Policy Type: Board Process

Policy Title: C5 – Directors' Code of Conduct

Last Revised: September 3, 2019

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 shall 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. Any conduct of private business or personal services between any director and the Cooperative shall be controlled to assure openness and preserve competitive opportunity.
    b. At a new director's first board meeting, they shall complete the "Conflict of Interest Disclosure" form, sign the Statement of Agreement, and verbally report to the whole board any potential conflicts.
    c. Any subsequent potential conflicts shall be reported to the whole board immediately.
    d. 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.
    e. 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 when interacting with the GM or employees.

4. When interacting with the public, the press, or other entities, directors must recognize the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.

5. Directors shall maintain confidentiality as to issues that come before the Board in Executive Session.

6. Directors shall continue to maintain confidentiality as to those issues after leaving Board service.

7. Directors shall participate fully in Board meetings and trainings.

8. Directors shall support the Board's decisions on all matters that come before it, irrespective of their personal positions on such issues.
9. 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.

** 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