



Tennessee Chapter of Association of Corporate Counsel
Board of Directors Commitment Form

I understand that serving on the Tennessee Chapter of Association of Corporate Counsel is a privilege that requires a significant time commitment. While serving on the Board of Directors, I agree to devote a reasonable amount of effort to my duties as a Board member, including, but not limited to:

1. Attendance by phone and active participation at regularly scheduled Board of Directors calls (no more than once per month). If I am unable to attend a regular scheduled Board meeting, I will notify the ACC TN Chapter Coordinator and President by email prior to the meeting;
2. Attendance at a minimum of 75% of the ACC TN functions in my region (East/Middle/West), including CLE programs, happy hours, in-person leadership meetings, Board retreats, and similar events (typically 1-2 per month);
3. To exercise reasonable diligence in reviewing materials prior to meetings and responding timely to Chapter communications, as requested;
4. Review and abide by the Chapter Bylaws and any other governing policies;
5. Be familiar with and actively support the activities of all Chapter Committees;
6. Act as an advocate for ACC to my colleagues, recruit colleagues to become members of ACC, and assist in identifying fellow future Board members; and
7. Foster a sense of collegiality amongst the Board of Directors and the Chapter as a whole by abiding by the Chapter's guiding values: professionalism, accountability, transparency and candor.

Signature

Date

Print Name

Please return signed form to acctennessee@accglobal.com



CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM

This policy applies to all individual members of ACC Tennessee’s Board, officers, committee members and contractor personnel (“Chapter Leader(s)”). In recognition of the multiple potential capacities and interests of many persons serving in leadership positions for ACC Tennessee, including but not limited to emeritus positions, with potential overlaps of responsibility between employers and various other organizations or entities, the members of the Board of Directors (the “Board”) of the Association of Corporate Counsel, Tennessee Chapter (ACC Tennessee) do hereby establish the means by which Chapter Leaders must act at all times to further the best interests of ACC Tennessee. A conflict is any actual, potential or apparent activity, transaction or relationship that presents or may present a conflict between the fiduciary obligations to ACC Tennessee and the Chapter Leader’s personal, financial, business or other interests; e.g. circumstances in which a Chapter Leader or a family member may obtain a personal benefit or pecuniary gain as a result of an ACC Tennessee transaction. The purpose of this policy is to help inform the Board and other Chapter Leaders about what constitutes a conflict of interest, to assist them in identifying and disclosing actual, apparent and potential conflicts, and to providing a process for responding to conflicts of interest where necessary.

CONFLICT OF INTEREST POLICY

1. Chapter Leaders have a duty to conduct themselves without conflict in the interests of ACC Tennessee. In their respective capacities, Chapter Leaders must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of ACC Tennessee.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Chapter Leader’s obligations to ACC Tennessee and the Chapter Leader’s personal, financial, business or other interests.
3. Conflicts of interest are not necessarily prohibited or harmful to ACC Tennessee, but – a full, prompt and complete disclosure of all actual and potential conflicts and a determination by the disinterested members of the Executive Committee and other designees as the President may determine regarding conflicted Chapter Leader(s), who shall be recused from participating in debates and voting on the matter – is required.
4. All actual, apparent and potential conflicts of interests will be disclosed by Chapter Leaders to ACC Tennessee’s Executive Committee, including the President and the President’s designees, through the annual disclosure form and/or whenever a conflict arises. A Chapter Leader’s failure to comply may result in disciplinary action, up to and including, termination.
5. The most senior disinterested member of ACC Tennessee’s Executive Committee will lead compliance with this Policy, beginning with a determination as to whether or not a conflict exists and what subsequent action is appropriate (if any). The ACC Tennessee Executive Committee shall inform the Chapter Leaders(s) of any determination and action.
6. The ultimate authority to amend, modify, interpret and enforce this Policy remains with the Board, including the right to uphold, modify or reverse the determination and actions originally set by the Executive Committee, excepting, however, any interested Board member(s)’s participation.
7. On an annual basis, all Chapter Leaders shall be provided with a copy of this Policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the ACC Tennessee Executive Committee, President and designees, together with all other conflict information provided by Chapter Leaders. Completed forms shall be maintained for a period of three years by the ACC Tennessee’s Executive and Governance Committees.



ANNUAL CHAPTER LEADER ACKNOWLEDGMENT AND DISCLOSURE FORM

I have read the ACC Tennessee Conflict of Interest Policy set forth above and agree to promptly, completely and honestly comply with its terms and conditions at all times during my service as an ACC Tennessee Chapter Leader as to any actual, apparent or potential conflicts of interest. If the information provided below becomes inaccurate or incomplete, I will timely submit a supplement to this form for review by ACC Tennessee’s Executive Committee, President and their designees. I agree to err on the side of disclosure for “close calls” so that ACC Tennessee may take appropriate action. I agree to abstain from making motions or voting on any matter which might reasonably be perceived as involving any such actual, potential or apparent conflict or impropriety.

Outside Employment: Do you provide products or services to any other individual or entity in return for direct or indirect compensation that also relates to your institutional responsibilities with ACC Tennessee?

Yes [] If yes, please describe in space provided below. No []

Outside Activities: Do you or a family member receive compensation as officer, board member or employee of a business or bar association that provides services to lawyers?

Yes [] If yes, please describe in space provided below. No []

Interests: Do you or a family member receive compensation from, hold a position with, or have a financial interest in, any individual or outside entity that seeks to do business with, does business with, or competes with ACC Tennessee?

Yes [] If yes, please describe in space provided below. No []

Other: Do you or anyone in your family engage in other activities that could possibly be regarded as constituting an appearance or actual conflict of interests with the mission or activities of ACC Tennessee?

Yes [] If yes, please describe in space provided below. No []

Disclosure of Actual or Potential Conflicts of Interest (attach sheet if necessary):

Date: _____

Chapter Leader Signature: _____

Chapter Leader Printed Name/Position: _____