



Sherman College of Chiropractic Policy of the Board of Trustees

Subject: Code of Conduct

Amended: February 7, 2015

Reaffirmed: October 17, 2008

Amended: March 7, 2005

Adopted Date: November 4, 2002

CODE OF CONDUCT

Introduction

The Sherman College of Chiropractic Board of Trustees is dedicated to assure that the resources of the college are directed in ways that protect and advance the interests of Sherman College and straight chiropractic. The Sherman College of Chiropractic Board of Trustees is responsible for:

- Determining and safeguarding the mission
- Employing and evaluating the president
- Ensuring effective organizational planning
- Ensuring adequate resources
- Managing resources effectively
- Monitoring institutional performance
- Recruiting and orienting new board members and assessing board performance
- Formulating and monitoring broad policy consistent with the charter, by-laws and mission
- Enhancing the college's public image
- Create Means and Ends consistent with policy governance
- Review monitoring reports given to the Board from administration team

The Sherman College of Chiropractic Board of Trustees demands the highest ethical performance from its members. In an effort to maintain the high standard of conduct and responsibility expected and deserved by those it serves, and to enable the institution to function effectively and efficiently, the Sherman College Board of Trustees operates under the following Code of Conduct, applicable to all Sherman College Board of Trustees.

Sherman College of Chiropractic Board of Trustees shall:

General Expectations:

- a. Recognize that the activity of the Board of Trustees is governance, and it and its members should not enter into the activities of administration and management of the institution.
- b. Have a positive, visionary mindset in approaching board business and establishing policies by which Sherman College is to be administered.

- c. Honor the team nature of the board. Governing authority rests with the entire board. Trustees contribute their individual talents, skills and backgrounds to the board, but have no individual power. The board's voice is expressed through the resolutions and actions taken in official meetings. The board speaks through the chairperson or a trustee appointed by the chairperson.
- d. Advocate and support Sherman College's mission, purposes, goals, policies, programs, services, strengths and needs.
- e. Perform duties of board membership responsibly and conforms to the level of competence expected from board members as outlined in the duties of care, loyalty and obedience as they apply to board members.
- f. Suggest possible nominees to the board, who are clearly women and men of achievement and distinction and who can make significant contributions to the board and the progress of Sherman College.
- g. Always act in an ethical manner directed toward the best interests of Sherman College and the Board of Trustees.
- h. Serve in leadership positions and undertake special assignments willingly and enthusiastically.
- i. Follow professional, educational and health care delivery trends that impact Sherman College.
- j. Use the utmost discretion and professionalism when incurring and then submitting board-related expenses to Sherman College for reimbursement.

Meetings:

- a. Allocate time to prepare and study for and attend and participate in board and committee meetings, including appropriate organizational activities. *
- b. Ask timely and substantive questions at board and committee meetings consistent with your conscience and convictions, while being sensitive and respectful of differing views.
- c. Abide, uphold and support the majority decision on issues decided by the board. A simple majority is all that is required for an item to pass or fail. However, as a board, we strive for consensus, while occasionally time consuming and at times improbable, it can simplify implementation and ensure commitment. When a consensus cannot be reached, professional conduct is maintained via the concept 'agree to disagree.'
- d. Maintain confidentiality of board matters and speak for the board or the college only when authorized by the board chairperson to do so.
- e. Suggest agenda items for board and committee meetings to ensure significant, policy-related matters are addressed.
- f. Bring good will, a spirit of harmony to the board's deliberations.

Relationship with CEO, Administration and Staff:

- a. Maintain an open and cooperative environment characterized by honesty and civility.
- b. Support the CEO and avoid interfering with his/her duties or undermining his/her authority.
- c. When seeking information, go through the CEO, unless he/she authorizes you to go directly to staff.
- d. Avoid asking for special favors of the administration and staff.

Avoiding Conflicts:

- a. Serve the organization as a whole rather than any special interest group or constituency. Your obligation is to avoid any preconception that you “represent” anything but Sherman College’s best interests.
- b. Avoid even the appearance of a conflict of interest that might embarrass Sherman College or the board, and disclose any possible conflicts to the board in a timely fashion. **
- c. Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate, even though not necessarily obliged to do so by law, regulation or custom.
- d. Never accept (or offer) favors or gifts from (or to) anyone who does business with Sherman College.

Fiduciary Responsibilities:

- a. Exercise prudence with the board in the control and transfer of funds.
- b. Faithfully read and understand the organizations’ financial statements and otherwise help the board fulfill its fiduciary responsibility.
- c. Assess and approve annual budget.

Fundraising:

- a. Give an annual gift (minimally maintain membership on the Sherman College Board of Regents) according to personal means.
- b. Suggest fund raising strategies through personal influence with other individuals, corporations and foundations.

* Any member of the Sherman College of Chiropractic Board of Trustees who is absent from two (2) consecutive regular board meetings and/or three (3) consecutive teleconference meetings, without an excuse deemed valid and so recorded, may be suspended from the Board. Upon written request by the suspended trustee, the remaining trustees may, by majority vote, reverse the suspension. A second suspension shall be final and such vacancy shall be filled in accordance with the provisions of the by-laws.

** In the event that a trustee’s obligation to operate in the best interests of Sherman College of Chiropractic and the Board of Trustees conflicts with the interests of any organization in which the individual has a financial interest or an affiliation, the individual shall disclose such conflict to the Sherman College of Chiropractic Board of Trustees upon becoming aware of it, shall absent him/herself from the room during deliberations on the matter, and shall refrain from participating in any decisions or voting in connection with the matter.



Sherman College of Chiropractic Board of Trustees

Code of Conduct Certification

I, _____, certify that I have read and understand the Code of Conduct of the Sherman College of Chiropractic Board of Trustees and agree to comply with it. I affirm that I have no financial interest or affiliation with any organization which may have interests that conflict with, or appear to conflict with, the best interests of Sherman College and Sherman College Board of Trustees. Should such conflicts or apparent conflicts of interest arise in connection with any affiliations, I agree to refrain from participating in any deliberations, decisions or voting related to the matter.

I also agree, during the term as a member of the Sherman College of Chiropractic Board of Trustees, to report promptly to the Board Chair, or his/her designee, any future situation that involves, or might appear to involve me in any conflict with the best interest of the college and the Board of Trustees.

Date

Name

Signature

Address