



## **X9 CODE OF CONDUCT POLICY**

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STANDING DOCUMENT # SD-41

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### **Scope**

This policy applies to all persons who participate in a meeting or event sponsored by X9, whether in person, via WebEx or telephone. The participating person may be a member of X9 or a non-member.

### **Overview**

X9's primary function is to develop open consensus voluntary standards for the United States and for the international financial services industry through participation in ISO TC68. Consensus standards are developed through the broad and balanced participation of a variety of stakeholders representing a range of interests and through a full airing and discussion of all points of view. X9 provides a structured environment for the development of a standard, where meetings are governed by Roberts Rules of Order and where participants are required to act in a professional and respectful manner at all times. In this environment, participants are free to work and express their opinions on issues without fear of personal attacks, bullying, or reprisals, and where the merits of individuals' opinions can be discussed and vetted.

### **Code of Conduct Applicable to X9 Participants**

1. All persons, whether a member or non-member, serving or participating on the Board, Board Committees, and any other X9 committees, subcommittees, task groups, working groups, study groups, or other related bodies (hereafter "Participants" for individuals and "Groups" for formal X9 bodies) shall at all times act respectfully, honestly, in good faith, and with the highest professional standards, within X9 formal meetings and informally outside of formal settings.
2. Although it is recognized that legitimate differences of opinion can exist on individual issues, Participants should act in a dignified and courteous manner in discussing such issues, so as to avoid injuring others, their property, reputation, or employment by false, malicious or improper action, and to avoid acting in a disrespectful or unprofessional manner towards other Participants or X9 staff.
3. In order that the points of view and information Participants contribute to the X9 voluntary consensus standards process can be accurately evaluated by others, Participants should always endeavor to be transparent in their dealings within X9 meetings, and are required to disclose their business, commercial, organizational, or other affiliations that might affect

their interests or points of view, avoiding real or perceived conflicts of interest to the maximum extent possible.

4. In all discussions, debates, and deliberations, Participants should confine their comments to the merits of the issues under review. Although Participants are entitled to forcefully advocate their views or positions, they should be candid and forthcoming about any weaknesses in their position, and they should refrain from debate and discussion that is disrespectful or unprofessional in tone, or that is unduly personalized, would be interpreted by others as bullying, or which threatens or damages the overall process of achieving consensus. Making the same general argument repeatedly is not productive and does not constitute acceptable conduct, especially once a point has been discussed and debated to an apparent resolution. At the end of a discussion, all participants must abide by the consensus of the group.
5. No Participant should ever attempt to withhold or prohibit information or points of view from being disseminated, particularly on the grounds that the Participant is in disagreement with the information or points of view. Disagreements should be addressed and resolved through full and open presentation and discussion of all information and points of view, not through withholding information or preventing points of view from being expressed.
6. Participants should treat all persons with respect and fairness and no Participant, especially any official of any group, should offer or appear to offer preferential treatment to any person or group.
7. Participants shall refrain from disseminating false or misleading information or from withholding information necessary to a full, fair, and complete consideration of the issues under discussion.
8. Participants shall obey all applicable laws and X9 policies, including policies promulgated by ANSI, ISO and X9 for the Group(s) in which they participate.
9. Participants shall act to safeguard X9's reputation and integrity by ensuring that any public statements relating to X9 or the work of X9, which, consistent with the X9 Bylaws and Policies, are not official statements of X9, are properly portrayed as the opinion of the participant making them.

### **Violation of the Code of Conduct**

Violations of this Code will result in disciplinary action against a Participant, which may include termination of a Participant's continued participation in the current meeting and/or termination of the Participant's right to participate in X9. The X9 member on whose behalf the terminated Participant acts may appoint another Participant. For the purpose of clarity, only the Participant's right to participate in X9 is being terminated and not the rights of the X9 Member organization the Participant represents, unless the Participant is a Member Emeritus, in which case a violation will terminate the Member's rights. Additional details are presented below.

### **Professional Environment**

It is the responsibility of the meeting chair to assure that a safe, professional environment is established and maintained by ensuring that all Participants in the meeting adhere to this Policy.

At the beginning of a meeting, the chair shall remind Participants that they must adhere to the X9 Code of Conduct and that violations could lead to expulsion from the meeting and possibly suspension from X9. No Participant may attend a meeting or event if they do not agree to abide by the X9 Code of Conduct. Any Participant that does not agree to abide by this Policy shall be asked to leave the meeting. A copy of this Policy shall be available at each meeting, either in paper or electronic form.

### **Actions by a Member**

A Participant who has concerns about the conduct of another Participant at an X9 meeting should initially discuss the issue with the chair of the group privately as soon as possible. The Participant may also bring an issue related to conduct to the attention of any staff member.

### **Actions by a Chair**

At an X9 meeting, the chair of the meeting or at an X9 event, any member that holds an X9 elected position is authorized to take certain actions to maintain a safe professional environment at the meeting or event by ensuring that Participants adhere to this Policy. Additionally, any X9 staff member or officer of X9 is also authorized to take these actions. (See note 1 below.)

- 1) The chair (or other authorized person) shall, within his or her discretion, issue a warning to any Participant whose conduct is approaching a point that would violate the X9 Code of Conduct. As part of the warning, or in a private conversation soon thereafter, the chair should remind the Participant of his/her obligation to act in a professional manner, to treat all Participants with respect, and to adhere to the X9 Code of Conduct, and shall describe to the Participant the conduct leading to the warning. The chair shall, as soon as possible, submit to the Executive Director of X9 a written report of the events leading to the warning and documenting any conversation with the Participant.
  
- 2) Should a Participant's behavior be deemed by the chair (or other authorized person) to violate the Code of Conduct, the chair shall ask the Participant to leave the meeting and tell the Participant what specific violation has occurred. The chair may take the discussion with the Participant to a private location. The Participant shall not be allowed to return to the meeting for the remainder of the day; provided, however, that the Participant shall be entitled to arrange a meeting with the group chair to discuss the situation, including any disagreement with the removal. Should the Participant refuse to leave the meeting, the chair shall recess the meeting until the Participant leaves; if necessary, the chair shall seek the assistance of the X9 Executive Director in handling the situation.

After an action to remove a Participant is taken and, as soon as practical, the chair shall inform the X9 Executive Director, in writing, of the action taken and reasoning for taking it. The information shall explain what occurred and what behavior by the Participant violated the Code of Conduct, as well as any information about the conversation with the Participant. After such an event, the Executive Director shall inform the Executive Committee of the event including the details.

A Participant asked to leave a meeting may not return that day, or until the Participant has had a meeting with the chair and been cleared to return to the same or similar meeting. For multi-day meetings or for the next scheduled meeting, the Participant may return to the meeting if the following conditions are met: 1) the Participant must meet with the chair prior to the next meeting and acknowledge that his/her conduct was a violation of the Code of Conduct and disrupted the meeting 2) the chair must agree that the continued presence of the Participant will no longer disrupt the meeting or cause any person at the meeting to feel threaten or intimidated by the Participant's presence. Only if both of these conditions are met, may a Participant return to the next meeting or any subsequent meeting.

The Participant may appeal actions by the chair to the Executive Director. To appeal an action by a chair, the Participant shall submit a written description of the events surrounding the action including the Participant's alleged behavior. An appeal submitted to the Executive Director more than 30 days after the date of an action by a chair will be deemed filed too late and will not be investigated. For appeals filed timely, the Executive Director shall investigate the event and the actions taken by the Chair and render a decision. The Executive Director shall present the findings of the investigation and decision to the Participant and to the Executive Committee.

**Actions by the Executive Committee/Board of Directors:**

The X9 Board and/or Executive Committee (hereafter "Body"), after reviewing the specifics of the event, may, at their discretion, take one or more of the following actions. The chair of the Executive Committee shall report any action taken under this section by the Executive Committee to the X9 Board at the next regular Board meeting.

- 1) The Body may issue a "Letter of Reprimand" to the Participant that violated the X9 Code of Conduct. This letter will document the offending conduct and require that the Participant correct his/her behavior at future X9 meetings or events or face suspension by X9. A copy of the letter shall be sent to the Participant's management.
  
- 2) The Body may suspend a Participant that violated the X9 Code of Conduct if it feels the Participant's actions warrant it. The period of the suspension is to be determined by the Body. The period can range from one month to a permanent suspension, based on the circumstances and severity of the violation(s). During the suspension period, the Participant will be locked out of the X9 member web site and shall not receive X9 standards-related communications. The member organization represented by the Participant will be contacted, informed of the action taken by the Body, and given the option to appoint an alternative representative to X9.

Note 1: Within this policy, the term "chair" as in chair of a group shall also include the vice chair of the same group and any X9 officer.

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