

**Bill Reid Foundation**  
**Area: Process Policies**  
**Specific: Board Member's Code of Conduct**

Date Adopted: March 31, 2016

The Board commits itself and its members to ethical, respectful and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly,

1. Members will represent uncompromised loyalty to the interests of those with voting privileges. This accountability supersedes any conflicting loyalty such as that to other similar Foundation or art gallery, advocacy or interest groups, or membership on other boards or staffs. It also supersedes the personal interest of any member acting as a beneficiary of the Foundation's services.
2. Members must avoid conflict of interest.
  - a. There must be no self-dealing or any conduct of private or personal services between any Board member and the Foundation except as procedurally controlled to assure openness, competitive opportunity, and equal access to information.
  - b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall recuse herself or himself without comment from both the deliberation and the vote. This action will be minuted.
  - c. Members shall not use their positions to obtain employment with the Foundation for themselves, family members, or close associates.
  - d. Members of the Staff of the Foundation or its Art Gallery are not eligible to become or remain members of the Board. [The Director & CEO is an ex officio member.]
3. Members will respect the confidentiality appropriate to issues of a sensitive nature.