

University of Missouri-St. Louis  
Alumni Association Governing Board 2014-2015  
***Code of Ethics and Conflict of Interest Policy***

Members of the Governing Board and Committees of the Board are charged with the responsibility for recommendations and decisions which in their judgment best serve the long range interests of the University of Missouri-St. Louis and its Alumni Association. In discharging this obligation, they should assiduously avoid placing themselves, UMSL or the Association in any situation involving actual or perceived conflicts of interest.

If the Governing Board or any of its Committees take up for consideration any matter in which members of the Board or a Committee, or persons affiliated with them, have a direct or indirect financial interest, the Board or Committee shall resolve questions of real or apparent conflict of interest by adopting the following procedures:

- Board and Committee Members must disclose to the Board or the Committee any relevant facts that might give rise to a conflict of interest with respect to any matter to be considered by the Board or Committee.
- Board and Committee Members so affected must abstain from the discussion of any such matters unless the Board or Committee specifically requests information from them. Such abstention shall be recorded in the minutes of the meeting.
- If requested to do so by any other member of the Board or the Committee, the affected members must withdraw from the meeting during the deliberations.

I have no conflicts.

I have conflicts as listed below:

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*Please print name*

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*Signature*

*Date*

*Approved by UMSL Alumni Association Governing Board 9-16-14*

# University of Missouri-St. Louis

## Alumni Association WHISTLE-

### BLOWER POLICY

**PURPOSE:** The purpose of this Whistle-Blower Policy (the “Policy”) is to (i) encourage, and provide a mechanism for directors, officers, employees, and volunteers (“Covered Persons”) of the UMSL Alumni Association and University of Missouri-St. Louis (the “Organization”) to report violations of law, rule, regulation, adopted policies of the Organization, accounting or financial fraud, or other misfeasance, whether known or suspected in good faith (“Violations”), (ii) encourage cooperation in inquiries and investigations on reported Violations or Retaliation (as defined below), and (iii) protect Covered Persons from Retaliation for good faith reporting of Violations or Retaliation.

**REPORTING PROCEDURE:** Covered Persons have a responsibility to report (in good faith) Violations to the chief alumni officer of the University or immediate past president of the UMSL Alumni Association. Covered Persons may also report Retaliation to the chief alumni officer of the University or immediate past president of the UMSL Alumni Association.

**INVESTIGATION:** A report of a Violation or Retaliation shall be investigated promptly by the chief alumni officer or immediate past president. The chief alumni officer or immediate past president may utilize outside parties (including counsel) to assist in the investigation. All such reports will be treated as confidentially as possible, given that there may need to be some disclosure to conduct the investigation. The chief alumni officer or immediate past president shall provide a written report of investigation findings to the Board and the Board shall determine the appropriate response. Board members implicated in the report of a Violation or Retaliation shall not participate in such determination. The appropriate response determined by the Board shall be promptly carried out.

**RETALIATION:** No Covered Person shall suffer harassment, intimidation, adverse employment or livelihood consequences or any other form of retaliation (“Retaliation”) for (i) making a good faith report of a Violation or Retaliation or (ii) participating in an investigation (as set forth in the previous paragraph), inquiry or investigation by any court, law enforcement or other governmental or administrative body. The Organization may discipline (up to and including termination) a Covered Person for any such Retaliation. A Covered Person making a report of Violation or Retaliation in bad faith may be subject to disciplinary action.

*Approved by the Governing Board on September 16, 2014.*

**Confidentiality of University of Missouri-St. Louis Alumni Association Governing Board and Committee Discussions and Documents**

In order to encourage and foster open and candid discussion at its meetings, the Alumni Association Governing Board of the University of Missouri-St. Louis believes confidentiality must be maintained. Therefore, it is the policy of the Governing Board of the UMSL Alumni Association that each governing board and committee member and staff member shall keep confidential any and all information relating to discussions at its meetings including any and all materials, e.g., correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board, Committee and staff members are free to discuss actions adopted by the Board or any of its Committees, disclosing or distributing any information concerning the discussion of such items during the Board or Committee meeting is prohibited.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

*Approved by UMSL Alumni Association Governing Board 9-16-14*

# University of Missouri-St. Louis Alumni Association

## Governing Board of Directors – Volunteer Code of Conduct

**The UMSL Alumni Association is committed to operational transparency and to providing the Governing Board of Directors with the information and resources needed for the Directors to discharge their duties. In turn and consistent with the standards the Governing Board of Directors expects from its members, I agree:**

1. To become familiar with and committed to the major responsibilities of the Governing Board:
  - a. Understanding the purpose of the Association
  - b. Supporting the Executive Director by responding promptly to communications, requests, and Governing Board directives
  - c. Assessing Governing Board performance
  - d. Insisting on strategic planning
  - e. Ensuring adequate resources
  - f. Ensuring good management and adopting best practices
2. To support the University's advancement efforts through personal giving at a level that is meaningful and within my capability.
3. To learn how the University, Governing Board, and Association function.
4. To be an ambassador and advocate for the University and Association.
5. To carefully prepare for, attend, and actively participate in Governing Board meetings and committee assignments.
6. To understand, accept and abide by the responsibilities of the Governing Board as specified in the by-laws and the State of Missouri statutes.
7. To vote according to my individual convictions using critical thinking and analysis.
8. To support the corporate decisions of the Governing Board and to work with fellow Governing Board members in a collaborative spirit.
9. To comply with the Association's *Confidentiality*, *Conflict of Interest*, and *Whistleblower* policies in Article VIII of the by-laws and with other policies & procedures of the Governing Board and Association.
10. To refrain from actions and involvement that might prove embarrassing to the Governing Board or Association and to resign if such actions or involvement develops.
11. To make judgments always on the basis of what is best for the University and Association as a whole.
12. To request additional information and resources (as needed) to discharge my duties.

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Printed Name

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Signature

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Date