# Council for Exceptional Children Board of Directors

**Ethics and Code of Conduct**

The FULL NAME OF ORGANIZATION (ABBREVIATION) is a volunteer professional organization whose members dedicate time and effort to ABBREVIATION. It is governed by The Board of Directors (BOD).

This Ethics and Code of Conduct document (“Code”) embodies guidelines and practices to be followed by all members of the BOD. This Code reflects the values to which ABBREVIATION is committed on behalf of its members, clients and profession. The intent of this Code is that each member of the BOD will serve with integrity and conduct ABBREVIATION’s business with the best interests of ABBREVIATION and its members in mind. It is expected that all BOD members will follow the principles and guidelines set forth in this Code.

# Fiduciary Responsibilities

The primary fiduciary duty of each member of the BOD is to act and exercise his/her judgment in a prudent manner solely in the best interests of ABBREVIATION and its members in the performance of his responsibilities as a BOD member. These responsibilities include taking the steps and exercising the diligence necessary to actively participate on an informed basis in the discussion of issues and in the BOD decision‐making affecting ABBREVIATION.

It is expected that BOD members will render informed decisions based on available facts, a review of the issues and any related discussions and investigations, and within the regulations and policies of the organization which the members believe in their best judgment are in the best interests of ABBREVIATION and its members.

All members in the exercise of their fiduciary responsibilities shall be committed to and uphold ABBREVIATION’s mission, bylaws, policies, rules and regulations. In particular, the BOD shall review the annual ABBREVIATION Budget Plan, the ABBREVIATION Strategic Plan, financial reports, management reports, regular and thorough briefings by the executive director and president about the operation of the organization. In addition, Members of the BOD shall be cognizant and will take reasonable steps to promote and support ABBREVIATION’s mission by:

1. Monitoring the appropriate management (including management compensation) of the organization.
2. Supporting policies that improve educational, vocational, and social outcomes for all individuals with exceptionalities.
3. Promoting high professional standards.
4. Ensuring programs and actions are consistent with the mission and policies of ABBREVIATION and all public reports relating thereto have full and accurate disclosure.

# Conflicts of Interest

When issues or matters are brought before the BOD members at a meeting, a member of the BOD shall disclose to the Board any and all conflicts of interests that he or she may have as to a transaction or business to be considered by the Board at that particular meeting. The disclosure shall be made at the time of the Board consideration and prior to any Board vote on the transaction in accordance with the guidelines set forth in Section 2, Part 1, Chapter 1, Paragraph 5 of ABBREVIATION’s *Policy Manual*.

In addition to disclosing a conflict of interest at a Board meeting as discussed above, a BOD member shall also not engage or participate in any outside activity, employment or affiliation that would constitute an actual or apparent conflict of interest without first disclosing the potential conflict of interest to the President and/or the BOD and obtaining the consent of the Board.

The reputation of ABBREVIATION will be enhanced when Board members avoid situations that might lead to conflict or even suspicion of a conflict between a personal or self‐interest and their fiduciary duties to ABBREVIATION. Should a Board member be unsure or become personally involved in any matter that may violate the requirements or spirit of this policy, he or she must contact the ABBREVIATION President in writing. If at any time a BOD member has knowledge that another BOD member has a conflict of interest, that BOD member is expected to report this matter to the attention of the Board or ABBREVIATION President. After appropriate disclosures are made to the President or the Board of any potential conflicts of interest, the Board shall determine if the actions or affiliations conflict with the interests of ABBREVIATION. If a Board member is compromised by a conflict of interest, or fails to disclose an actual or potential conflict of interest, the Board member may be removed from the ABBREVIATION Board of Directors

On or before December 31 of each year, each Board member shall complete and deliver to the President an annual Conflict of Interest Disclosure Statement.

# Confidentiality

Privileged and confidential information should not be disclosed without the consent of all parties involved. All information discussed and shared during the executive session of any business meeting of ABBREVIATION or BOD meeting shall be considered confidential and not shared or discussed out of the executive session or BOD meeting.

# Professional Judgment

All members of the Board of Directors shall conduct themselves in a professional and thoughtful manner at all times. Actions (written and verbal), statements, or other conduct reflect not only on the individual but also on the organization. It must be recognized that as a BOD member, an individual has no authority to speak or act for the BOD other than to support the official actions taken by the governance bodies of ABBREVIATION.

As an elected or appointed representative of the Council for Exceptional Children, individual actions have an impact on the perceptions of the organization by both the public and professional community. Positions, statements, and actions of individual members have the potential of coloring the perception of the organization both positively and negatively. As members of this organization, we must consider the impact individual actions may have in the field, intended or otherwise, to the welfare of the organization**.** Being cognizant of the importance of the reputation of the organization may temper the “personal” statements or actions of members. Set forth below are standards or examples of professional conduct that a Board member is expected to follow.

# Professional Conduct

As advocates for individuals with exceptionalities, the BOD is asked to make decisions and take actions that impact society. In making these decisions, an individual’s personal and professional code of ethics will be called upon to assist in the decision‐making process. We must also rely on this code of ethics and professional conduct.

Each individual Board member, in his/her capacity as a BOD member, is expected to adhere to the following individual guidelines to promote the best interests of ABBREVIATION and to avoid the appearance of impropriety:

* Distinguish between personal convictions and professional duties and do not allow personal beliefs to interfere with the best representation of the aims of ABBREVIATION.

* Refrain from activities that are counterproductive to action being taken by ABBREVIATION governance bodies.

* Uphold the responsibility to use his or her official title, time, equipment or information in a professional capacity and refrain from any private or inappropriate uses.

* Refrain from accepting dual compensation for performing any of his or her BOD duties.

* Recognize and respect the obligations not to coerce the offering of a gift or solicit contributions from another member, vendor, affiliate, or third party.

* Refrain from accepting compensation from outside sources for teaching, speaking, writing, or conducting publication reviews that are related to his or her official duties.

* Refrain from soliciting compensation for representation of another person or organization in which ABBREVIATION or its units are involved or have an interest.

# Definitions

 For purposes of this Ethics and Code of Conduct the following definitions apply.

“Conflict of Interest” includes the definition set forth in Section 2, Part 1, Chapter 1, Paragraph 5. of ABBREVIATION’s *Policy Manual*. A “Conflict of Interest” may also exist when a BOD member has a direct or indirect personal interest in any entity or organization with which ABBREVIATION does or may do business and/or otherwise have an affiliation. A “personal interest” includes both financial and nonfinancial relationships that could reasonably be expected to affect a Board member’s ability to act solely in the best interests of ABBREVIATION, its members and its tax‐exempt status. A direct or indirect personal interest by a BOD member’s immediate family as described above may also constitute a conflict of interest.

“Gift” includes but is not limited to any material item or professional service with more than a nominal value that is given or provided, as well as invitations to entertainment, overnight outings or weekend outings.

“Nominal Value” is defined as any amount up to and including one hundred dollars ($100.00)

“Immediate Family” is defined as a spouse, child, stepchild, parent, stepparent, sibling, stepsibling or any person whose relationship with the board member is similar to that of persons who are related by blood or marriage.

“Services” includes but is not limited to: material, equipment, supplies and services related to accounting, advertising, auditing, banking, construction and renovation, consulting, information technology, insurance, legal counsel, maintenance, publication, retail, and/or transportation.

“Benefit Financially” is defined as any activity that provides personal gain for the individual and members of his/her immediate family.

**COUNCIL FOR EXCEPTIONIAL CHILDREN BOARD OF DIRECTORS**

# CONFLICT OF INTEREST ANNUAL DISCLOSURE STATEMENT

As explained in ABBREVIATION’s Ethics and Code of Conduct, as a member of the ABBREVIATION Board of Directors, I recognize that I owe duties of care and loyalty to ABBREVIATION. One aspect of fulfilling those duties is to avoid conflicts of interest in which my allegiance might be split between ABBREVIATION responsibilities and some other professional, business or volunteer position or responsibility. To help avoid conflicts, on this form I am disclosing other situations or areas in which it might appear that I (or members of my immediate family) have conflicting duties to other entities. I invite any further review by ABBREVIATION of any aspects of these situations or areas that might be considered appropriate. I also will take other steps, such as avoiding deliberation and resolution of certain issues, if it is determined that those steps are necessary to protect against legal liability to ABBREVIATION or to me personally arising from conflicts of interest.

If the response to any one of the following is none, please write “None”.

Please disclose any:

1. professional, business or volunteer positions, responsibilities, or affiliations that might give

rise to conflicts:

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1. situation(s) in which I (or members of my immediate family) am a vendor, or am employed by or consulting with a vendor and/or affiliate of ABBREVIATION:

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1. other potential conflict:

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Signature of Board Member Date

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Printed Name

ACKNOWLEDGED BY:

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NAME, President Date