

## Board Committee Member Code of Conduct

As a Co-op member appointed to a Co-op Board Committee, I commit to ethical, professional and lawful conduct. As a board committee member, I am accountable for my fiduciary duty to the Co-op, acting unselfishly for the benefit of the Co-op as a whole.

1. Duty of Care. Every committee member is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Co-op, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. Duty of Loyalty. Committee members must demonstrate unconflicted loyalty to the interests of the Co-op. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other boards or staffs, and the personal interest of any committee member acting as an individual consumer or member.
  - a. There shall be no self-dealing or any conduct of private business or personal services between any committee member and the Co-op except as procedurally controlled by the Co-op to assure openness, competitive opportunity and equal access to “inside” information.
  - b. Every year (after the committee member is approved), every committee member shall sign this Committee Member Code of Conduct and will verbally report to their Committee Chair all actual and potential conflicts. Every committee member will immediately report any subsequent actual or potential conflicts to the Committee Chair.
  - c. When the committee is to decide on an issue about which a committee member has an unavoidable conflict of interest, that committee member shall abstain from both the conversation and the vote on that issue.
  - d. Any voting committee member who is also a paid employee has the same duties and responsibilities as any other committee member and has the additional duty of clearly segregating staff and committee responsibilities.

3. Committee members may not attempt to exercise individual authority over the organization.
  - a. When interacting with the GM or employees, committee members must carefully and openly recognize their lack of individual authority. Any direction by an individual committee member has only the same authority as any other member of the Co-op.
  - b. When interacting with the public, the press, or other entities, committee members must recognize the same limitation and the inability of any individual committee member to speak for the committee, the Board or the Co-op except to repeat explicitly stated Board decisions.
4. Committee members shall respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board committee service.
5. Committee members shall prepare for, take responsibility for, attend, and participate fully in all committee meetings, training, and other committee related activities to which the committee member has committed.
6. Committee members shall not campaign against Board-sponsored measures.
7. If a committee member fails to adhere to the Board Committee Member Code of Conduct, they will be reminded of it and, if possible, asked to make amends within a specific timeline. Failure to comply or egregious lack of adherence may result in removal from the committee. These actions aim to ensure that members fulfill their responsibilities, uphold the Co-op's integrity, and prioritize the organization and its members.
  - a. The decision to remove a committee member will be made by the executive committee (see committee charter for removal process), taking into account the best interests of the Co-op.

Code of Conduct Acknowledgement:

Signature:

Date:

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