

SCS Code of Conduct and Ethics for Board of Directors Members, Executive Committee Members, and Volunteers

Scope: This document sets the standards of conduct, ethical principles, and operational expectations for Board of Directors Members, Executive Committee Members, and Volunteers of The Society for Modeling and Simulation International (SCS).

Code of Conduct

SCS upholds ethical, professional, and lawful conduct. Members, Volunteers, must exercise authority appropriately and maintain professionalism while representing SCS. A culture of teamwork and participation shall be fostered, with a strong commitment to the representation of varied perspectives. Insights from individuals with different experiences, perspectives, and backgrounds shall be actively sought and respected. Slang or idioms that may not be translated appropriately across cultures shall be avoided decisions or behaviors by others, whether based on conscious or unconscious biases, shall be directly addressed. Discrimination, harassment, or any conduct or language deemed abusive, offensive, or unwelcome shall not be tolerated under any circumstances.

It is expected that all Board of Directors Members, Executive Committee Members, and Volunteers should do the following.

- Always act in the best interests of SCS, not personal or group interests.
- Enhance SCS's credibility and reputation.
- Do not act, or appear to act, in ways that could damage SCS's standing.
- Respects principles of fair play and due process.
- Demonstrate respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances.
- Respect and consider diverse and opposing viewpoints, as they are crucial to our growth and success. Every individual's perspective is valuable, should be heard, and respected.
- Demonstrate due diligence and dedication in preparation for and attendance at the meetings, special events, and in all other activities on behalf of SCS. Your commitment and thoroughness are key to our collective success.
- Manage SCS's finances with responsibility and transparency. Your trustworthiness and accountability in this area are essential to our operations and reputation.
- Always observe fiduciary duties and uphold public trust.
- Avoid real or perceived conflicts of interest.
- Comply with the Bylaws and Policies & Procedures approved by the Board and Conflict of Interest Policies.
- Publicly support and comply with SCS business decisions.
- All individuals shall always treat others with dignity and respect.
- All individuals shall promptly address and report conduct or comments that are discriminatory, harassing, abusive, offensive, or otherwise unwelcome.

Conflicts of Interest

Board of Directors Members, Executive Committee Members, and Volunteers must prioritize SCS's interests, not personal or outside interests. The following outlines policies for actual, perceived, or potential conflicts of interest. Board of Directors Members, Executive Committee Members, and Volunteers are in 'conflict of interest' whenever they or business partners, or close associates may benefit from their SCS position.

Whether a conflict of interest may be "real", "potential", or "perceived," the same duty to disclose applies. Disclosure of a conflict does not resolve it. Upon disclosure, Members may request recusal from voting, participation, or meetings. This may extend to requesting resignation from the Board, committees, or task forces.

Board of Directors Members, Executive Committee Members, and Volunteers must disclose any conflict as soon as it arises before the Board or committee addresses the matter. If unsure about a conflict-of-interest position, the issue can be brought to the Chairperson, Executive Committee Members, or Board of Directors Members for guidance. It is the responsibility of other Members who are aware of a real, potential, or perceived conflict of interest on the part of a fellow Member to raise the issue for clarification, first with the Members and, if still unresolved, with the Board.

The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. Examples of Conflict of Interest on the Part of a Board of Directors Member, Executive Committee Member, or any Volunteer are any circumstances that may result in personal or financial benefit to a person or their family, business associate, or friend. This includes but is not limited to accepting any payment for services rendered to the corporation, including contracted work or honoraria, accessing financial, Membership, or other resources for personal use, i.e., transportation, training costs, supplies, equipment, Membership lists, etc.

Personal interests conflict with the interests of SCS and its Members or are otherwise averse to the interests of SCS Seeking, accepting, or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with SCS. Being a member of the Board of Directors, Executive Committee, or a Volunteer of another organization which might have material interests that conflict with the interests of SCS or its clients and dealing with matters on one Board that might materially affect the other Board.

Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration, or firing of a business associate, friend, or other person. Individuals who serve on the same Board with Members of their family or others with whom they have a direct business or personal relationship are subject to an immediate perception of conflict of interest.

Confidential Information

Protect SCS confidential and proprietary information as described below. Do not share or misuse such information. Board of Directors Members, Executive Committee Members, and Volunteers shall not disclose any SCS products, protected materials, know-how, or services, all exclusive to SCS. These assets may be used only for purposes set in this Agreement and disclosed only to

Members or agents bound to confidentiality, using commercially reasonable efforts during the Agreement and for ten years after termination.

A person should take every reasonable action to prevent those assisting you from disclosing SCS's protected products, materials, or services. Immediately notify SCS if any unauthorized person gains access to confidential information.

The confidentiality requirements provided under this Section shall only apply to (1) those portions of the Protected Products, Protected Materials, Protected Know-How and Protected Services that are not already published, or otherwise in the public domain from a source other than SCS, (2) relevant information that the Board of Directors Members, Executive Committee Members or Volunteer, can demonstrate, with written proof, was published or otherwise in the public domain prior to its disclosure by SCS, to the Board of Directors Members, Executive Committee Members or Volunteer, which the Board of Directors Members, Executive Committee Members or Volunteer receives from some third party not under obligation of confidentiality, or which was independently developed by the Board of Directors Members, Executive Committee Members or Volunteer can demonstrate with written proof was in his or her possession prior to its disclosure by SCS to the Board of Directors Members, Executive Committee Members and all Volunteers.

Disposition of Complaints and Disputes

This Section outlines the procedures for reviewing and resolving complaints and disputes involving Board of Directors Members, Executive Committee Members, and all Volunteers. The Board of Directors, in a meeting duly called for the purpose, shall review any complaints that a person has violated any provision of the Corporation's Bylaws, Policies, Code of Conduct, or Oath of Office.

The Board of Directors shall similarly review disputes between Members of the Board, Executive Committee Members, or other volunteer positions that interfere with the ability of SCS to continue its business.

If necessary and/or appropriate, complaints may be referred to an independent arbiter. Any person against whom such allegations are made shall, on request of the Board of Directors, take a leave of absence from the position pending completion of the investigation.

The review of such complaints or disputes shall include an opportunity for the Members concerned to present their positions. The issue can be addressed in a special executive (closed) meeting of the Board of Directors called for this purpose, with due notice provided to all parties. Every attempt should be made to resolve such matters expeditiously and fairly.

If applicable, recommendations regarding the resolution of such matters shall be brought to the Board for approval. The ruling of the Board shall be final. Should the Members refuse to abide by the ruling, the Board may table the matter pending the determination of disciplinary action. Such action may include, but is not limited to, formal or informal censure by the Board, suspension, a request for the Members' resignation, or a revocation of the Members' SCS Membership.

Non-Compete, Non-Disclosure

Board of Directors Members, Executive Committee Members, and Volunteers are prohibited from engaging in activities that compete with SCS and from disclosing proprietary information without proper authorization.

Suppose someone is a Board of Directors Member, an Executive Committee Member, or a Volunteer of SCS. In that case, they shall not participate directly or indirectly, in any capacity, in any business or activity that competes with SCS.

A person realizes that, as a Board of Directors Member, Executive Committee Member, and Volunteer of SCS, I am privy to proprietary or confidential information (i.e., Membership lists and SCS business plans). I shall not, directly or indirectly, in any capacity, for any reason, unless acting with the Company's express prior written consent, disclose any of SCS's proprietary or confidential information or use it for the personal gain of myself, my family, my close friends, or business associates.

Whistleblower Policy

SCS is committed to compliance with all applicable laws and regulations. Retaliation against individuals who report concerns in good faith is prohibited.

As a Board of Directors Member, Executive Committee Member, or Volunteer of SCS, I understand that it takes all employees and Volunteers to achieve compliance with various laws and regulations.

It is SCS's policy not to retaliate against any employee or person who, in good faith, protests or raises a complaint against SCS, its operations, or its personnel. All Board of Directors Members, Executive Committee Members, or Volunteers of SCS, affirm that they shall support the SCS Whistleblower policy, enforce its implementation, and personally take no measures to retaliate against anyone who blows the whistle on SCS policies, operations, or personnel.

All suspected non-compliance will be brought to the SCS board's attention as soon as it comes to the attention of someone, to give SCS adequate time to investigate and remedy the situation.

Anti-Discrimination Policy

SCS is committed to providing equal opportunity for all individuals and prohibits discrimination in any program or activity based on protected characteristics as defined by law.

As a Board of Directors Member, Executive Committee Member, or Volunteer of SCS, you affirm your commitment to equal opportunity for all individuals. This commitment requires that no discrimination shall occur in any program or activity of SCS based on race, color, religion, national origin, sex, gender identity, gender expression, ancestry, physical or mental disability, medical condition, pregnancy, age, marital status, political affiliation, sexual orientation, genetic information, covered veteran status, or any other classification prohibited by state or federal laws.

Further, SCS's commitment requires that no retaliation should occur because an individual filed a complaint of discrimination or in some other way opposed discriminatory practices or participated in an investigation or administrative or judicial proceeding related to such a complaint.