

Society for Corporate Governance
Code of Conduct
(Adopted April 1, 2026)

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1. Purpose and Commitment

The Society for Corporate Governance (the "Society") is committed to conducting its activities with integrity, professionalism, respect for applicable law, and an abiding sense of responsibility for furthering its mission. This Code of Conduct (the "Code") sets forth the principles, standards, and expectations that guide ethical decision-making and professional behavior for those acting on behalf of the Society.

The Code is intended to promote lawful and ethical conduct, protect the Society's reputation and resources, and support a respectful and inclusive work environment. All covered individuals are expected to act in good faith, exercise sound judgment, and comply with both the letter and spirit of this Code.

2. Applicability and Scope

This Code applies to all employees, officers, and directors of the Society, as well as to any other individuals acting on the Society's behalf where specified by contract or policy.

Certain provisions of this Code are written to address workplace conduct and operational responsibilities and therefore may not apply to directors and volunteer officers in the same manner as they apply to employees, including non-volunteer officers. All covered individuals, however, are expected to comply with the spirit and intent of this Code and to uphold the Society's ethical standards.

3. Standards of Ethical Conduct

Covered individuals are expected to conduct Society business honestly, responsibly, and with integrity. This includes:

- Acting in the best interests of the Society and its mission
- Complying with applicable federal, state, and local laws and regulations
- Treating colleagues, members, vendors, and other stakeholders with professionalism and respect
- Avoiding conduct that could compromise the Society's credibility, operations, trusted reputation, or relationships

4. Conflicts of Interest

A. General Standards

A conflict of interest arises when an individual's personal, financial, or other outside interests interfere, or appear to interfere, with the individual's ability to act objectively and in the best interests of the Society.

Covered individuals must avoid actual conflicts of interest and situations that create the appearance of a conflict. Conflicts may arise in a variety of circumstances, including, for example:

- Financial interests in entities that do business with or seek to do business with the Society
- Outside employment, consulting, or board service that competes with or conflicts with the Society's activities
- Personal or family relationships that could influence Society decisions
- Acceptance of gifts, entertainment, or other benefits that could improperly influence judgment

B. Disclosure and Management

Covered individuals are required to disclose actual or potential conflicts of interest promptly and in good faith to the Society. Disclosure allows the Society to assess the situation and determine appropriate steps, which may include appropriate mitigation measures, recusal from certain decisions, or prohibition of the activity or relationship.

Failure to disclose a conflict of interest may itself constitute a violation of this Code.

Covered individuals may be required to complete a conflict of interest disclosure upon hire or appointment and to update such disclosure promptly if circumstances change. The Society may also request periodic confirmations or updates, as appropriate. A Conflict of Interest Disclosure Form is included in this Code as **Appendix D** for this purpose.

C. Director-Specific Expectations

Directors are subject to fiduciary duties of loyalty and care. Directors must disclose conflicts of interest to the Society Board of Directors or an appropriate Board committee and must recuse themselves from deliberations and decisions where a conflict exists or may reasonably be perceived.

In recognition of the distinct role and associated duties and responsibilities, the Society anticipates developing a separate code of conduct applicable specifically to directors in the future; until then, this Code governs director conduct as applicable.

D. Outside Activities

Outside employment, consulting, board service, advisory roles, speaking engagements, or other professional activities must not conflict with an individual's duties to the Society.

Covered individuals are expected to ensure that their outside activities:

- Do not interfere with their responsibilities to the Society
- Do not compete with, or compromise, the Society's interests
- Do not involve the improper use of Society resources or confidential information

Actual or potential conflicts arising from outside activities must be disclosed promptly so the Society may evaluate and address the situation as appropriate.

5. Gifts, Entertainment, and Favors

Covered individuals must not offer, give, solicit, or accept gifts, entertainment, or other favors that could improperly influence, or appear to influence, Society decisions or relationships.

General Principles

- Gifts or entertainment must never be offered or accepted with the expectation of securing an improper advantage.
- Cash or cash-equivalent gifts are prohibited.
- Any gift or entertainment must be modest (e.g., \$100), infrequent, and consistent with customary business practices.

Illustrative Examples

- **Generally acceptable:** modest meals or refreshments in connection with legitimate business discussions.
- **Generally unacceptable:** lavish entertainment, travel, or accommodations paid for by a vendor; gifts given during procurement or contracting decisions; any benefit conditioned on favorable treatment.

The following examples are illustrative and not exhaustive:

Acceptable	Not Acceptable
A holiday gift of a bottle of wine from a supplier, vendor or customer	A case of fine champagne
A business meal	Gift certificate to a restaurant
Tickets to a sporting or cultural event in connection with Society business	Tickets to a sporting or cultural event plus airfare and/or hotel accommodations that has little to do with Society interests
An invitation to a hospitality suite at a conference or trade-show	Weekend trip to a resort that offers little opportunity for benefit to the Society
A pen, T-shirt, marble paperweight or other knick-knack of modest value given by a supplier	Cash and cash equivalents (e.g., gift cards or gift certificates), regardless of the amount or value involved, from a supplier
Modest expressions of gratitude or gifts acknowledging personal events such as weddings or births	A lavish personal gift such as a piece of jewelry or tickets to the Superbowl

When in doubt, covered individuals should decline the gift or entertainment or seek guidance from their supervisor, the Society Compliance Officer, or the Society General Counsel.

6. Political Activity

The Society respects the right of employees, officers, and directors to engage in lawful political activities in their personal capacities. However, political activity must be clearly separated from Society business.

Covered individuals may not:

- Use Society funds, facilities, equipment, systems, or other resources for political purposes unless expressly authorized.
- Use the Society's name, logo, or affiliation in connection with political activity in a manner that suggests the Society endorses a political candidate, party, or position.
- Engage in political activity on Society time or in a manner that interferes with Society responsibilities.

Individuals whose roles or visibility could reasonably create an appearance of speaking on behalf of the Society, including officers and directors, should express that their views are their own and that they are not speaking on behalf of the Society, and are expected to exercise particular care to avoid confusion regarding personal political views versus the Society's positions. The Society will not discriminate against employees for engaging in off-duty political activity.

7. Equal Employment Opportunity and Non-Discrimination

The Society is committed to providing equal employment opportunity and maintaining a workplace free from unlawful discrimination. Discrimination or adverse treatment on the basis of any characteristic protected by applicable federal, state, or local law is prohibited. It is the policy of the Society to provide equal employment opportunity to all employees and applicants for employment without regard to unlawful consideration of race (including traits historically associated with race, including hair texture and protective hairstyles such as braids, locks and twists), creed, color, religion, sex, gender, (including pregnancy, childbirth or related medical condition), reproductive health decision-making, height, weight, national origin, ancestry (including association, affiliation, or participation with persons or activities related to national origin, English-proficiency or accent, or immigration status), age, mental or physical disability, marital or familial status, sexual orientation, citizenship status, gender, gender identity or expression, military or veteran status, status as a victim of domestic violence, genetic information, prior arrest or conviction record, or any other status protected by applicable federal, state or local law.

This commitment applies to all aspects of employment and engagement with the Society, including recruitment, hiring, promotion, compensation, training, and termination, and is supported by the Society's policies prohibiting harassment, retaliation, and other conduct inconsistent with a respectful and inclusive workplace.

8. Anti-Harassment and Sexual Harassment

The Society prohibits harassment of any kind, including sexual harassment and harassment based on any legally protected characteristic. Harassment may be oral, physical, visual, or otherwise, and includes conduct that creates an intimidating, hostile, or offensive work environment.

Sexual harassment is a form of prohibited harassment and includes unwelcome sexual advances, requests for sexual favors, and other conduct of a sexual nature when submission to such conduct is made a condition of employment, is used as the basis for employment decisions, or interferes with an individual's work or dignity.

New York Compliance

For employees working in New York State, the Society adopts the New York State Model Sexual Harassment Prevention Policy, as updated from time to time, which is included as **Appendix A** to this Code. The New York State Sexual Harassment Complaint Form is included as **Appendix B**.

Employees working outside New York are protected under applicable federal, state, and local law.

9. Reporting Concerns and Cooperation

Covered individuals are encouraged and expected to report, in good faith, concerns regarding violations of this Code, unethical conduct, or legal non-compliance, or to seek guidance when they are uncertain about the appropriate course of action.

Reports may be made to a supervisor, the Society's Compliance Officer, General Counsel, President & CEO, or other designated reporting channels.

The Society prohibits retaliation against any individual who raises a concern or seeks guidance in good faith. Covered individuals are expected to cooperate fully and honestly in investigations conducted by or on behalf of the Society.

How to Raise a Concern About a Possible Legal or Ethical Violation

One of the most important responsibilities of all covered individuals is to report in good faith any known or suspected violation of this Code, Society policies (including those appended below), or applicable law.

Reporting Channels

Employees are encouraged to raise concerns first with their immediate supervisor, where appropriate. However, if an individual is not comfortable doing so, or if the concern involves the supervisor, concerns may be reported to:

- Society Compliance Officer
- Society General Counsel
- Society President & CEO
- Chair of the Society Board of Directors
- Any member of the Society Audit & Finance Committee

Directors and officers may report concerns to any of the individuals listed above, as appropriate under the circumstances. If a concern is not satisfactorily addressed, the individual may escalate the matter through any of the reporting channels listed above.

Form of Reporting

Concerns may be raised orally or in writing. While written reports are encouraged to promote clarity and documentation, no particular form is required.

Individuals may request that their identity be kept confidential to the extent permitted by law. Anonymous reports may also be submitted; however, anonymity may limit the Society's ability to investigate or provide feedback regarding the resolution.

Investigation and Resolution

Reports will be reviewed promptly and handled as confidentially as possible, consistent with a fair and thorough investigation and applicable legal requirements.

Covered individuals are expected to cooperate fully and truthfully in any investigation.

Where appropriate, concerns relating to accounting, internal controls, auditing matters, or senior leadership conduct will be referred to the Audit & Finance Committee.

The Society will take appropriate corrective action where violations are substantiated. While confidentiality considerations may limit the information that can be shared, the reporting individual will be informed when the matter has been addressed.

Reporting Your Own Mistake

Individuals are strongly encouraged to report their own errors or potential violations. Voluntary, good faith disclosure and cooperation will be considered in determining any appropriate response.

10. Non-Retaliation and Whistleblower Protections

The Society strictly prohibits retaliation against any individual who, in good faith, reports a concern, participates in an investigation, or exercises rights protected by law.

The Society is committed to compliance with applicable whistleblower protection laws.

Employees working in New York State are entitled to additional whistleblower protections under New York law, including protection from retaliation for (i) disclosing or threatening to disclose to a supervisor or a public body any activity, policy or practice of the employer that the employee reasonably believes is in violation of any law, rule, or regulation, or poses a substantial and specific danger to the public health and safety; (ii) providing information to, or testifying before, any public body investigating any such activity, policy or practice; or (iii) objecting to or refusing to participate in any such activity, policy or practice.

These protections apply only to employees covered by New York law and are subject to statutory requirements, including notice, reporting, and other conditions set forth in applicable law.

Nothing in this Code is intended to limit or discourage employees from exercising rights protected by applicable whistleblower or employment laws.

11. Confidentiality and Data Protection

Covered individuals must protect the confidentiality of Society, member, employee, and other sensitive information and must use such information only for legitimate Society purposes or as required by law.

Confidential information may include, for example:

- Non-public information relating to Society members, including membership data, participation records, and other personal or organizational information;
- Employee information, including compensation, benefits, personnel records, and performance information;
- Non-public Society information, including financial information, internal reports, strategies, plans, contracts, and proprietary materials;
- Information received from third parties that the Society is obligated to keep confidential.

This list is illustrative and not exhaustive.

Confidentiality obligations continue after employment or service ends.

The terms of this policy do not supersede any additional confidentiality agreements an employee may sign. Violation of the Society's policies regarding confidential information can result in immediate termination. However, nothing in this policy is intended to or prevents employees from engaging in protected whistleblowing rights. Employees will not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made: (1) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose

of reporting or investigating a suspected violation of law; or (2) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

12. Use of Society Assets, Systems, and Records

Society assets and resources must be used responsibly and for legitimate Society purposes. Limited, incidental personal use of Society systems or resources may be permissible, provided it does not interfere with work responsibilities, violate applicable law or Society policy, compromise security or confidentiality, or result in material cost to the Society.

Covered individuals must maintain accurate records and must not falsify, conceal, or improperly alter Society documents or data.

The Society may monitor use of its systems, including any and all telephone conversations or transmissions, electronic mail or transmissions, or internet access or usage by an employee using any Society electronic device or system, such as the use of a computer, telephone, wire, radio or electromagnetic, photoelectronic, or photo-optical systems, consistent with applicable law. Individuals should not expect privacy in communications conducted using Society systems.

13. Artificial Intelligence and Emerging Technologies

Covered individuals must use artificial intelligence and emerging technologies responsibly and in a manner consistent with the Society's values, confidentiality obligations, policies, and applicable law.

Automated tools must not be used in ways that compromise accuracy, quality, reliability, fairness, human judgment, or transparency, or that improperly disclose Society or member information.

14. Workplace Safety and Prohibited Conduct

The Society is committed to maintaining a safe, healthy, and alcohol/tobacco/drug free work environment. Violence, threats, weapons, illegal substances, and other dangerous conduct are prohibited in the workplace and in work-related settings, unless otherwise permitted under applicable law.

For our New York office, and as required by the New York State HERO Act, we have a plan designed to protect employees against exposure and disease during an airborne infectious disease outbreak in our office. This plan goes into effect when an airborne infectious disease is designated by the New York State Commissioner of Health as a highly contagious communicable disease that presents a serious risk of harm to the public health. This plan is subject to any additional or greater requirements arising from a declaration of a state of emergency due to an airborne infectious disease, as well as any applicable federal standards. The New York Airborne Infectious Disease Exposure Prevention Plan is posted at the workplace and can be found at the end of this Code.

15. Reproductive Health Decision Making (New York)

The Society prohibits discrimination on the basis of a staff member's, or a staff member's dependent's, reproductive health decision making. Reproductive health decisions include the decision to use or access a particular drug, device or medical service.

The Society will not: access a staff member's personal information regarding the staff member's, or a staff member's dependent's, reproductive health decision making, without the staff member's prior informed affirmative written consent; discriminate against or take retaliatory action against a staff member because

of or on the basis of the staff member's or dependent's reproductive health decision making; or require that a staff member sign a waiver or document which purports to deny a staff member the right to make their own reproductive health care decisions.

Retaliation for exercising any of the rights described above is also prohibited. We encourage any staff member who has concerns covered by this policy, or who believes that they have been subjected to retaliation covered by this policy, to bring those concerns to their supervisor and/or the President & CEO and use the complaint procedure outlined in the Sexual Harassment Policy. In addition, New York State law provides remedies for violations of this law.

16. Enforcement and Discipline for Code Violations

Violations of this Code may result in disciplinary action, up to and including termination of employment or removal from office, as applicable.

17. Conduct Expectations and Discipline

Each staff member has an obligation to observe and follow the Code of Conduct and other policies and to maintain proper standards of conduct at all times. If an individual's behavior interferes with the orderly and efficient operation of the Society, corrective disciplinary measures will be taken. Disciplinary action may include an oral warning, written warning, suspension with or without pay, and/or termination. The appropriate disciplinary action imposed will be determined by the Society. The Society does not guarantee that one form of action will necessarily precede another.

Among other things, the following may result in disciplinary action, up to and including termination:

- violation of the Society's policies or safety rules;
- insubordination;
- unauthorized or illegal possession, use or sale of alcohol or controlled substances on work premises, or reporting to work/working while impaired by illegal or unauthorized substances;
- unauthorized possession, use or sale of weapons, firearms or explosives on work premises;
- theft or dishonesty;
- physical harassment; sexual harassment;
- disrespect toward fellow staff members, Society members, visitors or other members of the public;
- performing outside work or use of Society property, equipment or facilities in connection with outside work while on Society time;
- poor attendance or poor performance;
- any other violation of the policies in the Staff Guide or in this Code of Conduct.

These examples are not all inclusive. We emphasize that discharge decisions will be based on an assessment of all relevant factors.

Nothing in this policy is designed to modify our employment-at-will policy, which means that employment may be terminated either by the Society or by the employee at any time for any reason, with or without cause, and without prior notice. Nothing in this policy is intended to limit an employee's rights under the National Labor Relations Act.

18. Acknowledgment and Certification

Covered individuals are required to acknowledge receipt of this Code and to certify their compliance with it upon hire, appointment, or engagement, and periodically thereafter, including on an annual basis, as

requested by the Society. A Certification of Compliance Statement is included in this Code as **Appendix C** for this purpose.

The Society may provide periodic education or training regarding this Code and related compliance expectations, and covered individuals are expected to participate in such programs as requested.

Appendix A: Sexual Harassment and Discrimination Prevention Policy

Appendix B: Complaint Form for Reporting Sexual Harassment

Appendix C: Certification of Compliance Statement

Appendix D: Conflict of Interest Disclosure Form

Appendix E: New York Airborne Infectious Disease Exposure Prevention Plan

Appendix A - Sexual Harassment and Discrimination Prevention Policy

Purpose and Goals

The Society for Corporate Governance (“Society”) is committed to maintaining a workplace free from harassment and discrimination. Sexual harassment is a form of workplace discrimination that subjects an employee to inferior conditions of employment due to their gender, gender identity, gender expression (perceived or actual), and/or sexual orientation. Sexual harassment is often viewed simply as a form of gender-based discrimination, but the Society recognizes that discrimination can be related to or affected by other identities beyond gender. Under the New York State Human Rights Law, it is illegal to discriminate based on sex, sexual orientation, gender identity or expression, age, race, creed, color, national origin, military status, disability, pre-disposing genetic characteristics, familial status, marital status, criminal history, or status as a victim of domestic violence. Our different identities impact our understanding of the world and how others perceive us. For example, an individual’s race, ability, or immigration status may impact their experience with gender discrimination in the workplace. While this policy is focused on sexual harassment and gender discrimination, the methods for reporting and investigating discrimination based on other protected identities are the same. The purpose of this policy is to teach employees to recognize discrimination, including discrimination due to an individual’s intersecting identities, and provide the tools to take action when it occurs. All employees, managers, and supervisors are required to work in a manner designed to prevent sexual harassment and discrimination in the workplace. This policy is one component of the Society’s commitment to a discrimination-free work environment.

This policy applies to all employees of the Society, regardless of work location. While this policy references the New York State Human Rights Law, employees working outside New York State may also be protected by applicable federal, state, or local laws in their respective jurisdictions.

Goals of this Policy:

Sexual harassment and discrimination are against the law. After reading this policy, employees will understand their right to a workplace free from harassment. Employees will also learn what harassment and discrimination look like, what actions they can take to prevent and report harassment, and how they are protected from retaliation after taking action. The policy will also explain the investigation process into any claims of harassment. Employees are encouraged to report sexual harassment or discrimination by filing a complaint internally with the Society. Employees can also file a complaint with a government agency or in court under federal, state, or local antidiscrimination laws. To file an employment complaint with the New York State Division of Human Rights, please visit <https://dhr.ny.gov/complaint>. To file a complaint with the United States Equal Employment Opportunity Commission, please visit <https://www.eeoc.gov/filing-charge-discrimination>.

Policy

1. The Society's policy applies to all employees, applicants for employment, and interns, whether paid or unpaid. The policy also applies to additional covered individuals. It applies to anyone who is (or is employed by) a contractor, subcontractor, vendor, consultant, or anyone providing services in our workplace. These individuals include persons commonly referred to as independent contractors, gig workers, and temporary workers. Also included are persons providing equipment repair, cleaning services, or any other services through a contract with the Society. For the remainder of this policy, we will use the term "covered individual" to refer to these individuals who are not direct employees of the organization.
2. Sexual harassment is unacceptable. Any employee or covered individual who engages in sexual harassment, discrimination, or retaliation will be subject to action, including appropriate discipline for employees. In New York, harassment does not need to be severe or pervasive to be illegal. Employees and covered individuals should not feel discouraged from reporting harassment because they do not believe it is bad enough, or conversely because they do not want to see a colleague fired over less severe behavior. Just as harassment can happen in different degrees, potential discipline for engaging in sexual harassment will depend on the degree of harassment and might include education and counseling. It may lead to suspension or termination when appropriate.
3. Retaliation is prohibited. Any employee or covered individual that reports an incident of sexual harassment or discrimination, provides information, or otherwise assists in any investigation of a sexual harassment or discrimination complaint is protected from retaliation. No one should fear reporting sexual harassment if they believe it has occurred. So long as a person reasonably believes that they have witnessed or experienced such behavior, they are protected from retaliation. Any employee of the Society who retaliates against anyone involved in a sexual harassment or discrimination investigation will face disciplinary action, up to and including termination. All employees and covered individuals working in the workplace who believe they have been subject to such retaliation should inform their supervisor or the Society's Compliance Officer, General Counsel, or Society President & CEO. All employees and covered individuals who believe they have been a target of such retaliation may also seek relief from government agencies, as explained below in the section on Legal Protections.
4. Discrimination of any kind, including sexual harassment, is a violation of our policies, is unlawful, and may subject the Society to liability for the harm experienced by targets of discrimination. Harassers may also be individually subject to liability and employers or supervisors who fail to report or act on harassment may be liable for aiding and abetting such behavior. Employees at every level who engage in harassment or discrimination, including managers and supervisors who engage in harassment or discrimination or who allow such behavior to continue, will be penalized for such misconduct.
5. The Society will conduct a prompt and thorough investigation that is fair to all parties. An investigation will happen whenever management receives a complaint about discrimination or sexual harassment, or when it otherwise knows of possible discrimination or sexual harassment occurring. The Society will keep the investigation confidential to the extent possible. If an investigation ends with the finding that discrimination or sexual harassment occurred, the Society will act as required. In addition to any required discipline, the Society will also take

steps to ensure a safe work environment for the employee(s) who experienced the discrimination or harassment. All employees, including managers and supervisors, are required to cooperate with any internal investigation of discrimination or sexual harassment.

6. All employees and covered individuals are encouraged to report any harassment or behaviors that violate this policy. All employees will have access to a complaint form to report harassment and file complaints. Use of this form is not required. For anyone who would rather make a complaint orally, or by email, these complaints will be treated with equal priority. An employee or covered individual who prefers not to report harassment to their supervisor or the Society's Compliance Officer, General Counsel, or Society President & CEO may instead report harassment to the New York State Division of Human Rights and/or the United States Equal Employment Opportunity Commission. Complaints may be made to both the employer and a government agency.

Managers and supervisors are required to report any complaint that they receive, or any harassment that they observe or become aware of, to their supervisor, or the Society's Compliance Officer, General Counsel, or Society President & CEO.

7. This policy applies to all employees and covered individuals, such as contractors, subcontractors, vendors, consultants, or anyone providing services in the workplace, and all must follow and uphold this policy. This policy must be provided to all employees in person or digitally through email upon hiring and will be posted prominently in all work locations. For those offices operating remotely, in addition to sending the policy through email, it will also be available on the organization's shared network.

What Is Sexual Harassment?

Sexual harassment is a form of gender-based discrimination that is unlawful under federal, state, and (where applicable) local law. Sexual harassment includes harassment on the basis of sex, sexual orientation, self-identified or perceived sex, gender expression, gender identity, and the status of being transgender. Sexual harassment is not limited to sexual contact, touching, or expressions of a sexually suggestive nature. Sexual harassment includes all forms of gender discrimination including gender role stereotyping and treating employees differently because of their gender.

Understanding gender diversity is essential to recognizing sexual harassment because discrimination based on sex stereotypes, gender expression and perceived identity are all forms of sexual harassment. The gender spectrum is nuanced, but the three most common ways people identify are cisgender, transgender, and non-binary. A cisgender person is someone whose gender aligns with the sex they were assigned at birth. Generally, this gender will align with the binary of male or female. A transgender person is someone whose gender is different than the sex they were assigned at birth. A non-binary person does not identify exclusively as a man or a woman. They might identify as both, somewhere in between, or completely outside the gender binary. Some may identify as transgender, but not all do. Respecting an individual's gender identity is a necessary first step in establishing a safe workplace.

Sexual harassment is unlawful when it subjects an individual to inferior terms, conditions, or privileges of employment. Harassment does not need to be severe or pervasive to be illegal. It can be any harassing behavior that rises above petty slights or trivial inconveniences. Every

instance of harassment is unique to those experiencing it, and there is no single boundary between petty slights and harassing behavior. However, the Human Rights Law specifies that whether harassing conduct is considered petty or trivial is to be viewed from the standpoint of a reasonable victim of discrimination with the same protected characteristics. Generally, any behavior in which an employee or covered individual is treated worse because of their gender (perceived or actual), sexual orientation, or gender expression is considered a violation of the Society's policy. The intent of the behavior, for example, making a joke, does not neutralize a harassment claim. Not intending to harass is not a defense. The impact of the behavior on a person is what counts. Sexual harassment includes any unwelcome conduct which is either directed at an individual because of that individual's gender identity or expression (perceived or actual), or is of a sexual nature when:

- The purpose or effect of this behavior unreasonably interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment. The impacted person does not need to be the intended target of the sexual harassment;
- Employment depends implicitly or explicitly on accepting such unwelcome behavior; or
- Decisions regarding an individual's employment are based on an individual's acceptance to or rejection of such behavior. Such decisions can include what shifts and how many hours an employee might work, project assignments, as well as salary and promotion decisions.

There are two main types of sexual harassment:

- Behaviors that contribute to a hostile work environment include, but are not limited to, words, signs, jokes, pranks, intimidation, or physical violence which are of a sexual nature, or which are directed at an individual because of that individual's sex, gender identity, or gender expression. Sexual harassment also consists of any unwanted oral or physical advances, sexually explicit derogatory, or discriminatory statements which an employee finds offensive or objectionable, causes an employee discomfort or humiliation, or interferes with the employee's job performance.
- Sexual harassment also occurs when a person in authority tries to trade job benefits for sexual favors. This can include hiring, promotion, continued employment or any other terms, conditions, or privileges of employment. This is also called quid pro quo harassment.

Any employee or covered individual who feels harassed is encouraged to report the behavior so that any violation of this policy can be corrected promptly. Any harassing conduct, even a single incident, can be discrimination and is covered by this policy.

Examples of Sexual Harassment

The following describes some of the types of acts that may be unlawful sexual harassment and that are strictly prohibited. This list is just a sample of behaviors and should not be considered exhaustive. Any employee who believes they have experienced sexual harassment, even if it does not appear on this list, should feel encouraged to report it:

- Physical acts of a sexual nature, such as:

- o Touching, pinching, patting, kissing, hugging, grabbing, brushing against another employee's body, or poking another employee's body; or
- o Rape, sexual battery, molestation, or attempts to commit these assaults, which may be considered criminal conduct outside the scope of this policy (please contact local law enforcement if you wish to pursue criminal charges).
- Unwanted sexual comments, advances, or propositions, such as:
 - o Requests for sexual favors accompanied by implied or overt threats concerning the target's job performance evaluation, a promotion, or other job benefits;
 - This can include sexual advances/pressure placed on a service industry employee by customers or clients, especially those industries where hospitality and tips are essential to the customer/employee relationship;
 - o Subtle or obvious pressure for unwelcome sexual activities; or
 - o Repeated requests for dates or romantic gestures, including gift-giving.
- Sexually oriented gestures, noises, remarks or jokes, or questions and comments about a person's sexuality, sexual experience, or romantic history which create a hostile work environment. This is not limited to interactions in person. Remarks made over virtual platforms and in messaging apps when employees are working remotely can create a similarly hostile work environment.
- Sex stereotyping, which occurs when someone's conduct or personality traits are judged based on other people's ideas or perceptions about how individuals of a particular sex should act or look:
 - o Remarks regarding an employee's gender expression, such as wearing a garment typically associated with a different gender identity; or
 - o Asking employees to take on traditionally gendered roles, such as asking a woman to serve meeting refreshments when it is not part of, or appropriate to, her job duties.
- Sexual or discriminatory displays or publications anywhere in the workplace, such as:
 - o Displaying pictures, posters, calendars, graffiti, objects, promotional material, reading materials, or other materials that are sexually demeaning or pornographic. This includes such sexual displays on workplace computers or cell phones and sharing such displays while in the workplace;
 - o This also extends to the virtual or remote workspace and can include having such materials visible in the background of one's home during a virtual meeting.
- Hostile actions taken against an individual because of that individual's sex, sexual orientation, gender identity, or gender expression, such as:
 - o Interfering with, destroying, or damaging a person's workstation, tools or equipment, or otherwise interfering with the individual's ability to perform the job;
 - o Sabotaging an individual's work;

- o Bullying, yelling, or name-calling;
- o Intentional misuse of an individual's preferred pronouns; or
- o Creating different expectations for individuals based on their perceived identities:
 - Dress codes that place more emphasis on women's attire;
 - Leaving parents/caregivers out of meetings.

Who Can be a Target of Sexual Harassment?

Sexual harassment can occur between any individuals, regardless of their sex or gender. Harassment does not have to be between members of the opposite sex or gender. New York Law protects employees and all covered individuals described earlier in the policy. Harassers can be anyone in the workplace. A supervisor, a supervisee, or a coworker can all be harassers. Anyone else in the workplace can also be harassers including an independent contractor, contract worker, vendor, client, customer, patient, constituent, or visitor.

Sexual harassment does not happen in a vacuum and discrimination experienced by an employee can be impacted by biases and identities beyond an individual's gender. For example:

- Placing different demands or expectations on black women employees than white women employees can be both racial and gender discrimination;
- An individual's immigration status may lead to perceptions of vulnerability and increased concerns around illegal retaliation for reporting sexual harassment; or
- Past experiences as a survivor of domestic or sexual violence may lead an individual to feel re-traumatized by someone's behaviors in the workplace.

Individuals bring personal history with them to the workplace that might impact how they interact with certain behavior. It is especially important for all employees to be aware of how words or actions might impact someone with a different experience than their own in the interest of creating a safe and equitable workplace.

Where Can Sexual Harassment Occur?

Unlawful sexual harassment is not limited to the physical workplace itself. It can occur while employees are traveling for business or at employer or industry sponsored events or parties. Calls, texts, emails, and social media usage by employees or covered individuals can constitute unlawful workplace harassment, even if they occur away from the workplace premises, on personal devices, or during non-work hours.

Sexual harassment can occur when employees are working remotely from home as well. Any behaviors outlined above that leave an employee feeling uncomfortable, humiliated, or unable to meet their job requirements constitute harassment even if the employee or covered individual is at home when the harassment occurs. Harassment can happen on virtual meeting platforms, in messaging apps, and after working hours between personal cell phones.

Retaliation

Retaliation is unlawful and is any action by an employer or supervisor that punishes an individual upon learning of a harassment claim, that seeks to discourage a worker or covered individual from making a formal complaint or supporting a sexual harassment or discrimination claim, or that punishes those who have come forward. These actions need not be job-related or occur in the workplace to constitute unlawful retaliation. For example, threats of physical violence outside of work hours or disparaging someone on social media would be covered as retaliation under this policy.

Examples of retaliation may include, but are not limited to:

- Demotion, termination, denying accommodations, reduced hours, or the assignment of less desirable shifts;
- Publicly releasing personnel files;
- Refusing to provide a reference or providing an unwarranted negative reference;
- Labeling an employee as “difficult” and excluding them from projects to avoid “drama”;
- Undermining an individual’s immigration status; or
- Reducing work responsibilities, passing over for a promotion, or moving an individual’s desk to a less desirable office location.

Such retaliation is unlawful under federal, state, and (where applicable) local law. The New York State Human Rights Law protects any individual who has engaged in “protected activity.”

Protected activity occurs when a person has:

- Made a complaint of sexual harassment or discrimination, either internally or with any government agency;
- Testified or assisted in a proceeding involving sexual harassment or discrimination under the Human Rights Law or any other anti-discrimination law;
- Opposed sexual harassment or discrimination by making an oral or informal complaint to management, or by simply informing a supervisor or manager of suspected harassment;
- Reported that another employee has been sexually harassed or discriminated against; or
- Encouraged a fellow employee to report harassment.

Even if the alleged harassment does not turn out to rise to the level of a violation of law, the individual is protected from retaliation if the person had a good faith belief that the practices were unlawful. However, the retaliation provision is not intended to protect persons making intentionally false charges of harassment.

Reporting Sexual Harassment

Everyone must work toward preventing sexual harassment, but leadership matters. Supervisors and managers have a special responsibility to make sure employees feel safe at work and that workplaces are free from harassment and discrimination. Any

employee or covered individual is encouraged to report harassing or discriminatory behavior to their supervisor or the Society's Compliance Officer, General Counsel, or Society President & CEO. Anyone who witnesses or becomes aware of potential instances of sexual harassment should report such behavior to their supervisor or the Society's Compliance Officer, General Counsel, or Society President & CEO.

Reports of sexual harassment may be made orally or in writing. A written complaint form is attached to this policy if an employee would like to use it, but the complaint form is not required. Employees who are reporting sexual harassment on behalf of other employees may use the complaint form and should note that it is on another employee's behalf. A oral or otherwise written complaint (such as an email) on behalf of oneself or another employee is also acceptable.

Employees and covered individuals who believe they have been a target of sexual harassment may at any time seek assistance in additional available forums, as explained below in the section on Legal Protections.

Supervisory Responsibilities

Supervisors and managers have a responsibility to prevent sexual harassment and discrimination. All supervisors and managers who receive a complaint or information about suspected sexual harassment, observe what may be sexually harassing or discriminatory behavior, or for any reason suspect that sexual harassment or discrimination is occurring, are required to report such suspected sexual harassment to their supervisor or the Society's Compliance Officer, General Counsel, or Society President & CEO. Managers and supervisors should not be passive and wait for an employee to make a claim of harassment. If they observe such behavior, they must act.

Supervisors and managers can be disciplined if they engage in sexually harassing or discriminatory behavior themselves. Supervisors and managers can also be disciplined for failing to report suspected sexual harassment or allowing sexual harassment to continue after they know about it.

Supervisors and managers will also be subject to discipline for engaging in any retaliation.

While supervisors and managers have a responsibility to report harassment and discrimination, supervisors and managers must be mindful of the impact that harassment and a subsequent investigation has on victims. Being identified as a possible victim of harassment and questioned about harassment and discrimination can be intimidating, uncomfortable and re-traumatizing for individuals. Supervisors and managers must accommodate the needs of individuals who have experienced harassment to ensure the workplace is safe, supportive, and free from retaliation for them during and after any investigation.

Bystander Intervention

Any employee witnessing harassment as a bystander is encouraged to report it. A supervisor or manager that is a bystander to harassment is required to report it. There are five standard methods of bystander intervention that can be used when anyone witnesses harassment or discrimination and wants to help.

1. A bystander can interrupt the harassment by engaging with the individual being harassed and distracting them from the harassing behavior;
2. A bystander who feels unsafe interrupting on their own can ask a third party to help intervene in the harassment;
3. A bystander can record or take notes on the harassment incident to benefit a future investigation;
4. A bystander might check in with the person who has been harassed after the incident, see how they are feeling and let them know the behavior was not ok; and
5. If a bystander feels safe, they can confront the harassers and name the behavior as inappropriate. When confronting harassment, physically assaulting an individual is never an appropriate response.

Though not exhaustive, and dependent on the circumstances, the guidelines above can serve as a brief guide of how to react when witnessing harassment in the workplace. Any employee witnessing harassment as a bystander is encouraged to report it. A supervisor or manager that is a bystander to harassment is required to report it.

Complaints and Investigations of Sexual Harassment

All complaints or information about sexual harassment will be investigated, whether that information was reported in oral or written form. An investigation of any complaint, information, or knowledge of suspected sexual harassment will be prompt, thorough, and started and completed as soon as possible. The investigation will be kept confidential to the extent possible. All individuals involved, including those making a harassment claim, witnesses, and alleged harassers deserve a fair and impartial investigation.

Any employee may be required to cooperate as needed in an investigation of suspected sexual harassment. The Society will take disciplinary action against anyone engaging in retaliation against employees who file complaints, support another's complaint, or participate in harassment investigations.

The Society recognizes that participating in a harassment investigation can be uncomfortable and has the potential to retraumatize an employee. Those receiving claims and leading investigations will handle complaints and questions with sensitivity toward those participating.

While the process may vary from case to case, investigations will be done in accordance with the following steps. Upon receipt of a complaint, the Society's Compliance Officer or General Counsel:

1. Will conduct a prompt review of the allegations, assess the appropriate scope of the investigation, and take any interim actions (for example, instructing the individual(s) about whom the complaint was made to refrain from communications with the individual(s) who reported the harassment), as appropriate. If complaint is oral, request that the individual completes the complaint form in writing. If the person reporting prefers not to fill out the form, the Society's Compliance Officer or General Counsel will prepare a complaint form or equivalent documentation based on the oral reporting;

2. Will take steps to obtain, review, and preserve documents sufficient to assess the allegations, including documents, emails or phone records that may be relevant to the investigation. The Society's Compliance Officer or General Counsel will consider and implement appropriate document request, review, and preservation measures, including for electronic communications;
3. Will seek to interview all parties involved, including any relevant witnesses;
4. Will create a written documentation of the investigation (such as a letter, memo or email) that contains the following:
 - a. A list of all documents reviewed, along with a detailed summary of relevant documents;
 - b. A list of names of those interviewed, along with a detailed summary of their statements;
 - c. A timeline of events;
 - d. A summary of any prior relevant incidents disclosed in the investigation, reported or unreported; and
 - e. The basis for the decision and final resolution of the complaint, together with any corrective action(s).
5. Will keep the written documentation and associated documents in a secure and confidential location;
6. Will promptly notify the individual(s) who reported the harassment and the individual(s) about whom the complaint was made that the investigation has been completed and implement any corrective actions identified in the written document; and
7. Will inform the individual(s) who reported of the right to file a complaint or charge externally as outlined in the next section.

Upon completion of the investigation, the Society will notify the individual(s) who reported the conduct and the individual(s) about whom the complaint was made that the investigation has concluded. While the Society will implement any corrective actions identified in the written determination, specific personnel actions or disciplinary measures may remain confidential, consistent with privacy and legal considerations.

Where a report is made by someone other than the individual alleged to have experienced the conduct, the Society will inform the reporting individual that the matter has been reviewed and addressed as appropriate, consistent with confidentiality obligations.

Legal Protections and External Remedies

Sexual harassment is not only prohibited by the Society, but it is also prohibited by state, federal, and, where applicable, local law.

The internal process outlined in the policy above is one way for employees to report sexual harassment. Employees and covered individuals may also choose to pursue legal remedies with

the following governmental entities. While a private attorney is not required to file a complaint with a governmental agency, you may also seek the legal advice of an attorney.

New York State Division of Human Rights:

The New York State Human Rights Law (HRL), N.Y. Executive Law, art. 15, § 290 et seq., applies to all employers in New York State and protects employees and covered individuals, regardless of immigration status. A complaint alleging violation of the Human Rights Law may be filed either with the New York State Division of Human Rights (DHR) or in New York State Supreme Court.

Complaints of sexual harassment filed with DHR may be submitted any time within three years of the harassment. If an individual does not file a complaint with DHR, they can bring a lawsuit directly in state court under the Human Rights Law, within three years of the alleged sexual harassment. An individual may not file with DHR if they have already filed a HRL complaint in state court.

Complaining internally to the Society does not extend your time to file with DHR or in court. The three years are counted from the date of the most recent incident of harassment.

You do not need an attorney to file a complaint with DHR, and there is no cost to file with DHR.

DHR will investigate your complaint and determine whether there is probable cause to believe that sexual harassment has occurred. Probable cause cases receive a public hearing before an administrative law judge. If sexual harassment is found at the hearing, DHR has the power to award relief. Relief varies but it may include requiring your employer to take action to stop the harassment, or repair the damage caused by the harassment, including paying of monetary damages, punitive damages, attorney's fees, and civil fines.

DHR's main office contact information is: NYS Division of Human Rights, One Fordham Plaza, Fourth Floor, Bronx, New York 10458. You may call (718) 741-8400 or visit: www.dhr.ny.gov.

Go to dhr.ny.gov/complaint for more information about filing a complaint with DHR. The website has a digital complaint process that can be completed on your computer or mobile device from start to finish. The website has a complaint form that can be downloaded, filled out, and mailed to DHR as well as a form that can be submitted online. The website also contains contact information for DHR's regional offices across New York State.

Call the DHR sexual harassment hotline at 1(800) HARASS3 for more information about filing a sexual harassment complaint. This hotline can also provide you with a referral to a volunteer attorney experienced in sexual harassment matters who can provide you with limited free assistance and counsel over the phone.

The United States Equal Employment Opportunity Commission:

The United States Equal Employment Opportunity Commission (EEOC) enforces federal anti-discrimination laws, including Title VII of the 1964 federal Civil Rights Act, 42 U.S.C. § 2000e et seq. An individual can file a complaint with the EEOC anytime within 300 days from the most recent incident of harassment. There is no cost to file a complaint with the EEOC. The EEOC will investigate the complaint and determine whether there is reasonable cause to believe that

discrimination has occurred. If the EEOC determines that the law may have been violated, the EEOC will try to reach a voluntary settlement with the employer. If the EEOC cannot reach a settlement, the EEOC (or the Department of Justice in certain cases) will decide whether to file a lawsuit. The EEOC will issue a Notice of Right to Sue permitting workers to file a lawsuit in federal court if the EEOC closes the charge, is unable to determine if federal employment discrimination laws may have been violated, or believes that unlawful discrimination occurred but does not file a lawsuit.

Individuals may obtain relief in mediation, settlement or conciliation. In addition, federal courts may award remedies if discrimination is found to have occurred. In general, private employers must have at least 15 employees to come within the jurisdiction of the EEOC.

An employee alleging discrimination at work can file a "Charge of Discrimination." The EEOC has district, area, and field offices where complaints can be filed. Contact the EEOC by calling 1-800-669-4000 (TTY: 1-800-669-6820), visiting their website at www.eeoc.gov or via email at info@eeoc.gov.

If an individual filed an administrative complaint with the New York State Division of Human Rights, DHR will automatically file the complaint with the EEOC to preserve the right to proceed in federal court.

Local Protections

Many localities enforce laws protecting individuals from sexual harassment and discrimination. An individual should contact the county, city or town in which they live to find out if such a law exists. For example, employees who work in New York City may file complaints of sexual harassment or discrimination with the New York City Commission on Human Rights. Contact their main office at Law Enforcement Bureau of the NYC Commission on Human Rights, 22 Reade Street, 1st Floor, New York, New York; call 311 or (212) 306-7450; or visit www.nyc.gov/html/cchr/html/home/home.shtml.

Contact the Local Police Department

If the harassment involves unwanted physical touching, coerced physical confinement, or coerced sex acts, the conduct may constitute a crime. Those wishing to pursue criminal charges are encouraged to contact their local police department.

Conclusion

The policy outlined above is aimed at providing employees at the Society and covered individuals an understanding of their right to a discrimination and harassment free workplace. All employees should feel safe at work. Though the focus of this policy is on sexual harassment and gender discrimination, the New York State Human Rights law protects against discrimination in several protected classes including sex, sexual orientation, gender identity or expression, age, race, creed, color, national origin, military status, disability, pre-disposing genetic characteristics, familial status, marital status, criminal history, or domestic violence survivor status. The prevention policies outlined above should be considered applicable to all protected classes.

Appendix B - Sexual Harassment Complaint Form

Complaint Form for Reporting Sexual Harassment



Combating Sexual Harassment

Society for Corporate Governance

New York State Labor Law requires all employers to adopt a sexual harassment prevention policy that includes a complaint form to report alleged incidents of sexual harassment.

If you believe that you have been subjected to sexual harassment or gender discrimination, you are encouraged, but not required, to complete this form and submit it via email or in person to your supervisor or the Society's Compliance Officer, General Counsel, or Society President & CEO. No employee will be retaliated against for filing a complaint.

If you are more comfortable reporting orally or in another manner, your employer should complete this form, provide you with a copy, and follow its sexual harassment prevention policy by investigating the claims as outlined at the end of this form.

For additional resources, visit: ny.gov/programs/combating-sexual-harassment-workplace

COMPLAINANT INFORMATION

Name:

Work Address:

Work Phone:

Job Title:

Email:

Select Preferred Communication Method:

Email Phone In person

SUPERVISORY INFORMATION

Immediate Supervisor's Name:

Title:

Work Phone:

Work Address:

COMPLAINT INFORMATION

1. Your complaint of sexual harassment is made about:

Name:

Title:

Work Address:

Work Phone:

Relationship to you: Supervisor Supervisee Co-Worker Other (please specify)

2. Please describe what happened and include as many details as possible. You may use additional sheets of paper if necessary. If you have any relevant documents, please include them.

3. Date(s) sexual harassment occurred:

Is the sexual harassment continuing? Yes No

4. If possible, please list the name and contact information of any witnesses or individuals who may have information related to your complaint:

The last question is optional, but may help the investigation.

5. Have you previously provided information (oral or written) about related incidents? If yes, when and to whom did you provide information?

This is not required, but if you have retained legal counsel and would like us to work with them, please provide their contact information.

Signature: _____

Date: _____

Appendix C - Certification of Compliance Statement

Society for Corporate Governance
Code of Conduct
Certification of Compliance Statement

_____, _____,
(Print Name) (Title)

I certify that the following statements are true and correct unless otherwise noted below or attached:

1. I acknowledge that I have received, read, and understand the most recent copy of the Society Code of Conduct (the "Code"). I have obtained guidance where I have had questions.
2. I acknowledge that the Code sets forth and refers to policies and procedures that I must follow.
3. I acknowledge that my compliance with the Code is a requirement of my service to or employment with the Society.
4. I acknowledge that I do and can perform my duties in compliance with the Code.
5. I acknowledge it is my duty to report actual or suspected violations of the Code to my supervisor or other Society officials specified by the Code and to cooperate with investigations.
6. I am not aware of any inaccuracies in information or reports provided to internal management, any government agency, or any other entity or person.
7. I am not aware of non-compliance with the Code or any company policies, government laws, or regulations applicable to Society operations.
8. If/as applicable, I have explained to each individual reporting directly to me within the Society and have caused to be communicated to others in the Society's organization under my direction, that their behavior must be consistent with the Code, all Society policies, and any laws and regulations applicable to its operations.

Please describe here or on a supplemental page any instances where you are aware or believe that the standards of the Code are not being met.

Signature: _____

Date: _____

Appendix D - Conflict of Interest Disclosure Form

**Society for Corporate Governance
Conflict of Interest Disclosure Form**

Name

Date **Title/Position**

If you previously filed this form and it is currently correct and complete, then check here [] and sign below. Otherwise, complete all questions and then sign the form. The completed and signed form should be returned to the Society's General Counsel.

I have read the Conflict of Interest Policy in the Society Code of Conduct. I understand that it is my obligation to promote the best interests of the Society, avoid conflicts of interest, and to disclose in writing any questionable activities, duties, and relationships.

I understand that I can contact the General Counsel with any questions about this.

My answers here are true and complete. If any relevant changes occur in my activities, duties, or relationships, I will disclose them in writing.

Signature: _____

These Directions Apply to All Questions

- With respect to the financial interests and affiliations of relatives, list those of which you are aware. Be sure to include affiliations and relationships they have with the Society. You do not need to obtain a full financial disclosure from every relative.
- You must disclose only those relationships, activities, and interests which might influence or be perceived as influencing or having an impact on performance of your duties and responsibilities to the Society. If you are unsure about whether a particular item should be disclosed, disclose it. If you need help or have questions, contact the General Counsel.

If you answer "Yes" to any question, provide additional details on the supplemental page attached. **Yes No**

1. Are you connected in any way (employee, manager, officer, owner, contractor, etc.) or do you have a business or financial relationship, investment, or employment with any Society supplier, vendor, contractor, consultant, customer, or competitor?	<input type="checkbox"/>	<input type="checkbox"/>
2. Does any relative, personal friend, business partner or other close associate have such a relationship?	<input type="checkbox"/>	<input type="checkbox"/>
3. Are you in a position to influence business transactions or relationships between the Society and any such supplier, vendor, contractor, consultant, customer, or competitor?	<input type="checkbox"/>	<input type="checkbox"/>
4. Have you or any relative of yours, to your knowledge, received or do you expect to receive, any compensation, loan, money or gift from any supplier, vendor, contractor, consultant, customer, or competitor, or person representing such a party?	<input type="checkbox"/>	<input type="checkbox"/>
5. Are you aware of any violations of the Society Conflict of Interest Policy?	<input type="checkbox"/>	<input type="checkbox"/>

Supplementary Sheet

Disclose here any other matters that should be disclosed; details of any "Yes" responses; and any other matters disclosed that call for or warrant additional information.

Appendix E - New York Airborne Infectious Disease Exposure Prevention Plan



The purpose of this plan is to protect employees against exposure and disease during an airborne infectious disease outbreak. This plan goes into effect when an airborne infectious disease is designated by the New York State Commissioner of Health as a highly contagious communicable disease that presents a serious risk of harm to the public health. This plan is subject to any additional or greater requirements arising from a declaration of a state of emergency due to an airborne infectious disease, as well as any applicable federal standards.

Employees should report any questions or concerns with the implementation this plan to the designated contact.

This plan applies to all “employees” as defined by the New York State Labor Law 218-b, which means any person providing labor or services for remuneration for a private entity or business within the state, without regard to an individual’s immigration status, and shall include part-time workers, independent contractors, domestic workers, home care and personal care workers, day laborers, farmworkers and other temporary and seasonal workers. The term also includes individuals working for digital applications or platforms, staffing agencies, contractors or subcontractors on behalf of the employer at any individual work site, as well as any individual delivering goods or transporting people at, to or from the work site on behalf of the employer, regardless of whether delivery or transport is conducted by an individual or entity that would otherwise be deemed an employer under this chapter. The term does not include employees or independent contractors of the state, any political subdivision of the state, a public authority, or any other governmental agency or instrumentality.

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I. RESPONSIBILITIES

This plan applies to all employees of the Society for Corporate Governance, and [all]/[the following work sites]:

52 Vanderbilt Avenue, Suite 510, New York, NY 10017 (sole work site)

This plan requires commitment to ensure compliance with all plan elements aimed at preventing the spread of infectious disease. The following supervisory employee(s) are designated to enforce compliance with the plan. Additionally, these supervisory employees will act as the designated contacts unless otherwise noted in this plan:

Name	Title	Location	Phone
Paul Washington	President & CEO	NY	(212) 681-2004
Randi Val Morrison	General Counsel & Chief Knowledge	NY	(212) 681-2001
Nikole TenBrink	Chief Membership & Marketing	NY	(212) 681-2014
Phil Bonaventura	Chief Financial Officer	NY	(212) 681-2008

II. EXPOSURE CONTROLS DURING A DESIGNATED OUTBREAK

A. MINIMUM CONTROLS DURING AN OUTBREAK

During an airborne infectious disease outbreak, the following minimum controls will be used in all areas of the worksite:

- General Awareness:** Individuals may not be aware that they have the infectious disease and can spread it to others. Employees should remember to:
 - Maintain physical distancing;
 - Exercise coughing/sneezing etiquette;
 - Wear face coverings, gloves, and personal protective equipment (PPE), as appropriate;
 - Individuals limit what they touch;
 - Stop social etiquette behaviors such as hugging and hand shaking, and
 - Wash hands properly and often.
- “Stay at Home Policy”:** If an employee develops symptoms of the infectious disease, the employee should not be in the workplace. The employee should inform the designated contact and follow New York State Department of Health (NYSDOH) and Centers for Disease Control and Prevention (CDC) guidance regarding obtaining medical care and isolating.
- Health Screening:** Employees will be screened for symptoms of the infectious disease at the beginning of their shift. Employees are to self-monitor throughout their shift and report any new or emerging signs or symptoms of the infectious disease to the designated contact. An employee showing signs or symptoms of the infectious disease should be removed from the workplace and should contact a healthcare professional for instructions. The health screening elements will follow guidance from NYSDOH and CDC guidance, if available.

4. **Face Coverings:** When in use, face coverings must cover the nose and mouth, and fit snugly, but comfortably, against the face. The face covering itself must not create a hazard (e.g., have features could get caught in machinery or cause severe fogging of eyewear). The face coverings must be kept clean and sanitary and changed when soiled, contaminated, or damaged.
5. **Physical Distancing:** Physical distancing will be used, to the extent feasible, as advised by guidance from State Department of Health or the Centers for Disease Control and Prevention, as applicable.

In situations where prolonged close contact with other individuals is likely, use the following control methods: (Note to employer: Check off the controls you intend to use and add any additional controls not listed here.)

- restricting or limiting customer or visitor entry;
- limiting occupancy;
- allowing only one person at a time inside small enclosed spaces with poor ventilation;
- reconfiguring workspaces;
- physical barriers;
- signage;
- floor markings;
- telecommuting;
- remote meetings;
- preventing gatherings;
- restricting travel;
- creating new work shifts and/or staggering work hours;
- adjusting break times and lunch periods;
- delivering services remotely or through curbside pickup;
- **restricting gatherings**

6. **Hand Hygiene:** To prevent the spread of infection, employees should wash hands with soap and water for at least 20 seconds or use a hand sanitizer with at least 60% alcohol to clean hands BEFORE and AFTER:
 - Touching your eyes, nose, or mouth;
 - Touching your mask;
 - Entering and leaving a public place; and
 - Touching an item or surface that may be frequently touched by other people, such as door handles, tables, gas pumps, shopping carts, or electronic cashier registers/screens.

Because hand sanitizers are less effective on soiled hands, wash hands rather than using hand sanitizer when your hands are soiled.

7. **Cleaning and Disinfection:** See Section V of this plan.

8. **“Respiratory Etiquette”**: Because infectious diseases can be spread by droplets expelled from the mouth and nose, employees should exercise appropriate respiratory etiquette by covering nose and mouth when sneezing, coughing or yawning.
9. **Special Accommodations for Individuals with Added Risk Factors**: Some employees, due to age, underlying health condition, or other factors, may be at increased risk of severe illness if infected. Please inform your supervisor or the HR department if you fall within this group and need an accommodation.

B. ADVANCED CONTROLS DURING AN OUTBREAK

For activities where the Minimum Controls alone will not provide sufficient protection for employees, additional controls from the following hierarchy may be necessary. Employers should determine if the following are necessary:

1. Elimination: Employers should consider the temporary suspension or elimination of risky activities where adequate controls could not provide sufficient protection for employees.
2. Engineering Controls: Employers should consider appropriate controls to contain and/or remove the infectious agent, prevent the agent from being spread, or isolate the worker from the infectious agent. Examples of engineering controls include:
 - i. Mechanical Ventilation:
 - a. Local Exhaust Ventilation, for example:
 - Ventilated booths (lab hoods);
 - Kitchen Vents; and
 - Vented biosafety cabinets.
 - b. General Ventilation, for example:
 - Dedicated ventilation systems for cooking areas, malls, atriums, surgical suites, manufacturing, welding, indoor painting, laboratories, negative pressure isolation rooms;
 - Increasing the percentage of fresh air introduced into air handling systems;
 - Avoiding air recirculation;
 - Using higher-efficiency air filters in the air handling system;
 - If fans are used in the facility, arrange them so that air does not blow directly from one worker to another; and
 - ii. Natural Ventilation, for example:
 - Opening outside windows and doors to create natural ventilation; and
 - Opening windows on one side of the room to let fresh air in and installing window exhaust fans on the opposite side of the room so that they exhaust air outdoors. *(Note: This method is appropriate only if air will not blow from one person to another.)*
 - iii. Install automatic disinfection systems (e.g., ultraviolet light disinfection systems).
 - iv. Install cleanable barriers such as partitions and/or clear plastic sneeze/cough guards.
 - v. Change layout to avoid points or areas where employees may congregate (e.g., install additional timeclocks).

Subject to changes based on operations and circumstances surrounding the infectious disease, engineering controls that are anticipated to be used are listed in the following table:

Engineering Controls Utilized/Location:

Natural ventilation

General ventilation to the extent feasible via the lease; to the extent landlord-provided or accommodated; and subject to cost c

Install physical and visual impediments as feasible to avoid congregating in common areas

Note to Employer: One of the best ways to reduce exposure to infectious agents is to improve ventilation. The aim is to deliver more "clean air" into an occupied area and exhaust the contaminated air to a safe location. In some cases, the air may have to be filtered before it enters the work area and/or before it is exhausted. Direct the contaminated air away from other individuals and from the building's fresh air intake ports. Consult your ventilation system's manufacturer or service company to determine if improvements are possible for your system.

3. "Administrative Controls" are policies and work rules used to prevent exposure. Examples include:

- Increasing the space between workers;
- Slowing production speed to accommodate fewer workers at a time;
- Disinfecting procedures for specific operations;
- Not shaking out soiled laundry;
- Employee training;
- Identify and prioritize job functions that are essential for continuous operations;
- Cross-train employees to ensure critical operations can continue during worker absence;
- Limit the use of shared workstations;
- Post signs reminding employees of respiratory etiquette, masks, handwashing;
- Rearrange traffic flow to allow for one-way walking paths;
- Provide clearly designated entrance and exits;
- Provide additional short breaks for handwashing and cleaning;
- Establishing pods or cohorts working on same shift;

Subject to changes based on operations and circumstances surrounding the infectious disease, the following specific administrative controls are anticipated to be used:

Administrative Controls Utilized/Location:
Employee training
Post signs reminding employees of respiratory etiquette, masks, handwashing
Remote work arrangements

4. 10. Personal Protective Equipment (PPE) are devices like eye protection, face shields, respirators , , and gloves that protect the wearer from infection. PPE will be provided, used and maintained in a sanitary and reliable condition at no cost to the employee. The PPE provided to an employee will be based on a hazard assessment for the workplace.

PPE Required - Activity Involved/Location:
Face masks/shields
Employees may utilize such other PPE as they elect provided it does not impede their ability to perform their job function

1 The use of respiratory protection, e.g. an N95 filtering facepiece respirator, requires compliance with the OSHA Respiratory Protection Standard 29 CFR 1910.134 or temporary respiratory protection requirements OSHA allows for during the infectious disease outbreak.

2 Respirators with exhalation valves will release exhaled droplets from the respirators. Respirators are designed to protect the wearer. Surgical masks and face coverings, which are not respirators, are designed to protect others, not the wearer.

C. EXPOSURE CONTROL READINESS, MAINTENANCE AND STORAGE:

The controls we have selected will be obtained, properly stored, and maintained so that they are ready for immediate use in the event of an infectious disease outbreak and any applicable expiration dates will be properly considered.

III. HOUSEKEEPING DURING A DESIGNATED OUTBREAK

A. Disinfection Methods and Schedules

Objects that are touched repeatedly by multiple individuals, such as door handles, light switches, control buttons/levers, dials, levers, water faucet handles, computers, phones, or handrails must be cleaned frequently with an appropriate disinfectant. Surfaces that are handled less often, or by fewer individuals, may require less frequent disinfection.

The disinfection methods and schedules selected are based on specific workplace conditions.

The New York State Department of Environmental Conservation (NYSDEC) and the Environmental Protection Agency (EPA) have compiled lists of approved disinfectants that are effective against many infectious agents (see dec.ny.gov and epa.gov/pesticide-registration/selected-epa-registered-disinfectants). Select disinfectants based on NYSDOH and CDC guidance and follow manufacturer guidance for methods, dilution, use, and contact time.

B. Adjustments to Normal Housekeeping Procedures

Normal housekeeping duties and schedules should continue to be followed during an infectious disease outbreak, to the extent practicable and appropriate consistent with NYSDOH and/or CDC guidance in effect at the time. However, routine procedures may need to be adjusted and additional cleaning and disinfecting may be required.

Housekeeping staff may be at increased risk because they may be cleaning many potentially contaminated surfaces. Some housekeeping activities, like dry sweeping, vacuuming, and dusting, can resuspend into the air particles that are contaminated with the infectious agent. For that reason, alternative methods and/or increased levels of protection may be needed.

Rather than dusting, for example, the CDC recommends cleaning surfaces with soap and water before disinfecting them. Conducting housekeeping during “off” hours may also reduce other workers’ exposures to the infectious agent. Best practice dictates that housekeepers should wear respiratory protection. See cdc.gov for more guidance.

C. If an employee develops symptoms of the infectious disease at work, it is ideal to isolate the area in accordance with guidance issued by NYSDOH or the CDC, before cleaning and disinfecting the sick employee’s work area. This delay will allow contaminated droplets to settle out of the air and the space to be ventilated.

D. As feasible, liners should be used in trash containers. Empty the containers often enough to prevent overfilling. Do not forcefully squeeze the air out of the trash bags before tying them closed. Trash containers may contain soiled tissue or face coverings.

IV. INFECTION RESPONSE DURING A DESIGNATED OUTBREAK

If an actual, or suspected, infectious disease case occurs at work, take the following actions:

- Instruct the sick individual to wear a face covering and leave the worksite and follow NYSDOH/CDC guidance.
- Follow local and state authority guidance to inform impacted individuals.

V. TRAINING AND INFORMATION DURING A DESIGNATED OUTBREAK

A. The General Counsel & Chief Knowledge Officer will verbally inform all employees of the existence and location of this Plan, the circumstances it can be activated, the infectious disease standard, employer policies, and employee rights under the New York State Labor Law 218-b. (Note: training need not be provided to the following individuals: any individuals working for staffing agencies, contractors or subcontractors on behalf of the employer at any individual work site, as well as any individual delivering goods or transporting people at, to or from the work site on behalf of the employer, where delivery or transport is conducted by an individual or entity that would otherwise be deemed an employer under this chapter)

B. When this plan is activated, all personnel will receive training which will cover all elements of this plan and the following topics:

1. The infectious agent and the disease(s) it can cause;
2. The signs and symptoms of the disease;
3. How the disease can be spread;
4. An explanation of this Exposure Prevention Plan;
5. The activities and locations at our worksite that may involve exposure to the infectious agent;
6. The use and limitations of exposure controls
7. A review of the standard, including employee rights provided under Labor Law, Section 218-B.

C. The training will be

1. Provided at no cost to employees and take place during working hours. If training during normal work hours is not possible, employees will be compensated for the training time (with pay or time off);
2. Appropriate in content and vocabulary to your educational level, literacy, and preferred language; and
3. Verbally provided in person or through telephonic, electronic, or other means.

VI. PLAN EVALUATIONS DURING A DESIGNATED OUTBREAK

The employer will review and revise the plan periodically, upon activation of the plan, and as often as needed to keep up-to-date with current requirements. Document the plan revisions below:

Plan Revision History				
Date	Reviewed and Revised by	Major Changes		Approved By
February 9, 2026	GC & Chief Knowledge Officer	Plan Adopted	Enter date the original plan is created.	President & Chief Executive Officer
		Staff Trained	Enter date the plan is made available, posted, and staff trained	
		Plan Revised		
		Staff Trained	Enter date the revised plan is made available, and staff updated to changes	
		Plan Revised		
		Staff Trained	Enter date the revised plan is made available, and staff updated to changes	
		Plan Revised		
		Staff Trained	Enter date the revised plan is made available, and staff updated to changes	
		Plan Revised		
		Staff Trained	Enter date the revised plan is made available, and staff updated to changes	

VII. RETALIATION PROTECTIONS AND REPORTING OF ANY VIOLATIONS

No employer, or his or her agent, or person, , acting as or on behalf of a hiring entity, or the officer or agent of any entity, business, corporation, partnership, or limited liability company, shall discriminate, threaten, retaliate against, or take adverse action against any employee for exercising their rights under this plan, including reporting conduct the employee reasonably believes in good faith violates the plan or airborne infectious disease concerns to their employer, government agencies or officials or for refusing to work where an employee reasonably believes in good faith that such work exposes him or her, other workers, or the public to an unreasonable risk of exposure, provided the employee, another employee, or representative has notified the employer verbally or in writing, including electronic communication, of the inconsistent working conditions and the employer's failure to cure or if the employer knew or should have known of the consistent working conditions.

Notification of a violation by an employee may be made verbally or in writing, and without limitation to format including electronic communications. To the extent that communications between the employer and employee regarding a potential risk of exposure are in writing, they shall be maintained by the employer for two years after the conclusion of the designation of a high risk disease from the Commissioner of Health, or two years after the conclusion of the Governor's emergency declaration of a high risk disease. Employer should include contact information to report violations of this plan and retaliation during regular business hours and for weekends/other non-regular business hours when employees may be working.

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