

BSA/AIA Board Member Guidelines

This guide provides information for Board Members on their roles, expectations and responsibilities. Within this section, we discuss the code of conduct, individual responsibilities, director's code, conflict of interest, anti-trust, attendance, and confidentiality.

BSA/AIA AND THE BSA

The Boston Society for Architecture (BSA) is a partnership between the Boston Society of Architects (BSA/AIA) and the BSA Foundation, a community-based nonprofit. The second largest chapter of the American Institute of Architects, the BSA's membership comprises world-renowned architects, designers, engineers, builders, and other industry professionals. The Foundation works to positively impact Greater Boston by creating and sharing design solutions with equity and climate at the forefront of every decision. The BSA advocates for design that allows communities to thrive and fosters engagement that manifests in civic transformation. We believe that architecture is for everyone.

BSA BOARD CODE OF CONDUCT

The Board of Directors of the Boston Society of Architects/AIA (BSA/AIA) believe that effective governance depends on deliberate, thoughtful, and unbiased decision-making. We also recognize that the ability to make good decisions for the BSA is affected by an individual's personal and professional interests. It is through supporting each other, the BSA's mission, vision and values, that we can fulfill our goals of building a vibrant architectural society that is environmentally healthy, equitable and just for everyone.

The BSA is dependent upon its Directors who serve as volunteers. As Board Members, your focus is on matters of organizational strategy and policy, major initiatives and transactions, investments of BSA funds advancing our mission and vision, and the positions of the organization. Accordingly, the BSA values, supports and encourages our Directors and employees to play active roles in our communities directly through public sector and private sector organizations. In the BSA culture, it is natural that potential conflicts may arise and we address these in as open, transparent respectful and appropriate manner as possible. This document is intended to help guide us through understanding expectations and how we can navigate potential challenges.

EXERCISING GOOD JUDGEMENT

In legal terms, this is known as "the duty of care." It means we ask you to exercise good judgement and responsibility "that an ordinarily prudent person would exercise in a like position and under similar circumstances." As Board Members, we ask you act wisely and deliberately in making decisions as a steward of the organization.

EXERCISING THE BEST INTEREST OF THE BSA/AIA

In legal terms, this is known as "the duty of loyalty." It asks that you are faithful and give undivided allegiance when making decisions affecting the organization. In essence, we ask *when you are acting as a BSA Board Member* that your allegiance and loyalty are completely to the BSA and no other group. This means that Board Members can never use information obtained as a Member for personal gain, and must act in the best interests of the organization.

EXERCISING PUBLIC TRUST

In legal terms, this is known as “the duty of obedience.” It asks that you are faithful to the BSA mission, vision, and legal responsibilities. While the first two focus entirely within the BSA, this rule asks you to act in ways consistent with the BSA values inside and outside the organization. The basis for this rule lies in the public’s trust that the organization will manage operations and funds to advance the BSA mission. This duty also asks Board Members obey the law and the organization’s internal rules and regulations.

WHAT ARE THE RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS?

Board Members are asked to fulfill many duties in addition to the three duties identified above. Some of the most important responsibilities are:

- Attend all board and committee meetings and as many functions as possible. We understand that conflicts may arise and ask you to make every effort to attend.
- Be informed about the organization’s mission, services, policies, and programs.
- Prepare for board and committee meetings by reviewing the meeting agenda and supporting materials in advance.
- Serve on committees/task forces/work groups and offer to take on special assignments when your capacity allows.
- Consider making a personal financial contribution to the organization (either as a Member, donation or both)
- Inform others about the BSA and advocate for the organization.
- Suggest possible nominees to the Board who can make significant contributions to the work of the board and the BSA.
- Keep up-to-date on developments in the BSA’s fields.
- Follow the conflict-of-interest, confidentiality and other BSA/AIA policies.
- Assist the Board in carrying out our fiduciary responsibilities, including reviewing the BSA’s financial statements.
- Board Members can contribute in many different ways and we encourage you to volunteer your interest and expertise whenever it is appropriate and possible.

BSA/AIA BOARD OF DIRECTORS CODE

We, as professionals and BSA/AIA Board Members and staff, dedicate ourselves to carrying out the mission, vision and goals of the organization. We will:

1. Recognize that the chief function of BSA is to serve the best interests of our constituencies.
2. Accept as a personal duty the responsibility to keep up-to-date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
3. Respect the structure and responsibilities of the board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board.
4. Keep the BSA and related community informed about issues affecting it.
5. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, respect and compassion.

6. Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.
7. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
8. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
9. Avoid any interest or activity that is in conflict with the conduct of our official duties.
10. Respect and protect privileged information to which we have access in the course of our official duties.
11. Strive for personal and professional excellence and encourage the professional developments of others.

CONFLICT OF INTEREST

As noted above, as a nonprofit association, we uphold the public trust and meet all legal requirements, which extends to responsibilities of our employees and Board Members. We also recognize that in our culture that encourages community participation and engagement, the potential for conflicts of interest, or the appearance of such conflicts, will occasionally arise. It is our policy to address any potential conflicts openly, transparently and appropriately. This usually begins with individual Directors and staff identifying any potential conflicts of interest that may exist. For example, a conflict may exist when a director or employee participates in the deliberation or resolution of an issue important to the BSA while they hold a professional, business, volunteer or other interest that could bias that individual's decision-making. It is important to avoid actual as well as apparent conflicts of interest. It is important that individuals make the appropriate individuals aware that a conflict may exist and should be assessed.

Circumstances that may result in a potential conflict of interest include, but are not limited to:

- Hiring vendors and consultants
- The investment of BSA funds
- Acceptance of fees, gifts, or gratuities for speaking, consulting or providing other services related to the work of the BSA
- Conflicts with the BSA's mission, vision, values and operations
- Personal or employer gain from BSA programs, activities, exhibitions or publications.

It is the responsibility of the Director or employee (staff procedures are in the staff handbook) to disclose the conflict prior to engaging in any discussion related to decision making. If a Director discloses a potential conflict:

- They may personally recuse themselves from the discussion and any voting;
- Ask the BSA President to determine whether a conflict exists. If the President determines there is a conflict, the Director will be asked to recuse themselves, leaving the subsequent discussion and vote;
- If a Board Member questions the President's decision, the decision is reviewed and voted upon by the Board. The decision of the Board is final.

- The Minutes of the meeting should clearly reflect that the director involved did not participate nor vote on the issue at hand.

FIDUCIARY AND ANTI-TRUST RESPONSIBILITY

As noted in our responsibility to uphold the public trust, we are committed to full compliance with all local, state and federal laws and regulations, and maintaining the highest ethical standards in the ways we conduct our operations and business. Our commitment includes compliance with anti-trust laws, which aim to protect free competitive economy. Specifically we do not discuss without legal counsel:

- Prices for products or services including prices charged by competitors;
- Costs, discounts, terms of sale, profit margins or anything that might affect prices;
- Allocating markets, customers, territories or products among competitors;
- Limiting production;
- Whether or not to deal with another business;
- Any competitively sensitive information concerning competitors.

Questions regarding anti-trust laws or issues may be directed to the AIA General Counsel's Office.

ATTENDANCE AND PARTICIPATION

One of the most important things you can do as a Board Member is to attend and participate at the meetings. Attending and participating in the meetings helps us legally transact business by achieving a quorum, but more importantly makes sure your voice can be heard. Your participation ensures that the BSA is making informed and well-considered decisions. While participation in person is always preferred (when appropriate), you can join meetings by video or telephone.

- Board Members are asked to attend at least 75% of regularly scheduled meetings. The annual meeting calendar will be shared in January. Please do everything possible to hold these times and avoid scheduling other conflicting meetings.
- Board Members occasionally miss meetings due to circumstances beyond your control. Please notify the Executive Director and President/Chair if you cannot attend. This helps staff and Board leadership prepare for the meeting, particularly in reaching a quorum.
- Board attendance is noted in all Board minutes. Members of the Executive Committee or their designee may consult with individual Members who are repeatedly absent.
- In the event that a Board Member finds they can no longer consistently participate in Board meetings, they should consult with the President/Chair and Executive Director on appropriate actions.
- Participation during meetings is also critical. Please come to meetings prepared and familiar with the agenda and materials. The organization benefits from your knowledge and insight.
- Board Members may also be asked to participate on committees and task forces. Like work with the Board, it is important to attend these meetings and actively participate.

CONFIDENTIALITY AND TRANSPARENCY

One of the challenges to being a good Board Member is finding the right balance between transparency and confidentiality. As a nonprofit organization, we are required to disclose certain information such as our IRS Form 990. However, there are also requirements that we keep certain information, such as our

members' and donors' personal information, legally confidential. This contradiction between transparency and confidentiality can be challenging, but it's important to know that does not contradict our responsibility to remain publicly accountable for our actions. Below, we have tried to provide some guidelines for what is confidential and what may be shared.

BSA employees and Board Members must exercise good judgement and care at all times to avoid unauthorized or improper disclosures of confidential information. This means that we:

- Ensure that all information that is confidential or privileged, or that is not publicly available, is not disclosed inappropriately.
- Ensure that all nonpublic information about persons or firms on behalf of the BSA is treated as confidential and not disclosed. Member and donor information is kept strictly confidential. Only authorized personnel directly responsible for services to members and donors shall have access to or discuss this information.

With regards to the Board:

- Any vote of the Board including the numbers of affirmative/negative votes or individual votes of Board Members, shall be kept confidential.
- All Board deliberations are confidential. Board, committee and staff are not to disclose to anyone's statements, positions or votes by any Board or committee member on actions taken by the Board.
- The Meeting Minutes will convey if a motion/position was approved or rejected, but no other information will be provided.
- The President or her/his designee will authorize how information is conveyed after the decision of the Board.
- Executive Sessions: The Minutes of the Board shall indicate when the Board goes into executive session, but will not reflect the topics or discussion that occurs. If/when the Board takes an action in executive session, the Secretary or President/Chair is responsible for documenting those actions.

TASK FORCES/COMMITTEES

The Board relates to several standing committees who are responsible for helping the BSA operate efficiently and effectively. The primary committees include:

- Executive Committee – reports to the Board and meets regularly between Board meetings to advise the President and Executive Director on on-going business. The BSA/AIA and BSA Foundation Executive Committees regularly meet together to coordinate communication.
- Governance (appointed) - reports to the Board and advises on the Bylaws and policies, manages/coordinates the Board and Executive Director assessments, and serves in collaboration with the Foundation as the compensation committee.
- Finance (appointed) - reports to the Board in reviewing financials, budgets, investments and all financial policies and procedures.
- Nominating (elected) – reports to the Board and identifies candidates for the Board and elected committees

- Honors & Awards (elected) – reports to the Board identifying nominees for national awards and select BSA honors.
- Membership (elected and appointed) – reports to the Board identifying means to best serve BSA members. Select Board Members participate and also coordinate/oversee the Knowledge Communities.
- Ethics (elected) – responsible for the three primary functions which are generally independent of the Board – educating members about ethics; facilitating ethics disputes between parties; and making recommendations to the Board regarding proposals to the AIA Code of Ethics.
- Audit Committee (appointed) – reports to the Board on the financial condition of the BSA/AIA.

Periodically the Board appoints a task force to study a specific issue of importance to the organization. Task force membership is appointed by the President, with recommendations from the Board and staff, and should include:

- A narrow, well-defined scope
- A specific begin and end date
- Mix of Board Members, staff, other experts, and, where appropriate, Members of the BSA Foundation Board.

RELATIONSHIPS

The BSA/AIA Board has important relationships with many organizations, but three are most critical:

1. AIA – Based in Washington DC, the national organization is the parent and ties all components together. The AIA is a three-tiered organization with national, state and local components.
2. AIA Massachusetts – Oversees our state lobbying and advocacy. The BSA/AIA has three representatives to the state organization.
3. BSA Foundation – is the public arm of the organization and together the BSA/AIA and BSA Foundation are the BSA. Increasingly Board meetings are coordinated between the chapter (BSA/AIA) and BSA Foundation Boards in an effort to collaborate on strategic and financial oversight. While the Boards are asked to operate in their individual best interest, it is generally true that we are most successful when we operate as one organization.

INFRACTIONS

We ask that any infraction of this Code of Conduct by a Board Member be reported to any Member of the Executive Committee, who shall bring the infraction to the full Executive Committee for review. The Executive Committee may recommend appropriate steps to be considered by the full Board for action.

ACKNOWLEDGEMENT

We ask that Board Members acknowledge their reading and understanding of their responsibility by signing the document and returning a copy to the BSA Executive Director.

Signature _____

Date _____

Name (print) _____

BSA Foundation Board Member Guidelines

This guide provides information for Board Members on their roles, expectations and responsibilities. Within this section, we discuss the code of conduct, individual responsibilities, Trustee’s code, conflict of interest, anti-trust, attendance, and confidentiality.

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BSA FOUNDATION BOARD CODE OF CONDUCT

The Board of Trustees of the BSA Foundation (Foundation) believe that effective governance depends on deliberate, thoughtful, and unbiased decision-making. We also recognize that the ability to make good decisions for the BSA is affected by an individual’s personal and professional interests. It is through supporting each other, the BSA’s mission, vision and values, that we can fulfill our goals of building a vibrant architectural society that is environmentally healthy, equitable and just for everyone.

The BSA is dependent upon its Trustees who serve as volunteers. As Board Members your focus is on matters of organizational strategy and policy, major initiatives and transactions, investments of Foundation funds advancing our mission and vision, and the positions of the organization. Accordingly, the BSA values, supports and encourages our Trustees and employees to play active roles in our communities directly through public sector and private sector organizations. In the BSA culture, it’s natural that potential conflicts may arise and we address these in as open, transparent respectful and appropriate manner as possible. This document is intended to help guide us through understanding expectations and how we can navigate potential challenges.

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other group. This means that board Members can never use information obtained as a Member for personal gain, and must act in the best interests of the organization.

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In legal terms, this is known as “the duty of obedience.” It asks that you are faithful to the BSA mission, vision, and legal responsibilities. While the first two focus entirely within the BSA, this rule asks you to act in ways consistent with the BSA values inside and outside the organization. The basis for this rule lies in the public’s trust that the organization will manage operations and funds to advance the BSA mission. This duty also asks Board Members obey the law and the organization’s internal rules and regulations.

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- Consider making a personal financial contribution to the organization (either as a member, donation or both)
- Inform others about the BSA and advocate for the organization.
- Suggest possible nominees to the Board who can make significant contributions to the work of the board and the BSA.
- Keep up-to-date on developments in the BSA’s fields.
- Follow the conflict-of-interest, confidentiality and other BSA policies.
- Assist the Board in carrying out our fiduciary responsibilities, including reviewing the BSA’s financial statements.
- Board Members can contribute in many different ways and we encourage you to volunteer your interest and expertise whenever it is appropriate and possible.

BSA FOUNDATION BOARD OF TRUSTEES CODE

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2. Accept as a personal duty the responsibility to keep up-to-date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.

3. Respect the structure and responsibilities of the board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board.
4. Keep the BSA and related community informed about issues affecting it.
5. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, respect and compassion.
6. Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.
7. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
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Circumstances that may result in a potential conflict of interest include, but are not limited to:

- Hiring vendors and consultants
- The investment of BSA funds
- Acceptance of fees, gifts, or gratuities for speaking, consulting or providing other services related to the work of the BSA
- Conflicts with the BSA's mission, vision, values and operations
- Personal or employer gain from BSA programs, activities, exhibitions or publications.

It is the responsibility of the Trustee or employee (staff procedures are in the staff handbook) to disclose the conflict prior to engaging in any discussion related to decision making. If a Trustee discloses a potential conflict:

- They may personally recuse themselves from the discussion and any voting;
- Ask the Foundation Chair to determine whether a conflict exists. If the Chair determines there is a conflict, the Trustee will be asked to recuse themselves, leaving the subsequent discussion and vote;
- If a Board Member questions the Chair's decision, the decision is reviewed and voted upon by the Board. The decision of the Board is final.
- The Minutes of the meeting should clearly reflect that the Trustee involved did not participate nor vote on the issue at hand.

FIDUCIARY AND ANTI-TRUST RESPONSIBILITY

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- Prices for products or services including prices charged by competitors;
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- Limiting production;
- Whether or not to deal with another business;
- Any competitively sensitive information concerning competitors.

Questions regarding anti-trust laws or issues may be directed to the AIA General Counsel's Office.

ATTENDANCE AND PARTICIPATION

One of the most important things you can do as a Board Member is to attend and participate at the meetings. Attending and participating in the meetings helps us legally transact business by achieving a quorum, but more importantly makes sure your voice can be heard. Your participation ensures that the BSA is making informed and well-considered decisions. While participation in person is always preferred (when appropriate), you can join meetings by video or telephone.

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CONFIDENTIALITY AND TRANSPARENCY

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- Ensure that all information that is confidential or privileged, or that is not publicly available, is not disclosed inappropriately.
- Ensure that all nonpublic information about persons or firms on behalf of the BSA is treated as confidential and not disclosed. Member and donor information is kept strictly confidential. Only authorized personnel directly responsible for services to members and donors shall have access to or discuss this information.

With regards to the Board:

- Any vote of the Board including the numbers of affirmative/negative votes or individual votes of board Members, shall be kept confidential.
- All board deliberations are confidential. Board, committee and staff are not to disclose anyone's statements, positions or votes by any Board or committee member on actions taken by the Board.
- The Meeting Minutes will convey if a motion/position was approved or rejected, but no other information will be provided.
- The Chair or her/his designee will authorize how information is conveyed after the decision of the Board.
- Executive Sessions: The Minutes of the Board shall indicate when the Board goes into executive session, but will not reflect the topics or discussion that occurs. If/when the Board takes an action in executive session, the Secretary or President/Chair is responsible for documenting those actions.

TASK FORCES/COMMITTEES

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- Governance – reports to the Board and identifies candidates for the Board, advises on the Bylaws and policies, manages/coordinates the Board and Executive Director assessments, and serves in collaboration with the BSA/AIA as the compensation committee.
- Finance Committee – reports to the Board in reviewing financials, budgets, investments and all financial policies and procedures.
- Institutional Advancement – reports to the Board supporting the BSA’s fundraising efforts including identifying, soliciting and cultivating prospective donors.
- Audit Committee – reports to the Board on the financial condition of the BSA Foundation.

Periodically the Board appoints a task force to study a specific issue of importance to the organization. Task force membership is appointed by the Chair, with recommendations from the Board and staff, and should include:

- A narrow, well-defined scope
- A specific begin and end date
- Mix of Board members, staff, other experts, and, where appropriate, members of the BSA/AIA Board.

RELATIONSHIPS

The BSA Foundation Board has important relationships with many organizations, with the most important being:

1. BSA/AIA– is the professional arm of the organization and together, the BSA/AIA and BSA Foundation are the BSA. Increasingly Board meetings are coordinated between the chapter (BSA/AIA) and BSA Foundation Boards in an effort to collaborate on strategic and financial oversight. While the Boards are asked to operate in their individual best interest, it is generally true that we are most successful when we operate as one organization.

INFRACTIONS

We ask that any infraction of this Code of Conduct by a Board Member be reported to any Member of the Executive Committee, who shall bring the infraction to the full Executive Committee for review. The Executive Committee may recommend appropriate steps to be considered by the full Board for action.

ACKNOWLEDGEMENT

We ask that Board Members acknowledge their reading and understanding of their responsibility by signing the document and returning a copy to the BSA Executive Director.

Signature _____

Date _____

Name (print) _____

Purpose of a Board

The organization relies on the board of directors to GOVERN and the professional staff to MANAGE. The authority for the board is derived from the Articles of Incorporation (state law) and Bylaws. A board generally fills four primary functions:

GOVERNANCE – Through the authority granted in the articles of incorporation and bylaws, the board is responsible for governing the organization. Governance is a broad oversight and is not considered a function of management or administration (staff roles).

- **Select, Support, and Assess Performance of the Chief Executive**
Boards must reach consensus on the chief executive’s job description and find the most qualified individual position. The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization. The chief executive, in partnership with the entire board, should decide upon a periodic evaluation of the chief executive’s performance. The board also selects the board attorney and CPA.
- **Ensure Legal and Ethical Integrity and Maintain Accountability**
The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. Solid personnel policies, grievance procedures, and a clear delegation to chief executive of hiring and managing employees will help ensure proper decorum of this area. The board must establish pertinent policies, and adhere to the provisions of the organization’s bylaws and articles of incorporation.
- **Orient New Board Members and Assess Board Performance**
All boards have a responsibility to articulate and make known their needs in terms of member experience, skills, and many other considerations that define a “balanced” board composition. Boards must also orient new board members to their responsibilities and the organization’s history, needs, and challenges. By evaluating its performance in fulfilling its responsibilities, the board can recognize its achievement and reach consensus on which areas need to be improved.

VISIONARY – The board sets the course for the organization well into the future. Though a board member may be restricted by term limitations in the sense of number of years or number of terms, there is a need to think beyond one’s term in order to guide the organization and the community it represents. Evidence of being visionary is a reliance on the strategic plan, including a clear mission and vision.

- **Determine and Articulate the Mission and Purposes**
A statement of mission and purposes should articulate the organization’s goals, means, and primary constituents served. It is the board of directors’ responsibility to create the mission statement and review it periodically for accuracy and validity. Each individual board member should fully understand and support it.

- **Ensure Effective Organizational Planning**
As stewards of an organization, boards must actively participate with the staff in an overall planning process and assist in implementing the plan's goals.
- **Determine, Monitor and Strengthen Programs and Services**
The board's role in this area is to determine which programs are the most consistent with an organization's mission, and to monitor their effectiveness.
- **Enhance the Organization's Public Image**
An organization's primary link to the community, including constituents, the public, and the media, is the board. Clearly articulating the organization's mission, accomplishments, and goals to the public, as well as gathering support from important members of the community, are important elements of a comprehensive public relations strategy.

POLICY AND POSITION DEVELOPMENT – The board reviews and develops policies and positions that will guide the organization and its stakeholders.

- **Policies** are adopted for the recurring and critical issues that arise, in the form of a motion, to guide future boards and staff.
- **Positions** tend to relate to governmental platforms.

FIDUCIARY – The fiduciary duty is a relationship of confidence or trust between two or more parties. The board has responsibility to protect the organization and its resources.

- **Ensure Adequate Resources**
One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The board should work in partnership with the chief executive and development staff, if any, to raise funds from the community.
- **Ensure Effective Resource Management**
The board, in order to remain accountable to its donors, the public, and to safeguard its tax exempt status, must assist in developing the annual budget and ensuring the proper financial controls are in place.

Adapted from *Ten Basic Responsibilities from Nonprofit Boards*. Washington, DC: BoardSource, Formerly the National Center for Nonprofit Boards

Understanding Board/Staff Roles: A Division of Responsibilities

Board Responsibilities:

- Determine mission and purpose
- Select chief executive
- Protect assets and provide financial oversight
- Ensure adequate financial resources
- Ensure legal and ethical integrity
- Ensure effective planning
- Build a competent board
- Enhance the organization's public standing
- Monitor and strengthen programs and services
- Support and evaluate the chief executive

Executive Director Responsibilities:

- Commit to the mission
- Lead staff and manage the organization
- Exercise responsible financial stewardship
- Lead and manage fundraising
- Follow the highest ethical standards, ensure accountability, comply with the law
- Engage the board in planning and lead implementation
- Develop future leadership
- Build external relationships and serve as an advocate
- Ensure the quality and effectiveness of programs and membership
- Support the board

The Source: Twelve Principles of Governance That Power Exceptional Boards

Exceptional boards add significant value to their organizations, making a discernible difference in their advance on mission. Good governance requires the board to balance its role as an oversight body with its role as a force supporting the organization. The difference between *responsible* and *exceptional* boards lies in thoughtfulness and intentionality, action and engagement, knowledge and communication. The following twelve principles offer **chief executives** a description of an empowered board that is a strategic asset to be leveraged. They provide **board members** with a vision of what is possible and a way to add lasting value to the organization they lead.

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INDEPENDENT-MINDEDNESS⁵

Exceptional boards are independent-minded. They apply rigorous conflict-of-interest procedures, and their board members put the interests of the organization above all else when making decisions. They do not allow their votes to be unduly influenced by loyalty to the chief executive or by seniority, position, or reputation of fellow board members, staff, or donors.

CONSTRUCTIVE PARTNERSHIP

Exceptional boards govern in constructive partnership with the chief executive, recognizing that the effectiveness of the board and chief executive are interdependent. They build this partnership through trust, candor, respect, and honest communication.

MISSION DRIVEN²

Exceptional boards shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values. They treat questions of mission, vision, and core values not as exercises to be done once, but as statements of crucial importance to be drilled down and folded into deliberations.

STRATEGIC THINKING³

Exceptional boards allocate time to what matters most and continuously engage in strategic thinking to hone the organization's direction. They not only align agendas and goals with strategic priorities, but also use them for assessing the chief executive, driving meeting agendas, and shaping board recruitment.

CULTURE OF INQUIRY⁴

Exceptional boards institutionalize a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making. They seek more information, question assumptions, and challenge conclusions so that they may advocate for solutions based on analysis.

ETHOS OF TRANSPARENCY⁶

Exceptional boards promote an ethos of transparency by ensuring that donors, stakeholders, and interested members of the public have access to appropriate and accurate information regarding finances, operations, and results. They also extend transparency internally, ensuring that every board member has equal access to relevant materials when making decisions.

COMPLIANCE WITH INTEGRITY⁷

Exceptional boards promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight. They use these mechanisms, such as independent audits, to ensure accountability and sufficient controls; to deepen their understanding of the organization; and to reduce the risk of waste, fraud, and abuse.

SUSTAINING RESOURCES⁸

Exceptional boards link bold visions and ambitious plans to financial support, expertise, and networks of influence. Linking budgeting to strategic planning, they approve activities that can be realistically financed with existing or attainable resources, while ensuring that the organization has the infrastructure and internal capacity it needs.

RESULTS-ORIENTED⁹

Exceptional boards are results-oriented. They measure the organization's progress towards mission and evaluate the performance of major programs and services. They gauge efficiency,
Excerpted from The Source: Twelve Principles of Governance That Power Exceptional Boards. Washington, DC: BoardSource 2005. For more information or to order a copy of the complete book, please visit www.boardsource.org or call 800-883-6262.

effectiveness, and impact, while simultaneously assessing the quality of service delivery, integrating benchmarks against peers, and calculating return on investment.

INTENTIONAL BOARD PRACTICES¹⁰

Exceptional boards purposefully structure themselves to fulfill essential governance duties and to support organizational priorities. Making governance intentional, not incidental, exceptional boards invest in structures and practices that can be thoughtfully adapted to changing circumstances.

CONTINUOUS LEARNING¹¹

Exceptional boards embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value they add to the organization. They embed learning opportunities into routine governance work and in activities outside of the boardroom.

REVITALIZATION¹²

Exceptional boards energize themselves through planned turnover, thoughtful recruitment, and inclusiveness. They see the correlation between mission, strategy, and board composition, and they understand the importance of fresh perspectives and the risks of closed groups. They revitalize themselves through diversity of experience and through continuous recruitment.

BSA Insurance Coverage

BSA carries insurance through Poole Professional Ltd for:

1. Directors, Officers & Employment practices
2. Umbrella coverage
3. Business Owners policy (including fine arts for the gallery)

Boston Society of Architects Whistleblower Policy

The Boston Society of Architects (“BSA”) requires Directors, Officers, and employees to observe high standards of business and personal ethics in the conduct of their duties. As employees and representatives of the BSA, we must practice honesty and integrity in fulfilling our responsibilities and comply with applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all Directors, Officers, and employees to report violations or suspected violations of law, ethics, or BSA policy in accordance with this Whistleblower Policy.

No Retaliation

No Director, Officer, or employee who in good faith reports a violation shall suffer harassment or adverse employment consequences. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the BSA prior to seeking resolution outside the organization.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Reporting Procedure

The BSA has an open door policy and suggests that employees share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, the employee’s supervisor is in the best position to address an area of concern. However, if an individual is not comfortable speaking with their supervisor, or is not satisfied with the supervisor’s response, that individual is encouraged to speak with someone at another level of management including the Managing Director(s) and/or the Executive Director. Supervisors and managers are required to report suspected violations to the BSA’s Compliance Officer. For suspected fraud, or when dissatisfied or uncomfortable following the BSA’s open door policy, individuals should contact the BSA Compliance Officer directly.

Crimes against person or property, such as assault, burglary, etc., should immediately be reported to local law enforcement personnel.

Compliance Officer

The BSA’s Compliance Officer is responsible for supervising the investigation and resolution of all reported complaints and allegations concerning violations and, at his/her discretion, shall advise the Executive Director and/or the Board Officers. The BSA/AIA and the BSA Foundation Treasurers shall be the Compliance Officer. The name and contact information of the Treasurer will be posted through the shared electronic files.

Accounting and Auditing Matters

The BSA Treasurer shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing, and bring them to the attention of the BSA Executive Committee.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within ten business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Such reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

BSA Management Staff
Eric White, Executive Director
Billy Craig, Managing Director
Lesley D. Slavitt, Managing Director

Policy Approved by the Boston Society of Architects Board of Directors on April 25, 2013. Revised and re-voted _____, 2022

Changes in personnel will not require a re-vote of the Board.

Boston Society of Architects Document Retention Policy

The corporate records of the Boston Society of Architects (“BSA”) are important assets of the organization and an important record of the history of the BSA. Corporate records include all records produced in connection with the Corporation, whether paper or electronic.

Applicable laws and contracts may require the BSA to maintain certain types of corporate records, usually for a specified period of time. Failure to retain those records for those minimum periods could subject the BSA and involved individuals to penalties and fines, cause the loss of rights, obstruct justice, spoil necessary evidence in a lawsuit, or otherwise seriously disadvantage the BSA.

Records should not be kept if they are no longer needed for the operation of the organization or required by law. Unnecessary records should be eliminated from the files. However, this policy stresses the retention of certain documents, and leaves the decision of destruction primarily in the hands of management, unless specifically noted.

From time to time, the BSA may receive or have documents which are of cultural and/or historical significance and should be preserved regardless of their place in this policy.

The BSA expects all Directors, Officers, employees, and volunteers to comply fully with any published record-retention policies and schedules, provided that all persons should note the following important exception to any destruction policy, schedule, or practice:

If you believe, or the BSA informs you, that any records are relevant to litigation or potential litigation, or are potentially subject to a known or reasonably anticipated governmental audit, investigation or administrative or enforcement proceeding, then you must preserve those records without alteration until the BSA determines that the records are no longer needed.

This exception supersedes any other destruction policy or schedule for those records. If you believe that this exception may apply, or if you have any question regarding the possible applicability of this exception, please contact the Executive Director.

From time to time the BSA may establish document retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Categories of documents that bear special consideration are identified below. While minimum retention periods are suggested, the retention of all documents should be determined primarily by the application of the general guidelines affecting document retention identified above, as well as any other pertinent factors.

(a) Financial and Tax Records.

General ledgers once reconciled, audited financial statements, and all documents relating to the tax-exempt status of the BSA are to be retained *on a permanent basis*. The latter include the IRS Form 1023 or Form 1024 exemption application (including related correspondence), as well as the initial and subsequent IRS exemption determination letters and any IRS audit materials.

All other financial and tax records, including tax returns or information forms such as IRS Forms 990, 990-T or 990-PF or Massachusetts state Form PC, are to *be retained for at least seven years from the date of completion or filing* of the applicable tax document. Financial and

tax records include documents concerning payroll, expenses, proof of deductions, business costs, inventories, accounting procedures and reports, audit procedures and reports, and other documents concerning the BSA assets, revenues and expenses. Bank statements, deposit slips, and cancelled checks (unless for significant payments or purchases *may be destroyed after three years*).

(b) Employment Records/Personnel Records.

State and federal statutes require the BSA to keep certain recruitment, employment, and personnel information. The BSA also retains personnel files that reflect performance reviews and any complaints brought against the BSA or individual employees under applicable state and federal statutes. In addition, the BSA retains all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file.

- *Employment applications are to be retained for at least three years.*
- *Retirement fund and pension records are to be kept permanently.*
- *Other employment and personnel records are to be retained for at least seven years from the end date of a person's employment.*
- *Each version of any personnel handbook is to be retained for at least seven years after the date on which it is amended or superseded.*

(c) Board and Board Committee Materials.

The Articles of Organization and all amendments or restatements, each version of the Bylaws, all annual reports, and all Board and Board Committee meeting minutes are to be *retained permanently*. A copy of all Board and Board Committee materials produced for such meetings *shall be kept for at least three years*.

(d) Contracts, Leases and Licenses.

Copies of all contracts, leases, and licenses valued over \$5,000 are to *be retained for a period of at least seven years* from the date of their inception, provided that if any license or permit or any contractual or other arrangement is of a continuing nature, the documents in question are to be kept for a period of at least seven years beyond the life of the contract, lease, or license.

(e) Insurance.

Occurrence-based insurance and workers' compensation policies, including expired policies, *are to be retained permanently*. Other policies such as employee benefit plans, property and claims-made policies, as well as accident reports should be retained for at least *seven years*.

(f) Records of Gifts.

- Records of unrestricted gifts over \$5,000 are to be *retained for at least four years from the end of the calendar year* in which they are received.

- *Records as to any restricted gift are to be retained through the period of the restriction.*

(g) Public Filings.

Copies of all publicly filed documents *are to be retained for at least seven years* from the date of filing.

(h) Legal Files.

Legal counsel should be consulted to determine the retention period of particular documents, but documents related in any way to legal proceedings or other legal disputes are generally to be maintained for a *period of at least ten years*.

(i) Idea Development/Intellectual Property and Trade Secrets.

Documents relating to the development of ideas and concepts are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the BSA and are protected as a trade secret where the BSA derives independent economic value from the confidentiality of the information. All documents designated as containing trade secret information *are to be retained for at least the life of the trade secret*.

(j) Correspondence and Internal Memoranda.

Correspondence and internal memoranda pertaining to another type of record covered elsewhere in this policy, are to be retained for the same period as the document to which they pertain.

(k) Electronic Mail

Electronic mail received by the BSA is processed by two systems with different retention rules currently in effect. Messages are delivered to a staff member/program and can be saved or discarded as the receiver chooses.

All messages are also archived by a gateway security and compliance service which processes all mail delivered to / from / within Office 365. This is a perpetual archive that can be searched by the individual(s) who sent or received messages to view them regardless of whether they were deleted from the mailbox, and if needed can be searched at the organization level by an authorized representative. Therefore, no further retention guidance is required for email correspondence.

Failure to comply with this Document Retention Policy may result in disciplinary action. Questions about this policy should be referred to your immediate supervisor or, if you or the supervisor deem appropriate, to the Executive Director.

Policy Approved by the Boston Society of Architects Board of Directors on _____, 2022

December 2019
bob@rchcae.com

Rump Sessions

Bob Harris, CAE and DaVina Lara, CEO

A rump session is described as a meeting before or after the larger meeting.

In associations, a rump session might occur in the parking lot after the board meeting; a few directors hanging back to rehash what was decided.

At other times it is a call between directors to discuss association business. It could be a meet-up at lunch or the bar to talk about the upcoming board agenda.

The Scenario

Directors are anticipating the next board meeting. They received the agenda and supporting documents to study. They've had a thorough orientation about the importance of their governing roles.

As volunteers read the agenda, some might think, "I'll make a quick call to a few directors to ask their opinions, there is no problem in that." It sounds harmless.

Here's what happens. The director picks up the phone for a conversation about one action item in the packet. It's a recommendation for consideration and approval by the board.

It seems like the director is doing his or her due diligence. The call between directors begins innocently, but it easily digresses.

This is the beginning of what can go terribly wrong for leaders, developing into legal and organizational problems. The concerns may include antitrust violations, collusion, discrimination, apparent authority and voting blocks.

Some associations have adopted a policy: "Rump sessions involving the discussion of business matters are to be avoided."

As the conversation moves from a simple question, "What's your perspective on the recommendation," the discussion may expand to other agenda items, even so far as influencing the vote.

Directors should know their authority is limited. They have authority to act from "gavel to gavel," when the meeting is convened until it is adjourned. They do not wear their governing hat in between meetings.

At the rump session, perspectives of other board members might be discussed. “How do you think they will vote?” Directors should not be counting votes and lobbying outside the boardroom.

Directors may mistakenly convince each other they have all the facts. They might make an agreement to vote or suggest calling other directors to influence votes before the board meeting.

Without officers and staff present, there is no agenda nor minutes recorded to protect the directors. Confidentiality has been breached.

Facts and knowledge are missing, replaced by hearsay. Other directors realize what has occurred and feel left out. Distrust infects the board.

Inside the boardroom is the safe place for deliberation. Opinions and votes are to remain confidential.

The board should act as a unified body after meetings. No matter the outcome, directors must support the decisions of the board.

Rely on Staff

The staff, especially the association executive director, is the best source for information. Their answers will be knowledge-based, neutral and watching out for the interests of the board and organization.

Avoid rump sessions that exclude directors, breed distrust, and appear to count the votes before the board meeting.

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Note: Bob Harris, CAE, provides free governance tips and templates at www.nonprofitcenter.com. DaVina Lara is the CEO at the Bridge Association of REALTORS® and Bridge MLS located in Berkeley. She has over 26 years of experience in association management. The importance of cutting-edge technology, education, advocacy, and service to community is the center of her organization and keeping her leadership on forefront of the everchanging environment.



2012 Code of Ethics & Professional Conduct

Preamble

Members of The American Institute of Architects are dedicated to the highest standards of professionalism, integrity, and competence. This Code of Ethics and Professional Conduct states guidelines for the conduct of Members in fulfilling those obligations. The Code is arranged in three tiers of statements: Canons, Ethical Standards, and Rules of Conduct:

- Canons are broad principles of conduct.
- Ethical Standards (E.S.) are more specific goals toward which Members should aspire in professional performance and behavior.
- **Rules of Conduct (Rule) are mandatory; violation of a Rule is grounds for disciplinary action by the Institute.** Rules of Conduct, in some instances, implement more than one Canon or Ethical Standard.

The **Code** applies to the professional activities of all classes of Members, wherever they occur. It addresses responsibilities to the public, which the profession serves and enriches; to the clients and users of architecture and in the building industries, who help to shape the built environment; and to the art and science of architecture, that continuum of knowledge and creation which is the heritage and legacy of the profession.

Commentary is provided for some of the Rules of Conduct. That commentary is meant to clarify or elaborate the intent of the rule. The commentary is not part of the **Code**. Enforcement will be determined by application of the Rules of Conduct alone; the commentary will assist those seeking to conform their conduct to the **Code** and those charged with its enforcement.

Statement in Compliance With Antitrust Law

The following practices are not, in themselves, unethical, unprofessional, or contrary to any policy of The American Institute of Architects or any of its components:

- (1) submitting, at any time, competitive bids or price quotations, including in circumstances where price is the sole or principal consideration in the selection of an architect;
- (2) providing discounts; or
- (3) providing free services.

Individual architects or architecture firms, acting alone and not on behalf of the Institute or any of its components, are free to decide for themselves whether or not to engage in any of these practices. Antitrust law permits the Institute, its components, or Members to advocate legislative or other government policies or actions relating to these practices. Finally, architects should continue to consult with state laws or regulations governing the practice of architecture.

CANON I

General Obligations

Members should maintain and advance their knowledge of the art and science of architecture, respect the body of architectural accomplishment, contribute to its growth, thoughtfully consider the social and environmental impact of their professional activities, and exercise learned and uncompromised professional judgment.

- E.S. 1.1 Knowledge and Skill:
Members should strive to improve their professional knowledge and skill.

Rule 1.101 In practicing architecture, Members shall demonstrate a

consistent pattern of reasonable care and competence, and shall apply the technical knowledge and skill which is ordinarily applied by architects of good standing practicing in the same locality.

Commentary: By requiring a "consistent pattern" of adherence to the common law standard of competence, this rule allows for discipline of a Member who more than infrequently does not achieve that standard. Isolated instances of minor lapses would not provide the basis for discipline.

- E.S. 1.2 Standards of Excellence:
Members should continually seek to raise the standards of aesthetic excellence, archi-

tectural education, research, training, and practice.

- E.S. 1.3 Natural and Cultural Heritage:
Members should respect and help conserve their natural and cultural heritage while striving to improve the environment and the quality of life within it.

- E.S. 1.4 Human Rights:
Members should uphold human rights in all their professional endeavors.

Rule 1.401 Members shall not discriminate in their professional activities on the basis of race, religion, gender, national origin, age, disability, or sexual orientation.

E.S. 1.5 Allied Arts & Industries:
Members should promote allied arts and contribute to the knowledge and capability of the building industries as a whole.

CANON II

Obligations to the Public

Members should embrace the spirit and letter of the law governing their professional affairs and should promote and serve the public interest in their personal and professional activities.

E.S. 2.1 Conduct:
Members should uphold the law in the conduct of their professional activities.

Rule 2.101 Members shall not, in the conduct of their professional practice, knowingly violate the law.

Commentary: The violation of any law, local, state or federal, occurring in the conduct of a Member's professional practice, is made the basis for discipline by this rule. This includes the federal Copyright Act, which prohibits copying architectural works without the permission of the copyright owner. Allegations of violations of this rule must be based on an independent finding of a violation of the law by a court of competent jurisdiction or an administrative or regulatory body.

Rule 2.102 Members shall neither offer nor make any payment or gift to a public official with the intent of influencing the official's judgment in connection with an existing or prospective project in which the Members are interested.

Commentary: This rule does not prohibit campaign contributions made in conformity with applicable campaign financing laws.

Rule 2.103 Members serving in a public capacity shall not accept payments or gifts which are intended to influence their judgment.

Rule 2.104 Members shall not engage in conduct involving fraud or wanton disregard of the rights of others.

Commentary: This rule addresses serious misconduct whether or not related to a Member's professional practice. When an alleged violation of this rule is based on a violation of a law, or of fraud, then its proof must be based on an independent finding of a violation of the law or a finding of fraud by a court of competent jurisdiction or an administrative or regulatory body.

Rule 2.105 If, in the course of their work on a project, the Members become aware of a decision taken by their employer or client which violates any law or regulation and which will, in the Members' judgment, materially affect adversely the safety to the public of the finished project, the Members shall:
(a) advise their employer or client against the decision,
(b) refuse to consent to the decision, and
(c) report the decision to the local building inspector or other public official charged with the enforcement of the applicable laws and regulations, unless the Members are able to cause the matter to be satisfactorily resolved by other means.

Commentary: This rule extends only to violations of the building laws that threaten the public safety. The obligation under this rule applies only to the safety of the finished project, an obligation coextensive with the usual undertaking of an architect.

Rule 2.106 Members shall not counsel or assist a client in conduct that the architect knows, or reasonably should know, is fraudulent or illegal.

E.S. 2.2 Public Interest Services:
Members should render public interest professional services, including pro bono services, and encourage their employees to render such services. Pro bono services are those rendered without expecting compensation, including those rendered for indigent persons, after disasters, or in other emergencies.

E.S. 2.3 Civic Responsibility:
Members should be involved in civic activities as citizens and

professionals, and should strive to improve public appreciation and understanding of architecture and the functions and responsibilities of architects.

Rule 2.301 Members making public statements on architectural issues shall disclose when they are being compensated for making such statements or when they have an economic interest in the issue.

CANON III

Obligations to the Client

Members should serve their clients competently and in a professional manner, and should exercise unprejudiced and unbiased judgment when performing all professional services.

E.S. 3.1 Competence:
Members should serve their clients in a timely and competent manner.

Rule 3.101 In performing professional services, Members shall take into account applicable laws and regulations. Members may rely on the advice of other qualified persons as to the intent and meaning of such regulations.

Rule 3.102 Members shall undertake to perform professional services only when they, together with those whom they may engage as consultants, are qualified by education, training, or experience in the specific technical areas involved.

Commentary: This rule is meant to ensure that Members not undertake projects that are beyond their professional capacity. Members venturing into areas that require expertise they do not possess may obtain that expertise by additional education, training, or through the retention of consultants with the necessary expertise.

Rule 3.103 Members shall not materially alter the scope or objectives of a project without the client's consent.

E.S. 3.2 Conflict of Interest:

Members should avoid conflicts of interest in their professional practices and fully disclose all unavoidable conflicts as they arise.

Rule 3.201 A Member shall not render professional services if the Member's professional judgment could be affected by responsibilities to another project or person, or by the Member's own interests, unless all those who rely on the Member's judgment consent after full disclosure.

Commentary: This rule is intended to embrace the full range of situations that may present a Member with a conflict between his interests or responsibilities and the interest of others. Those who are entitled to disclosure may include a client, owner, employer, contractor, or others who rely on or are affected by the Member's professional decisions. A Member who cannot appropriately communicate about a conflict directly with an affected person must take steps to ensure that disclosure is made by other means.

Rule 3.202 When acting by agreement of the parties as the independent interpreter of building contract documents and the judge of contract performance, Members shall render decisions impartially.

Commentary: This rule applies when the Member, though paid by the owner and owing the owner loyalty, is nonetheless required to act with impartiality in fulfilling the architect's professional responsibilities.

E.S. 3.3 Candor and Truthfulness:

Members should be candid and truthful in their professional communications and keep their clients reasonably informed about the clients' projects.

Rule 3.301 Members shall not intentionally or recklessly mislead existing or prospective clients about the results that can be achieved through the use of the Members' services, nor shall the Members state that they can achieve results by means that violate applicable law or this Code.

Commentary: This rule is meant to preclude dishonest, reckless, or illegal representations by a Member either in

the course of soliciting a client or during performance.

E.S. 3.4 Confidentiality:

Members should safeguard the trust placed in them by their clients.

Rule 3.401 Members shall not knowingly disclose information that would adversely affect their client or that they have been asked to maintain in confidence, except as otherwise allowed or required by this Code or applicable law.

Commentary: To encourage the full and open exchange of information necessary for a successful professional relationship, Members must recognize and respect the sensitive nature of confidential client communications. Because the law does not recognize an architect-client privilege, however, the rule permits a Member to reveal a confidence when a failure to do so would be unlawful or contrary to another ethical duty imposed by this Code.

CANON IV**Obligations to the Profession**

Members should uphold the integrity and dignity of the profession.

E.S. 4.1 Honesty and Fairness:

Members should pursue their professional activities with honesty and fairness.

Rule 4.101 Members having substantial information which leads to a reasonable belief that another Member has committed a violation of this Code which raises a serious question as to that Member's honesty, trustworthiness, or fitness as a Member, shall file a complaint with the National Ethics Council.

Commentary: Often, only an architect can recognize that the behavior of another architect poses a serious question as to that other's professional integrity. In those circumstances, the duty to the profession's calling requires that a complaint be filed. In most jurisdictions, a complaint that invokes professional standards is protected from a libel or slander action if the complaint was made in good faith. If in doubt, a Member

should seek counsel before reporting on another under this rule.

Rule 4.102 Members shall not sign or seal drawings, specifications, reports, or other professional work for which they do not have responsible control.

Commentary: Responsible control means the degree of knowledge and supervision ordinarily required by the professional standard of care. With respect to the work of licensed consultants, Members may sign or seal such work if they have reviewed it, coordinated its preparation, or intend to be responsible for its adequacy.

Rule 4.103 Members speaking in their professional capacity shall not knowingly make false statements of material fact.

Commentary: This rule applies to statements in all professional contexts, including applications for licensure and AIA membership.

E.S. 4.2 Dignity and Integrity:

Members should strive, through their actions, to promote the dignity and integrity of the profession, and to ensure that their representatives and employees conform their conduct to this Code.

Rule 4.201 Members shall not make misleading, deceptive, or false statements or claims about their professional qualifications, experience, or performance and shall accurately state the scope and nature of their responsibilities in connection with work for which they are claiming credit.

Commentary: This rule is meant to prevent Members from claiming or implying credit for work which they did not do, misleading others, and denying other participants in a project their proper share of credit.

Rule 4.202 Members shall make reasonable efforts to ensure that those over whom they have supervisory authority conform their conduct to this Code.

Commentary: What constitutes "reasonable efforts" under this rule is a common sense matter. As it makes sense to ensure that those over whom the

architect exercises supervision be made generally aware of the Code, it can also make sense to bring a particular provision to the attention of a particular employee when a situation is present which might give rise to violation.

CANON V

Obligations to Colleagues

Members should respect the rights and acknowledge the professional aspirations and contributions of their colleagues.

E.S. 5.1 Professional Environment: Members should provide their associates and employees with a suitable working environment, compensate them fairly, and facilitate their professional development.

E.S. 5.2 Intern and Professional Development: Members should recognize and fulfill their obligation to nurture fellow professionals as they progress through all stages of their career, beginning with professional education in the academy, progressing through internship and continuing throughout their career.

Rule 5.201 Members who have agreed to work with individuals engaged in an architectural internship program or an experience requirement for licensure shall reasonably assist in proper and timely documentation in accordance with that program.

E.S. 5.3 Professional Recognition: Members should build their professional reputation on the merits of their own service and performance and should recognize and give credit to others for the professional work they have performed.

Rule 5.301 Members shall recognize and respect the professional contributions of their employees, employers, professional colleagues, and business associates.

Rule 5.302 Members leaving a firm shall not, without the permission of their employer or partner, take designs, drawings, data, reports, notes, or other materials relating to the firm's work, whether or not performed by the Member.

Rule 5.303 A Member shall not unreasonably withhold permission from a departing employee or partner to take copies of designs, drawings, data, reports, notes, or other materials relating to work performed by the employee or partner that are not confidential.

Commentary: A Member may impose reasonable conditions, such as the payment of copying costs, on the right of departing persons to take copies of their work.

CANON VI

Obligations to the Environment

Members should promote sustainable design and development principles in their professional activities.

E.S. 6.1 Sustainable Design: In performing design work, Members should be environmentally responsible and advocate sustainable building and site design.

E.S. 6.2 Sustainable Development: In performing professional services, Members should advocate the design, construction, and operation of sustainable buildings and communities.

E.S. 6.3 Sustainable Practices: Members should use sustainable practices within their firms and professional organizations, and they should encourage their clients to do the same.

RULES OF APPLICATION, ENFORCEMENT, AND AMENDMENT

Application

The Code of Ethics and Professional Conduct applies to the professional activities of all members of the AIA.

Enforcement

The Bylaws of the Institute state procedures for the enforcement of the Code of Ethics and Professional Conduct. Such procedures provide that:

- (1) Enforcement of the Code is administered through a National Ethics Council, appointed by the AIA Board of Directors.
- (2) Formal charges are filed directly with the National Ethics Council by Members, components, or anyone directly aggrieved by the conduct of the Members.
- (3) Penalties that may be imposed by the National Ethics Council are:
 - (a) Admonition
 - (b) Censure
 - (c) Suspension of membership for a period of time
 - (d) Termination of membership.
- (4) Appeal procedures are available.
- (5) All proceedings are confidential, as is the imposition of an admonishment; however, all other penalties shall be made public.

Enforcement of Rules 4.101 and 4.202 refer to and support enforcement of other Rules. A violation of Rules 4.101 or 4.202 cannot be established without proof of a pertinent violation of at least one other Rule.

Amendment

The Code of Ethics and Professional Conduct may be amended by the convention of the Institute under the same procedures as are necessary to amend the Institute's Bylaws. The Code may also be amended by the AIA Board of Directors upon a two-thirds vote of the entire Board.

**2012 Edition. This copy of the Code of Ethics is current as of September 2012. Contact the General Counsel's Office for further information at (202) 626-7348.*