

RHODE ISLAND COMMUNITY FOOD BANK

BOARD OF DIRECTORS CODE OF ETHICS (Revised May 23, 2018)

MISSION STATEMENT:

To improve the quality of life for all Rhode Islanders by advancing solutions to the problem of hunger.

The Rhode Island Community Food Bank is governed by an all-volunteer Board of Directors.

ROLE OF THE BOARD:

The Board of Directors provides the ethical, programmatic and legal oversight for Rhode Island Community Food Bank and serves as its principal fiduciary. The Board governs with leadership and vision to: create and monitor organizational policy, maintain the highest ethical standards in accordance with the values of Rhode Island Community Food Bank, discover and respond to changing needs in our community, make a measurable program impact, and wisely serve as principal fiduciaries and stewards of all of our resources. The Board is responsible for its own excellence in governance and for proudly representing Rhode Island Community Food Bank to the public.

We can only achieve these goals through the full participation, commitment to inquiry, and dedication of every Board member.

LEGAL DUTIES:

1. **The Duty of Care:** to be reasonably informed, honest, trustworthy, participate in decision making, act in good faith and with the care of a prudent person in similar circumstances.
2. **The Duty of Loyalty:** to act in the best interest of the Rhode Island Community Food Bank rather than for his/her own personal interest or that of another third-party.
3. **The Duty of Obedience:** to comply with applicable federal, state and local laws, adhere to the Rhode Island Community Food Bank by-laws and articles of incorporation and remain guardians of the Mission.

SPECIFIC DUTIES:

1. Serve the hungry of Rhode Island to his/her best ability and be faithful to the Mission of the Rhode Island Community Food Bank.
2. Serve without compensation.
3. To the degree possible attend every regularly scheduled meeting of the Board of Directors (seven per year) with the understanding that more than three unexcused absences from such meetings may result in dismissal from the Board. Provide the appropriate prior notification if unable to attend a meeting.
4. Attend meetings prepared and knowledgeable about the issues to be discussed and ready to engage in collegial and thoughtful dialogue.
5. Serve with a spirit of inquiry, asking to understand the implications of all items on which the Board must deliberate and vote.
6. In all decision-making, demonstrate un-conflicted loyalty to the interests of the Rhode Island Community Food Bank, its clients and its community.

Approved Pg 1: _____
(Board Member Signature)

7. To avoid or disclose any conflict of interest, in particular:
 - a) To disclose any personal interest he/she may have in organizations, vendors, or any other associations that currently do business or may do business with the Rhode Island Community Food Bank.
 - b) To complete a formal conflict of interest statement annually.
 - c) To disclose immediately to the Board any new impending conflicts of interest.
 - d) To recuse oneself without comment from both the deliberation and final decision-making on any matters on which he/she has a conflict of interest.
 - e) Not to use information exclusive to the Rhode Island Community Food Bank for personal gain or the gain of a family member or associate.
8. To disclose any felony charge and/or conviction prior to or during the period of Board service.
9. To honor the confidentiality of sensitive issues and discussions.
10. To advocate for the organizational needs of the Rhode Island Community Food Bank in the community and among colleagues and peers.
11. To serve on at least one committee and support or participate in at least one event.
12. To make a personal financial contribution, to the best of one's ability, understanding that financial support of agency events represents one type of financial contribution.
13. To learn more about the needs of the constituencies we serve.
14. To complete the Board orientation.

I have read the Board of Directors Code of Ethics Policy and understand and accept my responsibilities as a member of the Board of the Directors of the Rhode Island Community Food Bank.

Board Member Signature: _____ **Date:** _____

Board Member Name (Printed): _____