

GOVERNANCE PROCESS

The board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as board members.

1. Board members must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any board member acting as an individual consumer of the organization's services.

2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.

Where a member of the Board, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Board at which the matter is the subject of consideration, the member,

A. shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;

B. shall not take part in the discussion of, or vote on any question in respect of the matter; and

C. shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

Specifically and without limiting the requirements listed above:

D. 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.

E. Board members must not use their positions to obtain for themselves, family members or associates employment within the organization.

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- F. A board member being considered for employment must temporarily withdraw from board deliberation, voting and access to applicable board information.
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 Executive Director or with staff must recognize the lack of authority in any individual board member or group of board members except as noted above.
- B. Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any board member or board members to speak for the board.
- C. Board members will make no judgments of the Executive Director or staff performance except as that performance is assessed against explicit board policies by the official process.