

## BOARD POLICY - Governance Process

- 1 Each board member will represent unconflicted loyalty to the interests of OPTIONS. This accountability supercedes any conflicting loyalty such as that to advocacy of certain individuals/groups whether served/ employed by OPTIONS or not. It also supercedes the personal interests of any board member receiving services either directly or having a family member receive services.
- 2 Board members must avoid conflict of interest with respect to their fiduciary responsibilities.
  - 2.1 There must be no self-dealing or any conduct of private business or personal services between any board member and the organization, except as procedurally controlled, to assure openness and competitive opportunity.
  - 2.2 When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself/himself without comment from not only the vote but also the deliberation.
  - 2.3 Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he/she must first resign.
  - 2.4 Board members will annually disclose their involvements with other organizations, vendors, or family members receiving services that might produce a conflict.
- 3 Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
  - 3.1 Board members' interaction with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
  - 3.2 Board members will give no consequence or voice to individual judgments of employees performance other than the Chief Executive Officer (CEO) and only then through powers outlined in board policies.
  - 3.3 Board members will respect the confidentiality appropriate to issues of a sensitive nature.

Adopted: 3-16-04

Revised: 9-13-11, 2-4-14

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