

## **Board Policies**

The board, as Antrim Conservation District (ACD) governing body, is entrusted with the authority to establish policy for the governance of ACD. Board policy establishes the parameters and guidelines for board members, committees, management and staff.

The purposes of board policies are to:

- ❖ Inform board members, staff and the public of board intent and goals
- ❖ Clarify board members, executive and staff roles
- ❖ Prevent confusion among board members, staff and the public
- ❖ Promote consistency of board action
- ❖ Eliminate the need for instant (Crisis) policy making
- ❖ Improve public relations
- ❖ Give management a clear direction from board

ACD board makes an important distinction between board policies and management policies. Board policies establish the board parameters within which board, management and staff will operate. Management policies developed and implemented by the executive, outline the specifics of how the organization and staff will operate within board policy. Personnel policies are an example of management policy developed by the executive director. The executive director develops the personnel policies appropriate to his/her staff, and has them examined by an attorney familiar with personnel policy. The executive then informs the board that personnel policies are in place and provides the board members copies of the personnel policies handbook. The board is not directly involved with developing personnel policies other than to ensure that the executive has carried out that project.

When the board adopts a new board policy, that policy is the standard for dealing with the subject matter covered by the policy. If an issue is out of order and will be considered only in terms of policy change.

### **Policy requires a majority vote of the board**

All policy decisions will be made by majority vote of the board and at board meetings. Before adopting any policy, all board members will receive a copy of the proposed policy in advance of the meetings at which the vote is to be taken.

### **Source of policies**

Policies may be recommended to the board by committees of the board, individual board member or the executive. All proposed policies will be researched to ensure that they are legal, and do not contradict already established policy or bylaw of ACD. If approved by the board,

policies will be written, coded, and dated at time of approved and included all copies of the board policy manual.

### **Consideration for all policies**

All policies to the board should be tested to consider if the proposed policy is:

- ❖ Necessary for operation of ACD
- ❖ Consistent with our mission statement
- ❖ Within the scope of board of authority
- ❖ Consistent with local, state, and federal law
- ❖ Compatible with other policies of this board
- ❖ Practical and enforceable
- ❖ Broad enough to cover the subject completely
- ❖ Accountable for carrying out policies

The executive director will be accountable to the board for carrying out management policies, ensuring they are effectively explained to the employees and enforced. The board will be accountable for carrying out board policies, ensuring they are effectively explained and enforced.

### **Board Policies**

The Board of Directors (Board) of the ACD seeks to create and sustain an ethical business climate, which is critical to the success of the organization and is in the best interests of the members of ACD. Each director and employee of the association must observe the highest standards of ethical business conduct, including strict adherence to the Code of Ethics and this document. Each Director and employee of ACD must comply with the letter and spirit of the following and must certify annually that it has reviewed and agrees to comply with the following:

#### **1) Conflict of Interest**

- a. Scope. This statement of policy with respect to conflict of interest applies to all Directors and staff of ACD. It is intended to serve as guidance for each Director and staff member.
- b. Fiduciary Responsibilities/Disclosure. All decisions of the Board and recommendations made by staff are to be made solely on the basis of a desire to promote the best interests of ACD. ACD's integrity must be protected and advanced at all times. It is each Director's and staff member's responsibility to insure that the Board is made aware of situations that involve personal, family or business relationships that could be construed as a conflict of interest. Thus, the Board requires that each Director and staff (1) annually review this policy, (2)

promptly disclose any possible personal, family or business relationships that reasonably could give rise to a conflict involving the Association by advising the Executive Vice President at the time the Director or staff member first becomes aware of such possible conflict of interest, and (3) annually acknowledge by his or her signature on the signature page below that he or she is in compliance with the letter and spirit of this policy.

Each Director and employee shall execute the attached signature page and complete and file with the Chair of the Board on a Disclosure Form (The “Disclosure Form”), if applicable, on an annual basis on or about December 1<sup>st</sup> of each year. New Directors and Executive Officers shall be provided with a copy of the Policy and a Disclosure Form immediately upon taking office and shall complete and sign the form and return it to ACD within 30 days of taking office.

c. Definition of Conflict of Interest. A Director or staff member shall be considered to have a conflict of interest if:

(2) such Director or staff member has existing or potential financial or other interest which impair or might reasonably appear to impair such person’s independent, unbiased judgment in the discharge of his or her responsibilities to ACD; (2) such Director or staff member is aware that a member of his/her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children and any other relative if the latter reside in the same household as the Director or staff member), or any organizations in which such Director or staff member (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling owner, has such existing or potential financial or other interests that are adverse to a stated goal or undertaking of ACD and that could reasonably subject ACD to criticism, embarrassment, or liability.

In considering whether a conflict of interest may exist in a given situation, ACD shall consider the fact that each Director represents his/her company and that such company may have a financial stake in the outcome of a particular issue being considered by ACD. The very purpose of having representation on the Board from various professionals is to encourage full debate and to foster accomplishments of ACD’s mission of growing real estate business and building community. As a result, notwithstanding the definition set forth above, a conflict of interest will not be deemed to exist if the organization in which such Director or staff member (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling owner is affected financially by a decision of ACD so long as the financial impact is the same on such company as it is on other companies in that industry. A Director or staff member who is uncertain whether a conflict of interest may exist in any matter may request the Board to resolve the questions by majority vote.

d. Restrain on Voting

Directors who have a conflict of interest or potential conflict of interest may, after disclosing the conflict, participate in the discussion of the proposed recommendation or transaction but shall not vote on any such recommendations' or proposed transactions.

## **2) Standard of Conduct**

Each Director and staff member agrees to:

- a. Recognize that to serve as a Director or staff member of ACD is to commit oneself to achieving the stated missions of ACD with vision and perspective.
- b. Devote time, energy, thought and study to the duties and responsibilities of his/her office so that he/she may render effective and creditable service to ACD, its members, and the community.
- c. Work with his/her fellow Board members or staff members as applicable, in a spirit of harmony and cooperation in spite of differences of opinion that arise during vigorous debates of points of issue. Directors and staff members shall not engage in attacks which are purely personal in nature and shall not attack the integrity of individuals without factual foundation. Directors and staff shall promote mutual respect among one another and among all ACD employees and shall not use his other positions to embarrass, intimidate, or threaten other Directors, staff, ACD employees, or members. Directors are leaders in the community and in each of their professional disciplines, and their conduct is important to ACD and all constituents.
- d. Base his/her decisions upon all available facts in each situation and vote his/her honest convictions in every case, un-swayed by partisan bias of any kind.
- e. Remember at all times that as an individual he/she has no legal authority to act or speak for ACD outside his or her position; therefore, each Director and staff member must conduct his/her relationships with the community, ACD employees, members and the press on the basis of this fact and not engage in any private action that will compromise ACD.
- f. Resist influencing the vote or other action of other Directors, or the actions of any employee, through threat, promise of award, deception, exchange of vote, or by means other than legitimate open discussion.
- g. Inform the President of any request for information about ACD or any inquiry or contract from inside or outside ACD, about any issue pending before the Board.
- h. Bear in mind that the primary function of: (1) the Board is to establish effective policies for ACD and to delegate authority for the administration of these policies and the conduct of

Association business to the Executive Vice President, and (2) the Executive Vice President is to implement the policies established by the Board.

i. No Director, Officer, or staff member shall accept any loan or borrow any funds from ACD directly or indirectly.

I have carefully read the Antrim Conservation District Code of Leadership Ethics and Conflict of Interest Policy for the Board of Director and staff members and hereby acknowledge that I understand and agree to comply with this document and its provisions.

### **Authority of the Board of Directors**

Each member of the ACD Board is legally responsible for all activities of the ACD. All members of the board share in a joint and collective authority which exists and can only be exercised when the group is in session.

### **Board member Commitment Contract**

Members of the ACD board are granted certain specific rights. All board members have the right to:

- ❖ Receive notice of board meetings and the agenda.
- ❖ Attend and participate in board meetings.
- ❖ Examine ACD's books, records, meeting minutes, financial statement and contracts.
- ❖ Place items on the board meeting agenda at the appropriate time.
- ❖ Board member conflict of interest.
- ❖ Board members have a duty to hold the welfare of ACD and to those we serve above conflicting personal financial, relationship, or power interests.
- ❖ Board members are prohibited from receiving gifts, fees, loans, or favors from suppliers, contracts, consultants, or financial agencies, which obligate or induce the board member to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of ACD in mind.
- ❖ Board members or employee may not have a significant financial interest in any property which ACD purchases or a direct or indirect interest in a supplier, contractor, consultant or other entity with which ACD does business.

### **Board Delegation of Policy Interpretation to Staff and Public**

The board delegate's responsibility to the executive director for policy interpretation to the staff and public. Such interpretations, rules and directives have the force of board regulations unless and until superseded by board action.