

ICOM-US Board of Directors Unified Document:

Code of Conduct, Conflict of Interest, Whistleblower Policy and Director Expectations

Revised and Approved April 6, 2025

I. Introduction

To enable ICOM-US to achieve its mission, goals, and strategic plans, ICOM-US requires best practice in governance and the highest standards of ethical behavior from its elected and ex-officio representatives in adherence to ICOM's statutes, regulations, and ethical provisions.

II. Scope and Application

The ICOM-US Code of Conduct, Conflict of Interest, Whistleblower Policy applies to all ICOM-US Board Members (elected and ex officio) during their terms of office, and beyond in terms of confidentiality.

III. Code of Conduct

A. Roles and Responsibilities

- The Board's role is to serve ICOM-US members through mission and policy development, strategic planning, and resource building and stewardship, including implementation of strategic plans and monitoring expenditures.
- Board members participate fully and actively in the work required, fulfilling their duties responsibly, always acting in good faith and with the best interests of ICOM-US at the forefront of their decisions.
- Board members are expected to actively serve on at least one Board Committee
- To facilitate the work of ICOM-US, the Board Chairperson or Co-Chairpersons appoint Board Committees and charge the committees with responsibilities.

B. Compliance

- Each Board Member complies with ICOM's statutory, regulatory, and ethical provisions including the ICOM Statutes, the ICOM Internal Rules, and the ICOM Code of Ethics. Each Board Member also agrees to abide by the provisions of this ICOM-US Code of Conduct.

C. Orientation

- At the beginning of each new term of office of the Board, the Chairperson or Co-Chairpersons of the Board will lead an orientation session to ensure effective working relationships based on a clear understanding of the roles and responsibilities of the elected ICOM-US Board Members.

D. Meetings

- Members of the Board are expected to attend Board meetings either in person or online. If a Board member is unable to attend a meeting for personal or professional reasons, advance notice to the Chairperson or Co-Chairpersons is required.
- Between meetings of the Board, the Chairperson or Co-Chairpersons may be called upon to act upon urgent issues. Such issues will be discussed with the Executive Committee (including the ICOM-US Officers and Board Committee Chairs). Any decisions made under such circumstances shall be reported to the Board at the earliest opportunity with an explanation of the emergency and the subsequent action taken.

E. Principles and Practice

- All Board members are expected to maintain a high level of professional collegiality and respect for each other in Board meetings.
- Board members value and respect the diversity of opinions expressed by all members of the Board and respect the principle of collegial decision-making. In practice, this principle means that the free and open exchange of different viewpoints within Board meetings is encouraged and is considered integral to the democratic decision-making process.
- Board members ensure that they fulfill their duties free of any bias associated with gender, sexual orientation, national origin, race or ethnicity, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.
- Once a decision has been reached, Board members act in a collegial spirit, respecting and supporting the decision irrespective of personal preference. To prevent the misuse of remarks attributed to Board members, the individual voting preferences of Board members are not reported.

F. Communication

- The Board endeavors to make the decision-making process and the decisions of the Board as transparent as possible for the benefit of ICOM-US and its members. To this end, the results of decisions, a summary of arguments underlying major decisions, and the number of votes for and against decisions are reported within the minutes.
- Board members recognize that they have a responsibility to achieve a balance between the principles of confidentiality necessary to the discussion of matters within Board meetings and the responsibility to apply the principle of transparency in the communication of their decisions and decision-making processes to the membership.
- The Board Chairperson or Co-Chairpersons are the official spokespeople for ICOM-US. They may designate another Board member(s) to speak on behalf of ICOM-US on a designated topic. In the case of a Board member speaking at a public forum or with the press, the principle of collegial support for any Board decisions is followed. When engaging with social media, which is also a public forum, Board members respect the collegial provisions for Board decisions.

IV. Conflict of Interest Policy

A. Purpose

- The conflict of interest policy serves to protect the interests of ICOM-US, as a tax exempt organization, when entering into transactions or arrangements that might benefit, or be perceived to benefit, the private interests of an elected or ex officio Board Member or a Committee Member with governing Board-delegated powers with a direct or indirect financial interest, or might result in a possible financial benefit, or a perception of such benefit, to the individual.

B. Overview

- Board members exercise the powers associated with Board membership for the good of ICOM-US rather than for personal benefit.
- Board members work to ensure that no conflict arises, or could reasonably be perceived to arise, between being a member of the Board and his/her private or professional interests.
- Board members promptly and fully disclose information in writing to the ICOM-US Board Chairperson or Co-Chairpersons should any actual or perceived conflict of interest arise.
- Board members agree not to misuse information gained during Board service for personal benefit.

C. Scope

- This policy applies to any elected or ex officio Board Member or Committee Member with Board-delegated powers with direct or indirect financial interest, as defined below.
- A person has financial interest if the person, directly or indirectly, through business, investment, or family has:
 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; (or)
 3. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Organization is negotiating a transaction or arrangement.
 4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

D. Disclosure of Potential Conflicts of Interest

- In connection with any actual, perceived, or possible conflict of interest, a Board or Committee Member with potential financial interest must disclose the existence of the potential financial interest in writing to the Chairperson or Co-Chairpersons or the Executive Committee. If a Chair or Co-Chairperson has the potential conflict of

interest, then the disclosure is sent to the other members of the Executive Committee with no financial interests.

E. Determination of Conflict of Interest

- The Chair or Chairpersons, in consultation with the Executive Committee members with no financial interests, determine if there is a conflict of interest and what actions should be taken.

V. Whistle Blower Policy

A. Reporting of Policy Violations

- The ICOM-US Board encourages written reporting of complaints and inquiries to the Board Chairperson or Co-Chairpersons or to other members of the Executive Committee not listed in the complaint if the Chairperson or Co-Chairpersons chairs are the subject of the complaint. Reviews and responses to complaints will be objective and prompt.
- This policy covers serious violations of policies or laws, including improper conduct by ICOM-US, by its leadership, or by others on its behalf.
- Subjects considered under this policy include financial malfeasance, profiteering, ethical violations, or other illegal or improper practices or policies. Complaints about issues covered by other ICOM-US mechanisms should be addressed through those mechanisms. For example, complaints about alleged discrimination or harassment should be addressed through the organization's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes addressed through those other mechanisms.

VI. Code of Conduct Acceptance

The Code of Conduct establishes standards of conduct and behavior that will guide the actions of ICOM-US elected and ex officio Board members

In signing this Code of Conduct, Board members agree that they have read and understood the contents of this Code before beginning service on the ICOM-US Board, including the Board Expectations in Attachment A, and will undertake to abide by these principles and practices.

VII. ATTACHMENT A

ICOM-US Board of Director Expectations

Welcome to the ICOM-US Board of Directors. The Governance Committee is committed to doing everything it can to help you fulfill your role as a Board Member and that you are enriched by this experience. Board Members who make the strongest contribution are those who understand their fiduciary responsibilities and have been active participants on the Board and in our activities. To assist you in making the smoothest transition into your active role on the Board, we outline below a list of specific responsibilities expected of all Board of Directors.

I. ICOM-US Vision

ICOM-US will serve US museums and US museum professionals as a primary resource for information and education on international issues as well as guidance on ethical concerns. It also serves as a portal to the global museum community, creating access to international colleagues and communities of professional engagement. ICOM-US and its members are leaders in creating a world in which natural and cultural resources and heritage are universally understood, valued, and protected.

II. ICOM-US Mission

The mission of ICOM-US is to facilitate and to increase US museum professionals' participation in the worldwide cultural community as well as to represent and to advocate for US museums' international interests and perspectives within ICOM. ICOM-US serves US museums and museum professionals in promoting their engagement in ICOM and in the global cultural community. It functions as:

- A trusted source of information, knowledge, and resources;
- An active broker of exchange and collaboration among museum colleagues worldwide; and
- An articulate advocate and representative of the international interests of US museums.

III. Setting Mission Direction

Effective Board members:

- Know the ICOM mission and purpose and help shape goals, priorities, and programs.
- As required, are individual or institutional members of ICOM-US.
- Actively participate in the ICOM-US planning processes and assist in monitoring implementation.
- Prepare for, regularly attend, and actively participate in Board meetings and serve on at least one Board committee.

IV. Providing Oversight

Board members:

- Approve and help set annual goals. Ensure that the appropriate Board committee implements an annual evaluation process.
- Protect and ensure proper controls are in place.
- Ensure that ICOM-US programs are consistent and supportive of its mission and purpose.
- Ensure that the Board adheres to legal standards, the ICOM Code of Ethics, and the ICOM-US Code of Conduct, including maintaining confidentiality and integrity of Board discussions.

V. Ensuring Resources

Board Members are expected to:

- Be advocates. As ambassadors and connectors, actively support ICOM-US colleagues by introducing them to community leaders and funders.
- Ensure a self-generating, competent Board through support of the Governance Committee by identifying qualified individuals whose membership on the Board will improve its effectiveness and support ICOM-US priorities.
- Serve on one or more of the Board's sitting committees or on ad hoc committees as needed.