

## **Cutty's Board of Directors Guidelines and Policies**

## **Board of Directors Mission Statement**

The mission of the Cutty's Board of Directors is stewardship of the club facilities, finances and outdoor recreation resources in the best short and long term interests of the members and those resources using the guidelines set forth in the bylaws. All rules should be fair to all members. Board of Directors should have open communication to all members. Financial security of the club should be first consideration of the Board. To accomplish that purpose, the Board plans and implements its policies and programs efficiently and objectively. The board works in the spirit of cooperation with respect to each other. Board members will have differences of opinion but remember that each board member was elected by the members to give his views on any given subject but only the collective affirmations of the board as a whole will become rules or guidelines for the club.

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## **Pre Board Meeting Procedure**

The President sets all board meeting agendas and emails agenda to each board member with attachments of background information on subjects to be discussed.

All board members must submit agenda items to the President but must include all background information needed for the board to make an informed decision.

The President sets the board meeting agenda by priority, that he/she has the sole discretion to determine all items covered. Those not covered will be considered for future meetings. The agenda must be sent out 5 days before the meeting.

These procedures are outlined so that all board members will have the information to make informed decisions. No surprise agendas or forced quick decisions will be allowed.

## **Meeting Procedures**

President opens meeting.

Verify & accept minutes from prior meeting.

Treasurer report of club finances.

Cover all old items carried over from previous meeting.

Discuss each new agenda item.

Decision is made to vote on item or decide what to do with this item for future considerations as unfinished business.

Once agenda item is voted on that item will not be reintroduced. The only exception to this rule shall be if new information comes to light.

## **Conduct of Board Members**

All board members must follow the Board Code of Conduct attached.

All board members recognize & understand the organizational chart.

No bad mouthing the club to members, workers, visitors, guests, vendors or anybody else in the world.

Any criticisms or policy changes that should be made need to be brought up at board meetings only.

Board members do not directly contact any workers without approval from the board.

Explanation:

Staff workers, both full time and part time, report directly to their supervisors and the supervisors report directly to the club manager who reports directly to the President of the board.

All informational requests must go through the board. The President will instruct the club manager to compile the information if it has been approved by the board. The President will then distribute this information to all board members. This will be done on a schedule determined by the President.

If a board member wants a worker to perform some specific duty he/she shall first get this approved by the board, then, if approved, the President will instruct the club manager to oversee that these duties are performed.

Monthly Club Hall meetings shall take place from May to September.  
See guidelines attached.

## **Board of Directors Code of Ethics**

Members of the board shall at all times abide by and conform to the following code of conduct in their capacity as board members:

1. Each member of the board of directors will abide in all respects by the rules and regulations of the Club (including but not limited to the Club's articles of incorporation and bylaws) and will ensure that their membership in the club remains in good standing at all times. Furthermore, each member of the board of directors will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the Club when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
2. Members of the board of directors will conduct the business affairs of the Club in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as the board of directors may otherwise require or as otherwise required by law, no board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Club and each member of the board will uphold the strict confidentiality of all meetings and other deliberations and communications of the board of directors. The board as a whole will decide how minutes, rules, and other information will be disseminated.
4. Members of the board of directors will exercise proper authority and good judgment in their dealings with Club staff, Club members, suppliers, and the general public and will respond to the needs of the Club's members in a responsible, respectful, and professional manner. Following the organizational chart to direct questions, jobs, or any communications.
5. No member of the board of directors will use any information provided by the Club or acquired as a consequence of the board member's service to the Club in any manner other than in furtherance of his or her board duties. Further, no member of the board of directors will misuse Club property or resources and will at all times keep the Club's property secure and not allow any person not authorized by the board of directors to have or use such property.

6. Each member of the board of directors will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the board's direction and oversight.
7. Upon termination of service, a retiring board member will promptly return to the Club all documents, electronic and hard files, reference materials, and other property entrusted to the board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the board of directors.
8. The board of directors dedicates itself to leading by example in serving the needs of the Club and its members and also in representing the interests and ideals of the Club at large.
9. No member of the board of directors shall persuade or attempt to persuade any employee of the Club to leave the employ of the Club or to become employed by any person or entity other than the Club. Furthermore, no member of the board of directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Club to terminate, curtail, or not enter into its relationship to or with the Club, or to in any way reduce the monetary or other benefits to the Club of such relationship.
10. The board of directors must act at all times in the best interests of the Club and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, board members shall follow these guidelines:
  - Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Club; while the receipt of incidental personal or third-party benefit may necessarily flow from certain Club activities, such benefit must be merely incidental to the primary benefit to the Club and its purposes;

- Do not abuse board membership by improperly using board membership or the Club's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; board members shall not represent to third parties that their authority as a board member extends any further than that which it actually extends;
- Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Club;
- Do not engage in or facilitate any discriminatory or harassing behavior directed toward Club staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Club;
- Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Club without fully disclosing such items to the board of directors; and
- Provide goods or services to the Club as a paid vendor to the Club only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board.