



Educate, Connect, Inspire

Massachusetts Computer Using Educators

Board of Directors Code of Conduct

Approved April 8, 2016

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum when acting as Board members.

1. **Duty of Care:** Board members are to discharge their duties honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
2. Board members attending any activities which include, but are not limited to, conferences, workshops, social events and meetings in which they are representing MassCUE will represent the organization as a member with the highest standards of conduct, integrity and accountability.
3. Board members online presence represents the organization with the highest standards of conduct, integrity, and accountability.
4. **Duty of Obedience:** Board members must abide by MassCUE's governing documents (Articles of Incorporation, Bylaws and our Governing Policies and Procedures). Vigorous debate around the Board table is expected and encouraged, but Board members are obligated to support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.
5. **Duty of Loyalty:** Board members must demonstrate loyalty to the interests of the membership, superseding any conflicting loyalties such as to segments of the membership, family members, advocacy or interest groups, staff, other organizations, or any personal interests as an individual consumer of MassCUE's services.
6. Board members must avoid any conflict of interest with respect to their fiduciary responsibility, in accordance with MassCUE's Conflict of Interest Policy.

C. Board members must not use their Board positions to obtain staff employment for themselves, family members or close associates. Should a Board member apply for staff employment, he or she must first resign from the Board.

1. Board members must not attempt to exercise individual authority over the organization.

- Board members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.
 - Board members' interaction with the membership, public, media or other entities must recognize that Board members are not to speak for the Executive Director or for the Board, except to repeat explicitly stated Board decisions.
 - Board members will not publicly express individual judgments of the Executive Director or the performance of individual employees, except when participating in the Board's monitoring functions.
2. Board members will treat one another and staff members with respect, civility and transparency.
 3. Board members must respect the confidentiality appropriate to issues of a sensitive nature.
 4. A Board member must respect the confidentiality of closed sessions.
 5. A Board member aware of any credible information that suggests that a Board policy has been violated by the Board, a Board member or the Executive Director, has an affirmative obligation to bring the concern to the Board President. If the Board President is the subject of the concern, it should be brought to the Board President-Elect.
 6. If a Board member is alleged to have violated this Code of Conduct:
 - The President (or President-Elect, if the President is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
 - The President (or President-Elect) will put the issue on the agenda for closed session. The respondent Board member will be allowed to present his or her views prior to the Board determining whether or not the action violated this Code of Conduct.
 - A Board Member found by the Board (by majority vote) to have violated this Code of Conduct may be subject to subsequent removal from the Board consistent with the Bylaws.

Signature and date: