

ICOLC Code of Conduct and Conflict of Interest Policy

This *Code of Conduct* and *Conflict of Interest Policy* are intended as guidelines for participation in the ICOLC organization. If a member is not in compliance, the ICOLC Coordinating Committee may take action.

Code of Conduct for ICOLC Members

ICOLC members shall observe ethical standards with absolute truth, integrity, and honor. As such, following are the foundations of ICOLC membership. ICOLC members shall:

- avoid any conflict of interest or any appearance of impropriety which could result from involvement with ICOLC.
- not use their ICOLC membership for personal gain or publicity.
- respect the confidentiality of privileged information.
- strive to use language that is professional, civil, and courteous. If disagreements occur, members will take a step back and seek good intentions, commonality and shared goals.
- support the ICOLC procedures to the fullest.

General rules of conduct for the email list, website, and written correspondence:

- The ICOLC email list is for consortia staff members only.
- The ICOLC email list is highly regarded by its members largely due to the high level of confidentiality of the discussion. ICOLC can say with assurance that there are no vendors on the list, which allows for free exchange of thoughts and ideas. Confidentiality is essential to fostering open and honest communication within the ICOLC community.
- All information shared within ICOLC is intended solely for the use of its members and should not be disclosed to any external party without explicit permission. By participating in the ICOLC, members agree to uphold these standards and respect the privacy of all members, helping to maintain a trusted and secure environment for collaboration.

In-person meeting attendance:

- Meetings are, first and foremost, intended for consortia staff.
- Generally, guests are not permitted to be included in an ICOLC meeting. ICOLC members are permitted to ask their board members or member institution representatives, subject to the understanding and recognition that they are representing their consortium, not their institution. Certain sessions may be off-limits for non-consortia staff (e.g., executive director sessions, ICOLC business meeting). Guest attendance should be tied directly to their roles in their library's consortium.
- Outside speakers can be invited to speak but may be asked to leave after their scheduled time, depending on the agenda's content.

- Social media posts should refrain from including meeting content. Photos should always be taken and posted with permission of the subject(s).
- Recordings are not allowed of the sessions.

ICOLC meetings are conducted under the “[Chatham House Rule](#).”

The Chatham House Rule helps create a trusted environment to understand and resolve complex problems. Its guiding spirit is: share the information you receive, but do not reveal the identity of who said it.

The Rule reads as follows:

“When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed.”

Conflict of Interest Policy

1. Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of ICOLC (hereinafter referred to as "the Organization") when it is contemplating entering into an arrangement that might benefit the private interest of a member of the Coordinating Committee of the Organization or might result in a possible excess benefit transaction.

2. Definitions

- Interested Person** Any officer or member of a committee with governing powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures

- Duty to Disclose** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing powers considering the proposed transaction or arrangement.
- Determining Whether a Conflict of Interest Exists** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she

shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

- c. **If a Conflict of Interest exists**, the Interested Person shall not vote or take part in discussions in respect of any contract or arrangement in which he/she has any real or perceived interest.

4. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its reputation and credibility, periodic reviews shall be conducted.