Policy 4111: Accountability, Conflicts, and Ethics (ACE)

Purpose

This policy applies to and provides guidance on the proper conduct for Marine Technology Society (MTS) Leadership to avoid ethical, statutory, and/or regulatory and professional misconduct. It provides guidance on accounting for and reporting of observed or perceived violations or misconduct without fear of retribution. All of MTS Leadership is held to the highest standards of conduct, both legally and ethically and by choosing to serve MTS in any of leadership capacity, they subordinate their individual interests to those of MTS.

In addition to adherence to all local, state, and federal statutes, laws, regulations our leadership must understand and shall follow all MTS Bylaws and Policies.

MTS will ensure a safe, fair, and nondiscriminatory workplace and organization free of any harassment, abuse, discrimination, or intimidation while promoting a professional, honest, and transparent organization and operation. Adherence to, this policy will protect the tax-exempt status of MTS, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or employee or might result in a possible excess benefit transaction. MTS forbids any attempt to alter, destroy, conceal, cover up, falsify, or make a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence any investigation.

Definitions

MTS Leadership Definition

For the purpose of this Policy, MTS Leadership includes all elected Officers, Section Chairs and Officers, Professional Committee Chairs and Officers, MTS conference and meeting organizers, and all MTS employees.

MTS Code of Ethics Definition

The MTS Leadership shall:

- Show respect for the communities we work with and serve
- Strive for integrity in all our actions
- Take responsibility for our decisions and their consequences

We are committed to:

- Acting honestly, truthfully, and with integrity in all our transactions and dealings;
- Avoiding conflicts of interest;
- Appropriately handling actual or apparent conflicts of interest;
- Treating our members, colleagues, constituents, and associates fairly;
- Treating every individual with dignity and respect;
- Treating our employees with respect, fairness, and good faith and providing conditions of employment that safeguard their rights and welfare;
- Being a good corporate citizen and complying with both the spirit and the letter of the law;
- Acting responsibly toward the communities in which we work and for the benefit of the communities that we serve
- Being responsible, transparent, and accountable for all of our actions; and
- Improving the accountability, transparency, ethical conduct, and effectiveness of the nonprofit field.

Conflict of Interest Definition

Potential for conflicts of interest will be recognized and disclosed, and appropriate steps taken to prevent influence or favoritism by or to MTS Leadership. A conflict of interest exists when Outside Interests, Outside Activities, or Gifts or Gratuities are transacted or exchanged between MTS and a Responsible Person or Family Member as defined below.

Outside Interests: (i) A Contract or Transaction between MTS and a Responsible Person or Family Member; (ii) A Contract or Transaction between MTS and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal receiver, guardian, conservator, or other legal representative.

Outside Activities: (i) A Responsible Person competing with MTS in the rendering of services or in any other Contract or Transaction with a third party; (ii) A Responsible Person having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to an entity or individual that competes with MTS in the provision of services or in any other Contract or Transaction with a third party.

Gifts and Gratuities: A Responsible Person accepting gifts, gratuities or other favors from any individual or entity that: (i) does or is seeking to do business with, or is a competitor of MTS; or (ii) has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from MTS under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value, which are not related to any particular transaction or activity of MTS.

Responsible Person: Any person serving as an employee, officer (national or section), a chair of a Professional Committee, member of an organizing committee (conferences, etc.), or is otherwise in a position to influence MTS expenditures.

Family Member: A spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister of a Responsible Person.

Contract or Transaction: Any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by MTS. The making of a gift to MTS is not a Contract or Transaction.

Conflict of Interest Annual Reporting

Each MTS Board member will complete the Conflict of Interest (COI) Disclosure Form annually, in December, to self-disclose any known or potentially perceived conflicts of interest they may have or any other situation that may be perceived by others as a potential conflict of interest.

These completed COI forms shall be submitted to MTS Headquarters and reviewed by the Past President for determination as to whether any of the disclosures require further action.

Whistleblower Definition

For the purposes of these MTS policies, a Whistleblower is defined as any individual who discloses information to the public or some higher authority (MTS Leadership) about any perceived wrongdoing or violation whether it be MTS policy, ethical, regulatory, statutory, or moral.

Accountability and Reporting Procedures for MTS Leadership

Mechanism

The Accountability, Conflicts, and Ethics (ACE) Committee is convened when a complaint is received. The ACE is chaired by the Past President of MTS (hereinafter referred to as the "Chair") and is comprised of 3 to 5 officers and/or members at large appointed by the Chair, one of whom will be appointed Vice Chair. The ACE Committee will receive and review any reports, complaints and/or notifications of any ethics violations, potential or perceived COI, or any other reported concerns of potential discrimination, unprofessionalism, unacceptable behavior, harassment, plagiarism, misconduct, or wrongdoing. The ACE Committee will conduct a review and make a recommendation to the MTS Board of Directors (hereafter, "Board"). The Board will determine, by majority vote, whether to accept the determination of the ACE Committee as to whether the complaint in question constitutes a violation, and if so, determine what if any recourse is appropriate. If the complaint is regarding corporate accounting practices, internal controls, or auditing the MTS Treasurer/VP of Budget and Finance shall be immediately notified.

Conflicts of Interest

It is noted that not all COI's represent any sort of ethical, statutory, regulatory, or professional misconduct whatsoever.

Should a COI (or potential COI) arise, whether self-reported or observed by others, it should be reported to the Chief Executive Officer (CEO). The CEO then works with the Past President to determine if an ACE Committee needs to be convened. It is incumbent upon all Responsible Persons to be vigilant within their area of responsibility (Board, Section, Professional Committee, MTS headquarters, Conference, etc.) at identifying and acting on any potential COI, however any MTS member, not limited to the Board, may bring forward to the attention of the CEO any potential or perceived COI.

If an ACE Committee is convened, they will convene a meeting where the person indicated as having a potential COI shall disclose all facts material to the potential COI. Such disclosure shall be reflected in the minutes of the meeting. Only the ACE committee members and the subject individual will be permitted to attend the meeting. The ACE will then provide a written determination to the Board.

The individual with the potential COI shall not participate in nor be permitted to hear the Board's subsequent discussion of the matter but may be required to disclose material facts and/or to respond to the Board's questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

The MTS Board, having considered the ACE Committee's determination and any other information shall then vote to determine whether they deem a COI has occurred and what, if any, remedial action shall be taken. The person potentially having a COI may not vote nor be present at that meeting.

Whistleblower Protection

MTS encourages and enables employees and others to raise serious concerns internally, so that MTS can address and correct inappropriate conduct and actions. If the complainant does not see adequate resolution, the complaint can be made externally to MTS Human Resources representative and/or legal representative and be afforded whistleblower protection.

It is prohibited for any MTS Leadership, as defined by this policy, to retaliate against anyone who, in good faith, reports a suspected violation of law, ethics, conflict of interest, discrimination, harassment, and/or suspected violation of any regulations. Any individual who retaliates or attempts to retaliate against someone who has made such a report in good faith is subject to discipline including termination.

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.

Confidentiality

Violations or suspected violations of conflicts of interest, ethical, statutory, regulatory, or behavioral misconduct are submitted on a confidential basis by the complainant and handled by the ACE Committee as such. All reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Annual Conflict of Interest Disclosure Form

This form must be submitted by each member of the MTS Board of Directors on an annual basis. Note that all potential conflicts of interest are reviewed by the Past President; however, it is expected that you will self-report and self-monitor potential conflicts of interest on an ongoing basis.

Name:_____

MTS Volunteer Role: _____

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in the MTS Policy 4111: Accountability, Conflicts, and Ethics). You are asked to disclose any personal, business, or volunteer affiliations that may give rise to a real or apparent conflict of interest.

You may attach a separate page with additional information.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed and agree to abide by MTS Policy 4111: Accountability, Conflicts, and Ethics that is currently in effect.

Signature: _____ Date: _____