

2019

Ethics Toolkit

ASAE ETHICS COMMITTEE

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ASAE Ethics Tool Kit Introduction:

How to Use this Tool Kit

Preamble

Associations are stewards of trust, financial stability, reputation, and history for their members. Born out of a need to be organized, strategic and future-focused, associations have been entrusted by the very people they were created to serve to honor the past, educate, advance and protect the future. A critically important charge that is not to be taken lightly.

ASAE serves as a vessel for associations by providing research, best practices, and education in areas of greatest need for its members. It is also a resource for shared knowledge. ASAE has established its own code of conduct—standards by which it operates—and recommends its members adopt it as well.

ASAE's core ethical standards include:

- Respect and uphold public laws that govern one's work;
- Be honest in conducting the member's business;
- Respect the confidentiality of information gained through one's work;
- Act fairly;
- Foster an ethical culture through one's work; and
- Take responsibility for one's conduct.

The ASAE Ethics Committee is charged with the task of bringing awareness to ethics-related topics. Indeed, harassment of any kind is an ethics-related topic. Included in this packet are sample policies that address the workplace, Association-sponsored events outside of the workplace, and third-party relationships. We hope that these sample policies will initiate a conversation within your organization that will help you devise your own policies, and help to ensure that you, as the steward of safekeeping for your association, are protecting employees and members while paving the way for a synchronous dialogue and agreement around expectations for behavior in the workplace or at Association-sponsored events.

Disclaimer: These policies listed in this tool kit are intended for general guidance and an easy reference on ethics leading practices. The tool kit content is not intended to serve as, or in lieu of, legal advice. Be sure to consult with your association's legal counsel if you have a specific issue for which you need individual guidance or to be sure you are in compliance with any local, state or federal laws. These policies are provided as information-only material. Any further publication or use is prohibited except with the express approval of the organization

represented. Where appropriate contact information has been provided for each sample policy. Policy guidance is provided on the following sample policies.

- Whistleblower
- Code of Conduct/ Code of Ethics
- Anti-Harassment
- Conflict of Interest
- Social Media
- Vendor Relations

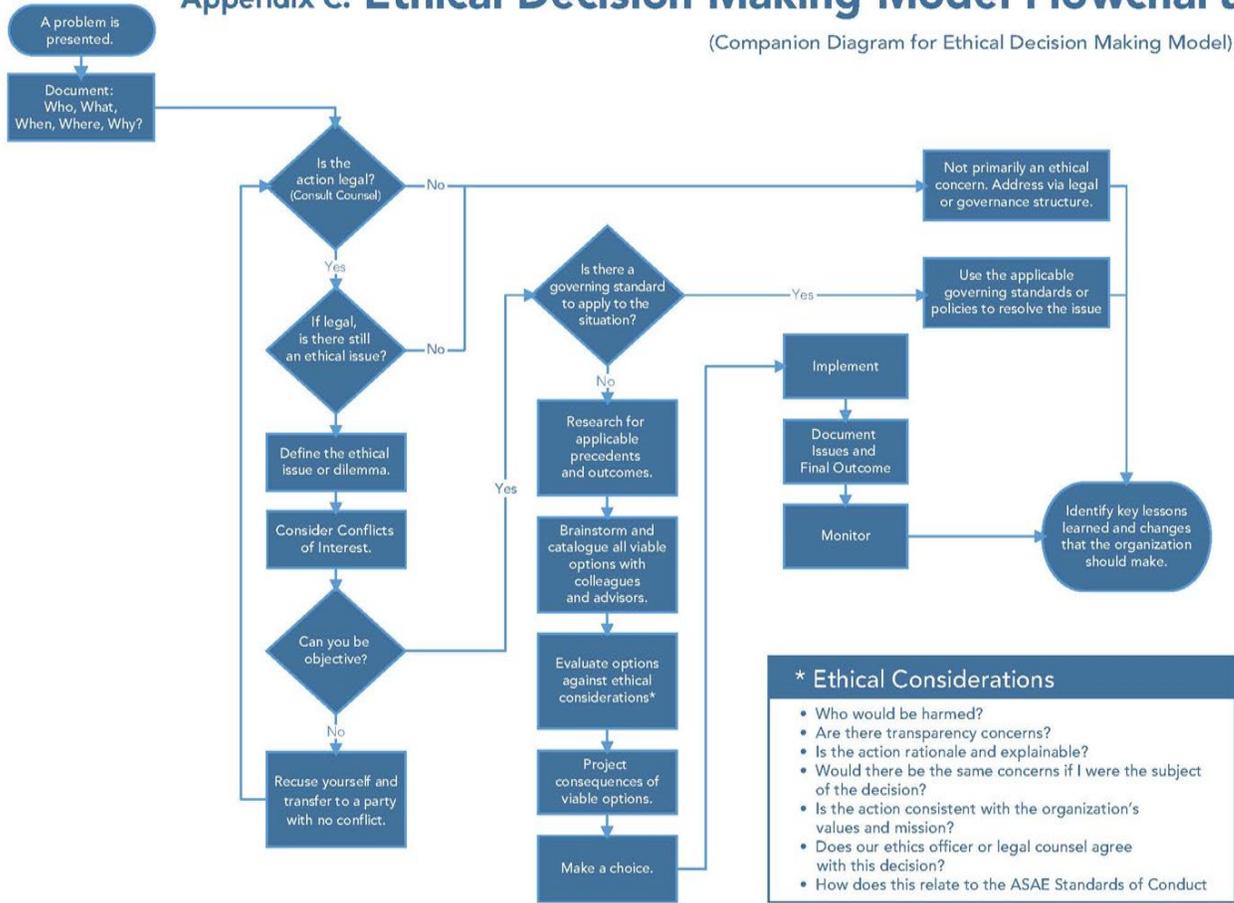
The authors envision that this tool kit will be a living document, and that routine updates may be provided by the ASAE ethics committee as needed. ASAE members should also reference the ASAE [Ethical Decision-Making Model](#) as presented in Figure 1:

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Appendix C: Ethical Decision Making Model Flowchart

(Companion Diagram for Ethical Decision Making Model)



- * Ethical Considerations**
- Who would be harmed?
 - Are there transparency concerns?
 - Is the action rationale and explainable?
 - Would there be the same concerns if I were the subject of the decision?
 - Is the action consistent with the organization's values and mission?
 - Does our ethics officer or legal counsel agree with this decision?
 - How does this relate to the ASAE Standards of Conduct

ASAE Ethics Committee Decision Making Framework Flowchart – April 7, 2016

Tool Kit Figure 1: Ethical Decision-Making Model Flowchart: April 2016 ASAE Ethics Committee

Anti-Harassment Policy Guidance and Examples

Anti-Harassment Policies

Introduction

On any given day, in a newsroom somewhere, on a social media blog, Twitter feed, or podcast, you can bet there is a discussion of how to address harassment. The Association workplace is a melting pot of people, beliefs, practices, traditions and assumptions. It has grown to include such a broad range of diversity that it has spawned a need for policies to protect employees and members. Harassment is one of those areas, and it requires a policy and/or plan of action to address it should it occur. Harassment isn't restricted to the workplace, but can occur outside of it as well, at conferences and meetings. It can include third-party relationships (i.e., vendors and volunteers).

An effective antiharassment policy is recommended to contain each of the following elements:

- Underlying Principles:
- Definition of harassment
- Clear reporting procedures
- Responsibility of supervisors and witnesses
- Direct communication with offender
- Clear and prompt investigation procedure with due process provisions
- Potential sanctions
- Anti-retaliation provision
- False accusation provision
- Statute of limitation (if any)

Target Audiences

Depending on the mission and role of your organization, you may need to have separate policies that apply to staff, vendors, volunteer, officers, vendors and all attendees at your organization's sponsored meetings, whether members or not. Your policy should be specific on where it applies.

Policy Awareness

It is important that participants in your organizational activities are made aware of antiharassment policy, and also made known how and where to report any policy-related violations or concerns.

Sample Anti-Harassment Policy #1: From the Illinois Park & Recreation Association

The Association is committed to a work environment in which all individuals are treated with respect and dignity. Each individual has the right to work in a professional atmosphere that prohibits discriminatory practices, including harassment. Therefore, the Association expects that all relationships among persons in the workplace will be business-like and free of bias, prejudice, and harassment.

It is the responsibility of each employee, officer, official, director, agent, volunteer, and vendor of the Association as well as anyone using the Association's facilities, to refrain from sexual and other harassment. The Association will not tolerate any type of harassment of or by any of its employees, Board of Directors, or members. Actions, words, jokes, or comments based on an individual's sex, race, sexual orientation, national origin, age, religion, or any other legally protected characteristic will not be tolerated. This policy should not, and may not, be used as a basis for excluding or separating individuals of a particular gender, or any other protected characteristic, from participating in business or work-related social activities or discussions in order to avoid allegations of harassment. The law and policies of the Association prohibit disparate treatment based on sex or any other protected characteristic, with regard to terms, conditions, privileges, and prerequisites of employment. The prohibition against harassment, discrimination, and retaliation are intended to complement and further these policies, not to form the basis of an exception to them.

Definitions of Harassment

Sexual harassment may occur whenever there are unwelcome sexual advances, requests for sexual favors, or any other verbal, physical, or visual conduct of a sexual nature when:

- Submission to the conduct is made either implicitly or explicitly a condition of the individual's employment;
- Submission to or rejection of the conduct is used as the basis for an employment decision affecting the harassed employee; or
- The harassment has the purpose or effect of interfering with the employee's work performance or creating an environment that is intimidating, hostile, or offensive to the employee.

Sexual harassment may include a range of subtle and not so subtle behaviors and may involve individuals of any combination of gender. Depending on the circumstances, these behaviors may include, but are not limited to:

- unwanted sexual advances or requests for sexual favors;
- sexual jokes and innuendo;
- verbal abuse of a sexual nature;
- commentary about an individual's body, sexual prowess or sexual deficiencies;
- leering;
- catcalls or touching;
- insulting or obscene comments or gestures;
- display or circulation in the workplace of sexually suggestive objects or pictures (including through e-mail);
- and other physical, verbal or visual conduct of a sexual nature.

Harassment based on any other protected characteristic is also strictly prohibited. Under this policy, harassment is verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of his/her race, color, religion, sex, age, national origin, disability or any other

characteristic protected by law. This policy extends to the relatives, friends, and associates of that individual. Harassment, in this context, may be defined as:

- creating an intimidating, hostile or offensive work environment;
- unreasonably interfering with an individual's work performance; or
- otherwise adversely affecting an individual's employment opportunities.

Harassing conduct includes, but is not limited to epithets, slurs or negative stereotyping; threatening, intimidating, or hostile acts; denigrating jokes, and display or circulation in the workplace of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through e-mail). Any such conduct is unacceptable in the workplace as well as in any work-related setting outside the workplace, such as during business trips, professional conferences, business meetings, and business-related social events.

Any employee engaging in practices or conduct constituting sexual harassment, discrimination, or harassment of any kind shall be subject to disciplinary action, up to and including discharge.

Retaliation Is Prohibited

The Association prohibits retaliation against any individual who reports discrimination or harassment or participates in an investigation of such reports. Retaliation against an individual is a serious violation of this policy and, like harassment or discrimination itself, will be subject to disciplinary action.

Reporting Procedure

The Association strongly urges the reporting of all incidents of discrimination, harassment, or retaliation, regardless of the offender's identity or position. Early reporting and intervention have proven to be the most effective methods of resolving actual or perceived incidents of harassment or discrimination. Therefore, while no fixed reporting period has been established, the Association strongly urges the prompt reporting of complaints or concerns so that rapid and constructive action can be taken.

The availability of this reporting procedure does not preclude individuals who believe they are being subjected to harassing or discriminatory conduct from promptly advising the offender that his or her behavior is unwelcome and requesting that it be discontinued.

If you experience or witness harassment or discrimination of any kind, you should deal with the incident(s) as directly and firmly as possible by clearly communicating your position to the offending person, your immediate supervisor and/or the Executive Director. You should also document or record each incident (what was said or done, by whom, the date, time and place, and any witnesses to the incident). Written records such as letters, notes, memos, e-mails, and telephone messages can strengthen documentation. It is not necessary that the harassment be directed at you to make a complaint.

Direct Communication with Offender

If there is harassing or discriminatory behavior in the workplace, you should directly and clearly express your objection to the offending person(s) regardless of whether the behavior is directed at you. If you

are the harassed employee, you should clearly state that the conduct is unwelcome and the offending behavior must stop. However, you are not required to directly confront the person who is the source of your report, question, or complaint before notifying any of those individuals listed below. The initial message may be oral or written, but documentation of the notice should be made. If subsequent messages are needed, they should be put in writing.

Report to Supervisory and Administrative Personnel

At the same time direct communication is undertaken, or in the event you feel threatened or intimidated by the offending person, you should promptly report the offending behavior to your immediate supervisor or the Executive Director. If you feel uncomfortable doing so, or if your immediate supervisor and/or department head is the source of the problem, condones the problem or ignores the problem, report directly to the Executive Director. If the Executive Director is the source of the problem, condones the problem, or ignores the problem, you should contact the Chairman of the Board of Directors.

Report to Executive Director/Chairman of the Board of Directors

An employee may also report incidents of harassment or discrimination directly to the Executive Director. The Executive Director or his designee will promptly investigate the facts and take corrective action when an allegation is determined to be valid. If your complaint alleges harassment by the Executive Director, or if the Executive Director condones the problem or ignores the problem, you should immediately report the incident or incidents in writing directly to the Chairman of the Board of Directors. An investigation will be conducted and appropriate action will be taken when an allegation is determined to be valid. At no time will personnel involved in the alleged harassment conduct the investigation.

Harassment Allegations against Non-Employees/Third Parties

If you make a complaint alleging harassment or discrimination against an agent, vendor, supplier, contractor, volunteer, or person using Association programs or facilities, the Executive Director or his designee will investigate the incident(s) and determine the appropriate action, if any. The Association will make reasonable effort to protect you from further contact with such persons. Please recognize, however that the Association has limited control over the actions of non-employees.

Important Notice to All Employees

Employees who have experienced conduct they believe is contrary to this policy have an obligation to take advantage of this reporting procedure. An employee's failure to fulfill this obligation could affect his or her rights in pursuing legal action.

Responsibility of Supervisors and Witnesses

Any supervisor who becomes aware of any possible sexual or other harassment or discrimination of or by any employee should immediately advise the Executive Director. The Executive Director or his designee will investigate the conduct and resolve the matter as soon as possible. All employees are

encouraged to report incidents of harassment, regardless of who the offender may be or whether or not you are the intended victim.

The Investigation

Any reported allegations of harassment, discrimination, or retaliation will be investigated promptly. The Association will make every reasonable effort to conduct an investigation in a responsible and confidential manner. However, it is impossible to guarantee absolute confidentiality. The investigation may include individual interviews with the parties involved, and where necessary, with individuals who may have observed the alleged conduct or may have other relevant knowledge. The Association reserves the right and hereby provides notice that third parties may be used to investigate claims of harassment. You must cooperate in any investigation of workplace wrongdoing or risk disciplinary action, up to and including termination.

Responsive Action

The Association will determine what constitutes harassment, discrimination, or retaliation based on a review of the facts and circumstances of each situation. Misconduct constituting harassment, discrimination, or retaliation will be dealt with appropriately. Responsive action may include, for example, training, referral to counseling and/or disciplinary action such as warning, reprimand, withholding of a promotion or pay increase, reassignment, temporary suspension without pay or termination, as the Association believes appropriate under the circumstances.

False and Frivolous Complaints

Given the possibility of serious consequences for an individual accused of sexual harassment, or other harassment or discrimination, complaints made in bad faith or otherwise false and frivolous charges are considered severe misconduct and may result in disciplinary action, up to and including dismissal. While we hope to be able to resolve any complaints of harassment within the Association, we acknowledge your right to contact the Illinois Department of Human Rights (IDHR) at the James R. Thompson Center, 100 West Randolph Street, Suite 10-100, Chicago, Illinois 60601, about filing a formal complaint, and, if it determines that there is sufficient evidence of harassment to proceed further, it will file a complaint with the Illinois Human Rights Commission (HRC), located at the same address on the fifth floor.

Sample Anti-Harassment Policy #2: From the American Historical Association

The AHA is committed to creating and maintaining a harassment-free environment for all participants in the Association's activities. All members and participants, including employees, contractors, vendors, volunteers and guests, are expected to engage in consensual and respectful behavior and to preserve AHA's standard of professionalism at all times. The following policy pertains to all venues where officially sanctioned AHA conferences, meetings, and other activities occur, whether in person, by telephone, or through electronic communication.

The AHA has absolutely no tolerance for sexual harassment in any setting. Sexual harassment is behavior (speech or actions) in formal or informal settings that "demeans, humiliates, or threatens an individual on the basis of their sex," gender, gender expression, or sexual orientation.¹ Sexual harassment can also

take nonsexual forms and includes discriminatory remarks or actions based on an individual's sex, gender, gender expression or sexual orientation. Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal comment or physical conduct of a sexual nature, including situations in which

- the request or conduct involves any implied or expressed promise of professional reward for complying;
- the request or conduct involves any implied or expressed threat of reprisal or denial of opportunity for refusing to comply;
- the request or conduct results in what reasonably may be perceived as a hostile or intimidating environment.

Such examples are illustrative, not exhaustive. Sexual harassment does not refer to occasional compliments of a socially acceptable nature or consensual personal and social relationships without discriminatory effect. It refers to behavior that reasonably situated persons would regard as unwelcome and as personally intimidating, hostile, or offensive.²

Finally, according to U.S. Equal Employment Opportunity Commission (EEOC) guidelines, the victim of harassment can be anyone affected by the offensive conduct, not just the individual at whom the conduct is directed.

The policy and structure for addressing violations of the policy will be clearly and prominently displayed on the AHA website. All participants in the Annual Meeting will be required to acknowledge the policy and their willingness to abide by it as part of the registration process. The executive director will provide an annual report of complaints received (with no names used). The report will be circulated to the full Council and made available to the membership upon request.

Addressing Violations of the Statement

Any person who has experienced a serious verbal threat or any physical assault should contact law enforcement officials immediately.

Sample Anti-Harassment Policy #3: From the Shakespeare Association of America

Sexual Harassment Policy

The SAA strives to be an inclusive and welcoming point of contact for our diverse membership of scholars, teachers, and students from around the world. We take instances of disrespectful, dismissive, patronizing, or harassing behavior—whether in speech or act, whether in formal or informal settings, and whether based on gender, sexuality, race, ethnicity, religious affiliation, ability, status, or age—seriously. Those who are the targets of harassment should not feel unheard or unassisted.

Definitions

Sexual harassment is behavior that demeans, humiliates, or threatens an individual on the basis of their sex. It is unwanted attention that a recipient experiences as offensive or disruptive to personal well-being. Sexual harassment can include crude behavior (such as offensive statements, jokes, or gestures); dismissive or insulting modes or address (such as referring to a woman not by her name but as “honey”); unwelcome sexual attention (such as unwanted touching or repeated requests for dates); and coercion.

Sex-based harassment also takes nonsexual forms when an individual is targeted because of gender or gender expression. It singles out some members of the community as acceptable targets and as unworthy of respect. Harassment never occurs in a vacuum. Frequently, alienating behaviors including race- and religion-based harassments intertwine with sexual harassment. Working to discern, for instance, whether a comment about appearance is aimed primarily at someone’s gender, sexuality, religion, or race mistakes how harassment can leave its impact on multiple levels.

The SAA emphasizes the importance of adopting a fully intersectional understanding of sex-based harassment. Harassment not only sabotages the individual; it also damages the Shakespeare Association community by discouraging participation in the Association and compromising the free exchange of ideas that is at the center of our mission as an organization.

Respect

All of the spaces into which our professional meetings extend are professional, and the values of respect, equity, and nondiscrimination should inform conduct in the seminar room and on the dance floor, over coffee, and over drinks. All members should aspire to treat each member as having an equally valuable contribution to make.

What to Do if You Have Been Harassed

The SAA seeks to provide meaningful support to members who have experienced sexual harassment at the annual meeting or related events. If you have experienced any unwelcome behaviors, please contact the executive director or any trustee of the Association. These officially designated contacts can serve as sounding boards, confidantes, and informal advisers; they can also confer with you confidentially about possible next steps. Reporting an incident of sexual harassment does not obligate the reporter to pursue any further action. The SAA’s goal above all is to support vulnerable members of the community and to strategize to end the harassment in question. As a voluntary professional organization with a small staff, the SAA is unfortunately limited in its ability to respond formally to charges of sexual harassment. Nonetheless, within these constraints the SAA will follow its professional and ethical responsibility to respond to reports of sexual harassment among its membership.

Codes of Conduct/Ethics Policy Guidance and Examples

Guidelines for Association Ethical Codes of Conduct/Ethics Policies

Introduction

To encourage ethical behavior, Associations may wish to adopt a Code of Ethics, Code of Conduct, ethics policies, or some hybrid of these (all generally referred to as an “ethics code” in this document). A “Code of Ethics” generally communicates the values or aspirational ethical principles of the organization, while a “Code of Conduct” or related ethical policies also specify in greater detail the behaviors (i.e., conduct) expected and/or prohibited by the organization. Professional societies may have a separate ethics code for the discipline they serve in addition to an organizational ethics code for staff, governing board members and others engaged in the work of the society, while other associations may have one ethics code that is relevant for both members and staff. The determination of which form an organization’s ethics code should take depends on the needs of the organization and its goals for the document. This summary will focus on organizational Codes of Conduct/Ethics policies relevant to the behavior of staff and member volunteers involved in the Association’s work without regard to ethics codes focused on a professional discipline.

Preamble to an Ethics Code

It is recommended that an ethics policy for your organization include a preamble to set forth the overarching purpose of the code as well as its target audience (volunteer members, officers, staff, non-member attendees of an organizational function, vendors, etc.) and to differentiate where requirements might be different for the different targeted segments. The preamble may relate the Code of Conduct to the organization’s mission as well as the highest level of its values. The preamble should also specify whether and how the policy will be communicated, or such information should be included elsewhere in the document (if not clear from the circumstances).

Underlying Aspirational Principles

A Code of Ethics includes aspirational statements describing organizational values and the ethical principles of the association. When drafting a Code of Conduct, it is helpful to also include such aspirational statements describing organizational principles that help guide conduct and the ethical practices of the organization consistent with its mission. These principles might include statements on a desire for:

- Honesty in all transactions
- Fair and equal treatment for all
- Advancing public trust and transparency
- Good faith and due diligence in all organizational affairs (“stewardship”)
- Adherence to law and regulations
- Societal considerations

Code of Conduct Leading Practices

- A rich and inclusive ethics policy / code of conduct should lay out principles of the association as well as standards for ethical behavior.
- A code of conduct should be developed via a transparent process with the involvement of all relevant stakeholders. Doing so increases stakeholder and target audience buy-in as well as fosters ethical thinking.
- A code of conduct (or a companion document) should include procedures for enforcement, including a clear process for reporting possible violations, investigating allegations of unethical behavior (if appropriate for your organization), resolving violations, disciplinary action, and appeals. Identification of the officer or entity determining the outcome, and a commitment to due process to ensure fair treatment in public disputes, should also be included.
- A code of conduct (or companion policies) should include whistleblower protections and protect against retaliation for reporting possible unethical conduct.
- A code of conduct should include clear guidelines for interpersonal behavior including behavior at meetings and meeting-related events, and any and all places of training or employment. Harassment concerns should be clearly spelled out.
- A code of conduct should be clearly accessible to the public, the target audience required to comply with the ethics code, and to all members of the organization and other stakeholders.
- Codes of conduct should apply consistently to all target audience members, regardless of the member's geographic location, or that member's public stature or status within the organization. Any distinctions in ethical conduct between members should be clearly spelled out in the code and include the justification for the distinction.
- A code of conduct should be revisited regularly to maintain its relevancy and be updated as needed. The organization should also regularly evaluate how well it is implementing the code of conduct and using it to address violations.

Code of Conduct Statements

A recommended ethics policy for each organization should include statements or passages that would address areas of importance to the individual organization. Example potential policy statements include:

- **Confidentiality** – Members and staff are required to protect the confidentiality of all privileged information relating to the organizational business or prospects.
- **Professional Misrepresentation** – Members and staff are expected to recognize and honestly represent individual boundaries of professional competence.
- **Harassment, Discrimination, Bullying and the Abuse of Power**– The organization should provide a clear statement on impacts and its intolerance for harassment, discrimination and bullying.

- **Reporting Ethical Violation of Others** – Members and staff are asked to take responsibility to act or intercede where possible to prevent misconduct and report such misconduct when it occurs.
- **Conflict of Interest** - Members will proactively disclose financial, personal, professional, and other conflicts of interest that could compromise the trustworthiness of their work on behalf of the organization.
- **False accusations / Improper complaints** – Penalties are outlined for making false or improper complaints and such accusations are denoted an ethical violation.
- **Intellectual Property** - Members or staff should not knowingly infringe the intellectual property rights of other parties.

Additional Targeted Codes of Conduct

Where appropriate, depending on services and products offered by the organization, the ethics policy should also be written to address the topics below, either directly in the policy, or as a stand-alone code of conduct addendum:

- Code of conduct at meetings
- Ethical standards for publications (authorship, fabrication, plagiarism, falsification, etc.)
- Ethical standards for consultation services
- Ethical standards for fundraising
- Ethical standards for vendor practices

Sample Code of Conduct Policies:

Example ethics codes for non-profits organizations are available here:

- [American Sociological Association Code of Ethics and Professional Conduct.](#)
- [American Geophysical Union Scientific Integrity and Professional Ethics](#)
- [Codes of Ethics Collection](#)

Conflict of Interest Policy Guidance and Examples

Conflict of Interest Policies

Define the policy

The policy should define how it interprets a conflict of interest, including perceived conflict of interest. For example, according to Association Forum of Chicagoland, it should include an “obligation to disclose any conflicting or potentially conflicting personal, professional or business interests he or she may have, directly or indirectly, with the affected activity or decision” and that the person should disclose, “any significant financial interest in, or other relationship with, an entity having a “commercial interest” in the activity. A commercial interest may exist not only where the entity’s products or services are under consideration by the entity, but also where the entity’s products or services are in competition or potential competition with those under consideration.”

According to Illinois Park and Recreation Association, *“There are some common relationships or circumstances that can create or give the appearance of a conflict of interest. A potential or actual conflict of interest occurs whenever an employee is in a position to influence a decision that may result in a personal gain for the employee or an immediate family member (i.e., spouse or significant other, children, parents, siblings) as a result of the Association’s business dealings.”*

According to the Window and Door Manufacturers Association’s Board of Directors Conflict of Interest Policy, “Traditional legal analysis suggests that recusal or withdrawal from participation in deliberations relating to a conflict of interest is not intended to imply that the person is untrustworthy or not capable of acting in the best interests of the WDMA with respect to other, unrelated issues. It is designed to protect the Association and the conflicted director by ensuring that decisions are made without even an appearance of a conflict and that the WDMA’s confidential information is being protected.”

Identify the audience

- Depending on the policy, the audience could be employees, members, attendees, board, or volunteers. Different associations focus on different audiences with their policies. A best practice would be to consider all these audiences in your policy.
- For staff: A policy for staff conflict of interest should include the right of employees to engage in activities of a private nature outside of their employment, but it should also include how perceived conflicts will be handled. For example, this may be an employee who needs to disclose other places of employment or consulting.

Procedures

- It is important in any policy to account for both actual and perceived conflicts of interest. The policy is a supplement to state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. There will be potential for conflicts of interest in any organization, as members, staff, and volunteers will always have multiple interests in their lives. However, in an ethical environment, board, staff, and volunteers would work to avoid any

perception of conflict of interest by disclosing any possible conflict area before any discussion or exchange of information occurs.

Process

The policy should include who should report a possible conflict and whom they should report it to, usually staff report it to their supervisor and board members report it to their board chair. Volunteers on committees would report it to their committee chair.

- For board members, the policy should detail how much or how little involvement the board member should have in[?] a decision which may be an actual or perceived conflict of interest. Best practices would be that the board member will leave the meeting while the matter is under consideration unless the remaining Board members request their participation in the discussion. It would not be sufficient for the board member to participate in the discussion, abstaining from the vote, as their presence in the discussion could make other board members feel they could not speak openly. According to the National Institute of Pension Administrators, *“The interested person’s presence, if applicable, may be counted in determining whether a quorum is present, but that person’s vote may not be counted when the governing body takes action on the transaction.”*
- The policy should note who gets to decide if there is a conflict of interest. According to the Human Resources Management Association of Chicago, *“a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.”* In many association policies, the procedure within a board situation of possible conflict would be for the board member to disclose a possible conflict, while the other board members determine if that person has a conflict. If they do deem a conflict, the person leaves that portion of the meeting. If the person refuses to leave the meeting, the board may refuse to allow that person’s participation in the discussion. In a unique situation where a long-term relationship may occur, which would create extensive conflict of interest, replacement of the individual in the affected position or activity may be required.
- Undisclosed Conflicts of Interest: The policy should include repercussions of undisclosed conflicts. For staff, those repercussions may include disciplinary action and termination. For example, according to the Window and Door Manufacturers Association’s Board of Directors Conflict of Interest Policy, *“If the WDMA determines that a director has knowingly violated his/her duty of confidentiality in a conflict of interest position, the Board has the right to take all appropriate legal remedial action to protect the interests of the Association.”*

Signature

Many associations will have staff and volunteers sign conflict of interest forms on a routine basis, maybe once a year or along other timeframes.

- When used, the form/policy should require the board member or staff member to update it if a new conflict comes up.
- If signature documents are used, the policy should note how long the signed conflict of interest forms should be on file. For example, according to the Financial & Insurance Conference Professionals, *“Disclosure Forms shall be kept on file at FICP’s office for a period of two (2) years, or one (1) year after the conclusion of the relevant activity or decision-making process, whichever is longer, unless otherwise determined by the Board.”*

Sample Conflict of Interest Policy #1: From Illinois Park and Recreation Associations’ Board of Directors’

Introduction

When the Illinois Park and Recreation Association (IPRA) Board of Directors are acting in their official capacities, their actions and decisions should be based on what they honestly and reasonably believe to be in the best interests of the Association. Legally and ethically, this is what is expected of each Board member as well as the IPRA Board members and other constituencies. If the judgment of a Board member is influenced by an outside interest, the Association may suffer harm directly from an ill-advised decision. But the Association can be harmed equally, if not more so, by the creation of a perception among members and others of inappropriate decision-making. Especially for a nonprofit organization, reputation can be an invaluable asset. Therefore, even if a volunteer leader believes that he or she can exercise independent judgment despite a conflict, and even if the official in fact does so, the perception that another interest or relationship may inappropriately influence their judgment can be injurious to the Association. It should be emphasized that conflicts of interest are not inherently illegal or unethical, nor should they be interpreted as reflecting upon the integrity of any Association official. Further, it is not the purpose of a conflict of interest policy to prevent volunteer leaders from having business or other relationships. Rather it is the manner in which a conflict is addressed that determines the propriety of the situation.

Definition Of “Conflict of Interest”

A conflict of interest may exist when an IPRA Board of Director has a direct or indirect business, professional, or personal situation or relationship that might influence—or that might be perceived to influence—the judgment or actions of the leader when serving the Association.

Administrative Policy Manual

Conflicts of interest may arise under numerous scenarios, including but not limited to:

- Receiving compensation (e.g., consulting fees, speaking, or writing honoraria, etc.) from a company offering products or services related to the interest of the Association.
- Doing business with the IPRA or having a relationship with any company or organization doing business or wishing to do business with the IPRA.

- Through conducting business or awarding paid services through a close family member or a business associate.
- Receiving gifts, gratuities, free trips, personal property, or any other item of value from any outside person or organization as an inducement to do business or provide services.
- Making a profit or perceived monetary gain in any way in their outside employment or business interests from their association with IPRA.
- Making attempts to convince other board members or staff of IPRA of their personal beliefs, values, or commitments after it has been requested not to do so.

Disclosure

The most fundamental concept in the area of conflicts of interest is disclosure. Those IPRA officials subject to this Conflict of Interest Policy must disclose all conflicts as defined above. It should be noted that the definition of conflict of interest adopted in this Policy includes any relationship that might influence or that might be perceived to influence the actions or decisions of the IPRA. Finally, all those covered by this Policy have an obligation to bring to the attention of the IPRA Board of Directors any conflict or perceived conflict of any other Association member also subject to this Policy.

Covered Officials

The following are subject to the IPRA Board of Directors Conflict of Interest Policy:

- Board of Directors
- Committee Chairman

Effect of a Conflict or Perceived Conflict

Once a conflict of interest arises, in addition to disclosure, the person with the conflict should use their best judgment as to whether and to what extent they should recuse themselves from deliberations, voting, decision making, and other participation with respect to the matter, and whether they should resign from an office or position. In making this determination, the best interests of the Association should be the sole criterion. The Board of Directors may require full or limited recusal or other measures, including resignation from an Association office or position.

Accountability

As an elected official of the Association and duty to represent the members of the Association, Board of Directors shall lead by example and be accountable for the obligation of executing their office in a high standard of ethics and without the violation or perceived violation of the Conflict of Interest Policy. Members of IPRA deserve and have elected each IPRA Board of Director to hold them self-accountable and to serve the membership in a capacity that is professional, ethical and with the integrity the office of serving on the Board mandates.

Violation of this Policy

Violations of this Policy may result in removal from the IPRA Board of Directors.

Sample Conflict of Interest Policy #2: From the Association Forum of Chicagoland, Conflict of Interest Policy for Volunteers (and signature form)

The Association Forum of Chicagoland (the “Forum”) is dedicated to advancing the professional practice of association management. To accomplish that mission, it improves the quality of practice of association management; enhances the places where association management is practiced; and ensures the freedom to practice association management. The integrity of the Forum, and the activities it undertakes, depends on the avoidance of conflicts of interest, or even the appearance of such conflicts, by the individuals involved in those activities.

At the same time, the Forum recognizes that its members have significant professional, business and personal interests and relationships. Therefore, the Forum has determined that the most appropriate manner in which to address actual, potential or apparent conflicts of interest is initially through liberal disclosure of any relationship or interest that might be construed as resulting in such a conflict. Disclosure under this Policy should not be construed as creating a presumption of impropriety or as automatically precluding someone from participating in a Forum activity or decision-making process. Rather, it reflects the Forum’s recognition of the many factors that can influence one’s judgment and a desire to make as much information as possible available to other participants in Forum-related matters.

Any individual involved in a Forum activity or decision-making process has an obligation to disclose any conflicting or potentially conflicting personal, professional, or business interests he or she may have, directly or indirectly, with the affected activity or decision. Potentially conflicting interests may relate to the Forum’s programs and services (e.g., educational courses) or its operations (e.g., contracts with third parties).

In particular, participants in Forum-related activities are obligated to disclose the positions they hold or relationships they have within the Forum and with other organizations or entities that may conflict, directly or indirectly, with their Forum activities. They also have an obligation to disclose any significant financial interest in, or other relationship with, an entity having a “commercial interest” in the activity. A commercial interest may exist not only where the entity’s products or services are under consideration by the Forum, but also where the entity’s products or services are in competition or potential competition with those under consideration. By the disclosure of such interests, other participants will have the opportunity to take potential biases into consideration. In addition, the Board of Directors or its designee(s) will be in a better position to determine whether the participant may have conflicting interests with the Forum.

All participants in Forum-related activities must comply with the Forum Conflict of Interest Policy. It is the responsibility of the disinterested members of the Board or designated committee chairs, editors, etc. to interpret and apply this Policy. And, in as much as the Policy is stated in general terms, the Board or its designee(s) should use their best judgment in doing so.

I represent that I have read, understand, and agree to the terms of the Forum Conflict of Interest Policy. I am disclosing the following conflicts or potential conflicts of interest:

I further represent that, to the best of my knowledge and belief, I

- have disclosed all conflicts or potential conflicts of interest in the space above, if applicable; and
- will disclose any future conflict or potential conflict of interest to the Forum.

Signature: _____ Date: _____

Sample Conflict of Interest Policy #3: From the Financial & Insurance Conference Professionals (FICP) Conflict of Interest Policy (Approved April 2008):

Purpose

The purpose of this conflict of interest policy is to protect the interests of Financial & Insurance Conference Professionals (FICP), a tax-exempt organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

- **Interested Person:**
Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- **Financial Interest:**
A person has a financial interest if he/she has, directly or indirectly, through business, investment, or family:
 - An ownership or investment interest in any entity with which FICP has a transaction or arrangement,
 - A compensation arrangement with any entity or individual with which FICP has a transaction or arrangement, or
 - A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which FICP is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- The remaining board or committee members shall decide if a conflict of interest exists.
- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.

Policy

FICP is dedicated to advancing the professional practice of meeting planning. To accomplish its mission, FICP improves the quality of practice of meeting planning; enhances the places where meeting planning is practiced; and ensures the freedom to practice meeting planning. The integrity of FICP and the activities it undertakes depends on the avoidance of conflicts of interest, or even the appearance of such conflicts, by the individuals involved in those activities.

At the same time, FICP recognizes that its elected and appointed leaders, as well as other individuals acting on its behalf, also have significant professional, business and personal interests and relationships. Therefore, FICP has determined that the most appropriate manner in which to address actual, potential or apparent conflicts of interest is initially through liberal disclosure of any relationship or interest that might be construed as resulting in such a conflict. Disclosure under this policy should not be construed as creating a presumption of impropriety or as automatically precluding someone from participating in an FICP activity or decision-making process. Rather, it reflects FICP's recognition of the many factors that can influence one's judgment and a desire to make as much information as possible available to other participants in FICP-related matters.

Any individual involved in an FICP activity or decision-making process shall have an obligation to disclose any conflicting or potentially conflicting personal, professional or business interest he or she may have, directly or indirectly, with the affected activity or decision. Potentially conflicting interests may relate to FICP's programs and services (e.g., educational events) or its operations (e.g., contracts with third parties).

In particular, participants in FICP-related activities are obligated to disclose the positions they hold or relationships they have within FICP and with other organizations or entities that may conflict, directly or indirectly, with their activities. They also have an obligation to disclose any significant financial interest in, or other relationship with, an entity having a "commercial interest" in the activity. A commercial interest may exist not only where the entity's products or services are under consideration by FICP, but also where the entity's products or services are in competition or potential competition with those under consideration. By the disclosure of such interests, the Board of Directors or its designee(s) will be in a better position to determine whether the participant may have conflicting interests with FICP.

FICP primarily is concerned with potential conflicts of interest involving those individuals participating directly in FICP-related activities. Potential conflicts of interest also may arise, however, if an individual with whom the participant directly shares income (e.g., a spouse, minor child, or business partner) or a third party whose interest may affect the participant's decision-making (e.g., a sibling or adult child) has an interest in, or relationship with, an entity having a commercial interest in the activity or matter under consideration. As a result, participants should disclose not only their own interests or relationships but also those of their spouse or minor children. In addition, participants should disclose interests or relationships held by others that may affect their decision-making, but only to the extent they are aware of such information. Participants are under no obligation to determine the nature of every interest held by a sibling, business partner, etc. if they have no independent knowledge of such interests.

In general, participants should err on the side of disclosure if in doubt as to whether it is required under the policy.

Disclosure

Integral to the implementation of the Conflict of Interest Policy is the FICP Conflict of Interest Disclosure Form, a copy of which is attached, which shall be considered a part of the Conflict of Interest Policy and must be submitted by any individual participating in an official FICP capacity. Initially, a participant's obligation to report actual, potential or apparent conflicts is discharged by completing the Disclosure Form. Participants remain under a continuing obligation, however, to report such conflicts as they arise, including those that were not reported on the Disclosure Form, but which later become relevant to the FICP activity in which they are involved.

Disclosure Forms shall be kept on file at FICP's office for a period of two (2) years, or one (1) year after the conclusion of the relevant activity or decision-making process, whichever is longer, unless otherwise determined by the Board.

In order to implement the Conflict of Interest Policy, the Board or its designee(s) shall determine, based on the disclosure form and other relevant information, when an individual engaged in, or about to engage in, an FICP-related activity or other matter under consideration has an actual, potential, or apparent conflict of interest requiring some response by the FICP. Specifically, subject to the procedures set forth herein, the Board or its designee(s) may require any action they deem appropriate, including, but not limited to, the following:

- Disclosure of the interest to the other participants in the decision- or policy-making body (e.g., board, committee, working group).
- Written and, in some cases, oral disclosure of the interest (e.g., to an audience at an educational session).
- Recusal from voting on a matter and limitation of the individual's participation only to the provision of factual information of benefit to the group discussion.

- Complete recusal from a portion of a meeting or from other consideration of the subject matter.
- Replacement of the individual in the affected position or activity.

In most instances, disclosure of the conflicting or potentially conflicting interest will itself suffice to protect FICP's interests. In other words, once such a conflict is fully disclosed to the relevant parties, they generally will be able to evaluate the possible influence of the disclosed interest. In situations where such disclosure does not adequately deal with actual or potential problems, however, additional action, including denial of participation in the affected activity or consideration of the matter, may be necessary.

All participants in FICP-related activities must comply with the FICP Conflict of Interest Policy. It is the responsibility of the disinterested members of the Board or designated committee chairs, editors, etc. to interpret and apply this policy. In as much as the policy is stated in general terms, the Board or its designee(s) should use their best judgment in doing so.

Social Media Policy Guidance and Examples

Social Media Guidelines and Policies

“Social media” includes internet-based communications tools that focus on interactivity, user participation, and information sharing, including: social networking sites, forums, blogs, online chat sites, video/photo posting sites, or any other such similar output or format, including but not limited to Facebook, Twitter, LinkedIn, YouTube, and Google+.

Today’s associations recognize the widespread use of social media and the effects of the internet in shaping a positive image and brand. Inherent to this endeavor is demonstrating a high regard for one’s self, others, and the resources entrusted to them. In addition to acting with respect, social media users should listen to others’ point of view, seeking to understand them and provide accurate information in a timely manner.

Given the vast reach of social media, association employees and volunteers must act responsibly and take ownership for their decisions and the consequences of said decisions. Today’s social media policies largely take one of two common approaches: one, limiting employees’ and volunteers’ social media use and two, providing guidelines to encourage ethical and professional conduct online. Associations should first determine which of these two approaches to social media best fits their organization.

General Social Media Policy Guidance

- Staff should always consider the content of their professional and personal social media posts before posting.
- Be mindful that certain content when shared could reflect poorly on your or a staff member’s professional reputation, the reputation of the association, and the reputation of association’s constituents. For that reason, in addition to exercising sound, professional judgment when using social media, staff should also learn to use, enable and check privacy settings on all of their social media accounts.
- Also, be aware that posting complaints, criticism, statements, photographs, video, or audio that can be viewed as malicious, obscene, threatening or intimidating, or that disparages association employees, officers, constituents, vendors, or suppliers, or that constitute harassment or bullying, will not be tolerated. Inappropriate postings may result in disciplinary action up to and including termination of employment.
- Lastly, supervisors are cautioned against connecting via social media with staff they manage, as blending professional and personal relationships via social media can create actual/perceived challenges in the workplace. Use the same judgment as would apply to any other social interactions.

Please also see the [Social Media Code of Conduct Best Practice Guide](#) from the Communications Council.

Sample Social Media Policy #1: From the Association for Computing Machinery

ACM encourages members and volunteers to use social media to engage with one another and communicate about ACM activities, conferences, publications, and professional development resources. The following guidelines and best practices are intended to assist ACM volunteers, SIG leaders, conference organizers, chapter leaders, EICs, members and staff in effectively promoting ACM on online platforms intended for users to share and engage with content.

Social Media Policy

- Content posted on social networks on behalf of ACM, SIGs, chapters, conferences and publications should adhere to the expectations of professional and ethical conduct established in the ACM Code of Ethics.
- ACM branding and trademarks used on social media platforms should be consistent with ACM's Visual Identity Standards Guide.
- Images posted to social networks representing ACM should either belong to ACM, a SIG, a chapter, conference or publication or be free to use and share.
- Third-party content should be properly attributed to its original source.
- Social media accounts representing ACM should include a statement in the account profile, bio or "about" section (see examples to the right).

Best Practice Guidelines

- Schedule posts when your audience is most active and likely to engage with your content, and ensure that there is a steady stream of posts from your account.
- The text of social posts should maintain a conversational and accessible tone while conveying professionalism and a sense of authority on the topic.
- Visually engaging content is more likely to generate higher engagement, so posts should contain a prominent photo, video or illustration whenever possible.
- Third-party content (posts not directly related to an ACM activity, product, or service) should come from reputable and authoritative sources and be of interest to the broader computing community. Posts should also not promote commercial products or services.
- Posts should include relevant hashtags to increase their exposure and "@mentions" to engage other users who would be interested in their content.
- Social media content should be viewed as part of a conversation, and posts should aim to generate reactions, comments and engagement.
- ACM social media representatives are encouraged to actively monitor comments from followers and respond in a timely and professional manner.

Sample Social Media Policy #2: Taken in Part from the National Automated Clearinghouse Association

These guidelines apply to association staff who have been approved to engage online in an official capacity:

- Be professional. Although you may employ a more conversational tone on a social media vehicle, you are representing the association the same way you would in a presentation, a press release or during an appearance at an event.
- Be productive. Don't over post or post just for the sake of posting. Share useful, interesting information with your audience.
- Be neutral.
- Be judicious when it comes to the notorious back-and-forth nature of internet interactions. Focus only on correcting any inaccuracies of known facts; don't worry about winning an argument. In all instances, be civil.
- Be clear about association's comment/sharing policy by including ground rules—when necessary—to keep online conversations constructive. The association's comment/sharing policy explains to followers what information the association finds appropriate and inappropriate, as well as what follower posts will be deleted, and why a follower may be blocked from the page/group.
- These are common sense: be honest, be accurate, be respectful. Also, be clear and concise; even status message updates can be written well (or poorly).
- Fair use/copyright: Do not copy or use another person's or entity's intellectual property as though it were your own. Properly attribute work that you reuse. The internet affords ample opportunity to link to whatever materials you deem important to your audience. Note "Fair Use" doctrine in U.S. law allows limited use of copyrighted material without permission from the rights holder, speaking specifically to use for nonprofit or educational purposes; refer questions to the appropriate association contact.
- Handling of confidential personal or industry-related data: As previously noted, staff may not discuss or disclose online (or through any other means) confidential and/or proprietary information.
- Laws forbidding any partisan political activity: As a 501©(3) organization, certain legal restrictions apply to the association with respect to lobbying and partisan political activity. The association as an organization therefore should never appear as a "Fan" of an elected official, candidate for office, or partisan political cause on any social media page/feed.
- When names, photos, user IDs, etc. are involved in social media posts/updates, secure written permission for use and err on the side of caution.

Sample Social Media Policy #3: Taken in Part from the Illinois Farm Bureau

Messages and Comments

- Respond to or acknowledge messages sent through Twitter and Facebook as soon as possible but not more than 24 hours later.
- Messages that contain critical or threatening information, etc. should be forwarded to the appropriate staff contact.
- If a user comments on our content and asks a question, in most cases, it is appropriate to respond to the user.
- It best to remain silent when the act of responding, in any way, is likely to ignite a firestorm of argumentative comments.

Mentions and Tags

- Mentioning and tagging organizations that align with our goals and values can attract new followers to our page if the other entity has a large network of social media followers.

Blocking and Reporting

- All content that is violent, profane, inappropriate or is deemed not-family-friendly will be blocked. Inappropriate comments will also result in a blocked user.

Social Media Sense for Users

- Use common sense: If you are uneasy about a post you are about to make, step away and reconsider. Either change what makes you uncomfortable, talk to a supervisor, or don't post it.
- Be professional: Since you should assume that postings can eventually be seen by anyone, present the image you would want your boss to have of you. Use good grammar and language, don't spread gossip, and be mindful of the types of photos that you post.
- But have a personality: Social media is about connecting with people. Give friends and fans a look at your true personality.
- Play nice: You'd get in trouble for name-calling and bullying in elementary school, so don't do it on social media. It's ok (and even encouraged) to have your own opinion. It's not ok to insult others, use slurs, or otherwise antagonize them. Libel, harassment, and discrimination laws still apply on social networks and you can be held legally liable if guilty.
- Don't tell secrets: If it's not your news, don't share it. Confidential info (mergers, acquisitions, financials, etc.) is off limits. Designated staff will break the news when the time is right.
- Don't share personal info about customers, employees, competitors, or even vendors without permission (written, please) first.
- Join the conversation: If you feel you have something our followers would benefit from, share it.
- Just not the fights: From time to time, someone may post a negative story or comment about the association. Your first instinct is to jump in and defend the association and community, which is great, but we'd rather you bring it to the appropriate staff member's attention before you act.

Vendor Relations and Gift Policy Guidance and Examples

Vendor Relationships and Gifts Policies

Purpose for Having a Vendor Relationship Policy

A vendor relationship policy brings together relevant standards for relationships among the Association, its employees, volunteers and vendors. Having this type of policy outlines expectations and ensures all parties are acting in accordance with the association's expectations, ethical standards, and applicable laws.

In general, non-contractual benefits received from vendors by individual employees or volunteers should be modest in value and scope, directly tied to legitimate business purposes, and must not improperly influence decision-making on behalf of the Association. Creating this general understanding into an actual policy is a healthy way to ensure ethical relationships with vendors.

Benefits of Having a Vendor Relationship and Gift Policy

A healthy environment where vendors, staff, and volunteers interact with each other is essential. Setting expectations in writing empowers staff and volunteers to make sound decisions while allowing them to point to a policy if a vendor is persistent.

Ethical interactions with vendors can often have many gray areas that leave staff and volunteers confused and uneasy in making decisions. Your association's policy will help to clear these gray areas and ensure staff and volunteers are acting in the best interest of the association while alleviating their stress.

When vendors understand that your association has policies relating vendor relationships and gifts, it will force them to concentrate on selling the quality of their product/service rather than a culture of giving gifts to earn business.

When staff and volunteers understand that your association has a policy on vendor relationships and gifts, it removes any guesswork they would have to make on their own, creating a culture of ethical relationships between your association and vendors.

Preamble to the Policy

Having a preamble to a vendor relationship policy is a great way to set the stage as to why a vendor relationship policy is needed. The preamble can be simply stated and give some brief background.

Preamble Examples

We are a trade association that deals with hundreds of vendors on a daily basis. Often times these vendors will offer our staff and volunteers gifts, entertainment and other benefits. In an effort to be abundantly clear that this association will not be swayed by such things, we have established this policy to act as a guide.

Or

As a nonprofit association, we interact with hundreds of vendors. Often, we are asked for endorsements from vendors. In order to be viewed as a responsible association that conducts business in an ethical manner, we have established this policy to act as our guide.

The Policy Declaration

A policy declaration is a good idea because it clearly states the intent of the policy. It should address who is expected to abide by it.

Policy Declaration Examples

Employees and volunteers may accept gifts, entertainment and other benefits from vendors, so long as they are modest in value and not intended to improperly influence decision making.

Or

Employees and volunteers may not accept any gifts, entertainment or other benefits from vendors.

Once you have a clear declaration statement, then you can start listing detailed expectations of the statement under policy procedure/rules.

The Policy Gift Procedure/Rules

Procedures/rules for a vendor relationship policy may extend to the appropriate value of gifts or proper number of gifts from a single vendor. Many associations and companies have an actual value assigned to gifts that may be accepted.

Example

Gifts under \$10 in value may be kept without reporting them to the association. Gifts over \$10 but under \$100 may be kept, but must be reported to the association. Gifts over \$100 may not be accepted.

Having this clear language gives employees and volunteers an exact value of what is meant by “modest” so there is no room for interpretation.

This section of a policy can also include any inappropriate gifts; such as cash or gift cards. The policy should be clear on how your association views gifts in the form of tickets to a concert or sporting event because you may find them to be inappropriate or absolutely fine.

Your policy may also list an annual limit from one vendor and an annual limit on how many gifts one employee or volunteer can accept.

Examples

Vendors should not give multiple gifts that have a combined value of over \$100 annual.

Staff and volunteers should not get into the habit of accepting gifts from multiple vendors. More than three gifts annually, no matter the value, needs to be reported to the association.

The procedure and rules part of the policy should include a detailed reporting process if your policy requires gifts to be reported. The policy should designate a person or department that tracks gifts over a certain value. The policy should outline a timeline of how soon after receiving the gift, it should be reported. The process does not need to be complex, some associations require just an email to a manager, and others have a form to fill out that is housed in human resources or the finance department. You may also need to include definitions that may be unique to the association and the way your association views vendors. You can also include what the association deems as a “gift” in a definitions section of the policy.

Examples

The term Vendor relates to all persons or companies that the association does business with, may do business with or may never do business with.

Gifts include, but are not limited to: free hotel nights, free services at hotels, and tickets to sporting/entertainment events.

Sample Vendor Relationship and Gift Policy #1: Taken in part from Dartmouth – Hitchcock Gift Policy

Purpose of Policy

This policy establishes guidance for the acceptance of gifts. This policy provides guidance regarding conflicts of interest and is intended to supplement, but not replace, state and federal laws governing conflicts of interest for nonprofit and charitable organizations.

Policy Scope

This policy applies to all employees, staff, other covered individuals and trustees of D-H (to the extent the trustees are not otherwise covered by a different policy). Key employees, trustees, officers and other individuals who hold responsible leadership positions at D-H and their affiliate relationships may be subject to additional reporting duties as defined by regulatory agencies’ requirements. This policy also applies to direct or indirect remuneration received by an immediate family member of a D-H employee or covered individual.

Policy Statement

Employees and covered individuals, as well as their immediate family members may not solicit or accept personal gifts, business courtesies, or services from outside entities, vendors, or business associates, because doing so may constitute an actual or perceived conflict of interest (Section A). The acceptance of gifts from patients or their families is regulated in Section B.

Personal Gifts from Outside Entities

Offering or accepting personal gifts may influence an individual's decisions and thus may constitute a conflict of interest. Employees and covered individuals are deemed to have received a "gift" when an item of value is given to them personally, to their designee or to their family member for their benefit. Any exception to the acceptance of meals and travel may be granted only with written preauthorization from the individual's supervisor, the Co-Chairs of the Organizational Ethics Committee or the Chief Clinical Officer. The following items are considered gifts and are prohibited:

- **Food:** The acceptance from a vendor or outside entity of meals, regardless of their value, is generally prohibited. However, there may be limited circumstances where the acceptance of food is permissible, for example, at certain accredited Continuing Education (CME, CNE, etc.) activities if a lunch is being served as a part of approved accredited CME or CNE activity and the meal is not extravagant, the employee can accept the meal. (See Conflict of Interest Meals and Gifts Procedure). Reasonable judgment is required in the acceptance of meals.
- **Entertainment:** The acceptance from a vendor or outside entity of entertainment, including but not limited to attendance at recreational, cultural, sporting or other events that would generally have a cost, regardless of their value, is prohibited.
- **Travel and Lodging:** The acceptance from a vendor or outside entity of any form of travel and/or transportation and/or lodging that would generally have a cost, regardless of their value, is prohibited except when associated with the delivery of accredited CE, as reimbursement for travel and lodging or as part of agreed upon travel associated with research (see COI Consulting and Vendor Sponsored Activities Policy).
- **General Gift Items:** The acceptance of a gift of any kind from a vendor or "outside entity" (see definition) is prohibited. Examples of gifts include, but are not limited to: cash, cash equivalent (gift cards), stock, subsidies, property, use of property or equipment, promotional items (including office products with the vendor's logo), goods, donations, favors, prizes, offers of employment or business relationships, or anything reasonably regarded as providing a financial gain or advantage to either the recipient or his/her immediate family member.

The following items are not considered "gifts" under this policy: books, charts, or other materials that enhance patient care, education or training. These items may be accepted if distributed through the relevant department.

Sample Vendor Relationship and Gift Policy #2: Taken in part from Eaton Worldwide: Gift & Entertainment Policy

Introduction

Business gifts and entertainment on a modest scale are commonly used to build goodwill and strengthen working relationships among business associates. Providing or accepting occasional meals, small company mementos and tickets to sporting and cultural events may be appropriate

in certain circumstances. Occasionally, it may also be appropriate to accept or provide offers involving travel for business events with our business associates. However, if offers of gifts, entertainment or travel are frequent or of substantial value, they may create the appearance of, or an actual, conflict of interest or illicit payment. We have developed this policy to help employees make the right decisions when providing or accepting gifts, entertainment, or travel while conducting business.

Scope

This Policy applies to all divisions of Eaton Corporation and Eaton Subsidiaries Worldwide. Eaton business units may, at their discretion, establish more stringent country-specific limits, but not less.

Policy

Accepting Gifts (Non-Government Officials)

Eaton recognizes that it is customary for some of its suppliers, customers and other business associates to occasionally give small gifts to those with whom they do business. It is important, however, that these gifts do not affect an employee's business judgment, or give the appearance that judgment may be affected. Accordingly, Eaton and its employees must be very careful when it comes to accepting gifts. As a general rule, Eaton employees may accept gifts from suppliers, customers or other business associates, provided the gift:

- does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices or improved terms of sale;
- would not embarrass Eaton or the gift giver if disclosed publicly;
- if valued US\$100 or above (even if promotional in nature), is reported to the recipient's first and second-level reporting managers and disclosed under the Eaton Gift and Entertainment Disclosure Procedure; would not prevent the recipient from awarding Eaton's business to one of the gift giver's competitor

The following gifts are *never* appropriate:

- gifts of cash, or cash equivalent (such as gift cards or gift certificates);
- gifts that are prohibited by local law;
- gifts given as a bribe, payoff or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage, such as securing favorable tax treatment);
- gifts the recipient knows are prohibited by the gift giver's organization; and
- Gifts given in the form of services or other non-cash benefits (e.g., the promise of employment).

The cumulative annual value of all gifts an employee may receive from any one gift giver cannot exceed US\$250 unless disclosed under the Eaton Gift and Entertainment Disclosure Procedure and approved by the applicable Regional President, or, in the case of North America, by the functional, geographic or business unit Vice President.

Employees who receive a gift at an event of a ceremonial nature (e.g., a customer outing or a commemoration of a business transaction) that might not be appropriate under these guidelines, but is impractical or offensive to refuse, may accept the gift and then promptly report it to their supervisor. The employee and supervisor can then discuss the appropriate response.

Eaton employees must never ask for gifts, gratuities or other items that benefit them personally, regardless of value. Employees are expected to exercise good judgment in accepting gifts from suppliers, customers or other business associates. Employees should talk to their supervisor when in doubt as to whether a gift is appropriate.

Accepting Entertainment (Non-Government Officials)

Business entertainment (e.g., meals, tickets to the theater or a sporting event) can play an important role in strengthening working relationships among business associates. Accordingly, Eaton employees may accept business entertainment offered for legitimate business purposes, such as building goodwill and enhancing relationships with customers or suppliers, provided that it complies with these guidelines. Specifically, accepting entertainment from Eaton business associates is permitted *only* if such entertainment complies with Eaton's Worldwide Travel Expense Policy;

- is infrequent;
- is reasonably related to a legitimate business purpose (e.g., accompanying a customer or supplier to a local theater/sporting event or attending a business meal);
- is not given as a bribe, payoff or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage);
- does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices or improved terms of purchase;
- is in good taste and occurs at a business appropriate venue;
- is reasonable and appropriate in the context of the business occasion;
- would not influence, or appear to influence, the employee's ability to act in the best interest of Eaton;
- is disclosed under the Eaton Gift and Entertainment Disclosure Procedure; and
- Complies with any specific limits established by local management.

The following is *never* appropriate:

- entertainment that can be viewed as excessive in the context of the business occasion;
- "adult" entertainment or any sort of event involving nudity or lewd behavior;
- entertainment that the recipient knows the gift giver is not permitted to give; and
- entertainment that is otherwise prohibited by local management.

Employees should talk with a supervisor when in doubt as to whether an event, location or expenditure is appropriate.

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The following gifts are *never* appropriate:

- gifts of cash, or cash equivalent (such as gift cards or gift certificates);
- gifts that are bribes, payoffs or kickbacks (e.g., gifts given in order to obtain or retain business, or to secure an improper advantage);
- gifts that are prohibited by local law;
- gifts the gift giver knows are prohibited by the recipient’s organization;
- gifts given in the form of services or other non-cash benefits (e.g., the promise of employment); and
- gifts to family members of customers, suppliers or other business associates.

The cumulative annual value of all gifts an employee may provide to any one recipient cannot exceed US\$250 unless disclosed under the Gift and Entertainment Disclosure Procedure and approved by the applicable Regional President.

Entertainment

Business entertainment (e.g., meals, tickets to the theater or a sporting event) can play an important role in strengthening working relationships among business associates. Accordingly, we permit business entertainment when done for legitimate business purposes, such as building goodwill and enhancing relationships with customers or suppliers, provided that it complies with these guidelines. Specifically, entertaining business associates is permitted *only* if such entertainment:

- is not a bribe, payoff or kickback (e.g., provided in order to obtain or retain business, or to secure an improper advantage);
- does not create the appearance of entitlement to preferential treatment;
- is in good taste and occurs at a business appropriate venue;
- is reasonable and appropriate in the context of the business occasion; and
- complies with any specific limits established by local management.

The following is *never* appropriate:

- entertainment that can be viewed as excessive by an objective third party;
- “adult” entertainment or any sort of event involving nudity or lewd behavior;

Sample Vendor Relationship and Gift Policy #3: Taken in part from Encompass Health Vender Relationships and Gifts Policy

Purpose

This policy brings together relevant standards for relationships among the Company, its employees, and vendors. In general, non-contractual benefits received from vendors by individual employees should be

1 modest in value and scope, directly tied to legitimate business purposes, and must not improperly
2 influence decision-making on behalf of the Company. Any discounts or rebates received from a vendor
3 should comply with this policy and should be properly documented in accordance with applicable law.
4 Also, in some cases, the Company may be a referral source for a vendor's goods and services, such as
5 when the Company purchases medical supplies or implants that are furnished to patients. Federal and
6 some state laws prohibit offering or receiving improper "inducements" to order, refer, or purchase a
7 health care item or service.

8

9 **Definitions**

- 10 • Annual Gift Limit: gifts are limited to a total value of \$407 per calendar year/per employee from
11 any vendor.
- 12 • Vendor: a person or organization that furnishes, or that seeks to furnish, goods or services to
13 the Company.

14

15 **Procedures**

16 **1. Gifts, Meals, and Entertainment**

17 Encompass Health employees may accept gifts, entertainment and other benefits from vendors so long
18 as such items do not exceed the annual gift limit (as defined in the Definitions section above). Each
19 hospital should have a process in place to ensure adherence to policy guidelines.

20 A. No cash or cash equivalents may be accepted. Gift certificates for a specified place of
21 business (e.g. Starbucks) are permissible.

22 B. The annual gift limit applies to all related vendor entities, such as parent and subsidiaries, and
23 other groups of vendors under substantially similar operational control.

24 C. The annual gift limit includes any benefits to family members of Company employees.

25 D. The following items are not included in the annual gift limit:

- 26 • Business-related meals

27 a. If you are engaged in a business relationship with a vendor from which you
28 may or are currently purchasing goods or services, the occasional business meal
29 provided in furtherance of the business relationship is acceptable. These meals
30 do not have to be included in the annual limit.

31 b. For purpose of this policy, vendors are also those providers and suppliers that
32 provide post-discharge services or products to our patients and for which these
33 services/products may be directly billed to a federally funded health program.
34 The business meal exception does not apply to these providers/suppliers. Thus,
35 the costs associated with in-service meals and/or entertainment meals are
36 included in the annual limit.

- 1 • Food, beverages and similar items provided at no charge to the general public.
- 2 • A modest amount of inexpensive pens, notepads, cups and similar items with the
- 3 vendor's logos or information.
- 4 • Participation in organized charity events, at the vendor's request, such as luncheons
- 5 and similar events, where the vendor has purchased tables or teams, provided that the
- 6 recipient does not solicit the vendor to participate in the event and persons other than
- 7 Company employees also participate.

8 **2. Vendor-Supported Product/Service Demonstrations**

9 Employees may participate in vendor-sponsored demonstrations of products or services under
10 consideration for purchase and use by the Company. Moderate meals, lodging and travel may be
11 provided by the vendor during such demonstrations if the estimated cost of the product or service
12 warrants the travel and if it is not reasonable to conduct the demonstration at a location near the
13 recipient.

14 **3. Vendor-Supported Training**

15 A. Employees may participate in vendor-sponsored training where the training is directly related
16 to a product or service sold by the vendor and is included in the items provided to the Company
17 in the vendor's agreement. Moderate meals, lodging and travel may be provided by the vendor
18 during such training if it is not reasonable to conduct the training at a location near the
19 recipient.

20 B. Employees may not accept payment or reimbursement of registration fees or related travel or
21 lodging for general trade or professional association conferences from current or prospective
22 vendors.

23 C. For training not included in a vendor contract, Company employees may participate in
24 training directly related to a product or service sold or purchased by the Company. If the training
25 provided or received qualifies for Continuing Education Units or similar professional education
26 credits (CEUs), such CEUs are subject to the annual gift limit described above. If the value of a
27 CEU is not known, the fair market value will be assumed to be \$20 per contract hour.

28 **4. Vendor Sponsored Advisory Boards, Users Meetings, or Focus Groups**

29 From time to time vendors may ask Company employees to serve on customer advisory boards or to
30 participate in meetings or focus groups to evaluate products or services or to compare best practices.
31 Company employees may participate in such advisory boards or attend such users meetings or focus
32 groups with the approval of management.

33 **5. Vendor Speakers at Company Functions**

34 Vendors may furnish employees or regular consultants to serve as expert speakers at Company
35 conferences or meetings. Vendors may not provide or sponsor speakers who are not vendor employees
36 or regular consultants.

37 **6. Vendor Use of Company Speakers**

1 Vendors may request Company employees to speak at conferences or other business-related events if
2 such speech is reasonably related to the Company’s business interests. Such speaking engagements
3 must be approved by management. The vendor may reimburse the Company for reasonable travel
4 expenses in connection with speaking engagements. Employees should not accept honorariums or other
5 payments from vendors other than reimbursement of out-of-pocket expenses. Any honorarium should
6 be paid to the Company directly, not to the employee.

7 **7. Employee/Facility Awards**

8 Vendors may participate in Company sponsored programs designed to recognize excellence in clinical
9 practice or patient outcomes, provided that, such recognition takes the form of certificates or modest
10 non-monetary awards such as plaques. Management should give prior approval to any vendor
11 participation in Company awards.

12 **8. Support for Company Meetings**

13 Vendor support of internal Company meetings, functions, or conferences is discouraged. This includes
14 the use of vendor-owned or subsidized office space, meeting rooms, or other facilities. Exceptions must
15 be specifically approved in advance by the Ethics & Compliance Department.

16 **9. Donations to Company Facilities**

17 Vendor donations to Company facilities are discouraged. Donations of cash or cash equivalents are
18 prohibited. Donations of limited amounts of free samples of a vendor's product for evaluation by
19 patients or staff are permitted if approved in advance by the management in accordance with guidelines
20 approved by the Legal Services Department.

21 **10. Distribution of Vendor Materials**

22 Vendors are not permitted to distribute advertisements or information on their products in Company
23 facilities unless such items are approved prior to distribution by management. Generally, only materials
24 which educate patients concerning their health and are not advertisements for particular products,
25 should be permitted.

26 **11. Vendor Advertisement in Company Publications**

27 Vendors are permitted to purchase advertisements in Company publications designed primarily for
28 distribution to the public or other persons external to the Company, if the Company receives no more
29 than fair market value for such advertisements. Fair market value may not exceed what non-vendors
30 pay for similar advertisements. Publications that contain only advertisements paid for by Company
31 vendors are not appropriate. Vendor advertisements are not permitted in publications designed
32 primarily for internal Company distribution.

33 **12. Circumvention of Policies**

34 Vendors and Company employees may not attempt to circumvent the application of this policy or other
35 policies by furnishing or accepting items or support to Company facilities, employees, or patients
36 through third parties. Employees should not request vendor support for an activity that is not permitted
37 by this policy. Vendors should report such requests to the Ethics & Compliance Dep

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Whistle Blower Policy Guidance and Examples

Whistle Blower Policies

Definition: According to the Association of International Certified Professional Accountants, “A whistleblower policy creates a mechanism whereby, if an employee or volunteer becomes aware of a violation of policy or law, this can be reported without fear of retaliation. Not-for-profit entities (NFPs) can protect the organization and ensure that directors, employees and volunteers are aware of the policy and understand how to report concerns.”

Audience: The audience for whistleblower policies would be staff, members, and volunteers.

Procedures should include:

- Who has the responsibility to report in a whistleblower situation (e.g. staff, volunteers, members, etc.).
- What situations would warrant whistleblower-type reporting. This may include violations of federal, state or local laws; billing for good or services not provided; and fraudulent financial reporting.
- How to report the situation and to whom. Usually that would be a staff person including the CEO, but in the case that the whistleblower doesn't feel comfortable reporting to that person, or they feel the situation was not handled adequately, they may report it to a board member, including the Chair. Employee concerns should typically be reported to their supervisor.
- A commitment to no retaliation. If the whistleblower makes a report in good faith, they shall not suffer harassment, retaliation, or adverse employment consequence.
- Consequences if retaliation occurs. Usually this means that if an employee retaliates against a whistleblower who was acting in good faith, that person would be subject to discipline up to and including termination of employment.
- A promise that the confidentiality of the whistleblower will be protected. Bear in mind however, their identify may need to be disclosed, for reasons including investigation, compliance with the law, and to provide the accused a chance to defend themselves. If the investigation reveals the whistleblower was part of wrongdoing, they are not immune from related disciplinary action.
- The requirement that the whistleblower must have reasonable grounds for believing a violation occurred and report it in good faith. If it is found that the allegations were knowingly false or malicious, serious disciplinary action may occur.
- How to handle complaints. The association must review all complaints and investigate in a timely manner.

Positive Environment

In an ethical culture, there would not be violations warranting whistleblower reporting, however, if there was, the expectation for an ethical environment would be so strong that every reported violation of laws or policies would be handled by staff in an expedient and thorough manner, and investigations that revealed true violations would lead to a change in policy and practice to prevent future violations.

1 **ASAE Standards of Conduct**

2 In the ASAE Standards, there are numerous examples that focus on having an ethical environment.

- 3
- 4 • In the summary, #5, "Foster an ethical culture through one's work" and #6, "Take responsibility
 - 5 for one's conduct" both feature aspects of whistleblower related activity.
 - 6 • The Pre-amble includes:
 - 7 ○ "Responsibility is taking ownership for the decisions one makes or fails to make, the
 - 8 actions one takes or fails to take, and the consequences that result."
 - 9 ○ "Honesty is understanding the truth and acting in a truthful manner both in one's
 - 10 communication and one's conduct."
 - 11 • Core standard #1 includes, "Encourage all stakeholders to respect and uphold the law."
 - 12 • Core standard #2 includes, "Strive to create an environment in which others feel safe to tell the
 - 13 truth."
 - 14 • Core standard #5 includes, "Model and encourage the integration of ethics into all aspects of
 - 15 management of the association which employs the members."
- 16
- 17

18 **Sample Whistle Blower Policy #1: From the Cook County Farm Bureau Political**

19 **Action Committee Whistleblower Policy**

20

21 The Cook County Farm Bureau® Political Action Committee Code of Ethics and Conduct (Code) requires

22 Governance Committee members, officers, and employees to observe high standards of business and

23 personal ethics in the conduct of their duties and responsibilities. All serving and representing the

24 organization must practice honesty and integrity in fulfilling their respective responsibilities and comply

25 with all applicable laws and regulations.

26

27 **Reporting Responsibilities**

28 It is the responsibility of all Governance Committee members, officers, and employees to comply with

29 the Code and report violations or suspected violations in accordance with this policy. Violations of

30 federal, state or local laws; billing for services not performed or for goods not delivered; and fraudulent

31 financial reporting are examples of dishonest activities that should be reported.

32

33 **Reporting Violations**

34 Governance Committee members, officers, and employees should report their concerns, suggestions,

35 questions, or complaints to someone within the organization who can address them properly. In most

36 cases, the Farm Bureau Manager is in the best position to address an area of concern. However, if an

37 employee is not comfortable speaking to the Manager or if you are not satisfied with his/her response,

38 you are encouraged to speak to Ryan Ford, Region II Manager, Illinois Farm Bureau® at (618) 830-5445.

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1 **No Retaliation**

2 No Governance Committee member, officer, or employee who in good faith follows this policy by
3 reporting a suspected Code violation shall suffer harassment, retaliation, or adverse employment
4 consequence. An employee who retaliates against someone who has reported a violation in good faith is
5 subject to discipline up to and including termination of employment. This policy is designed to
6 encourage and enable employees and others to raise concerns within the organization prior to seeking
7 resolution outside the organization.

8

9 **Confidentiality**

10 Insofar as possible, the confidentiality of the whistleblower will be maintained. However, the identity of
11 the individual may need to be disclosed to conduct a thorough investigation, to comply with the law,
12 and to provide accused individuals with their legal right of defense. The right of a whistleblower for
13 protection against retaliation does not include immunity for any personal wrongdoing that is alleged and
14 investigated.

15

16 **Acting in Good Faith**

17 Anyone filing a complaint regarding a violation must have reasonable grounds for believing the
18 information disclosed indicated a violation of code. Any allegations that prove not to be substantiated
19 and which prove to have been made maliciously or knowingly to be false will be viewed as a serious
20 disciplinary offense.

21

22 **Review of Complaints**

23 All reports of violations of Code will be promptly submitted to Farm Bureau Manager/Regional Manager
24 who will investigate and coordinate corrective measures on a timely basis.

25

26 Employment-related concerns should continue to be reported through your normal channels of your
27 supervisor.

28

29 **Approval Date**

30 August 9, 2017

31

32

33 **Sample Whistle Blower Policy #2: From the Association of International**
34 **Certified Professional Accountants**

35

36 ***Purpose of this Tool***

37 A whistle-blower policy creates a mechanism whereby, if an employee or volunteer becomes aware of a
38 violation of policy or law, this can be reported without fear of retaliation. Not-for-profit entities (NFPs)
39 can protect the organization and ensure that directors, employees and volunteers are aware of the
40 policy and understand how to report concerns

41

1 **General**

2 The Organization Code of Conduct (the code) requires directors, key volunteers, and employees to
3 observe high standards of business and personal ethics in the conduct of their duties and
4 responsibilities. Employees and representatives of the organization must practice honesty and integrity
5 in fulfilling their responsibilities and comply with all applicable laws and regulations.
6

7 The objectives of the Whistle-Blower Policy are to establish policies and procedures for the following:

- 8 • The submission of concerns regarding questionable accounting or audit matters by employees,
9 directors, officers, volunteers, and other stakeholders of the organization, on a confidential and
10 anonymous basis
- 11 • The receipt, retention, and treatment of complaints received by the organization regarding
12 accounting, internal controls, or auditing matters
- 13 • The protection of directors, volunteers, and employees reporting concerns from retaliatory
14 actions
15

16 **Reporting Responsibility**

17 Each director, volunteer, and employee of the Organization has an obligation to report in accordance
18 with this whistle-blower policy

- 19 • questionable or improper accounting or auditing matters, and
- 20 • violations and suspected violations of Organization’s code (concerns).
21

22 **Acting in Good Faith**

23 Anyone reporting a concern must act in good faith and have reasonable grounds for believing the
24 information disclosed indicates an improper accounting or auditing practice, or a violation of the code.
25 The act of making allegations that prove to be unsubstantiated, and that prove to have been made
26 maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a
27 serious disciplinary offense. It may also result in discipline, up to and including dismissal from the
28 volunteer position or termination of employment. Such conduct may also give rise to other actions,
29 including civil lawsuits.
30

31 **Confidentiality**

32 Reports of concerns, and investigation pertaining thereto, shall be kept confidential to the extent
33 possible, consistent with the need to conduct an adequate investigation. Disclosure of reports of
34 concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense
35 and may result in discipline, up to and including termination of employment. Such conduct may also give
36 rise to other actions, including civil lawsuits.
37

38 **Authority of Audit Committee**

39 All reported concerns will be forwarded to the audit committee in accordance with the procedures set
40 forth herein. The audit committee shall be responsible for investigating and making appropriate
41 recommendations to the board of directors, with respect to all reported concerns.

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No Retaliation

This whistle-blower policy is intended to encourage and enable directors, volunteers, and employees to raise concerns within the organization for investigation and appropriate action. With this goal in mind, no director, volunteer, or employee who, in good faith, reports a concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

Encouragement of Reporting

The organization encourages complaints, reports, or inquiries about illegal practices or serious violations of the code, including illegal or improper conduct by the organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the organization has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment through the organization’s human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

Employees

Employees should first discuss their concern with their immediate supervisor. If, after speaking with his or her supervisor, the individual continues to have reasonable grounds to believe the concern is valid, the individual should report the concern to the director of human resources. However, if the individual is uncomfortable speaking with his or her supervisor, or the supervisor is a subject of the concern, the individual should report his or her concern directly to the director of human resources or a level above the supervisor. In addition, suspected fraud should be reported directly to the chair of the audit committee, who may be contacted by phone at (Telephone Number), by e-mail at (e-mail address) or by regular mail at:

Mr. or Ms. Jenkins, Audit Committee Chair
[insert mailing address]

If the concern was reported verbally to the director of human resources, the reporting individual, with assistance from the director of human resources, shall reduce the concern to writing. The director of human resources is required to promptly report the concern to the chair of the audit committee, which has specific and exclusive responsibility to investigate all concerns. If the director of human resources, for any reason, does not promptly forward the concern to the audit committee, the reporting individual should directly report the concern to the chair of the audit committee. Concerns may also be submitted anonymously. Such anonymous concerns should be in writing and sent directly to the chair of the audit committee.

Directors and Other Volunteers

1 Directors and other volunteers should submit concerns in writing directly to the chair of the audit
2 committee.

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4 **Handling of Reported Violations**

5 The audit committee shall address all reported concerns. The chair of the audit committee shall
6 immediately notify the audit committee, the president, the CEO, and chief operating officer of any such
7 report. The chair of the audit committee will notify the sender and acknowledge receipt of the concern
8 within five business days, if possible. It will not be possible to acknowledge receipt of anonymously
9 submitted concerns.

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11 All reports will be promptly investigated by the audit committee, and appropriate corrective action will
12 be recommended to the board of directors, if warranted by the investigation. In addition, action taken
13 must include a conclusion or follow-up, or both, with the complainant for complete closure of the
14 concern.

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16 The audit committee has the authority to retain outside legal counsel, accountants, private
17 investigators, or any other resource deemed necessary to conduct a full and complete investigation of
18 the allegations.

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21 **Sample Whistle Blower Policy #3: From the National Council on Nonprofit**
22 **Associations**

23

24 **General**

25 {organization name} (Organization) Code of Ethics and Conduct (“Code”) requires directors,
26 officers and employees to observe high standards of business and personal ethics in the conduct
27 of their duties and responsibilities. As employees and representatives of the Organization, we
28 must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws
29 and regulations.

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31 **Reporting Responsibility**

32 It is the responsibility of all directors, officers and employees to comply with the Code and to
33 report violations or suspected violations in accordance with this Whistleblower Policy.

34

35 **No Retaliation**

36 No director, officer or employee who in good faith reports a violation of the Code shall suffer
37 harassment, retaliation or adverse employment consequence. An employee who retaliates
38 against someone who has reported a violation in good faith is subject to discipline up to and
39 including termination of employment. This Whistleblower Policy is intended to encourage and
40 enable employees and others to raise serious concerns within the Organization prior to seeking
41 resolution outside the Organization.

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Reporting Violations

The Code addresses the Organization’s open-door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor’s response, you are encouraged to speak with someone in the Human Resources Department or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected violations of the Code of Conduct to the Organization’s Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Organization’s open-door policy, individuals should contact the Organization’s Compliance Officer directly.

Compliance Officer

The Organization’s Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his discretion, shall advise the Executive Director and/or the audit committee. The Compliance Officer has direct access to the audit committee of the board of directors and is required to report to the audit committee at least annually on compliance activity. The Organization’s Compliance Officer is the chair of the audit committee.

Accounting and Auditing Matters

The audit committee of the board of directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.