



## CODE OF CONDUCT POLICIES FOR BPIA BOARD MEMBERS

The International Association of Black Professional in International Affairs (BPIA) has adopted this Code of Conduct, that all Board members agree to adhere to by signing.

### 1.) Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with the BPIA. Members of the Board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

- a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of BPIA and the Board member's personal interests, the Board member 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.
- b) Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.
- c) 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.
- d) 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, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.
- e) Any new Board member will be advised of this policy during Board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
- f) This policy shall also apply to any Board member's immediate family or any person acting on his or her behalf.



## 2. Prohibition Against Harassment and Bullying

BPIA is committed to maintaining an environment where all members are treated fairly, with dignity and respect, and that is free from discrimination and all forms of harassment and bullying. Harassment is defined as “unwelcome conduct that is based on race, color, religion, sex (including sexual orientation, gender identity, or pregnancy), national origin, older age (beginning at age 40), disability, or genetic information (including family medical history)” and is unlawful when “the conduct is severe or pervasive enough to create [an] environment that a reasonable person would consider intimidating, hostile, or abusive”, according to the US Equal Employment Opportunity Commission. While all forms of harassment are prohibited, it is the organization’s policy to emphasize that sexual harassment is especially prohibited. Bullying is defined unreasonable and repeated behavior targeting a person or group of persons and includes behavior that is intimidating, threatening, humiliating, and/or victimizing. Examples of bullying include the use of yelling, offensive language, isolating members from BPIA activities, spreading misinformation, excessive scrutiny, and unjustified criticism—in a repeated manner.

Any Board member who engages in discrimination, harassing, and/or bullying conduct is subject to removal from the Board, following procedures set out in the Bylaws. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Governance Committee.

## 3. Morals Clause

As representatives of BPIA, Board members will take special care to avoid committing any act or doing anything: (i) which might reasonably be considered immoral, deceptive, scandalous or obscene; or (ii) to injure, tarnish, damage or otherwise negatively affect the reputation and goodwill associated with BPIA.

## 4. Confidentiality

Board members are reminded that confidential financial, personal, and other matters concerning the organization, donors, staff, members, partners, or clients/consumers may be included in Board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

## 5. Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- ☐ Making attendance at all meetings of the Board a high priority.

- ☐ Being prepared to discuss the issues and business on the agenda and having read all background material relevant to the topics at hand.

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- ☐ Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all Board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- ☐ Putting the interests of the organization above personal interests.
- ☐ Representing the organization in a positive and supportive manner at all times and in all places.
- ☐ Showing respect and courteous conduct in all Board and committee meetings.
- ☐ Observing established lines of communication and directing requests for information or assistance to the appropriate Board Member.