



Board of Directors Code of Conduct

I understand and agree that, in the performance of my duties as a member of the Board of Directors of the Association for Women in Science, Massachusetts chapter (MASS AWIS), I have legal, ethical, and practical obligations to the organization. These obligations center on the legal and fiduciary responsibilities and accountability to the public trust to which all nonprofit Board Members adhere.

Duty of Care

Act as an ordinary, prudent person would in similar circumstances. This requires diligent, attentive and informed participation, i.e., reasonable care when making decisions in stewardship of the organization.

The duty of care is evident in, but not limited to, the following activities:

- Attending regularly scheduled Board meetings.
- Thoroughly reading and understanding the MASS AWIS Bylaws and Policies & Handbook.
- Providing information to other Board members in a timely matter that is relevant to the board.
- Arriving to meetings prepared, having read the minutes and advance material.
- Reviewing and understanding financial reports.
- Making informed decisions based on the information provided.
- Ensure meeting minutes and organization records accurately reflect Board votes and decisions.

Duty of Loyalty

Act in good faith, giving undivided allegiance to the organization when making decisions that affect it, and do not operate for personal gain against the best interests of the organization.

When a conflict arises between the interests of the Board member and the well-being of MASS AWIS, the Board member must immediately disclose the matter and recuse herself from both the discussion and decision making. If the matter proceeds, the terms of any transaction with a Board member must be at least as favorable to MASS AWIS as that which could be obtained from a party with no ties to the MASS AWIS.

Observe confidentiality regarding the Board's deliberations and decision-making, and respect and adhere to all Board decisions, regardless of whether the Board member voted in favor of the motion.

Duty of Obedience

Act to ensure that the organization operates in keeping with the mission and bylaws and in accordance with laws and regulations governing its formation and status.

In order to maintain the public's trust, Board members must be fully conversant and compliant with the MASS AWIS Mission, Bylaws, and Policies & Procedures, and ensure that the Handbook, Strategic Plan, goals and initiatives are executed in accordance with the Mission.

As a member of the Board of Directors, I understand and agree that violation of this agreement could result in my removal from the Board of Directors and my membership status being reviewed.

Name

Board of Director Position

Signature

Date