

Fownes Foundation

CODE OF CONDUCT

Board of Directors

This Code is developed to ensure a mechanism for establishing a business environment for the smooth operation and sound decision-making process utilizing a spirit of cooperation.

All Board members are expected to conduct themselves in a manner that:

- Reflects honesty, integrity and support for the best interests of the Fownes Foundation (the “Foundation”) in carrying out the day to day business and planning for the future of the Foundation.
- Affords the Board of Directors an identifiable method to voice concerns in a proper and consistent manner, namely:
 - A place to bring concerns, ideas and suggestions for appropriate consideration and/or action
 - A respectful place where they have the freedom to voice opposition and/or praise
 - A place that does not create unnecessary strife, ill will and divisiveness among the membership and/or staff
- Has a professional and healthy regard for confidentiality
- Is an unbiased participant in establishing guidelines that are sound for the mission of the foundation
- Is consistent with a committee system of operation, namely:
 - Structure:
 - Board members decide through a vote who will be the President and Vice President
 - The President through a participatory style then assigns responsibilities to remaining members for other offices and sub – committee chairs and members
 - Meetings:
 - The President calls and presides over meetings in accordance with the By-Laws
 - Minutes of meetings will be maintained and posted for the general membership
 - The President, on behalf of the Board, sets the agenda each year and welcomes the membership to take an active part in the life of the Foundation and to make suggestions and present ideas for improvement

- **Roberts Rules of Order will be followed**
- **Conduct:**
 - **The Board will respectfully hear concerns, ideas, suggestions, and will, through a committee system, make and vote on motions for action or inaction**
 - **The Board will discuss, agree, disagree, seek further information, solicit advice from professionals in a particular discipline and gather as much information as possible about issues**
 - **Board members should always keep in mind and in their decision making the question “What is in the best interest of the Foundation?”**
 - **The Board will then, at some point, make a motion on an issue and vote after everyone has been heard**
 - **Once a vote is taken, however, Board members are expected to support the decisions and conduct themselves as a unified body**
 - **It is not acceptable for Board members to undermine decisions made (democratically through the voting process) by voicing to small groups or individuals that he/she is not in agreement with the decision that was made**
 - **Board members, when made aware of an issue, should, invite that person or persons to the next meeting so their voices may be heard and if properly supported perhaps changes may be indicated to the earlier decision**