

# **Society for Corporate Governance, Inc**

## **Code of Conduct**

As adopted March 22, 2012

### **INTRODUCTION**

The Society is committed to conducting its operations in a manner that is lawful, ethical and promotes the interests of its members. Every employee, officer and member of the board of directors has the responsibility to comply with the law, be ethical and honest, and comply with the provisions of this Code of Conduct (the “Code”). Employees must also comply with related requirements set out in the Society’s *Staff Guide*.

This Code provides basic guidelines to assist you in identifying activities and behaviors that are appropriate in important areas of your responsibilities. You are expected to comply with these guidelines and use good judgment in applying them to your conduct.

You are never authorized to commit, or direct others to commit, any illegal or unethical act. You must not engage in conduct or activity that may raise questions about your or the Society's honesty or reputation. With regard to both outside parties and your Society colleagues, be fair, respectful and honest in your dealings, and keep your commitments.

Ethical decision making is not always easy, and this Code does not try to prescribe the appropriate behavior in every situation. As a general guide to aid in making ethical decisions, ask yourself these questions:

- *Is it legal?*
- *Does it feel right? Would I be embarrassed if others knew about it?*
- *Will it reflect negatively on me or on the Society?*
- *How would this look in the newspapers?*

### **SCOPE, RESPONSIBILITIES AND ADMINISTRATION OF THIS CODE**

#### **Who Must Follow These Guidelines?**

This Code applies to all Society employees, officers and members of the Board of Directors. In addition, you are encouraged to share this Code with appropriate third parties with whom the Society is doing business. The Chair and the President each have authority to require that certain third parties comply or enforce equivalent standards, and commit in writing to do so.

#### **Your Responsibilities**

You are obliged to uphold and carry out the Society's commitment to lawful and ethical business conduct. This requires you to:

- Understand and comply with this Code, as well as the legal requirements and other policies that apply to your work.

- Seek advice when you are in doubt about the best course of action in a situation or have questions regarding this Code.
- Report promptly the known details of any conduct that you believe may be a possible violation of law or this Code.
- Raise your concern again through one of the channels the Society makes available if you believe the concern has not been satisfactorily addressed.
- Cooperate fully in any investigation related to possible violations of law or this Code and maintain the confidentiality of such investigation.

***Note:** For purposes of this Code as it relates to conflicts of interest, gifts and entertainment and related purposes, "you" includes your family, and any other person or entity with whom or which you have a relationship that involves significant influence or control or in which you or your family have a financial interest.*

### **Leadership Responsibilities – Importance of an Ethical Tone at the Top**

The Society's leaders, whether directors, officers or in management, must demonstrate leadership through their conduct as well as their words. They must espouse and uphold the qualities of integrity and respect for law and ethics in all their dealings with other Society members, employees and third parties:

- Create and maintain a culture of integrity and honesty by leading through example, ensuring compliance with this Code, and encouraging questions and good faith concerns.
- Within the scope of their responsibilities, prevent and detect violations by providing education and awareness to employees, monitoring activities in respective areas of responsibility, and implementing appropriate measures to detect violations.
- Respond to ethical concerns by promptly reporting and addressing issues and taking corrective action, enhancing internal controls as needed, and appropriately disclosing actions as required by law.

### **Penalties for Violating this Code**

Your compliance with applicable laws and this Code will be strictly enforced. Violations will be subject to corrective action, up to and including termination of employment or service. Following are examples of conduct that violate these guidelines and may result in discipline:

- A violation of Society policy or applicable law.
- A request to another person to violate a law or Society policy.
- Failure to report a known or suspected ethics or legal violation.
- Failure to cooperate in an investigation or to maintain confidentiality of the investigation.
- Retaliation against any person for reporting a violation or raising a good faith question about an ethical or compliance issue.

## Education and Verification of Compliance

Every director, officer and employee must participate in periodic education and training programs to promote awareness and understanding of this Code and its provisions. Compliance with this Code will be reviewed at least annually by the board. Each employee must acknowledge in writing receiving a copy of this Code, and each director, officer and employee must annually certify their compliance or specify any exceptions to such compliance. See the sample certification form attached at the end of this Code.

## How To Raise A Concern About A Possible Legal Violation Or Ethics Question

One of the most important responsibilities you have is the obligation to report possible violations of law or this Code. We encourage you to fulfill this responsibility and *seek advice when in doubt* about the best course of action in a particular situation.

### *Who Do I Contact?*

*Employees are encouraged to raise and discuss any good faith concerns with their manager first.* Managers should welcome inquiries and discuss and help resolve them. But if an employee is not comfortable doing that, the Society provides several alternatives for obtaining advice and reporting possible violations:

- the Society Compliance Officer,
- the Society President,
- the Society Chair or
- any member of the Society Audit and Finance Committee.

Officers and directors should contact any of the people identified above, as they deem appropriate in the circumstances.

### *How Do I Ask For Guidance or Raise A Concern?*

You should not be embarrassed about submitting a concern, especially if you have a question about what to do in a situation. There are no “stupid questions” when it comes to compliance and ethics concerns, and we promise there will be no adverse consequences to you from submitting a good faith concern.

You may raise a concern either orally or in writing. To avoid misunderstandings, you are *encouraged*, but not required, *to do so in writing*. If you raise a concern orally, you should explicitly state that you are reporting or seeking guidance under this Code. This will remind the other person to document your contact.

If you specify that you want your concern to be confidential, it will be kept confidential insofar as we are allowed to do so by law. If you submit an anonymous concern, it will probably make it harder to investigate the matter, and we will be unable to report to you how it was resolved. For these reasons, if you are concerned about confidentiality we encourage you to request confidential treatment instead of submitting an anonymous report. But even anonymous reports will be acted upon.

You do not have to use any particular form; however, a sample form, **Question & Concern Reporting Form**, is located on page 16 of this guide.

To contact your manager or the President, you may hand-deliver, email or mail the form.

You can call, mail or email the Compliance Officer, the Chair or any member of the Audit and Finance Committee. Their contact information is available to all employees through the Member Directory.

Information you provide will be shared on a need-to-know basis with appropriate Society authorities and, if appropriate, outside parties, for investigation and response.

### *What Happens When I Report an Ethics or Compliance Concern?*

First you will get an acknowledgement.

Next, an investigation may ensue. You are obliged to cooperate truthfully and in good faith with any investigation. If you asked that your concern be kept confidential, the Society will do so as far as possible, given applicable legal requirements.

A resolution will be reached. If you asked a question, we will get back to you with an answer. If you had a concern about someone else's conduct, we will take appropriate action to address it based on the facts. Due to other considerations, we will not always be able to tell you exactly what happened when corrective action or discipline is taken. For example, if someone makes a mistake and learns from it, it is often inappropriate to make a public issue of it. But one way or another, we will let you know when the matter is resolved.

### **Reporting Your Own Mistakes**

#### *If I Made a Mistake, or Think I May Have, Should I Report It?*

Yes. We strongly encourage people to voluntarily report their own errors. A voluntary report demonstrates the type of integrity and character that we want to foster. If you are involved in a violation, your reporting of it, the degree of your cooperation, and whether the violation is deliberate or unintentional will be considered in any resulting disciplinary action. An unintentional error made in good faith that is voluntarily and promptly reported is unlikely to be punished, and your prompt report may help avoid more serious problems.

### **“Whistleblower” and Non-Retaliation Policy**

Neither the Society or any director, officer, manager or employee may take any retaliatory action against you for raising a good faith compliance or ethics concern, for making a good faith report of a possible violation, or assisting or cooperating in an investigation of a possible violation. Any proven retaliation will not be allowed to stand, and anyone responsible for it can be punished by penalties up to and including termination of employment and membership in the Society.

You have an obligation to report any illegal conduct you are aware of. *As explained above, you may ask that your report be kept confidential if you wish. You can even submit an anonymous report if you feel that is necessary to protect you from adverse consequences.* But if you identify yourself and suspect that you have been retaliated against, you should immediately write to any of the people specified in the “*Who Do I Contact?*” section above and keep a copy for your records.

*If suspected retaliation is reported, the matter will be investigated. Corrective action will be taken if any retaliation is found.*

## **Management and Oversight of Ethics and Compliance**

Compliance with this *Code of Conduct* is overseen by the Society’s Compliance Officer and its Audit and Finance Committee. The committee is responsible for ensuring that appropriate policies and procedures exist to promote compliance with the Society’s expectations of legal and ethical conduct. The Committee in turn reports to the Board of Directors, which has ultimate responsibility for the legal compliance, ethics, integrity and reputation of the Society.

The Compliance Officer reviews reports of possible violations of law or this Code and handles or refers the matter for investigation as warranted. Complaints and concerns relating to the Society’s accounting, internal accounting controls or auditing matters or to the conduct of the Society officers will be referred to the Audit and Finance Committee for investigation and response. The Compliance Officer reports complaints and concerns about other matters to the Audit and Finance Committee in accordance with standards set by the Committee. Ultimately the Society’s Board of Directors receives periodic reports about all such matters on such schedule as it specifies from time to time.

## **CERTAIN COMPLIANCE OBLIGATIONS**

### **1. Financial Records**

Most Society employees and several officers are involved with its records of some kind, such as preparing time sheets or expense reports, approving invoices, etc. Maintaining the integrity of all business records is essential to our operations and objectives.

The Society is required to follow prescribed accounting principles and disclosure standards to report financial and other information accurately and completely. The Society also must have appropriate internal controls and processes in place to ensure that its records and its reports comply with the law. If you have responsibility for or any involvement in these areas, you must understand and adhere to these principles and standards.

All employees with responsibility for the preparation of the Society’s financial reports have an obligation to ensure that they are complete, fair and accurate. All financial books, records and accounts must follow the Society’s system of internal controls, as well as applicable accounting principles and regulations. You must accurately and completely

record and report all information, and you must not assist anyone with recording or reporting any information in an inaccurate or misleading way. You should immediately report any concern.

Examples of prohibited practices include:

- Making false or inaccurate entries or statements in any records or reports that intentionally hide or misrepresent the true nature of a transaction or activity.
- Manipulating records or reports to intentionally hide or misrepresent the true nature of a transaction or activity.
- Failing to maintain records that completely, accurately, and timely reflect all business transactions.
- Maintaining any undisclosed or unrecorded Society funds or assets.
- Using funds for a purpose other than the intended purpose.
- Making a payment or approving a receipt with the understanding that the funds will be, or have been, used for a purpose other than what is described in the record of the transaction.

## **2. Internal Controls**

Internal controls are systems and processes designed to provide reasonable assurance that the Society is properly managed and achieving its objectives. We have internal controls in place to promote the efficiency and effectiveness of business operations, reduce the risk of asset loss, help ensure the reliability of financial statements and promote compliance with laws. Examples of internal controls are authorization of expenditures and use of passwords for systems access.

The Society's management is responsible for creating strong and effective internal control systems. You must comply with the internal controls applicable to your work.

## **3. Relationship with Auditors**

You must cooperate with and not attempt to improperly influence any auditor during his or her review of any financial statements or operations of the Society. Examples of improper influence include providing misleading information to an auditor or arranging for another person to do so.

## **4. Expense Reporting**

When incurring expenses in the course of your duties, you are expected to act responsibly and in the best interests of the Society. You must use good judgment to ensure that the Society receives good value for every expenditure and comply at all times with its expense authorization and reporting standards.

Expense reports must never seek reimbursement of expenses that are not incurred in, and related to, the course of your duties, such as personal spending. Expense reports must be completed accurately and in a timely manner, showing the true purpose and correct amount of each expense item and, if applicable, the persons in attendance.

Each manager is responsible for reviewing all expense reports submitted by a subordinate, and verifying that such reports and the required receipts comply with these guidelines. No expense report should be approved with the understanding that the funds will be, or have been, used for a purpose other than what is described in the report. No supervisor should engage in practices intended to circumvent Society policy, such as requesting a subordinate to submit expenses for the supervisor so that the supervisor can approve the report.

## **5. Retention of Records**

Society records include documents prepared in the course of business. The Society may systematically retain and dispose of these records when they are no longer required by law or for business purposes. Each employee who maintains any Society records is responsible for reviewing and complying with appropriate document retention standards.

Destroying, shredding, or otherwise altering documents or records in order to impede an investigation, lawsuit or audit is prohibited. If you are not sure whether a document can be destroyed, seek direction before doing so.

## **6. Fair Employment Practices**

The Society hires, elects, evaluates, and promotes employees, officers and committee members based on their talents, skills and performance. The Society will not tolerate discrimination in employment on the basis of race, age, sex, sexual orientation, gender identity, religion, disability, national origin, veteran status or any other status protected by applicable law.

We are committed to maintaining a workplace environment in which everyone is treated with fairness and respect. All forms of harassment are prohibited. This applies to and is intended to protect everyone involved in the Society's operations: all employees, officers, directors and any other representatives.

Harassment includes behavior – whether in person or by other means, such as e-mail – that is objectively offensive and interferes with a person's performance or creates an intimidating, hostile, or offensive environment. Harassment may take many forms, including unwanted physical contact, sexual advances, threatening behavior, and demeaning comments, jokes or gestures.

The Society *Staff Guide* provides more discussion on this topic, which employees are obliged to observe.

If you believe that you have been discriminated against or harassed, you should report that discrimination or harassment to your manager or any of the other people specified above under *Who Do I Contact?*

## 7. Conflicts of Interest Policy

*Conflicts of interest are a root cause of much institutional, social and governmental wrongdoing, and can sorely damage an institution's reputation. Failure to prevent harm from conflicts of interest could jeopardize the Society's effectiveness and its tax status. This is why compliance with this policy is of utmost importance. As with all other elements of this Code, seek guidance if you have questions about a potential or suspected conflict.*

A conflict of interest is any interest, relationship or activity that is incompatible with the best interests of the Society or that potentially affects your objectivity in performing services for the Society. You must perform your duties based upon what is in the best interest of the Society and in compliance with applicable law. Your responsibilities must not be affected by outside personal, financial, or other interests or activities, and you must avoid any activity that may interfere, or have the appearance of interfering, with your responsibilities.

*Basic Rule: Avoid avoidable conflicts and fully disclose any unavoidable conflicts that occur so that someone free from the conflict can make objective decisions.*

Your first obligation is to avoid avoidable conflicts of interest. Do not let yourself get into a situation where you have a conflict in the first place. For example, an employee should not hire a relative, accept favors from a vendor, or become a consultant to a Society vendor.

But sometimes a conflict arises that you cannot avoid. For example, a family member is hired by a vendor. In such cases, you must disclose the circumstances - promptly and completely – to your manager, the Compliance Officer, the President or the Chair, and let someone else who does not have your conflict make decisions potentially affected by that relationship.

For directors, your stewardship of the Society requires that you provide independent, objective oversight and make objective decisions about employees and their compensation and benefits in the best interests of the Society. In any situation where a personal or financial conflict could influence your decision concerning the Society, it is your obligation to say something to the Compliance Officer, the President or the Chair, as appropriate, and get direction or have decisions made free from the influence of your conflict.

Another type of conflict is one that results in a dilution of the effort that the Society expects from you or that competes with or puts you in a position of dealing adversely to the Society. No one may let himself get in a position where they are competing with the Society, suppliers, contractors or consultants. Employees may not let other activities or interests interfere or conflict with their responsibilities to the Society. You must not misuse Society resources or influence, or discredit its good name.



### *Things to Be Alert To*

It is not possible to identify every instance that could result in a conflict of interest. However, the following examples outline the types of situations you should be concerned about:

- Receiving from a Society vendor a gift, favor, discount, or other benefit not generally available to the public or a Society member.
- Personal use of the Society's assets or confidential information.
- Any other significant direct or indirect personal interest in a transaction involving or potentially affecting the Society.

Employees should review their personal and employment situations and must discuss any possible conflicts of interest that arise by virtue of their own activities or the activities of their family members with their supervisors. If you have any questions regarding a possible conflict of interest, contact your manager or the Compliance Officer.

### *Disclosure Process*

If you have any doubt about whether a personal or financial situation is appropriate, make a clear, written disclosure of the material facts to your manager and seek written approval. You may use the Disclosure Form located in the Appendix to this Code.

If it is an unavoidable conflict – e.g. a relative becomes a director – no approval is needed; but you do need to fully disclose the circumstances so the President and the Chair can avoid letting those circumstances affect Society decisions. Otherwise, you should answer truthfully any follow-up questions and refrain from taking any action relating to the matter until you receive guidance and direction. If the person receiving your disclosure is in doubt as to the proper resolution, they must bring the matter to successively higher levels of management, up to and including the Board of Directors until an answer is decided.

A conflicting interest may unconsciously influence even the most conscientious person, and the mere existence of that interest may cause the propriety of a person's acts to be questioned. Nonetheless, the President and the Chair have the authority to decide that circumstances you disclose are not sufficiently serious to affect your judgment or do not affect material interests of the Society.

Disclose all outside work and activities, financial and business interests or business or personal relationships that may present a possible conflict of interest or the appearance of one. Use your common sense and think about how your conduct could be viewed by your co-workers, the board and outsiders. Make your disclosures in writing. Obtain written approval before doing anything that might even appear to be a violation of this policy.

### *Provisions Relating to Vendors to Members' Companies*

The Society encourages appropriate sponsorships and other support by law firms and other businesses that wish to showcase and promote their products and services to members. The Society encourages Society membership and active involvement in

Society events by the staff of such firms who are involved in issues pertaining to the Society's mission. In addition to financial support provided by a number of such firms, such members provide valuable resources to the Society and contribute substantively on important matters. It is understood that many such members also wish to tastefully showcase their expertise and products to members in order to promote the interests of their businesses. In a number of cases, the Society encourages them to sponsor or support Society events, sometimes in consideration for promotional benefits. These arrangements by themselves do not create a conflict of interest for any Society director, officer or employee.

In connection with Society events, such members, on behalf of their firms, sometimes provide other members promotional gifts. This practice is not subject to this policy but is otherwise subject to oversight by the Board of Directors. While such promotion is not done under the auspices of the Society, it is in the interests of all parties that it be tasteful and appropriate. Moreover, Society officers and directors having decision-making authority relating to speaking, promoting or sponsorship should be mindful of the possibility of their decisions being misunderstood, avoid any appearance of favoritism, and avoid accepting such promotional gifts and favors.

Society members whose firms promote products or services to other Society members (and the staff of any competitors who may happen to also be Society members) must recuse themselves from Society decisions involving such members or their firms pertaining to selections for speaking, promotional and sponsorship arrangements at Society events. While they may sponsor Society events and activities, including board and committee meetings and functions, and offer the Society and its membership appropriate promotional benefits, these members may not offer or provide any inducement to Society decision makers in order to influence their decisions.

#### *Provisions Relating to Conflicts of Directors and Officers*

A member of the Board of Directors who directly or indirectly, including through family, receives compensation from the Society for services is precluded from voting on matters pertaining to such compensation.

A director or officer has a financial interest in a transaction or arrangement if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Society has the transaction or arrangement,
- A compensation arrangement (direct or indirect remuneration, as well as gifts or favors) with any entity or individual with which the Society has such a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

In connection with any actual or possible transaction or arrangement, a director or officer who has a personal or financial interest must disclose such fact and disclose all material facts to the Board of Directors and answer their questions. The person shall then leave the meeting, and the Board of Directors may consider the disclosures and determine whether more investigation is warranted and whether the circumstances indicate such interest is not material. Otherwise, the Chair shall, if the Board of Directors deems it appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising appropriate due diligence, the Board of Directors shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from another person or entity. If not, the Board of Directors shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Society's best interest, and whether it is fair and reasonable. Consistent with such determinations, it shall make its decision on whether to enter into the transaction or arrangement.

If the Board of Directors has reasonable cause to believe a director or officer has failed to disclose a conflict of interest, it shall so inform the director or officer and afford the person an opportunity to respond. If, after hearing the person's response and making further investigation as warranted by the circumstances, the Board of Directors determines the person has failed to disclose material details of an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The minutes of the Board of Directors shall contain the names of each director and officer who disclosed or otherwise was found to have an interest in connection with an actual or possible transaction, the nature of the interest, any action taken to determine whether the interest was material, and the Board of Directors' decisions based thereon. The names of directors and officers present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings shall be noted in said minutes.

## **8. Receiving Gifts or Favors Policy**

You should never solicit any type of gift, payment, service, rebate, discount, or other favor, benefit or privilege to you, your family, friends or another organization that any of you have an interest in from anyone who conducts or seeks to conduct business with the Society. You should not accept, and you must notify your manager or another person listed in the "*Who Do I Contact?*" section above if you are offered, any such gift or favor, any entertainment or anything else of value that is not allowed under this policy.

Gifts of cash, debit cards, gift certificates, loans or securities and other things of value provided for personal use or by you, your family, friends or another organization that any of you have an interest in are not allowed, *regardless of the amount or value involved*. Likewise, gifts or favors that might influence a business decision, *regardless of the value involved*, should never be accepted. This does not bar vendor discounts or complementary

benefits to the Society such as a reception room at a conference or sponsoring or hosting a Board dinner nor participation in a drawing sponsored by the Society in connection with its meetings or activities. Generally, this also does not bar your participation in a drawing such as the type that an exhibiting vendor might hold at their booth, provided that you are not in a position to influence a Society decision involving that vendor.

However, common courtesies such as a holiday basket to be shared by a group, nominal gifts that will not place you under any real or perceived obligation to the donor, “trinkets” used for advertising or promotion customarily given in the regular course of business, and ordinary business entertainment that is reasonable in its business context are not prohibited. To avoid misunderstandings, it is always wise to disclose even these items to your manager.

If you are offered a gift, favor, entertainment or other thing of value and are not sure if you should accept it, answer the following questions:

1. *Is the gift cash or some similar monetary equivalent?*
2. *Will it result in, or is it intended to result in, favorable treatment to the donor or to influence a decision in favor of the donor?*

If the answer to either of the above questions is “Yes”, you may not accept the gift, regardless of its amount or nature. If the answer to both questions is no, you must then determine if the gift or entertainment privilege amounts to a nominal gift or ordinary business entertainment. If it falls in either of those categories, you may accept it; if it does not, you may not accept it. Unless you are certain of the answer, the best practice is to discuss it with your manager or one of the people listed in the “*Who Do I Contact?*” section above.

Following are examples of gifts and business entertainment that are and are not acceptable.

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 tradeshow.	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, monetary equivalents, regardless of the amount or value involved, or gift certificates 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.

## **9. Bribes, Kickbacks and Other Improper Payments**

You are not permitted to accept any favor, offer, payment, promise, or gift from a third party that is intended or appears to influence the Society to award business opportunities to that third party or to make business decisions in that party's favor.

## **10. Outside Business Activities by Employees**

Any outside business interest, including other employment, is not permitted if it:

- Competes with the Society's operations in any manner.
- Interferes with the timely and effective performance of your duties for the Society. Such interference may include making or receiving phone calls, handling correspondence or participating in meetings during regular business hours.

## **11. Safety**

The Society is committed to providing a safe, healthy and alcohol/tobacco/drug free workplace for its employees and for visitors to Society facilities. Report immediately to your manager, the Compliance Officer, the President or the Chair any suspected unsafe or unhealthy conditions in the workplace. Employees should refer to and follow the discussion of this topic in the *Staff Guide*.

## **12. Use and Protection of Society Assets**

We have certain assets including physical assets and intangible assets such as intellectual property that are of value to the Society's success. They are provided and maintained for Society business use. You have an obligation to protect them and ensure their proper use. You may not use them for personal gain or advantage, or for the advantage of others outside the Society, such as friends or family members.

Employees are allowed limited incidental personal use of telephones, copiers and computers. Other personal use is not allowed.

## **13. Information and Communication Systems**

Society assets also include computer/information and communication systems made available to help you perform your job, such as telephone and facsimile service, Intranet and Internet access, and e-mail. Employees must be familiar with and observe the provisions of the *Staff Guide* concerning their use and protection of such equipment.

Directors and officers must use such assets appropriately and only in connection with their responsibilities to the Society, and may not use them for any unlawful purpose or to access, receive, or transmit any materials that could be viewed as obscene, derogatory or racially, sexually or otherwise offensive.

## **14. Safeguard Member and Employee Accounts and Other Confidential Information**

Non-public member information is considered personal and confidential, and you have an obligation to protect the use and access to this information.

Employee compensation, benefits, and personnel records and information are confidential. Only people who need to know such information in the course of their responsibilities should access such employee information. You may not disclose this information to any other person unless he or she has a legitimate need to know it.

You must uphold at all times the strictest possible standards of confidentiality in relation to all internal information you acquire in your role with the Society. You may not disclose or provide access to non-public information obtained or developed in the course of conducting Society business to anyone other than those who have a legitimate need or right to such information. The duty to maintain confidentiality of such information continues after your service with the Society ends.

Employees should refer to the *Staff Guide* for more discussion of this topic.

## **15. Political Contributions And Activities**

You may not make any contribution on behalf of the Society, or use the Society's name, funds, property or services for the support of any political party or candidate, unless the contribution or activity is authorized in advance by the Board of Directors.

The Society encourages you to participate in the political process by voting or otherwise being involved in political activity. However, you should not conduct these activities on Society time or use Society resources such as telephones, computers or supplies. Furthermore, you should never create the impression that you are speaking or acting on behalf of the Society when engaging in political activity or expressing a political opinion.

## **Waivers**

A waiver of any provision of this Code for directors or officers may be made only by the Society's Board of Directors. Any waiver involving a financial relationship will be promptly disclosed on the Society website along with an explanation of the reasons for granting it.

## **Conclusion**

Thank you for taking time to become familiar with this Code. It is intended to convey our philosophy and expectations for all directors, officers and employees to be ethical and comply with the law. There will be instances in which these guidelines will not specifically address the circumstances in which you are involved. When this occurs, seek advice from your manager or any of the other people specified above in the “*Who Do I Contact?*” section on page 3.

To ensure our continued success, each of us, working together, must continue to meet the highest standards of business ethics and personal integrity in all of our business endeavors.

Nothing in this Code creates or is intended to create a contract binding you or the Society to an agreement of employment for a specific period of time. Unless contrary to

applicable law, employment with the Society can be terminated by either the employee or the Society at any time, for any reason or no reason, with or without notice.

## **APPENDIX**



**Society for Corporate Governance, Inc.**  
**QUESTION and CONCERN REPORTING FORM**

For Employees, Officers and Directors  
Having Questions, Seeking Guidance or Reports of Suspected Impropriety

*Are you requesting **Confidential Treatment**\* of this Question or Concern?* ☐ **YES** ☐ **NO**

*Name\* (please print)*

*Date*

*Role (i.e. Employee, Officer or Director)*

*Title/Position*

*Your Contact Information\* (Phone, Email):*

**Details of Question or Concern:**

**Use and attach additional sheets if necessary.**

\* You may submit an **anonymous concern** if you prefer. You also have the option to request **Confidential treatment by checking the box on the first line**, in which case the Compliance Officer will not disclose your identity unless required by law.

## Society for Corporate Governance, Inc

### CERTIFICATION OF COMPLIANCE STATEMENT (To be provided by Employees, Officers and Directors) FOR 2023

I certify, as of 3/31/2023, that the following statements are true and correct unless otherwise noted in the comments section 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 (or consulting agreement, if applicable) 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. 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.

***If you believe the standards of the Code are not being met, please describe in the following space or on an attached page.***

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Print Name: \_\_\_\_\_

Signature: \_\_\_\_\_

**CONFLICT OF INTEREST DISCLOSURE FORM  
FOR EMPLOYEES, OFFICERS, DIRECTORS, CONTRACTORS AND CONSULTANTS**

\_\_\_\_\_  
*Name (please print)*

\_\_\_\_\_  
*Signature*

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 Compliance Officer 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.

**Yes      No**

**If you answer "Yes" to any question, provide additional details on the next page.**

1. Are you connected in any way (employee, manager, officer, owner, contractor, etc.) or 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 to your knowledge, received or 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. Provide details of “Yes” responses and any other matters disclosed on the front:

Based on the facts disclosed here, this employment, investment or other relationship is  
**APPROVED   DENIED.**

If the facts or circumstances change in a material way, a new approval must be sought.

Signed: \_\_\_\_\_

Print Manager's Name: \_\_\_\_\_  
(if applicable)

Date: \_\_\_\_\_