

## Code of Ethics

### **General**

As stated in this document, The CAPCO Board has a duty to act as a whole. Group action is required to carry a motion, recommendation, or formal request forward. No individual Board member may represent himself or herself as acting on behalf of the Board of Directors unless assigned to do so, formally, by the group.

### **Responsibilities**

As a Board member, you are ultimately responsible for discharging the duties of your position in good faith and with that degree of diligence, care, loyalty, and skill which ordinarily reasonable persons would exercise under similar circumstances in like positions. Board members are accountable to consumers, constituents, funding sources, donors, regulatory entities, and the broader community.

### **Governance Duties**

Board members have the Duty of the Fiduciary, including the Duties of Obedience, Care, and Loyalty.

- Duty of the Fiduciary is the duty to act for someone else's benefit, with special responsibilities in connection with the administration, investment and distribution of someone else's assets. A fiduciary is required to hold another's interests ahead of his or her own.
- Duty of Care is the degree of competence and care expected to avoid reasonably foreseeable harm. Duty of Care is the absence of negligence.
- Duty of Loyalty is faithfulness to the mission, board, office and organization. It is allegiance and full support of the nonprofit's endeavors, avoiding conflict of interest.
- Duty of Obedience indicates compliance with board decisions, even when individual members have objected. Duty of Obedience is also compliance with all laws and regulations that govern the organization's actions, such as Federal, State and Local Laws, By-Laws, and Contractual Obligations.

Corporate Officers and Directors liability coverage may not extend to board members who violate these duties and the agency's policies.

### **Employee/Board Communications**

The formal actions of the Board are communicated by the President. The CAPCO Board President communicates the wishes of the CAPCO Board to the CAPCO Executive Director. It then becomes the responsibility of the Executive Director to see that the request is carried out. The Executive Director may delegate these duties to other staff at his or her discretion. However, staff may not be assigned duties directly by the Board members or the President.

### **External Communications**

It is the responsibility of the Executive Director to carry out communications with funding sources, the media, and the community at large. Again, these communications may be

delegated to appropriate employees on a regular basis. It is expected that, when the Board has a need to communicate with a funding source or the media, the Board membership as a whole decides on the content of the communication and the President directs the Executive Director to carry out those communications. Individual members of the Board do not have the authority to initiate communications of this nature.

### **Confidentiality**

All communications within the agency, between staff and Board, and among Board members, with exception of the minutes of regularly held public meetings, are considered confidential.

### **Meeting Behavior**

It is a courtesy to others, and a positive reflection of one's self, to arrive at meetings with ample time to begin business. Board members are expected to stay for the duration of the meeting, unless there is an emergency, or unless prior notice has been given to the Board President.

Whenever possible, Board members should avoid having to take non-emergency phone calls during a meeting, which may result in keeping other members waiting.

Board members are encouraged to take the time they need to fully explain their individual positions. Of course, that requires allowing others equal time to explain their positions, without interruption. Even when a member disagrees with the opinion offered by another person, that person deserves respect and the courtesy of listening without ridicule.

Board members shall allow the President of the Board of Directors to conduct meetings in accordance with the By-Laws and Roberts Rules of Order. Always request to be recognized or to have the floor in order to provide information or add an opinion. In other words, communicate professionally and appropriately.

Special meetings shall not be held to take actions against the Executive Director. A specific reason for all special meetings shall be presented in writing. In the case where secret ballots determine the outcome of a discussion, the final decision must be disclosed in writing.

### **Complaint Handling**

All complaints from customers, funding sources, employees, and others are to be handled with privacy and courtesy at all times.

CAPCO has a formal policy (see Employee Handbook Section 4: Grievance Procedure) for aggrieved employees. The chain of command and chain of events outlined in this policy are to be followed without exception. Complaints received from aggrieved employees that fall outside the outlined procedures shall not be heard collectively or by individual board members,

nor shall complaints from terminated employees whose legal options do not include the grievance and appeal procedure.

**Employment**

Board members must resign from the board of directors if they have an interest in employment at the agency and wish to submit an application.

**Ambassador Roles**

All CAPCO Board Members are viewed as ambassadors of the agency, its programs and customers. We demonstrate pride in our affiliation with Community Action and its accomplishments in the community. It is expected that we take ownership in the agency and its activities. Therefore, when asked about CAPCO, we respond with positives, for we all share responsibility for the positives and negatives and our responses are a reflection of ourselves. Whether working with other agencies, in conference settings, or simply among neighbors and friends, we proudly represent CAPCO and everyone affiliated with the organization.

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Signature

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Date