



Association for the Study of Higher Education
Governance Code of Ethics
Approved by the ASHE Board of Directors on June 17, 2021

This **Governance Code of Ethics (the “Code”)** applies to all directors, officers and executives (“Leaders”) of Association for the Study of Higher Education and those of its affiliated groups (e.g., Councils) (the “Association”). The Code is a statement of goals and expectations for Leaders’ behavior in governing the Association. The Code is attempts to provide clear, easy-to-understand principles. Leaders are urged to inquire if any aspect of the Code needs clarification.

This Code is separate and different from the ASHE Ethical Principles and Code of Ethics in that this policy is applicable to governance of the Association rather than membership ethics. However, Leaders are bound to both.

All affected Leaders of the Association are expected to read the Code, understand it, and comply with its letter and spirit. Together with other applicable guidelines or policies of the Association, compliance with this Code will help protect the Association’s reputation for honesty and integrity.

The Code cannot address every applicable law or provide answers to all questions that might arise. Leaders must ultimately rely on their good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct. It should be noted that other documents, such as the Association’s Bylaws and governing board policies, affect officers’ and directors’ conduct, as employee manuals and possibly employment contracts affect executives’ conduct. Because the Association’s success depends upon maintaining its reputation, in many instances this Code goes beyond the requirements of law or of those other documents.

This Code is not an express or implied contract of employment or agency, and it does not



create any rights of any kind—such as contract rights, indemnification rights, or intellectual property rights—between the Association and its Leaders.

Compliance with Laws: Obeying the law, both in letter and spirit, is one of the foundations on which the Association’s ethical standards are built. All Leaders must respect and obey the laws of the jurisdictions in which the Association operates, including but not limited to the location of the home office, location of the member, location of the annual conference, and location of contracts. Although not all Leaders are expected to know the details of these laws, it is important to know enough to determine when to seek advice from counsel or others.

Conflicts of Interest: Personal or business activities, relationships, or other interests of Leaders must not conflict or appear to conflict with the interests of the Association. Disclosure of other interests is crucial to maintaining a bias-free governance process by the Association for the benefit of its members or other constituents. Leader’s must annually review and agree to uphold the Association’s Conflict of Interest Policy. The full policy is available at https://www.ashe.ws/ashe_coi

Diversity, Equity, and Inclusion: Leaders will act in ways, to the extent it is reasonable and feasible to do so, must act consistent with the Association’s core value of diversity. The ASHE Diversity, Equity, and Inclusion Policy, which can be found in the ASHE Bylaws at <https://www.ashe.ws/ashebylaws>

Accounts and Record Keeping

Overview: Every Association financial record and report should be accurate, timely, and in accordance with any applicable law or accounting rules or principles. The Association’s books must reflect all components of transactions, as well as the Association’s high standard of insisting upon an honest and forthright presentation. These records are the basis for the Leaders’ managing the Association and for fulfilling their obligations to



members, the public, and government authorities.

General Principles

1. Never falsify any document or distort the true nature of any transaction.
2. All transactions must be supported by accurate documentation.
3. All reports made to government authorities must be full, fair, accurate, timely, and understandable.
4. Leaders must cooperate with audits of financial records.
5. To the extent estimates and accruals are necessary in Association reports and records, they must be supported by appropriate documentation and be based on good faith judgment.

Use of Association Assets

Overview: Association assets are to be applied to Association, not personal, uses. Assets include the time at work of executives and their work product, as well as the Association's equipment, computers, and software. Common sense should prevail, of course. The occasional minor personal use of some Association asset, such as a cell phone, is not an issue. The point is to recognize that theft or deliberate misuse of Association assets is a violation of the Code.

General Principles

1. The use of Association assets for the personal benefit of Leaders, or the benefit of anyone other than the Association, is permitted only with proper approval or authority.
2. Leaders may not take away from the Association any opportunity for financial gain that arises or is discovered because of the Leaders' positions in the Association or through the use of Association property or information.
3. Misuse of Association assets may be considered theft and result in disciplinary action or criminal prosecution.
4. Before accepting payment for speeches or presentations related to the Association, Leaders should always obtain proper approval or authority.



5. Association computer systems and equipment are meant for Association use only. For example, they should never be used for outside businesses, illegal activities, gambling, or pornography.

Working with Outside Parties and Business Gifts

Overview: Consistent with the obligation they have to act with integrity and honesty at all times, Leaders should deal fairly and in good faith with all persons with whom the Association has transactions, business, or ventures. No Leader should take unfair advantage of anyone through misrepresentation or any unfair business practice.

Leaders of the Association may be offered gifts, hospitality, or entertainment from persons or entities with which the Association has relationships, such as vendors, sponsors, advertisers, exhibitors, joint venturers, hospitality or transportation industry sales representatives, or others. It is crucial to keep an arm's-length relationship. Avoid accepting excessive or lavish gifts that may give the appearance of undue influence; acceptance of anything of more than trivial value should first have proper approval or authority. Every Leader should avoid personal financial transactions with persons or entities that may influence the Leader's ability to perform objectively.

General Principles

1. The Code prohibits Leaders from accepting any nontrivial gifts or entertainment in the context of Association work. This is an area in which judgment is critical. For instance, modest holiday gifts may be fine but an expensive trip probably would not be. In addition, a Leader must not accept any gifts in the form of cash, credit, discounts, or similar offerings. If a Leader is uncertain, prior approval or authority should be sought.
2. Modest gifts or entertainment from persons or entities with which the Association has relationships must support the legitimate interests of the Association and should be reasonable and appropriate under the circumstances.

Protecting the Association's Nonpublic Information



It is the obligation of a Leader to safeguard the Association's nonpublic information. Leaders should not share confidential information with anyone outside the Association unless it is necessary as part of work responsibilities and then only pursuant to a nondisclosure agreement reviewed by counsel.

Nonpublic information is any information that has not been disclosed or made available to the membership, the general public, or government agencies.

Nonpublic information includes items such as financial data, plans for acquisitions or divestitures, evaluations of joint ventures or other endeavors, personal information about Leaders or members, material contracts, finance arrangements, real estate opportunities, major management changes, and other Association developments.\

Administration of the Code

Distribution: All Association officers, directors, and senior executives will receive a copy of this Code at the time they assume their positions with the Association and will receive any periodic updates.

Approvals or Authorizations: As described in the Code, certain persons at the Association must review and approve in writing any circumstance requiring special permission. Copies of these approvals should be maintained by the Association and made available to auditors or investigators.

Waivers Must Be Approved: Generally approvals, authorizations, or waivers should be obtained from:

1. the President of the Board of Directors for other officers, directors, or the lead employed officer of the Association,
2. the Executive Director for staff of the Association,
3. and from the Executive Committee together for the President of the Board of Directors.



Monitoring Compliance

Leaders should take all responsible steps to prevent Code violations. Leaders must report suspected Code violations to the individuals from whom they would go to obtain approvals, authorizations, or waivers. However, suspected Code violations that relate to financial statement disclosures or to accounting, internal control, or auditing matters should be raised with the Audit Committee. Reports may be made anonymously, but anyone who makes a report anonymously must recognize that the Association will then be unable to follow up for further information or to inform on the disposition of the report.

The Association does not permit retaliation of any kind against Leaders, employees, members, or others for good faith reports of potential violations of the Code. Anyone who retaliates against another for reporting known or suspected violations of the Code will be in violation of the Code. Retaliation may also be a violation of law; as such, it could subject both the individual offender and the Association to legal liability.

Investigations and Disciplinary Actions

The Association will investigate any matter, which is covered in this document, that is reported and may take appropriate corrective and disciplinary actions in accordance with the ASHE Ethics Committee Policies and Procedures.

Amendments and Modifications

The ASHE Ethics Committee is responsible for the regular review of this Code. The Board of Directors reserves the rights to amend, alter, or terminate this Code at any time and for any reason.