

Board of Directors Code of Conduct



The United States and Canadian Academy of Pathology, Inc. (the “Academy”) is a not-for-profit entity formed to provide pathologists with high-quality continuing medical education (CME) at the investigative and applied practice level and to reinforce and update attendees’ knowledge of pathology in their area(s) of interest and need in the understanding of pathologic processes. The Academy is managed under the direction of the USCAP Board of Directors. The Board’s **Code of Conduct** serves as a code of conduct for Academy volunteers in their capacity as Board members. The checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code and the protection of Board members through the use of reasonable due process procedures against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled. Members of the Board affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the Board.

Board of Directors Code of Conduct

Members of the Board (including *ex-officio* members of the Board) shall at all times abide by and conform to the following code of conduct in their capacity as Board members:

1. Each member of the Board of Directors will abide in all respects by the **USCAP Board of Directors’ Code of Conduct** and all other rules and regulations of the Academy (including but not limited to the Articles of Incorporation and Bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer or director) in the Academy remains in good standing at all times. Furthermore, each member of the Board of Directors will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the Academy when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
2. Members of the Board of Directors will conduct the business affairs of the Academy in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as the Board of Directors may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information* related to the affairs of the Academy and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors.

*“Confidential Information” means all information, not generally known, belonging to, or otherwise relating to the affairs of the Academy or its staff, members, commissions, or board (collectively, the “Protectees”), regardless of the media or manner in which it is stored or conveyed, that the Academy has taken reasonable steps to protect from unauthorized use or disclosure. Confidential Information includes but is not limited to proprietary knowledge, information, and know-how; non-public intellectual property rights, including business plans and strategies; notes, analyses, studies, or other documents; formulae; processes; designs; drawings; discoveries; improvements; ideas; conceptions; test data; compilations of data; and developments, whether or not patentable and whether or not copyrightable. Confidential Information also includes all aspects of the Protectees’ professional or private lives, including, but not limited to, any and all information relating to the Protectees’ (a) legal matters and needs, (b) financial information and/or their financial dealings, status or relationships; (c) personal social matters; (d) business activities, dealings or interests; and (e) employment practices or policies applicable to employees and/or independent contractors.

4. Members of the Board of Directors will exercise proper authority and good judgment in their dealings with Academy staff and will respond to the needs of the Academy’s members in a responsible, respectful, and professional manner.
5. No member of the Board of Directors will use any information provided by the Academy or acquired as a consequence of the Board member’s service to the Academy in any manner other than in furtherance of his or her board duties. Further, no member of the Board of Directors will misuse Academy property or resources.
6. Each member of the Board of Directors will use his or her best efforts to participate regularly in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the Board’s direction and oversight.

7. Upon termination of service, a retiring Board member will promptly return to the Academy all documents, electronic and hard files, reference materials, and other property entrusted to the Board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring Board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Board of Directors.
8. The Board of Directors dedicates itself to leading by example in serving the needs of the Academy and its members.
9. No member of the Board of Directors shall persuade or attempt to persuade any employee of the Academy to leave the employ of the Academy or to become employed by any person or entity other than the Academy. Furthermore, no member of the Board of Directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Academy to terminate, curtail, or not enter into its relationship to or with the Academy, or to in any way reduce the monetary or other benefits to the Academy of such relationship.
10. The Board of Directors must act at all times in the best interests of the Academy and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, Board members shall follow these guidelines:
 - The official USCAP **Conflicts of Interest Disclosure Form** must be completed annually.
 - Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Academy; while the receipt of incidental personal or third-party benefit may necessarily flow from certain Academy activities, such benefit must be merely incidental to the primary benefit to the Academy and its purposes;
 - Do not abuse Board membership by improperly using Board membership or the Academy's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; Board members shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
 - Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Academy;
 - Do not engage in or facilitate any discriminatory or harassing behavior directed toward Academy staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Academy;
 - Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Academy without fully disclosing such items to the Board of Directors; and
 - Provide goods or services to the Academy as a paid vendor to the association only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.

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