

Colorado Native Plant Society Conflict of Interest, Code of Conduct, and Whistleblower Policies

The Colorado Native Plant Society has adopted the following Conflict of Interest, Code of Conduct, and Whistleblower Policies.

1.) Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board Member with the Colorado Native Plant Society. Board Members shall conduct their personal affairs in such a manner as to avoid any actual or perceived conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

- a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of the Colorado Native Plant Society and the Board Member's personal interests, including financial interests where the Board Member would benefit directly or indirectly from a proposed action, the Board Member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- b) It is every Board Member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board Member receives compensation from the Colorado Native Plant Society, such compensation will be determined by and approved by the full Board in advance.
- c) Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board Members to disclose conflicts of interest.
- d) Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter. He or she shall not be present during the conversation on the topic and not be counted in determining the quorum for the agenda item(s).
- e) All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote, was not present for any discussion, as applicable, and was not included in the count for the quorum for that meeting.
- f) Any new Board Member will be advised of this policy at the beginning of their term and all Board Members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of and managing conflicts on a regular basis, at least once a year.
- g) This policy shall also apply to any Board Member's immediate family or any person acting on his or her behalf.

- h) This procedure is not intended to discourage professionals or business owners from serving on the Colorado Native Plant Society Board of Directors, but merely a procedure to manage potential conflicts. The Society may choose to retain the services of a Board Member, or a Board Member's institution or business, as long as those services are offered at or below fair market value.

2. Prohibition Against Harassment

The Colorado Native Plant Society strives to maintain an environment that is free from illegal discrimination and harassment. The Colorado Native Plant Society does not authorize and will not tolerate any form of harassment based on the following: race, sex, gender identity, sexual orientation, national origin, age, disability, religion or any other characteristic which is protected by law. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited.

In general, any conduct that could interfere with an individual's work performance or could create an offensive environment will be considered harassment in violation of this policy. This is the case even if the offending member did not mean to be offensive. It is essential that the Board Members, volunteers, employees and Society members be sensitive to the feelings of others. Anyone who engages in discriminatory or harassing conduct towards another member is subject to disciplinary action up to and including termination from the Board or membership in the Society following the procedures outlined in the bylaws.

Complaints alleging misconduct on the part of a Board Member, employee, Society member or volunteer will be investigated promptly and as confidentially as possible by the Board of Directors.. Complaints of misconduct should be directed to an officer of the Board, who will ask for the complaint in writing and initiate a grievances procedure

3. Whistleblower Policy

The Colorado Native Plant Society (CoNPS) requires Board Members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of CoNPS, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable Board Members and others to raise serious concerns internally so that CoNPS can address and correct inappropriate conduct and actions. It is the responsibility of all Board Members to report concerns about violations of CoNPS's code of ethics or suspected violations of law or regulations that govern CoNPS's operations.

No Retaliation

It is contrary to the values of CoNPS for anyone to retaliate against any Board Member, employee, Society member or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of CoNPS. A Board Member who retaliates against someone who has reported a violation in good faith is subject to disciplinary action up to and including termination from the Board or membership in the Society following the procedures outlined in the bylaws.

Reporting Procedure

The Colorado Native Plant Society has an open door policy and suggests that employees, Board Members and others share their questions, concerns, suggestions or complaints with the Board of Directors. Complaints of misconduct should be directed an officer of the Board, who will ask for the complaint in writing and initiate a grievances procedure. .

Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense, which may include termination from the Board of Directors or membership in the Society following the procedures outlined in the bylaws.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Colorado Native Plant Society's Board of Directors will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken by the Board of Directors if warranted by the investigation.

The Colorado Native Plant Society Board of Directors approved these policies on December 9, 2017.