

Policy 15-11-01

**GLENHAVEN LAKES CLUB
BOARD AND COMMITTEE CODE OF CONDUCT**

11/09/15

WHEREAS. The Bylaws of the Glenhaven Lakes Club (GLC) Homeowners Association empower the Board of Directors with the authority to establish formal Policies in connection with the manner in which the Board and its Committees conduct the business of the Association; and

WHEREAS, the Board has established the goal of conducting the business of the Association with high levels of dignity, integrity and respect for the Association as an entity and for the individual members of the Association, Board and Committees; and

WHEREAS, the Board has decided to establish a code of conduct for itself and its Committees in order to further its efforts to accomplish its goal.

NOW, THEREFORE, BE IT RESOLVED that the Board adopts the following code of conduct as its formal policy:

I. CONDUCT AND DECORUM AT MEETINGS

A. Board members shall be on time to all meetings and activities of the Board.

1. If a Board member cannot be in attendance at a meeting, or will be late, he/she shall inform the Board President or General Manager prior to such meeting. Failure to notify the President or General Manager prior to the meeting will result in an unexcused absence.

2. In accordance with GLC Bylaws, three consecutive unexcused absences will result in removal from the Board.

3. Barring extenuating circumstances, any Board member missing more than 5 (five) regularly scheduled Board meetings in any 12 month period, whether excused or unexcused, shall be asked to resign their position.

B. Board and Committee members should dress in casual, appropriate attire for all meetings.

C. Board and Committee members are to be considerate, civil and respectful of each other, our Association officers, Association staff, and community members at all times.

D. The Board President shall have the authority to enforce the Code of Conduct. Any Board member may request the President enforce the Code of Conduct.

II. CONDUCT OUTSIDE OF MEETINGS

A. Upon advice from legal counsel, Board members shall not use e-mail or other private messages for Board business.

1. Exceptions: Notifications to Board members regarding meetings or events.

B. Board members shall refrain from using social media sites to solicit or share Board information, other than event dates and times.

C. Board members should refrain from becoming involved in discussions on social media that could be interpreted as support either for or against an issue.

D. Board members shall refrain from engaging with GLC members regarding Board business outside of the Board Room. Any member concerns should be referred to the General Manager or Board President following established Board policy.

III. CONFLICTS OF INTEREST

A. Members of the Board have a fiduciary duty to the Association which requires them to consider only the best interest of the Association when voting on any matter.

B. Board Members must recuse themselves if any of the following conditions exist:

- 1. *Duality of interest**
- 2. *Concerns which conflict with his/her fiduciary duty**

C. Under no circumstances shall any Board member participate in a discussion or vote on any matter where there is a conflict of interest.

IV. CONFIDENTIALITY REQUIREMENT

A. Confidential Information shall mean any information related to:

- 1. Communications with the Association's legal counsel or professional consultants.**
- 2. Pending litigation**
- 3. Pending matters involving formal proceedings for enforcement of the governing documents, rules or regulations of the Association.**
- 4. Pending negotiations for transactions involving the Association**
- 5. Minutes of Executive Sessions of the Board of Directors and the substance thereof.**

B. No Board member shall discuss matters pertaining to the Association's business conducted in Executive Session. That business shall be kept confidential and not disclosed to the community membership or to members of the public. The same shall apply to any written communication from legal counsel deemed a confidential document. Board members shall not disclose Confidential Information under any circumstances to any person not on the Board without the consent of a majority of the Board, voting at a duly convened meeting. All confidential materials in a Board Member's possession remain the property of GLC Inc., which shall be properly destroyed or returned to the Board President at the end of their term.

C. If confusion should arise regarding the confidentiality requirement, Board members shall consult the President before making any disclosure to any third party.

V. ENFORCEMENT

A. Members shall present any perceived allegations of violations by a GLC Board member, or members, to the Board President as outlined in the Board Complaint Policy. The Board President has the responsibility to investigate all allegations and bring them to the Board in Executive Session.

B. If the allegations are against the President, or if the President is unavailable, then the allegations shall be presented to the next Officer of the Board, as outlined in the GLC Bylaws.

C. Resolution of all allegations must take place in Executive Session with ALL Board members present. If the accused Board member refuses to attend, then a quorum of the Board may resolve the situation.

D. The accused GLC Board member may not be present when the final discussion and vote is taken.

E. If the accused GLC Board member is found to have violated this Code, the Board has the following options:

- 1. Issue a demand that the Board member immediately cease such violation.**
- 2. Request the Board member's resignation**
- 3. If a majority vote of the full Board approves, remove the GLC Board member(s) pursuant to the procedures outlined in the GLC Bylaws.**
- 4. If the accused Board member is an officer, remove them from office pursuant to the procedures outlined in the GLC Bylaws.**