

## **CODE OF CONDUCT FOR DIRECTORS OF MUTUAL 14**

The Board of Directors has adopted the following ethics policy for its board members. This policy is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

### **A. BOARD RESPONSIBILITIES**

The general duties for directors are to enforce the association's governing documents, collect and preserve the association's financial resources, insure the association's assets against loss, and keep the common areas in a state of good repair. To fulfill that responsibility, directors must:

- regularly attend board meetings,
- review material provided in preparation for board meetings,
- review the association's financial reports,
- make reasonable inquiry before making decisions, and
- respond to member inquiries

### **B. PROFESSIONAL CONDUCT**

In general, directors must conduct all dealings with vendors and employees with honesty and fairness, and safeguard information that belongs to the association.

1. Private Gain. Self-dealing occurs when directors make decisions that materially benefit themselves or their relatives at the expense of the association. "Relatives" include a person's spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person's residence. Benefits include money, privileges, special benefits, gifts or other item of value. Accordingly, no director may:

- solicit or receive any compensation from the association for serving on the board,
- make promises to vendors unless with prior approval from the board,
- solicit or receive, any gift, gratuity, favor, entertainment, loan, or any other

thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the association,

- seek preferential treatment for themselves or their relatives,
- use association property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the association.

2. Confidential Information. Directors are responsible for protecting the association's confidential information. As such they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director may disclose confidential information. Confidential information includes, without limitation:

- private personal information of fellow directors, private personnel information of the association's employees,
- disciplinary actions against members of the association,
- assessment collection information against members of the association, and legal disputes in which the association is or may be involved--directors may not discuss such matters with persons not on the board without the prior approval of the association's general counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and loss of confidential information.

3. Accuracy of Information. Directors may not knowingly misrepresent facts. All association data, records and reports must be accurate and truthful and prepared in a proper manner

4. Interaction with Employees. To ensure efficient management operations, avoid conflicting instructions from the board to management and avoid potential liability, directors shall observe the following guidelines:

- The president of the board shall serve as liaison between the board and GRF and provide direction on day to day matters.
- Except for the president, directors may not give direction to management, employees or vendors, except when exercising the normal prescribed duties of

the directors.

- No director may threaten or retaliate against an employee who brings information to the board regarding improper actions of a director.
- Directors are prohibited from harassing or threatening employees, vendors, directors, and owners, whether verbally, physically or otherwise.

5. Professional Behavior. Directors are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors must focus on issues, not personalities and conduct themselves with courtesy toward each other and toward employees, managing agents, vendors and members of the association. Directors shall act in accordance with board decisions and shall not act unilaterally or contrary to the board's decisions.

### **C. WHEN CONFLICTS ARISE**

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors should immediately raise such situations with the board. If appropriate, the board will seek guidance from the association's legal counsel.

1. Disclosure & Recusal. Directors must immediately disclose the existence of any conflict of interest, whether their own or others. Directors must withdraw from participation in decisions in which they have a material interest.

2. Violations of Policy. Directors who violate the association's ethic's policy are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to immediate disciplinary action, including, but not limited to:

- censure,
- removal from committees,
- removal as an officer of the board,
- request for resignation from the board,
- recall by the membership, and

- legal proceedings.

Prior to taking any of the actions described above, the board shall appoint an executive committee to investigate the violation. The committee shall review the evidence of violation, endeavor to meet with the director believed to be in violation, confer with the association's legal counsel, and present its findings and recommendations to the board for appropriate action. The board shall endeavor to meet with the director in executive session prior to imposing disciplinary action against that person.

**D. ACKNOWLEDGMENT**

I acknowledge that I have received and read the association's ethics policy and have had the opportunity to ask questions about the policy. I understand my obligations as a director under this policy and will act in accordance with my obligations

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Print name: \_\_\_\_\_