



## **BOARD MEMBER CODE OF CONDUCT**

This policy is intended to provide guidance with ethical issues and mechanism for addressing unethical conduct.

### **A. BOARD RESPONSIBILITIES**

The general duties for directors are to enforce the association's governing documents, collect and preserve the association's financial resources, insure the association's assets against loss, and keep the common areas in a state of good repair. To fulfill that responsibility, directors must:

- Regularly attend board meeting (3<sup>rd</sup> Tuesday of each month),
- Regularly attend club functions (Parties, etc.),
- Review material provided in preparation for board meetings,
- Help develop the annual budget,
- Review the association's financial reports (monthly),
- Make reasonable inquiry before making decisions,
- Be aware of CC&R rules and procedures and help make decisions regarding CC&R violations,
- Respond to member inquiries,
- Be active in one or more club committees.
- Demonstrate an enterprise and equitable perspective of all club facilities, activities and offerings for the overall betterment of the club.

### **B. PROFESSIONAL CONDUCT**

In general, directors and committee members must conduct all dealings with vendors and employees with honesty and fairness, and safeguard information that belongs to the association.

1. Private Gain. Self-dealing occurs when directors or committee members make decisions that materially benefit themselves or relatives at the expense of the association. "Relatives" include a person's spouse, parents, siblings, children, mother and father-in-law, sons and daughter-in-law, brothers, and sisters-in-law and anyone who share the person's residence.

Benefits include money, privileges, special benefits, gifts or other item of value. Accordingly, no director or committee member may:

- Solicit or receive any compensation from the association for serving on the board or any committee, with the exception of “thank you /recognition/ holiday events” and a 1 time (annual) use of a facility rental.
  - Make promises to vendors unless with prior approval from the board,
  - Solicit or receive any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the association, If an unsolicited gift is received, the board member must return the gift or turn in gift to Club Manager for club use.
  - Use association property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the association.
2. Confidential Information. Directors and committee members are responsible for protecting the association’s confidential information. As such they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director or committee member may disclose confidential information. Confidential information includes, without limitation:
- Private personal information of fellow directors and committee members,
  - Private personnel information of the association’s employees,
  - Disciplinary actions against members of the association,
  - Assessment collection information against members of the association, and
  - Legal disputes in which the association is or may be involved—directors may not discuss such matters with persons not on the board without the prior approval of the association’s general counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and loss of confidential information.
3. Accuracy of Information. Directors and committee members may not knowingly misrepresent facts. All association data, records and reports must be accurate and truthful and prepared in a proper manner.
4. Interaction with Employees. To ensure efficient management operations, avoid conflicting instruction from the board to management and avoid potential liability, committee members and directors shall observe the following guidelines:
- The president of the board shall serve as liaison between the board and management and provide direction on day to day matters.
  - Except for the president, committee members and directors may not give direction to management, employees or vendors. The president may delegate authority to board committee chairs to allow them to give direction to management, employees or vendors regarding their specific area of responsibility.

- Directors may not contact management after hours unless there is an emergency which represents a threat of harm to persons or property.
  - If directors or committee members are contacted by employees with complaints, the employees shall be instructed to contact management the HR representative or the board as a whole.
  - No director may threaten or retaliate against an employee who brings information to the board regarding improper actions of a director or committee member.
5. Professional Behavior. Directors and committee members are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors and committee members must focus on issues, not personalities, and conduct themselves with courtesy toward each other and toward employees, managing agents, vendors and members of the association. Directors shall act in accordance with board decisions and shall not act unilaterally contrary to the board's decisions.

### **C. WHEN CONFLICTS ARISE**

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors and committee members should immediately raise such situations with the board. If appropriate, the board will seek guidance from the association's legal counsel.

1. Disclosure & Recusal. Directors and committee members must withdraw from participation in decisions in which they have a material interest. Directors and committee members must immediately disclose the existence of any conflict of interest, whether their own or others.
2. Violations of Policy. Directors and committee member who violate the association's ethics policy are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to immediate disciplinary action, including, but not limited to:
  - Censure,
  - Removal from committees,
  - Removal as a officer of the board,
  - Removal from the board, and
  - Legal proceedings.

Prior to taking any of the actions described above, the board shall appoint a special committee to investigate the violation. The committee shall review the evidence of violation, endeavor to meet with the director/committee member believed to be in violation, confer with the association's legal counsel, and present its findings and recommendations to the board for appropriate action. The board shall endeavor to meet with the director/committee member in executive session prior to imposing disciplinary action against that person.

**D. ACKNOWLEDGEMENT**

I acknowledge that I have received and read the association's ethics policy and have had the opportunity to ask questions about the policy. I understand my obligations as a director and/or committee member under this policy and will act in accordance with my obligations.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print name: \_\_\_\_\_