**Support Organization for Trisomy 18, 13, and Related Disorders (SOFT)**

**CODE of CONDUCT AGREEMENT**

The SOFT organization has adopted the following Code of Conduct

that all SOFT Board of Director members, agree to adhere to by signing below:

1. **ACTIVE PARTICIPATION**

NOTE: SOFT Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

1. Making attendance at all meetings of the board a high priority.
2. Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
3. Cooperating with and respecting the opinions of fellow board members. All board members should agree to keep an open mind to each idea that is presented without bias, regardless of whom presented the idea.
4. Support actions of the board even when the board member personally did not support the action taken. Once a board decision is made, support the decision even if one’s own view is a minority one.
5. Putting the interests of the organization above personal interests.
6. Representing the SOFT organization in a positive and supportive manner at all time and in all places.
7. Showing respect and courteous conduct in all board and committee meetings. Encourage participation, carefully listen, and respectfully respond to other points of view. Refrain from giving explicit direction to the chairman of the board during board meetings.
8. When any board member receives funds on behalf of SOFT, all monies will be submitted to the President as soon as possible for accurate accounting and preserving of the 501(c)(3) status.
9. Observe established lines of communication. President is chairman of the Board and oversees all board functions. When board advisors need to communicate information regarding committee affairs, contact branch supervisor first and then if needed, contact President. See attached chart a.
10. Support SOFT annual conferences through active participation, by attending events, and by offering assistance to the conference committee. Support the annual conference by reserving hotel room(s) at the contracted hotel/conference center. Compensation for one hotel room night will be honored only at the hosting conference hotel.
11. Be an advocate for SOFT and its mission wherever and whenever the opportunity arises in personal and professional networks.
12. **CONFIDENTIALITY**

NOTE: SOFT Board members are reminded that confidential financial, personnel, donors, members and other matters concerning the organization, may be included in board materials and/or discussed in board meetings and board conference calls. Unresolved board issues are considered confidential.

1. Board members should not disclose such confidential information to anyone outside of the current SOFT board of directors.
2. Refrain from trying to influence other current board members outside of board meetings that might have the effect of creating factions and limiting free and open discussion.
3. Not disclose or discuss differences of opinion on the board with those who are not on the board.

The board should communicate externally with “one voice”.

1. **PROCEDURES FOR MANAGING CONLICT OF INTEREST**

NOTE: SOFT Board members shall conduct their personal affairs in such a manner as to avoid possible conflict of interest with their duties and responsibilities as members of the board. Nevertheless, conflicts may arise from time to time. See attachment b.

1. When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of SOFT and the board member’s personal interests, the board member has a duty to immediately disclose the conflict of interest so that the rest of the board’s decision making will be informed about the conflict.
2. Any board member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
3. All conflicts disclosed to the board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the board member with a conflict abstained from the vote (and was not present for any discussion, as applicable) and was not included in the count for the quorum for that meeting.
4. In the event a conflict of interest is discovered and the member was unaware of the potential conflict of interest, the member will be allowed to recuse themselves from the particular area of conflict without having to step down from the board.
5. Any new board member will be advised of this policy and all board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts.
6. This policy shall also apply to any board member’s immediate family or person if requested by the member to act on his or her behalf.
7. **PROHIBITION AGAINST DISCRIMINATION AND HARASSMENT**

NOTE: SOFT strives to maintain a place that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization’s policy to emphasize that sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct towards is subject to removal from the board. Complaints alleging misconduct on the part of board members will be investigated promptly and as confidentially as possible by a task force of the board appointed by the Executive Committee.

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, recognizing the important responsibility I am undertaking in serving as a member of the SOFT Board of Directors, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the SOFT governing documents.

SIGNATURE \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Print Name \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_