



Meeting Minutes

ICC Board Meeting

Date: July 24th, 2017

CONTACT

Mehran Farazmand

Secretary and Board Member

Iranian Canadian Congress (ICC)

Email: info@iccongress.ca

In Attendance:

Mojtaba Adibrad

Bijan Ahmadi

Soudeh Ghasemi

Dorna Mojdami

Pouyan Tabasinejad

Mehran Farazmand

Tayaz Fakhri

Hooman Shirazi

Morvarid Zare Zade

Meeting Minutes

1. Meeting agenda

Voting Result: All in favour.

2. Procedural Rules and Protocols for ICC Board Meetings and ICC Board Members

The proposed procedural rules and code of conduct for board meetings prepared by the Admin Committee was presented and reviewed. The motion regarding this procedure was seconded by Mehran.



The board members discussed the details of procedure and some concerns were pointed out. The following amendments were proposed:

- a) Tayaz suggested the confidentiality section to be removed. Seconded by Hooman.
- b) Tayaz suggested enforcement of rules in the meeting to be subject to approval of 7 board members. Seconded by Hooman.
- c) Soudeh suggested the audio recordings to be kept for internal use till the end of the term. Seconded by Dorna.
- d) Mehran suggested the protocol to be reviewed and evaluated after a 3 month trial period for any changes necessary. Seconded by Soudeh.

The board then went to voting step which resulted in the followings:

- Amendment (a): Tayaz and Hooman voted in favour, others voted against. Not approved.
- Amendment (b): Tayaz and Hooman voted in favour, Mehran abstained, others voted against. Not approved.
- Amendment (c): Soudeh, Morvarid, Mojtaba, Poyan, Dorna voted in favour, Bijan abstained, others voted against. Not approved.
- Amendment (d): Mehran, Soudeh, Morvarid, Mojtaba, Poyan, Dorna, Bijan voted in favour, Tayaz and Hooman voted against. Approved.
- (See Appendix 1 for details)

3. The event of “Ten Years” on August 4th

There has been some confusion regarding an event named “ICC after 10 years” which has been planned for August 4th. Some members and supporters have contacted the ICC and were confused as whether the event was organized by the ICC or not. It was suggested a clarification to be published regarding this matter. All voted in favour.

4. Response to Founders’ Letter

In email communications between founders who sent the May 27th open letter to the ICC and the ICC President three dates were proposed for meeting with the founders. Founders did not accept



any of the dates. The board will try to setup another meeting with the founders in August. However, to prevent further delay a response will be published to the May 27th letter. The board reviewed the main topics that will be covered in the letter. The draft will be circulated for comments among board member. All board members voted in favor to publish a response as discussed.

(See Appendix 2 for details)

5. Code of Conduct

As the ICC is growing and expanding its team there is a need for a code of conduct to be in place for directors and volunteers. In 2008 the board prepared a “Code of Conduct and Ethics for Volunteers, Employees and Directors”. The Admin Committee proposed the same code of conduct to be approved by the board with addition of an Enforcement section at the end

Mehran suggested an amendment so the proposed Code of Conduct to be reviewed after 3 months. All board members voted in favour.

(See Appendix 3 for details)

6. Next meeting

Next board meeting will be scheduled for the last Monday of August (28th) in the ICC office.



جلسه هیات مدیره کنگره ایرانیان کانادا

بیست و چهارم ماه جولای 2017

اعضای حاضر:

سوده قاسمی	مجتبی ادیب راد	بیژن احمدی
درنا مجدمی	مهران فرازمند	پویان طبسی نژاد
مروارید زارع زاده	هومن شیرازی	تایاز فخری

صورت جلسه

1. برنامه جلسه

به اتفاق آرا موافق شد.

2. آیین نامه اجرایی و منشور اخلاقی مربوط به جلسات هیات مدیره کنگره و اعضای هیات مدیره

پیش نویس آیین نامه اجرایی و منشور اخلاقی برای جلسات هیات مدیره که به وسیله کمیته امور اداری تهیه شده بود ارائه و مرور گردید. هیات مدیره جزئیات آیین نامه اجرایی را مورد بحث قرار داد و نکاتی از آن مورد نقد قرار گرفت.
پیشنهادات زیر در این رابطه مطرح گردید:

الف) پیشنهاد تایاز (با همراهی هومن) در مورد اینکه بخش مربوط به محترمانگی بطور کامل حذف شود.

ب) پیشنهاد تایاز (با همراهی هومن) در مورد اینکه الزام اجرای مقررات منوط به تصویب هفت نفر از اعضای هیات مدیره باشد.



ج) پیشنهاد سوده (با همراهی درنا) در مورد اینکه ضبط صوتی جلسات برای استقاده داخلی صرفا تا پایان دوره کنونی هیات مدیره باشد.

د) پیشنهاد مهران (با همراهی سوده) در مورد اینکه آیین نامه پیشنهادی بدون هیچ تغییری برای یک دوره سه ماه اجرا شده و پس از آن مرور و ارزیابی گردد.

هیات مدیره سپس در مورد پیشنهادات رای گیری نمود و نتایج زیر حاصل شد:

پیشنهاد (الف): تایاز و هومن موافق و سایرین مخالف. تصویب نشد.

پیشنهاد (ب): تایاز و هومن موافق، مهران ممتنع و سایرین مخالف. تصویب نشد.

پیشنهاد (ج): سوده و مروارید و مجتبی و پویان و درنا موافق، بیژن ممتنع، مهران و تایاز و هومن مخالف. تصویب نشد.

پیشنهاد (د): مهران و سوده و مروارید و مجتبی و پویان و درنا و بیژن موافق، تایاز و هومن مخالف. تصویب شد.

(برای مطالعه آیین نامه، پیوست یک را ببینید)

3. برنامه "پس از ده سال" روز چهارم آگوست

ابهاماتی در مورد برگزاری برنامه ای تحت عنوان "پس از ده سال" که قرار است چهارم آگوست برگزار شود بوجود آمده است. برخی اعضا و حامیان کنگره در این مورد با کنگره تماس گرفته اند و تصور می کرده اند که این برنامه توسط کنگره ترتیب داده شده است. پیشنهاد شد که در جهت رفع ابهام در این مورد اطلاع رسانی شود. به اتفاق آرا با این موضوع موافقت شد.

4. پاسخ به نامه موسسین

در مکاتبات ایمیلی میان رئیس هیات مدیره و تعدادی از بنیان گذاران که نامه سرگشاده مورخ 27 ماه می را ارسال نموده بودند، سه تاریخ برای برگزاری جلسه به آنان پیشنهاد گردید که هیچ کدام از زمانها از سوی نگارندگان پذیرفته نشد. هیات مدیره تلاش خواهد نمود تا زمان دیگری را در ماه آگوست با آنان هماهنگ نماید. معهدا برای اجتناب از تأخیر بیشتر، پاسخ به نامه 27 ماه می منتشر خواهد شد. هیات مدیره موارد اصلی که در این پاسخ گنجانده خواهد شد مرور نمود. پیش نویس این جوابیه از طریق ایمیل بین اعضا مرور و نهایی خواهد شد. به اتفاق آرا با انتشار جوابیه موافقت شد.

(برای مشاهده مکاتبات ایمیلی با بنیانگذاران، پیوست دو را ببینید)



5. منشور اخلاقی

با توجه به گسترش کنگره و تیم آن، وجود یک منشور اخلاقی برای مدیران و داوطلبان آن امری ضروری است. در سال 2008، هیات مدیره وقت کنگره پیش نویسی برای "منشور اخلاقی داوطلبان، کارکنان و مدیران" تهیه نموده بود. کمیته امور اداری همان پیش نویس را با افزودن بندی برای الزام اجرایی آن پیشنهاد نمود.

مهران پیشنهاد کرد که منشور اخلاقی برای یک دوره سه ماه اجرا شده و پس از آن مرور و ارزیابی گردد. به اتفاق آرا با این موضوع موافقت شد.

(برای مطالعه منشور اخلاقی، پیوست سه را ببینید)

6. جلسه آتی هیات مدیره

زمان جلسه بعدی هیات مدیره، آخرین دوشنبه ماه آگوست (بیست و هشتم) در دفتر کنگره خواهد بود.



Appendix 1:

Procedural Rules and Protocols for ICC Board Meetings and ICC Board Members

As the Iranian Canadian Congress is growing and expanding its audience, membership, volunteers base and its geographic reach it's necessary for the organization to develop a set of rules and procedures for its decision making processes in the board of directors and for the conduct of its board members during the meetings and in their internal and external communications. As per the decision of the Board of Directors on July 24th, 2017, the following procedure and rules will be adopted for the meetings of the board of directors, for the conduct and for internal and external communications of board members of the Iranian Canadian Congress. These rules will be effective immediately.

Procedure:

- Any proposed item has to be sent prior to the meeting to be included in the agenda. At least 24 hours before the meeting.
- New items to be added to the end of agenda, unless the board votes for priority of an item in the beginning of a meeting.
- To provide all board members with updates regarding the work of the ICC standing committees the agenda of all board meetings begins with committee updates and then other business unless the board decides otherwise regarding the priority of items on the agenda in the beginning of each meeting.
- Other than regular committee updates other items on the agenda goes to debate and discussion only if there is a proposed motion on table. The motion has to be seconded by another member of the board before it goes for discussion, debate and a vote. 2 minutes for the person introducing a motion.
- **Debate and Discussion:** After gaining support of another person as seconder board members can discuss the motion. 2 rounds for all board members to comment. 2 minutes for each board member for comments in each round. After 2 rounds the motion will go for a vote unless majority of the board decides to further debate the motion. Vote will happen by roll call unless the board decides otherwise.



- **Amending a proposed motion:** during the discussion board members have the right to propose a motion to amend the original motion. Motion to amend has to be seconded by another member. First the amended motion will be put for a vote. If it fails, the original motion will be voted on. All board members should have the time to comment on the motion to amend one round, 2 minutes for each board member unless majority decides to continue for further debate.
- Meeting shall adjourn based on the scheduled time. The end time can be extended only with the consent of all board members attending.
- Board members have the right to propose the meeting to adjourn earlier. The motion to adjourn, if seconded by another member, goes for immediate vote.
- There is no debate and discussion for motions to adjourn the meeting earlier or to extend time of the meeting.

Conduct:

- Board members shall be respectful of the time limitations in their remarks and during the debate and discussions,
- Board members shall be respectful towards their colleagues in all their comments,
- Board members shall not speak or enter into a back and forth debate with another board member during the board meetings.

The board of directors of the ICC is committed to transparency and as such has taken the step of publishing a summary of decisions made in each board meeting available for public review on its website. However, confidentiality among board members is a necessity to build trust and confidence among board members and to create an environment for board members to freely discuss their ideas for the betterment of the organization and for serving the community. As such the following measures have to be followed by all members of the ICC Board of Directors:

Confidentiality:

- All communications among board members during or outside of a board meeting (in camera or in front of observers) in any form including but not limited to email, online, phone or in person conversations are considered confidential and private.



- The discussions of the board and the decisions made shall only be reflected in the minutes of the organization. Board members shall not distribute or communicate the discussions in the board meeting or among board members outside of a board meeting individually to prevent any miscommunication and misrepresentation of the opinion of their colleagues and to respect the privacy and confidentiality of discussions among board members.

Announcement of decisions of the Board of Directors

- The decisions of the board and the votes of each board member shall be reflected in the public minutes of the organization unless the item is considered “in camera” or the board decides otherwise for a particular item.
- The decisions of the board of directors shall only be announced through the public summary of decisions and meeting minutes of the organization prepared by the Secretary. External communications to announce the decisions of the Board of Directors shall only be done by the President as the spokesperson of the organization according to the bylaws and the communications to be executed by the Public Relations Department. The President has the right to delegate his tasks to other executives or board members.
- Board members shall refer all members to the public minutes of the organization on the website regarding the decisions of the board of directors.

In Camera Discussions:

- Board members have the right to propose an item to be discussed in camera in which the discussions and decisions shall only be reflected in the internal official minutes of the organization and no observer shall be present in the meeting.
- In camera items shall be identified during the time of approving the agenda in the beginning of the meeting.
- Observers shall be informed in advance that there might be items in the agenda that will be discussed in-camera.

Audio or Video of the Board Meetings

- The board of directors has the right to decide for the Secretary of the board to use an audio recorder for recording any meeting only for the internal use and for the purpose of preparing the



minutes of the board meetings. These audio recordings will remain confidential with the Secretary of the board.

- The attendees in the ICC board meetings including but not limited to board members, observers, volunteers, or advisers shall not record the ICC board meetings with any type of audio or video recorder unless with prior approval of the board of directors.

Enforcement:

- The chair of the meeting shall enforce the rules outlined above regarding the procedure, the conduct and the actions of board members. For any breach of the rules the chair shall give a warning to the individual board member violating the rules.
- Warnings shall be recorded in the public minutes of the meeting with the name of the person violating and the reason briefly noted by the chair.
- If an individual board member receives 2 warnings during a board meeting, the chair has the right to ask the board member violating the rules to leave the meeting.
- The Administration and Finance Committee shall have the responsibility to review violations of the outlined procedure for ICC board meetings by any individual member and to propose disciplinary actions, if required.
- All violations of the procedures and rules of conduct outlined here shall be recorded in the public minutes of the organization or in a monthly report published separately on the website of the organization.



Appendix 2:

Communications between Bijan Ahmadi and Manoohar Misaghi to arrange a meeting with ICC Board and ICC Founders

From: Manoohar Misaghi

Date: Sat, Jul 22, 2017 at 8:38 PM

Subject: RE: ICC Founder's Letter of May 27, 2017 to ICC Board of Directors

To: ICC President

Cc: Hossein Zereshkian , Saeed Hariri , Mehrdad Ariannejad , Massood Mansoorzadeh, Mehrdad Hariri

Dear Bijan,

Unfortunately most of the founders will not be able to attend tomorrow's Board meeting. However, I hope some or all members will be to attend the August board meeting.

We will be in touch to make the arrangements in a couple of weeks.

Warm regards

Manoo Missaghi

From: ICC President

Sent: July-22-17 8:34 PM

To: Manoohar Misaghi

Cc: Hossein Zereshkian; Saeed Hariri; Mehrdad Ariannejad; Massood Mansoorzadeh; Mehrdad Hariri

Subject: Re: ICC Founder's Letter of May 27, 2017 to ICC Board of Directors

Dear Mr. Misaghi,

I haven't heard back from you regarding the board meeting this Monday. Please let me know if you and other founders will be attending as we have to provide the list of attendees to the building security. After this the next board meeting will probably be end of Aug and that is too late as we prefer to meet before issuing our response to the letter sent to us on May 27th.

Regards,
Bijan



On Jul 19, 2017 10:42 AM, "ICC President" wrote:

Dear Mr. Misaghi,

I had a meeting with my executive team last night and we discussed your response and request for participating in a board meeting. I'd like to invite you and the other 4 founders who signed the letter sent to us to attend our board meeting on Monday July 24, 2017 at 8PM. We have a 2 hour meeting on Monday. The first half the board will go through its regular agenda and the second half we will meet with you. Our goal in proposing this meeting from beginning has been to hear your ideas, suggestions and comments regarding the work we are doing and to ask some questions about the letter sent to us to better understand your concerns.

Please confirm your attendance for Monday with the name of the founders who will be attending by end of Friday July 21, 2017.

I'd like to also add that the board of the ICC is deeply concerned about the event that is organized on Aug 4th without any coordination with the ICC. The least ethical expectation would be for the organizers to run the date with the ICC to prevent any scheduling conflicts. Overall in our opinion any effort to undermine the authority and legitimacy of the executives of an organization that have been elected by the members through the procedure set in the bylaw is not a constructive approach. We are receiving many questions regarding this event and we will have to respond accordingly to members and supporters to clarify the situation. Perhaps on Monday we can briefly discuss this matter as well.

Sincerely,
Bijan Ahmadi
President
Iranian Canadian Congress

On Tue, Jul 11, 2017 at 9:37 PM, Manoohar Misaghi wrote:

Dear Bijan,

Thank you for your email. As the BOARD meeting is the official manifestation of the proper functioning of the ICC- as outlined in its constitution-, the Founders would like to participate in an official Board meeting rather than just a meeting with some members of board. Would you please set up a Board meeting and we would try to make arrangement for meeting at the earliest possible.

Best regard
Manoo Missaghi



From: ICC President

Sent: July-07-17 1:31 PM

To: Manoohar Misaghi

Cc: Hossein Zereshkian; Massood Mansoorzadeh; Mehrdad Hariri; Mehrdad Ariannejad; Saeed Hariri

Subject: RE: ICC Founder's Letter of May 27, 2017 to ICC Board of Directors

Thanks for your prompt response Mr. Misaghi. The dates I mentioned is for a meeting between the founders who signed the letter sent to the ICC on May 27th and executives of the ICC representing the board and the organization. This format is the decision of our team and the basis for my initial proposal to setup a meeting. If you'd like a different format, I can discuss it with the board and get back to you. However, it will further delay this process and our meeting as we don't have a board meeting scheduled for the coming weeks. Our committees are actively running the operations, campaigns and programs approved by the board.

As a clarification I'd like to add that we always welcome as many members and supporters as we can fit in our office board room for ICC board meetings as observers.

Regards,
Bijan Ahmadi

On Jul 7, 2017 5:50 PM, Manoohar Misaghi wrote:

Dear Bijan,

Thank you for your email and suggestion of the meeting date. However, as you may have noticed, the Founding Group would like to participate in ICC's official Board Meeting and discuss the issues with ALL BOARD MEMBERs. If the date you have suggested is an official Board meeting date, then we could see if it will work for the group, otherwise, please suggest couple of board meeting dates and we will try to match schedule of the participants to make it to happen.

Please let me know and we will try to come to an agreed on a date to meet.

Best regards
Manoo Misaghi

From: ICC President

Sent: July-07-17 8:16 AM

To: Manoohar Misaghi

Subject: Re: ICC Founder's Letter of May 27, 2017 to ICC Board of Directors

Dear Mr. Misaghi

Again sorry for the delay in setting up the meeting. I would like to suggest that we meet either on July 18th or July 19th 7pm at ICC office. I appreciate if you coordinate with other signatories of May 27th letter



and let me know which day works for you and others. If these dates don't work for you, please propose alternative dates.

Regards,
Bijan Ahmadi

On Jun 16, 2017 7:16 PM, "ICC President" wrote:
Dear Mr. Missaghi,

I received your email and will get back to you with alternative dates. Sorry for the delay.

Regards,

Bijan Ahmadi
President
Iranian Canadian Congress

On Mon, Jun 5, 2017 at 10:54 PM, Manoohar Misaghi wrote:

Dear Bijan,

Thank you for your email in response to our letter. We believe your suggestion of a meeting is well placed. Let's set up a time and although most of the gentlemen are very busy, but I would like them all – if all possible- to meet the ICC BOD members and discuss issues which we feel needs to be covered. We suggest the followings to be discussed:

1. ICC's last AGM and election. Did it meet the ICC constitution mandates?
2. ICC registration Federally. What does it really mean and is that in-line with the ICC Constitution?
3. The handling of politics as per ICC constitution – what does ICC Constitution say in this respect-?
4. The membership issue and their rights

Please let us know when would be the time and we will see if we could make it to work for all.

In the mean-time, we wish you all success in moving ICC's agenda forward.

Warm regards

Manoo Missaghi



From: ICC President

Sent: May-30-17 4:14 PM

To: Manoo Missaghi; Mehdad Ariannejad

Cc: Mehdad Hariri; Hossein Zereshkian; Hossein Zereshkian; Massood Mansoorzadeh; Saeed Hariri;

Subject: Re: ICC Founder's Letter of May 27, 2017 to ICC Board of Directors

Dear Mr. Missaghi,

Thanks for your email and for communicating your concerns with the ICC board in your open letter. The AGM that happened this past Sunday (May 28, 2017) would be a great venue for raising your concerns and hearing the opinion of the board and other members of the organization.

I wish all gentlemen who signed the open letter would make time to attend the General Meeting. We had a successful AGM and over 70% of members of the ICC participated in the process in person and online-increased participation rate in compare to both 2015 and 2016 AGMs.

I'd like to suggest that we arrange a meeting at the ICC office to discuss the points in your letter. Please let me know couple of dates that work for you and other signatories.

Also to have a more productive discussion I appreciate if you send me any statements or open letters sent in previous years to the board of directors of the ICC by founders who signed the letter sent to us on May 27th. Those previous letters/statements will allow myself and my team to familiarize ourselves more with the point of views of the signatories and their vision for the ICC. We have done our own research but I want to make sure that we don't miss anything.

Regards,

Bijan Ahmadi

President

Iranian Canadian Congress

On Sat, May 27, 2017 at 1:42 PM, Manoo Missaghi wrote:

Dear ICC Board memebrs,

Attached please find a letter from the Founders of ICC. Please address your response to all.

Sincerely

Manoo Missaghi



Appendix 3:

Iranian Canadian Congress **“CODE OF CONDUCT” for Board of Directors**

Organizational Code of Conduct:

All the board members must, at all times, comply with all applicable laws and regulations. The Organization will not condone the activities of any board members who achieve results through violation of the law or unethical dealings. This includes any illegal acts, indirect contributions, rebates, and bribery. The Organization does not permit any activity that fails to stand the closest possible public scrutiny.

Accordingly, board members must ensure that their actions cannot be interpreted as being, in anyway, in contravention of the laws and regulations governing the Organization’s operations.

Board members uncertain about the application or interpretation of any legal requirements should discuss the matters at the board meetings and if necessary, should seek appropriate legal advice.

General Conduct:

The Organization expects its board members to conduct themselves in a professional manner. Drinking, gambling, fighting, swearing, and similar unprofessional activities are strictly prohibited while during any meetings or at any event representing the organization.

Conflicts of Interest:

The Organization expects that board members will perform their duties conscientiously, honestly, and in accordance with the best interests of the Organization. Employees must not use their positions or the knowledge gained as a result of their positions for private or personal advantage. Regardless of the circumstances, if board members sense that a course of action they have pursued, or are presently pursuing, or are contemplating pursuing may involve them in a conflict of interest with the organization, they should immediately communicate all the facts with the board.

Outside Activities, Employment, and Directorships:

All board members share a serious responsibility for the Organization’s good public relations, especially at the community level. Their readiness to help with religious, charitable, educational, and civic activities brings credit to the Organization and is encouraged.



Gifts, Entertainment, and Favors:

Board members must not accept entertainment, gifts, or personal favors that could, in anyway, influence, or appear to influence, decisions in favor of any person or organization with whom or with which the Organization has, or is likely to have, any sort of dealings. Similarly, board members must not accept any other preferential treatment under these circumstances because their positions with the Organization might be inclined to, or be perceived to, place them under obligation to return the preferential treatment.

Organization Funds and Other Assets:

Board members who have access to Organization funds in any form must follow the prescribed procedures for recording, handling, and protecting money as detailed in the Organization's policies and procedures or other explanatory materials, or both. The Organization imposes strict standards to prevent fraud and dishonesty. If board members become aware of any evidence of fraud and dishonesty, they should immediately advise the board or seek appropriate legal guidance so that the Organization can promptly investigate further.

When a board member's position requires spending Organization funds or incurring any reimbursable personal expenses, that individual must use good judgment on the Organization's behalf to ensure that good value is received for every expenditure.

Organization funds and all other assets of the Organization are purposed for the Organization only and not for personal benefit. This includes the personal use of organizational assets, such as computers.

Organization Records and Communications:

Accurate and reliable records of many kinds are necessary to meet the Organization's legal and financial obligations and to manage the affairs of the Organization. The Organization's books and records must reflect in an accurate and timely manner all transactions. The treasurer responsible for accounting and recordkeeping must fully disclose and record all assets, liabilities, or both, and must exercise diligence in enforcing these requirements.

Dealing With Outside People and Organizations:

Board members must take care to separate their personal roles from their Organization positions when communicating on matters not involving Organization affairs.

Board members must not use organization identification, stationery, supplies, and equipment for personal or political matters.



When communicating publicly on matters that involve Organization business, board members must not presume to speak for the Organization on any topic, unless they are certain that the views they express are those of the Organization, and it is the Organization's desire that such views be publicly disseminated or else organization must officially denounce the communication.

When dealing with anyone outside the Organization, including public officials, board must take care not to compromise the integrity or damage the reputation of either the Organization, or any outside individual, business, or government body.

Prompt Communications:

In all matters relevant to members, suppliers, government authorities, the public and others in the Organization, all board members must make every effort to achieve complete, accurate, and timely communications - responding promptly and courteously to all proper requests for information and to all complaints.

Privacy and Confidentiality:

When handling personal information about members or others with whom the Organization has dealings, observe the following principles:

- Collect, use, and retain only the personal information necessary for the Organization's conduct. Whenever possible, obtain any relevant information directly from the person concerned
- Retain information only for as long as necessary or as required by law. Protect the physical security of this information.
- Limit internal access to personal information to those with a legitimate reason for seeking that information. Use only personal information for the purposes for which it was originally obtained. Obtain the consent of the person concerned before externally disclosing any personal information, unless legal process or contractual obligation provides otherwise.

Attendance:

Board members should attend at least 70% of all meetings and must be present not later than 30 minutes after the set time.

It is also necessary for the board members to communicate the circumstances, in which, they are or they expect to be, absent for 3 consecutive board meetings and lay out a plan on how they would be performing their role as a board member.

Decision Making:

Board members can only receive their mandates on performing any task through majority vote of the board.

Voting on proposed action items can be done either at meetings – either actual meetings or conference calls -- where at least 5 board members are present or electronically through email list of the board members.



When issues are raised electronically, board members are required to respond and vote by simply replying to the original email, in at most, 36 hours after they are raised or else their vote is considered as a positive vote. Of course results of the decision made must be communicated in a separate email by the president.

Decisions can be reversed by majority vote, at board meetings and also electronically.

Responsibilities and Accountability:

Each committee chair as well as the president must submit plans and also monthly progress reports regarding the submitted plans, to the board mailing list or at the board meetings and must commit and adhere to the submitted plans based on reasonable personal judgement.

Deviations from the set goals must be reasonably justified and detailed in progress reports.

Any committee chair or officer, not finding him or herself able to achieve the goals expected to be performed by their position, due to any personal or professional circumstances, must voluntarily resign from the position.

Enforcement:

Board can hold disciplinary meetings based on the request of at least 3 board members to review any complaints of any deviation from this code of conduct and can vote its opinion of any violation.

If a board member is found to be violating the code of conduct in at least 3 incidents, a call for AGM becomes mandatory to let the members decide on the faith of their elected member.

Board must submit a summary report of the incidents and opinion of the board members upon calling for AGM