

**purpose**

This Code of Ethics sets forth standards of behavior for directors of Northwest Youth Services. It is intended to assist in fulfilling duties under the law.

**codes****Be Informed**

- To be able to fulfill this fiduciary duty of care, it is necessary that the director be well informed about the organization, the mission and operations. Review all financial reports and information provided by management, prior to the board meeting.

**Participate**

- Each director must regularly attend and participate in the board meetings. This can be in person or through conference calls. The board must meet regularly. Proxies are not permitted. See By-Laws for specifics.

**Use Independent Judgment**

- As the director votes on matters before the board, the director must exercise independent judgment on the matter at hand. The director must decide independently based upon his or her understanding of the situation. A director should not vote on something he or she does not understand.

**Act in Best Interests of NWYS**

- A director has a duty of loyalty to NWYS and its members. The director must act in the best interests of the organization and not his or her own personal interest. Avoid conflicts of interest. Examples of potential conflict of interest include:
  - A board member makes a decision motivated by considerations other than the “best interests of NWYS.”
  - A board member or close family member personally contracting with NWYS.
  - A board member learns of an opportunity for profit which may be valuable to him or her personally or the other organization of which he or she is a member.
  - A board member assists a third party in their dealings with the organization, where such assistance could result in favorable or preferential treatment being granted the third party, by NWYS.

**Disclose Conflicts**

- It is necessary that the director disclose any facts that may cause the director to be unable or appear to be unable to fully fulfill his or her duty of loyalty. The director must disclose any actual or potential conflict when the board considers a transaction.

**Recuse**

- After disclosing an actual or potential conflict of interest, at the discretion of the board the director may leave the room while the matter is discussed and shall not vote on the matter.



### **Maintain Confidences**

- A director will frequently receive confidential information about the organization. For example, financial, growth plans, litigation, etc. The director is obligated to keep such information confidential. The director shall not be discussing such information with non-directors unless specifically instructed by the board to do so.

### **Support NWYS**

- The director shall support NWYS. The support shall include financial support and, where applicable, positive public support of the mission of the organization. The mission and vision statements shall be reviewed annually. Foster friendly and positive working relationships between volunteers and staff. Deal with the public, staff, clients and board peers in an ethical, fair and straightforward manner.

