Policy Type:	Board Process
Policy Title:	C5 – Directors' Code of Conduct
Last Revised:	June 14, 2016

We each commit ourselves to ethical, professional and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

2. Directors must act in the interests of the entire Cooperative. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or member.
    a. There will be no self-dealing or any conduct of private business or personal services between any director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
    b. At a new director's first board meeting, they will complete the "Conflict of Interest Disclosure" form, sign the Statement of Agreement, and verbally report to the whole board any potential conflicts. Any subsequent potential conflicts will be reported to the whole board immediately.
    c. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
    d. A director who applies for a position that reports directly to the General Manager must first resign from the Board.
3. Directors may not attempt to exercise individual authority over the organization.
    a. When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority.
    b. When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.
4. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
5. Directors will prepare for, attend, and participate fully in Board meetings and trainings.
6. Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the director's personal position on the issue.
7. Any director who does not follow the code of conduct policy can be removed from the Board by a majority plus one vote of the seated Board.
8. Statement of Agreement

As a Co-op director, I agree to abide by this Statement of Agreement. I agree that if, in the opinion of the majority plus one of Co-op directors, I have violated the letter or spirit of this agreement, I shall resign my position on the Board immediately and shall not seek to cause disruptions to the Co-op Board for that action. I agree that if I have resigned for Code of Conduct violations I will not seek to serve, or serve, on the Co-op Board for five years from the date of the resignation. The choice to not sign will result in immediate removal from the Board of Directors.

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Signature Date

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Printed Name