



BOARD POLICY DOCUMENT

GP#2e: BOARD MEMBER'S CODE OF CONDUCT

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

GP#3e:

Accordingly,

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. It also supersedes the personal interest of any board member acting as a user of The Land Conservancy's programs and services.
2. Board members must avoid conflict of interest with respect to all their fiduciary responsibilities.
 - a. There must be no self-dealing or any conduct of private business or personal services between any board member and The Land Conservancy except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - b. When the board is to decide upon an issue about which a board member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.
 - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates.
 - d. Board members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.
3. Board members may not attempt to exercise individual authority over The Land Conservancy except as explicitly set forth in board policies.
 - a. Board members' interactions with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
 - b. Board members' interactions with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.



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- c. Board members will give no consequence or voice to individual judgments of the Executive Director or staff performance.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.