



# Conflict of Interest Guidelines for Members of the Board

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## Introduction

These guidelines are provided as guidance for members of the Board in the accomplishment of their duties. Thus, each member of the Board must ensure that he or she acts in the best interest of the Institute at all times and refrains from participating in the deliberations of the Board on issues with respect to which he or she may be in a conflict of interest. These guidelines are designed to assist members of the Board in determining whether or not they are in such a situation.

These guidelines are also provided as guidance for members of the Board in the event that they participate in the disciplinary process at the appeal level or regarding publication of discipline cases. The overarching objective of the Institute is to ensure not only that the discipline process is fair and impartial, but that it is visibly so. This imposes a duty on members of the Board to ensure that they are independent and free of any bias in the matter under consideration. In doing so, the perspective of the Respondent and of interested third parties must also be considered.

No set of guidelines can anticipate all possible circumstances that may arise, but they have been drafted in the hope that they will assist members of the Board in most instances in making a decision as to whether a situation involving a conflict of interest exists or may be perceived to exist. The guidelines can be expected to change over time as the Institute evolves. Therefore, each member of the Board is encouraged to communicate with the President of the Institute or with the Institute's legal counsel in case of doubt or if a situation arises that is not covered by the guidelines, but which perhaps ought to be.

Ultimately, the responsibility belongs to each member of the Board to ensure that the deliberations of the Board regarding general matters and regarding the disciplinary process remain pristine and above reproach.

## General matters

### **Pecuniary interest**

*Guideline No. 1:* No person should participate in the deliberations of the Board if the matter under consideration involves a contract, an appointment or any other commercial or profitable transaction in which that person, his or her firm or partnership, or any member of his or her immediate family has a material interest. A person who knows of any reason that would give rise to a reasonable belief that a member of the Board might be in such a situation must disclose such knowledge immediately to the Board.

### **Professional interest**

*Guideline No. 2:* No person should participate in the deliberations of the Board regarding matters which may affect the practice of that person or that of his or her firm or partnership, or the interests of one of his or her clients, in a manner that is personal and specific to that person, his or her firm or partnership or one of his or her clients and that is distinct from the manner in which that matter will affect the practice of all or of a group of Members or Associates and their firms or partnerships or the interests of all or of a group of members of the general public. A person who knows of any reason that would give rise to a reasonable belief that a member of the Board might be in such a

situation must disclose such knowledge immediately to the Board.

### **Disciplinary action against a member of the Board**

*Guideline No. 3:* No person should participate in Board activities if that person is currently charged with an Offence pursuant to Bylaws 5.2.2.1.iv or 5.2.2.1.vi. Such person may, however, participate if and when the said charge is dismissed by a Disciplinary Tribunal and no notice of appeal has been filed within the specified delays for the filing of a notice of appeal, or the charge is dismissed by an Appeal Tribunal. (see Bylaws 6.2.5, 6.2.6, and 6.3.9)

*Guideline No. 4:* No person shall be a member of the Board if that person has, within the last five years, admitted guilt and accepted a negotiated settlement agreement pursuant to Bylaw 5.2.2.1.vi, or has been found guilty of an Offence by a Disciplinary Tribunal and no notice of appeal has been filed within the specified delays for the filing of a notice of appeal, or that person has been found guilty of an Offence by an Appeal Tribunal. (see Bylaws 6.2.5, 6.2.6, and 6.3.6)

## **Disciplinary matters**

### **General**

*Guideline No. 5:* No person should participate in the deliberations of the Board in any disciplinary matter where there are circumstances that would give rise to a reasonable belief that such person might be in a situation of conflict of interest or that would give rise to a reasonable belief that such person might be biased in any way, either in favour of or against the Member or Associate against whom an allegation of professional misconduct has been made. A person who knows of any reason that would give rise to a reasonable belief that such person might be in a situation of conflict of interest or might be biased in any way, either in favour of or against the Member or Associate, should disclose such knowledge immediately to the Board.

### **Personal Interest**

*Guideline No. 6:* No person should participate in the deliberations of the Board with respect to a disciplinary matter if that person or any member of his or her immediate family is related to the Member or Associate against whom an allegation of professional misconduct has been made.

*Guideline No. 7:* No person should participate in the deliberations of the Board with respect to a disciplinary matter if that person or any member of his or her immediate family is related to the attorney or counsel of the Member or Associate against whom an allegation of professional misconduct has been made or to any member of the firm of that attorney or counsel.

*Guideline No. 8:* No person should participate in the deliberations of the Board with respect to a disciplinary matter if that person, his or her firm, or any member of his or her immediate family is a party to any action, proceedings or other sort of litigation involving a question similar to the one under consideration.

### **Professional interest**

*Guideline No. 9:* No person should participate in the deliberations of the Board with respect to a disciplinary matter if that person or any member of his or her immediate family is, or has been within the last two years, a member of, or associated with, a firm or partnership to which the Member or Associate against whom an allegation of professional misconduct has been made belongs, or which was involved in the circumstances out of which the allegation arose.

### **Pecuniary interest**

*Guideline No. 10:* No person should participate in the deliberations of the Board with respect to a disciplinary matter if that person or any member of his or her immediate family is, or has been within the last two years, engaged in any sort of commercial or profitable relationship with the Member or Associate against whom an allegation of professional misconduct has been made.

**Confidentiality**

*Guideline No. 11:* No member of the Board, including a member who did not participate in the deliberations of the Board with respect to a Member or Associate in conformity with any of the other guidelines, shall disclose the deliberations of the Board or any information obtained in connection with such a meeting, unless requested by a third party and authorized expressly by the Board or required to do so by law or by order of a Disciplinary Tribunal or an Appeal Tribunal.

**Advising Respondents**

*Guideline No. 12:* No person should participate in the deliberations of the Board with respect to a disciplinary matter if that person has advised or counselled the Member or Associate against whom an allegation of misconduct has been made in relation to any matter or issue relevant to the allegation of professional misconduct that has been made against this Member or Associate.