

Code of Ethics for Members of the Board of VSA Arts Vermont Inc.

As a 501 (c) not-for-profit corporation domiciled in the State of Vermont, the Board of Directors is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties in pursuit of its mission.

As such, each and every member of the board of directors shall adhere to the following code of conduct:

Bylaws & Policies

- Be aware of and fully abide by with the constitution, bylaws and policies of the corporation.
- Ensure corporate compliance with all laws, regulations and contractual requirements.
- Act in ways which do not interfere with the duties of the Executive Director or undermine his/her authority with staff members.
- Respect and fully support the duly made decisions of the board.
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly.
- Work diligently to ensure that the board of directors appropriately remains a policymaking, not an implementing, 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 and the implementer of board established policies.
- Respect and follow the "chain of command" of the board of directors.

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.
- Constructively and appropriately bring to the attention of the board, officers, committee chairs and/or Executive Director any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and the needs or interests of the corporations' constituencies.
- Oppose, on the record, board actions which one disagrees or cannot support.
- Refrain from committing to voting a particular way on an issue before participating in the board or executive committee considering the issue.

Conflict of Interest, Representation & Confidentiality

- Declare to fellow board members 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 best interests of the corporation, and conform with the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the board of directors.
- Will not accept or seek, on behalf of self or any other person, any personal financial advantage or gain other than nominal value (as defined and determined by the IRS) which may be offered as a result of your affiliation as a board member of the corporation

- Maintain full confidentiality of information obtained as a result of board service in accordance with board policies and/or instructions or directions
- Not take any public position on any issue that is not in conformity with the official position of the corporation
- Speak positively of the organization to all current and potential stakeholders and constituencies
- Not use or otherwise relate one's affiliation with the board with partisan political activity
- Adhere to the decisions of the board of directors as if they were one's own, only challenging those binding decisions that place the corporation in jeopardy, whether financial or otherwise.

Interpersonal

- Promote collaboration and partnership among all members of the board
- Maintain open communication and an effective partnership with the Executive Director
- Listen carefully to and respect the opinions of fellow board members and the Executive Director
- Be "solution focused", offering criticism in a constructive manner
- Always work to develop and improve one's knowledge and skills as a board member

Certification

I, the undersigned, certify that I have read and understand the Code of Conduct of the corporation. I agree that my actions will fully comply with the statements and intent of the Code of Conduct. I affirm that neither I, or any member of my family or household, has had an interest or taken any action which contravenes the conflict of interests policies of the organization or impedes my ability to act as a fiduciary and in the best interests of the corporation, *except those interests or actions as stated and fully disclosed below.*

(Board Member Signature)

(Date)

Disclosure of Conflicts of Interests...

Nature of Conflict(s)
