

32<sup>nd</sup> District Agricultural Association  
**Board Policies**

### **3.03 Board Member Code of Conduct**

*Date Adopted/Last Revised: Month #, 20XX*

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*Note: Capitalized terms not otherwise defined in this Board Policy have the meanings set forth in the Definitions section of Board Policy 1.01. Should any provision in this policy contradict any provision of California law, California law shall control.*

#### **Purpose**

Board Members are expected to conduct themselves in a manner that cultivates a spirit of cooperative decision-making, shared goals, and collective ownership of decisions of the Board of Directors. In addition to the guidelines provided in the Organizational Values, Code of Ethics, and Conflicts of Interest policies, this policy outlines a specific Code of Conduct that applies to all Board Members.

#### **Policy**

The Board of Directors commits itself and each Board Member to professional and respectful conduct, including proper use of authority and appropriate decorum when acting as Board Members. Accordingly, Board Members are expected to embrace and support the following principles:

1. **Group Responsibility:** The Board of Directors will cultivate a sense of group responsibility. The Board may use the expertise of individual Board Members to enhance the Board of Directors' understanding of issues, but will not substitute such expertise for the collective judgment of the Board of Directors.
2. **Preparation and Participation:** Board Members are accountable for discharging their duties honestly and in good faith. Board Members shall exercise the degree of care, diligence, and skill that a reasonably prudent person would use in similar circumstances.
  - a. *Preparation:* Board Members will review agenda materials in advance of public Board meetings and committee meetings, and will participate productively in discussions.

- b. *Ethics Training:* All Board Members are required to participate in training regarding the Bagley-Keene Open Meeting Act, ethics, conflict of interest, public records requests, and Board Policies. In addition, all Board Members must timely complete all trainings required by the State and California Department of Food & Agriculture. Training should take place as part of the initial onboarding process for new Board Members. In addition, all Board Members should review relevant material on an ongoing basis.
- 3. **Respect for Roles:** Board Members will not attempt to exercise individual authority over the 32nd DAA.
  - a. *Interaction with CEO/Staff:* Board Members' interaction with the CEO or with staff should respect the appropriate reporting lines and recognize the lack of authority vested in individuals except when explicitly Board authorized (see Policy 5.02 CEO Accountability).
  - b. *Interaction with Public:* Board Members' interaction with public, media or other entities must recognize this limitation and Board Members should not speak for the CEO, or speak for the Board except to communicate explicitly stated Board decisions (see Policy 4.09 Community Representation and Advocacy).
  - c. *Board and CEO Relationship:* The CEO is accountable to the Board of Directors as a whole, and not to individual Board Members. Therefore, the relationship between the CEO and individual Board Members, including the Board Chair, is collegial, not hierarchical (see Policy 5.02 CEO Accountability).
  - d. *Volunteering:* As the CEO is responsible for operational activities and results, Board Members that decide to volunteer in operational capacities (those for which the Board of Directors holds the CEO accountable) are subject to the direct supervision of the CEO or responsible staff person.
  - e. *CEO/Employee Performance:* Except for participation in Board deliberation related to the employment of the CEO (including but not limited to CEO performance evaluation (see Policy 5.05 CEO Evaluation)),
- 4. **Commitment to Board Decisions:** Board Members will support the legitimacy and authority of the final determination of the Board of Directors on any matter, irrespective of the Board Member's personal position on the issue.
- 5. **Event Attendance and Support:** In addition to attendance at Board meetings, Board Members are encouraged to attend the following 32<sup>nd</sup> DAA events and functions:
  - a. Opening Day of the annual OC Fair
  - b. Awards presentations
  - c. Other special events as determined by the Board or requested by the CEO

6. **Discipline:** The Board will enforce upon itself whatever discipline is needed and appropriate to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continual development of governance capability.

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