

# ACA International Committee Participation Policy



**The ACA International Board of Directors appreciates the time, energy, and commitment of all who voluntarily serve** on ACA International Board-established committees to further the mission of ACA and the Board's strategic plans. Your service adds value to ACA-provided services and initiatives. Each committee is governed by its Charter document under the authority of the ACA Bylaws and Standard Operating Procedures. In addition to the committee Charter, the following policy explains the expectations regarding ACA member and employee service on ACA International committees.

## **Committee Members:**

Volunteer committee members shall serve consistent with the following:

- Remain familiar with the committee's Charter.
- Complete the Committee Service Agreement.
- Maintain regular attendance and minimize meeting absences to no more than two per committee year. Exceeding that number may result in removal from a committee at the President's discretion.
- Review the distributed agenda and supporting materials prior to each meeting so that they are prepared to actively participate in the meeting.
- Consistent with the committee's chartered Purpose and Objectives, offer timely and relevant insight, feedback, informed ideas and opinions, and subject matter or technical expertise.
- Refrain from making unauthorized special requests of ACA team personnel.
- Participate in a way that avoids any conduct, appearance, or intent by the member to engage in the establishment of prices, costs, or profits, the control or allocation of any markets, the direct or indirect unreasonable anti-competitive interference or coordinated refusal to deal with an industry participant, or any other conduct that violates applicable anti-trust laws.
- Conduct themselves without conflict to the interests of ACA and disclose all actual or potential conflicts of interest.
- Exercise a duty of confidentiality to ACA and, as such, shall not discuss any information shared during the course of the meeting or any related outcomes with anyone except individuals representing the interests of ACA who are authorized to receive the information.

## **Examples of Conflict of Interest:**

Committee members must avoid any relationship or activity that might impair, or even appear to impair, their ability to make objective and fair decisions when acting on behalf of an ACA committee. At times, committee members may be faced with situations in which business actions taken on behalf of ACA may conflict with their own personal interests. Committee members must not put their own interests (or those of a family member or household member) ahead of ACA's interests. Committee members must not use ACA property, information, or business opportunities for personal gain.

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While it is not possible to maintain a comprehensive list of circumstances that may create a conflict of interest, the following are examples of the type of activities that may create a conflict of interest:

- Holding or pursuing a substantial financial interest in any entity that does business, wants to do business, or competes, with ACA.
- Performing any services for an entity that does business, wants to do business, or competes, with ACA.
- Representing ACA in a transaction with any entity in which you, a member of your household, or another related person, have a substantial interest.
- Competing with ACA in the sale or purchase of property or property rights and interests.
- Soliciting, accepting, or being reimbursed for personal gifts, favors, personal travel expenses, the use of lodging or other housing, services of any kind, excessive meals or entertainment, or any other thing of more than a nominal value from any organization or person who does business, wants to do business, or competes, with ACA.
- Participating with a service provider of ACA in any activity that may result in personal gain.
- Using your position as a member of an ACA committee to make purchases for personal use.

Conflicts of interest are not uncommon, and not all conflicts of interest are necessarily problematic to ACA. However, ACA requires full disclosure of all actual and potential conflicts of interest. Each committee member shall disclose any and all conflicts to the committee Chair and ACA Team Staff Liaison whenever such actual or potential conflict first arises, doing so as far in advance of the committee's next meeting as possible. The ACA Team Staff Liaison shall promptly communicate the actual or potential conflict to ACA's General Counsel for review.

Upon receipt of such notice, ACA shall promptly determine whether a conflict of interest exists and whether it materially and adversely affects the interests of ACA. If ACA determines that an actual or potential conflict of interest under this policy does exist, ACA shall also determine an appropriate remedy. Such remedy may include, for example, the recusal of the disclosing committee member from participating in certain matters pending before the committee. ACA's decision will be communicated to the committee Chair and ACA Team Staff Liaison prior to the next scheduled meeting of the committee. If advance notice is not possible under the circumstances or disclosure is made during a meeting, the committee member should refrain from participating in the meeting and/or discussion regarding the specific agenda item to which the actual or potential conflict relates until a determination can be made.

### **Committee Chairs:**

Volunteer committee chairs, in addition to the above principles, shall serve consistent with the following:

- In accordance with the committee's chartered Purpose and Objectives, seek to learn and understand the current strategic plan, services, policies, and programs of ACA sufficiently to fulfill the leadership role.
- Work with assigned ACA Team Staff Liaison to establish meeting schedules and facilitate meeting arrangements sufficient to adequately support the chartered Purpose and Objectives of the committee.
- Work with assigned ACA Team Staff Liaison to prepare agenda and supporting materials prior to each meeting.
- Facilitate discussion among committee members during meetings, and work to move meetings along to ensure agenda items are addressed.
- Ensure committee satisfies its Purpose and Objectives, and committee goals are completed.

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- Ensure committee recommendations are timely considered by the Board or Board member committee as specified in the committee Charter.

### **Board Members (for Board-Member Committee service):**

Board members, in addition to the above-listed principles, shall serve consistent with the following:

- Ensure progress and completion of assigned committee charges or deliverables as reflected in ACA's strategic plan.
- Provide to the Board of Directors:
  - Reports as requested by the president for review by the Board.
  - Advice on questions referred to the committee by the Board.
  - Trend information, analysis, and recommendations regarding industry events and programs, and committee performance.
  - Information regarding any matters that may result in a negative impact on ACA's reputation.
  - Recommendations of bylaw updates, policies, and procedures.
  - Recommendations of opportunities for Board participation or assistance in enhancing ACA's public standing.
- Consult with the CEO to ensure adequate understanding of ACA's operations and committee limitations when executing on the committee's chartered Purpose and Objectives.

### **ACA Team Staff Liaisons:**

ACA Team personnel assigned to committees as staff liaisons shall serve in their role consistent with the following:

- Maintain superior familiarity with the committee's Charter.
- Distribute meeting schedules and facilitate meeting arrangements sufficient to adequately support the chartered Purpose and Objectives of the committee.
- Prepare meeting materials in a manner that allows informed committee discussion and decision-making.
- Distribute materials prior to meetings to allow adequate advance review and consideration by committee members.
- Provide information and updates regarding emerging issues of committee concern to support proactive adjustment of committee work and recommendations.
- Consistent with the liaison's functional and professional role at ACA, the committee's chartered Purpose and Objectives, and ACA's strategic plan:
  - Pose questions and provide necessary background information in such a manner to elicit insight, feedback, informed ideas and opinions, and subject matter or technical expertise from committee members.
  - Propose options for committee exploration and decision, offer informed ideas and opinions, and identify opportunities for ACA relationships, programs, services, and policy development.
  - Provide appropriate information to committee members regarding ACA's operations.