

## **FRANCISCAN MINISTRIES BOARD**

### **POLICY TITLE: CODE OF CONDUCT AND ANNUAL DISCLOSURE**

The Franciscan Ministries Board (FMB) commits itself and its Directors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Directors of the Board.

1. Directors must represent un-conflicted loyalty to the interests of the Franciscan Ministries. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interests of any Board member acting as a consumer of Franciscan's services.
2. Directors must avoid conflict interest with respect to their fiduciary responsibility.
  - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and Franciscan Ministries except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - b. When the Board is to decide upon an issue about which a Director has an unavoidable conflict or interest, that Director shall absent herself of himself without comment from not only the vote but also from the deliberations.
  - c. Directors must not use their positions to obtain employment for themselves, family members, or close associates. Should a Director desire employment, he or she must first resign from the Board.
  - d. Directors will annually disclose (on the attached Disclosure Certificate) their involvements with other organizations, with vendors, or any other associations that might produce a conflict.
  - e. Directors may not solicit or accept, directly or indirectly any gift, gratuity, favor, entertainment, or other item of more than nominal value from a member or other individual who is seeking to obtain or has secured a contractual relationship with Franciscan Ministries.
3. Directors may not attempt to exercise individual authority over Franciscan Ministries except as explicitly set forth in Board policies.
  - a. Directors' interaction with the Executive Directors or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
  - b. Directors' interactions with public, press, or other entities must recognize the same limitation and inability of any Director to speak for the Board except to repeat explicitly stated Board decisions.
  - c. Directors may not use the name of Franciscan Ministries in order to obtain public speaking engagements, in the publications of written materials or any media activity for personal or professional gain unless specific written permission is given in advance by the Franciscan Sisters of the Poor.

4. Directors will respect the confidentiality appropriate to issues of a sensitive nature.
5. Directors may not engage in any actions or behaviors that are criminal or dishonest, or that bring scandal, notoriety, embarrassment and/or disgrace to Franciscan Ministries. Directors are encouraged to exercise discretion in their personal conduct at all times and to avoid any action that might result in or create the appearance of inappropriate conduct.
6. Directors are encouraged to identify and discuss with the Franciscan Sisters of the Poor any situation that may potentially be viewed as a conflict of interest or other violation of this policy.