



RIBA 

USA

CONFLICT OF INTEREST POLICY

RIBA-USA, INC., BYLAWS AND CONSTITUTION: Conflict of Interest Policy

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CONFLICT OF INTEREST AND RELATED PARTY TRANSACTIONS POLICY

NB PLEASE READ AND SIGN ON PAGE 5 AND ADDITIONAL FORMS ON PAGES 6-8. THE SUBSECTION HEADED “INTERNAL PROCEDURES” ON PAGE 4 PROVIDES AN OVERVIEW.

INTRODUCTION

Concerning RIBA-USA Inc. (the "Organization"), as a tax-exempt not-for-profit organization, the Organization has a special obligation to uphold the public trust because of its charitable purposes and privileges, and is committed to acting with integrity and fairness in all of its operations. To this end, the Organization is committed to avoiding any potential, or the appearance of any, conflicts of interest or unauthorized related party transactions.

It is the responsibility of the organization’s Audit Committee to enforce the conflict of interest policy. In the absence of an Audit Committee, the responsibility of administering this Policy shall be with the RIBA-USA Inc. Board.

This Conflict of Interest and Related Party Transaction Policy (the “Policy”) and the Organization's practices are intended to ensure that the Organization actions do not result in, or have the appearance of, bias or unfairness in its decision-making as a result of personal or business relationships that the Organization's Trustees, board members, directors, officers and employees may have with the Organization's vendors or grantees or others. The Organization also expects that its Trustees, board members, directors, officers and employees will follow practices that preclude individual benefit, or the appearance of individual benefit in the financial transactions of the Organization, and to act with fairness and integrity in all dealings with grantees, potential grantees, vendors and others who have a business relationship with the Organization.

It is the obligation of each Trustee, board member, director, officer or employee to disclose actual or potential conflicts of interest. Such disclosure includes affiliations with any organization with which, or a relationship with individuals with whom, the Organization does business, including any grantee or potential grantee, or in which the Trustee, board member, director, officer or employee has a personal or financial interest. When such an affiliation exists, the Trustee, board member, director, officer or employee should not be present at or participate in board or committee deliberations or decision-making involving business transactions between the organization and the Organization or individual.

This Policy applies to the Trustees, board members, directors, officers and employees of the Organization.

CONFLICTS OF INTEREST DEFINED

A conflict of interest exists when the duty of loyalty of a Trustee, board member, director, officer or employee of the Organization is potentially compromised by actual or potential benefits received from another source. A business or personal relationship may create a conflict of interest because it could impair the independent judgment of a Trustee, board member, director, officer or employee in the exercise of duties relating to the Organization and its operations. Conflicts are

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not limited to financial interests, but may also include situations that convey a personal benefit or advantage causing the individual to have dual and/or conflicting loyalties in connection with a grant or other the Organization expenditure or business arrangement or contract.

Examples of Conflict of Interest Situations:

- Having, or immediate family members (parents, spouse, siblings, children) having, more than a 5% financial interest or a control interest (e.g., acting as director, officer, or partner) in businesses or organizations that are the Organization's vendors, contractors, grantees and/or collaborators;
- Giving or receiving gifts or other favors of a nature that may influence the impartiality of decision-making; or
- Receiving compensation or benefits from the Organization's grantees, vendors or other organizations with which the Organization does business.

In any situation not specifically covered, individuals should consider carefully any potential conflict of their personal interests with the interests of the Organization and refrain from any action that might be perceived as motivated by an actual or apparent conflict of interest.

RELATED PARTY TRANSACTION DEFINED

A “Related Party Transaction” means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the Organization or any affiliate of the Organization is a participant.

A “Related Party” means (a) any Trustee, board member, director, officer or key employee of the Organization or any affiliate of the Organization; (b) any relative of any Trustee, board member, director, officer or key employee of the Organization or any affiliate of the Organization; or (c) any entity in which any individual described in clauses (a) and (b) of this section has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

PROCEDURES & GUIDELINES

CONFLICT OF INTEREST

the Organization encourages its Trustees, board members, directors, officers and employees to be active members of their communities, including being involved as members and board leaders of non-profit organizations. Because there is potential that material conflicts of interest will arise from such affiliations, the relationships must in every case be disclosed to the Organization. Disclosure is the process by which the relationship (such as board membership, employee status or consulting) is formally acknowledged by the individual to his/her colleagues on the Organization's Board. For example, where the conflict arises from a deliberate relationship (such as consulting) with a vendor, the nature and reason for the relationship and intended benefit to the Organization and the vendor should be described.

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In addition, as part of the Organization's internal controls procedures, these relationships shall be reviewed periodically to ensure that they demonstrate compliance with the Organization's standards, terms and conditions.

The Organization also recognizes that its Trustees, board members, directors, officers and employees who have such affiliations may face situations in which the appearance of a conflict of interest, even if disclosed, could be detrimental to the Organization and the communities it serves. Such situations shall be addressed as they arise.

RELATED PARTY TRANSACTIONS

Any Trustee, board member, director, officer or key employee who has an interest in a Related Party Transaction shall disclose in good faith to the Board of RIBA-USA Inc or to any Audit Committee appointed thereby, the material facts concerning such interests. A Related Party may not deliberate or vote on the Related Party Transaction.

When a Related Party Transaction has been brought to the attention of the Board it shall refer action on such Related Party Transaction to the Audit Committee. In the absence of an Audit Committee, Related Party Transactions should be referred to and acted upon by the Board. As defined in this Policy certain conflicts of interest are also Related Party Transactions to be referred to the Audit Committee for action. Related Party Transactions may also be disclosed directly to the Audit Committee. The Audit Committee shall take the following actions:

1. Prior to entering into the transaction, consider alternative transactions to the extent available;
2. Approve the transaction by not less than a majority vote of the committee members present at the meeting; and
3. Contemporaneously document in writing the basis for the Audit Committee's approval, including its consideration of any alternative transactions.

No Related Party may participate in the deliberations or voting relating to the Related Party Transaction in which they are party, provided that such Related Party may be requested by the Audit Committee to present information concerning the Related Party Transaction at the Audit Committee meeting prior to the commencement of deliberations or voting relating to such transaction.

The Audit Committee shall report its findings to the Board, which shall not enter into any Related Party Transaction unless the transaction is determined by the Board of RIBA-USA Inc. to be fair, reasonable and in the Organization's best interest at the time of such determination.

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DISCLOSURES

The Organization's Conflict of Interest Policy shall be provided to Trustees, board members, directors, officers and employees, and any other persons holding positions of responsibility and trust on behalf of the Organization, before such persons begin serving the Organization. These individuals shall agree to abide by the Policy. They also shall disclose their affiliations with vendors or other organizations with which the Organization does business by completing the attached Conflict of Interest Statement and Disclosure Form. The Organization requires its Trustees, board members, directors and officers to provide a written disclosure of affiliations both at the beginning of their first term and annually thereafter. Employees also are required to provide written disclosure of any conflicts when beginning employment with the Organization. In addition, Trustees, board members, directors, officers and employees have a continuing obligation to disclose any actual or potential conflicts of interest whenever such situations arise during the year. Trustees, board members, directors, officers and employees should submit disclosures in written form to the President or directly to the Audit Committee. If disclosure is to the President they shall refer the conflict of interest to the Audit Committee for consideration. The Audit Committee shall report its findings and recommendations to the Board for final action. The Audit Committee shall record the conflict of interest and action thereon shall be recorded in the minutes of the Board.

ABSTENTION

The Organization also requires Trustees, board members, directors, officers and employees to abstain from decision-making on issues about which they have actual or potential conflicts of interest or Related Party Transactions. Such individuals may not be present or participate in board or committee deliberations regarding the conflict of interest or Related Party Transaction. Individuals are prohibited from attempting to improperly influence the deliberation or voting on the matter giving rise to such conflict. Disclosure, participation and abstention shall be recorded in the minutes of the meeting(s) at which such issues are discussed and decided.

INTERNAL PROCEDURES

- The Conflict of Interest Policy shall be distributed to and signed by all current Trustees, board members, directors, officers and employees, and henceforth, all new hires (at New Staff Orientation) and directors before they begin serving the Organization.
- Disclosure forms (called the “Conflict of Interest Statement and Disclosure Form”) shall be completed by all current Trustees, board members, directors, officers and employees, and henceforth, all new hires Trustees, board members, and directors before they begin serving the Organization. There are two versions of this form: one for Trustees, board members, directors and officers, another for employees.
- Trustees, board members, directors, officers and senior staff members shall annually review, and if necessary update, their disclosures. Other employees shall update their disclosures as necessary.

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- All Trustee, board member, director/officer/employee disclosure forms should be sent to the President for compilation and review, and then forwarded to the Audit Committee.
- It is the responsibility of the organization’s Audit Committee to enforce the conflict of interest policy. In the absence of an Audit Committee, the responsibility of administering this Policy shall be with the RIBA-USA Inc Board.
- The Audit Committee shall review the disclosures and present an annual report on the status of the conflicts to the RIBA-USA Inc. Board and take other actions as appropriate.
- All Trustees, board members, directors, officers and employees have an ongoing obligation to disclose any actual or potential conflicts of interest whenever they arise.
- When an employee becomes aware of an actual or potential conflict of interest, he or she should briefly describe to the President all facts necessary to determine whether conflict exists. If it is determined that conflict exists, the Audit Committee shall be notified and provided with appropriate documentation. The Audit Committee shall determine necessary actions. All documentation of the resolution shall be submitted for placement in the employee’s file.
- At the RIBA-USA Inc. Board meeting, contracts with conflict of interest concerns shall be identified and voted on individually by the board members.
- A board member shall not be present at discussions – unless directly asked to provide factual information that may assist the Board in making a decision – and shall abstain from decision-making on issues about which they have potential conflicts of interest.
- Disclosure and abstention shall be recorded in the minutes of the meeting(s) at which the issue is discussed and decided.

I hereby acknowledge that I have read and understand the Organization's Written Conflict of Interest and Related Party Transaction Policy and agree to abide by it.

DATE AND SIGNATURE OF RECIPIENT

Date

Name (printed or typed)

Signature

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CONFLICT OF INTEREST STATEMENT AND DISCLOSURE FORMS

FOR TRUSTEES, BOARD MEMBERS, DIRECTORS AND OFFICERS OF RIBA-USA INC.

All Trustees, board members, directors and officers shall receive a copy of the Conflict of Interest Policy and indicate by their signature that they agree to comply with it. Completed forms should be submitted to the President.

I hereby disclose any affiliation that I have, or a member of my immediate family has, with a grantee or potential grantee. Specifically identify by checking the box below affiliations that have the Organization's consent to advance the Organization's mission and programmatic objectives.

<u>Grantee</u>	<u>Affiliation</u>	<u>the Organization Consent</u>
_____		<input type="checkbox"/>
_____		<input type="checkbox"/>
_____		<input type="checkbox"/>
_____		<input type="checkbox"/>

I have no affiliations with grantees to disclose: _____
Initial

I hereby disclose any significant financial interest or leadership role that I have, or a member of my immediate family has, in the following organization(s) that have or may be seeking a business relationship with the Organization:

<u>Organization</u>	<u>Affiliation</u>

I have no affiliations with organizations having or seeking a business relationship with the Organization to disclose: _____
Initial

The information given in this statement is complete and accurate to the best of my knowledge. I also understand that I have a continuing obligation to disclose any actual or potential conflicts of interest whenever such situations arise.

Date

Name (printed or typed)

Signature

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CONFLICT OF INTEREST STATEMENT AND DISCLOSURE FORM

FOR EMPLOYEES OF RIBA-USA INC.

All employees shall receive a copy of the Conflict of Interest Policy in New Staff Orientation and indicate by their signature that they agree to comply with it. Completed forms should be submitted to the President.

I am aware of the following affiliations that I have, or a member of my immediate family has, which may constitute a conflict of interest under the conflict of interest policy:

<u>Name</u>	<u>Affiliation</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

I have no affiliations to disclose:

_____ Initial

The information given in this statement is complete and accurate to the best of my knowledge. I also understand that I have a continuing obligation to disclose any actual or potential conflicts of interest whenever such situations arise.

_____ Date

_____ Name (printed or typed)

_____ Signature

If you become aware of an actual or potential conflict of interest, present your concerns to any member of the Audit Committee, the Board or the President.

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CONFLICT OF INTEREST STATEMENT AND DISCLOSURE FORM

ANNUAL REVIEW AND UPDATE

FOR TRUSTEES, BOARD MEMBERS, DIRECTORS AND OFFICERS OF RIBA-USA INC.

Review the attached Conflict of Interest Statement and Disclosure Form completed and submitted to the Organization by you on _____.

If you have additional disclosures to report, or you are no longer affiliated with organizations reported on your Conflict of Interest Statement and Disclosure Form, you must complete and submit a new Conflict of Interest Statement and Disclosure Form noting the changes.

If you have no changes to report, please respond below:

I hereby acknowledge that I have read and reviewed the attached Conflict of Interest Statement and Disclosure Form completed and submitted by me to the Organization on _____, and I have no further disclosures to report.

The information given in this statement is complete and accurate to the best of my knowledge. I also understand that I have a continuing obligation to disclose any actual or potential conflicts of interest whenever such situations arise.

Date

Name (printed or typed)

Signature