

Policy Name:	ASPS/PSF Code of Conduct for Board Members
Background / Purpose:	This policy outlines the expected conduct of ASPS and PSF Board members.
Program Area or Business Line	Governance
Policy Sponsor (Staff Officer):	Michael Costelloe, Executive Vice President
Approving Body:	ASPS/PSF Board of Directors
Authorized Signatories:	Scott Hollenbeck, MD, ASPS President and Alan Matarasso, MD, FACS, PSF President
Effective Date of Policy:	Revised December 2024
Next Review Date:	December 2027

**AMERICAN SOCIETY OF PLASTIC SURGEONS
/ PLASTIC SURGERY FOUNDATION
CODE OF CONDUCT FOR BOARD MEMBERS**

WHEREAS, the Board of Directors of the American Society of Plastic Surgeons (the “Society”) and The Plastic Surgery Foundation (“The Foundation”) wish to ensure that they and their individual members maintain high standards of ethical and professional conduct in the performance of their responsibilities as Directors,

NOW, THEREFORE, BE IT RESOLVED THAT the Boards hereby adopt the following Code of Conduct:

- 1. Board Members shall act in the best interests of the Society and The Foundation as a whole.** Board Members serve for the benefit of the entire membership of the Society rather than any particular constituency, and shall, at all times, strive to do what is best for the Society and The Foundation as a whole and to promote and enhance the reputation and standing of the Society and The Foundation.
- 2. Board Members shall carry out their responsibilities in good faith with reasonable care, honesty and due diligence.** Board Members shall be informed, actively participate in Board discussions, regularly attend Board meetings and be responsible for setting the Society and The Foundation’s strategic direction.
- 3. Board Members shall comply with governing documents and relevant law.** Board Members shall use their best efforts at all times to make reasonable decisions that are consistent with the Articles of Incorporation, Bylaws, and other governing documents of the Society and The Foundation, and to be familiar with all such documents. Board Members shall comply with all applicable laws, rules and regulations.
- 4. Board Members shall refrain from using their position on the Board for their personal advantage.** Board Members are not to engage in self-dealing or exploit

opportunities that become available to them because of their position on the Board if those opportunities fall within the scope of the Society or The Foundation's current or planned activities.

5. **Board Members shall maintain confidentiality.** Board Members shall at all times maintain the confidentiality of all legal, contractual, personnel, and similar confidential and non-public information entrusted to them or acquired during their service on the Board.
6. **Board Members shall disclose conflicts of interest.** Board Members shall disclose any perceived or potential conflict of interest in accordance with the Society and The Foundation's Policy on Conflicts of Interests, and related policies (collectively, the "Conflict of Interest Policies"). In addition to disclosure, Board Members are expected to adhere to any conflict mitigation and/or dissociation or divestiture procedures and requirements under the Conflict of Interest Policies.
7. **Board Members shall behave professionally at meetings.** Board Members shall conduct themselves at all meetings, including board meetings, annual meetings of the members, and committee meetings, in a professional, courteous, respectful and businesslike manner. Personal attacks against other Board Members, members, management, employees, or guests are not consistent with the best interests of the Society or The Foundation.
8. **Board Members shall refrain from harassment.** Board Members shall not in any way harass, threaten, or otherwise attempt to intimidate any other Board Member, member, or management staff.
9. **Board Members shall refrain from making public statements on behalf of the Society or The Foundation unless authorized to do so.**
10. **Board members shall comply with all Society and The Foundation policies addressing their conduct.** Such policies include the Policy on Conflicts of Interest, the Corporate Opportunity Policy, the Whistleblower Policy, the Record Retention Policy, the Policy on Sexual Harassment and the Anti-Nepotism Policy.

Violation of the Code of Conduct.

Board Members should report violations of the Code to the Society President, The Foundation President and Executive Vice President. Alleged violations will be investigated and appropriate action taken in the event of a violation. Sanctions may be imposed by the Board commensurate with the degree of the violation and may include a cautionary admonition, a private letter of censure, a request for counseling or other remedial action, a request for resignation or such other action, including removal from office by vote of the membership, as the Board may deem appropriate.