

# Tri-County Office on Aging

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Policy Name	Board of Directors Code of Ethics
Review/Revise Date	January 2025
Historical Revision Dates	

## **Purpose**

The purpose of this Code of Ethics is to outline ethical principles that will set standards for the Tri-County Office on Aging (TCOA) Board of Directors and is compliant with governing statutes listed under *Authoritative References* below.

## **General Procedure**

### **1. Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest**

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of their service as a Board member with Tri-County Office on Aging (TCOA). Members of the board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

- a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of TCOA and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- b) It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking.
- c) Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.
- d) Any Board Member having a conflict of interest shall not vote or use their personal influence to address the matter.
- e) All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote and was not present for any

discussion, as applicable and was not included in the count for the quorum for that vote.

- f) Any new Board member will be advised of this policy upon receipt of the annual board member packet and all Board members will be reminded of the Board Member Code of Ethics and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
- g) This policy shall also apply to any person acting on the Board member's behalf.

## 2. Prohibition Against Sexual Harassment

TCOA strives to maintain an environment that is free from discrimination and harassment. All forms of harassment are strictly prohibited. Any board member who engages in discriminatory or harassing conduct is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by the Personnel Committee.

## 3. Confidentiality

Board members are reminded that confidential matters that are discussed in closed meetings should not be disclosed by Board members to anyone.

## 4. Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity and care. This includes:

- a) Making attendance at all meetings of the board a high priority.
- b) Being prepared to discuss the issues and business on the agenda and having read all background material relevant to the topics at hand.
- c) Cooperating with and respecting the opinions of fellow Board members and leaving personal prejudices out of all board discussions.
- d) Representing the Agency in a positive and supportive manner at all times and in all places.
- e) Showing respect and courteous conduct in all board and committee meetings.
- f) Refraining from intruding on administrative responsibilities of management, except to monitor the results and ensure that procedures are consistent with board policy.
- g) Observing established lines of communication and directing requests for information or assistance to the Board Chair, Executive Director, and Assistant Director.

### **Authoritative References**

- Michigan Public Act (P.A.) 162 of 1982, the Nonprofit Corporation Act: [MCL - Act 162 of 1982 - Michigan Legislature](#)
- Michigan Open Meetings Act, P.A. 267 of 1976: [MCL - Act 267 of 1976 - Michigan Legislature](#)
- Freedom of Information Act (FOIA) to include the FOIA Improvement Act of 2016: [FOIA.gov - Freedom of Information Act: Freedom of Information Act Statute](#)