

Harbor Village Cooperative Board of Directors Code of Ethics

Article I: A Board member has a duty of good faith, obedience and loyalty to the cooperative.

This means that in an official capacity:

- ✓ A Board Member **must act in the cooperative's best interests.**
- ✓ A Board Member **may not use the position for personal gain** or to give advantage to friends, family or business associates.
- ✓ A Board Member must **serve the interests of all members fairly and impartially** and is **accountable to the members** of the cooperative.
- ✓ A Board Member has a duty to **act within the boundaries of his or her authority** as defined in the articles of incorporation, bylaws and policies of the cooperative.
- ✓ A Board Member has a duty to **participate in the operations of the cooperative.**
- ✓ A Board Member's **authority is limited** to those acts that are transacted during the course of a duly-called meeting of the Board of Directors with a quorum present, unless specifically empowered to act outside a meeting by the Board, policies or regular requirements of his/her office.
- ✓ A Board Member has a duty to **disclose every personal conflict of interest** to the cooperative.

Article II: A Board member has a duty to use care when carrying out official acts.

This means that in an official capacity:

- ✓ A Board Member is **required to act honestly, with the care that a sensible person** in a similar position would use under similar circumstances.
- ✓ A Board Member **should do his or her best to keep apprised of legislation or regulations** that affect the cooperative and advocate that the cooperative complies with applicable laws, codes, bylaws, contracts, budget, and occupancy agreements to which the cooperative is bound.
- ✓ A Board Member **should seek the advice of experts** in areas of competence in which that Director has not been trained.
- ✓ A Board Member is entitled to rely on legal opinions, financial statements and other information related to matters that the Board member reasonably believes to be accurate.

Article III: Board and Committee Members have a duty to hold confidential information learned while performing official duties.

This means that in an official capacity:

- ✓ A Board Member **may not divulge or otherwise use for personal gain any personal information** learned during the performance of official duties as a Board member.
- ✓ A Board Member **must hold confidential all matters involving the cooperative** until such time as there has been general disclosure of that information.
- ✓ Board and Committee Members **must be authorized by the Board before having access to the personal files**, credit or financial records of a member or applicant.
- ✓ Board and Committee Members have a duty to **protect the confidentiality of information** learned during the **applicant screening** process and information learned during executive session, and **must not reveal confidential bidding information** from contractors or provide unauthorized information to bidders about the review of the bids.

Signature

Date