



BOARD MEMBERS - CODE OF CONDUCT

The Michigan Forest Association (MFA) has adopted the following Code of Conduct that all Board members, please agree to adhere to by signing below:

Conduct

- The Board aims for respectful, yet vigorous discussion. We acknowledge, that disagreement is an accepted part of the process, but also that Directors should work in a collegiate fashion to resolve such disagreement, when it arises.
- A Director must not be discourteous towards fellow Directors or staff or make personal attacks on a fellow Director or a member of staff, whether in Board, Committee or other internal MFA meetings or in discussion with others or in public statements.
- A Director must avoid engaging in conduct, or make any public statement, likely to prejudice the MFA's business or likely to harm, defame or otherwise bring discredit upon or denigrate the company or any of the Directors or employees of MFA.
- When speaking in their own capacity, Directors should make that clear.
- Directors will avoid knowingly or recklessly disseminating false or misleading information about the MFA, any other Director or officer of MFA.
- Directors will avoid disclosing the content of any confidential discussions or decisions at any Board or Committee meeting or any communications between MFA and the Directors or between some or all of the Directors in relation to affairs of MFA.

Prohibition Against Harassment

The MFA strives to maintain a workplace that is free from discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board.

Conflicts of Interest

- No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with the MFA
- Members of the board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board.
- Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.
- Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
- All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.

Decision Making

- When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of Michigan Forest Association and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
- It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board member receives compensation from MFA such compensation will be determined by and approved by the full Board in advance.
- Any new Board member will be advised of this policy and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
- This policy shall also apply to any Board member's immediate family or any person acting on his or her behalf.
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Confidentiality

Board members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

Expectations

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings of the board a high priority.
- Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- Representing the organization in a positive and supportive manner at all times.
- Showing respect and courteous conduct in all board and committee meetings.
- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.
- Observing established lines of communication and directing requests for information or assistance to the executive director.

CERTIFICATION

I, Lisa D. Parker, Associate Executive Director of Michigan Forest Association., a Michigan nonprofit corporation, hereby certify that the attached *Conflict of Interest Policy* was adopted by the Board of Directors of the Michigan Forest Association in a legally called meeting held on March 2, 2018, and further certify that after being put to vote, the number of votes cast for the Policy was sufficient for its approval.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of March, 2018.
MICHIGAN FOREST ASSOCIATION, A Michigan nonprofit corporation

By: _____
Lisa D. Parker, Associate Executive Director