

## EDGE Business District Association

### Board Member's Oath of Office

1. **Board Member's Oath of Office** – Board members agree to an Oath of Office on joining the Board of Directors. Such agreement will include acceptance of the provisions included in this document.

a. I, \_\_\_\_\_, a Director of the EDGE Business District Association (EBDA), declare that, in carrying out my duties as a Director I will:

- i. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of the EBDA.
- ii. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
- iii. Respect and support the EBDA's Bylaws, Policies, Code of Conduct, and decisions of the Board and membership.
- iv. Keep confidential all information that I learn about members, personnel, and any other matters specifically determined by Board motion to be matters of confidence including and especially matters dealt with during executive (closed) meetings of the Board.
- v. Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and subordinate my personal interests to the best interests of the EBDA.
- vi. Immediately declare any personal conflict of interest that may come to my attention.
- vii. Immediately resign my position as Director of the EBDA in the event that I, or my colleagues on the Board, have concluded that I have breached my Oath of Office or Code of Conduct.

2. **Board Member's Code of Conduct** – The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting on behalf of the EBDA.

a. Board members will at all times conduct themselves in a manner that:

- i. Supports the mission, vision, values, goals and objectives of the EBDA.
- ii. Serves the overall best interests of the EBDA rather than any particular constituency.
- iii. Brings credibility and good will to the EBDA, and takes no action nor creates any perception that may bring discredit to the good name and credibility of the EBDA.
- iv. Respects principles of fair play and due process.
- v. Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances.
- vi. Respects and gives fair consideration to diverse and opposing viewpoints.
- vii. Demonstrates due diligence and dedication in preparation for and attendance at the meetings, special events and in all other activities on behalf of the EBDA.
- viii. Ensures that the financial affairs of the Association are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship.

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- ix. Avoids real or perceived conflicts of interest.
- x. Complies with the Bylaws and policies approved by the Board, in particular this Code of Conduct, the Oath of Office, and Conflict of Interest policies.
- xi. Publicly acknowledges and adheres to decisions legitimately taken in the transaction of the EBDA.
- xii. A member of the Board, other volunteer or staff shall have the right to propose to the Board that a decision previously made be modified, rescinded or reversed.

3. **Board Member's Contract of Performance** – In addition to the aforementioned, as a Board member of the EDGE Business District Association, I have legal and ethical responsibility for the well-being of the EBDA, support the purpose and mission of the EBDA, and pledge my commitment to assist in carrying out its work. As such, my responsibilities include:

- a. I will play an active role in ensuring that the EBDA does the best work possible in pursuit of its goals:
  - i. I will know and approve EBDA policies and programs and oversee their implementation.
  - ii. I will stay informed about the activities, business, and current issues of the EBDA.
  - iii. I will interpret the EBDA's work and values to the community, and represent the EBDA as an ambassador.
  - iv. I will be familiar with the EBDA budget and take an active part in the budget planning process.
  - v. I will take responsibility for making decisions on EBDA issues and board matters.
  - vi. I will work in good faith with my fellow board members and staff toward the achievement of the EBDA's goals.
- b. I will attend at least 75% of EBDA board meetings.
- c. I will serve as chair or secretary on at least one of the EBDA's four committees, which may be assigned to me and for which I will attend at least 75% of that committee's meetings.
- d. Should I be unable to attend a board or committee meeting, I will inform the Executive Director at least one day in advance of the meeting. In addition, for board meetings I am unable to attend, I will, if needed, be available for telephone consultation.
- e. Each year I will keep my EBDA membership subscription active.
- f. In addition to membership subscription, each year I will either (a) make a personal financial contribution to the EBDA at a level that is meaningful to me, or (b) raise an amount of \$500 or more in donations for the EBDA through individual and/or special event solicitation.
- g. Each year I will also actively participate in at least one fundraising activity for the EBDA, and at least one EBDA event.

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Should I fail to fulfill these commitments to the organization, I understand that the Board President will call upon me to discuss my responsibilities. Should there come a time where I am no longer able to fulfill my obligations to the organization, it will be my responsibility to resign my position as a member of the Board of Directors.

In turn, as a Board member I understand that the organization will be responsible to me in the following ways:

- a. At least quarterly I will be given EBDA financial reports and activity reports that allow me to meet the “prudent person” standards of the law. Further, information about EBDA programs, policies, goals, and objectives will be made available to me as appropriate.
- b. Opportunities will be provided for me to discuss with the Executive Director and the Board President the organization’s programs, goals, activities and status.
- c. It is expected that board members and the Executive Director will respond in a straightforward fashion to questions that I feel are necessary to carry out my legal and ethical responsibilities to the organization.
- d. Board members and the Executive Director will work in good faith with me towards achievement of our goals.
- e. If the organization does not fulfill its commitments to me, I may call upon the Board President and Executive Director to discuss the organization’s responsibilities to me.
- f. The organization will carry directors and officers’ liability insurance.

4. **Conflicts of Interest** – Members of the Board of Directors shall act at all times in the best interest of the EDGE Business District Association rather than particular special interests or constituencies. Board members and Committee Chairs shall complete and submit the EBDA’s Conflict of Interest form according to the EBDA policy. The following provides guidance regarding real, perceived, and/or potential conflicts of interest.

- a. Definition of Conflict of Interest:
  - i. Board members are considered to be in “conflict of interest” whenever they themselves, or member of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board.
  - ii. Whether a conflict of interest may be “real”, “potential”, or “perceived”, the same duty to disclose applies.
  - iii. Full disclosure in itself does not remove a conflict of interest. On disclosure of a conflict, the presiding officer has the right to as a member to recuse him/herself from voting, from participating in discussion, or from being present in the meeting. This right extends up to and including asking for the member’s resignation from the Board, committee(s), or task force(s).
- b. Principles for Dealing with Conflict of Interest:

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- i. The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Board or its committees deal with the matter at issue.
- ii. If the Board member is not certain he/she is in a conflict of interest position, the matter may be brought before the Chairperson, Executive Committee or Board for advice and guidance.
- iii. It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board presiding officer.
- iv. The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. If applicable, the time the member left and returned to the meeting shall also be recorded.

c. Examples of Conflict of Interest on the Part of a Board Member:

- i. Any circumstance that may result in a personal or financial benefit to a Director or his/her family, business associate or friend. This includes but is not limited to, accepting any payment for services rendered to the corporation, including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- ii. Personal interests which conflict the interests of members or are otherwise adverse to the interests of the EBDA;
- iii. Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with the EBDA;
- iv. Being a member of the Board or staff of another organization which might have material interests that conflict with the interests of the EBDA or its clients; and, dealing with matters on one Board which might materially affect the other Board;
- v. Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the Director;
- vi. Individuals who serve as Directors on the same Board with members of their family or others with whom they have a direct business or personal relationship are subject to an immediate perception of conflict of interest. Such immediate conflict would require Board action through discussion, vote of continuing the member's Directorship, recorded minutes of discussion and outcome.

5. **Disposition of Complaints and Disputes involving Directors:**

- a. The Executive Committee in a meeting duly called for the purpose, shall review any complaints that a Director has violated any provision of the Corporation's Bylaws, Policies, Code of Conduct or Oath of Office.
- b. The Executive Committee shall similarly review disputes between members of the Board that interfere with the ability of the Board to carry on its business.

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- c. If necessary and/or appropriate, complaints may be referred to an independent arbiter.
- d. Allegations of illegal activity shall be immediately referred to police or other appropriate authorities for investigation. Any Director against whom such allegations are made shall, on request of the Executive Committee, take a leave of absence from the Board pending completion of the investigation.
- e. The review of such complaints or disputes shall include an opportunity for the member(s) concerned to present their positions. This will normally be accomplished in a special executive (closed) meeting of the Executive Committee called for this purpose, with due notice provided to all parties.
- f. Every attempt should be made to resolve such matter expeditiously and fairly.
- g. If applicable, recommendations regarding resolution of such matters shall be brought to the Board for approval.
- h. The ruling of the Board shall be final. Should the member refuse to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include, but is not limited to, formal or informal censure by the presiding officer or the Board, suspension, or a request for the member's resignation.

Agreed and Accepted:

By: \_\_\_\_\_

(print name)

Signature: \_\_\_\_\_

Position with EDGE Business District Association:

\_\_\_\_\_

Date: \_\_\_\_\_