

Board Code of Conduct, Ethics, and Conflict of Interest Agreement Procedure

Overview and Purpose:

The Board of Directors adopts the following *Code of Conduct, Ethics and Conflict of Interest Agreement* to clarify any uncertainty regarding the authority and the essential role of the board or individual board members. They also define the level of confidentiality, expected behavior, and conduct of FRFC Board members.

Procedure:

At the time of new Board member orientation, each newly elected member will be given a copy of this agreement. All Board of Directors will read, agree to, and sign the following Code of Conduct, Ethics, and Conflict of Interest Agreement at the board meeting following the board member election each year, when new Board members are seated.

The Board president will collect the signed documents from all directors and keep it in a locked file for board documents that will be located at the White House (administrative building).

Policy C5 – Directors’ Code of Conduct Code of Ethics As director of Feather River Food Cooperative, I agree that:

- The Board’s authority is limited to overseeing the affairs of the cooperative in a manner deemed beneficial to the cooperative as a whole. To do this, we employ a manager to be responsible for the overall and day-to-day management of the business under the direction of the board and work with management to set the future direction of the Co-op. We are also responsible for carrying out other duties as provided by the bylaws or by general or specific corporate laws.
- Each Director’s authority is equal only to the rights and authority of any individual member of the cooperative except when the Board is in formal meeting. No individual Director may take action on behalf of the cooperative alone unless explicitly delegated that authority by action of the Board, and no individual Director has any particular rights to information not made available to all Directors.

- The authority of the manager, as approved by the Board in the General Manager's job description, is to manage the affairs of the cooperative. The manager shall employ, supervise, and discharge all employees, agents and laborers and engage in all negotiations and discussions on behalf of the cooperative as necessary and/or directed by the Board.
- While an individual Director may disagree with a policy approved by or action taken by the majority of the Board, s/he will support that policy or action as being the considered judgment of the Board. An individual Director shall have the right to present further evidence and argument to the Board for further consideration in a manner consistent with the Board's practices. The Board shall have the duty to reconsider its actions appropriately.
- All Directors will maintain confidentiality as needed to protect the Co-op's interests and financial viability. This means that all Directors shall not discuss disputed or confidential corporate actions, policies, or issues with Co-op members, employees, or the general public unless all directors agree that such information is no longer confidential. All issues related to personnel, real estate, market strategy and goals, pending litigation and details of the Co-op's financial status will be considered sensitive issues subject to confidentiality unless or until full disclosure is approved by the Board as a whole.
- Directors serve as representatives of the Cooperative. Directors shall conduct themselves in a professional manner that fosters confidence and reflects positively on the Co-op, its members, and its staff. Directors will respect the rights of other Directors, staff and members to communicate their ideas free from interruption and without intimidation. All Directors shall affirmatively and, at all times, disclose any and all conflicts of interest.

Code of Conduct

As a Co-op Director, I pledge to do my best for Feather River Food Cooperative, and will:

- Devote the time needed to fulfill the responsibilities of the position.
- Attend all regular and special Board and committee meetings.
- Be prompt, attentive, and prepared for all Board and committee meetings.
- Contribute to and encourage open, respectful, and thorough discussions by the Board.
- Attend and actively participate in the Board's training sessions and annual planning retreat to enhance Board understanding and cohesiveness.
- Consider the business of the Co-op and its members to be confidential in nature.
- Disclose any personal or organizational conflict of interest that I may have and refrain from discussing or voting on any issues related to that conflict.
- Be honest, helpful, diligent, and respectful in my dealings with the Co-op, with other Directors, and with the Co-op's management, staff and members.
- Refrain from becoming financially involved or associated with any business or agency that has interests that are, or could be perceived to be, in conflict with the Co-op's interest.
- Work for continued and increased effectiveness in the Co-op's ability to serve its member/owners.
- Be a team player and agree to abide by the majority action of the Board, even if it is not my own personal opinion.
- Present the agreed-upon view of the Board of Directors, rather than my own, when I speak for the Co-op to employees, members, shoppers, and the general public.
- Refrain from asking for special privileges as a Board member and from interfering with management's authority.
- Work to ensure that the Co-op is controlled in a democratic fashion by its members and that all elections are open, fair, and encourage the participation of all members.

- Strive at all times to keep members informed of the Co-op's status and plans, and of the board's work, as appropriate.
- Continually seek to learn more about the Co-op and its operations and about my responsibilities as a board member by pursuing educational opportunities.