

# Policy changes adopted by the Kiwanis International Board

## June 14, 2016

### AMENDED POLICY:

#### B. INTERNATIONAL ADMINISTRATION

##### 3. International Board (4/14)

###### *Current policy wording:*

###### c. Code of Ethics and Conduct

To ensure the confidence of clubs and members and the reputation of Kiwanis International among the public and to fulfill the Board's role of stewardship and leadership to the organization, Kiwanis International expects all members of the International Board to conduct themselves according to the highest ethical, professional, and moral principles. Each Board member and candidate for any Board office shall annually acknowledge, by signature, that he/she has read, understands, and accepts personal responsibility to adhere to the standards of conduct stated in this policy. (4/12)

Each Board member shall, to his/her utmost ability:

- Personally comply with all applicable laws and regulations, as well as Kiwanis International Bylaws, Policies, and Procedures;
- Never knowingly allow Kiwanis International to violate any applicable laws and regulations;
- Act with integrity, honesty, and trustworthiness and not engage in unethical practices, deceive others, or misrepresent Kiwanis in any business dealings;
- Treat others equitably, fairly, and with respect and not engage in any form of discrimination or harassment;
- Be loyal to Kiwanis International and its mission, above any loyalty to a particular individual or group of individuals;
- Demonstrate care for clubs and club members and the communities they serve, including the highest regard for the safety, health, and welfare of the public;
- Make responsible decisions for the future of the organization, ensuring Kiwanis resources are prudently managed and expended;
- Practice transparency and accountability to clubs, members, and the public;
- Not use the name of Kiwanis or their Board position for personal benefit or advantage;
- Help create a cooperative and productive working environment at Board meetings and other Kiwanis functions;
- Respect and protect any privileged or confidential information, including the private information of members and donors, and support the final decisions of the Board;
- Fulfill the duties of office to which they are elected and not attempt to exercise individual authority outside the purview of his/her office;
- Interact with Staff in a professional and respectful manner, following agreed channels of communication and authority;
- Not engage in any conduct that would tarnish the good reputation of Kiwanis or undermine the public's trust.

(4/12)

Alleged violations of these standards of conduct shall be reported to the Executive Director, who shall inform the Executive Board Committee. If the Executive Director and Executive Board Committee determine that further investigation is warranted, the process shall be conducted in the same manner as violations of conduct unbecoming, including the right to defend him/herself, as defined in the International Bylaws. After the process is completed, any Board member found to have violated these standards of conduct shall be subject to disciplinary action as determined by the Board, up to and including suspension of duties or removal from office. (4/12)

*In the second paragraph, a new first bullet point was added and the existing first bullet point was amended to read as follows:*

- *Personally comply with all applicable laws and regulations, including but not limited to those regarding audits, conflict of interest, whistle blowers, disclosure and integrity of information, board governance, executive director compensation, document retention and destruction, and anti-bribery.*
- *Personally comply with Kiwanis International Bylaws, Policies, and Procedures;*

## **NEW POLICY**

### **B. INTERNATIONAL ADMINISTRATION**

#### **20. Compliance with Anti-Bribery Statutes**

As part of Kiwanis' commitment to conducting its business according to the highest ethical, professional, and moral principles Kiwanis International and its member clubs, affiliates, and subsidiaries shall comply with all applicable laws, ordinances, regulations, rules and other requirements concerning anti-bribery rules. Consequently, all Kiwanis International Board members, employees, agents, consultants, and contractors engaged by Kiwanis (collectively referred to below as "interested parties") shall comply with all applicable laws and regulations regarding prohibitions against bribery, including the U.S. Foreign Corrupt Practices Act ("FCPA").

To promote compliance with this policy, Kiwanis adopts the following key compliance criteria and processes:

- Adequate oversight by high-level personnel
- Due care in delegating substantial discretionary authority, including compliance with applicable laws, regulations, and Kiwanis processes for selecting agents and other third parties and monitoring their compliance with this policy
- Effective communication to all interested parties
- Reasonable steps to achieve compliance, including systems for monitoring, auditing, and reporting suspected wrongdoing without fear of reprisal
- Consistent enforcement of compliance standards including disciplinary measures
- Reasonable steps to respond to and prevent further similar offenses upon detection of a violation

Interested parties with questions or concerns regarding this policy or wishing to report any potential violation or concern should contact the Kiwanis International Executive Director.

However, if the potential violation or concern relates to the Executive Director, interested parties should contact the Kiwanis International President.

Kiwanis will make other materials concerning compliance available as appropriate to all interested parties. Kiwanis shall also conduct appropriate training concerning these issues for interested parties handling relevant matters at regular intervals, as may be required.

Failure to adhere to this policy may result in discipline by the Kiwanis International Board.