



## Board Members' Code of Conduct Agreement

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members, avoiding any conflict of interest with respect to their fiduciary responsibilities. Board members will come to meetings properly prepared for deliberation and will accept and support the final determination of the board on any matter. Once the consensus is reached, the Board speaks with one voice. Except for participation in board deliberations about whether the GM has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees or the GM and will respect the confidentiality appropriate to issues of a sensitive nature. If a board member is found to have violated this code the President shall provide counsel to that member to prevent future violations. The President may remove a board member in accordance with the bylaws.

1. Oryana Employees as Directors - Any director who is on the Oryana staff has the same legal duties and responsibilities as any other director and has the additional duty of clearly segregating staff and board responsibilities. More specifically, such directors:
  - a. Should not be included in the decisions on GM compensation or bonus. They may be able to participate in developing criteria for a GM compensation proposal.
  - b. Should not serve in the office of President, Vice President or Treasurer.
  - c. Must understand and agree that they are bound by the same legal duties as any other director.
  - d. Must understand that they represent the owners, not the staff.
  - e. Must understand that they are obligated to put the interests of the co-op as a whole above any individual or staff interest.
  - f. Must understand that the board does not deal with workplace issues.
  
2. Training and Performance
  - a. Directors commit to being adequately trained to complete the functions of a Director, this requires a review of the Bylaws and Policies prior to the first Board meeting following election and attendance at a Cooperative Board Leadership Development 101 workshop or an equivalent class within six months of being elected as a Director.
  - b. Make a concerted effort to attend monthly Board meetings and other Board-related activities, including but not limited to Board retreats (at least two half-days annually). If Board members are unable to attend, their participation is still expected through the review of pertinent documents and communication with the Board.