

HIMSS NEW YORK STATE CHAPTER

Code of Conduct

The New York State HIMSS Chapter ("Chapter") Board of Directors ("Board") has adopted the following Code of Conduct policy for its Board and Committee Members ("Member").

This policy is intended to support Chapter growth and sustainability while enhancing its cultural sensitivity, cultural accountability, honesty and continued professional excellence. We are committed to encouraging positive and ethical interactions among our leaders and members at large.

Each Member should embrace the Chapter Code of Conduct with the utmost respect and dedication and must comply with its contents as described below. It is understood that no code or policy can anticipate every situation that may arise. Accordingly, this Code serves as a source of guiding principles to ensure that each Member maintains a high standard of ethical conduct in performance with New York State HIMSS, and to ensure that the Chapter's membership maintains confidence in and respect for the entire Board of Directors and Committee Members. Members are encouraged to bring questions about specific circumstances that may involve one or more of the provisions of this Code to the attention of the President, who may consult with the New York State HIMSS Board of Directors, New York State HIMSS, and/or legal counsel or an approved designee as appropriate.

To properly serve the Chapter, each Member must act with dignity and integrity, both inside and outside of Board and Committee meetings, reflecting New York State HIMSS's high standards for ethical behavior and professionalism. A Member should take no action that could discredit the reputation or credibility of the chapter.

Each Member Agrees to the Following:

1) General Standards

- a) Comply with the New York State HIMSS Code of Conduct and all other rules and regulations of the Chapter (including but not limited to the Chapter's Bylaws and operational policies and procedures) and will ensure that their membership in the Chapter remains in good standing.
- b) At all times work within the Chapter's framework, and not act unilaterally or contrary to such decisions made by the Board of Directors.
- c) Exercise due care in the performance of all duties. A Member should not knowingly fail to comply with the requirements of the Chapter's governing documents if the documents comply with the law.
- d) Adequately plan for, complete, and oversee all assigned duties and functions as a Member for the benefit of the Chapter.

2) Act in the Best Interest of the Chapter

- a) Work for the common good of the membership of the Chapter and not for any private or personal interest.
- b) Assure fair and equal treatment of all Members coming before the Board and / or Committee.
- c) Make all decisions and representations with the best interests of the Chapter in mind.
- d) Endeavor to discourage or avoid conduct that could be divisive or harmful to the best interests of the Chapter.

3) Model of Excellence

- a) Acknowledge the worth of Members and appreciate their individual talents, perspectives, and contributions.
- b) Acknowledge Members who contribute to the success of the Chapter and/or activities.
- c) Assist with and support of the creation of an atmosphere of respect and civility in which other Members are free to express their ideas and encouraged to work to their full potential, including conducting affairs with honesty, integrity, fairness, and respect for others.
- d) Recognize that Board and/or Committee decisions are made by a majority vote and respect the majority decisions of the Board and/or Committee, even when in a minority position on such actions.
- e) Work with all Members and respect the opinions of peers who serve on the Board and/or Committee and leave personal prejudices out of all Chapter business and discussions.

4) Conduct of Board and /or Committee Member

- a) Foster an environment of respect, cooperation, and collegiality.
- b) Act with integrity in a professional, trustworthy, and ethical manner, always exhibiting honesty and civility.
- c) Avoid speaking on behalf of the Chapter unless designated by the Board of Directors and/or President.
- d) Conduct the business affairs of the Chapter in good faith and with honesty, integrity, due diligence, and competence.
- e) Exercise proper authority and good judgment in their dealings with the Chapter, suppliers, and the public and respond to the needs of the Chapter in a responsible, respectful, and professional manner.

5) Conduct at Meetings

- a) Make every effort to attend meetings regularly and to perform their duties in accordance with the Chapter's Bylaws and operational policies and procedures.
- b) Conduct themselves at all meetings, including board meetings, annual meetings, and committee meetings, in a professional and businesslike manner.

6) Board and/or Committee Commitments

- a) Devote the time and resources reasonably necessary to fulfilling his/her commitments to the Chapter activities.
- b) Demonstrate due diligence in preparation for and attendance at Board and/or Committee meetings and other activities on behalf of New York State HIMSS. Listen courteously and attentively to discussions; and focus on the business matter!
- c) To the best of his/her ability, be informed about the needs and opinions of the New York State HIMSS membership and ask questions necessary to be fully informed about the issues being addressed by the Board and/or Committee, before making decisions.

7) Board and /or Committee Decisions

- a) All decisions will be based on the objective merits and substance of the business matter rather than unrelated or subjective considerations.
- b) Share with the Board and / or Committee any substantive information that is relevant to the matter under consideration. Members may not knowingly make an untrue statement of a material fact or knowingly fail to state a material fact.

8) Support of Board Decisions

- a) Accept and publicly support Board decisions. A Member is encouraged to be an ambassador of New York State HIMSS and subject to the Standards of this Code of Conduct, to promote the activities and actions of the Board with the New York State HIMSS membership and publicly.
- b) In doing so, a Board member must stay faithful to the intent of the Board and should not reinterpret or re-characterize the Board's actions to reflect his/her own view and should avoid taking actions that have the purpose of undermining the dictions or action of the Board.

9) Gifts and Favors

- a) Not take or accept any special advantage of services or other opportunities for personal gain that are different from any interest or advantage shared with all other members of the Chapter.
- b) Not accept any gifts, favors, or promises of future benefits, which might compromise, or give the appearance of compromising, their independence of judgment or action.
- c) Not solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan, or any other thing of monetary value from a person who is seeking a contractual or other business or financial relationship with the Chapter.
- d) Not accept a gift or favor made with the intent of influencing a decision or action on any official matter.

Confidential Board Information

Except as the Board may otherwise require or as is otherwise required by law, Members must not share, copy, reproduce, transmit, divulge, or otherwise disclose any confidential information related to the affairs of the Chapter, and uphold the strict confidentiality of all meetings and other deliberations and communications of the Board.

No member of the Board of Directors will use any information provided by the Chapter or acquired because of the Board member's service to the Chapter in any manner other than in furtherance of his or her Board duties. Further, no member of the Board of Directors will misuse Chapter property or resources and will always keep the Chapter's property secure and not allow any person not authorized by the Board of Directors to have or use such property.

Violations of Code of Conduct

Violations of the Code of Conduct shall be brought to the New York State HIMSS Board of Directors. The Board may elect, at its sole discretion, to appoint an ad hoc Code of Conduct Committee, comprised of other Chapter Members, Past Presidents, or other impartial persons as the Board determines to assist with an objective investigation of the alleged violation in question and provide recommendations. If this ad hoc committee determines that a Member has violated this Code of Conduct, corrective action may be imposed. Corrective measures or discipline should be appropriate to the facts and circumstances of the violation and subject to the Bylaws, may include the following:

- Re-education and/or retraining.
- Removal from certain Board or Committee-related functions or duties for a specific period
- Removal from New York State HIMSS Board or Committee related functions or duties

Acknowledgement

Upon being appointed or elected to the New York State HIMSS Board of Directors, or any New York State HIMSS's Committee, each Member acknowledges to abide by the New York State HIMSS Code of Conduct for Board or Committee Members every year for as long as they hold a position on the Board and/or Committee.

Certification

I have read the Code of Conduct above and agree to abide by all requirements as stated and understand that any violation of this Code of Conduct may result in disciplinary action as described in the Code of Conduct.

Anthony Ferrante
Signature

March 29, 2023
Date

Anthony Ferrante
Print Name