

**Code of Conduct and Statement of Conflict of Interest  
for ISCB Board Members and Key Staff  
REVISED February 2019**

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**

Discussions in Board meetings are strictly confidential, and should not be shared with others unless directed to do so to advance a topic under Board review. Examples of the most confidential of topics include discussion of Board and Officer candidates, performance reviews, and deliberations on certain decisions such as nominees for awards and Fellows status. It is critical that discussions of Board candidates, nominees for awards and Fellows 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/nominee. Disclosure of discussions within the Board may affect our ability to negotiate with companies, publishers, and other organizations and 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 members, and staff 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, all members and staff should respect that decision. Board 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 otherwise 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 President of the Board and Executive Officers 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 President 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 and staff members to perform their assigned duties well and on time. Those running for the Board or working as staff should know the work associated with the position and agree to perform those duties. Board members and staff should also be familiar with the by-laws and other governing principles of the Society, and operate within those rules.

Board members and staff should act on behalf of the Society only within the parameters of their role and assigned duties in the Society.

### **Ethics and Professional Code of Conduct**

Directors and staff agree to adhere to the ISCB Ethics and Professional Conduct policy. Failure to adhere to the policy may result in the removal as a Director in accordance with the ISCB's procedures.

### **Fiduciary responsibility**

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

### **Removal procedures**

If an ISCB Director is found to have violated any of the guidelines set forth in this document or the ISCB Ethics and Professional Code of Conduct, with or without malicious intent, he or she may be asked to resign his or her post, or his or her membership in the Board may be terminated by a Board vote. Before such action is taken, a three-member team appointed by the President will collect the facts in order to make a recommendation to the Board. Those Directors on the Board who are not involved in, nor affected by, the breach will convene to discuss what actions, if any, will be taken on behalf of the Society. If the President is believed to have been the violator, or to have been directly affected by the violation, an un-conflicted Vice President or other Officer will serve in the President's role for the purposes of collecting the facts and convening the Board.

In the event of resignation of the Director found to have violated any of the guidelines or Ethics and Professional Code of Conduct prior to the ruling by the appointed three-member team, the three-member appointed team may choose to convene and continue the collection of facts and may choose to issue additional sanctions on the Director if additional sections are deemed appropriate.

Violations by key staff members of any of the guidelines set forth in this document or Ethics and Professional Code of Conduct may be grounds for disciplinary action, up to and including termination. The Executive Director will address these incidents as personnel matters. If the Executive Director is in violation, the Board will address the incident.

ISCB reserves the right to summarily suspend or terminate any Director's participation within the Society if said individual is convicted of a crime and the conviction is brought to the attention of ISCB. ISCB does not conduct background checks.

ISCB reserves the right to summarily suspend or terminate any key staff's participation within the Society if said staff is convicted of a crime and the conviction is brought to the attention of ISCB. ISCB does not conduct background checks of its staff after start of employment.

### **Agreement**

As an ISCB Director or key staff member 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:

DECLARED CONFLICTS:

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