



HARVARD BUSINESS SCHOOL CLUB OF GREATER NEW YORK

CODE OF CONDUCT

The Harvard Business School Club of Greater New York (the “Club”) has adopted the following Code of Conduct (the “Code”) that all directors, staff, officers, and leadership volunteers (together, “Community Representatives”), agree to adhere to by signing below. General members, participants and casual volunteers of the Club, while not signatories to this Code, are also required to adhere to the provisions set forth herein.

INTRODUCTION

The Code of Conduct establishes the standards and principles for ethical conduct that apply to the Club including the Community Representatives and affiliated Club members, participants, and casual volunteers (collectively, “the Community”; “Members of the Community”). The terms of this Code may, at the discretion of the Board, change from time to time and, as such, Members of the Community should review the Code on a regular basis but especially before taking action on behalf of the Club.

The Mission of the Club is to Make a Difference and to Support Harvard Business School (“HBS”) by Engaging Alumni, Impacting Community, Fostering Leadership, and Lifelong Learning. The Club fosters the professional and personal development of the Community through continuing education activities, exchange of ideas and experiences with other alumni, and service to the greater New York community and HBS.

At HBS and at the Club, leadership and values are inseparable. Members of the Community will abide by the following community values:

- Respect for the rights, differences and dignity of others
- Honesty and Integrity in dealing with all Members of the Community
- Accountability for personal behavior

This Code is designed to promote honest, ethical and lawful conduct by all Members of the Community. Failure to abide by this Code, after the potential violation has been investigated by the Board or appropriate committee and such violation is determined to exist or have occurred, could result in appropriate disciplinary or corrective action, including removal from the Community. The Nominating & Governance Committee will oversee infractions by members of the Board, officers, and staff. Volunteers of the Club will be overseen by the appropriate vice president of that committee, Club President, and Club Secretary, and notification shall be provided to the Nominating & Governance Committee of the potential infraction and decisions going forward.

At all times Members of the Community are expected to abide by the following:

1. Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

Members of the Community shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as Members of the Community. Nevertheless, conflicts may arise from time to time.

- a) When a Member of the Community becomes aware of a violation or potential violation of the Code by such member or another Member of the Community based upon a Conflict of Interest (as such term is defined in the Club's Conflict of Interest Policy, which policy is hereby incorporated by reference), such member shall report it to the Board. The current Conflict of Interest Policy is attached hereto as Exhibit A.
- b) It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Member of the Community, other than paid staff, receives compensation from the Club, such compensation will be determined by and approved by a quorum of the Board (excluding any conflicted Board member) in advance, as such approval process is required by the Club's governing documents.
- c) Any new Member of the Community will be advised of this policy. All Members of the Community will be reminded of this Code and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
- d) The Conflict of Interest Policy shall also apply to any Member of the Community's immediate family or any person acting on a Member of the Community's behalf.

2. Prohibition Against Discrimination, Sexual Harassment, and Retaliation

The Club strives to maintain an environment that is free from illegal discrimination and harassment. All forms of harassment are prohibited, including but not limited to sexual harassment or retaliation. Any Member of the Community who engages in discriminatory or harassing conduct towards another Member of the Community is subject to removal. Complaints alleging misconduct on the part of Members of the Community will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Chair.

3. Confidentiality

Members of the Community are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff, or clients/consumers may be included in materials or discussed from time to time. To the extent consistent with applicable law, Members of the Community should not disclose such confidential information to anyone.

4. Whistleblower

- a) When a Member of the Community becomes aware of a violation or potential violation of this Code, the governing documents or any policy of the Club, or law, such Member of the Community shall report it to the Board. The terms of the Club's Whistleblower Policy are incorporated herein by reference. The current Whistleblower Policy is attached hereto as Exhibit B.

5. Expected Participant Standard of Behavior

Members of the Community are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Cooperating with and respecting the opinions of fellow Members of the Community, and supporting actions of the Club and its leadership, even when the Member of the Community personally did not support the action taken.
- Putting the interests of the Club above personal interests.
- Representing the Club in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all Club meetings and activities and toward all Club board and other members across all methods of communication.
- Refraining from intruding on administrative issues that are the responsibility of Management, except to monitor the results and ensure that procedures are consistent with Board policy.
- Observing established lines of communication and directing requests for information to an executive officer.
- Understanding, and respecting, that the Club is not a political organization and does not take political positions.
- For Board members, making attendance at all meetings of the Board a high priority. Being prepared to discuss the issues and business on the agenda and having read all background material relevant to the topics at hand.

Adopted by the Harvard Business School Club of Greater New York Board as of March 2024.