of each Board or delegated committee meeting the Chair will ask if any Board or delegated committee member present has an **interest** (i.e. a private interest or a duty to another organisation) in respect to any matter on the agenda. If a Board or delegated committee member has an interest, he or she will **declare** it, including the nature of the interest and the conflict that results, or may result, from it.

A Board or delegated committee member is required to declare a conflict of interest **that relates to an item on the agenda** even if he or she has already declared it at a previous meeting.

If, during the meeting, a Board or delegated committee member becomes aware that he/she has an undeclared interest, he/she will declare it immediately.

MEETING TITLE AND DATE (TO BE UPDATED EACH NATIONAL COUNCIL AND STATE EXECUTIVE MEETING)

FULL NAME & POSITION <i>DIRECTOR OF BOARD/DELEGATED COMMITTEE MEMBER</i>	DESCRIPTION OF CONFLICT <i>The nature and extent of the interest and how the interest relates to the affairs of the company.</i>	IS INTEREST A PERSONAL MATERIAL INTEREST? <i>Does the matter have a 'capacity to influence the vote of a particular director or committee member on the decision to be made'?</i>	DATE CONFLICT LODGED	IS THE CONFLICT CURRENT?	ACTION TAKEN IN REGARDS TO CONFLICT