

**GOVERNANCE PROCESS  
POLICY D4**

**BOARD MEMBERS' CODE OF CONDUCT**

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as board members.

1. Board members will maintain loyalty to the interests of the membership.
  - A. Board members will strive to keep members informed of the Co-op's status and plans, and of the Board's work, as appropriate.
  - B. The Board will work to encourage the participation of all members, to ensure that the Co-op is controlled in a democratic fashion by its members, and to increase effectiveness in the Co-op's ability to serve its members.
  - C. The board accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any director acting as an individual consumer of the Co-op's services.
2. Board members will avoid any conflict of interest with respect to their fiduciary responsibility.
  - A. There will be no self-dealing or any conduct of private business or personal service between any director and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
  - B. Board members will not use their positions to obtain employment or special privileges within the organization for themselves, family members or close associates.
3. Board members will not exercise individual authority over the organization except as explicitly set forth in board policies. Board members will recognize that they have no authority over staff and act accordingly.
  - A. Board members' interactions with Management and staff will reflect the lack of authority in any individual director or group of board members except as noted above.
  - B. Board members' interactions with the public, press or other entities will recognize the same limitation of any board member(s) to speak for the Board.
  - C. Board members will make no judgments of management performance, except as the performance assessed against explicit board policies by the official process.
4. Board members will commit to fulfilling their duties on the co-op board.
  - A. Board members will devote the time needed to fulfill the responsibilities of the position.

- B. Board members will make it a priority to attend and participate in all board meetings and trainings, to seek to learn more about the Co-op and its operations, and to pursue educational opportunities as they relate to the Co-op.
  - C. Board members will be prompt, attentive and prepared for all related meetings.
5. Board members will consider the business of the Co-op and its members to be confidential in nature when specified by board decision and to hold the identity of individual members' opinions in confidence.
  6. Board member behavior towards other directors and Management shall contribute to and encourage open, respectful and thorough discussions, maintaining an attitude of honesty, diligence and helpfulness.
  7. Board members who violate this Code of Conduct, if it is the opinion of all but one of the remaining board members (exclusive of the board member in violation), shall be asked to resign and not seek to cause continued disruption of the Co-op and the Board.

This policy will be monitored and reviewed in conjunction with the annual board evaluation.

Adopted 11/04/1998  
Modified 02/06/2008