

Better Health Together

Board Member Code of Ethics



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Introduction

Nonprofit Board Members are required to conduct themselves in a manner that upholds and honors integrity, trustworthiness, and respect. Under established principles of nonprofit corporation law, a Board Member must meet certain standards of professionalism, conduct and attention in carrying out their responsibilities to Better Health Together (BHT), or the “organization.” Several states, in fact, have statutes adopting some variation of these duties that would be used in legal proceedings to determine whether a Board Member acted improperly¹. These standards are usually described as the ***duty of care, the duty of loyalty, and the duty of obedience***. In keeping with the culture of community voice that BHT endeavors to create and sustain, the “duty of obedience” has been changed to “duty of trust” in this document.

Duty of Care

The duty of care describes the level of competence that is expected of a Board Member and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a Board Member must exercise reasonable care to not cause harm to individuals or the organization when they make a decision as a steward of BHT.

Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a Board Member must maintain the focus on BHT when making decisions affecting the organization. This means that a Board Member can never use information obtained as a member for personal gain, or to discredit BHT, but must act in the best interests of the organization and the communities the organization serves.

Duty of Trust

The duty of trust requires Board Members to be faithful to the organization’s mission, vision, and values. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public’s trust (and designation as a tax-exempt organization) that the organization will manage programs and funds to advance the organization’s mission. This duty also requires Board Members to obey the law and the organization’s internal policies.

Promoting Ethical Conduct

As a nonprofit organization at the forefront of promoting health equity, and addressing and coordinating around social care, BHT’s policy is to uphold the highest legal, ethical, and moral standards. Our community supports BHT because they trust us to be good stewards of our resources, and to uphold rigorous standards of conduct. Our reputation for integrity and excellence requires the careful

¹ <https://www.sos.wa.gov/sites/default/files/2023-01/2023%20QuickGuide%20for%20Board%20Service.pdf?uid=65454f617884d>

observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

BHT will comply with all applicable laws and regulations and expects its directors, officers, and employees to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional manner; and to treat others with respect. Board Members and officers should not use their positions to obtain unreasonable or excessive services or expertise from BHT’s staff.

In general, the use of good judgment based on high ethical principles will guide the Board, officers, and employees with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of the Board Chair or another official designated by the Board. Employees should contact their immediate supervisor and, if necessary, the Director of People and Culture, or the President. Board members should raise any such concerns with the Board Chair. In all questions involving ethics and conduct, the board will make relevant determinations, except that any individual whose conduct is at issue will not participate in such decisions.

Ethics Policy (What Board Members WILL Do)

We, as BHT Board Members, dedicate ourselves to carrying out the mission of this organization. We will do the following:

1. Recognize and uphold the purpose of BHT.
2. Accept as a personal duty the responsibility to keep up-to-date on BHT board governance and emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
3. Use the Board portal to prepare for all meetings by reviewing and understanding all communications and documentation related to the business to be discussed. If a Board Member has not prepared for an issue being voted on, they will abstain from voting.
4. Keep the community informed about issues affecting it. We will strive for **compassionate transparency** that protects BHT and its mission, as well as community organizations and community members.
5. Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
6. Communicate with fellow Board Members regarding board business only through **official communication channels as specified in the Board Manual**. This

What do we mean by “compassionate transparency”?
Transparency for a governing board of a nonprofit organization does not mean that all information is shared with staff, partner organizations, or individuals outside of the board. Transparency involves accountability and incorporating feedback from the community. For more information on BHT’s approach to board transparency, see the Board Manual.

means that Board Members will refrain from using personal email and texts to communicate with each other. We commit to being brave and sharing our perspective with the Board in agreed upon functions.

7. Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.
8. Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
9. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire **confidence and trust** in our activities.
10. Avoid any interest or activity that is in conflict with the conduct of our official duties.
11. Disclose any potential conflicts of interest.
12. Respect and protect privileged or confidential information to which we have access in the course of our official duties.
13. Strive for personal and professional excellence and encourage the professional developments of others. This includes seeking swift conflict resolution with fellow Board Members.
14. Follow through on Board-related commitments.

Code of Conduct Standards (What Board Members will NOT do)

It is the intent of BHT to strive for the highest ethical conduct from all Board Members. The leadership is particularly sensitive to individuals who hold management and governance positions of trust and confidence in fulfilling the mission and goals of the organization. These sensitive positions include officers, board members and staff members.

All officers, Board members, and staff members of BHT are required and expected to exercise the highest ethical standards of conduct and practice fundamental honesty at all times.

In support of BHT's standards of high ethical conduct, each officer, key staff member, and Board Member WILL NOT:

1. Deceive, defraud, or mislead BHT Board Members, officers, staff members, managers, supervisors, or other associates, or those with whom BHT has business or other relationships.
2. Divulge or release any information of a proprietary or confidential nature relating to BHT's plans, mission, or operational databases.
3. Withhold their best efforts to perform their duties to acceptable standards.
4. Use BHT property, financial resources, or services of BHT personnel for personal benefit.
5. Allow personal disagreements with fellow Board Members, that may or may not have initiated outside of board business, to affect board decisions, dealings, or communication.

6. Withhold their best efforts to perform their duties to acceptable standard including committing to complete tasks in a timely manner, unwillingness to share in Board tasks.
7. Monopolize board discussions, or not participate in the conversation at all.
8. Obtain a personal advantage or benefit due to relationships established by any officer, Board member or staff member, by use of the organization's name. Including using BHT property, financial resources, or services of BHT personnel for personal benefit.
9. Accept individual gifts of any kind in excess of \$50, in connection with the officers, Board members or key staff relationship with BHT. All such gifts are to be reported to the Controller who shall divulge gifts received during the calendar year to the audit committee.
10. Engage in unethical business practices of any type including, misrepresent BHT in any negotiations, dealings, contracts, or agreement, and violate any applicable laws or ordinances.

Infractions of this Code of Ethics are to be reported directly to any member of the executive committee.