**Board Operational Policies and Code of Conduct**

Date Established: **February 2010**

Amended: **July 2020**

**Orientation**

Hoof Trimmers Association will provide its board members with an orientation manual to assist them in understanding and fulfilling their duties. Each board member is required to sign the HTA Board Member Agreement upon election to office.

**Training**

HTA board members will complete board training within six weeks of taking office. Trainings may be conducted either in person or via online training modules hosted on the HTA website or other platform as previously designated.

**Conflict of Interest**

HTA board members are subject to legally binding fiduciary responsibilities, including avoidance of a conflict of interest as defined under the Duty of Loyalty. This duty requires the board member to give undivided allegiance to HTA, without regard to personal interest, business interest, or the interest of any other region or organization. Furthermore, it is a breach of the legally defined Duty of Loyalty for a director to use inside information gained in the performance of his or her responsibilities for personal benefit, or to benefit his region, business or any other organization. This constitutes conflict of interest. In the event a board member perceives he is in a situation that may constitute a conflict of interest, it is his/her duty to report this to HTA’s president as soon as possible. Likewise, any HTA member can raise such a concern regarding any board member to HTA’s president. The president will bring the concern to the full board in an immediate manner, and possible methods of cure can range from recusal of the board member from discussions/activities/programs which generate the conflict of interest, to removal of the officer or director from the board, depending on the severity of the situation.

**Liability Insurance**

HTA will purchase adequate directors and officers liability insurance on behalf of its board members. Under this policy, HTA will be able to hold its directors harmless from lawsuits as long as they operate within the legal bounds of their fiduciary responsibilities, e.g., the Duty of Care, the Duty of Loyalty, and the Duty of Obedience.

**Travel/Meeting Expenses**

HTA reimburses travel and meeting expenses under the HTA Reimbursement and Compensation Policy of HTA board members conducting business on behalf of HTA with approval of the board in advance of the event.

**Observance of Sarbanes-Oxley Act Requirements**

Two portions of the Sarbanes-Oxley Act apply to non-profit organizations as well as for-profit companies – whistleblower protection and document destruction requirements. HTA ensures its ability to comply with these two requirements by the following measures:

1) Whistleblower protection

2) Document retention policy

In addition, HTA voluntarily complies with Sarbanes-Oxley Act, adopting a Code of Conduct for the Board of Directors, which follows.

**Board Code of Conduct**The Board expects of itself and its members ethical and business-like conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

* Board members must represent, with unconflicted loyalty, the interests of the membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interests of any Board member acting as an individual consumer of the Society's services.
* Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
* There must be no self-dealing or any conduct of private business or personal services between any Board members and the Society except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
* Board members must not use their positions to obtain for themselves, family members, or close associates, employment within the organization.
* Should a Board member be considered for employment by HTA, he or she must temporarily withdraw from Board deliberations, voting, and access to applicable Board information.
* Board members and members at large may not attempt to exercise individual authority over the organization or staff except as explicitly set forth in Board policies.