

POLICY TYPE: GOVERNANCE PROCESS

16. POLICY TITLE: *BOARD MEMBERS' CODE OF CONDUCT*

The board commits itself and its members to the highest ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as an owner.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - A. There will be no self-dealing and members doing business with the organization will receive no more benefit than any other core members. Members will annually disclose their involvements with other organizations, with vendors, or any associations which might be or might reasonably be seen as being a conflict.
 - B. When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall recuse herself or himself without comment from not only the vote, but also from the deliberation.
 - C. Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, he or she must first resign from the board.
3. Board members may not attempt to exercise individual authority over the organization.
 - A. Members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
 - B. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - C. Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the CEO, members will not express individual judgments of performance of employees of the CEO.
 - D. Board members must pass on operational comments and complaints to the CEO. Feedback to the CEO is not an attempt to exercise authority.
4. Members will promptly inform the board of any change in their core membership status. The board will verify core membership eligibility for that member before the next meeting.
5. Members will respect the confidentiality appropriate to issues deemed by the board to be of a sensitive nature.
6. Members will be properly prepared for board deliberation.