



## **Association of Corporate Counsel Greater Philadelphia Code of Conduct and Conflicts of Interest Policy For Board of Directors and Volunteer Leaders**

The Association of Corporate Counsel Greater Philadelphia (“ACC GP” or the “Association”) is a not-for-profit, tax-exempt trade association formed to promote, develop, educate, and otherwise further the professional needs of in-house counsel in the Greater Philadelphia region, including eastern Pennsylvania, Delaware and southern New Jersey. ACC GP’s membership is open to anyone eligible for ACC Global membership.<sup>1</sup> The business and affairs of the Association are managed under the direction of ACC GP’s Board of Directors (the “Board”). In addition, other volunteer leaders (e.g., chairs of ACC GP committees, initiatives and others) may arrange and direct programs, activities and projects. Henceforth, the term “Volunteer Leader” shall refer to and include ACC GP’s volunteer leaders and the Board.

This Code of Conduct and Conflicts of Interest Policy shall apply not only to all Volunteer Leaders, but also to all ACC GP employees and contractors.

### **Code of Conduct:**

Volunteer Leaders (including *ex officio* members of the Board) shall at all times abide by and conform to the following Code of Conduct in their roles with ACC GP:

1. Volunteer Leaders will abide in all respects by the rules and regulations of the Association (including but not limited to the Association’s Articles of Incorporation and Bylaws) and shall fulfill their duties in accordance with those documents and in accordance with all applicable federal, state, and local laws and regulations. As applicable, members of the Board will abide by the expectations set forth in Attachment A, and Volunteer Leaders will abide by the expectations set forth in Attachment B, to this Code.
2. Volunteer Leaders will ensure that, for the duration of the service to the Association, they each remain in good standing in at least one jurisdiction as a licensed attorney and remain members in good standing of ACC.
3. Volunteer Leaders will conduct the business affairs of the Association in good faith and with honesty, integrity, due diligence, and reasonable competence.
4. As ACC GP strives to be a respectful inclusive organization, Volunteer Leaders will refrain from demeaning, derogatory, discriminatory, abusive or harassing behavior and speech.

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<sup>1</sup> ACC membership is open to individuals who are engaged in the active practice of law employed by organizations in either the private or public sector, do not have regulatory, enforcement or policymaking responsibilities nor work in an institution with such authority, and do not hold themselves out to the public for the practice of law. Eligible positions include full-time in-house and contract attorneys on a long-term placement. Full eligibility requirements can be found at: <https://www.acc.com/membership/become-a-member>.



5. No Volunteer leader will commit any act which, in the reasonable and good faith opinion of ACC GP, would disparage or impair the reputation of ACC (including, without limitation, being convicted of any felony or a crime involving moral turpitude, ethical violations or any other act of moral turpitude). A Volunteer Leader who engages in such conduct shall be subject to removal by the Board.
6. Volunteer Leaders are expected to intervene as appropriate to protect an individual's health and safety when they observe a dangerous situation, someone in distress (at events or otherwise) or violations of this Code of Conduct. Any such intervention or observation shall be reported to Officers of the Board and the Chapter Administrator as soon as practicable after the incident.
7. Except as the Board may otherwise approve or as otherwise required by law, no Volunteer Leader shall share, copy, reproduce, transmit, divulge, or otherwise disclose any information identified by the Board as confidential and related to the affairs of the Association. Each member of the Board will uphold the strict confidentiality of all meetings and other deliberations of the Board.
8. Volunteer Leaders will exercise proper authority and good judgment in their dealings with Association staff, Sponsors, suppliers and the general public and will respond to the needs of the Association's members in a responsible, respectful, and professional manner.
9. Volunteer Leaders will use confidential or personal information provided solely for the purposes intended. Volunteer Leaders will not use confidential or personal information for personal gain or for any reason other than in furtherance of his or her duties as a Volunteer Leader. Further, a Volunteer Leader will not misuse Association property or resources and will at all times keep the Association's property secure and will not impermissibly transmit unauthorized persons to have or use such property.
10. Each Volunteer Leader will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
11. No Volunteer Leader shall speak for or on behalf of ACC GP unless specifically authorized to do so by the Board.
12. Upon resignation, removal or completion of term of service, a Volunteer Leader will promptly return to the Association all documents, electronic and hard files, reference materials, and other property entrusted to the Volunteer Leader for the purpose of fulfilling his or her job responsibilities, or destroy or dispose of such records in a secure manner, in accordance with the Policy on Records Retention. Such return or disposal will not abrogate the Volunteer Leader from his or her continuing obligations of confidentiality with respect to information acquired during his or her tenure as a Volunteer Leader.



### **Conflicts of Interest:**

The Volunteer Leaders of ACC GP must act at all times in the best interests of ACC GP and not for personal or third-party gain or financial enrichment. Volunteer Leaders are expected to act in a manner that reflects favorably upon the ACC GP. When encountering potential conflicts of interest, Volunteer Leaders shall communicate the potential conflict to the President or the Secretary of the Board and as required, remove themselves from all discussion and voting on the matter.

Specifically, Board members may have additional requirements regarding conflicts of interest and the appearance of such conflicts.

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of ACC GP. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the ACC GP.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to the ACC GP and the Board member's personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to ACC GP. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board members (or the ACC GP Officers) – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to the ACC GP Secretary through the annual disclosure form and/or the President or Secretary whenever a conflict arises. The disinterested members of the ACC GP Board or the Officers shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The ACC GP Officers shall inform the Board of such determination and action if any such determination and action is taken by the officers outside the presence of the disinterested Board members. The Board shall retain the right to modify or reverse such determination and/or action and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the ACC GP Officers, as well as all other conflict information provided by Board members.



## **Attachment A**

### **Statement of Expectations, Regarding Participation in Chapter Activities, for Members of the ACC GP Board of Directors**

**Description:** The Board of Directors functions as the chief governing body of the chapter. One of the most important aspects of the Board member role is serving as a representative of ACC GP. What we say and do when interacting with our ACC members and sponsors should always reflect our organization in the best light. Board members shall have authority and responsibility for supervising the general operation of the chapter in the furtherance of its stated purpose, mission, and goals. Each Board Member is directly accountable to the President of the Board for performance of the stated duties.

#### **Responsibilities:**

**General duty:** To take on and execute a specific role within the chapter. The ACC GP Board is a working board, and each Board member has an assigned role to play (e.g.: chairing a committee or special program or playing a lead role in and/or running another chapter initiative). Because directors bring different skills and resources to ACC GP, we may expect/ask for different types of commitments.

#### Expectations

- **Leading the Chapter:** Setting and supporting the organization's effectiveness, goals, and programming and ensuring the current and future operation of the Chapter
- **Actively participating:** Preparing for, attending, and actively participating in all board meetings, attending programming events, serving on Chapter committees, and performing other duties as assigned
- **Exercising fiduciary responsibilities:** Exercising care, good faith, and diligence in performing board duties; complying with laws, regulations, and fiduciary responsibilities; overseeing financial management to ensure that the Chapter has adequate resources the proper use of those assets; and acting in accordance with the ACC GP Code of Conduct and Conflicts of Interest Policy
- **Supporting sponsors:** Serving as a liaison between the Board and the Chapter's sponsors and facilitating high-impact programming and successful networking opportunities for the sponsors and Chapter members
- **Holding others accountable:** Holding the Board, the Chapter's staff, and the Chapter's sponsors accountable and exercising general supervision over the Chapter's affairs

All members of the ACC GP Board are expected to discharge their duties to the best of their abilities. Additionally, the ACC GP Board must adhere to the following expectations and standards:



- Board Meeting Attendance. Attend at least 75% of Board meetings in a calendar year. If a Board member is absent from three (3) consecutive meetings, she/he will be deemed to have resigned as an Officer and/or Board member.
- Board Meeting Format. In-person and virtual Board meetings are distributed throughout the year. To accommodate unavoidable conflicts, in-person meetings may have a virtual joining option. If a Board meeting is scheduled in-person, Board members are expected to be physically present. If a Board meeting is virtual, Board members are expected to join with the camera on.
- Board Meeting Preparedness. Read meeting materials in advance and join meetings prepared to discuss the agenda items. Meeting materials may be accessed through ACC GP's SharePoint, which serves as the system of record. Board members should familiarize themselves with the materials on SharePoint.
- Committee Participation. Actively participate on at least one Chapter Committee. Generally, each Board member should be leading or co-leading a Committee and regularly sharing Committee updates during Board meetings.
- Sponsor Engagement. Serve as a sponsor point of contact for at least one Chapter sponsor and maintain open lines of communication with the sponsor(s), engage with sponsors at Chapter events, and explore new sponsorship opportunities for the Chapter.
- Member Engagement. Proactively engage with new members at Chapter events and encourage eligible individuals to join ACC GP as members.
- Event Attendance. Attend at least 12 in-person events (e.g., CLEs, MYCs, and social events) in a calendar year, including in-person board meetings.
- Board Mentorship. Support and develop fellow Board members, including any designated Board mentees, with an eye toward establishing the next set of ACC GP leaders.
- Social Media. Engage with the Chapter on social media, including the Chapter's LinkedIn profile to promote events and Chapter accomplishments.
- Self-Assessment. Participate in a self-assessment on at least an annual basis to evaluate Board member contributions against the above-identified Board expectations and share this self-assessment with the Chapter President. Participate in a Board health assessment organized by the Chapter President on the cadence determined by the President.
- Membership Support. Support ACC GP's efforts to recruit and retain members; and bring member issues and concerns to the attention of the Board of Directors for consideration and action.
- Other. Any other non-specified duties necessary to further the business of the chapter as duly authorized by President and/or Board of Directors.

**Term of Office:** One three (3) year Term, with at least a 1-year break before another three-year term.

**Qualifications:** Demonstrated leadership skills, strong business acumen, and a commitment to perform in an orderly and responsible manner all duties of the office.



## **Attachment B**

### **Statement of Expectations, Regarding Participation in Chapter Activities, for ACC GP's Volunteer Leaders**

**Description:** Provides leadership to and manages the work of a practice group, committee, initiative, task force, or other project of ACC GP.

#### **Responsibilities:**

**General duty:** To perform a specific role or duty for ACC GP.

#### **Specific duties:**

- Collaborate with the appropriate member of the Board of Directors who oversees the committee, initiative, task force, or other project (hereinafter, "Activity") to establish the expectations for the Activity.
- Collaborate with any co-chairs. Regularly communicate and/or meet with co-chairs to establish and revise goals and objectives, roles of all co-chairs, and appropriate timelines. Work with appropriate Board leaders or staff to implement the objectives of the Activity. Ensure appropriate follow-up occurs. Maintain records, as appropriate, to be able to pass on to next leaders.
- Support ACC GP's efforts to secure sponsorships.
- Support ACC GP's efforts to recruit and retain members and bring member issues and concerns to the attention of the Board for consideration and action.
- Work with other ACC GP leaders to support the Association's community and inclusion initiatives.
- Work with ACC GP staff to market and/or publicize efforts, as appropriate.
- Attend as many programs, and social/networking events of the membership, as possible.

**Term of Office:** One (1) year. No term limits.

**Qualifications:** Demonstrated leadership skills, strong business acumen, and a commitment to perform in an orderly and responsible manner all duties of the office.



**Association of Corporate Counsel Greater Philadelphia  
ACKNOWLEDGMENT AND DISCLOSURE FORM**

I have read the ACC GP Board Code of Conduct and Conflicts of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as an ACC GP Board member. If at any time following the submission of this form, I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the ACC GP's President or Secretary in writing.

**Disclosure of Actual or Potential Conflicts of Interest:**

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**Signature:** \_\_\_\_\_

**Printed Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_