

## Code of Professional Conduct for Board of Directors

1. **Individual Conduct:** Each Board member must at all times act with dignity and integrity, both inside and outside of Board meetings. Each Board member sets the tone for CAMOM members and volunteers by acting as a leader and serving as an example of dedication, integrity, and professional conduct.
2. **Financial Responsibility:** Each Board member serves as a fiduciary of CAMOM resources and is accountable to its members for prudent management of CAMOM's financial and business affairs.
3. **Conflict of Interest:** Each Board member must act in good faith and in the best interest of CAMOM, above any personal interest or the interests of any particular constituency.
4. **Board Commitments:** Each Board member must devote the time and resources reasonably necessary to fulfilling his/her commitments to Board activities.
  - a. A Board member should demonstrate due diligence in preparation for an attendance at Board meetings and other activities on behalf of CAMOM.
  - b. A Board member should, to the best of his/her ability, be informed about the needs and opinions of the CAMOM membership, and should ask any questions necessary to be fully informed about the issues being addressed by the Board, before making decisions.
  - c. A Board member gives open and fair consideration to diverse and opposing viewpoints.
  - d. A Board member should exercise independent judgment, and should not hesitate to express dissenting opinions in an appropriate manner during Board deliberations.
5. **Relations among Board Members:** Each Board member must foster an environment of respect, cooperation, and collegiality. A Board member must not unduly disrupt the Board from operating in an efficient and effective manner.
  - a. A Board member should treat other Board members with courtesy and allow other members of the Board to express their views.
  - b. A Board member should respect the different opinions of others. Board members may disagree on issues, but disagreements should be directed at the issue; personal *ad hominem* attacks are not acceptable.
  - c. A Board member should never undermine, sabotage, or falsely impugn another Board member.

- 6. Confidentiality:** Board members must balance those considerations against their legal and fiduciary obligations to maintain the confidentiality of sensitive or proprietary information obtained as a result of Board service.
- a. A Board member may not disclose any matters addressed in Board meetings to anyone not entitled to participate therein.
  - b. A Board member may not disclose confidential or proprietary information obtained as a result of Board service to anyone outside the Board or authorized persons.
  - c. A Board member may not, in disclosing anything about the Board's deliberations, discuss or disclose the votes of the Board or of individual Board members (including his/her own) unless the Board has made these votes public, or negatively characterize the positions of the Board or the points of view taken by any members of the Board.
  - d. A Board member may not disclose anything about Board actions or deliberations if the Board has determined to defer announcement of that action or to control the dissemination of that information.
- 7. Public Statements:** A Board member may not act in an official capacity or speak publicly on behalf of CAMOM unless empowered to do so under the Bylaws or as specifically empowered by the Board.
- a. A Board member who, by virtue of Board assignments or duties, is asked to or is expected to communicate about Board matters through an official CAMOM communication channel or forum is authorized to speak for the Board in that capacity and for that purpose.
  - b. Except where so empowered or authorized, a Board member speaking publicly to CAMOM membership or in any other public forum must ensure that his/her statements are clearly identified as personal opinions and that he/she is not speaking on behalf of CAMOM in any official capacity or expressing the views or positions of CAMOM.
- 8. Support of Board Decisions:** A Board member must accept and publicly support Board decisions.
- a. While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, a Board member also has the obligation outside the Boardroom to respect and support decisions of the majority, even when the Board member dissents from the majority view.
  - b. A Board member who does not support a Board decision may express his/her opposition within the Board in an appropriate manner.
  - c. A Board member must not take actions publicly or with respect to CAMOM membership that have the purpose of undermining the decisions or actions of the Board. A Board member who intends to publicly oppose a Board action should resign his/her position on the Board before doing so.

## Compliance with this Policy

1. Board members are expected to use good faith efforts to comply with this Policy. A Board member who is unsure about the interpretation of a particular Standard of Conduct should consult with the President or Co-Presidents of CAMOM. If a Board member is unable to carry out the material responsibilities of his/her position or to conduct him/herself in a manner consistent with the Policy, the Board member should consider voluntarily resigning his/her position on the Board.
2. A Board member or members who wish to bring a complaint under this Policy must do so in writing, addressed to the President or Co-Presidents of CAMOM. The Executive Board (excluding any member who is personally involved in the complaint) will then determine a course of action for handling the complaint, including:
  - a. Determine that the complaint does not warrant further action. If a Board member who reported the complaint is not satisfied with that decision, he/she may submit the written complaint to the Board for further consideration.
  - b. Mediate between the Board member(s) who reported the complaint and the alleged violator(s), with an outcome agreeable to all parties.
  - c. Refer the complaint for violation of Policy.
3. Any complaint made under this Policy, any and all proceedings of the Board or investigatory panel involved in investigating and resolving it, and any outcome of such proceedings – other than a public reprimand, suspension, expulsion or other outcome that necessarily involves disclosure – shall be considered confidential.
4. If the President or Co-Presidents determine that a Board member has violated this Policy, corrective measures may be required of the offending Board member and/or discipline may be imposed as provided in Article VI Section 2 of the bylaws. Corrective measures or discipline should be appropriate to the facts and circumstances of the violation and, subject to the Bylaws and applicable law, may include the following:
  - a. Admonishment or reprimand, whether privately by the Board or publicly by CAMOM.
  - b. Requirement for remedial action to be taken.
  - c. Removal from certain Board-related assignments and/or loss of certain Board duties or privileges.
  - d. Actions initiated to seek removal from the Board or as an officer.
5. If the offending Board member does not cooperate with the decision, the Board may take such further action as it deems appropriate. Repeated or willful violations of this Policy, or a Board member's disregard for or refusal to comply with remedial actions specified by the Board, may be regarded as a violation of CAMOM's Code of Professional Conduct.
6. Should a Board member not be able to fulfill responsibilities due to a personal or family reason (e.g. maternity leave or care for a sick family member), Board members may request a Leave of Absence in writing to the President or Co-Presidents. Before departure, a Board Member must delegate responsibilities to others in Committee, or - if in a standalone position - to other members of the Board. If the leave of absence is longer than three months, Board Member should tender his/her resignation to allow the Board to fill the vacancy according to Article IV, Section 4.