

## **Code of Ethical Conduct for the Board of Directors of the VIRGINIA NETWORK OF NONPROFIT ORGANIZATIONS**

As a 501(c)3 not-for-profit corporation incorporated in the Commonwealth of Virginia, the Board of Directors of the Virginia Network of Nonprofit Organizations is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties of care, obedience and loyalty in pursuit of its charitable mission. As such, each and every member of board shall adhere to the following code of conduct:

### ***Bylaws & Policies***

- Be aware of and fully abide by the constitution, bylaws, rules and regulations of VANNO and policies of the corporation.
- Ensure compliance of the corporation with all laws, regulations and contractual requirements
- Respect and fully support the duly made decisions of the board in accordance with their fiduciary duties of obedience and loyalty
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly
- Work diligently to ensure that the board fully assumes its role as a policy-making, governing body
- View and act towards the Executive Director as the chief administrative officer with the sole responsibility for the day-to-day management of the organization, including personnel, and for implementation of board policies and directives

### ***Informed Participation***

- Attend most, if not all, meetings of the board and assigned committees.
- Keep well-informed of all matters, including financial, that come before the board and or assigned committees.
- Respect and follow the decision making structure of the board and administration.
- Constructively and appropriately bring to the attention of the board, officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies.
- Oppose, on the record, board actions with which one disagrees or is in serious doubt.
- Appropriately challenge, within the structure and bylaws of the corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the corporation.
- Do not fully commit to others or self to vote a particular way on an issue before participating in deliberation session in which the matter is to be discussed and action duly taken.
- Act in ways that do not interfere with the duties or authority of staff.

### ***Conflict of Interest, Representation & Confidentiality***

- Represent the best interests of the corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the corporation.
- Conform to the procedures for conflicts of interest and disclosure as stated in the bylaws or otherwise established by the board of board.
- Will not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because or as a result of the board member's affiliation with VANNO.
- Publicly support and represent the duly made decisions of the board.
- Speak positively of the organization to VANNO members, and all current and potential stakeholders and constituencies.
- Do not take any public position representing VANNO on any issue that is not in conformity with the official position of the corporation.
- Do not use or otherwise relate one's affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election.
- Maintain full confidentiality of information obtained as a result of board service in accordance with board policy or direction.

### ***Interpersonal***

- Speak clearly, listen carefully to and respect the opinions of fellow board members and key staff.
- Promote collaboration and partnership among all members of the board
- Maintain open communication and an effective partnership with the Board's officer and committee leadership.
- Be "solution focused", offering criticism only in a constructive manner.
- Do not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the board because of differences in opinion or other personal reasons.
- Always work to develop and improve one's knowledge and skills that enhances one's abilities as a board member.

### **Certification**

I, the undersigned, certify that I have read and understand the Code of Ethical Conduct of the corporation. I agree that my actions will fully comply with the statements and intent of the Code of Ethical Conduct. I affirm that neither I, nor any member of my family or household, has had an interest or taken any action which counters the conflict of interest's policies of the organization or impedes my ability to act as a fiduciary and in the best interests of the corporation, except potentially those interests or actions as stated and fully disclosed below.

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(Board Member Signature)

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Date