

Dear Colleagues,

I am offering a motion to modify to the Policy on Board Governance that are based on an effort to change sections that appear to not allow a Director an opportunity to explain to the members of his Division how he/she) voted in a public vote. Nothing in these modifications are intended to promote or allow the release by a Board Member or Vice Director of otherwise private and sensitive information such as that information discussed in a Committee of the Whole.

I propose one change for the reference to the "By-Laws" and changes the reference to the "ARRL Articles of Incorporation".

Additionally I have three modifications that I would like to make for readability.

Specifically, this motion seeks to modify the Policy with the following changes:

1. In Standards of Conduct, paragraph 1 second line strike "at all times" and replace with "always" (for readability)
2. In 6. CONFIDENTIALITY, 6.c. remove "discuss or" add "other" and strike "(including his/her own)".
3. Under the heading 8. strike the first line in it's entirety
"A Board member must accept and publicly support Board decisions."
4. In 8.d. first line, add the words "disparaging".
5. In Compliance with this Policy, 1. (second line) strike "of a particular application" (for readability)
6. In Compliance, 2. , remove the Roman Numeral "XIII" (13) and replace with "12" to refer to the correct paragraph and strike the word "Bylaws" and replace with "ARRL Articles of Association".
7. In Compliance, 3., remove "any and all" and replace with "all" (for readability)

Respectfully Submitted

Kermit A. Carlson W9XA
ARRL Director, Central Division
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ARRL POLICY ON BOARD GOVERNANCE AND CONDUCT OF MEMBERS OF THE BOARD OF DIRECTORS AND VICE DIRECTORS

Being elected to serve on the ARRL Board of Directors is an honor and privilege bestowed by the membership. It is one that carries with it a serious responsibility to serve the interests of the ARRL and its members. Members of the Board of Directors and Vice Directors serve in a representative capacity relative to ARRL members, and in a fiduciary capacity relative to the organization as a whole. References below to Board members apply equally to Vice Directors.

Board members should conduct themselves and perform their duties with integrity, collegiality and care.

Board members, as fiduciaries, must always abide by, and are obligated to ARRL as an organization to follow, the three legal duties of good faith, care and loyalty during their tenure. The duty of good faith means that the Board member must act in compliance with the corporate mission, at Division and national levels, and not in a way that is inconsistent with ARRL's goals. The duty of care requires Board members to be informed as to ARRL matters and to conduct themselves in a manner reasonably believed to be in the best interests of the corporation. The duty of loyalty means that the Board member must act in the best interests of the corporation and its mission, rather than in the Board member's own interest or in the interest of another person or entity. Each Board member has basic responsibilities that derive from these legal obligations:

- Supporting the mission and purpose of the ARRL, as reflected in its Articles of Association, and abiding by its Bylaws and policies;
- Diligently preparing for, attending, and participating in Board meetings, committee meetings and related activities;
- Ensuring that the financial and business affairs of the ARRL are, to the best of the Board member's awareness, managed in a responsible manner;
- Acting always in good faith and in the best interests of the ARRL organizationally, setting aside any personal interest and avoiding any conflicts of interest or actions taken in the interest of the Board member or of third parties rather than in the interest of ARRL;
- Cooperating with and respecting the opinions of fellow Board members and management, leaving personal prejudices out of all board discussions and showing respect and courteous conduct in all board and committee meetings;
- Maintaining the confidentiality of, and making no unauthorized disclosure of, sensitive or proprietary information obtained as a result of Board service;
- Representing the organization and its initiative and advocacy efforts in a positive and supportive manner at all times and in all places;
- Supporting actions taken by the Board even when the Board member personally did not or does not support the action taken, avoiding any adverse characterization of Board decisions that might bring the organization into disrepute;

- Taking no actions beyond the scope of the Board member's authority; and
- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with Board policy.

Board members must also recognize that the Board acts only as a collective entity. Success of ARRL and the success of Amateur Radio generally depends on the contributions of all Board members; their ability to work well together; and the fulfillment of the obligations listed above.

Based on the foregoing core principles and obligations of each Board member, this Policy establishes standards of conduct expected of each Board member and Vice Director.

STANDARDS OF CONDUCT

1. INDIVIDUAL CONDUCT:

To properly serve the ARRL and its members, each Board member must **at all times always** act with dignity and integrity, both inside and outside of Board meetings, reflecting the ARRL's high standards for ethical behavior and professionalism.

- a. Each Board member sets the tone for ARRL, its members and volunteers by acting as a leader and serving as an example of dedication, integrity and professional conduct.
- b. A Board member should take no action that could adversely affect the reputation or credibility of the ARRL, or discourage membership in the organization.

2. FINANCIAL RESPONSIBILITY

: Each Board member serves as a fiduciary of the ARRL's resources and is accountable to the members for prudent management of the ARRL's financial and business affairs.

- a. A Board member should read and understand the ARRL's financial reports, committee reports and other documents pertaining to the operations of the ARRL.
- b. A Board member should actively engage in decisions relating to the allocation of resources and monitoring of financial performance.

3. CONFLICTS OF INTEREST

: Each Board member must act in good faith and in the best interests of the ARRL, above any personal interest or the interests of any particular constituency.

Each Board member is subject to, must be familiar with, and must follow the ARRL's Conflict of Interest and Ethics policies as they may be amended from time to time. It is not a conflict of interest for Board members to be advocates for the collective interests of members in the Division they represent. Board members should, however, be open to the views and needs of all areas of interest in Amateur Radio, and should act and vote based on the overall good of the ARRL, without partisanship.

4. BOARD COMMITMENTS:

Each Board member must devote the time and resources reasonably necessary to fulfilling his/her commitments to Board activities.

- a. A Board member should demonstrate due diligence in preparation for and attendance at Board meetings, committee meetings and other activities on behalf of the ARRL.

b. A Board member should strive to be informed about the needs and opinions of the ARRL membership, and should ask any questions necessary to be fully informed about the issues being addressed by the Board, before making decisions.

c. A Board member should give open and fair consideration to diverse and opposing viewpoints.

d. A Board member should exercise independent judgment, and should not hesitate to express and discuss dissenting opinions in a candid, but appropriate and courteous manner during Board deliberations, such being the best way to develop sound policy.

5. RELATIONS AMONG BOARD MEMBERS:

Each Board member must foster an environment of respect, cooperation and collegiality. A Board member must not unduly disrupt the Board or detract from its operating in an efficient and effective manner.

a. A Board member should treat other Board members with courtesy and allow other members of the Board to candidly express their views.

b. A Board member should respect the differing opinions of others. Board members may disagree on issues, but disagreements should be directed at the issue; personal, ad hominem attacks are not acceptable.

c. A Board member should never undermine, sabotage or falsely impugn another Board member or the organization as a whole. However, this is not intended to preclude a Board member, acting in good faith, from reporting a suspected violation of this Policy or the Conflict of Interest Policy set forth in the ARRL By-Laws to the ARRL's Ethics and Elections Committee.

6. CONFIDENTIALITY:

Transparency in governance and input from ARRL membership are both important considerations for the Board. Board members must, however, balance those considerations against their legal and fiduciary obligations to maintain the confidentiality of sensitive or proprietary information obtained as a result of Board service. In addition, maintaining the confidentiality of the Board's deliberations (especially but not limited to those discussions held in executive sessions or committees of the whole) is essential to having full and frank discussions necessary for effective policymaking. Therefore, subject to the standards of this Code of Conduct relative to Public Statements, Support of Board Decisions and the exceptions noted below, a Board member may and should solicit input from ARRL members on policy matters being considered by the Board, and may informally share with ARRL members the final actions taken and the issues considered by the Board in reaching its decisions.

However:

a. A Board member may not disclose any matters addressed in executive session to anyone not entitled to participate therein.

b. A Board member may not disclose confidential or proprietary information, including draft documents or briefing materials identified as confidential, which were obtained as a result of ARRL Board service, to anyone outside the Board or authorized ARRL staff.

c. A Board member may not, in disclosing anything about the Board's deliberations, discuss or disclose the votes of the Board or of other individual Board members (including his/her own) unless the Board has previously made the votes public. Nor shall any Board member falsely characterize the positions, policies or decisions of the Board or the points of view taken by any member of the Board with respect to them.

d. A Board member may not disclose anything about Board actions or deliberations if the Board has determined to defer announcement of that action or to control the dissemination of that information.

7. PUBLIC STATEMENTS

A Board member may not act or give the appearance of acting on behalf of the ARRL organizationally, unless specifically empowered to do so under the Bylaws or specifically authorized by the Board or by the President.

a. A Board member who, by virtue of Board assignments or duties, or at events within the Division is asked to or is expected to communicate about ARRL affairs through an official ARRL communication channel or forum is authorized to speak in that capacity and for that purpose.

b. Except where so empowered or authorized, a Board member speaking publicly to ARRL membership or in any other public forum must ensure that his/her statements are clearly identified as personal opinions and that he/she is not speaking on behalf of the ARRL in any official capacity or expressing the views or positions of the ARRL or any other ARRL Board Member. Even with such a disclaimer, a Board member may not make any adverse or false characterization of Board decisions that might bring the organization into disrepute.

8. SUPPORT OF BOARD DECISIONS

~~A Board member must accept and publicly support Board decisions.~~

a. A Board member, as a leader in Amateur Radio, is encouraged to be an ambassador and an advocate for ARRL and, subject to the Confidentiality Standard of this Code of Conduct, to publicly promote the activities and actions of the organization with the ARRL membership. In doing so, a Board member must act at all times faithfully to the intent of the Board as expressed in its official statements, and should not reinterpret or re-characterize the Board's actions to reflect his/her own view or the views of any other Board Member.

b. While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, a Board member also has the obligation outside the Boardroom to respect and support and explain final decisions of the Board, even when the Board member dissented from the majority view.

c. A Board member who does not support a Board decision may express his/her opposition within the Board and publicly in an appropriate manner.

d. A Board member must not take actions publicly or with respect to the ARRL membership that have the purpose or effect of undermining or, discrediting or disparaging the decisions or actions of the Board.

e. If a Board member is ultimately unable to accept a Board decision and is unable to influence a change, the Board member should consider voluntarily resigning his/her position on the Board.

f. A Board member may not publicly oppose a Board action prior to the effective date of his or her resignation from the Board.

9. RELATIONS WITH STAFF

A Board member must appreciate the strategic and policy role of the Board, and respect the separate and distinct roles of the CEO and ARRL staff to responsibly manage and administer ARRL's day-to-day activities. It is the role of the Officers and Staff, not the Directors, to implement Board policy.

a. A Board Member should refrain from intruding on administrative issues that are the responsibility of Officers or management, except to monitor results and prohibit actions that conflict with Board policy. If a Board Member believes that staff is acting in a manner that is inconsistent with ARRL policies, the Board Member should raise the concern with the appropriate officers or with the Board.

b. A Board member should treat employees of the organization courteously and professionally. Board members should never issue instructions to or obtain work commitments from staff directly. That is the proper role of the CEO.

c. ARRL staff has the right to work in a professional atmosphere that prohibits discriminatory practices, including harassment. All relations between Board members and staff must be professional and free of bias, prejudice and harassment. Accordingly, Board policy forbids any unwelcome conduct that is based on an individual's race, color, religion, sex, age, creed, national origin, ancestry, disability, sexual orientation, or any other protected characteristic as established by law. ARRL will not tolerate any form of harassment or discrimination that violates this policy.

d. Unwanted personal contact with, and unwelcome advances toward members of the staff are never acceptable.

e. Board members should never conduct independent investigations and they should never interfere in day to day operations of the ARRL.

f. Board members should never engage in harassing conduct, such as epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes or display or circulation in the workplace of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through e-mail).

g. Inappropriate bullying, either direct or indirect, whether verbal, physical, or otherwise, conducted against others in the course of Board service, will be handled with the same level of gravity as other harassment.

COMPLIANCE WITH THIS POLICY

1. Board members are expected to use good faith efforts to comply with this Policy. A Board member who is unsure about the interpretation of a particular application of these Standards of Conduct should consult with the President of the ARRL or the Chair of the Ethics and Elections Committee. If a Board member is unable or unwilling to carry out the material responsibilities of his/her position or to conduct him/herself in a manner consistent with the Policy, the Board member should consider voluntarily resigning his/her position on the Board.

2. A Board member or members who wish to bring a complaint of violation of this Policy must do so in writing, addressed to the President of the ARRL or the Chair of the Ethics and Elections Committee. The Ethics and Elections Committee (excluding any member who is personally involved in the complaint) will then, with input as needed from the General Counsel and any complainant(s), determine a course of action for handling the complaint in accordance with Article XIII 12 of the Bylaws. ARRL Articles of Association

3. Any complaint made under this Policy, ~~any and all~~ any proceedings of the Ethics and Elections Committee involved in investigating and resolving it, and any outcome of such proceedings – other than a public reprimand, suspension, expulsion or other outcome that requires disclosure by ARRL – shall be considered Board confidential unless the subject of the complaint requests disclosure of those proceedings.

4. If the Ethics and Elections Committee determines that a Board member has violated this Policy, corrective measures may be required of the offending Board member and/or discipline may be imposed. Corrective measures or discipline should be appropriate to the facts and circumstances of the violation and, subject to the Bylaws and applicable law, may include the following:

a. Admonishment or reprimand, whether privately by the Board or publicly by the ARRL.

b. Requirement for remedial action to be taken.

c. Removal from certain Board-related assignments and/or loss of certain Board duties or privileges.

d. Actions initiated to seek removal from the Board or as an officer.

Appeals from the decisions of the Ethics and Elections Committee shall be conducted pursuant to the ARRL Bylaws.

End of Standards of Conduct