



## Board Member Code of Ethics 2024

HBMA Board Members are fiduciaries of the organization. Each Board Member's fiduciary duties include the Duty of Care, the Duty of Loyalty, and the Duty of Obedience.

The Duty of Care requires board members to act in good faith and to use the same degree of diligence, care, and skill that a prudent person would use in similar situations or circumstances. To that end, board members to make informed decisions, that is, those that follow a reasonable effort by the board member to become familiar with the relevant, available facts. Boards should require management to provide complete information upon which to base an informed board decision, and individual board members must take the time to review the information before the board meeting.

The Duty of Loyalty requires board members to protect the corporation's business interests and to refrain from deriving personal gain to the corporation's detriment. This means that a director must act in good faith and without self-interest when making decisions for the corporation. The Duty of Loyalty includes a board's obligation to avoid impermissible conflicts of interest, prevents board members from usurping a corporate opportunity for their own personal gain, and requires board members to preserve the confidentiality of the corporation's affairs.

The Duty of Obedience calls on the board and its members to comply with the requirements of applicable laws, rules and regulations, honor the terms and conditions of the organization's mission, bylaws, policies and procedures, and act at all times within the scope of their authority under the corporation's articles, bylaws and applicable laws. The adequacy of a board member's efforts to meet the Duty of Care is tested in pursuing the Duty of Obedience.

*Towards this end Board Members will:*

1. Maintain the highest standards of professional conduct by acting with honesty, dignity, diligence and integrity.
2. Exercise independence and objectivity in all activities.
3. Maintain confidentiality of all privileged or potentially sensitive information.
4. Refuse to engage in any activities that might discredit HBMA.
5. Read, understand, and uphold the association's By-Laws and the objectives of HBMA.
6. Accurately represent the best interests of the Membership and the professions represented.
7. Support decisions made by the Board of Directors even if one's view is a minority one
8. Keep member and community interests in mind when expressing a viewpoint.
9. Express oneself at board meetings respectfully and encourage and make it comfortable for others to do so.
10. Encourage consensus decisions as well as ones that seek collaborative rather than compromising solutions.
11. Keep discussions or differences of opinions on the Board confidential. For this reason, information on who votes for and against any particular motion will not be recorded in meeting minutes.
12. Refrain from speaking for the organization unless authorized to do so.

13. Disclose one's involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest (see Conflict of Interest Policy).
14. Follow appropriate channels within staff or Board membership to resolve conflicts or grievances.
15. Come prepared to all meetings, having reviewed all documents included in the reminder emails prior to the meeting.

Print Name: \_\_\_\_\_ Date: \_\_\_\_\_

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