

**HUNTER COLLEGE HIGH SCHOOL  
ALUMNAE/I ASSOCIATION**

**STATEMENT OF BOARD RESPONSIBILITIES  
AND CODE OF CONDUCT**

Adopted by the HCHSAA Board of Directors Resolution 2022-64 on 11/15/22

Purpose

The Hunter College High School Alumnae/i Association (the “AA”) is committed to fostering an organizational culture that supports integrity, inclusiveness, collaboration, fairness and respect for individuals and their traditions, heritages and experiences. As members of the AA Board of Directors, we are each individually and collectively tasked with setting a tone and behaving in a manner that reflects this commitment in our interactions with one another, with AA staff and volunteers, with Alumnae/i and with the community we serve.

The purpose of this Statement of Board Responsibilities and Code of Conduct (the “Code”) is to clarify the Board’s responsibilities as stewards of the AA and to set expectations for Board behavior in fulfilling its responsibilities. The conduct of every director affects the reputation and integrity of the AA and its ability to attract and retain dedicated and talented volunteer leadership and staff to further the AA’s charitable mission. It is difficult to anticipate every form of behavior or conduct that might be damaging to AA’s reputation, the integrity of its governance process or the individuals who make up our community. Any conduct that is inconsistent with the principles and spirit of this Code – even if it is not expressly included – will be deemed to fall within its scope.

All members of the Board must familiarize themselves with this Statement of Board Responsibilities and Code of Conduct. You will be required to acknowledge in writing that you have read and understood this Code and agree to abide by it, failure to do so could lead to your dismissal for cause from the Board.

Board Responsibilities and Legal Duties

The main functions of the Board of Directors are:

- Establish the mission, objectives and long-term strategies for the AA, and ensure adherence to those purposes;
- Hire, determine compensation for, and evaluate executive management;
- Monitor the organization's affairs, financial well-being, and ethical and legal integrity; and
- Advocate for the AA to call attention to its mission and to attract resources.

- Collaborate with staff, to create and manage programs and events, sponsor, organize and generally support, benefit and promote the students and alumnae/i of Hunter College High School.
- Exercise a duty of care, duty of loyalty and duty of obedience to the AA under the laws of New York governing non-profit organizations:
  - The *duty of care* requires you to be familiar with AA's mission, finances and activities, and to be prepared to participate regularly in its governance. You must act in "good faith" using the "degree of diligence, care and skill" which prudent people would use under similar circumstances when making decisions or taking actions.
  - The *duty of loyalty* requires you to act in the best interest of AA, including disclosing and avoiding any conflicts of interest in your dealings with the organization. You may not use any of the AA's assets for your own personal benefit.
  - The *duty of obedience* requires you to faithfully carry out AA's mission and comply with all applicable laws and regulations as well as AA's own internal governance documents, policies and procedures.

### Management Responsibilities

The AA's effectiveness depends on an efficient and appropriate allocation of responsibilities between the Board and management, and maintenance of an open, collegial and mutually respectful relationship. Management's core responsibilities include:

- Selecting and supervising staff;
- Developing the budget for Board review and approval;
- Implementing the budget and reporting on variances;
- Establishing operating procedures and making day-to-day operational decisions;
- Providing guidance on priorities, policy and strategy;
- Keeping the Board informed in a timely manner to allow directors to fulfill their duties.

### Code of Conduct for Directors

Consistent with your duties to AA, as a Board member and/or Officer, you agree to:

- Carry out your duties with honesty, integrity and transparency;
- Adhere to all AA Bylaws, Policies and Procedures: including AA's Conflict of Interest Policy and Whistleblower Policy as well any future policies (including, but not

limited to, an Anti-Harassment Policy) or procedures that may be adopted by the Board from time to time including Committee Charters or Board resolutions concerning any of these matters;

- Manage AA's funds transparently, responsibly and prudently;
- Keep confidential all information you obtain in the course of serving on the Board or any Committee, including the content of any Board or Committee discussions and deliberations;
- Make attendance at Board or Committee meetings a high priority;
- Prepare for board meetings, by reading all background material and being ready to discuss issues;
- Welcome and respect the divergent and diverse opinions, perspectives and experiences of fellow Board members and AA staff;
- Contribute to productive and efficient meetings by limiting undue interruptions or disruptive behavior and by cooperating with reasonable requests by the meeting leader;
- Support actions taken by the Board or a Committee on which you serve even if you personally did not support the action taken (unless an action is illegal);
- Represent AA in a positive and supportive manner at all times and in all places and do not speak on behalf of AA unless explicitly authorized to do so;
- Practice good governance and stewardship by allowing management to do its job without interference, subject to the Board's general oversight power; and
- Refrain from making demands on the staff's time, energy and resources in excess of reasonable requests for information, guidance and/or collaboration necessary to fulfill your duties.

### Unacceptable Behaviors

As an AA Board member, you agree to contribute to a collaborative, positive, healthy and non-discriminatory environment, including engaging in robust and mutually-respectful debate and deliberation, in which AA will flourish and all can succeed. Consequently, you acknowledge that the following behaviors will not be tolerated and you agree to refrain from engaging in them:

- Using abusive, insulting, threatening or dismissive language or behavior or microaggression towards staff members, volunteers or other Board members.
- Bullying or taking unfair advantage of any staff member, volunteer or fellow Board member;
- Verbal, physical or visual harassment of others;
- Conduct endangering the life, safety, health or well-being of others or which violates the law, AA policies and/or governance documents; and
- Retaliating, or threatening retaliation against, anyone who reports a concern or violation of this Code or any other law or AA policy.

### Effect of Policy

You acknowledge that violations of this Code of Conduct shall constitute cause for removal from the Board by the remaining directors in accordance with the AA's Bylaws. The process and procedures set forth below shall be interpreted in a manner consistent with and subject to any resolutions, policies, or committee charters which are in effect or may be adopted hereafter by the Board from time to time.

### Reporting and Investigative Procedures; Enforcement

Good faith complaints or concerns involving violations of this Code should be reported in writing to both the President of the Board and the Chair of the Governance Committee, (together, the "Designated Parties") who shall promptly initiate the procedures set forth herein. If the Board President and/or the Governance Committee Chair is/are the subject(s) of a complaint, then the Chair of the Audit Committee and/or any other member of the Executive Committee should be substituted. Upon receipt of a complaint or concern, the Designated Parties shall (i) promptly notify the full Governance Committee of its existence and (ii) begin an investigation within 14 days. Any investigation should include interviews with all parties involved in the reported incident. Investigations shall be conducted fairly and with sensitivity and shall be concluded within a reasonable amount of time, taking into consideration all circumstances involved. Where appropriate, outside counsel and additional Governance Committee members may be brought in to assist. Reasonable efforts will be made to respect the privacy of the individual(s) involved, however at all times the best interests of the AA shall be paramount. The Designated Parties will regularly report on the progress of the investigation to the full Governance Committee no less frequently than every two weeks.

Upon completion of the investigation, the Designated Parties may determine:

- (i) that no violation has occurred and dismiss the complaint;
- (ii) that the investigation was inconclusive and, if appropriate, issue (a) warning(s) to the relevant party or parties; or
- (iii) that it would be in the AA's best interest to forward the complaint and the investigation's findings to the full Governance Committee for review and further action.

The Designated Parties shall report to the full Governance Committee on their conclusions. At all times, a reporting party and/or the Governance Committee itself may request that the complaint be submitted to the full Governance Committee for review and consideration.

For complaints forwarded to the full Governance Committee, after the Committee has reviewed, it may without limitation:

- request additional investigations;
- dismiss the complaint;

- authorize certain remedial actions, including (but not limited to) authorizing the Designated Parties to ask the director in question to resign from his/her/their officer position, Committee role or from the Board of Directors; or
- forward the complaint to the Board of Directors with a recommendation that the director in question be removed from the Board for cause, by vote of the directors in accordance with the AA Bylaws.<sup>1</sup>

The Governance Committee shall maintain a permanent record of all reports, documents and other materials relating to complaints, reported concerns and investigations conducted, regardless of outcome. Repeated complaints about a particular director (regardless of outcome) may be considered when evaluating a new complaint and may also constitute cause for the Governance Committee to take remedial action, or to recommend such director's removal by the Board for cause.

The remedies provided above are not intended to be exclusive. This Code is part of a broader set of compliance policies and procedures and is not intended to supersede or materially alter specific AA policies, procedures, employee manuals or handbooks already in place or adopted by the Board of Directors from time to time.

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I have read and I understand AA's Statement of Board Responsibilities and Code of Conduct. I agree to abide by the standards described above. I understand that I may be asked to step down or be removed from my seat on the Board if I breach my responsibilities or otherwise fail to comply with the Code.

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Signature

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Date

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<sup>1</sup> Consistent with New York law and the AA's bylaws, the Board may also remove an officer without cause at any time.