

# **Code of Conduct for the Board of Directors of Khmers Kampuchea-Krom Federation (KKF)**

## **Introduction**

This Code of Conduct (CoC) sets forth the general expectations of KKF for its Board of Directors (BoD), and describes standards of ethical behavior that each Director is expected to uphold. It does not address every situation that may be encountered, and is not a substitute for a Director's exercise of good judgment and common sense.

A Director who has a question about a particular circumstance implicating a provision of this Code should address the question to the Chairman of the BoD who will help to consult with the other Directors or legal council to find the appropriate answer.

The Directors must sign to abide this CoC right after they are elected or appointed to start their tenure. This CoC must be reviewed yearly at the KKF year-end meeting and signed by all the members of BoD if there is an updated version.

The BoD is responsible for maintaining and enforcing this CoC. Director who fails to abide to the CoC may be removed from the Board and face the legal action.

## **Compliance with Laws, Rules, Regulations and Policies**

Directors shall comply with all applicable laws, regulations and rules, and most importantly, the KKF Bylaw.

Directors must understand and fulfill their responsibility as described in their job description. If a Director has no activities (such as attending annual meetings or executing his designated tasks for the year) for more than 6 months, a meeting will be initiated and called forth by Chairman of the BoD to determine if Director still wants to serve as a member of BoD. Failure to fulfill this requirement may result in being removed from the BoD.

Directors are required to attend the BoD meetings in person, via teleconference (Phone, Skype, or Google hangout), year-end meeting, and conventions. If a Director cannot attend, he or she must inform the BoD via email at least 24hrs before and send his or her report to the BoD for that meeting. In a tenure of a Director, if he or she misses more than three consecutive BoD meetings in person, two year-end meetings or four successive teleconference of the BoD, the Chairman of the BoD will initiate a meeting to ask that Director if he or she still wants to serve as a member of BoD or not and might be removed from the Board.

Directors shall also comply with KKF's principal policy to focus on KKF's missions. KKF is not a political party and does not support or endorse any political parties in Cambodia. If a Director

decides to support or take a position in Cambodian government or any political party, he or she must resign and removed by BoD a day before joining. Director must avoid:

- Lobbying secretly to get a position in Cambodian Government;
- Making media statements in support of any political parties in Cambodia;
- Making statements to criticize or attack any political leaders in Cambodia unless it relates to the of human rights abuses of the Khmer-Krom people in Cambodia;
- Contacting secretly with the political leaders in Cambodia without get approval from BoD and
- Attending propaganda meetings of any political parties in Cambodia without approval from the BoD. If BoD does not agree to attend and he or she still decide to go for any reasons, then he or she must resign from the position and approved by BoD a day before attending.

### **Conflicts of Interest**

Directors must immediately disclose to the Chairman of the BoD any situation that involves, or may reasonably be expected to involve, a conflict of interest. While this Code does not attempt to describe all possible conflicts of interest that could arise, the following are some of the conflicts of interest that Directors must avoid:

- Allowing his or her immediate family (parents, parents' in-law, siblings, and siblings' in-law) to receive an improper personal benefit (such as: get position in KKF without going through KKF's voting policies, receiving loans or accepting gifts/cashes from other members or other organizations) as a result of their position as a Director of KKF;
- Receiving loans or guarantees of obligations as a result of one's position as a Director;
- Accepting bribes or any other improper payments for services relating to the conduct of business of the KKF and
- Accepting or having a member of a Director's immediate family accept, a gift from persons or entities that deal with the KKF, in cases where the gift, considered in light of the totality of the circumstances, would reasonably be expected to influence the Director's actions as a member of the Board.

### **Use of Authority**

Directors must abide with their job description as stated in the current KKF Bylaw. Any violations of power by Directors should be reported to the Chairman of BoD. While this Code does not attempt to describe all possible abuses of authority that could arise, the following are some of the abuses of authority that Directors must avoid:

- Interfering with other Directors' activities without permission from BoD;
- Allowing his or her spouse to interfere with KKF activities or decision makings because he or she is the spouse of a Director;

- Contacting local chapters asking for money to do activities not approved by the BoD;
- Making decision on the activities not related to his or her job description;
- Taking advantages on members for personal gain or benefits;
- Interfering with any decision makings of the leaders in the local chapters;
- Nominating a member to a position without voting or consulting with the members in that local chapter;
- Creating conflicts among the members in the local chapters; and
- Recruiting other Directors as means to lobby against other Directors for personal gain.

## **Confidentiality**

Directors must maintain the highest standards of confidentiality regarding information obtained directly or indirectly through their involvement with KKF. This includes information about volunteers, Board members, funders, donors, member organizations, partners, employees, contractors, and job applicants. Directors must also avoid:

- Allowing his or her spouse to read confidential information, such as email or confidential documents reserved only for BoD;
- Sharing with his or her spouse or immediate family members confidential information about KKF activities that are intended only for the BoD;
- Allowing his or her spouse to listen in to the teleconference of the member of BoD;
- Inadvertent disclose confidential information through casual or public discussion, which may be overheard or misinterpreted.

## **Representing for BoD and KKF Organization**

Directors shall have responsibility to protect the prestige of the members of Board and the reputation of KKF. Misrepresenting the BoD and KKF Organization might lead to the reputational damages and face other legal actions. Directors must also avoid:

- Visiting local chapters or other organizations without informing or seeking permission prior from BoD;
- Representing for BoD or KKF Organization to participate in activities, such as: demonstrations, meetings, conferences, or fundraising events, without permission from the BoD;
- Traveling to other countries, such as Cambodia or Kampuchea-Krom without permission from BoD. If the traveling includes a personal vacation, when coming back, should inform BoD about what have observed and lesson learned from the trip and
- Having interview with media without discussions or permission from BoD;

## **Reporting of Violations**

Directors should communicate any suspected violations of this Code promptly to the Chairman of BoD through an email or formal letter. Within the seven days of the reported violation, the Chairman will investigate and seek help as needed from other BoD to determine the appropriate action such as: first warning.

If the violation is not resolved within the designated time frame, the report will be submitted to all the BoD except the Director(s) under investigation and or also mentioned that the Chairman did not take any action or have a reasonable explanations. If the violation is confirmed, the Director who violated the Code would be given a written warning and the Chairman would also get the warning for cover up the violations of the Code.

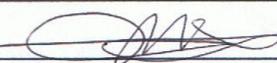
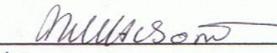
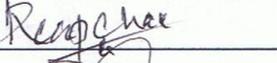
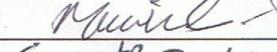
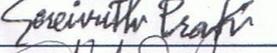
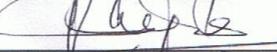
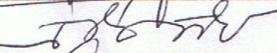
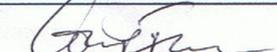
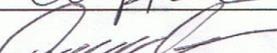
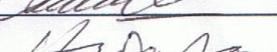
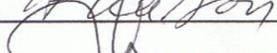
If a Director gets more than two written warnings officially from the BoD in his or her tenure, then he or she will be removed from the Board.

## **Waiver**

Waivers of a provision of this Code can only be made by the BoD, and shall be granted only in very exceptional circumstances. The KKF shall disclose any such waiver and the reasons for it, in accordance with legal and regulatory requirements. A Director who becomes aware of a circumstance that may require a waiver shall promptly bring the circumstance to the attention of the BoD.

**Pledge**

As members of the KKF BoD, we pledge to abide to this CoC on the date of 29 May 2016 in San Jose, California.

Name	Title	Signature
T. Thach	President	
NIT SON	Women Dir.	
Chak Reap	Chair.	
Sokhy Kien	KKFYC	
MANHRIINH TRAN	Member of The Board	
PRAK- SEREIVUTH	Member of the B.O.D.	
Dien THACH	Chairwoman	
Thaly XE	KKFRC	
Giap Tran	Chief of Admin.	
Ratana Yoeng Son	Med. of KKF	
HUA SON	General Secretary	
Ven. TT- Dhammo	Int's Religion Freedom	
Serey (Moni) Chau	2nd V. P KKF	