



## **Conflict of Interest Policy**

### **Society of Motion Picture and Television Engineers**

(Approved June 2007)

The purpose of the following policy and procedures is to prevent the personal interest of Staff members, Board members, and other Volunteers from interfering with the performance of their duties to the Society of Motion Picture and Television Engineers (“SMPTE”), or result in personal financial, professional, or political gain on the part of such persons at the expense of SMPTE or its Members, Supporters, and other stakeholders.

**Definitions:** *Conflict of Interest* (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a Person in a Position of Trust. *Persons in a Position of Trust* include Staff Members, Officers, Section Managers, Volunteers, Chairs of Committees and Board members of SMPTE. *Board* means the Board of Governors (including the Executive Committee) and each member thereof is a *Governor*. The Board regularly designates duties to various *Committees* and *Task Forces*. *Officer* means an officer of the Board of Governors. *Volunteer* means a person—other than a Board member—who does not receive compensation for services and expertise provided to SMPTE and retains a significant independent decision-making authority to commit resources of the organization. *Staff Member* means a person who receives all or part of her/his income from the payroll of SMPTE. *Supporter* means corporations, foundations, individuals, 501 c(3) nonprofits, and other nonprofit organizations who contribute to SMPTE, other than Members. *Member* means those persons or entities that join SMPTE as a member, including Fellows, Life Fellows and honorary members.

### **POLICY AND PRACTICES**

1. Full disclosure, by notice in writing on the form attached hereto, shall be made by all Persons in a Position of Trust to the full Board of all Conflicts of Interest, including but not limited to the following:
  - a. A Person in a Position of Trust is related to another Person in a Position of Trust by blood, marriage or domestic partnership.
  - b. A member of a Committee, Task Force or the Board or their respective organizations stand to benefit from a SMPTE transaction or publication (including standards or articles) or a staff member of such organization receives payment from SMPTE for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and Board policy.
  - c. The related organization of a member of a Committee, Task Force or the Board receives grant funding from SMPTE.
  - d. A member of a Committee, Task Force or the Board or Staff Member is a member of the governing body of, or otherwise affiliated with a, Supporter.
  - e. A volunteer working on behalf of SMPTE who meets any of the situations or criteria listed above.
2. Following full disclosure of a possible Conflict of Interest or any condition listed above, the Executive Committee of the Board shall determine whether a Conflict of Interest exists and, if so the Executive Committee of the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the Conflict and protect SMPTE’s best interests. Both votes shall be by a majority vote without counting the vote of any interested Governor even if the disinterested Governors are less than a quorum provided that at least one consenting Governor is disinterested.
3. An interested member of a Committee, Task Force or the Board, Officer, or Staff Member shall not participate in any discussion or debate of the Board, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a



perceived or actual Conflict of Interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.

4. Anyone in a position to make decisions about spending SMPTE's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
5. A copy of this policy shall be given to all Persons in a Position of Trust upon commencement of such person's relationship with SMPTE or at the official adoption of stated policy. Each Person in a Position of Trust shall sign and date the policy attached hereto at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
6. This policy and disclosure form must be filed annually by all specified parties.



**STATEMENT REGARDING  
CONFIDENTIALITY, COMPETITION AND DISCLOSURE  
OF POTENTIAL CONFLICTS OF INTEREST**

**Society of Motion Picture and Television Engineers**

(Approved June 2007)

As a Person in a Position of Trust with respect to SMPTE, I understand that my affiliations, sources of income and financial interests and/or my business dealings outside of my relationship with SMPTE may create a conflict of interest or apparent conflict of interest for SMPTE. All defined terms used herein will have the meaning provided in SMPTE's Conflict of Interest Policy.

I agree to disclose (1) any personal relationship I may have with any other Person(s) in a Position of Trust with respect to SMPTE, (2) any significant source of income or other financial interest I, or an immediate family member, has which may be directly or indirectly affected by a decision of SMPTE and/or its Board, and/or (3) any significant interest I, or an immediate family member, has in an organization with which SMPTE is dealing or with which it is considering conducting business, or which may stand to benefit from a SMPTE transaction or publication (including standards or articles) either at the time of my appointment (or when this policy is implemented) or when that information is relevant to matters under consideration by the Board on which I serve.

I agree that if SMPTE's Board determines that any of my disclosures on this form indicate a Conflict of Interest, I will recuse myself from any vote on the matter under consideration and will excuse myself from any meeting at which such matter is discussed.

At the present time, I am an employee, partner, director or officer of the following corporations or business entities, or am the beneficial owner of 3% or more of any corporation or business entity, or an individual, that has received from SMPTE cash or other value from SMPTE equal to \$5,000 or more or to which SMPTE is considering transferring cash or other value of \$5,000 or more:

(Identify nature of interest, value of transactions. Attach additional sheets, if necessary)

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At the present time 5% or more of my income is derived from the following sources that may be directly or indirectly affected by the decisions of SMPTE or its Board of Governors.

(Identify source. Attach additional sheets, if necessary.)

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I understand that it is my responsibility to update this information if there are changes in the sources of my income, my other financial interests, organizations with which SMPTE is considering business, and/or the impact SMPTE's actions may have on these interests.

I further understand that the information that I provide in this statement and/or in supplements to this statement may be provided to other members of the Board and/or officers of SMPTE.

I further understand that in the course of my duties as a Person in a Position of Trust with respect to SMPTE, I will have access to confidential information about SMPTE's operations. I also understand that information that is not a matter of public record, or not otherwise authorized by the Board and marked as confidential, will not be disclosed. I further understand that materials produced by me or for me for the sole purpose of fulfilling my duties as a Person in a Position of Trust with respect to SMPTE and will remain confidential until such documents or materials are made public. I agree that during and after my service to SMPTE, I will not disclose any such information to any person or entity, other than the officers, agents, and employees of SMPTE, except as SMPTE specifically authorizes or directs me in writing or as otherwise required by law. I will observe any requirements or procedures that SMPTE may require for the protection of the confidentiality of such information. I understand that any questions as to what information is confidential will be referred to, and resolved by, the Executive Director and President of SMPTE.

\_\_\_\_\_  
Name:

\_\_\_\_\_  
Date:

\_\_\_\_\_  
Board/Committee/Task Force

**Return Signed Form to:**

**SMPTE  
c/o Executive Director  
445 Hamilton Avenue, Suite 601  
White Plains, NY 10601  
USA**



## **Whistle-Blower Policy**

### **Society of Motion Picture and Television Engineers**

(Approved June 2007)

In keeping with the policy of maintaining the highest standards of conduct and ethics, The Society of Motion Picture and Television Engineers (“SMPTE”) will investigate any suspected fraudulent or dishonest use or misuse of SMPTE’s resources or property by staff members, Board members, consultants or volunteers. SMPTE is committed to maintaining the highest standards of conduct and ethical behavior and promotes a working environment that values respect, fairness and integrity. All staff members, Board members, consultants and volunteers shall act with honesty, integrity and openness in all their dealings as representatives for the organization. Failure to follow these standards will result in disciplinary action including possible termination of employment, dismissal from one’s board or volunteer duties and possible civil or criminal prosecution if warranted.

Staff members, Board members, consultants and volunteers are encouraged to report suspected fraudulent or dishonest conduct (i.e. to act as “whistle-blower”), pursuant to the procedures set forth below.

#### **Reporting**

A staff member’s, Board member’s, consultant’s and volunteer’s concerns about possible fraudulent or dishonest use or misuse of resources or property should be reported to his or her supervisor or, if suspected by a volunteer, to the staff member supporting the volunteer’s work. Supervisors and staff members supporting volunteers are, in turn, required to report suspected violations to the Executive Director, as described below, who has specific and exclusive responsibility to investigate all reported violations. If for any reason a person finds it difficult to report his or her concerns to such supervisor or staff member, the person may report the concerns directly to the Executive Director. If the concern is regarding the Executive Director, the person may report directly to the President. Alternately, if the concern is regarding the Executive Director and the reporting party wishes to remain anonymous, a written statement may be submitted directly to the Past President of the Board of Governors. Similarly, if the concern is regarding the President, the Executive Director and the President, or any member of the Board of Governors, the person may report directly to the Past President of the Board of Governors.

#### **Rights and Responsibilities**

##### Supervisors or Staff Members Supporting Volunteers

Supervisors and staff members supporting volunteers are required to report suspected fraudulent or dishonest conduct to the Executive Director.

Reasonable care should be taken in dealing with suspected misconduct to avoid:



- baseless allegations;
- premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to others not involved with the investigation; and
- violations of a person's rights under law

Due to the important yet sensitive nature of the suspected violations, effective professional follow-up is critical. Supervisors, while appropriately concerned about “getting to the bottom” of such issues, should not in any circumstances perform any investigative or other follow up steps on their own. Accordingly, a supervisor who becomes aware of suspected misconduct:

- should not contact the person suspected to further investigate the matter or demand restitution.
- should not discuss the case with attorneys, the media or anyone other than the Executive Director.
- should not report the case to an authorized law enforcement officer without first discussing the case with the Executive Director.

### Investigation

All relevant matters, including suspected but unproved matters, will be reviewed and analyzed, with documentation of the receipt, retention, investigation and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings will be communicated back to the reporting person and his or her supervisor. Investigations may warrant investigation by an independent person such as auditors and/or attorneys. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation

### **No Retaliation**

SMPTE will protect whistle-blowers as follows:

- SMPTE will use its best efforts to protect whistle-blowers against retaliation. Whistle-blowing complaints will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Generally this means that whistle-blower complaints will only be shared with those who have a need to know so that SMPTE can conduct an effective investigation, determine what action to take based on the results of any such investigation, and in appropriate cases, with law enforcement personnel. (Should disciplinary or legal action be taken against a person or persons as a result of a whistle-blower complaint, such persons may also have right to know the identity of the whistle-blower.)
- Employees, consultants and volunteers of SMPTE may not retaliate against a whistle-blower for informing management about an activity which that person believes to be fraudulent or dishonest with the intent or effect of adversely



affecting the terms or conditions of the whistle-blower's employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees. Whistle-blowers who believe that they have been retaliated against may file a written complaint with the Executive Director and/or President. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.

### **Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.



## Document Destruction Policy

### Society of Motion Picture and Television Engineers

(Approved June 2007)

The Society of Motion Picture and Television Engineers (“SMPTE”) acknowledges its responsibility to preserve information relating to litigation, audits and investigations. The Sarbanes-Oxley Act of July 30, 2002 makes it a crime to alter, cover up, falsify or destroy any document to prevent its use in an official proceeding. Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against SMPTE and its employees and possible disciplinary action against responsible individuals (up to and including termination of employment).

SMPTE’s minimum, mandatory document retention and periodic destruction policy is as follows:

<b>Type of Document</b>	<b>Minimum Requirement</b>
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general) (both written & Electronic)	2 years
Correspondence (legal and important matters) (both written & Electronic)	Permanently
Correspondence (with customers and vendors) (both written & Electronic)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years