

**POLICY TYPE: GOVERNANCE PROCESS GP-5**

***POLICY TITLE: BOARD MEMBERS CODE OF ETHICS***

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

1. Board Members must represent un-conflicted loyalty to the interests of the community. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board Member acting as a consumer of the organization's services.
2. Board Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - a. There must 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 "inside" information.
  - b. When the Board is to decide upon an issue, about which a Board Member has an unavoidable conflict of interest, that Board Member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
  - c. Board Members must not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a Board Member desire employment, he or she must first resign.
  - d. Board Members will annually disclose their involvements with other organizations, with vendors, or any other associations which might produce a conflict.
3. Board Members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
  - a. Board Members' interaction with the President 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.
  - c. Board Members will give no consequence or voice to individual judgments of President or staff performance.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.