

CODE OF CONDUCT FOR NWSRA BOARD MEMBERS

Revised after the Personnel Committee 4/17/2023

Approved 5/24/2023

INTRODUCTION

A member of the NWSRA Board of Directors (“Board”) are expected to consider the interests of Northwest Special Recreation Association (“NWSRA”) as an extension of the Member District and be of high moral and ethical character and work as a team to serve the 17 Communities that comprise NWSRA.

DUTY OF CARE

The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a board member has the duty to exercise reasonable care when they make decisions as a steward of NWSRA. Requires the Board and/or alternates to be diligent and prudent in managing NWSRA affairs.

DUTY OF LOYALTY

The duty of loyalty is a standard of faithfulness; it dictates that the Board must act in good faith.

- Act in a manner that enhances the integrity of the Board as NWSRA is an extension of the Member District in the communities it serves.
- Not gain an improper advantage over other Member Districts due to their position on the Board.

DUTY OF OBEDIENCE

The duty of obedience requires the Board to uphold the mission of NWSRA. They are not permitted to act in a way that is inconsistent with the mission of NWSRA. This duty also requires the Board to obey the law of NWSRA’s policies and procedures.

- Debate is encouraged, however once the Board decides, the actions are final.
- The board members and/or alternates are obliged not to undermine the decisions of the Board; but to support and implement the decisions.
- The board member shall be familiar with the governing documents of NWSRA, Bylaws, and policies and procedures; as well as the rules of procedure and proper conduct of meetings, so that any decision of the Board may be made in an efficient, knowledgeable, and expeditious manner.
- Each board member shall ensure that unethical activities, such as bullying, harassment, undermining, or discriminating conduct, or any other not covered or specifically prohibited by the forgoing or any other legislation, federal, and state laws are neither encouraged nor condoned.
- As a board member you have a responsibility to uphold and enforce NWSRA governing documents, mission, vision, and values.

It is recognized that the role of a board member may include representing NWSRA in your communities and at your Member Districts. Such representation must be respectful of and

comply with the board members' duties. Unless otherwise designated or delegated, the Board Chair is the only official spokesperson for the Board.

CODE OF ETHICS

The Board expects ethical and businesslike conduct of itself and board members. It expects board members to treat one another with respect, cooperation, and a willingness to deal openly on all matters. This includes proper use of authority and appropriate decorum and behavior as an individual and in a group setting while representing the Board and NWSRA.

- Board members must be loyal to the interests of NWSRA as NWSRA is an extension of said Member District and avoids conflicts of interest.
- Board members should always show care and due diligence.
- Board members are expected to act in the best interest of NWSRA as it acts as an extension of the Member District and be free of outside influence and self-interest.
- Board members should always show respect for diversity, equity, and inclusion.
- Board members or groups of board members who are interacting with the public, press or other entities, shall emphasize that they do not speak for the Board unless specifically designated to do so by the Board Chair.

In general, the use of good judgement based on high ethical principles will guide the Board with respect to the lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or failure to adhere to this Board Member Code of Conduct, may result in consultation with the Board Chair and the Association attorney. If the issue continues, it may become a matter of discussion at a regular board meeting in either open or closed session.

This document is not intended to be an exhaustive list of guidelines and will be subject to review when the NWSRA Board & Administrative Manual is reviewed. It is not foreseen that any guidelines contained in this document will cause difficulties for the Board, as the Board is expected to operate with the highest standard of integrity and professionalism.