

Code of Conduct and Statement of Conflict of Interest

for ISCB Board Members, Key Staff and Representatives with Fiduciary Responsibilities

The members of the Board of Directors of ISCB represent the Society and are responsible for the actions, programs, and decisions of ISCB. The staff members of ISCB also represent the Society and are responsible for implementation of the decisions of the directors. It is important that directors and staff conduct themselves in a manner that is above reproach and contributes to the health of the Society.

The following behavioral guidelines are expected of all ISCB Board and Staff members.

Confidentiality

Many discussions in Board meetings are strictly confidential, and should not be shared with others. Examples include discussion of board and officer candidates, performance reviews, and deliberations on certain decisions. It is critical that discussions of Board candidates be free and open; this cannot happen if any part of the conversation is further discussed outside the board deliberations and/or reported to the candidate. Other discussions by the Board affect our ability to negotiate with companies, publishers, and other organizations; publicizing the content of these discussions jeopardizes our ability to successfully complete the negotiations.

Representing the Society

Board and Staff members should distinguish clearly, when speaking or writing, between personal views and those of ISCB. Officers, Board, and Staff members should not mention their ISCB roles in correspondence unless they are operating in their official role on behalf of the ISCB, or unless it is clear that including a reference to the ISCB role does not imply the correspondence is submitted on behalf of ISCB.

Once the Board makes a decision, staff and members should support and act on that decision. Members have a duty to actively participate in discussion and the decision-making process, and to ensure that the governance process is fair and representative of ISCB's membership.

Board members should strive to increase public awareness of the Society, and to ensure a positive image of the Society amongst the community. Directors and staff must exercise professional courtesy and civility at all times to other Board members, other Society members, and other members of the Society staff.

Conflict of Interest

As a Director, key staff member, or ISCB representative with fiduciary responsibilities, you accept the responsibility to put the interests of the Society ahead of your own personal, professional or financial interests. When your interests differ from those of the Society you have a conflict of interest. Conflicts of interest should be disclosed annually , so that they can be properly handled by the Society. Examples of conflicts of interest include:

- A financial stake, management position, or advisory role in a company doing business with the Society.
- Decision making role in a competing society or business.

We all have conflicts of interest in one way or another. In many cases, these other interests are why you have been asked to serve on the Board, work as staff or take on fiduciary responsibilities. These potential conflicts need to be made known to the Society. You must be prepared to recuse yourself from deliberations and votes, at your own initiative or at the Society's request.

There must be no conduct of private business or personal services between any Board/staff member/representative with fiduciary responsibilities and the ISCB, except as procedurally controlled, to assure openness and competitive opportunity.

Board members, key staff members and ISCB representatives with fiduciary responsibilities will annually disclose to the Chairman of the Board and Executive Officer their involvement with other organizations, with vendors, or any other associations that might produce a conflict. Board member and Executive Officer disclosures will be provided to the entire Board of Directors. With respect to any disclosed relationship, depending on the particular facts and circumstances, the Board may: (a) take no action; (b) ask the person to recuse himself or herself from participation in related discussions or decisions within the ISCB; or (c) ask the person to resign from his or her position in the ISCB or, if the person refuses to resign, become subject to possible removal in accordance with the ISCB's removal procedures. The ISCB's Executive Officer and chief employed finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Chairman of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

Delivering on commitments

It is the responsibility of Board members, staff members and ISCB representatives with fiduciary responsibilities to perform their assigned duties well and on time. Those running for the Board, working as staff, or representatives holding fiduciary responsibilities should know the work associated with the position and agree to perform those duties. Board members and ISCB

representatives with fiduciary responsibilities should also be familiar with the by-laws and other governing principles of the Society, and operate within those rules.

Board members, staff and ISCB representatives with fiduciary responsibilities should act on behalf of the Society only within the parameters of their role and assigned duties in the Society.

Fiduciary responsibility

Board members are responsible for the financial health of the Society. Directors should review and understand the financial statements provided by the Society staff, Treasurer, and Finance Committee, and take actions and make recommendations that benefit the Society.

Agreement

As an ISCB Director, key Staff member or ISCB representative with fiduciary responsibilities I agree to abide by the above code of conduct.

Signature: _____ Date: _____

Name (please print): _____

Position (please print): _____

_____ I have no conflicts of interest to declare.

_____ I have the following conflict(s) of interest to declare:
