

Policies to be Monitored by Board

2nd Quarter for Year 2025

BOARD MEMBERS' CODE OF CONDUCT POLICY

POLICY NUMBER: 02-006

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Last Revised: February 9, 2024

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly,

1. Members must have loyalty to the ownership unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There will be no self-dealing or business by a board member with the organization.
 - b. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.
 - c. Board members will not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
 - d. Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.
3. Board members may not attempt to exercise individual authority over the organization.
 - a. Members' interaction with the Chief Executive Officer or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
 - b. Members' interaction with public or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
 - c. Members will refrain from interacting in any public or private way with traditional media channels (newspaper, television, radio) or appearing on their social media livestreams on behalf of the organization. All media inquiries will be redirected to the CEO.
 - d. Members are encouraged to like, repost and comment on Communities Unlimited social media posts as well as tagging Communities Unlimited in personal social media posts that are supportive and non-political in nature.
 - e. Members will not express individual judgments of staff performance.

- f. Within the Board purview of monitoring and evaluation of Chief Executive Officer, members may express individual judgments of Chief Executive Officer as their own and not as that of the Board.
- 4. Members will be properly prepared for board deliberation.
- 5. Members will respect the confidentiality appropriate to issues of a sensitive nature.
- 6. Board members will annually sign a copy of this policy indicating their understanding of and agreement to comply with the Board Member's Code of Conduct Policy as set out above.

Board Member

Date

UNITY OF CONTROL POLICY

POLICY NUMBER: 03-002

POLICY TYPE: BOARD-STAFF LINKAGE

Only decisions of the board acting as a body are binding on the Chief Executive Officer.

Accordingly,

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Chief Executive Officer except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer's opinion, a material amount of staff time or funds, or are disruptive.

GLOBAL GOVERNANCE COMMITMENT POLICY

POLICY NUMBER: 02-001

POLICY TYPE: GOVERNANCE PROCESS

The purpose of the board is to act on behalf of the “ownership”, to ensure that Communities Unlimited, Inc. (1) achieves appropriate results for appropriate persons at an appropriate cost and (2) avoids unacceptable actions and situations.

GOVERNING STYLE POLICY

POLICY NUMBER: 02-002

POLICY TYPE: GOVERNANCE PROCESS

The board will govern lawfully with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of board and chief executive roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactively rather than reactively.

Accordingly,

1. The board will cultivate a sense of group responsibility. The board, not staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body rather than to substitute individual judgments for the board's values. The board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.
2. The board will direct, control, and inspire the organization through the careful establishment of board written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long-term effects outside the organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
5. The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Chief Executive Officer Linkage categories.

BOARD JOB DESCRIPTION POLICY

POLICY NUMBER: 02-003

POLICY TYPE: GOVERNANCE PROCESS

The job of the board is to represent the “ownership” in determining and demanding appropriate organizational performance.

Accordingly,

1. The board will produce the link between the organization and the ownership.
2. The board will produce written governing policies that, at the broadest levels, address each category of organizational decisions.
 - a. Ends:* Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - b. Executive Limitations:* Constraints on executive authority that establishes the prudence and ethics boundaries within which the executive activity and decisions must take place.
 - c. Governance Process:* Specifications of how the board conceives, carries out, and monitors its own tasks.
 - d. Board-Chief Executive Officer Linkage:* How power is delegated and its proper use monitored; the Chief Executive Officer role, authority, and accountability.
3. The board will produce assurance of Chief Executive Officer performance (against policies in 2a and 2b above)

BOARD COMMITTEE PRINCIPLES POLICY

POLICY NUMBER: 02-007

POLICY TYPE: GOVERNANCE PROCESS

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Chief Executive Officer.

Accordingly,

1. Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Chief Executive Officer.
3. Board committees cannot exercise authority over staff. Because the Chief Executive Officer works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same topic.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.

This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the Chief Executive Officer.