

Council Members' Code of Conduct

We each commit ourselves to transparent, ethical, professional and lawful conduct.

1. Every council member is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. Council members must demonstrate unconflicted loyalty to the interests of the Cooperative's member-owners. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any council member acting as an individual consumer or member-owner.
 - a. There will be no self-dealing or any conduct of private business or personal services between any council member and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - b. Every year, every council member will complete the Code of Conduct Agreement form (once created) and will verbally report to the whole board all actual and potential conflicts. Every council member will immediately report any subsequent actual or potential conflicts to the whole board.
 - c. When the Board is to decide on an issue about which a council member has an unavoidable conflict of interest, that council member shall abstain from the conversation and the vote.
 - d. A council member who applies for employment at the Cooperative must first resign from the Board.
 - e. *(Include if your Cooperative allows employees to serve on the Board)* Any council member who is also a paid employee has the same duties and responsibilities as any other council member, and has the additional duty of clearly segregating staff and Board responsibilities. Any council member who is also a paid employee will resign from the Board if and when their employment ends.
3. Council members may not attempt to exercise individual authority over the organization.
 - a. When interacting with the GM or employees, council members must carefully and openly recognize their lack of authority.
 - b. When interacting with the public, the press, or other entities, council members must recognize the same limitation and the inability of any council member to speak for the Board except to repeat explicitly stated Board decisions.

- c. No individual Council Member has an exclusive right to information that has not been made available to all Council Members if it is relevant to board responsibilities.
4. Council members will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
5. Council members will prepare for, attend, and participate fully in all Membership meetings and Board meetings, as well as all trainings or other resources provided to improve Council leadership skills. At a minimum, council members should attend at least 10 monthly Council meetings each year. Notice of absence or tardiness to meetings should be conveyed to the Council Chair at the earliest possible time.
6. Council members will support the legitimacy and authority of the Board's decision on any matter, irrespective of the council member's personal position on the issue.
7. Any council member who does not follow the code of conduct policy can be removed from the Board by a 2/3 majority vote of the remaining Board.
8. All Council members agree to participate at a level meeting or surpassing the below expectations:
 - a. Serve as an ambassador for the Co-op, encouraging new members and customers
 - b. Be an active member on at least one committee, attending meetings regularly, providing advance notice if unable to attend, and contributing to the execution of the committee's work.
 - c. Respond promptly and thoughtfully to email discussions and voting. Voting is mandatory. (May announce recusal or vote to abstain from a particular vote.)
 - d. Volunteer for at least one Urban Greens event annually (planning, set up, participation, clean up).
 - e. Spend a minimum average of 8 hours/month fulfilling their co-op-related responsibilities. This should include an avg minimum 4 hours outside of meetings. Board members are expected to commit more time as needed.