



## 1.1. POLICY FOCUS: DIRECTORS CONDUCT

- 1.1.1. The Board expects of itself and its Directors ethical and businesslike conduct.
- 1.1.2. The Board has a responsibility for the compliance with the Act under which it was created as well as an obligation to the interests of the members and other stakeholders. This accountability supersedes any responsibility to staff and to conflicting loyalties such as that to advocacy or interest groups and membership on other Boards or staffs.
- 1.1.3. Board Directors will uphold strict standards of confidentiality in relation to all agency and Board matters. All information acquired by Directors is strictly confidential and privileged. The release of such confidential information may occur with overall Board approval or if required by law.
- 1.1.4. Board Directors must avoid any conflict of interest with respect to their legal and fiduciary responsibilities.
  - 1.1.4.1. There must be no self-dealing or any conduct of private business or personal services between any Board Director and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
  - 1.1.4.2. Board Directors must not use their positions to obtain for themselves, family members or close associates' employment within the organization.
  - 1.1.4.3. Should a Board Director be considered for employment, s/he must temporarily withdraw from Board deliberation, voting and access to applicable Board information. If the applicant is successful, s/he must immediately resign from the Board as a condition of employment.
- 1.1.5. Board Directors are prohibited from attempting to exercise individual authority over the organization except as explicitly set forth in Board policies.
- 1.1.6. Board Directors' interaction with the Executive Director or with staff carries no authority or formal influence.
- 1.1.7. Board Directors' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board Director to speak for the Board.
- 1.1.8. The Chair of the Board or his/her designate and the Executive Director shall be the spokesperson for the organization.
- 1.1.9. Board Directors who are lobbied by a person, group or organization shall direct the lobbyists to put their questions or concerns in writing and direct them to the Chair for referral to the Board or appropriate committee for review.





1.1.10. Judgments of the Executive Director performance can only be made within the context of explicit Board policies and by the officially established performance review process.

