

# **SOUTH ARKANSAS COLLEGE BOARD POLICY NO. 15**

## **POLICY TYPE: GOVERNANCE PROCESS**

### **POLICY TITLE: *BOARD MEMBERS' CODE OF CONDUCT***

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The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

1. Members must have loyalty to the ownership, un-conflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - A. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations which might be or might reasonably be seen as being a conflict.
  - B. When the Board is to decide upon an issue, about which a member has an unavoidable conflict or interest, that member shall recuse herself or himself without comment from not only the vote, but also from the deliberation.
  - C. Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. Should a Board member apply for employment, he or she must first resign from the Board.
3. Board members may not attempt to exercise individual authority over the organization.
  - A. Members' interaction with the President or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.

- B. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
  - C. Except for participation in Board deliberation about whether reasonable interpretation of Board policy has been achieved by the President, members will not express individual judgments of performance of employees of the College.
- 4. Members will respect the confidentiality appropriate to issues of a sensitive nature, and agree to observe the confidentiality of all executive sessions.
  - 5. Members will be properly prepared for Board deliberation.
  - 6. Progressive Trustee Discipline Procedures:
    - A. Verbal discussion with the Trustee by the Board Chair.
    - B. Written letter to the Trustee from the Board Chair.
    - C. Public Censure by the Board of Trustees.
    - D. Matter referred to the Governor by the Board of Trustees.

Revised & approved by Board 3/27/2018