



USASBE

Ethics Commission Charter

Updated: October 2025

USASBE is committed to fostering a positive, inclusive, and respectful environment for all members, volunteers, partners, sponsors and participants. **This Ethics Commission Charter outlines the responsibilities, expectations and procedural needs of the committee.**

Purpose

The USASBE Ethics Commission is a standing commission of the USASBE Board of Directors, to lead, advise, and assist the Board in establishing and overseeing a culture of ethics and appropriate conduct within USASBE and within the Board. The Ethics Commission will promote ethical academic and business practices as described in the Board's Code of Ethics, and will support compliance with applicable laws and codes.

Structure and Membership

- The commission shall consist of at least five members. These commission members shall be appointed by the Board of Directors upon nomination by the Governance Committee.
- Two of the UEC members shall be members of the USASBE Board of Directors. The other UEC members shall be USASBE members who are not members of the USASBE Board.
- Members of the commission shall be appointed for two-year terms, to begin at the start of a Board year. Commission members may serve a maximum of two consecutive terms.
 - At the start of every fiscal year, HQ will ensure that terms of service for each committee/commission member are updated, documented, and communicated.
- One of the USASBE Board members on the USASBE Ethics Commission shall be designated as the Commission Chair, by appointment of the Board of Directors upon nomination by the Governance Committee. A Commission Chair may serve a maximum of one two-year term. The Commission Chair will lead the Commission and oversee Commission meetings and activities.
- One of the non-USASBE Board members on the USASBE Ethics Commission shall be designated as the Ethics Ombudsperson, by appointment of the Board of Directors upon nomination by the Governance Committee. An Ombudsperson may serve a maximum of one two-year term. The Ethics Ombudsperson will be the primary contact person for any USASBE member who wishes to report ethics issues within the organization.
 - If/when an ethical concern is brought to the Ombudsperson, the Ombudsperson will:
 - provide a confidential place for the person to share their concerns
 - maintain impartiality and neutrality throughout the entire process

- inform the Ethics Commission that a concern was shared without breaching the confidentiality of the person/people involved, unless they have given their consent to share their identity
- inform the person/people of their rights as a USASBE member within the guidelines of USASBE's governing and operating documents
- determine what, if any, next steps should occur with the Ethics Commission for review of any actions, policies or procedures related to the incident
- ensure that the person/people bringing the concern are aware of the available processes within USASBE if they would like to formalize the complaint with the Ethics Commission
- does not, under any circumstances, take sides in the complaint or make promises on behalf of USASBE
- in situations where there is an imminent threat or risk, the Ombudsperson should follow up immediately with relevant law enforcement agencies, healthcare organizations and the USASBE Board Chair and CEO.
- A Commission Secretary will be selected by the commission membership at the first meeting of a Board year. The Commission Secretary will ensure accurate records of the Commission meetings are kept.
- The Board of Directors may fill vacancies on the Commission and may remove a member from the Commission at any time without cause.
- Per the bylaws, the President/CEO and Chair of the Board are ex-officio on all committees and commissions. All ex-officio members need to be informed and invited to all meetings and receive minutes from these meetings. Other HQ staff may be identified as required to serve as ex officio members on any commission/committee in place of, or in addition to, the President/CEO.
- Existing USASBE members must have been active members for at least 3 of the last 5 years in order to be eligible to serve on a committee or commission. New USASBE members must have been active for at least one full year before being eligible to serve on a committee or commission.

Authority and Responsibilities

Below are the details of the commission's scope of work:

- Advise and support USASBE leadership in establishing, maintaining and evaluating standards and procedures to enhance ethical practices and decision-making at all levels of the organization.
- Advise the USASBE Board of Directors on appropriate response and corrective action for detected problems or violations of the Code of Ethics which require a Board response. (Operations-level ethics issues are under the authority of the Chief Executive Officer.)
- Conduct reviews and reassess the adequacy of this Charter, the Code of Ethics, and other policies and procedures related to ethical behavior within USASBE, and recommend any proposed changes to the Board for approval.

- Maintain confidentiality as appropriate when examining and responding to ethics queries and complaints.
- Facilitate and coordinate the exchange of resources and best practices to maintain ethical standards and procedures within USASBE.
- Support communication and sharing of information across USASBE with respect to ethics and compliance.
- Advise on continuous education and sharing of external and internal best practices and learnings concerning ethics and compliance to the entire USASBE community.
- All committee members must respect and uphold confidentiality when dealing with privileged or sensitive matters and should exercise discretion in handling sensitive matters
- Abide by the USASBE Code of Ethics, Conflict of Interest Policy and other Governing Documents
- Annually review this Committee Charter and, as necessary, propose modifications.

Procedures and Administration

- Meetings
 - At the formation of the committee or commission for each new fiscal year, the committee/commission shall work with HQ to set a meeting cadence for the year. HQ will then schedule all meetings through the approved USASBE meeting management system. Most committees and commissions will need to meet at least once per month throughout the year. Additional meetings may be added as deemed necessary.
 - Committee and Commission meetings will be governed by a quorum of at least half plus 1. It is important to note that a committee or commission can only vote to make a recommendation to the Board. They do not vote on specific policy creation. The Board will make final decisions after considering recommendations and other factors relevant to any decision.
 - The Committee/Commission Chair (or their designee), in collaboration with HQ, shall be responsible for adding agenda items into the approved meeting management system prior to each meeting. The Committee/Commission Secretary (or their designee) shall be responsible for keeping accurate and detailed minutes of each meeting in the approved meeting management system.
 - The USASBE Ethics Commission recognizes that it is in the best interest of the organization and its members to make recommendations expeditiously.
- Reports to the Board
 - Within 5 business days of each meeting, the Committee/Commission Secretary shall ensure that meeting minutes have been finalized in the meeting management system.
 - Prior to any upcoming Board meeting, the Committee/Commission Chair will receive a request from HQ for a brief summary highlighting key

- discussions, outcomes, etc of the meeting for inclusion in monthly Board meeting documents.
- Due to the confidential nature of ethics issues, the Ethics Commission should discuss with the Board Chair and CEO the best way to share information with the Board when it is necessary.
- Independent Advisors
 - The USASBE Ethics Commission, may recommend that the Board retain or obtain the advice of consultants, legal counsel or other advisors to assist the Board and the Ethics Commission in addressing ethical issues encountered by the organization.
- Investigations
 - The USASBE Ethics Commission, will make recommendations to the USASBE Board of Directors on appropriate investigation, and response for detected problems or violations.
- Confidentiality
 - The UEC will protect the identity of anyone reporting an ethical issue, to the fullest extent possible. Under some circumstances, such as when the reporter is an essential witness in a judicial proceeding, it may not be possible to pursue the investigation or examination without revealing the reporter's identify. The UEC will inform the reporter before deciding whether to proceed in such cases.

Thank you for supporting a respectful and inclusive community.