

**Women & Hi Tech – Code of Conduct & Conflict of Interest Policy for Members of the Board
Finalized & Revised 2/24/2021 – Ratified by Board Vote 3/3/2021**

Women & Hi Tech (“W&HT” or the “Organization”) has adopted the following Code of Conduct and Conflict of Interest Policy that each Member of the Board agrees to adhere to during their Board term by signing and dating below.

WHO

Roles and Responsibilities:

- **“Board”**: A collective comprising the Voting Board of Directors of W&HT as defined in the Bylaws, as well as Active Emeritus and Emeritus Members.
- **“Board Member”**: A single individual currently holding one of the voting positions on the Board of Directors of W&HT as defined in the Bylaws.
- **“Member of the Board”**: One or more individuals who are on the Board, meaning a Voting Board Member, an Active Emeritus, or an Emeritus Member.
- **“Stakeholders”**: A collective of individuals including W&HT members, sponsors, volunteers, community partners, and/or supporters.

CODE OF CONDUCT

- I. **Purpose of this Code of Conduct:** To ensure that the Members of the Board conduct themselves respectfully, with integrity, honor, and good faith, and to the best of their knowledge, legally, such that W&HT is positively positioned to further its mission to advocate for diversity, equity, and inclusion of all women in STEM in order to generate good will and good standing in the Indiana community.
- II. **Duties and Participation:** Members of the Board are expected to exercise the duties and responsibilities of their elected positions according to the Women & Hi Tech Bylaws ratified on March 6, 2019 (“Bylaws”) with additional integrity, collegiality, and care. This includes:
 - A. **Duty of Care:**
 - a. Making attendance at all meetings of the board a high priority.
 - b. Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
 - c. Engaging in effective oversight of delegated functions.
 - B. **Duty of Loyalty:**
 - a. Putting the interests of the organization above personal interests according to the Conflict of Interest policy below.
 - b. Representing the organization in a positive and supportive manner at all times and in all places.
 - c. Generally treating as confidential all information involving the organization’s financial, personnel, legal, and other matters concerning members, sponsors, community partners, staff, clients/consumers, etc.

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- C. Duty of Obedience:
 - a. Ensuring actions taken by the organization are consistent with its mission, its governing documents (including its Articles of Incorporation and Bylaws), and governing law, typically according to the State of Indiana.
 - b. Cooperating with and respecting the opinions of fellow Members of the Board, and leaving personal prejudices out of all Board discussions, as well as supporting approved actions of the Board even when you did not personally support the action taken.
 - c. Showing respect and courteous conduct in all Board and committee meetings.
 - d. Observing established lines of communication and directing requests for information or assistance to the other appropriate individuals on the Board.
- D. Duty to Disclose Information Pertinent and/or Potentially Harmful to W&HT:
 - a. W&HT Members of the Board have a duty to disclose to the full Board or an Officer of the Board immediately and/or within a reasonable time (24-48 hours) if a conflict of interest may arise or has arisen as described further below.
 - b. W&HT has a Crisis Management and Media Relations Policy to address information that is or may be potentially harmful to the Organization. When potentially harmful information relates to statements made by or actions taken by one or more Members of the Board, Members of the Board who participated in or are aware of those statements or actions have a duty to disclose any relevant information to the President-Elect (e.g., Investigative Leader) without unreasonable delay and not later than 30 days after the Member of the Board becomes aware of the information so that the Governance Committee can act appropriately and timely to implement the Crisis Management plan, if necessary.
 - c. Members of the Board must disclose information relevant to the Organization according to the Crisis Management and Media Relations Policy when the information is **both** (1) publicly known, publicly available, or is likely to become publicly known or available, and (2) has a reasonable to high likelihood of having a disparaging, degrading, problematic, or negative effect on W&HT, its reputation, the good standing or good will of the community, including with the Organization's Stakeholders and/or contradicts established values and mission of W&HT (e.g., diversity, equity, and inclusion).
- III. **Enforcement of Code and Policies:** Complaints alleging misconduct on the part of any Member of the Board will be investigated promptly and as confidentially as possible by the Governance Committee led by the President-Elect or the Investigative Leader, as defined in the Crisis Management and Media Relations Policy.
- IV. **Use of Outside Experts:** From time to time, the Board may need to engage outside experts to provide guidance and analysis.
 - a. Areas for engagement of outside experts:
 - i. Legal Liability / Risk Assessment and Audit
 - ii. Board Role Transition
 - iii. Vetting and/or Background Checks of Board Members

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- iv. Financial Policies
 - v. Member or role-specific policies
 - vi. Public Relations
 - vii. Legal Counsel
- b. Preferred Legal/PR Vendors: See Crisis Management and Media Relations Policy
- V. **Prohibition Against Discrimination:** W&HT strives to maintain an environment that is free from any and all discrimination and harassment. All forms of discrimination and prejudice are prohibited, including discrimination, bias, or prejudice based on disability (physical and mental), age, cultural background, socioeconomic status or income level, geographic locations, faith and religion, gender identity, immigration status, veteran or marital status, pregnancy or childbirth status, and national origin, as well as any other legally protected or vulnerable class or characteristics. In addition, it is the Organization’s policy to emphasize that discrimination based on race, ethnicity, or national origin, sexual orientation, and/or gender identification are specifically prohibited. Any Member of the Board who engages in any discriminatory, prejudicial, biased, bigoted, or harassing conduct or language towards any other person within or outside of the context of W&HT is subject to removal from the Board according to the Bylaws.
- VI. **Prohibition Against Sexual Harassment:** W&HT strives to maintain an environment that is free from any and all discrimination and harassment. While all forms of discrimination and prejudice are prohibited, it is the Organization’s policy to emphasize that sexual harassment is specifically prohibited. Any Member of the Board who engages in harassing conduct or language towards any other person within or outside of the context of W&HT is subject to removal from the Board according to the Bylaws.

CONFLICT OF INTEREST POLICY

- VII. **Purpose of this Conflict of Interest Policy:** This Conflict of Interest Policy shall promote the following W&HT principles and values:
- a. Selflessness. Members of the Board are expected to make decisions and act in terms of the best interest of the Organization. Members of the Board must not make decisions or engage in conduct related to W&HT that will result in or in order to gain personal, financial, professional, or other material or intangible benefits for themselves, their families or their friends. Any such described or potential benefits to a Member of the Board that may be realized in the context of conducting business on behalf of W&HT must be timely disclosed to the Board, addressed, and/or avoided before any Board vote occurs.
 - b. Integrity. Members of the Board should not place themselves under any financial, professional, personal, or other obligations to outside individuals or organizations that might influence them in ethically performing their official duties for W&HT.

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- c. Objectivity. In carrying out their duties to W&HT, including making appointments, awarding contracts, recommending or selecting individuals for Board positions, rewards and awards, scholarships, or other benefits and advantages, Members of the Board should make decisions and selections based only on merit and other relevant factors, such as diversity, equity, and inclusion considerations. Personal or professional relationships that may affect such decision-making may not be considered and must be disclosed to the Board in a reasonable and timely manner in order to determine if recusal is necessary.
 - d. Accountability. Members of the Board are accountable to W&HT, and by extension the Stakeholders that W&HT serves, as well as their fellow Members of the Board for their decisions and actions, and must openly and honestly submit themselves to whatever scrutiny by Members of the Board is appropriate for their position.
 - e. Openness. Members of the Board should be as open as possible about all the decisions and actions they make related to the Organization. They should give reasons for their decisions and restrict and/or redact information from written records only when in rare instances the interest of W&HT or W&HT's legal obligations clearly demand it.
 - f. Honesty. Members of the Board have a duty of candor to declare any private interest and/or perceived interest relating to their duties to W&HT, and to take steps to resolve any conflicts or perceived conflicts arising in a way that protects the interest of W&HT.
 - g. Fiscal Responsibility: Each Member of the Board has an obligation to disclose, recuse themselves, and/or remove conflicts of interests to help insure the organization is making fully informed decisions that are fiscally, legally, and ethically responsible.
 - h. Leadership. Members of the Board should promote and support these principles described herein by words (including social media content) and deeds, particularly by leadership and example.
- VIII. **Prohibition against Private Inurement**: A conflict of interest exists when a Member of the Board has a material, financial or fiduciary interest, benefit, or perceived benefit - whether personally, through family, friends, or through a business relationship - in the Organization's proposed engagement, contract, transaction, or action. No Members of the Board shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Member of the Board of W&HT. Members of the Board shall conduct their personal, civic, and professional affairs in a reasonable manner so as to avoid conflicts of interest with their duties and responsibilities as Members of the Board. Nevertheless, conflicts may arise from time to time. If conflicts of interest or perceived conflicts of interest do arise, the *Procedure for Managing Board Members' Conflicts of Interest* described below should be followed.
- IX. **Procedure for Managing Conflicts of Interest of Members of the Board**:
- a. Duty to Disclose: When there is a decision to be made or an action to be approved that will result in a conflict or a perceived conflict between the best interests of W&HT and the personal or professional interests of a Member of the Board, the Member of the Board has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict. Any conflict of interest, including, but not limited to financial or professional interests, on the part of any Member of the Board, shall be disclosed at the time the conflict arises and prior to any Board action related, directly or indirectly, to the conflict. Member of the Board should

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make every effort to disclose such conflicts of interest to the Board before the conflict is made public outside W&HT.

- b. Recusal: Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting. All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made. The minutes shall also reflect that the Member of the Board with the conflict was recused from the vote including any discussion on the matter, as applicable, and was not included in the count for the quorum for that vote.
 - c. Corporate Opportunity: A Member of the Board may not co-opt a corporate opportunity (e.g., a business prospect, idea, or investment) that the Member of the Board knows, or should know, would be in the best interest of the Organization and instead accept or pursue the corporate opportunity personally or professionally. A Member of the Board can take advantage of a corporate opportunity only after it has been offered to, and rejected by, the Organization.
 - d. Orientation and Continuing Information: Any new Member of the Board will be advised of this Code of Conduct and Conflicts of Interest Policy during annual board orientation and all Member of the Board will be reminded of this Policy, the procedures for disclosure of conflicts, and for managing conflicts on a regular basis, at least once a year.
 - e. Determining Compensation: It is the obligation of every Member of the Board, in accordance with this Policy, to ensure that decisions made by the Board reflect independent thinking, not group think. Consequently, and according to W&HT's Bylaws, no Member of the Board will receive any compensation, directly or indirectly, from W&HT for their voluntary service on the Board.
 - f. Disciplinary Action: Actions committed by any Member of the Board intentionally or unintentionally resulting in non-compliance of this Policy may be subject to disciplinary action, including but not limited to removal, suspension, or expulsion, by the W&HT Governance Committee as deemed appropriate and in accordance with the W&HT Bylaws.
- X. **Exemplary Situations in which a Conflict of Interest May Arise**: The following list is not exhaustive of all situations where a conflict of interest may arise:
- a. Financial interest: A board member has a financial interest if the board member has, directly or indirectly, through business, investment, family, friends, or any other means:
 - i. An ownership or investment interest in any entity with which W&HT has a transaction or arrangement,
 - ii. A compensation arrangement (e.g., commission or bonus) with W&HT or with any entity or individual with which W&HT has or is considering a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which W&HT is negotiating a transaction or arrangement.
 - b. Legal, civic, or other client representation relationships.
 - c. The Member of the Board has a relationship as an unpaid volunteer, officer or director of another entity that may be affected, directly or indirectly, by action to be taken, or not taken, by W&HT.

*****CONFIDENTIAL*****

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- d. The Member of the Board has a personal, political, religious, fiduciary, or relationship, which may be positively or negatively affected by an action to be taken, or not taken, by W&HT.
- e. The Member of the Board has significant involvement in or has responsibility for a situation, issue, statement, action, misunderstanding, emergency, controversy, or other information that both (1) is publicly known or is likely to become public, and (2) has the effect of disparaging W&HT or contradicting values that W&HT stands for.

I, _____, recognizing the important responsibility I am undertaking in serving as a Member of the Board of Directors of Women & Hi Tech, hereby pledge to carry out in a trustworthy, ethical, and diligent manner the duties and obligations associated with my role as a Member of the Board and abide by this Code of Conduct and Conflict of Interest Policy. I understand that failure to abide by this Code of Conduct and Conflict of Interest Policy may result in my suspension or removal as a Member of the Board, pursuant to the requirements and processes provided in the Organization's governing Bylaws.

Signature _____ Date _____

Print Name _____

Board Position _____