

## NYSALM AUTHORIZED SPOKESPERSONS AND LOBBYING POLICY

Only the President, or the highest-level volunteer leader by whatever title, her/his designee, shall be authorized to speak on behalf of NYSALM. Only the NYSALM Officers, acting in their capacity as a Board Member are permitted to use NYSALM letterhead. These precautions help to prevent unauthorized statements from being attributed to NYSALM.

Only the Board of Directors, or the governing body by whatever title, shall be authorized to take positions on issues of interest to NYSALM. Such positions cannot contradict or undermine positions taken by ACNM National. Once positions are taken, volunteer leaders and other NYSALM members are permitted and encouraged to promote those positions publicly on behalf of NYSALM.

Approved by NYSALM Board of Directors, March 11, 2011

## NYSALM CONFIDENTIALITY POLICY

As a staff member, director, officer or other volunteer of NYSALM, I understand that I may receive confidential information from time to time on present or proposed policies, programs, ideas, initiatives, activities or transactions of the Association. I agree to maintain the confidentiality of such information and I agree not to engage in unauthorized use or disclosure of the confidential information, as such disclosure could jeopardize the success of the endeavor or harm the Association.

Approved by NYSALM Board of Directors, March 11, 2011

## NYSALM CONFLICT OF INTEREST POLICY

This Policy applies to all Board members, employees and other NYSALM volunteers in any position of authority, such as Committee members.

To resolve any conflicts of interest, I agree to disclose\* situations or areas in which I have any impediment to being loyal to NYSALM, such as if I have conflicting duties to other entities where my allegiance might be split between this Association and another, position, responsibility or interest (such as serving as a vendor or contractor to the Association). [Please see examples below\*\*]

\* Disclosure shall be to my 'Colleagues', i.e., the Board, Committee or supervisor with whom I am working.

I understand that on any matter in which I have a conflict, my colleagues are responsible for determining: (a) the extent, if at all, I can participate in the discussion; and (b) whether I can participate in the voting or other decision-making. Any such decisions shall be noted in an office memo (for employees) or in the minutes (for a Director or other volunteer).

I understand that I may not receive undue benefit (i.e., any payment or resources in excess of any goods or services provide to the Association) and that I may not confer upon my colleagues any undue benefit.

\*\* For example, if a Director or her family member were seeking to sell goods or services to NYSALM, such as providing printing services or conference coordination services, that would constitute a Conflict of Interest warranting the use of the process outlined in this Policy. And it's a conflict if a Director derives personal gain by accepting business meals, event tickets, travel, entertainment or awards fro actual or potential customers of NYSALM.

Similarly, if a NYSALM Officer or Director is also an officer of an Association that competes with NYSALM, there is a conflict of interest due to such issues as strategic planning and fundraising. With regard to dual positions in competing Associations, if the conflict were deemed too pervasive, the conflicted person might be asked to choose between the two leadership positions.

Approved NYSALM Board of Directors, March 11, 2011

## NYSALM GIFT ACCEPTANCE POLICY

Staff, Board members and other NYSALM volunteers in any position of authority, such as Committee members, are prohibited from receiving gifts,\* fees, loans or favors from suppliers, contractors, consultants or financial agencies that are offered or appear to be offered, in order to induce them to act other than in the best interests of the Association. Anyone who receives such a gift shall be required to disclose it as a conflict under the NYSALM Conflict of Interest Policy and reject the offer of the gift.

In contrast, NYSALM leaders who have personal friends who happen to sell goods or services need not reject gifts from such friends so long as the friends are in no way seeking to do business with NYSALM.

Gratuities of nominal value, meaning up to approximately \$100 in value that are provided for the use or enjoyment of an entire office or group (e.g., 'thank you' holiday cookie/candy/flower baskets, from vendors, and not just for the benefit of an individual (e.g., tickets to an event), are permissible.

### Related Resources

See the NYSALM Confidentiality Policy for information restricting the disclosure of NYSALM information to third parties such as vendors.

Approved NYSALM Board of Directors, March 11, 2011

## NYSALM INTELLECTUAL PROPERTY OWNERSHIP POLICY

Intellectual property created by employees, volunteers or independent contractors for NYSALM is to be the property of the Association. Where employees create intellectual property within the scope of their employment, the property is considered a “work made for hire” under the U.S. copyright laws and the Association automatically owns all copyright rights to the work. Volunteers and independent contractors who create intellectual property for the Association are expected to assign and transfer their rights in the property to the Association.

Intellectual Property under this policy includes: Copyrights (i.e., fixed expressions such as written works, works of art, video/music works, computer software); and Trademarks (i.e., names, slogans, logos and symbols that identify a produce or service; e.g., Coca Cola, Good to the Last Drop).

Approved NYSALM Board of Directors, March 11, 2011

## NYSALM WHISTLEBLOWER PROTECTION POLICY

Consistent with the Sarbanes-Oxley Act, this policy is intended to protect employees who make good faith reports about perceived financial improprieties within NYSALM. In pursuit of this intention, it is our policy to:

Enable our employees to make good faith reports to the Board, Personnel Committee of the Board or senior staff about any conduct or conditions that impair the integrity of our financial procedures and controls.

Maintain a record of any good faith complaint or concern raised about the integrity of the financial procedures and controls;

Have a designee not involved in the complaint address the complaint and concerns in a reasonably prompt manner;

Resolve such complaints or concerns with a report, as is appropriate, to the Board or Executive Committee and the complainant, including a report of any appropriate corrective action taken or planned to address the issues raised;

Ensure that no individual will be subject to any adverse employee action based on the reporting such complaints or concerns in good faith.

Approved NYSALM Board of Directors, March 11, 2011

## New York State Association of Licensed Midwives

### Leadership Guidelines of Ethical Conduct

#### Introduction

The New York State Association of Licensed Midwives (NYSALM) is a non-profit organization dedicated to the promotion of the health and well-being of women and families through the profession of midwifery as practiced by licensed midwives. The NYSALM Board of Directors (the Board) is the policy-making group which sets short and long term goals and determines the direction of the organization. The Board is responsible for appointing representatives to speak on behalf of the organization and to carry out the work of NYSALM. The NYSALM Board is accountable at all times to the membership for its decisions, actions and delegated responsibilities. Through its delegation of authority to members and volunteers, the Board of Directors is ultimately responsible for the Association's functions.

#### Ethical Mandates

Accountability in an organization is defined as the quality of being responsible; accountability for the Board denotes a moral obligation and duty to reflect the trust placed in it by the NYSALM membership.

NYSALM elected and appointed leaders shall act in accordance with the principles set forth in the current ACNM Code of Ethics in all aspects of professional relationships.

Leaders respect basic human rights and dignity of all persons, treating them fairly and with integrity and empathy. This mandate includes valuing expertise, experience, creativity and innovation.

Leaders act without discrimination based on factors such as age, gender, race, ethnicity, religion, lifestyle, sexual orientation, socioeconomic status or disability.

Leaders respect their own self worth, dignity and professional integrity.

Leaders promote and support the development of each other and of future leaders of NYSALM.

Leaders promote, develop and maintain standards of leadership practice, research and policies that foster high ideals of honesty, integrity and fiduciary responsibility.

NYSALM elected and appointed leaders shall promote, advocate for and strive to protect the profession of midwifery through furthering NYSALM's mission, philosophy and stated goals.

When interacting with government, regulatory and professional organizations and other entities, leaders shall maintain a professional demeanor and support positions consistent with NYSALM's mission, philosophy, stated goals and directives.

NYSALM elected and appointed leaders shall not use their position or influence within the organization for personal gain.

Leaders respect and protect privileged information to which they have access in the course of their duties. They do not use confidential information for personal advantage, financial enrichment, third-party gain or to the detriment of NYSALM.

Leaders avoid any activity or interest that is in conflict with that of NYSALM. Leaders make full disclosure of all actual and potential conflicts of interest.

Leaders do not solicit or accept gifts, gratuities, free trips or honoraria when acting as a NYSALM representative, except as permitted by Board policy.

NYSALM elected and appointed leaders shall promote transparency in governance.

Leaders openly and candidly report on NYSALM's activities and operation.

Leaders handle information with respect and with confidentiality to the extent required by law and established organizational policy.

Leaders transfer information to the membership in a timely manner.

Leaders maintain and actively facilitate communication with members in a manner that provides adequate detail and allows time for deliberation. Leaders utilize a mutually satisfactory mechanism for receiving and incorporating feedback.

Leaders provide members who express an interest in the affairs of the organization with a meaningful opportunity to communicate with an appropriate representative of NYSALM.

Leaders develop partnerships with other leaders, constituents and contacts in which relevant information is shared as appropriate for the situation, leading to informed decision-making, an evolving plan of action and acceptance of responsibility for the outcome of decisions made both individually and collectively.

Leaders use information provided by NYSALM or acquired as a consequence of the leader's service to NYSALM.

Leaders prevent misuses of NYSALM property or resources and keep NYSALM's property secure.

#### Corporate Responsibilities

NYSALM elected and appointed leaders shall adhere to the bylaws of the organization and all applicable state and federal laws.

NYSALM elected and appoint leaders shall act in the best interests of NYSALM.

Leaders continue to learn and update their body of knowledge, skills and behavior necessary for competent performance as a leader in NYSALM, including the following areas: effective leadership, written and oral communication; documentation and reporting, finance, politics, interpersonal relationships, negotiation, advocacy, consensus building and decision making, and personnel management.

Leaders protect NYSALM and its members, including other leaders, from harmful, unethical or incompetent practices by taking appropriate action that may include reporting as mandated by law.

NYSALM elected and appointed leaders shall exercise sound financial management, promote independent fiscal oversight, comply with all state and federal laws and regulations governing nonprofit corporate finances, abide by and periodically review and revise written financial policies and promote equitable distribution of resources.

Leaders promote fiscally responsible, fair and equitable allocation of NYSALM resources.

Leaders make decisions after a full, open exploration of options, with deliberations considering both short and long term NYSALM goals, NYSALM priorities and financial consequences.

Leaders adhere to, review and revise, as needed, fiscal policies which require independent oversight and transparency in governance in accordance with all state and federal regulation and law.

Leaders evaluate policy decisions and changes using the most effective tools available.

NYSALM elected and appointed leaders shall develop and promote fair, equitable and nondiscriminatory human resources policies in all aspects of their leadership practice.

Leaders relate to NYSALM staff and volunteers in a manner that utilizes appropriate patterns of communication, promotes respect for staff and volunteers and strengthens the organization as a whole.

Leaders participate in decision-making processes that facilitate resolution of disagreements, allowing freedom for expressing dissent without recrimination or denigration and promote consensus support for NYSALM decisions.

Leaders develop standard policies to facilitate and provide protection for confidential reporting of suspected impropriety or misuse of NYSALM funds or resources.

NYSALM elected and appointed leaders shall periodically review and, when necessary, revise the management policies and governing documents of NYSALM.

NYSALM elected and appointed leaders shall develop and maintain a written policy for information technology and document handling and retention.

Upon termination of service, a leader promptly returns to NYSALM all documents, electronic and hard files,, reference materials and any other property entrusted to the leader for the purpose of fulfilling the job responsibilities.

Leaders appropriately archive all records of an historical nature.

A retiring leader maintains a continuing obligation of confidentiality with respect to information acquired and/or retained as a consequence of tenure as a NYSALM leader.

Except as required by law, leaders do not share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to NYSALM affairs. They provide complete documentation whenever necessary.

#### Delegated Responsibilities

The NYSALM Board has the sole authority to delegate midwifery leadership to individuals.

Individuals with delegated authority shall:

Adhere to the ethical mandate of the Leadership Guidelines of Ethical Conduct.

Act in the best interest of NYSALM.

Act in accord with the scope of authority delegated.

Approved NYSALM Board of Directors, March 11, 2011

## NYSALM POLICY ACKNOWLEDGEMENT FORM

I have read the NYSALM leadership Ethical Guidelines and Governance policies and agree to comply with the terms and conditions at all time during my service in NYSALM leadership. If at any time following the submission of this form I become aware of any actual or potential non-compliance to these policies, I will promptly notify the NYSALM President in writing.

NYSALM Leadership Ethical Conduct

NYSALM Conflict of Interest Policy

NYSALM Gift Acceptance Policy

NYSALM Confidentiality Policy

NYSALM Intellectual Property Policy

NYSALM Authorized Spokesperson and Lobbying Policy

NYSALM Whistleblower Policy

NYSALM Document Retention/Destruction Policy

Printed Name

Signature

Title, Office or Position

Date

Approved NYSALM Board of Directors, March 11, 2011