



POLICY ON RESPONSIBILITIES AND CONDUCT OF MEMBERS OF THE BOARD

PREAMBLE

Being elected to serve on the Board of Spectrum Generations carries with it a serious responsibility to serve the interest of Spectrum Generations and the older and disabled adults in central Maine whom it serves. It is the desire of Spectrum Generations that all Board members should conduct themselves and perform their duties in an exemplary fashion, commensurate with the position of leadership that has been bestowed upon them.

Board members must always abide by the legal duties of care, loyalty and obedience pertaining to their role as Directors of Spectrum Generations. As fiduciaries of Spectrum Generations' resources and guardians of its mission, each Board member has basic responsibilities that derive from these legal duties:

- To support the mission and purpose of Spectrum Generations, and to abide by its bylaws and policies;
- To be diligent in preparation for, attendance at, and participation in Board meetings and related activities on behalf of Spectrum Generations;
- To ensure that the financial and business affairs of Spectrum Generations are, to the best of the Board member's awareness, managed in a responsible manner;
- To act always in good faith and in the best interest of Spectrum Generations, above any personal interest;
- To maintain the confidentiality of sensitive or proprietary information obtained as a result of Board service; and
- To exhibit individual conduct that fosters courtesy and respect for others.

Board Members must also recognize that the Board acts only as a collective entity. Success depends on the contributions of all Board members and their ability to work well together.

With the goal of embedding these core principles into the culture of the Board, this Policy establishes standards of conduct expected of each Board member.

STANDARDS OF CONDUCT

- 1. INDIVIDUAL CONDUCT:** To properly serve Spectrum Generations and its members, each Board member must at all times act with dignity and integrity, both inside and outside of Board meetings, reflecting Spectrum Generations' high standards for ethical behavior and professionalism.

- 2. FINANCIAL RESPONSIBILITY:** Each Board member serves as a fiduciary of Spectrum Generations' resources and is accountable to the members for prudent management of Spectrum Generations' financial and business affairs.
- 3. CONFLICT OF INTEREST:** In order to provide for the protection of Spectrum Generations business interests and the integrity of the organization, it is our policy that each Board member has a responsibility to be free from the influence of any personal interest which conflicts with that of Spectrum Generations. Each Board member must act on good faith and in the best interests of Spectrum Generations, above any personal interest or the interest of any particular constituency. Board members must be free of actual, apparent or potential conflicts of interest when dealing with persons or business entities on behalf of Spectrum Generations. This also applies to any employment in which a Board member may be engaged. All Board members must disclose all actual and potential conflicts of interest including family relationships, to avoid any impropriety and the appearance of impropriety which might arise. After disclosure of the financial interest and all material facts, and after any discussion with affected Board member, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

It is not a conflict of interest for Board members to be only advocates for their areas of interest or the county they represent. Board members, should, however, be open to the views and needs of all service and program areas of the agency throughout the central Maine region, and should act and vote based on the overall good of Spectrum Generations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

- 4. BOARD COMMITMENTS:** Each Board member must devote the time and resources reasonably necessary to fulfill his/her commitments to Board activities.
 - a.** A Board member should demonstrate due diligence in preparation for attendance at Board meetings and other activities on behalf of Spectrum Generations.
 - b.** A Board member should, to the best of his/her ability, be informed about the needs and opinions of Spectrum Generations and should ask any questions necessary to be fully informed about the issued being addressed by the Board, before making decisions.
 - c.** A Board member should give open and fair consideration to diverse and opposing viewpoints.
 - d.** A Board member should exercise independent judgment, and should not hesitate to express dissenting opinions in an appropriate manner during Board deliberations.
 - e.** All Board members are expected to make Spectrum Generations a philanthropic priority. One's value to the board is not measured by the size of the financial contribution, and while there are no minimum or maximum giving expectations, board members are asked to "stretch" in determining their financial contributions to the Agency and make a gift that is personally significant. The goal is to achieve 100% board participation in the annual philanthropic activities of Spectrum Generations.

- 5. CONFIDENTIALITY:** Transparency in governance and having input from Spectrum Generations' Board of Directors are both important considerations for the Board. Board members must, however, balance those considerations against their legal and fiduciary obligations to maintain the confidentiality of sensitive or proprietary information obtained as a result of Board service. In addition, maintaining the confidentiality of the Board's deliberations (especially those held in executive session) is essential to having full and frank discussions necessary for effective decision making. A Board member may solicit input from Spectrum Generation clients on matters being considered by the Board, and may informally share with Spectrum Generation clients the actions taken and the issues considered in reaching decisions. However:
- a. A Board member may not disclose any matters addressed in executive session to any one not entitled to participate therein.
 - b. A Board member may not disclose confidential or proprietary information obtained as a result of Board service to anyone outside the Board or authorized Spectrum Generations' staff.
 - c. A Board member may not disclose anything about Board actions or deliberations if the Board has determined to defer announcement of that action or to control the dissemination of that information.
 - d. A Board member may not act in an official capacity or speak publicly on behalf of Spectrum Generations unless empowered to do so under the bylaws or as specifically empowered by the Board. Except where so empowered or authorized, a Board member speaking publicly to the Spectrum Generations' employees, consumers or in any other public forum must ensure that his/her statements are clearly identified as personal opinions and that he/she is not speaking on behalf of Spectrum Generations in any official capacity or expressing the views of positions of Spectrum Generations.
- 6. SUPPORT OF BOARD DECISIONS:** A Board member must accept and publicly support Board decisions.
- 7. RELATIONS WITH STAFF:** A Board member must appreciate the strategic role of the Board and respect the CEO and Spectrum Generations' staff's responsibility to manage Spectrum Generations' day-to-day activities.
- a. A Board member should refrain from intruding on administrative issues that are the responsibility of management, except to monitor results and prohibit actions that conflict with Board policy.
 - b. A Board member should treat employees of the organization courteously and professionally, recognizing that Spectrum Generations has an obligation to provide its employees a work place free from discrimination and harassment of any kind.
- 8. COMPLIANCE WITH THIS POLICY:** Board members are expected to use good faith efforts to comply with this policy. A Board member who is unsure about the interpretation of a

particular Standard of Conduct should consult with the Spectrum Generation's Board Chairperson or a member of the Executive Committee. If a Board member is unable to carry out the material responsibilities of his/her position or to conduct him/herself in a manner consistent with the Policy, the Board member should consider voluntarily resigning from his/her position on the Board.