

In order to ensure compliance with applicable laws and to protect Foundation Beyond Belief (FBB), its members, officers, directors, staff, and committee members from potential legal problems regarding conflicts of interest and violation of fiduciary obligations, FBB endorses and adopts the following Code of Conduct policy.

FBB's Board of Directors recognizes that a violation of this policy may harm FBB's ability to carry out its mission and maintain its reputation and economic viability. Directors understand that violating this policy may lead to one or more of a host of sanctions, including termination. Each Director shall review and sign this policy and the other policies listed in Section V annually. The code of conduct duties include:

### **I. Duty of Loyalty**

Among the fiduciary obligations of an officer, director, staff member, or committee member of a non-profit corporation is duty of loyalty to the non-profit corporation's mission and values. As representatives of FBB, officers, directors, staff, and committee members are obligated to maintain this duty of loyalty in all manner of activities during their term(s) of office. Duty of loyalty obligations include:

- supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by FBB's Board of Directors
- fully disclosing actual or potential conflicts of interest as detailed in FBB's [Conflict of Interest policy](#) which more fully addresses such occurrences

Duty of loyalty is not intended to, nor should it, discourage debate within Board or committee meetings.

### **II. Duty of Care**

Duty of care means that Directors must act with the same care for their board responsibilities as any reasonably prudent person would. Duty of care obligations on the part of Directors include good faith practices such as:

- Active participation in board and committee meetings, which includes taking the time to prepare for meetings so they are as productive as possible
- Reading and understanding financial reports and stating if they have concerns about the organization's financial stability
- Ensuring, to the best of their ability, that important documents held by the organization are accurate and preserved
- Engaging in strategic planning for the organization.

### III. Duty of Obedience

Duty of obedience is adherence to the non-profit's mission and includes that Directors shall:

- Fully understand FBB's mission and ensure that the organization is using its resources in ways that fulfill that mission
- Ensure that FBB abides by all applicable laws and regulations. FBB operates as a tax-exempt organization, and it is the responsibility of the board to ensure FBB does not (intentionally or unintentionally) make decisions or engage in acts of omission that would jeopardize that status
- Understand and comply with all board obligations as described in the [Board Member Expectations Form](#).

### IV. Confidentiality of Board Discussions and Materials

In order to encourage and foster open and candid discussion at its meetings, the Board believes that confidentiality must be maintained. Therefore, it is the policy of the Board that all directors and staff members shall keep confidential any and all information discussed in conversations and meetings and via e-mail, including any and all materials and documents (*e.g.*, correspondence, reports, etc.) relating to FBB unless compelled by legal process to disclose such information.

While Board and staff members are free to discuss actions adopted by the Board, disclosing or distributing to any outside parties any information concerning the discussion of such items, except that which has been made public, is prohibited. Additional information is contained within FBB's [Confidentiality Policy](#).

### V. Other FBB policies

The Board of Directors of FBB agree to abide by all other FBB policies, including but not limited to:

[Conflict of Interest Policy](#)

[Confidentiality Policy](#)

[Whistleblower Policy](#)

[Harassment Policy](#)

(Confirmed violation of FBB's Harassment Policy by any FBB officer or board member will result in immediate expulsion from the event or conference, if applicable, and immediate dismissal.)

I have read and understand the above Code of Conduct policy for the position of Foundation Beyond Belief, Inc. Board Member and agree to abide by its stipulations.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_