

## **Code of Conduct For DRIE Central Board of Directors and Committee Members**

This Code of Conduct was adopted by the DRIE Central Board of Directors on January 13, 2015.

### **Introduction**

DRIE Central operates as a not-for-profit organization formed to promote the concepts of emergency management and business continuity through exchange ideas, experiences, information and keeping abreast of developments relating to business disaster preparedness, response, recovery and mitigation.

The business of DRIE Central is managed under the direction of the elected volunteer DRIE Central Board of Directors. The Board of Directors is supported by appointed Members to Committees as approved by the Board of Directors.

The members of the board of directors and committees dedicates themselves to leading by example in serving the needs of DRIE Central and its members and also in representing the interests and ideals of the emergency management and continuity management industry at large.

This code of conduct applies to all board members and committee members.

Members of the board and committees affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the board or committee. Each member of the board or committee will sign a document indicating that they have read and approve of the code of conduct and will abide and conform to the code as outlined below.

### **Code of Conduct for DRIE Central Board of Directors and Committees**

Members of the board and committees shall at all times abide by and conform to the following code of conduct in their capacity as board and committee members:

1. Each member of the board of directors and committees will abide in all respects by the Code of Conduct and all other rules, regulations and policies of DRIE Central including but not limited to the articles of incorporation and bylaws.
2. Each member of the board and committees will ensure that their membership in DRIE Central remains in good standing at all times.
3. Each member of the board of directors and committees will at all times obey all applicable federal, provincial and local laws and regulations and will provide or cause to provide the full cooperation of DRIE Central when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
4. Members of the board of directors and committees will conduct the business affairs of DRIE Central in good faith and with honesty, integrity, due diligence, and reasonable competence.
5. Board and committee members shall not share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of DRIE Central and each member of the board and committee will uphold the strict confidentiality of all meetings and other deliberations and communications of the board of directors and committees unless otherwise required by law.

6. Members of the board of directors and committees will exercise proper authority and good judgment in their dealings with members, suppliers, sponsors, partners and the general public and will respond to the needs of the DRIE Central's members in a responsible, respectful, and professional manner.
7. No member of the board of directors or committees will use any information provided by DRIE Central or acquired as a consequence of the board or committee member's service to DRIE Central in any manner other than in furtherance of his or her board and committees duties.
8. Upon termination of service, a retiring board or committee member will promptly return to DRIE Central all documents, electronic and hard files, reference materials, and other property entrusted to the board or committee member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring board or committee member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the board of directors or committee.
9. The board of directors and committee members must act at all times in the best interests of DRIE Central and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board or committee members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, board and committee members shall follow these guidelines:
  - Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of DRIE Central; while the receipt of incidental personal or third-party benefit may necessarily flow from certain DRIE Central activities, such benefit must be merely incidental to the primary benefit to DRIE Central and its purposes;
  - Do not abuse board or committee membership by improperly using board or committee membership for personal or third-party gain or pleasure; board and committee members shall not represent to third parties that their authority as a board or committee member extends any further than that which it actually extends;
  - Do not engage in any outside business, professional or other activities that would directly or indirectly adversely affect DRIE Central;
  - Do not engage in or facilitate any discriminatory or harassing behavior directed toward members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to DRIE Central;
  - Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to DRIE Central without fully disclosing such items to the board of directors; and
  - Provide goods or services to DRIE Central as a paid vendor only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board