

### **APEN Code of Conduct – MC Members**

**Purpose:** To set a code of conduct for APEN MC members, especially in relation to tendering and declaring potential conflicts of interest.

**Background:**

An active board or committee member often has numerous professional and personal affiliations, some of which may cross paths with his or her activities as a member of APEN. He or she may have been chosen as a Management Committee member because of these particular associations or contacts.

However, the Rules of Incorporation provide that members of the APEN Management Committee must:

- a) act always in the best interests of APEN as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing him or her;
- b) act in good faith, honestly and for a proper purpose;
- c) exercise proper care and diligence;
- d) not improperly use their position to gain an advantage for themselves or someone else;
- e) disclose and avoid conflicts of interest.

A conflict of interest arises when a personal interest, fiduciary or otherwise, conflicts with, or has the potential to conflict with, one's duty as a member of the APEN Management Committee.

**Tendering policy:** To avoid potential or perceived conflicts of interest neither APEN Management Committee members or companies in which they are the principal or a partner, are eligible to submit tenders for work sought by the APEN Management Committee.

**Disclosure policy:** Further, APEN has adopted the following guidelines to apply to situations where a member has a material personal interest in respect of a matter before the Committee: -

- *If a member of the MC has a material personal interest in a matter being considered, or about to be considered, at a meeting of MC, the member must, as soon as possible, disclose the conflict and its nature.*
- *The conflict may be disclosed to the President prior to the meeting, or at the meeting prior to discussion taking place on the item.*
- *If the member is uncertain whether the conflict concerns a "material" personal interest, he or she should seek the guidance of the President.*
- *The assumption is that a member will absent himself or herself from a meeting while a matter on which he or she has declared a personal interest is being discussed.*
- *However, the MC may decide that the conflict is not of sufficient substance to demand the member's absence. But the member may not take part in the discussion or vote on the matter.*
- *The Minutes shall record any declared conflict of interest and whether the member concerned was present during discussion on the item.*