

## **ISTE Board of Directors Code of Conduct**

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum when acting as board members.

1. **Duty of Care:** Board members are to discharge their duties honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
2. **Duty of Obedience:** Board members must abide by ISTE's governing documents (Articles of Incorporation, Bylaws and these Governing Policies). Vigorous debate around the board table is expected and encouraged, but board members are obliged to support the legitimacy and authority of the final determination of the board on any matter, irrespective of the member's personal position on the issue.
3. **Duty of Loyalty:** Board members must demonstrate unconflicted loyalty to the interests of the membership, superseding any conflicting loyalties such as to segments of the membership, family members, advocacy or interest groups, staff, other organizations, or any personal interests as an individual consumer of ISTE's services.
4. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
  - A. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
  - B. When the board is to decide an issue about which a board member has an actual or potential conflict of interest, that member shall disclose the conflict to the board and absent herself or himself without comment from not only the vote, but also from the deliberation.
    - i. A conflicting interest exists when a board member or a related party has a beneficial financial interest in the transaction of sufficient significance that it would reasonably be expected to exert an influence on that board member's judgment if he or she were called upon to vote on the matter. Related parties include the board member's spouse, parents, children, siblings, siblings of the parent or spouse, and all other persons or entities in which the director has an interest, partner, agent or employee, or exerts control or influence, either directly or indirectly.
    - ii. In case of a dispute regarding the existence of a real or perceived conflict of interest, the board shall vote as to whether a conflict is present, and the vote of the board shall be final. The individual with the potential conflict of interest shall not vote.

- C. Board members must not use their board positions to obtain staff employment for themselves, family members or close associates. Should a board member apply for staff employment, he or she must first resign from the board.
5. Board members must not attempt to exercise individual authority over the organization.
- A. Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the board.
  - B. Board members' interaction with the membership, public, media or other entities must recognize that board members are not to speak for the CEO or for the board, except to repeat explicitly stated board decisions.
  - C. Board members will not publicly express individual judgments of the CEO or the performance of individual employees, except when participating in the board's monitoring functions.
6. Board members will treat one another and staff members with respect, civility and transparency.
7. Board members must respect the confidentiality appropriate to issues of a sensitive nature.
8. A board member aware of any credible information that suggests that a board policy has been violated by the board, a board member or the CEO has an obligation to bring the concern to the board chair. If the chair is the subject of the concern, it should be brought to the past-chair or chair-elect.
9. If a board member is alleged to have violated this Code of Conduct:
- A. The chair (or past-chair or chair-elect, if the chair is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
  - B. The chair (or past-chair/chair-elect) will put the issue on the agenda for closed session. The respondent board member will be allowed to present his or her views prior to the board determining whether or not the action violated this Code of Conduct.
  - C. A board member found by the board (by majority vote) to have violated this Code of Conduct may be subject to subsequent censure or other board action, as long as consistent with the bylaws.