

## **Board of Directors Ethics Policy**

**Purpose:** To provide the Board of Directors of the Association with an ethical standard to guide its performance and conduct; advise individuals of the responsibilities and obligations associated with the position of Director of the Association; ensure that the Board of Directors of the Association is free from influences which result from a conflict of interest; ensure that the appearance of a conflict of interest does not jeopardize the integrity of the Association; and inform individuals of the procedures to be followed and the potential penalties involved when a conflict of interest occurs.

**Policy:** The Brain Injury Association of America has a responsibility to ensure that the standard of services delivered by the Association is of the highest degree possible and that members of the Board are free from a conflict of interest.

### **Definitions:**

***Commitment to the Association:*** To accept responsibility for assisting the Association in achieving its mission in the most customer-directed, professional and cost effective manner possible.

***Conflict of interest:*** A conflict of interest may include, but is not be limited to the following instances:

- ***Financial Gain:***
  - When a Board Member will receive financial or material gain from a contract or relationship with a vendor providing services or products to the Association which the Board Member influences.
  - When a Board Member will receive financial or material gain from a policy or decision of the Association.
  - When a Board Member will receive financial or material gain or business advantage from information gained through responsibilities as a member of the Board of Directors.
  
- ***Board Member relationship to Staff and Each Other:***

When a Board Member's relationship with another board member, consultant, vendor or employee of the Association, will impinge on his/her judgment or decision-making.
  
- ***Policy development and decision-making:***

When an Association policy or decision would favor an entity in which the Board Member has a significant volunteer or paid relationship.

## Procedures:

- ***Commitment to the Association:***

- Membership on the Board of Directors or a committee of the Board requires that an individual accept responsibility for the commitment such a role entails. Such a commitment includes obtaining the information and training necessary to make informed decisions directed at furthering the mission of the Association. Any individual accepting such a responsibility must be willing to commit the time necessary to meet this responsibility.
- Open and full discussion of issues during meetings of the Board of Directors and its committees is essential to the decision-making process and therefore is encouraged. Members of the Board of Directors have a responsibility for publicly supporting the decisions of the Board of Directors. Negative statements regarding the Association that are made in public may be detrimental to the Association and therefore are not acceptable.

- ***Conflict of Interest:***

- ***Financial Gain:*** A Board Member will remove himself/herself from all discussions and decisions on matters in which the Board Member will receive financial or material gain from a contract or relationship with a vendor providing services or products to the Association which they influence.

A Board Member will remove himself/herself from all discussions and decisions on matters in which the Board Member will receive financial or material gain from a policy or decision of the Association.

A Board Member will remove himself/herself from all discussions and decisions on matters in which the Board Member will receive financial or material gain or business advantage from information gained through responsibilities as a member of the Board of Directors.

- ***Board Member Relationship:*** A Board Member will remove himself/herself from all discussions and decisions on matters in which a relationship with another board member, vendor, consultant or employee of the Association, will impinge on his/her judgment or decision-making.
- ***Policy Development and Decision-Making:*** A Board Member will remove himself/herself from all discussions and decisions on matters in which an Association Policy or decision would favor an entity in which the Board Member has a significant relationship.

## Disclosure:

A Board Member shall fully disclose, in writing, to the President/CEO of the Association and the Chairperson of the Board of Directors any area of ongoing potential conflict of interest. Such disclosure shall occur annually.

When a Board Member becomes aware of an area of conflict of interest during the course of a meeting, the individual shall immediately disclose that a conflict exists. The Board of Directors will discuss the perceived conflict of interest. The Board will determine what impact the conflict of interest has on the decision-making process and what steps need to be taken.

Where the conflict of interest has a significant long-term impact on the ability of the Board Member to meet the responsibilities of his/her position, the Board of Directors and the individual involved will develop a plan outlining the steps which will be taken to minimize the effect of or eliminate the potential conflict of interest.

### **Discipline:**

- ***Commitment to the Association:***
  - A Member of the Board of Directors or a committee of the Board whose attendance and participation in meetings is such that he/she is not meeting the responsibilities of the position may be considered to have resigned from the position. Any Director who has two [2] consecutive absences or three [3] absences during a fiscal year shall remove himself/herself from the Board of Directors.
  - A Board Member who makes negative statements that are deemed detrimental to the Association may be asked to resign from their position in the Association.
- ***Conflict of Interest:*** A Board Member may be asked to resign from his/her position in the Association for failure to abide by the provisions of this policy, which result in any of the following instances:
  - receipt of financial or material gain from a contract or relationship with a vendor providing services or products to the Association;
  - receipt of financial or material gain from a policy or decision of the Association;
  - receipt of financial or material gain or business advantage from information gained through responsibilities as a member of the Board of Directors;
  - participation in discussions and decisions on matters in which a relationship with a board member, vendor, consultant or employee of the Association, impinges on his/her judgment or decision-making; or
  - participation in discussions and decisions on matters in which an Association Policy or decision would favor an entity in which the Board Member has a significant relationship.
- ***Request for Resignation of a Board Member:*** The Executive Committee of the Board will review all occurrences for which a board member may be asked to resign from his/her position. The Executive Committee may request an individual's resignation or submit the matter to the full Board for a vote.

### **Executive Session:**

At times, the Board of Directors may require an executive session in order to discuss confidential information. A summary of the consensus of the executive session will be disclosed in the meeting minutes. The detailed information discussed in any executive session is confidential and shall not be disclosed.