

OpMan 15 - Code of Ethics

Effective: March 19, 2017
Effective: March 11, 2021

- I. RESPONSIBLE PARTY:** The Executive Committee (EXCOM) is responsible for ensuring that the staff and members of the Association conducts its operations and functions in accordance with the highest ethical standards. The Ethics Committee shall serve as the action agent for the EXCOM in satisfying this responsibility.
- II. PURPOSE:** To require AOC, its staff and members, to comply with all laws and regulations governing its domestic and foreign operations and to conduct its affairs in keeping with the highest moral, legal, and ethical standards.
- III. AUTHORITY:** The AOC Code of Ethics states explicitly those actions which the members and employees of the Association agree to take in support of this policy, including reporting actual or possible violations of ethical and professional conduct.
 - A. The Code of Ethics embodies the core values of the profession and its members. It is the highest expression of our professional conduct. It is not a set of laws or rules; rather, it is a framework intended to guide conduct and the critical appraisal of conduct in situations that have ethical implications. It is based on an honor system. Adherence to the Code of Ethics is the responsibility of members and employees.
 - B. The Ethics Committee shall review all complaints, questions, and recommendations regarding actual or possible violations of this Code of Ethics. Complaints should be in writing and addressed to the Executive Director, who will forward copies to the Executive Committee and Ethics Committee.
- IV. OPERATIONS:** A copy of the attached “Code of Ethics for the AOC Board of Directors” (pages 3-5) shall be executed annually by each active Board member and employee to become a permanent record of the AOC. Moreover, as a professional association, it is understood that the special expertise of AOC membership carries the obligation to serve with the utmost sincerity and integrity. We accept a personal obligation to our profession, its members, and the communities we serve and to commit ourselves to the highest ethical and professional conduct, which includes, but is not limited to:
 - A. Acting in a professional manner as a faithful agent for our employer(s) with proper regard for the safety, health, and welfare of the public in the performance of our professional duties.
 - B. Treating all persons fairly and with dignity, regardless of race, religion, gender, age, or national origin. We will take affirmative action to ensure that equal employment and advancement opportunity are provided and that the work environment is free of all forms of discrimination and harassment.
 - C. Acting with honor and in accordance with the highest professional standards and utmost sincerity, honesty, and integrity.
 - D. Avoiding real or perceived conflicts of interest. However, if they do occur, disclosing them to the Executive Director, who will forward copies to the Executive Committee and Ethics Committee immediately.
 - E. Stating claims or estimates honestly and realistically to avoid injuring others, their property, reputation or employment by false, deceptive, or malicious claims, comments, or actions.

- F. Not disclosing proprietary information concerning the business affairs or technical processes of a current or former employer.
- G. Ensuring that credit for professional work is given to those to whom credit and acknowledgement is properly due.
- H. Reporting any matters which may represent a violation of ethics, law or regulation, health or safety standard, or breach of national security to the Executive Director, who will forward copies to the Executive Committee and Ethics Committee for resolution. (See Appendix A)
- I. Actively preventing and reporting potential breaches of the antitrust laws and/or anti-competitive activities.
- J. Refraining from engaging in any form of marketing, advertising, or communications that is false, fraudulent, deceptive, or misleading.

Definitions:

Error: An act, assertion, or belief that unintentionally deviates from what is correct, right, or true. The inadvertent or unrecognized omission of information or details, or the misinterpretation of data.

Fraud: A deception practiced to secure an unfair or unlawful advantage; a deliberate fabrication, falsification, or omission of information or data.

Plagiarism: The representation or use of another's work in any form as one's own without appropriate acknowledgment.

Misconduct: Behavior not in conformity with prevailing standards or law. Examples include, but are not limited to, dishonesty, fabrication, falsification, malfeasance, plagiarism, misrepresentation, or other serious deviation from accepted norms or practices.

Code of Ethics for the AOC Board of Directors

Purpose of the Code of Ethics

While ethical behavior incorporates the base principles of fairness and honesty which are fairly obvious, there are many other potential pitfalls for Board members who may not be aware of all possible implications of his/her actions or, in some instances, lack of action. The fact that a Board as a whole has ethical obligations to its members, and ultimately to all members of the organization, is often overlooked and is therefore at the root of unethical behavior.

Statement of Commitment

In establishing policy for and on behalf of the AOC's members, I am a custodian in trust of the assets of their association. The members have put their trust in my sincerity and abilities. In return, the members deserve my utmost effort and dedication.

I acknowledge and commit acting with a high standard of ethics as I devote my best efforts, skills and resources in the interests of the AOC and its members. I will perform my duties as Board member/Director in such a manner that members' confidence and trust in the integrity, objectivity and impartiality of the AOC is sustained.

Ethical Guidelines

General

1. I will always hold the betterment of the membership of the Organization as my priority, including during all participation in discussions and voting matters.
2. I recognize that I am obligated to act in a manner that will withstand the closest public scrutiny and conform to the highest standards of integrity, transparency, and accountability.
3. It is my responsibility to contribute to the Board of Directors any suggestions of ways to improve the Organization's policies, standards, practices or ethics.
4. I will not abuse my position as a Board member by suggesting to any Organization employee that I am entitled to or expect any special treatment beyond regular members of the Organization.
5. I will declare any conflict of interest, be it real, potential, or perceived, which is not immediately obvious with regard to any matter being discussed in my presence during a meeting.
6. If the Board decides at any time during a meeting that I have a conflict, I will accept their request that I refrain from participating in the discussion and I will leave the meeting at the Board's request. I understand that the Board's decision will be recorded in the minutes, either with or without the reasons for the decision being also recorded.
7. I understand that the following activities are considered to be conflicts of interest, and that conflicts of interest are not limited to the following situations:
 - a. Where a Director makes a decision or acts motivated by considerations other than "the best interests of the Organization."
 - b. Where a Director personally contracts with the Organization or where he/she is a Director of other organizations which are contracting with this Organization.

- c. Where a Director learns of an opportunity for profit which may be valuable to him/her personally or to another organization of which he/she is a member, or to other persons known to the Director.
- d. Where a Director puts his/her personal interests ahead of the best interests of the Organization.

Information

8. I will not knowingly take advantage of or benefit from information that is obtained in the conduct of my official duties and responsibilities as a Board member, and that is not generally available to membership.
9. I will be alert to information which the Organization can use to develop improved policies and strategies.
10. I will protect the Organization's information closely and will not release or share confidential information without the permission, preferably in writing, of the person who provided it.
11. I will maintain the confidentiality of all information which the Board deems confidential.

Resources

12. I will be mindful of resources which are in my trust on behalf of the Organization, and will help establish policies which ensure the maximization of secure and protected resources.
13. I expect to be reimbursed for legitimate expenses I incur for the sake of the Organization. I will document all such expenses, keeping them reasonable and justifiable. I will discuss expenses which may be in question with the Organization's Executive Director or President.

Gifts and Hospitality

14. Personal gifts, favors, or benefits offered because of the business the offering party does with the Association can be, or be perceived to be, offered in an attempt to secure an advantage. In general, I will refuse them on the basis that it is against Association Policy to accept gifts from business contacts.
15. There are two instances when acceptance of gifts is allowed. They are when the gift is a normal promotional handout of nominal value or when refusal of a gift at a gathering could be perceived as a slight to the presenting party. In all cases, gifts received by Directors due to their position on the Board shall be reported to the Executive Committee, which will determine final disposition.

Representing the Organization

16. As part of my duties as a Board member, I represent the Organization informally and formally to other associations, societies, government officials, and business representatives. I recognize the importance of representing the AOC in such a way as to leave others with a positive impression of the Organization. In my duties I will preserve and enhance the good reputation of the AOC and avoid behavior that might damage its image.

Interpretation

17. The President of the Organization shall ensure that the practice of this policy is fair, just, and equitable in all situations of interpretation and application.

Enforcement

18. The President is ultimately responsible for immediate interpretation, application, and enforcement of this Code of Ethics. All complaints concerning a possible violations shall be made in writing to or by the President with a copy provided to the complainant (accused).

The President shall make an initial determination of the issue and shall attempt initial resolution of the problem with the complainer (accuser) and the complainant (accused).

If initial resolution is not successful, the President shall refer the complaint to the Audit & Inspection committee, which will investigate and submit a written report to the Executive Committee within 30 days. The President will render his/her decision within ten days of receiving the Audit & Inspection Committee report.

The President's decision may be appealed in writing to the Board of Directors for consideration the Board's next regular meeting for a final decision. The final decision shall be delivered in writing to the complainer and complainant.

Delegation and Penalties

19. Should the President be the subject of a written complaint, the Vice President shall perform the duties normally assigned to the President in this matter.

20. Penalties imposed for breach of the code of ethics may include, but are not limited to, the following:

- a. Excluding the Director from portions of all future meetings and discussions which relate to the stated conflict of interest.
- b. Censure of the Director, in private, in public, or both.
- c. Removal of the Director from office by a resolution passed by a vote of two-thirds of the members voting at an annual or special general meeting, provided that notice of such a proposed resolution is given with the notice calling the meeting.

I have read and I accept the AOC's Code of Ethics for Board Members.

_____ (Date)

_____ (Signature of Director or Nominee)

_____ (Printed Name)

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Appendix A

Conducting and Reporting an Investigation

In the instance the Executive Director or the President receive a complaint of possible violation of ethics, law or regulation, health or safety standard or breach of national security, at the direction of the President, the Ethics Committee will conduct a thorough investigation.

Responsiveness to a complaint and an investigation will not only yield the best information and evidence, but it will also enhance both the investigator's and the organization's credibility. Investigations can help the organization identify and resolve internal problems before they become widespread. Given that every complaint has the potential to become a lawsuit, employers should investigate every case in a manner in which it can be presented to a court of law, if necessary. As potentially disruptive as investigations can be, they must be prompt, thorough and effective to ensure everyone's protection.

The following steps should be taken as soon as a written complaint is received.

1. Select the investigator – the Ethics Committee Chairman shall appoint an investigator who can investigate objectively without bias and who has no stake in the outcome. The investigator should not have a personal relationship with the involved parties. The outcome should not directly affect the investigator's position within the organization. Consider appointing an attorney-investigator if the complaint warrants it.
2. Create a Plan for the Investigation - A complete plan should include an outline of the issue, the development of a witness list, sources for information and evidence, interview questions targeted to elicit crucial information and details, and a process for retention of documentation (e.g., interview notes and e-mails that could be treated as evidence).
3. Develop Interview Questions - Questions should be developed ahead of time in the planning stage although additional questions will be added throughout the investigation as more evidence and information are shared. Good questions are relevant and designed to draw out facts without leading the interviewee; they should be open-ended to elicit as much information as possible.
4. Conduct Interviews - the investigator should inform all parties involved of the need for an investigation and explain the investigation process. Caution should be used when stressing confidentiality of the investigation process as this may be seen as interference with employee rights to engage in concerted activity under the National Labor Relations Act (NLRA).
5. Make a Decision - Through the investigation, the investigator must be careful not to jump to any conclusions before all the facts are available. Once the interviews are conducted, other necessary procedures, such as evidence collection, should be completed. Once any credibility issues have been resolved, the investigator will evaluate all the information for a formal recommendation The

investigator should provide written recommendations to the Ethics Committee. The Ethics Committee should discuss the recommendations and then the Ethics Committee Chairman should present the discussion to the EXCOM. The President, as well as legal counsel if necessary, should make the final determination of any actions that are warranted based on the investigative report.

6. Closure of Investigation - Notify both the complainant and the accused of the outcome. It is important to let the complainant know that the organization took the complaint seriously and took appropriate action. The organization must ensure the complainant agrees that he or she has been properly heard and understood, even if he or she is not in agreement with the results. The investigator should remind all parties to preserve confidentiality as appropriate.
7. Develop Written Summary Investigation Results - The goal of the document is to ensure that if a court, jury or government agency were to review it, the reviewers would conclude that the employer took the situation seriously, responded immediately and appropriately, and had a documented good-faith basis for any actions taken during or as a result of the investigation.
 - The final report should summarize the following:
 - The incident or issues investigated, including dates.
 - Parties involved.
 - Key factual and credibility findings, including sources referenced.
 - Employer policies or guidelines and their applicability to the investigation.
 - Specific conclusions.
 - Party (or parties) responsible for making the final determination.
 - Issues that could not be resolved and reasons for lack of resolution.
 - Actions taken.
8. File Report and Other Necessary Findings - ensure the final report and all necessary investigation findings are filed and stored at AOC HQ.

The Executive Director is kept informed of issue/incident/complaint concerning any staff member. In case of the incident affecting the President, the Vice President will assume roles that would normally be accomplished by the President.