

Policy Type: Core Governance Practices

Policy Title: Board of Directors Code of Ethics

HONESTY

Directors are honest and truthful in all their dealings and they do not deliberately mislead or deceive others by misrepresentations, overstatements, partial truths, selective omissions, or any other means.

INTEGRITY

Directors demonstrate personal integrity and the courage of their convictions by doing what they think is right even when there is great pressure to do otherwise; they are principled, honorable and upright; they will fight for their beliefs. They will not sacrifice principle for expediency, be hypocritical, or unscrupulous.

PROMISE-KEEPING & TRUSTWORTHINESS

Directors are worthy of trust. They are candid and forthcoming in supplying relevant information and correcting misapprehensions of fact, and they make every reasonable effort to fulfill the letter and spirit of their promises and commitments. They do not interpret agreements in an unreasonably technical or legalistic manner in order to rationalize non-compliance or create justifications for escaping their commitments.

LOYALTY

Directors are worthy of trust, demonstrate fidelity and loyalty to persons and institutions by friendship in adversity, support and devotion to duty; they do not use or disclose information learned in confidence for personal advantage. They safeguard the ability to make independent professional judgments by scrupulously avoiding undue influences and conflicts of interest. They are loyal to their colleagues and if they decide to leave the Board of Directors, they provide reasonable notice, respect the proprietary information gained during their tenure, and refuse to engage in any activities that take undue advantage of their previous positions.

FAIRNESS

Directors are fair and just in all dealings; they do not exercise power arbitrarily, and do not use overreaching nor indecent means to gain or maintain any advantage nor take undue advantage of another's mistakes or difficulties. Fair persons manifest a commitment to justice, the equal treatment of individuals, tolerance for and acceptance of diversity, they are open-minded; they are willing to admit they are wrong and, where appropriate, change their positions and beliefs.

CONCERN FOR OTHERS

Directors are caring, compassionate, benevolent and kind; they like the Golden Rule, help those in need, and seek to accomplish the organization's business objectives in a manner that causes the least harm and the greatest positive good.

RESPECT FOR OTHERS

Directors demonstrate respect for the human dignity, autonomy, privacy, rights, and interests of all those who have a stake in their decisions; they are courteous and treat all people with equal respect and dignity regardless of sex, race or national origin.

LAW ABIDING

Directors abide by laws, rules and regulations relating to Board activities.

COMMITMENT TO EXCELLENCE

Directors pursue excellence in performing their duties, are well informed and prepared, and constantly endeavor to increase their proficiency in all areas of responsibility.

LEADERSHIP

Directors are conscious of the responsibilities and opportunities of their position of leadership and seek to be positive ethical role models by their own conduct and by helping to create an environment in which principled reasoning and ethical decision making are highly prized.

REPUTATION AND MORALE

Directors seek to protect and build the organization's good reputation and the morale of its employees by not engaging in conduct that might undermine respect and by taking whatever actions are necessary to correct or prevent inappropriate conduct of others.

ACCOUNTABILITY

Directors acknowledge and accept personal accountability for the ethical quality of their decisions and omissions to themselves, their colleagues, their companies, and their communities.