



**Quinnipiac River Watershed Association, Inc.
Board of Directors
Code of Conduct**

The standard of behavior at the Quinnipiac River Watershed Association (QRWA) is that all board members scrupulously avoid any conflict of interest between the interests of the QRWA on one hand, and personal, professional, and business interests on the other. I understand that the purposes of this document are: to protect the integrity of QRWA's decision-making process, to enable our Members to have confidence in our integrity, and to protect the integrity and reputation of the Board of Directors.

Upon election or appointment, I will make a full written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest that would preclude me from performing significant duties of my Directorship. This written disclosure will be kept on file with the Secretary and I will update it as appropriate. In the course of meetings or activities, I will verbally disclose that I may have a conflict of interest when a discussion arises regarding a transaction or decision where I (including my business or other nonprofit affiliation), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I may be asked to leave the room for the discussion and will not be permitted to debate or vote on the motion. I understand that this action is meant to be a supplement to good judgment, and I will respect its spirit as well as its wording.

As a member of the Board of Directors, I will:

- attend Board meetings,
- come to meetings prepared and ready to take action,
- document activities for future Directors;
- listen to other Board members;
- consider and respect the opinions of other Board members;
- respect and support all majority decisions of the Board;
- recognize the authority vested in the Board;
- participate actively in Board meetings and actions and not discuss elsewhere what I am unwilling to discuss in Board meetings;
- bring to the attention of the Board any issues I believe will have a significant effect on our corporation or those we serve;
- attempt to communicate the needs of those we serve to the Board of Directors;
- refer complaints directly to the proper level of the chain of command;
- recognize that my role is to ensure the corporation is well-managed, not necessarily to manage the corporation;
- represent all those whom this corporation serves vs. geographic or special interest groups;
- consider myself a "trustee" of the corporation and do my best to ensure it is well-maintained, financially secure, and always operating in accord with our stated objectives;
- work to learn how to do my role better; and
- acknowledge conflicts of interest between my personal life and position on the Board of Directors, and abstain from voting or attempting to influence issues in which I am conflicted.



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As a member of the Board of Directors, I shall not:

- criticize fellow Board members or their opinions, to anyone not privy to Board proceedings;
- use the corporation or my position for my personal advantage or that of my relatives, friends or associates;
- discuss confidential proceedings of the Board of Directors outside of the Board room to anyone not privy to Board proceedings;
- promise how I will vote on any issue before hearing the discussion and becoming fully informed on that issue;
- interfere with the duties of staff or undermine the authority of the staff to perform his/her duties; and
- speak for or on behalf of the organization unless specifically authorized to do so.

Signed: _____ Date: _____

_____ I have nothing to disclose.

_____ I have the following to disclose (Attach written disclosure as a separate sheet)

One signed original to the Secretary, one signed to the Director.