

# GRAND HAVEN MASTER ASSOCIATION, INC.

## ETHICS POLICY

### AND CODE OF CONDUCT FOR DIRECTORS AND COMMITTEE MEMBERS Revised February 2024

The Board of Directors has adopted the following ethics policy for its board members and committees. This policy is intended to provide guidance with ethical issues and a mechanism for addressing unethical behavior.

#### 1. BOARD RESPONSIBILITIES

The general duties for directors are to enforce the association's governing documents and declarations, collect and preserve the association's financial resources, insure the association's assets against loss, and advocate for the community in its entirety. To fulfill that responsibility, directors must:

- a. Regularly attend board meetings.
- b. Review material provided in preparation for board meetings.
- c. Be prepared to discuss agenda items.
- d. Make reasonable inquiry before making decisions.

#### 2. PROFESSIONAL CONDUCT

- a. **Self Benefits:** Directors and committee members are prohibited from making any decisions that materially benefit themselves or their family members. Accordingly, no director or committee member may:
  - i. Solicit or receive any compensation from the association for serving on the board or any committee.
  - ii. Make promises to any vendor without prior approval of the board.
  - iii. Solicit or receive any gift, gratuity, favor, entertainment, loan or any other thing of value for themselves or their relatives from any person or company who is seeking a business or financial relationship with the Association.

- iv. Seek preferential treatment for themselves or others.
- v. Use association property, services, equipment or business for the gain or benefit of themselves or their relatives, except as provided for all members of the association.

b. **Confidential Information:** Directors and committee members are responsible for protecting the Association's confidential information. As such, they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director or committee member may disclose confidential information. Confidential information includes without limitation:

- i. Private personal information of fellow directors and committee members.
- ii. Private personal information of members of the association.
- iii. Assessment collection information against members of the association.
- iv. Legal action against members of the association.
- v. Legal disputes in which the Association is or may be involved. Directors may not discuss or otherwise disclose such matters with persons not on the Board without the prior approval of the Association's legal counsel. Failure to follow these restrictions could constitute a violation of the attorney-client privilege and loss of confidential information.
- vi. Conversations pertaining to sensitive issues that take place among Board members, Board appointed committee members, inspectors, or members of the Board's management team, shall be considered to be privileged and confidential and should not be discussed with anyone except members of the Board or the Boards' counsel.

In addition to the disciplinary action stated in 7(b) Violation of policy, any Board member in violation of the above may also be subject to removal from Board office and/or Board sanctioned assignments. Committee members may be removed from their respective committees, inspectors may be relieved of their assigned duties and management team personnel may be subject to discipline as determined by management company ownership.

c. **Misrepresentation:** Directors and committee members may not knowingly misrepresent facts. All association data records and reports must be accurate and truthful and prepared in a truthful manner.

- d. **Interaction with others:** To ensure efficient management operations, avoid conflicting instructions from the Board to management and avoid potential liability, directors and committee members shall observe the following guidelines:
- i. The president of the Board shall serve as liaison between the Board and management and provide direction on day to day matters. Directors may also contact management to obtain documents and other data necessary to make informed decisions and carry out assigned liaison duties.
  - ii. The president of the Board shall serve as liaison with legal counsel regarding all matter pertaining to the Association. In cases where the Board has directed the president to contact legal counsel for an opinion or a suggested course of action or where the president believes he/she should do so regarding an upcoming issue, he/she shall promptly inform the Board members of the response.
  - iii. Except for the president, directors or committee members shall not give direction to management or vendors.
  - iv. Directors and committee members are prohibited from harassing or threatening vendors, directors, committee members and residents, whether verbally, physically or otherwise.
  - v. When interacting with residents, individual directors or committee members may not make any commitments or decisions on behalf of the Board or the committee on which they serve without prior approval.
- e. **Proper Decorum:** Directors and committee members are obligated to act with proper decorum. Although they may disagree with the opinions of others on the Board or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors and committee members must focus on issues, not personalities and conduct themselves with courtesy towards each other, towards managing agents, vendors and members of the association. Directors shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Boards decisions.

It is imperative that the GHMA Board be viewed by members of the Association as a governing body which functions with the highest degree of integrity and professionalism. Therefore, the words and actions of any serving member of the Board or any of its committee members will reflect not only on that individual, but will ultimately reflect upon the Board as a whole. Regardless of the situation or setting, Board members and members of the Board's committees are expected to act in an appropriate, respectful and responsible manner which shall reflect their obligations to both the Board and the property owners of Grand Haven.

Therefore, members of the Board and members of its committees agree that posting on any social media site shall be limited to information pertaining to personal or household issues. Social media posts which contain negative or derogatory opinions of individuals, groups or organizations are not considered to be appropriate nor consistent with their responsibilities and are therefore prohibited.

All correspondence regarding the Board's position shall either come from the president or if necessary, legal counsel, after consultation with the Board at either a regular or special meeting. Any posting on a social media site which presents, explains or otherwise indicates the Board's position on an issue shall be considered correspondence and be handled as stated above.

### 3. WHEN CONFLICTS OF INTERESTS ARISE

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors and committee members should immediately raise such situations with the board. If appropriate, the Board will seek guidance from the association's legal counsel.

- a. **Disclosure and recusal:** Directors and committee members must immediately disclose any conflict of interest, whether their own or others. Directors and committee members must withdraw from participation in decisions in which they have a material interest.
- b. **Violation of policy:** Directors and committee members who violate the association's ethic policy are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to immediate disciplinary action as defined by State law and the existing declarations.

### 4. PLEDGE:

I have read the above ethics policy. I pledge to act in accordance with my obligations as described above.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_