**Board Code of Conduct**

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

1. Board members are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
   1. There will be no self-dealing or any conduct of private business or personal services between any Board member and the organization, except as procedurally controlled to assure openness, competitive opportunity and equal access to otherwise “inside” information. Board members may be asked to annually disclose their involvements with other organizations, with vendors, or any associations which might be or might reasonably be seen as being a conflict.
   2. 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 wish to apply for employment, he or she must first have resigned from the Board prior to so applying.
   3. Board members may not attempt to exercise individual authority over the organization, except as explicitly set forth in board policies.
3. Board members' interaction with the Executive Director or with staff must recognize that any individual Board member or group of Board members does not have authority other than that explicitly stated in Board policy.
4. Board members' interaction with public, press or other entities including social media (that is, the means of interactions among people in which they create, share, and exchange information and ideas in virtual communities and networks) must recognize the same limitation and the similar inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
5. Except for participation in Board deliberation about whether reasonable interpretation of Board policy has been achieved by the Executive Director, Board members will not express individual judgments of the Executive Director or staff performance.
6. Board members shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within the administration to bring their concerns to the Board.
7. Board members will be familiar with the regulations, bylaws and policies of the organization, as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious manner.
8. Board members shall attend meetings on a regular and punctual basis and will be properly prepared for and will participate diligently in Board and Board committee deliberation.
9. Board members will respect Board confidentiality, particularly issues of a sensitive nature. Board members shall not disclose vote counts and Board deliberations outside Board membership unless authorized by the Board.
10. Board members will adhere to the attached Respectful Workplace policy.
11. Board members shall embrace publicly all rightful decisions of the Board and promote unity by not representing any differences of opinion outside the Board which would cause or give appearance of dissension within the Board, erosion of a majority decisions or undercut the ability of the Executive Director to carry out the authority of that office.
12. Board members shall ensure that unethical activities not covered or specifically prohibited by the foregoing or any other legislation are neither encouraged nor condoned.

A Board Member who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present his or her views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Board member, she/he and the respondent Board member shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board. Board members who are found to have violated the Code of Conduct may be subject to censure including removal from the Board.

**Confidentiality Policy**

In the course of their duties, Board Members will be made aware of information of such a nature that use or release of that information, in any fashion other than as authorized by the Board, may cause damage or injury to:

a. the organization; or

b. the Board; or

c. the provider of the information; or

d. a third party.

It is the responsibility of all Board Members to keep confidential all such information. Though Board Members are expected to act as an ambassador for Board in the community at large, they shall not to disclose matters of a confidential nature, personnel information on staff or consultants hired by Board and any discussions from Board meetings or decisions from in-camera sessions of the Board as a whole. Board Members may release only such information as can be shown by documentary evidence to be in the public domain or that has been authorized by the prior express written consent of the Board.

**ACKNOWLEDGEMENT OF CONFLICT OF INTEREST POLICY, CODE OF CONDUCT AND CONFIDENTIALITY POLICY**

The following acknowledgement of NAME’s Conflict of Interest Policy, Code of Conduct, and Confidentiality Policy will be signed by each Board member annually, or upon beginning their term as a Board member.

I \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, acknowledge that I have read, understood, and agree to adhere to:

\_\_\_\_\_\_\_\_\_\_\_\_ NAME’s Conflict of Interest Policy

(initial)

\_\_\_\_\_\_\_\_\_\_\_\_ NAME’s Code of Conduct

(initial)

\_\_\_\_\_\_\_\_\_\_\_\_ NAME’s Confidentiality Policy

(initial)

I understand that breeches of these policies of code of conduct may lead to censure or my removal as a Member of the Board.

**Agreed by: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*(Print Name)*

**Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Witness: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*(Chair or Officer Signature)*

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