



ADCC BOARD MEMBER CODE OF CONDUCT

Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with the ADCC. Members of the Board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the ADCC and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.

It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board member receives compensation from the ADCC such compensation will be determined by and approved by the full Board in advance.

Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.

Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.

All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.

Any new Board member will be advised of this policy during Board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.

This policy shall also apply to any Board Member's immediate family or any person acting on his or her behalf.

Prohibition Against Sexual Harassment

The ADCC strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited.

Any Board member who engages in discriminatory or harassing conduct towards is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the [Executive/Governance] Committee.

Confidentiality

Board members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in Board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

Eligibility for Board Membership

In order to be eligible for Board Membership, each nominated person:

- Must have attended at least two Annual Meetings;
- Must have actively participated on a committee for at least one year.

In addition, there are additional requirements for staff to be nominated:

- Must interview and receive owner nomination sign-off (i.e., no self-nomination);
- No more than one person per member company at a time;
- Nominating owner must have served at least one 2-year term on Board;
- Must have been employed full-time, year-round by member competition for 4 years;
- Must leave Board immediately upon leaving member company who nominated;
- Must fill senior or executive position at member company.

Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings of the Board a high priority. This includes:
 - (9) Zoom Meetings – Cameras on, mute when others are talking, on time for calls and actively participating;
 - (3) In-Person Meetings Per Year – (1) in June, (1) in December and (1) in September in conjunction with the Annual Meeting
 - **Attendance Policy:** Board members can miss (2) Zoom meetings and/or (1) in-person meeting. Absences at special meetings called do not count towards this attendance policy.
- Responding to e-mail questions and issues raised in a timely manner.
- Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all Board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- Putting the interests of the organization above personal interests.
- Representing the organization in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all Board and committee meetings.
- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with Board policy.
- Observing established lines of communication and directing requests for information or assistance to the executive director.

Signature: _____

Printed Name: _____

Date: _____