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| POLICY TITLE: BOARD CODE OF CONDUCT | POLICY SECTION: GOVERNANCE PROCESS | POLICY NO: GP-3 |
| APPROVED BY: BOARD | REGULAR BOARD POLICY REVIEW FREQUENCY: EVERY TWO YEARS (ODD YEARS) | BOARD MONITORING OF BOARD COMPLIANCE FREQUENCY: EVERY TWO YEARS |
| DATE APPROVED: SEPTEMBER 28, 2010 | DATE REVIEWED/REVISED: DECEMBER 6, 2016, AUGUST 11, 2017, AUGUST 16, 2019, JUNE 29, 2021, AUGUST 16, 2023 | |

BACKGROUND

The Board supporting the well-being of scholars, the interests of the community, and the work of staff holds itself accountable to the residents of the district by ensuring that all action it takes is consistent with law and Board's policies.

The Directors acknowledge and accept the scope and extent of their duties. In the fulfillment of this charge, the Board is committed to rigorous, continual improvement of its capacity to govern effectively through policy by defining its beliefs/concerns in terms of values and its vision in terms of expectations.

The Board commits itself to and expects honest, ethical, transparent, business like and lawful conduct of Directors. Directors will conduct themselves in a professional, courteous, and respectful manner. This commitment includes proper use of authority and appropriate group and individual behavior and decorum while serving as Directors. Directors are expected to treat one another and staff with respect, cooperation, and a willingness to deal openly on all matters.

The Board has a responsibility to carry out its duties within the scope of its authority and in full compliance with applicable laws and regulations. The Board is entrusted with the responsibility for the oversight of the strategic future, the assets and business affairs of the Federal Way Public Schools and as such is expected to conduct its business in a fair, diligent, and ethical manner. Further, in conducting its business, integrity must underlie all relationships, including those with other Directors, the Superintendent, teachers, staff, scholars, parents, and the community. Directors will not engage in conduct or activities that may raise questions as to the Board's or individual Director's honesty, impartiality, fairness, reputation or otherwise cause embarrassment to the District. The Board must act within the bounds of the authority conferred upon it and with the duty to make and enact informed decisions and policies in the best interest of scholars and the District.

GP-3 Board Code of Conduct

The Board has adopted the following Code of Conduct for the Board:

Unconflicted Loyalty

Directors will represent the interests of the residents of the entire school district. This accountability to the whole district supersedes any conflicting loyalty to other advocacy or interest groups or membership on other Boards or staffs or the personal interest of any Director who is also a parent of a scholar in the district or a relative of an employee of the district.

Board Wholeness

Directors will not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

- a. Directors' interaction with the Superintendent or with staff must recognize the lack of authority vested in individual Directors except when explicitly authorized by Board policy.
- b. Directors' interaction with the public, press, or other entities must recognize the same limitation and the inability of any Director to speak for the Board except to repeat explicitly stated Board decisions/policies.
- c. Directors will not publicly express individual negative judgments about Superintendent or staff performance. Any such judgments of Superintendent's performance will be made only by the full Board, meeting in executive session as appropriate.

Board Conduct

The Directors will:

- a. Act in good faith, responsibly, with due care and without allowing their independent judgement to be subordinated.
 - i. Not attempt to use the Board position to improperly influence the discharge of official duties of district personnel or to commit an act of overt discrimination in violation of law or district policy.
- b. Exercise the degree of care, diligence, competence, and skill that a reasonably prudent person would exercise in comparable governance circumstances.
- c. Act in a manner to enhance and maintain the reputation and image of the District.
 - i. Not knowingly make false statements about the district, its employees, or other Directors.
- d. Be familiar with the incorporating documents, legislation, regulations, bylaws and Board policies of the district as well as the rules of procedure and proper conduct of a meeting, so that any decision of the Board may be made in an efficient, knowledgeable, and expeditious fashion.
- e. Make available to and share with fellow Directors information that may be appropriate to ensure proper conduct and sound Board decisions.
 - i. Not intentionally conceal material information necessary for the proper discharge of the duties of other Directors or the Superintendent.
- f. Not discuss individual judgements regarding individual employee performance directly with an employee, except for participation in Board deliberation about whether the Superintendent has established a reasonable interpretation and achievement of Board policy.
- g. Ensure that unethical activities not covered or specifically prohibited by the foregoing policy criteria or any other legislation are not condoned.

Board Conduct Commitments

In order to build and maintain productive and effective relationships, Directors will use a system of communication that builds mutual respect and trust.

Accordingly, Directors will:

- a. Exercise honesty in all communication.
- b. Demonstrate respect for each other.
- c. Focus on issues, not personalities.
- d. Assume and practice trust.
- e. Maintain focus on shared goals.
- f. Communicate in a timely manner to avoid surprises.
- g. Support majority decisions of the Board.
- h. Withhold judgment on issues until fully informed.

- i. Seek first to understand rather than to be understood.
 - j. Maintain confidentiality.
 - k. Openly share concerns, issues, and interests.
 - l. Assume a non-defensive posture, taking the initiative to communicate and ask questions for clarification.
 - m. Share information and knowledge.
 - n. Give direction as the whole, not as individuals.
 - o. Protect and promote the integrity and reputation of the district.
 - p. Support the Superintendent/staff in their roles.
 - q. Use board meetings to talk about board business or activities.
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GP-3.1 Conflict of Interest

Public office represents a trust created by the confidence the voters hold in the integrity of local government officials for the common good of the people. It is the expectation of the Board that all Directors operate under the highest ethical standards. A conflict of interest arises when a public official is unable to devote complete loyalty and singleness of purpose to the general public interest.

Given this, Directors will:

- a. Avoid conflict of interest with respect to their financial responsibility.
- b. Not conduct any private business or personal services between themselves and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
 - i. Not have any pecuniary interest, directly or indirectly, in any contract, purchase of material or activity paid from district funds except as permitted by law.
- c. Declare a conflict or potential conflict when the Board is to decide upon an issue about which the Director has a conflict of interest. This may occur at any point during the process. Such Directors will physically remove themselves not only from the vote, but also from the Board's deliberation regarding the matter.
- d. Not use their position to obtain employment in the organization for themselves, family members or close associates. Should a Director desire employment with Federal Way Public Schools, they must have first resigned from Board position. There must also have been a 'cooling off' period of a minimum of six (6) months.
 - i. The Board will neither employ the Superintendent's or Director's spouse nor any relative in their households except as permitted by law.
 - ii. No relative of a Directors will be shown preference for employment in any position.
- e. Disclose their involvement with other organizations, with vendors, or any other associations which may represent a conflict or the appearance of a conflict of interest.

A Director commits a conflict of interest ethical violation if they:

- a. Are beneficially interested, directly or indirectly, in any contract which may be made by, through, under the supervision, or for the benefit of the Board or the district, in whole or in part, except as specifically authorized by RCW 42.23.030.
- b. Vote in the authorization, approval, or ratification of a contract in which they are beneficially interested even through one of the exemptions in RCW 42.23.030 allowing the awarding of such a contract applies, or in which they have a remote interest authorized by RCW 42.23.030.
- c. Fails to disclose to the Board and have noted in the official minutes before the formation of the contract, and interest in a contract authorized by RCW 42.23.030, or any remote interest

authorized by RCW 42.23.030, or influences or attempts to influence any other Director to enter such a contract.

- d. Accepts, directly or indirectly, any compensation, gratuity, or reward from any other person that is or becomes beneficially interested in a contract with the district.
- e. Discloses confidential information gained through the Director's position except in compliance with a lawfully issued subpoena or court order, or uses such information for his or her personal gain or benefit.
- f. Uses their Board position to secure special privileges or exemptions for any person.
- g. Gives or receives, or agrees to receive, directly or indirectly, any compensation, gifts, reward or gratuity from a source except the district, for a matter connected with or related to the Director's services as a Director unless otherwise provided for by law.
- h. Accepts employment or engages in business or professional activity the Director should reasonably expect would require or induce them by reason of their Board position to disclose confidential information acquired by reason of their Board position.

GP-3.2 Confidentiality

Directors will maintain the confidentiality appropriate to issues of a sensitive nature, especially those discussed in executive session. All matters that are the subject of any closed portion of any meeting are confidential until appropriately disclosed in an open public meeting of the Board.

- a. All matters that are before a Board Committee are confidential unless they have been determined not to be confidential by the Chair of the relevant Committee following consultation with the Board President/CGO and the Superintendent.
- b. The information, materials and knowledge covered by this confidentiality policy include but are not limited to:
 - i. Information regarding appointment, employment relationships, and evaluation of the Superintendent and staff.
 - 1. Performance of management and related records including evaluations, compensation, contracts, employment conditions, and management succession plans.
 - ii. Information regarding strategic and long-range plans and programs which are not yet finalized and hence not ready for public discussion.
 - iii. Financial information including annual budgets, revenues, expenses, long-term capital expenditures, equipment purchases, and information relating to financial condition, such as debt, revenue, and losses.
 - iv. Information regarding adverse incident reports, threatened and pending litigation, litigation strategies, and defenses, and settlement plans.
 - v. All matters that are before a Board Committee are strictly confidential unless disclosed at a public Board meeting.
- c. No audio or visual record or electronic transmittal by any person of a closed portion of any meeting is permitted without prior approval by the Board President/CGO.

GP-3.3 Application of This Policy

Any person may file a complaint against a Director under this policy and such complaints shall be heard and evaluated in executive session pursuant to RCW 42.30.110 (1)(f) unless the Director requests a public hearing or meeting on the complaint.

A Director who has concerns regarding compliance with this Code of Conduct should raise those concerns with the Board President/CGO, who will determine what action will be taken to deal with the concern.

A Director who is alleged to have breached the Code of Conduct, will be informed in writing and will be allowed to present his or her views regarding the alleged breach at the next Board meeting in executive session. The complaining party must be identified. The Board may receive evidence, hear arguments, and take other action regarding the complaint as it sees fit. If the complaining party is a Director, they and the respondent Director shall absent themselves from the evaluation of the complaint. The Director who is the subject of the complaint may not participate in the evaluation of the complaint.

Following evaluation of the complaint, the Board shall take final action in open session, finding the complaint to be sustained, sustained in part, or not sustained. Directors who are found to have breached the Code of Conduct may be subject to censure or disqualification. Such action may take the form of an oral motion reflected in the minutes or a written resolution. If a complaint is sustained in whole or in part, the Board may by majority vote to censure the subject Director. The decision of the Board shall be final and not subject to appeal except as otherwise provided by law. Nothing herein shall prevent the Board, any member thereof, or any other person from referring the matter complained of to any outside authority at any stage of the process.

Directors will annually sign a Code of Conduct, Confidentiality, Conflict of Interest Declaration Form indicating that they have read and will comply with this policy (See Appendix 3.1).

GP-3.4 Process for Addressing Director Violations for Any Board Policy

The Board, individually and collectively, commits to full compliance with the provisions of the Board's policies. In the event of a school Director's willful and continuing violation of policy, the Board may seek remedy by the following processes:

1. Conversation, in a private setting, between the offending Director and the Board President/CGO or other individual member.
2. Discussion in a private session between the offending Director and the Board (as permitted by law).
3. Removal of the offending Director from a committee or other Board-designated responsibility, if appropriate.
4. Public censure of the offending Director of the Board.
5. In cases of non-attendance, declaration of vacancy of the seat in accordance with law.

POLICY DEFINITIONS

“Contract” means any contract, sale, lease, or purchase.

“Pecuniary Interest” means a financial, monetary, or economic interest.

“Conflict of Interest” occurs when a Director's private interest interferes in any way, or appears to interfere, with the interests of the organization as a whole. Conflicts of interest arise when such a member, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position as a Director of the district.



“Immediate Family” is defined as including spouse, life partner, child, parent/in-law, live-in grandparent or sibling.

“Improperly Influences” means to induce statements, conduct or action that is in violation of law, regulation, or district Board policies.

APPENDICES

Appendix 3.1 - Annual Director Declaration Form