

# **BOARD MEMBER CODE OF ETHICS AND CONDUCT**

Each Board member shall adhere to the following Code of Ethics:

- Board members shall act with integrity and in an ethical and professional manner in their interactions with each other, the Executive Director, employees, consultants, and the public.
- Board members shall maintain high ethical and moral character, both professionally and personally, so that their behavior will reflect positively upon the organization.
- Board members shall act with competence and shall strive to maintain and enhance their competence and that of their fellow Board members.
- Board members shall use proper care and exercise independent professional judgment in the performance of their duties.
- Board members shall maintain confidentiality about all matters that are considered in closed meetings.
- Board members are required to be familiar and comply with the Conflict of Interest policy as outlined in the bylaws.

Each Board member shall comply with the following standards of conduct:

- Board members shall not engage in conduct that would compromise, discredit, or diminish the integrity of the Board and/or the organization.
- The Board will respect the authority of the Executive Director and will provide instruction and direction only to the Director. The Board will not instruct the Director in regards to specific operational decisions.
- Board members will be sensitive to the considerable workload of the staff when making requests for assistance and all requests for assistance will be made through the Executive Director.
- The Board will respect the Director's authority in all personnel matters.
- No individual member shall give orders or instructions to any employee of the organization. This does not preclude an individual member from offering his or her opinion, based upon his or her expertise and/or experience, when an employee of the organization requests such an opinion.