



Community Food Co-op Board of Directors Ethics and Code of Conduct

P3 Ethics & Code of Conduct

The Board will commit individually and as a body to ethical, respectful conduct, and acting in accordance with the Bylaws.

- P3.1** Directors will conduct Co-op business with honesty, loyalty, a sense of humor, personal integrity, confidentiality, diligence, and in good faith.
- P3.2** No director may make a contract or other agreement with the Co-op providing him/herself preferential terms or conditions.
- P3.3** No director may provide more than 25% of their paid professional service to the Co-op.
- P3.4** No director may accept gifts or favors from parties conducting business with the Co-op.
- P3.5** All Board business will be conducted at meetings properly announced and open to the public, unless covered by policies concerning executive sessions.
- P3.6** Directors will maintain regular attendance at Board and Committee meetings and participate in member linkage activities.
- P3.7** Compensation, if any, of the Board of Directors will be established in good faith by the Board of Directors.
- P3.8** No competitor may serve on the Board of Directors.
- P3.9** Any duality of interest or possible conflict of interest on the part of any governing Board member-owner should be disclosed to the other member-owners of the Board and made a matter of record. This should happen annually and during any discussion where a conflict of interest or duality of interest becomes apparent.
 - P3.9.1** When any governing Board member has a duality of interest or possible conflict of interest, he or she will not participate in the consensus building process. The minutes of the meeting should reflect that a conflict of interest disclosure was made at the time of the discussion.
 - P3.9.1.1** Board members who have withdrawn from the consensus building process due to a conflict of interest may state their position on the matter and answer questions posed by others involved in the discussion.



P3.9.2 If the Board finds a director to be in violation of any aspect of this code of conduct, it may request the Director's resignation. The Board may take additional legal action on behalf of the Co-op.

P3.10 Directors may not attempt to exercise individual authority over the organization.

P3.10.1 When interacting with the GM or employees, Directors must carefully and openly recognize their lack of authority.

P3.10.2 When interacting with the public, the press, or other entities, Directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.

P3.10.3 Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.

P3.10.4 During a crisis situation, defined by the Co-op's Crisis Communication Plan as "an event that prompts significant, often sustained, news coverage and public scrutiny and has the potential to damage the Co-op's reputation, brand, or financial stability", Board directors will not publicly speak, comment, or post on any channel images, video, information, comments or opinions regarding the crisis. Failure to adhere to this policy will lead to immediate removal from the Board.

P3.10.5 Directors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the director's personal position on the issue.

P3.11 Individual Board Members will review and commit to the P3 policies annually.

Signature:

Date: