



CENTER FOR NONPROFIT EXCELLENCE

SAMPLE: Code of Ethics

As a member of the board, I will:

- listen carefully to my board colleagues.
- respect the opinion of fellow board members.
- respect and support majority decisions of the board.
- recognize that all authority is vested in the full board only when it meets in legal sessions.
- keep well-informed about developments relevant to issues that may come before the board.
- participate in board meetings and actions.
- bring to the attention of the board any issues I believe will have an adverse effect on the organization or those we serve.
- attempt to interpret the needs of those we serve to the nonprofit, and interpret the actions of the nonprofit to those we serve.
- refer complaints to the proper level on the chain of command.
- recognize that my job is to ensure that the nonprofit is well-managed, not to manage the nonprofit.
- represent all those whom this nonprofit serves, not just a particular geographic area or interest group.
- consider myself a “trustee” of the nonprofit and do my best to ensure that it is well-maintained, financially secure, growing and always operating in the best interests of those we serve.
- always work to learn how to do my job better.
- declare conflicts of interest between my personal life and my position on the board, and abstain from voting or discussion when appropriate.

As a member of the board, I will **not**:

- criticize fellow board members or their opinions, in or out of the board room.
- use the nonprofit organization for my personal advantage or that of my friends or relatives.
- discuss the confidential proceedings of the board outside the board room.
- promise before the meeting how I will vote on any issue.
- interfere with the duties of the administrator or undermine the administrator’s authority with staff members.

SAMPLE: Conflict of Interest Policy

Disclosure of potential conflict of interest and/or duality policy

It is now resolved that the following policy of duality of interest is adopted _____(date)

- Any duality of interest or possible conflict of interest on part of any board member should be disclosed to other board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.
- Any board member having a duality of interest or possible conflict of interest on any matter should not vote or use his/her personal influence on the matter, and he/she should not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- The foregoing requirements should not be construed as preventing the board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other board members since his/her knowledge may be greater assistance.