

DSEA Executive Board Code of Conduct

The DSEA Executive Board (the “Board”) has adopted the following Code of Conduct (the “Code”) for executive board members. This Code is intended to focus the Board and each member on areas of fiduciary responsibilities and ethical risk, provide guidance to members to help them recognize and deal with ethical issues, provide mechanisms to report unethical and/or concerning conduct and help foster a culture of honesty and accountability. Each board member must comply with the letter and spirit of this Code.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for board members. Members are encouraged to bring questions about particular circumstances that may implicate one or more provisions of this Code to the attention of the President, Executive Director, or General Counsel for consultation and advice.

Acceptance and service of a position on the DSEA Executive Board shall constitute agreement to abide by this Code at all times. Every Executive Board member shall review and acknowledge this Code by September 30 and/or within fifteen (15) days of being seated as a new board member.

A. Executive Board Member Rights

Executive Board members shall have the following rights:

- Right to information necessary to carry out fiduciary duties.
- Right to contact officers to discuss DSEA’s affairs.
- Right to ask for additional information.
- Right to ask questions and express views.
- Right to have objections noted.

B. Fiduciary Responsibilities

The DSEA Executive Board represents the interests of all DSEA members. The Board’s responsibilities in performing this oversight function include the following fiduciary duties:

- I. **Duty of Care** – a board member’s duty of care refers to the responsibility to exercise appropriate diligence in overseeing the management of DSEA, making decisions and taking action in a manner to ensure prudent use of all assets, such as people, facilities, and good will. The duty of care requires:
 - Exercise of reasonable care in work as a Board member, meaning the care that a reasonably prudent person would take.
 - Being actively engaged and attending meetings.
 - Acting honestly and in good faith at all times.
 - Staying informed and coming prepared based on a review of the meeting materials and paying particular attention to fundamental decisions within the authority of the Board.
 - Exercising independent judgment. Don’t just follow others.

II. **Duty of Loyalty** – a board member’s duty of loyalty refers to the responsibility to ensure that DSEA’s activities and transactions are, first and foremost, advancing its mission. The duty of loyalty requires a board member to:

- Act in the best interests of the association.
- Act only to advance the interests of DSEA, and not to advance one’s personal interests.
- Avoid any undisclosed conflict of interest or appearance of impropriety.
- Disclose any actual or potential conflict of interest.
- Maintain confidentiality of sensitive deliberations and discussions. Respect executive session confidentiality.
- Offer any opportunity learned from Board service first to the Association.

III. **Duty of Fidelity** – a board member’s duty of fidelity refers to the responsibility to ensure that DSEA follows applicable laws and regulations, including its own governing documents, and that DSEA adheres to its stated corporate purpose/mission. The duty of fidelity requires:

- Faithful adherence to the mission of DSEA and action to advance its mission.
- Compliance with the DSEA Bylaws, Policies, and other governing documents, which reflect the agreed upon rules, adopted by the DSEA membership, as to how DSEA will operate.
- Compliance with applicable laws.

C. **Active Participation Board**

Board members are expected to exercise the duties and responsibilities of their positions with integrity, professionalism, 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.
- 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.
- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.

- Observing established lines of communication and directing requests for information or assistance to the executive director.

D. Compliance with Executive Board Guidelines and Policies

Executive Board members are required to comply with all Executive Board Guidelines and Policies, including:

1. CONFLICT OF INTEREST POLICY

Statement of Intent

Every member of the Delaware State Education Association (“DSEA”) is entitled to have complete confidence in the integrity of the Association. In order to justify that confidence, DSEA Executive Board members must avoid taking any action that might result in, or create the appearance of, a conflict with the full performance of their official duties and responsibilities.

This policy is adopted to prevent DSEA Executive Board members from using their official positions to advance their personal and financial interests and to ensure that DSEA members never have good reason to question the integrity of the DSEA Executive Board members who were elected to serve the best interests of the Association and its members.

For purposes of this policy, the term “personal and financial interest” shall mean an interest which tends to impair a Board member’s independence of judgment in the performance of their duties with respect to that matter. A Board member has an interest which tends to impair their independence of judgment in the performance of their duties with respect to any matter when (1) any action or inaction with respect to the matter would result in a financial benefit or detriment to accrue to the Board member or a close relative to a greater extent than such benefit or detriment would accrue to others who are members of the same class or group or persons; or (2) the Board member or a close relative has a financial interest in a private enterprise which enterprise or interest would be affected by any action or inaction on a matter to a lesser or greater extent than like enterprises or other interests in the same enterprise.

Standards of Conduct

A DSEA Executive Board member shall refrain from making substantial investments in, or accepting an official position with, any enterprise which they know or should have known transacts business with, or may seek to transact business, with the Association or with Association members.

A DSEA Executive Board member shall refrain from participating as an official in any matter affecting an enterprise in which they have a personal and financial interest where it could reasonably be inferred that they participated in order to serve their personal and financial interests.

A DSEA Executive Board member shall not accept anything of value from an enterprise which is doing business, or seeking to do business with the Association or with Association members where it could reasonably be inferred that their objectivity in the performance of their official duties might be affected by their accepting the thing of value.

A DSEA Executive Board member shall not accept or retain any other Association position where it is reasonable to infer that their objectivity in the performance of their 29 official duties will be impaired with respect to decisions, they may be called upon to make as a DSEA Executive Board member.

A DSEA Executive Board member shall not disclose Association information which is confidential in nature and which was procured by reason of their position to any person, group, institution, or organization which the Association did not authorize or intend to receive such information.

A DSEA Executive Board member in their official capacity shall not enable or assist any representative from any vendor in direct competition with any DSEA endorsed vendor to market, promote or sell products or services of such vendor to DSEA members.

Implementation and Enforcement

Filing of Charges

A charge to the effect that a DSEA Executive Board member is in violation of this policy may be filed by any DSEA member.

A DSEA member may file the charge with the Executive Director. Such charge shall be in writing and shall be signed and dated by the charging party. The Executive Director shall supply a copy of the charge to the DSEA Executive Board member named therein.

Investigation

The Executive Director shall select three Executive Board members to serve as an investigation committee.

The investigation committee shall investigate the charge and incorporate its findings and conclusions in a written report, which it shall submit to the Executive Board.

The Executive Board shall review the report of the investigation committee and, if it determines that a conflict of interest exists, it shall recommend a method for eliminating such conflict.

The Executive Board shall submit its determination including any recommendation for the elimination of a conflict of interest to the charged Executive Board member. In its notification to the charged Executive Board member, the Executive Board shall specify a reasonable period of time during which the charged Executive Board member must comply with its recommendations.

Compliance

In the event the charged Executive Board member fails or refuses to comply with the Executive Board's recommendations within the time provided, the Executive Board shall determine what, if any, additional action it deems is appropriate.

2. WHISTLEBLOWER POLICY FOR DSEA OFFICIALS

DSEA officials are obligated to comply with all relevant legal requirements in carrying out their DSEA responsibilities. A failure to meet this obligation – whether intentional or inadvertent – can have adverse consequences for the reputation and operation of DSEA. The purpose of this Whistleblower Policy ("WB

Policy”) is to establish a procedure by means of which any such failures can be brought to the attention of DSEA, so that appropriate corrective action can be taken.

I. DEFINITIONS

As used in the WB Policy, the following terms have the meanings indicated:

A. The term “misconduct” means an action taken by a DSEA official in carrying out his or her DSEA responsibilities that is in violation of a legal requirement.

B. The term “DSEA official” means a DSEA Officer, a member of the DSEA Leadership Team, a member of the DSEA Executive Board, a member of a DSEA Committee, and any other person designated by DSEA governance to represent DSEA. The term does not mean an employee of, or a consultant retained by, DSEA.

C. The term “person” means a member of DSEA, an employee of DSEA or a DSEA affiliate, a consultant or vendor who does or seeks to do business with DSEA or a DSEA affiliate, and any other representative of DSEA or a DSEA affiliate.

D. The term “WB Officer” means the person who is responsible for the implementation of the WB Policy.

E. The term “whistleblower” means a person who notifies the WB Officer of an action that he or she has reasonable cause to believe constitutes misconduct.

II. WB OFFICER

The DSEA Vice-President shall serve as the WB Officer, and shall in that capacity be responsible for the implementation of the WB Policy. The WB Officer shall monitor the implementation of the WB Policy, and make periodic reports regarding its implementation to the DSEA Leadership Team. The DSEA Leadership Team shall recommend to the DSEA Executive Board such modifications in the Policy as it may from time to time deem appropriate.

III. NOTIFYING DSEA OF ALLEGED MISCONDUCT

A. Any person who has reasonable cause to believe that a DSEA official has engaged or is about to engage in misconduct, should notify the WB Officer in writing. That person (the whistleblower) shall identify himself or herself in the notice to the WB Officer, but the WB Officer shall, if requested to do so by the whistleblower, treat the notice as anonymous and shall not, except in response to a legal mandate, reveal the whistleblower’s name. If the WB Officer is unavailable, and the whistleblower notifies the DSEA Secretary, who shall as soon as possible thereafter turn the matter over to the WB Officer.

B. If, based upon the information provided by the whistleblower and other relevant information, the WB Officer has reasonable cause to believe that a DSEA official has engaged or is about to engage in misconduct, the WB Officer shall turn the matter over to the DSEA General Counsel.

C. The DSEA General Counsel shall conduct an expeditious investigation of the alleged misconduct, and shall submit to the WB Officer a written opinion setting forth its conclusions as to

whether the DSEA official has engaged or is about to engage in misconduct, and, if so, what should be done to correct the situation.

D. After consulting with the DSEA Leadership Team, the WB Officer shall arrange for such action to be taken as he or she deems appropriate to correct the situation.

E. If the WB Officer concludes that any person has made an allegation of misconduct, or has participated in an investigation of alleged misconduct, in bad faith or without reasonable cause, the WB Officer, after consulting with the DSEA Leadership Team, shall arrange for appropriate disciplinary action to be taken against that person.

IV. PROTECTION OF PERSONS WHO PROVIDE EVIDENCE OF ALLEGED MISCONDUCT

A. Except as otherwise provided in Section III (E) above, no person shall be subject to any form of direct or indirect retaliation by a DSEA official, a DSEA employee, or other DSEA representative because he or she (1) is a whistleblower, (2) has participated in an investigation of alleged misconduct, or (3) has in good faith in any other way been involved in the implementation of the WB Policy.

B. If any person believes that he or she has been subject to retaliation in violation of Section A above, that person shall report such retaliation to the WB Officer. The WB Officer shall investigate the matter, and if the WB Officer concludes that a DSEA official, DSEA employee, or other DSEA representative has engaged in retaliation, the WB Officer, after consulting with the DSEA Leadership Team, shall arrange for appropriate disciplinary action to be taken against said DSEA official, DSEA employee, or representative of DSEA.

V. MISCELLANEOUS

A. Nothing in the WB Policy shall be interpreted or applied to deprive any person of any right that he or she may have under the DSEA governing documents, a contract with DSEA, or a statute. To the extent that the WB Policy is inconsistent with any such right, the right in the DSEA governing document, contract with DSEA, or statute shall take precedence.

B. Any person who believes that a DSEA official has engaged or is about to engage in misconduct is encouraged to exhaust the WB Policy before attempting to deal with the matter in any other forum.

C. All information and documents involved in the implementation of the WB Policy shall be treated as confidential, and the WB Officer shall make such information and documents available to others only on an "as needed" basis. To the extent relevant, all privileges, including the attorney/client and attorney work product privileges, shall apply to information and documents involved in the implementation of the WB Policy.

D. If a question arises as to whether the WB Officer or another member of the DSEA Leadership Team has engaged or is about to engage in misconduct, the matter shall be dealt with by the other members of the DSEA Leadership Team.

VI. EFFECTIVE DATE AND AMENDMENT; DISTRIBUTION

A. The WB Policy shall become effective on the date that it is adopted by the DSEA Executive Board, and shall supersede all prior DSEA policies dealing with the same subject. The Executive Board may amend the WB Policy from time to time as it deems appropriate.

B. The WB Policy shall be posted on DSEA Intranet and Member Only Web Site, and a copy of the Policy shall be distributed to all DSEA officials and employees.

3. PROHIBITION AGAINST SEXUAL HARRASSMENT

The Delaware State Education Association prohibits sexual harassment of its Executive Board members and staff in any form. Such conduct by an Executive Board member may result in disciplinary action up to and including removal.

The Delaware State Education Association believes that all Executive Board members have a right to work in an environment free from sexual harassment and will vigorously enforce this policy. As a means to that end, DSEA has a formal procedure for the handling of sexual harassment complaints that is intended to supplement – not replace or supersede – other procedures available to Executive Board members, per DSEA policy, Title VII of the Civil Rights Act of 1964, or otherwise.

4. CONFIDENTIALITY

Board members shall maintain the confidentiality of information entrusted to them by DSEA and any other confidential information about DSEA that comes to them, from whatever source, in their capacity as an Executive Board member. Confidential information that board members may gain access to includes, but may not be limited to:

- “Executive Session Confidential Information” (“ESCI”) which refers to information provided during Executive Session meetings of the Board. ESCI may only be disclosed to other board members except when disclosure is expressly authorized by a vote of the Board or where legally mandated;
- “Confidential Information” (“CI”) which refers to all non-public DSEA information, such as information not provided to non-members of DSEA and/or is unavailable from public sources. CI shall only be disclosed to DSEA members, as authorized by DSEA or where legally mandated.

Board members are reminded that confidential financial, personnel and other matters concerning the organization, members, staff or third parties may be included in board materials or discussed from time to time and shall not be disclosed to anyone.

5. SOCIAL MEDIA AND COMMUNICATIONS POLICY

At all times when engaging in online dialogue via social media, Board members shall:

- Be professional. Maintain professionalism in all offline and online conduct. Respect your audience.

- Refrain from posting disparaging comments regarding DSEA, its leaders and staff, and/or other DSEA members. Such postings and comments are inappropriate and will not be tolerated.
- Before engaging in online conduct, consider the impact such conduct would have on your relationship with fellow Executive Board members, DSEA staff, other DSEA members, and the community at large.
- Once DSEA votes to proceed in a certain manner (e.g., by vote of Executive Board, Representative Assembly), support the organization's position and speak in a unified voice.
- Consider potential consequences that could occur if the information that you publish and/or communicate should be later republished or disseminated by others without your express permission.
- Be transparent and honest in all offline and online conduct. Correct any disinformation and/or misinformation that you publish immediately.

6. **VIOLATION OF DSEA EXECUTIVE BOARD GUIDELINES AND POLICES**

An Executive Board member may be subject to corrective action, up to and including removal from the Board, for their violation and/or non-compliance with Executive Board Guidelines and Policies set forth herein.

Before any corrective action can be taken against an Executive Board member, the Board member is entitled to a due process hearing in accordance with DSEA policy.

SIGNATORY PAGE

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the DSEA Executive Board, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as an Executive Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in discipline and/or my removal as a Board Member, pursuant to the requirements and processes provided in the organization's governing documents.

Signature

Date