

US Chess Executive Board

Standards of Conduct

September 23, 2015

The US Chess Board of Delegates establishes the following standards of conduct for Executive Board members in the performance of their duties:

GENERAL PRINCIPLES: Members of the US Chess Executive Board have responsibilities of the highest order for the promotion of chess and for stewardship of the resources of US Chess. In the execution of these responsibilities, they are expected to act lawfully and in accordance with US Chess policy, and to adhere consistently to the principles of fairness, honesty, and respect for the rights of others. They are expected to conduct themselves in a professional manner throughout the performance of all duties, contributing thereby to maximum effectiveness in the achievement of the goals of US Chess.

- 1) Executive Board members are expected to contribute to the functioning of the Board as a cohesive unit, with information flowing comfortably among all its members. Actions that interfere with comfortable and open communication among all Board members should be avoided.
 - a) All Board members have the right to receive all information pertinent to the making, monitoring, and implementation of US Chess policy. Board member(s) should not withhold full and accurate information from other Board members, when that information is relevant to Board decisions or potential decisions. Where decision-making authority has been given to a specific officer by the Board or the Bylaws, that officer must keep all Board members fully and accurately informed of all decisions made and factors influencing those decisions.
 - b) All Board members have the right to be involved in the determination of all Board decisions. A Board majority has no authority except as a majority vote within the context of a properly called Board meeting. Board decisions must result from discussions in which all Board members have had the opportunity to participate.
 - c) Board members are responsible for contributing to constructive communication within the Board. Board members are responsible to communicate directly with each other whenever there is misunderstanding or ill will, making strenuous efforts to resolve the issue amicably through such communication, before making the dispute public.
- 2) Executive Board members must be motivated solely by the best interests of US Chess in exercising their duties. Any potential conflict of interest, whether due to financial, political, personal, geographical, organizational, familial, or other considerations, must be prevented from affecting any Board member in the discharge of his or her duties.

- a) Except where noted below, no Executive Board member or a member of his immediate family may receive financial compensation from US Chess for any reason, except for standard reimbursement of expenses, during his tenure on the Board, or for two years after completing his tenure if such compensation results from bids accepted or agreements made by the Board during his tenure. In claiming expense reimbursement, a Board member must claim only that portion of expenses that were incurred in non-political activities that were a legitimate exercise of the Board member's duties. Any unusual expenses for which reimbursement is questionable must be referred to the full Board for consideration. Board members are expected to exercise all reasonable frugality in incurring expenses to be reimbursed.
 - b) No Executive Board member, or a member of his immediate family, may profit financially from organizing or directing a national tournament or activity organized or co-organized by US Chess, or from any business activity of US Chess, if the Executive Board or the US Chess business office is involved in determining the arrangements; such restriction applies during the Board members' tenure and for two years thereafter, with respect to actions taken during his or her tenure on the Board. This provision does not apply if the bid, and all relevant financial arrangements, were finalized before the member was elected to the Board, and are not changed to his advantage during his tenure.
 - c) No Board member may participate in consideration of bids for any event or for any expenditure of US Chess funds if he or his immediate family member has any office or other interest in any entity offering a bid. He is required to inform the Board whenever there is a conflict of interest. However, the Board member may provide information on behalf of such a bid, provided that his opportunity to provide information is the same as for those involved in other bids. The Board member with a potential conflict of interest may not make or second motions, enter into debate or discussion in the capacity of a Board member, or vote on the bids or on any issue reasonably related to the bid consideration. If consideration of the bid involves sensitive matters that require a closed session, a Board member who has a potential conflict of interest may not attend the portion of the closed session involving that bid, unless all parties representing competing bids are permitted to attend.
 - d) Any Board member who believes that he or another Board member may have a conflict of interest on any matter is expected to inform immediately all members of the Board.
 - e) A Board member should not pressure any US Chess employee by means of stated or implied threats to employment. Specific criticism of other US Chess employees should be conveyed discreetly to the Executive Director.
- 3) The Executive Board is responsible for conducting business in an efficient, constructive, and open manner.
- a) All actions taken by the Executive Board must be consistent with the Bylaws of US Chess, and with all policy established by the US Chess Board of Delegates.

- b) Executive Board members must respect the dignity of all persons in all statements and actions. Any derogatory and/or sarcastic statements attacking an individual in a personal manner, or intended to bring scorn or ridicule on an individual, shall be considered out of order at any and all times in an Executive Board meeting, whether in open or closed session. Any angry and heated exchanges in a Board meeting should be considered out of order. The Chair of the meeting shall be responsible for promptly ruling such utterances out of order or any member may raise a point of order to that effect. Personal differences must be privately resolved without disturbing the efficient conduct of US Chess business in a Board meeting.
 - c) A closed session should be held only when the best interests of US Chess are definitely served by doing so. Examples of when closed sessions are proper would include the discussion of matters that are legally sensitive, issues involving sensitive negotiations, or matters in which the privacy rights of any individual may be at risk. Closed sessions should not be scheduled to permit the airing of heated or derogatory comments, which should be out of order in any meeting discussion, or to avoid the necessity of Board members' dealing with unpopular issues publicly. The Board may invite other persons into the closed session if such persons possess special information or expertise needed by the Board, but a certified Executive Board candidate who is not currently on the Board should not be included in a closed session unless all Board candidates present at the meeting are also invited.
 - d) Board members should be sensitive to the feelings of volunteers and staff members whose names may be mentioned, or whose work may be criticized, during Board discussion.
 - e) All Board members must strictly observe confidentiality of closed sessions. In the case of a conference call, the Board members must clearly understand what portions of the call are considered open or closed, for the purpose of determining what information in the call must be considered confidential.
- 4) When appointed by the Delegates, the US Chess Ethics Committee may consider an allegation by any US Chess member that an Executive Board member has committed significant violations of this code of conduct. The Ethics Committee may, if it determines that such violations have occurred, either warn the Board member or recommend actions, such as recall of the member, to the Board of Delegates in accordance with the Bylaws of US Chess.