



[www.tiaca.org](http://www.tiaca.org)

# TIACA Directors & Officers Code of Conduct

---

## TIACA's Code of Conduct for Directors & Officers

Effective as of 15 July 2020.

### Introduction

1. As a not-for-profit international association representing the global air cargo community, The International Air Cargo Association ("TIACA") recognizes the good name of TIACA depends upon the way its Board Members ("Directors") and Officers conduct business and the way the public perceives that conduct. Unethical actions, or the appearance of unethical actions, are not acceptable.
2. As stated in its own values, a core principle of TIACA is to operate in an open, transparent, and accountable manner. Consistent with this core principle, TIACA will work to ensure all its activities and staff adhere to the highest ethical standards.
3. This Code of Conduct ("Code") is intended to focus Directors and Officers on areas of ethical risks, provide guidance to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, foster a culture of honesty and accountability, deter wrongdoing and promote fair and accurate disclosure and financial reporting.
4. No code of conduct can anticipate every situation that may arise. Accordingly, TIACA will regularly review and revise this Code, when needed, to reflect changes in best practice, lessons learned and feedback from partners.

### Scope of this code

5. This Code requires all Directors and Officers to observe the highest standard of ethics and to act in accordance with TIACA's vision, mission, and values.
6. Breaches of this Code may result in a decision by TIACA to sanction the Board Member and/or Officer involved, including immediate termination of existing mandate as Board Member and/or Officer of TIACA.

### Category and Good Standing Membership

7. All Directors should be in good standing with TIACA including being current on their membership dues.

### Attendance and Participation

8. Directors are expected to attend all TIACA Board meetings and calls unless unusual circumstances make their attendance impractical or problematic. A Board Member who fails to attend three consecutive regular Board meetings (physical and/or calls) or fails to attend at least one of the two physical regular Board meetings every year in the absence of unusual circumstances is subject to automatic termination from the Board of Directors, unless he or she presents to the Board, prior to the third meeting, a statement that failure to attend one or more meetings was due to circumstances considered acceptable to the Board.



[www.tiaca.org](http://www.tiaca.org)

# TIACA Directors & Officers Code of Conduct

9. In addition to attending and participating in Board meetings, Directors are expected to participate actively in TIACA activities, programs, and events, taking in mind the principle of leading by example.

## **Duty of Loyalty and Confidentiality**

10. Directors and Officers have a duty of loyalty to TIACA in all manner of activities during their terms of office.

11. Directors and Officers will act in the interest of TIACA and not in their own interest or in the interest of another person or organization. Directors and Officers should not use their corporate position to make a personal profit or gain or for other personal advantage.

12. Directors and Officers will support, and not oppose directly or indirectly or take any other stance against, the policies and positions duly adopted by TIACA's Board of Directors.

13. Directors and Officers will not speak about Board matters to non-Directors or share Board materials with non-Directors unless authorized to do so.

14. Directors and Officers will keep confidential any and all information relating to discussions at Board and any other closed-door meetings, including any and all materials, e.g., correspondence, reports. This is to encourage and foster open and candid discussion at its meetings.

15. Directors and Officers will guard against the intentional or unintentional disclosure of confidential or proprietary information of TIACA. For purposes of this Code, confidential or proprietary information includes all non-public information relating to TIACA, its business, members, partners, customers, or suppliers.

## **Personal and Professional Integrity**

16. Directors and Officers will strive to meet the highest standards of performance, quality, service, and achievement in fulfilling their duties as a Board Member or Officer for TIACA.

17. More particularly Directors and Officers will communicate honestly and openly and avoid misrepresentation; promote a safe environment where honesty, open communication and diverse opinions are valued; display respect and fairness toward all those with whom we come in contact with.

18. TIACA does not tolerate corrupt, fraudulent, collusive, anti-competitive or coercive practices of any kind involving its resources. TIACA will take strong, immediate action in all circumstances where it determines that there is substantive and credible evidence of corrupt, fraudulent, collusive, anti-competitive or coercive practices as defined hereunder.

For these purposes:

- "corrupt practice" means the offering, promising, giving, receiving, or soliciting, directly or indirectly, anything of value or any other advantage to influence improperly the actions of another person or entity.
- "fraudulent practice" means any act or omission, including a misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a person or entity to obtain a financial or other benefit or to avoid an obligation.



# TIACA Directors & Officers Code of Conduct

- "coercive practice" means any act or attempt to influence improperly the decisions or actions of a person or entity by impairing or harming, or threatening to impair or harm, directly or indirectly, such person or entity or their property.
- "collusive practice" means an arrangement between two or more persons or entities designed to achieve an improper purpose, including influencing improperly the actions of another person or entity.
- "anti-competitive practice" means any agreement, decision or practice which has as its object or effect the restriction or distortion of competition in any market.

## **Full and Open Disclosure and Conflicts of Interest**

19. Directors and Officers will avoid any conflict of interest or the appearance of a conflict of interest which could tarnish the reputation of TIACA as well as undermine the member and industry trust in TIACA, its staff, volunteers, and representatives.

20. Specifically, Directors and Officers will avoid any activity or outside interest which conflicts or appears to conflict with the best interest of TIACA including involvement with a current or potential TIACA supplier, or grantee, unless disclosed to and deemed not to be inappropriate by TIACA's Board of Directors.

21. Directors and Officers will decline any gift, gratuity or favor in the performance of their duties as a Board Member or Officer for TIACA except for promotional items of nominal value, and any food, transportation, lodging or entertainment unless directly related to TIACA business.

22. Directors and Officers will refrain from influencing the selection of staff or supplier who are relatives or personal friends or are affiliated with, employ, or are employed by a person with whom they have a relationship that adversely affects the appearance of impartiality.

23. Directors and Officers will disclose to TIACA, perceived, or potential conflicts of interest involving the Board Member or Officer. Specifically, Directors and Officers will disclose to TIACA any stake they have in a business of a Supplier or any Supplier Representatives' businesses.

24. If during the course of the discussion at the Board, an issue brings a conflict of interest, the Board Member or Officer involved must raise it to the Board and abstain from the decision-making process.

## **Compliance with Laws**

25. TIACA frequently interacts with various entities and regulatory authorities from governments worldwide. It is each Board Member and Officer's responsibility to know and comply with all applicable laws, rules and regulations including, but not limited to, anticompetitive and anti-corruption laws.

26. Directors and Officers will ensure to awareness of the rules and regulations set by the Office of Foreign Assets Control ("OFAC") of the US Department of the Treasury, including the limitations on doing business with Specially Designated Nationals. The complete list of OFAC limitations in is found at <http://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx> ("OFAC List"). While Directors and Officers are not required to insure compliance with the OFAC rules and regulations, Directors and Officers will notify TIACA in writing of any proposed transaction with any person or entity that could even arguably come within the coverage of any program in the OFAC List.