

AILA Conflict of Interest Policy & Register



Australian Institute of
Landscape Architects



Australian Institute
of Landscape Architects
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1. Introduction

The purpose of this policy is to help all staff, members volunteers and 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. Objectives

AILA aims to ensure that its 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 identified 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 in this policy as 'Board members') 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 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 includes that that are actual, potential or perceived and that are financial or non-financial.

A conflict of interest situation presents the risk that a person will make a decision based on, or affected by,

these influences, rather than in the best interests of the AILA, 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 AILA 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, in accordance with the detailed requirements set out in this policy:

- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest (actual, potential or perceived)
- document and record any conflicts of interest so they can be retrieved if required
- carefully manage any conflicts of interest as set out in this policy, and
- comply with this policy and respond to any alleged 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 complying with it in respect of their individual conflicts of interest, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively. The Board must ensure that they:
 - act with reasonable care and diligence
 - act honestly and fairly in the best interests of the AILA



- not misuse their position or information they gain as a responsible person
- disclose conflicts of interest in accordance with the system established for this
- manage conflicts of interest and advise if a conflict of interest is ongoing, ceased or altered.

The delegated committee and volunteer members must ensure that they:

- act with reasonable care and diligence
- act honestly and fairly in the best interests of the AILA
- not misuse their position or information they gain as a responsible person
- disclose conflicts of interest in accordance with the s

5.2 Responsibility of the Board

Once an actual, potential or perceived conflict of interest is identified, it must be entered into AILA's relevant Conflict of Interest Registers (appendix B to this policy) and be appropriately circulated where minutes of the meeting are prepared.

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 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).

5.3 Confidentiality of disclosures

All disclosures of a conflict of interest arising from a delegated committee will be noted by the Chair at the start of the meeting and recorded in the register by the AILA secretariat immediately after the meeting or within 14 days from disclosure.

All disclosures of a conflict of interest arising for a Board member will be restricted to the Board members and CEO (or delegated staff member from AILA).

6. Action required for management of conflicts of interest

6.1 Conflicts of interest of Board and delegated committee members

Once a conflict of interest has been appropriately disclosed, the Board or delegated committee members (excluding member disclosing and any other conflicted member) must decide on the involvement of the conflicted person whether they can:

- 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 member's capacity to impartially participate in decision-making
- alternative options to avoid the conflict of interest
- 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 approach 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 the 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.

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 of the Board as soon as possible so that, if needed, the AILA Board can make a determination as soon as possible as to whether a breach occurred.

8. Policy Revision

As needed or every three years by the CEO in conjunction with the Finance Risk and Audit Committee.



APPENDIX A | AILA CONFLICT OF INTEREST FLOW CHART

CONFLICT OF INTEREST REGISTER tabled at each Board/Delegated

Committee meeting

(this includes Chapter committees and Chapter executives as well as working groups)

No conflict declared

Conflict declared

WITHIN AILA or other public interest to exclude the member

i.e. An upcoming Education Committee (EC) meeting is due to discuss the results of accreditation of a specific University. Members of the EC from that University are to notify the Chair of their conflict and exclude themselves from any discussion concerning the accreditation outcome.

NOT WITHIN AILA's or the public or interests to exclude member

i.e. The Board is to vote on outstanding projects for the past ten years to be included in a marketing campaign. It is noted that most Board members have a connection to the projects on the shortlist (the shortlist was generated from information sourced outside the Board). As this matter is one of strategy for AILA and hence the board is empowered to make decisions on it, the conflicts are recorded but the Chair believes members can act with integrity for the 'greater good' of the organisational goal. It is decided no member is removed.

AILA or the public's reasonable view that the Conflict Of Interest is UNACCEPTABLE

i.e. A member and office holder at Chapter level is undertaking some additional paid work for one of AILA's sponsors. The member seeks to influence AILA's discussions in the involvement of this sponsor at the Chapter level. The Chair believes the risk of conflict is too high and requests the member to relinquish their office holding position while material conflict is present.

ACTIONS ARISING

(actual, perceived or real conflict)

- Chair requests member to leave the room at the start of the relevant agenda item and not return until the start of the next agenda item.
- Board or Committee members present are not to discuss the matter with any other member in meeting or elsewhere.
- Member who has stood aside is to participate in any decision on the matter while the conflict is present.

- Chair monitors conflict to ensure that it does not escalate and require stronger action.
- If required, Chair can direct a member to refrain from discussions/decision making in relation to the issue but does not have to remove themselves from the room phone call or videoconference.
- If the Chair is in doubt, member should be excluded from discussions until further clarification can be sought from AILA or the Board.

- Chair takes any necessary action to ensure AILA is protected. It may be necessary for the Board member to;
 - relinquish their private interests
 - resign from the other organisation to which he/she has a duty
 - resign from the Board/ Committee.

Chair of the Board or delegated committee meeting documents that no conflict has been declared

This documentation may be called upon by the President or CEO if required.

RECORDING of Conflict of Interest in the MINUTES

Minutes will include;

- a brief description of the conflict
- whether the conflict is material;
- action the Board/state executive committee has undertaken to manage the conflict in the organisations and public interest;
- if a lesser or stronger option was determined then a description justifying this case;
- the time the member leaves and returns to the meeting.

