

# Cornell Cooperative Extension

## Building an Effective Board of Directors

### Board Member Code of Ethics

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Cornell Cooperative Extension boards have unique characteristics that distinguish them from other nonprofit boards. However, there are more similarities than differences when it comes to developing an effective, high functioning Board. Extension Administration recommends as a best practice you develop a local document, that all board members must sign, that expresses the basic expectations and commitment to the well-being of the local Association and the CCE system statewide.

Extension Administration has developed extensive volunteer involvement policies and procedures for extension volunteers of all kinds, and most board members likely already sign an annual “Code of Conduct”, but it is likely a worthwhile exercise to adapt that code of conduct for the specific role of board members. The following framework is adapted from an article by *Frank Martinelli, from The Center for Public Skills Training*.

#### CCE BOARD MEMBER CODE OF ETHICS

Please read this code of ethics, sign it, and return it to the Board President at the next Board meeting. If you have any questions about the responsibilities you will be assuming, discuss them with the Board President or Executive Director.

I will exercise the duties and responsibilities of this office with integrity, collegiality and care.  
I will:

1. Make every effort to attend all meetings of the board, committees and task forces on which I serve.
2. Attend meetings prepared to discuss the issues at hand, having read the agenda and relevant background material.
3. Demonstrate respect for the opinions of my peers who serve with me on this board, and to leave my personal prejudices out of all board discussions.
4. Consistently act for the good of association and to consider not only the local association but the overall goals, mission and strategic direction outlined for the CCE system by the Director of Extension at Cornell University.
5. Represent CCE in a positive and supportive manner at all times and in all places.
6. Follow the Board decision making process and procedures, and display courteous conduct in all board, committee and task force meetings.

7. Work within the boundaries of my responsibilities to establish and monitor policy and refrain from intruding on the day-to-day administrative responsibilities of the Executive Director or other staff members.
8. Avoid conflicts of interest between my position as a board member and my personal life. If such a conflict does arise, I will declare that conflict before the board as outlined in the Association conflict of interest policy and refrain from voting on matters in which I have a conflict. This includes but is not limited to:
  - Directing, supervising, or evaluating employees.
  - Engaging in hiring, promotion, discipline, or termination decisions outside of the Board's official role in hiring and evaluating the Executive Director.
  - Addressing staff performance concerns directly with employees rather than through the Executive Director.
  - Making commitments of employment, salary, or benefits to any staff member or program participant.

All Board–staff communications regarding employment matters must flow through the Executive Director, who is the sole employee of the Board.

9. Support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions.
10. Volunteer to serve on at least one committee or task force, attend all meetings, and participate in the accomplishment of its objectives.
11. If I chair the board, a committee or a task force, I will:
  - Call meetings as necessary until objectives are met.
  - Ensure that the agenda and support materials are made available to members before meetings.
  - Conduct the meetings in an orderly, fair, open and efficient manner.
  - Report on committee progress towards goals to the full board at its scheduled meetings.
12. Participate in annual strategic planning retreats (if applicable), board self-evaluation programs, workshops and fund-raising events and Extension sponsored programs and activities to the extent possible.

If, for any reason, I find myself unable to carry out the above duties to the best of my abilities, I agree to resign my position as a board member/officer.

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Board member's signature

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Date

