



The Ninety-Nines, Inc.

International Board of Directors

Code of Conduct

The purpose of The Ninety-Nines International Board of Directors' Code of Conduct is to:

- Set clear standards of behavior for IBOD members to support our mission, vision and values.
- Make clear that all IBOD members shall treat one another with respect and dignity. Foster an environment where conflict and differences can be addressed in a manner characterized by respect and civility.
- Communicate clearly the expectations and standards of behavior to all IBOD members.

All members of the International Board of Directors must:

- Act with **honesty** and **integrity**. Be open and transparent in all dealings; use power responsibly; avoid being placed in a position of conflict of interest; strive to earn and sustain trust of a high level.
- Act in **good faith** in the best interests of The Ninety-Nines. Demonstrate accountability for all actions; accept responsibility for decisions; refrain from engaging in activities that may bring any IBOD member or the organization into disrepute.
- Act **fairly and impartially**. Avoid bias, discrimination, caprice or self-interest; demonstrate respect for others by acting in a professional and courteous manner.
- **Use information responsibly**. Ensure information gained as an IBOD member is only applied to proper purposes and is kept confidential; recognize the sensitivity of an IBOD position and refrain from disclosing board discussions with anyone outside the IBOD.
- **Use the IBOD position responsibly**. Refrain from using the IBOD position as an IBOD member to seek an undue advantage for yourself or associates, or to cause detriment to the organization; ensure to decline gifts or favors that may cast doubt on the ability to apply independent judgment as an IBOD member.
- Act in a **financially responsible** manner. Understand financial reports, audit reports and other financial material that comes before the IBOD; actively inquire into this material.
- Exercise **due care, diligence and skill**. Ascertain all relevant information; make reasonable inquiries; understand the financial, strategic and other implications of decisions.
- **Comply with the Articles of Incorporation, the Bylaws, Standing Rules and other governing documents**. Act within the powers and for the functions set out in these documents.
- **Support the decisions** of the IBOD. Unite behind IBOD decisions, regardless of your personal opinions or the nature of the debate; stand behind IBOD decisions once they have been made and speak with one voice.
- Demonstrate **leadership and stewardship**. Promote and support the application of these values; act in accordance with this Code of Conduct.

Breach of duties

Action taken against an IBOD member whose actions are not consistent with their duties under the Code of Conduct will be administered in accordance with the governing documents.