

Principles of Intelligence Board Code of Conduct

1. Introduction and Purpose

1.1. This Code of Conduct outlines the expectations and responsibilities of Board Members of Pol.

1.2. As volunteer stewards of Principles of Intelligence (Pol), Board Members have a duty to act in the best interests of the organization, maintain its reputation, and ensure its activities align with its mission and values.

1.3. This Code of Conduct applies to all members of the Pol Board, including the Board Director and any committee members with Board-delegated powers.

2. General Conduct and Responsibilities

2.1. **Duty of Care:** Board Members will exercise reasonable care, good faith, and due diligence in organizational affairs.

2.2. **Duty of Loyalty:** Board Members will act in the best interests of Pol, rather than in their personal interests or the interests of third parties.

2.3. **Duty of Compliance:** Board Members will comply with all applicable laws, regulations, and Pol policies.

2.4. **Professional Conduct:** Board Members will maintain professional and respectful behavior in all Pol-related activities, including Board meetings, advisory communications, and when representing Pol externally.

3. Prohibition of Sexual Misconduct

3.1. Board Members commit to refrain from any form of sexual misconduct as defined in Pol's [Anti-Harassment and Sexual Misconduct Policy](#).

3.2. This includes but is not limited to unwanted sexual advances, requests for sexual favors, or other verbal, visual, or physical conduct of a sexual nature that could create an intimidating, hostile, or offensive environment.

3.3. Board Members are subject to the same standards and reporting procedures regarding sexual misconduct as outlined in the organization's [Anti-Harassment and Sexual Misconduct Policy](#).

4. Disclosure of Relationships and Conflicts of Interest

4.1. Relationships with Employees:

4.1.1. Board Members must disclose any romantic or sexual relationship with any employee of Pol to the rest of the Board at the earliest possible time.

4.1.2. Former relationships with employees must be disclosed if they pose an ongoing conflict of interest.

4.2. Relationships with Other Board Members:

4.2.1. Board Members must disclose any romantic or sexual relationship with other Board Members to the rest of the Board at the earliest possible time.

4.2.2. Former relationships with other Board Members must be disclosed if they pose an ongoing conflict of interest.

4.3. Relationships with External Stakeholders:

4.3.1. Board Members must disclose romantic or sexual relationships with external stakeholders if they would lead to an actual or perceived conflict of interest of an ongoing or regular nature.

4.3.2. For relationship-related conflicts of interest concerning external stakeholders that would only be relevant for a small number of specific decisions, Board Members may recuse themselves from these decisions without disclosing the romantic or sexual relationship.

4.3.3. External stakeholders include, but are not limited to, funding recipients, applicants, contractors, vendors, and partners.

4.4. Disclosure Process:

4.4.1. Disclosures should be made in writing to the Board Director.

4.4.2. If the Board Director is involved in the relationship, the disclosure should be made to the Executive Directors.

4.4.3. All disclosures will be treated with appropriate confidentiality while still allowing for proper conflict of interest management.

5. Conflict of Interest Management

5.1. When a Board Member discloses a romantic or sexual relationship that could give rise to conflicts of interest, the Board must take appropriate conflict of interest mitigation measures.

5.2. Such measures may include, but are not limited to:

5.2.1. Recusal from specific decisions affecting the other party;

5.2.2. Abstention from discussions related to the other party;

5.2.3. Implementation of additional oversight for relevant decisions.

5.3. The specific measures will be determined by the Board based on the nature of the relationship and the potential conflict of interest.

5.4. All conflict of interest management decisions should be documented in Board meeting minutes or other appropriate records.

6. Confidentiality

6.1. Board Members will maintain confidentiality regarding all sensitive information related to Pol, including but not limited to financial information, personnel matters, and strategic plans.

6.2. This duty of confidentiality continues even after a Board Member's term has ended.

7. Use of Authority and Resources

7.1. Board Members will not use their position or Pol resources for personal gain or advantage.

7.2. Board Members will respect the boundaries of their authority as individual Board Members and not speak or act on behalf of the Board or Pol without proper authorization.

8. Attendance and Participation

8.1. Board Members will make every effort to attend quarterly Board meetings and participate actively in discussions and decision-making.

8.2. Board Members will make every effort to come prepared to meetings, having reviewed any pre-meeting materials.

8.3. Board Members will provide advisory support on organizational questions as needed between formal meetings.

9. Non-Compliance

9.1. Violations of this Code of Conduct may result in remedial action, which could include:

9.1.1. Discussion and counseling;

9.1.2. Written warning;

9.1.3. Request for resignation;

9.1.4. Removal from the Board in accordance with Pol's governing documents.

9.2. The appropriate action will be determined by the Board (excluding any Member under consideration) based on the nature and severity of the violation.

10. Acknowledgment

10.1. All Board Members must acknowledge that they have read, understood, and agree to comply with this Code of Conduct upon joining the Board and annually thereafter.

10.2. This acknowledgment can be provided via email confirmation to the Board Director or Executive Directors stating: "I confirm I have read, understood, and agree to comply with the PIBBSS Board Code of Conduct."

10.3. Email acknowledgments will be kept on file by the Board Director or designated administrative support.