

## ***A.6 ICA Board of Directors Code of Conduct and Statement of Commitment***

Serving on the Board of Directors of the International Chiropractors Association (ICA) is an honor that recognizes past service on behalf of the association, respect in the sector, and a **commitment** to the ICA Mission.

By annually **signing** this Code of Conduct and Statement of Commitment I acknowledge and accept the conduct guidelines, and the duties and responsibilities that define my role and contributions to the association.

As a member of the ICA Board, I hereby, commit to the following guiding standards:

### **GENERAL STATEMENT OF UNDERSTANDING**

- As a board member, I understand that I am **accountable** to the association's members and the public to fulfil the **Mission** of the International Chiropractors Association.
- I understand that as a member of the ICA Board of Directors, in addition to specific services to be outlined, I have a **Duty of Care, Loyalty, Commitment and Confidentiality** in respect to board dealings, as well as the responsibility to conduct myself in an honest, ethical and respectful manner.
- I understand the importance of the board to assess and assure the **financial viability** of the association and to participate in the annual IRS 990 review.
- As a board member I understand my **obligations** to leave personal feelings and external ties and influences aside and put the interests of the association first among my fiduciary responsibilities.
- As an independent board member, I understand that together with my board colleagues, I am **obligated** to maintain the highest standards of ethics and conduct, acting in a respectful and orderly manner and in accordance with all policies, including the **Conflict of Interest** policy adopted by the ICA.
- I understand that **conflict of interest**, whether material or in appearance, can create uncertainty and should be avoided unless there is a board approved "compelling benefit" for a conflicted situation.
- I understand that as a board member I should seek to add value to the board's strategy and policy responsibilities by providing **leadership** as assigned and asking appropriate and, at times, provocative questions; challenging as appropriate but avoiding being a disruptive member of the fiduciary body.
- I understand that while I can suggest items for inclusion in board and committee **agendas**, I respect the leadership role of the CEO, the board chair, and committee chairs to finalize agendas.
- I understand that the board should speak with **one voice**, and that the "voice" of the board shall be the board chair. I am encouraged to speak my mind but expected to support decisions once made by the board.
- I understand that I have a duty of loyalty and faithfulness to the association and must exercise **care and attention** in carrying out my duties and responsibilities.

- I understand the increasing importance of **fundraising** for the association. As a board member, I commit to provide annual **financial support** for the work of the association and to assist in fundraising activities.
- I understand that I have a responsibility to ensure the ICA's reputation, the **trust** of its members and the support of other beneficiaries of the association's work.
- I understand that as a board member **my authority** comes in the form of adding value to board policy considerations and strategic direction; and that the authority of the board of ICA resides with the whole and not with individual board members.
- I understand that no board member is entitled to **request actions** that violate written policies, rules or regulations of the board or the association or to make inappropriate requests for special perks or privileges.
- I understand that **no individual board member** has authority to act on behalf of the board or the association unless specifically requested to do so by the board or its leadership.
- I understand the importance of an annual **performance assessment** of the association's CEO, as well as a periodic assessment of my own service as an ICA board member.

#### **DUTIES** (Care, Loyalty, and Commitment)

- I have a duty of **loyalty and faithfulness** to the ICA's Vision and Mission, and to give undivided allegiance when making decisions affecting the association.
- I have a duty to **abide by the governance standards** that define the scope and limits of my authority.
- I have a duty to exercise reasonable **care in making decisions** as a steward of the association.
- I will assist in carrying out the duties and services expected of the Board as a fiduciary. These **Duties include**:
  1. Selecting/hiring the Chief Executive Officer to lead the business of ICA,
  2. Setting and approving the annual budget, and to insure financial stability,
  3. Committing to the Vision and Mission of ICA, and
  4. Establishing and maintaining Up to Date Policies and Procedures for the efficient operation of ICA.

#### **CONDUCT and ETHICS** (Actions, Behaviors & Decision Making)

- In meeting my board responsibilities, I **respect** opinions of other board members and avoid any *ad hominem* comments about them, the ICA's staff leadership, or any other association stakeholder in all settings.
- I will abide by the **ICA Value Statements** that have been voted and accepted by the ICA BOD in both my personal and business interactions and board interactions.
- I will hold myself to the **highest ethical standards** of the profession and conduct myself in a professional manner.
- I will refrain from **sub-grouping** to promote an agenda and avoid behaving in a divisive manner.
- If I or a member of my immediate family is the subject of a **public scandal** that in any way may reflect poorly on the association or the profession, I will bring it to the attention of the CEO and Governance Committee and, if deemed necessary, I will offer my resignation.

**RESPONSIBILITIES** (Board of Directors responsibilities)

- I commit to being **supportive** of the vision and leadership of the association’s CEO, while also accepting my role in holding her/him accountable for the effective management and leadership of the association.
- I commit to adhere to the board’s appropriate expectation that all board members maintain the **confidentiality** of board and committee business, and the materials that are shared with board members.
- I commit to **communicate** promptly to the CEO (and the board chair, as appropriate) any significant concerns related to the association’s well-being.
- I commit to work through the appropriate structures of the board in order to **avoid seeking direct influence** with or information from staff, other than from the CEO.
- I commit to refrain from active or indirect engagement or efforts to influence the **management of staff** of the association.
- I commit, to the best of my ability, to **prepare** for, **attend** and **participate** in all meetings of the board and of the board’s committees/task forces on which I am a member, and I will attend as many functions, gatherings and special events of the association as possible.
- I commit to announce any **conflict of interests** when they may arise and recuse myself where a conflict or the appearance of a conflict exists.
- As a member of the board, I take pride in my service and I commit to being part of a **healthy culture** of board governance
- I commit, when possible, to assume all travel and related **expenses** associated with my participation in ICA board meetings and other related events and activities.
- I commit to willingly take part in periodic board **education** programs in order to demonstrate my commitment to continuous improvement, both for the benefit of my service and to demonstrate to members and stakeholders that board members recognize one of the most important values of board engagement.
- The ICA is a member driven association and as a member of the BOD, I commit to the responsibility to inform others both within the association and throughout the profession about the ICA and to speak of the association in a positive manner and **promote membership**.
- I commit to leave personal feelings and external influences aside and focus on what is best for the ICA and the profession when conducting the ICA Board of Directors business  
*Tabula rosa.*

In the event that the board, through its Governance Committee, should determine that any member of the board is in violation of this Code of Conduct and Statement of Commitment, the board may censure the board member, and if appropriate, request the member’s resignation or recommend the director’s removal from the board.

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

Print Name of Director: \_\_\_\_\_

*(Adopted by the ICA Board November 21, 2020)*

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## Reference Materials for Oath

### Value Statements of the International Chiropractors Association

**Respect:** We acknowledge and honor the diverse perspectives and approaches in the practice of chiropractic and in promoting health, healing, and well-being. We pledge to conduct ourselves with kindness, compassion, direct and honest communication.

**Equitability:** We advocate for a healthcare system that is just, fair, and free from discrimination. We believe that all people should have equal access to services that promote health and wellbeing, including chiropractic care. We support the inclusion of all licensed health providers that are practicing within the scope and standards of their profession and advocate for compensation that is commensurate and fair for services provided.

**Empowerment:** We advocate for a health care system that gives people control of their own health and health promoting practices. We foster the development of health promoting capacity in individuals, organizations and health professions through education, knowledge and information, advocacy, access, communication, and collaboration.

**Collaboration:** We are dedicated to working in respectful dialogue and supportive partnership with others to address the needs of individuals and society for better health and healthcare systems.

**Transparency:** We act in a way that is easy for others to see what we are doing and why we are doing it. We make available full information required for collaboration, cooperation, and collective decision making.

### Glossary of Terms

***Ad hominem:*** a reaction or argument that is directed against a person rather than the position they are maintaining.

**Conflict of Interest:** a situation in which a Board Member or his or her Immediate Family Member has, directly him- or herself or indirectly through another individual or entity, a personal or financial interest that compromises or could compromise the Board Member's independence of judgment in exercising his/her responsibilities to the ICA. Conflicts of Interest include, but are not limited to, Actual Financial Conflicts of Interest, alliances or relationship with other chiropractic organizations, alliances, or relationship with an ICA vendor.

**IRS 990:** Form 990 is a form that some tax-exempt organizations are required to submit to the Internal Revenue Service (IRS) as a part of their annual reporting. Organizations that use Form 990 are federal income tax-exempt under the tax categories that are outlined in Section 501(c), Section 527, and Section 4947(a) of the Internal Revenue Code (IRC). Unlike federal income tax returns that are private, Form 990 is open to public inspection.

**Sub-Grouping:** The action, process or system of dividing or classifying into subgroups. (In chiropractic this might be straights/mixers; vitalistic/mechanistic; Blair/Webster, etc.

***Tabula rosa*** – An absence of preconceived ideas or predetermined goals; a clean slate.