

Code of Conduct for Directors of the Society for Conservation Biology North America

This document articulates the responsibilities of Members of the Board of SCBNA. The document is to be signed as close as possible to the beginning of a board member's term.

SCBNA Mission and Vision The Society for Conservation Biology North America advances the science and practice of conserving the Earth's biological diversity. SCBNA is a community of conservation professionals and a leading scientific voice for the study and conservation of Earth's biological diversity.

SCBNA Values

RESPECT: We treat colleagues with respect and dignity and show regard for the views and opinions of others.

EQUITY, DIVERSITY & INCLUSION: We value colleagues from all backgrounds and cultures with different skills, abilities, and perspectives; we ensure that everyone has an opportunity to fully contribute to our mission.

ACCOUNTABILITY & TRANSPARENCY: We take responsibility for our decisions and actions, and are honest about our successes and failures.

COLLABORATION: We embrace teamwork and encourage people to work together to develop solutions to the world's conservation challenges.

INTEGRITY: We act in a manner consistent with our core values and mission and uphold the highest standards of honesty and ethical behavior.

Contract

I believe in the mission and vision of SCBNA. As a board member, I will have authority to vote and determine the policies, directions, and budgets of SCBNA during my term. I will act responsibly and prudently as its steward. As a board member:

- I serve on a body that is fiscally responsible for the organization.
- I am legally responsible to this organization. I am responsible to know and approve all policies and programs and to oversee their implementation.
- I pledge myself to promote SCBNA's mission, vision, and well-being.
- I agree to adhere to the following Code of Conduct.

Code of Conduct Each board member agrees to:

1. Read the SCBNA bylaws, SCBNA Strategic Plan, and relevant information on the SCBNA website.
2. Carry out duties of board members as described in the bylaws. In particular, each board member will participate actively in creating and overseeing SCBNA's budget, and in planning SCBNA activities, programs, and services.
3. Maintain membership in SCB and SCBNA at the board member's own expense, make an annual financial contribution to SCBNA, and pay for travel to one in-person meetings during their term.
4. Mark all Board meetings on the board member's calendar as soon as the dates are announced, and participate in Board meetings, with no more than 2 absences in any 2-year period. (Exceptions to this policy due to illness or other extenuating circumstances may be considered by the Board on an individual basis). The Board meets 4 to 5 times per year, usually via phone, with 1-2 in-person meeting per 2-year period (typically for 1 day in conjunction with an SCBNA Congress and at one other time in the following year).
5. Prepare for each meeting by reading the Board Briefing Book that will be provided at least 1 week in advance. If the board member has materials that other board members need to review prior to a meeting, the board member will provide that material to the section president or secretary at least 2 weeks before the meeting, and will vet the material with the committee before submission. During meetings, board members will use email, text messaging, and other devices only as needed to contribute to the board's work.
6. Within six months of assuming office, serve on either one or more board committees or as Secretary.
7. If a committee is chaired by the board member, the board member will (a) appoint other committee members consistent with the committee's Terms of Reference within 6 weeks of assuming the chair, replace non-responsive committee members as needed (b) Develop a 1-year or 2-year committee work plan within 10 weeks of assuming the chair, and update the committee's work plan before the end of that 1- or 2-year period. (c) Carry out duties of the committee as described in the Bylaws and Terms of Reference of the Committee. (d) Provide the board secretary with minutes of each committee meeting. (e) Respond in a timely fashion to requests from other board members, or other committee chairs. (f) Submit a committee report for the Board Briefing Book for each quarterly meeting. (g) Convene the committee at least once every 6 months.
8. Commit time to developing financial resources for SCBNA, using the board member's personal and professional skills, relationships and knowledge for the advancement of SCBNA.
9. If needed, seek advice from other board members, or committee chairs, on how to best perform the board member's duties. If unable to discharge those duties, the board member will communicate this promptly to the President, who will try to help address

the issues or who can accept the board member's resignation.

10. Act with honesty, integrity and transparency, and speak up if the board member has questions or concerns, including concerns about misconduct, or is aware of issues that may have an adverse effect on SCBNA. The board member will fill out and sign a conflict of interest form annually.
11. Represent SCBNA in a positive and supportive manner at all times, work respectfully and in good faith with board members, chairs, SCBNA staff, and SCBNA members. Board members will keep confidential information confidential. Board members will not harass, bully, or discriminate against colleagues or SCBNA members.

In return, SCBNA will be responsible to each board member in the following ways:

1. SCBNA will maintain board members & Officers Insurance on behalf of each board member at SCB's expense.
2. SCBNA will send, without the board member having to make a request, financial reports, advance notice of Board meeting dates, and briefing books for upcoming board meetings.
3. On the request of the board member, the President will designate a mentor, who will be a current or former board member with exemplary service.
4. The SCBNA website will maintain an online compendium of all Board policies and decisions.
5. Board members, SCBNA staff, and chairs of SCBNA committees will respond in a straightforward fashion to questions that the board member feels are necessary to carry out responsibilities to SCB. Board members and staff will work in good faith with the board member toward achievement of our goals. If the organization does not fulfill its commitments, the board member can call on the board president to discuss the organization's responsibilities.

Signed: Date

Printed Name:

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