



ACAM Corporate Governance

Ethics and Compliance

Updated September 9, 2009

Our process for making ethical business decisions

- Identify the ethical problem.
- List possible solutions (what *could* you do?) and any obstacles to resolving the problem.
- Seek input from others, if appropriate.
- Determine the best approach (what *should* you do?).
- If the path isn't clear, ask for guidance.
- Follow through on your decision.

Additional clause for managers and leadership

ACAM Managers and leadership will exercise due diligence in considering an individual's character and behavior before appointing that individual to any position of authority or responsibility within the Company. We may do this by including the use of reference checks, Google searches, Social-Networking discoveries, etc.

Relationships with Vendors:

Relationships are critical to the success of the Company. In meeting our business needs, the Company is committed to conducting business with integrity and according to all applicable laws, rules and regulations.

- Bribes, kickbacks, unauthorized rebates or any other form of improper payment to any customer or supplier in order to influence a business decision are strictly prohibited.
- "Perks" or "Bonuses" received from vendors for business transactions (i.e., American Express Membership Rewards Points, hotel rewards points, contract signing bonuses, etc.) will remain the property of the Organization and are to be used to advance the business.
- Gifts from business affiliates that exceed \$250 in cash value will be disclosed in our Annual Report.

Avoid Conflicts of Interest

Employees and board members are expected to avoid any situation that may create, seem to create, or be perceived to create a conflict between an employee / board members personal interests and the interests of the Company.

If an ACAM board member, advisor or staff member feels that he or she may have a conflict of interest or a potential conflict of interest, the Company requires disclosure of such conflict or perceived conflict.

Perceived conflicts of interest carry an equal amount of weight as actual conflicts of interest. Your signed conflict of interest disclosure binds you to uphold the Company's interests above your own. Choose who you engage in business with carefully to avoid perceived conflicts of interests.

Prohibition of Loans

The Company is prohibited from, directly or indirectly, making a loan to an executive officer or director of the Company or guaranteeing any loan or obligation on behalf of an executive officer or director.

Participation in leadership and participation in corporate affairs

ACAM is committed to an all-inclusive work culture. All people are unique and valuable, and should be respected for their individual abilities and contributions. The Company aims to provide challenging, meaningful and rewarding opportunities for personal and professional growth of all employees and board members without regard to gender, race, ethnicity, pregnancy, religion, sexual orientation, physical or mental disability, age, veteran status, national origin or any other legally protected status.

This policy applies to all phases of employment, including promotions, demotions, transfers, layoffs or terminations, compensation, use of facilities and selection for training or related programs.

Positive Work Environment

ACAM endeavors to provide all employees an environment that is conducive to conducting business and allows individuals to excel, be creative, take initiative, and seek new ways to solve problems, generate opportunities and be accountable for our actions. The Company also encourages teamwork in order to leverage our diverse talents and expertise through effective collaboration and cooperation.

- The Company prohibits all forms of harassment, discrimination and retaliation of employees by fellow employees, leadership, employees of outside contractors or visitors, suppliers and/or customers.
- The Company encourages open, timely communications that help us achieve organizational goals, share information, increase understanding, participate in the decision-making process, enhance our pride in the organization and provide recognition for our work-related successes.

Workplace Safety

The Company promotes and maintains a safe, healthy and green work environment and management of its business in ways that are sensitive to the environment. The Company will provide a workplace that is free from safety or health hazards or will control such hazards to acceptable levels.

Safeguard ACAM Property, Brand Equity and Credibility.

Safeguarding Company assets is the responsibility of all employees, leadership and Company representatives. The Company's ability to serve its members and physicians requires the efficient and appropriate use of the Company's assets and resources, including information systems resources, brand-equity, ACCME Accreditation, contracted hotel/event sites, etc. Employees and leadership are expected to:

- Use Company assets according to all Company policies and procedure, comply with policies and security programs that help prevent their unauthorized use or theft, and abide by all regulations or contractual agreements governing their use.
- Protect from disclosure or misuse of all non-public information pertaining to the Company.
- Not use Company property or non-public information of the Company to gain a personal profit; nor may any employee make such property or information available to any family member, friend, business associate or other person for the benefit of such other person.
- Not use ACAM-appointed positions as a vehicle for self-advancement (except when referencing a recognized position within the Company)
- Take actions necessary to safeguard all passwords and identification codes to prevent unauthorized access to the Company's information systems or resources.

Report with Integrity

ACAM has an obligation to make and keep books, records and accounts that, in reasonable detail, accurately and fairly reflect the Company's transactions and to maintain tax records and prepare tax returns that comply with applicable laws, rules and regulations. The Company must also maintain a system of internal accounting controls that meet applicable laws, rules and regulations, and prepare financial statements in accordance with generally accepted accounting principles and applicable laws, rules and

regulations. All constituents who have access to financial data or in a place to report financial data such as the President/CEO, treasurer, VP's and staff must conduct themselves using high ethical standards of integrity and honesty, in a manner that allows the Company to meet accounting and legal requirements and to prepare financial reports and financial statements that are not false or misleading, and that present full, fair, accurate, timely and understandable disclosure in the Company's periodic reports and other public communications.

- No management employee, officer or director may override, or direct others to override, the Company's established system of internal controls over financial reporting and disclosure.
- No undisclosed or unrecorded fund or asset of the Company may be established for any purpose.
- Transactions of the Company are to be executed only in accordance with the management's general or specific authorizations.
- No false or artificial entries may be made in the books and records of the Company for any reason and no employee may engage in any arrangement that results in such prohibited act.
- No payment on behalf of the Company may be approved or made with the intention or understanding that any part of the payment is to be used for any purpose other than that described by the documents supporting the payment.
- Any uncertainty by an employee about judgments concerning accounting or tax matters should be discussed with a superior; when in doubt, ask for guidance.
- No one shall take any action to fraudulently influence, coerce, manipulate or mislead any internal or external auditor engaged in the performance of an audit of the Company's financial statements.

Conclusion

The Company's continued success, credible name and reputation depend on the decisions we as an organization make on a daily basis. We have created an ethical framework to assist our employees and leadership in making decisions that benefit ACAM and ensure our actions are honest and carried out with integrity. All staff and leadership are expected to avoid unethical situations and are advised to seek council to do so. We are empowered with knowledge and resources to carry out our business in a responsible, ethical manner.

Please sign and date to indicate you have read and understand these policies and procedures.

Signature

Date

Printed name & title