

# Montana Municipal Interlocal Authority

## Policy Manual

<b>Document Name:</b>	<b>Code of Conduct Policy</b>		
<b>Policy #:</b>	<b>2008-005</b>	<b>Pages:</b>	<b>1 of 2</b>
<b>Content Review:</b>	<b>Bi-annual</b>	<b>Date Adopted:</b>	<b>October 8, 2008</b>
<b>Compliance Review:</b>	<b>Bi-annual</b>	<b>Revisions Approved:</b>	<b>August 20, 2010</b>
<b>Location:</b>	O:\Administration - MMIA\Board & Staff Policies Procedures Resolutions \Board Policies and Procedures\FINAL Policies\2008-005 CodeOfConductAugust2010.doc		

### Policy Statement

It is MMIA's policy to govern with excellence.

### I. Purposes/Expected Outcomes

The purpose of this policy is to identify the key elements necessary to create a culture of professionalism for individual board members and the Board of Directors as a whole in order for MMIA to accomplish its mission, realize its vision and reflect its core values.

### II. Responsibilities

#### (a) Individual Board Members

Individuals serving on the MMIA Board of Directors commit to creating a professional boardroom culture that requires the governance process to be collectively determined by individual board members who:

1. Recognize that individual Board members do not have any governance authority and that the Board can only act as a whole
2. Recognize that the Board has a governing function that is independent of management
3. Are persons of integrity
4. Conduct business in an ethical manner and in adherence with MMIA's Conflict of Interest Policy.
5. Act in the best interests of MMIA and its members rather than in self-interest or the interests of any individual member or third party
6. Make decisions only after full and open discussion at Board meetings.
7. Make no attempt outside the Board meeting to influence an upcoming vote on the agenda.
8. Operate with mutual respect and trust, offering fellow Board Members and the Chief Executive Officer commendation when earned and constructive criticism when necessary.
9. Channel all concerns, complaints, and criticisms of MMIA through the Chief Executive Officer for study with the expectation of a report back to the Board if action is required.
10. Are diligent and make the necessary commitment of time and energy to fulfill their governance responsibilities including attending Board of Director meetings.
11. Develop a knowledge of the business and all issues facing the Board

#### (b) The Board of Directors as the Governing Body

The Board as a governing body holds a position of trust that imposes certain non-delegable fiduciary duties. The Board's role is to assume accountability for MMIA's

# Montana Municipal Interlocal Authority

## Policy Manual

**Document Name:** Code of Conduct Policy

**Policy #:** 2008-005

**Pages:** 2 of 2

success by taking responsibility for its governance and management including ensuring an effective Chief Executive Officer, establishing strategy and overseeing organizational performance

The responsibilities of the Board of Directors include:

1. Speaking with one voice to members, the Chief Executive Officer and all others
2. Ensuring ethical behavior and compliance with laws and regulations, auditing and accounting principles, and the organization's governing documents
3. Assessing its own effectiveness in fulfilling these and other Board responsibilities

### III. Removal of Board Member

As detailed in Article IV Section 9 of the MMIA Bylaws, and in Board Policy 2008-004 any Director may be removed from office at any time by a majority vote of the Board for violating the Code of Conduct, or by committing malfeasance, misfeasance or nonfeasance in office. Notification of such removal or appointment of a successor shall be by instrument in writing by the Board and delivered to all Members.