**ACC Mountain West Chapter**

**Board of Directors Code of Conduct**

This Code of Conduct (“Code”) was adopted by the board of directors (“Board”) of the Association of Corporate Counsel (“ACC”) Mountain West Chapter (the “Chapter”) on [date].

The Code sets forth the standards of conduct expected of directors in their capacity as Board members. Members of the Chapter’s Board acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the Board and by signing an Annual Code of Conduct Acknowledgement.

1. **Duties of Directors**

All directors will conduct their fiduciary (duty of care, duty of loyalty and duty of obedience) and assigned duties professionally, in good faith, with honesty, integrity, due diligence, and reasonable competence pursuant to the Chapter’s articles of incorporation, bylaws, and applicable ACC policies.

The duty of care requires directors to exercise reasonable care in making informed business judgments and providing oversight. It also requires that directors use diligent efforts to be well-informed as they make decisions with respect to the Chapter and its affairs. Directors should review and reflect on information provided to them, attend Board meetings, ask questions and seek additional information as appropriate to the circumstances, and actively engage in Board discussions. In providing oversight, directors may rely in good faith upon the records of the Chapter and upon the advice and analyses of the Chapter’s Executive Director and Chapter officers as to matters the directors reasonably believe are within such other person’s competence and with the assumption that such other person has been selected with reasonable care by or on behalf of the Chapter or the Board.

The duty of loyalty requires directors to act in good faith in the best interests of the Chapter and of the ACC rather than in their own self-interest or the interests of another (including their employers) to the detriment of the Chapter or the ACC. It also requires that directors avoid conflicts of interest when possible and act appropriately to handle them when they are unavoidable. Directors must act appropriately to safeguard the assets of the Chapter and of the ACC, including but not limited to financial assets, corporate opportunities and confidential information, strictly avoiding self-dealing or use of Chapter or ACC assets in a manner that does not serve the best interests of the Chapter or of the ACC.

The duty of obedience requires directors to act in accordance with the Chapter’s articles of incorporation, bylaws and other governing documents, as well as all applicable laws and regulations under which the Chapter and the ACC operates.

1. **Maintaining a Diverse, Inclusive and Positive Culture**

The Board strives to maintain a culture in which the viewpoints of individual directors are respected, diverse viewpoints about a course of action are deliberated, and once a course of action is resolved by a vote of the Board, the outcome is supported by all directors as the will of the Board.

The Chapter strives to maintain an atmosphere free from discrimination and harassment. All directors are expected to conduct themselves in a professional manner which reflects positively on the Chapter and the ACC by recognizing the worth and value of all individuals regardless of immutable characteristics, body type, physical attributes, gender, gender identity, ancestry, color, ethnicity, race, nationality, sexual orientation, age, marital status, religion, creed, political belief, disability or economic status.

All directors must refrain from behavior that is harmful to the Chapter or the ACC, its members, staff, volunteers, other individuals or reflects poorly on the Chapter or the ACC, such as:

* Bullying, harassing or discriminatory language or behavior
* Behavior that is harmful to the physical, sexual or psychological well-being of another individual
* Communication or behavior that is demeaning, insulting, abusive, condescending, or patronizing
* Behavior that is vindictive, malicious, or injurious to another individual
* Behavior that fails to respect the privacy, personal belongings or property of another person
* Possessing or being under the influence of illegal or restricted drugs or restricted alcohol.

1. **Active Participation**

The fiduciary responsibilities of directors require them to exercise the duties and responsibilities of their positions with honesty, integrity, collegiality, and care. This includes:

* Complying with the Chapter’s Expectations & Service Guidelines.
* Being prepared to discuss the issues and business on the agenda and having read all background material relevant to the topics at hand.
* Showing respect and courteous conduct in all Board and committee meetings. Cooperating with and respecting the opinions of fellow directors and leaving personal prejudices out of all Board discussions, as well as supporting actions of the Board even when the director personally did not support the action taken.
* Avoiding conflicts of interest.
* Maintaining the confidentiality of the financial, personnel, and other matters concerning the organization, sponsors, staff or members that may be included in Board materials or discussed from time to time.
* Representing the Chapter and the ACC in a positive and supportive manner.

1. **Reporting Concerns**

Directors are required to act in good faith and in the best interest of the Chapter and of the ACC and are expected to inform the Board about risks or concerns known to them that are relevant to the Chapter or the ACC, including but not limited to violations of this Code or other ACC or Chapter policies. Directors are generally expected to raise concerns in an open and candid manner by reporting concerns either openly in a Board or Board committee meeting or by reporting them to the Executive Director, the Chapter President or the Chapter Treasurer, as circumstances require. If all such persons are conflicted, directors must report concerns to any unconflicted director or to the ACC.

Directors may request confidential treatment of a reported concern. Confidentiality will be provided to the extent consistent with applicable law, the appropriate handling of the matter, and the obligation of directors to be candid with the Board. Directors do not fulfill their duties to the Chapter or to the ACC by reporting concerns anonymously.

1. **Prohibition Against Retaliation**

Any director who, in good faith, asks a question, reports possible misconduct, or takes part in any investigation of an ethics or compliance matter is complying with this Code of Conduct. Under no circumstance will retaliation against the director be tolerated.

1. **Enforcement**

Breaches of this Code and other promulgated policies of the Board, whether intentional or unintentional, may be reviewed by the Chapter’s Executive Committee, which, if necessary or appropriate, will make recommendations to the full Board for corrective action. Serious breaches of this Code may be cause for dismissal of the director.

**ACC Mountain West Chapter**

**Board of Directors**

**Annual Code of Conduct Acknowledgment**

Recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of the ACC Mountain West Chapter (the “Chapter”), I hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a director and to abide by the Chapter’s Board of Directors Code of Conduct.

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

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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