



## BOARD POLICY VI.06

AREA:	Governance		
POLICY TYPE:	Governance Process	PAGE:	1 of 1
POLICY TITLE:	<b>BOARD MEMBERS CODE OF CONDUCT</b>	EFFECTIVE:	09/28/2022
		REVIEWED:	1/31/2023

### **POLICY:**

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

1. Board members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
  - A. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
  - B. When the board is to decide upon an issue, about which a board member has an unavoidable conflict of interest, that member shall absent 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. Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
  - B. Board 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 the CEO has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees of the CEO.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board members will be properly prepared for board deliberation. Board members will support the legitimacy and authority of board decisions, irrespective of the member's personal position on the issue.