



# POLICY ON RESPONSIBILITIES AND CONDUCT OF MEMBERS OF THE BOARD OF DIRECTORS

## PREAMBLE

Being elected to serve on the WIBOSCOC Board of Directors is a high honor and privilege; one that carries with it a serious responsibility to serve the interests of the WIBOSCOC and its members. It is the expectation of the WIBOSCOC that all Board members conduct themselves and perform assigned duties in an exemplary fashion, commensurate with the position of leadership that has been bestowed upon them by the membership.

Board members must always abide by the responsibilities and loyalties pertaining to their role as Directors of the WIBOSCOC. As fiduciaries of WIBOSCOC resources and guardians of its mission, each Board member has basic responsibilities that derive from these legal duties:

- To support the mission and purpose of the WIBOSCOC, as reflected in its Articles of Incorporation and Governance Charter, and to abide by its Bylaws and policies;
- To be diligent in preparation for, attendance at, and participation in Board meetings and related activities on behalf of the WIBOSCOC;
- To ensure that the financial and business affairs of the WIBOSCOC are, to the best of the Board member's awareness, managed in a responsible manner;
- To act always in good faith and in the best interests of the WIBOSCOC, above any personal interest; and
- To maintain the confidentiality of sensitive or proprietary information obtained during the course of Board service.

Board members must also recognize that the Board acts only as a collective entity. Success depends on the contributions of all Board members and their ability to work well together.

With the goal of embedding these core principles into the culture of the Board, this Policy establishes standards of conduct expected of each Board member.

## STANDARDS OF CONDUCT

- 1. INDIVIDUAL CONDUCT:** To properly serve the WIBOSCOC and its members, each Board member must always act with dignity and integrity, both inside and outside of Board and regular membership meetings, reflecting the WIBOSCOC's high standards for ethical behavior and professionalism.

  - a. Each Board member sets the tone for WIBOSCOC members and volunteers by acting as a leader and serving as an example of dedication, integrity and professional conduct.
  - b. A Board member should take no action that could discredit the reputation or credibility of the WIBOSCOC.
- 2. BUSINESS RESPONSIBILITY:** Each Board member serves as a fiduciary of the WIBOSCOC's resources and is accountable to the members for prudent management of the WIBOSCOC's financial and business affairs.

  - a. A Board member is expected to read and understand the WIBOSCOC's financial reports, committee reports and other documents pertaining to the operations of the WIBOSCOC. A Board member should ask questions related to any documents that may need clarification.
  - b. A Board member is expected to actively engage in decision making relating to the allocation of resources and monitoring of financial performance.
- 3. CONFLICT OF INTEREST:** Each Board member must act in good faith and in the best interests of the WIBOSCOC, above any personal interest or the interests of any particular constituency. Each Board member is subject to, must be familiar with, and must follow the current WIBOSCOC's Conflict of Interest Policy (Appendix A of this document). It is not a conflict of interest for Board members to be advocates for their geography. Board members are expected to be open to the views and needs of all BOS geographical areas, and should act and vote based on the overall good of the WIBOSCOC, without partisanship.
- 4. BOARD COMMITMENTS:** Each Board member must devote the time and resources reasonably necessary to fulfilling his/her commitments to Board activities.

  - a. A Board member is expected to demonstrate due diligence in preparation for and attendance at Board meetings and other activities on behalf of the WIBOSCOC.
  - b. A Board member is expected, to the best of his/her ability, to be informed about the needs and opinions of the WIBOSCOC membership, and should ask any questions necessary to be fully informed about the issues being addressed by the Board, before making decisions.
  - c. A Board member is expected to give open and fair consideration to diverse and opposing viewpoints.
  - d. A Board member is expected to exercise independent judgment, and is expected to express dissenting opinions in a respectful and appropriate manner during Board deliberations.

## STANDARDS OF CONDUCT

**5. RELATIONS AMONG BOARD MEMBERS:** Each Board member must foster an environment of respect, cooperation and collegiality. A Board member must not unduly disrupt the Board from operating in an efficient and effective manner.

- a. A Board member is expected to treat other Board members with courtesy and respect and allow other members of the Board to express their views openly and safely.
- b. A Board member is expected to respect the differing opinions of others. Board members may disagree on issues, but disagreements should be directed at the issue; personal attacks are not acceptable.
- c. A Board member is not expected to undermine, sabotage or falsely impugn another Board member. This is not intended to preclude a Board member, acting in good faith, from reporting a suspected violation of this Policy under the compliance provisions described herein, or from separately filing a grievance regarding an alleged violation by another Board member of the WIBOSCOC.

**6. CONFIDENTIALITY:** Transparency in governance and having input from WIBOSCOC membership are both important considerations for the Board. Board members are required to balance those considerations against legal and fiduciary obligations to maintain the confidentiality of sensitive or proprietary information obtained because of Board service. In addition, maintaining the confidentiality of the Board's deliberations (especially those held in closed session) is essential to having full and frank discussions necessary for effective decision-making. Therefore, subject to Standards 7 and 8 of this Code of Conduct and the exceptions noted below, a Board member may solicit input from WIBOSCOC members on matters being considered by the Board, and may informally share with WIBOSCOC members the actions taken and the issues considered by the Board in reaching its decisions. However:

- a. A Board member may not disclose any matters addressed in closed session to anyone not eligible to participate therein.
- b. A Board member may not disclose confidential or proprietary information obtained during the course of Board service to anyone outside the Board or authorized WIBOSCOC staff.
- c. Following closed session, a Board member may not discuss or disclose the votes of individual Board members, or negatively characterize the positions of the Board or the points of view taken by any member of the Board.
- d. A Board member may not disclose anything about Board actions or deliberations if the Board has determined to defer announcement of that action or to control the dissemination of that information.

## STANDARDS OF CONDUCT

- 7. PUBLIC STATEMENTS:** A Board member may not act in an official capacity or speak publicly on behalf of the WIBOSCOG unless empowered to do so under the Bylaws or as specifically empowered by the Board.
- a. A Board member who, by virtue of Board assignments or duties, is asked to or is expected to communicate about Board matters through an official WIBOSCOG communication channel or forum (such as the WIBOSCOG website) is authorized to speak for the Board in that capacity and for that purpose.
  - b. Except where so empowered or authorized, a Board member speaking publicly to WIBOSCOG membership or in any other public forum must ensure that his/her statements are clearly identified as personal opinions and that he/she is not speaking on behalf of the WIBOSCOG in any official capacity or expressing the views or positions of the WIBOSCOG.
- 8. SUPPORT OF BOARD DECISIONS:** A Board member must publicly support Board decisions.
- a. A Board member is encouraged to be an ambassador of the WIBOSCOG and, subject to Standard 6 (Confidentiality) of this Code of Conduct, to promote the activities and actions of the Board with the WIBOSCOG membership and publicly. In doing so, a Board member must stay faithful to the intent of the Board as expressed in its official statements, and should not reinterpret or re-characterize the Board's actions to reflect his/her own view.
  - b. While having the right and responsibility to exercise independent judgment and to express dissenting opinions during Board deliberations, a Board member also has the obligation outside the Boardroom to respect and support decisions of the majority, even when the Board member dissented from the majority view.
  - c. A Board member who does not support a Board decision may express his/her opposition in an appropriate and respectful manner.
  - d. A Board member must not take actions publicly or with respect to the WIBOSCOG membership that have the purpose of undermining the decisions or actions of the Board.
  - e. A Board member who intends to publicly protest a Board action should resign his/her position on the Board before doing so.
- 9. RELATIONS WITH STAFF:** A Board member is expected to support the strategic role of the Board and recognize the Director's and WIBOSCOG staff's responsibility to manage the WIBOSCOG's day-to-day activities.
- a. A Board Member is expected to refrain from intruding on administrative issues that are the responsibility of management, except to monitor results and prohibit actions that conflict with Board policy.
  - b. A Board member is expected to treat employees of the organization courteously and professionally, recognizing that the WIBOSCOG has an obligation to provide its employees a workplace free from discrimination and harassment.

**COMPLIANCE WITH THIS POLICY**

1. Board members are expected to use good faith efforts to comply with this Policy. A Board member who is unsure about the interpretation of a Standard of Conduct is expected to consult with the President of the WIBOSCO or a member of the Executive Committee. If a Board member is unable to carry out the responsibilities of his/her position or to conduct him/herself in a manner consistent with the Policy, the Board member is expected to consider voluntarily resigning his/her position on the Board.
2. A Board member or members who wish to bring a complaint under this Policy must do so in writing, addressed to the President of the WIBOSCO or a member of the Executive Committee. The Executive Committee (excluding any member who is personally involved in the complaint) will then, with the advice of General Counsel and any investigatory panel it may appoint, determine a course of action for handling the complaint, including:
  - a. Determine that the complaint does or does not warrant further action. If a Board member who reported the complaint is not satisfied with the decision, he/she may submit the written complaint to the full Board for further consideration. This would be a final decision.
  - b. Mediate between the Board member(s) who reported the complaint and the alleged violator(s), with an outcome agreeable to all parties.
3. Any complaint made under this Policy, all proceedings of the Executive Committee and the Board involved in investigating and resolving it, and any outcome of such proceedings – other than a public reprimand, suspension, expulsion or other outcome that necessarily involves disclosure – shall be considered confidential.
4. Corrective measures or discipline will be appropriate to the facts and circumstances of the violation and, subject to the Bylaws and applicable law, may include the following:
  - a. Requirement for remedial action to be taken.
  - b. Removal from certain Board-related assignments and/or loss of certain Board duties or privileges.
  - c. Actions initiated to seek removal from the Board or as an officer.
5. If the violating Board member does not cooperate with the final decision, the Board may take such further action as it deems appropriate.

**By signing this document, I acknowledge reviewing the terms of the policy and agree to adhere to the policy.**

\_\_\_\_\_  
**Print Name**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Signature**