

CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC.

Board of Directors Code of Conduct

The Corporation was formed to promote the business interest of its members through public relations activity, coalition formation and lobbying, intended to grow the U.S. market for job order contracting.

In order to effectively carry out its mission, the Corporation requires the members of its Board of Directors to conduct themselves and carry out their duties in good faith and with honesty, integrity, due diligence and reasonable competence. Board members agree to abide, in all respects, with this Code of Conduct and all other documents, rules and regulations that govern the Corporation including but not limited to the Corporation's Certificate of Incorporation and By-laws as well as all applicable federal, state and local laws and regulations.

Board members must act at all times in the best interests of the Corporation and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members will comply with the Corporation's Conflict of Interest Policy. While the receipt of incidental personal or third-party benefit may necessarily flow from certain activities of the Corporation, such benefit must be merely incidental to the primary benefit to the Corporation and its purpose.

Board members also agree:

- That they will use their best efforts to regularly participate in professional development activities and will perform their assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
- That they will provide goods or services to the Corporation as a paid vendor only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.
- That they will exercise proper authority and good judgment in their dealings with the Corporation's staff, suppliers and the general public.
- That they will not abuse their position by improperly using it or the Corporation's staff, services, equipment, resources, or property for their personal or third-party gain or pleasure and shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends.
- That they will not engage in any outside business, professional or other activities that would materially adversely affect the Corporation.

- That they will not engage in or facilitate any discriminatory or harassing behavior directed toward the Corporation's staff, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors or others in the context of activities relating to the Corporation.
- That they will not solicit or accept gifts, gratuities, free trips, honoraria, personal property or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Corporation.
- That they will not participate or intervene (including publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office on behalf of the Corporation or when acting in their official Board capacity including using their affiliation with the Corporation in such a way as to suggest or imply that the Corporation supports a particular candidate or party.
- That they will not speak on behalf of the Corporation or its Board unless specifically authorized by the Board or the Corporation's By-laws.
- That they will not, except as the Board of Directors may otherwise require or as otherwise required by law, share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Corporation.
- That they will not use any information provided by the Corporation or acquired as a consequence of the Director's service to the Corporation in any manner other than in furtherance of his or her Board duties.
- That they will not misuse the Corporation property or resources and will at all times keep the Corporation's property secure and not allow any person not authorized by the Board of Directors to have or use such property.
- That they will not persuade or attempt to persuade any employee of the Corporation to leave the employment of the Corporation or to become employed by any person or entity other than the Corporation. Furthermore, no member of the Board of Directors shall persuade or attempt to persuade any advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Corporation to terminate, curtail or not enter into its relationship to or with the Corporation, or to in any way reduce the monetary or other benefits to the Corporation of such relationship.