



**National Association of Corporate Directors
Florida Chapter, Inc.
Code of Ethics**

The NACD Florida Chapter will adhere to the following code of ethics based on the one adopted by the National Association of Corporate Directors on October, 23, 2005.

The following is the Code of Ethics for the National Association of Corporate Directors Florida Chapter, Inc. (NACDFL)

The NACDFL intends to guide ethical decision-making by directors and officers in carrying out its mission.

The NACDFL is a not-for-profit 501(c)(3) educational organization that serves the public by promoting best practices in corporate governance. Among those best practices is a commitment to the highest ethical standards – those that reach beyond mere compliance with laws and regulations and embrace the spirit of the law.

The commitment by the directors, officers and independent contractors to the mission of the NACDFL and the public they serve is embodied in the following standards:

- Commitment to honesty, integrity, and transparency.
- Commitment to acting responsibly.
- Commitment to maintaining the public trust through full accountability.
- Commitment to complying with the spirit and the letter of all applicable laws, regulations, and rules.
- Commitment to avoiding conflicts of interest, whether actual or perceived.
- Commitment to responsible stewardship of resources.
- Commitment to treating directors, officers, independent contractors, members, faculty, and individuals served by NACDFL with respect and fairness.
- Commitment to report violations of this Code of Ethics to the designated third party and/or the Chairman of the Audit Committee.

NACDFL has a number of policies and practices in place to support these commitments including a Conflicts of Interest Policy, a Whistleblower Protection Policy, a Record Retention and Document Destruction Policy, and a Policy for Related-Party Transactions Involving Directors and Officers. All directors, officers and independent contractors are expected to familiarize themselves with these and other policies to assure that the business of NACDFL is conducted in a manner that is deserving of the public trust.