



FSGA ETHICS AND DISCLOSURE POLICY

I. Policy Statement

The Florida State Guardianship Association and its Board of Directors have a responsibility to ensure that the activities of the Association are of the highest standard of integrity. This includes both a commitment to the Association and commitment to avoid conflicts of interest.

II. Policy Purpose

The purpose of this policy is as follows:

- A. To provide the Board of Directors of the Association with an ethical standard to guide their performance and conduct.
- B. To advise individuals of the responsibilities and obligations associated with the position of Director of the Association.
- C. To assure that the Board of Directors of the Association are free from influences which result from a conflict of interest.
- D. To assure that the appearance of a conflict of interest does not jeopardize the integrity of the Association or services to its clients.
- E. To inform individuals of the procedures to be followed and the potential consequences involved when a conflict of interest occurs.

III. Policy Definitions

A commitment to the Association is defined as accepting responsibility for assisting the Association in achieving its mission in the most professional and cost effective manner possible.

IV. Ethics Policy

A conflict of interest is defined here as self-dealing, where by reason of a Board Member's position, the individual initiates or is a party to actions or transactions which do not serve the best interest of the Association.

A conflict of interest may include, but is not to be limited to the following:

- A. Financial Gain.
 - 1. When a Board Member will receive financial or material gain by influencing a contract or relationship with a vendor providing services or products to the Association.
 - 2. When a Board Member will receive financial or material gain from a policy or decision of the Association

3. When a Board Member will receive financial or material gain or business advantage from proprietary information gained through responsibilities as a member of the Board of Directors, which is utilized in direct competition with the Florida State Guardianship Association.

B. Policy development and decision making.

1. When an Association policy or decision would favor an entity in which the Board Member has a significant relationship.

V. Procedure

A. Overview

1. Commitment to the Association

a) Membership on the Board of Directors or a committee of the Board requires that an individual accept responsibility for the commitment such a role entails. Such a commitment includes obtaining the information and training necessary to make informed decisions directed at furthering the mission of the Association. Any individual accepting such a responsibility must be willing to commit the time necessary to meet this responsibility.

b) Open and full discussion of issues within meetings of the Board of Directors and its' committees is essential to the decision-making process and therefore is encouraged. Members of the Board of Directors have a responsibility for publicly supporting the decisions of the Board of Directors. Negative statements regarding the Association which are made in a public manner may be detrimental to the Association and therefore are not acceptable.

B. Conflict of Interest

1. Financial Gain.

a) A Board Member will remove him/herself from all discussions and decisions on matters in which the Board Member will receive financial or material gain by influencing a contract or relationship with a vendor providing services or products to the Association.

b) A Board Member will remove him/herself from all discussions and decisions on matters in which the Board Member will receive financial or material gain from a policy or decision of the Association.

c) A Board Member will remove him/herself from all discussions and decisions on matters in which the Board Member will receive financial or material gain or business advantage from proprietary information gained through responsibilities as a member of the Board of Directors.

2. Policy Development and Decision Making

a) A Board Member will remove him/herself from all discussions and decisions on matters in which an Association policy or decision would favor or be in conflict with a Board Member, vendor, consultant or entity with which the Board Member has a significant relationship.

VI. Disclosure

A. A Board Member shall fully disclose, in writing, to the Executive Committee of the Association any area of potential conflict of interest.

1. All individuals serving in any position on the Board shall provide disclosure information. This includes Liaisons and the Designated Representative of any Chapter.

2. The Board Ethics Form and Disclosure Form will be signed on assumption of any position on the Board and at least annually thereafter. Upon adoption of this policy, members of the Board shall execute the required forms.

3. If a Board Member subsequently becomes aware of an area of conflict of interest, the individual shall immediately disclose that a conflict exists.

B. The Board of Directors may receive a suggestion that a conflict of interest exists for a Board Member from any source. The Board will review the reported conflict of interest. The Board will determine what impact the conflict of interest has on the decision making process and what steps need to be taken.

C. Where the conflict of interest has a significant long term impact on the ability of the Board Member to meet the responsibilities of his/her position, the Board of Directors and the individual involved will develop a plan outlining the steps which will be taken to minimize the effect of or eliminate the potential conflict of interest.

D. If a reported conflict of interest cannot be resolved by the Board and a Member then action shall proceed under the section below titled Discipline.

VII. Discipline

A. Commitment to the Association

1. A member of the Board of Directors or a committee of the Board whose attendance and participation in meetings is such that he/she is not meeting the responsibilities of the position may be considered to have resigned from the position. Two unexcused absences during a calendar year shall constitute insufficient participation.

2. A Board Member who makes public statements that are deemed detrimental to the Association may be asked to resign from her/his position on the Board of Directors of the Association.

B. Conflict of Interest

A Board Member may be removed from her/his position on the Board of Directors of the Association for failure to abide by the provisions of this policy which result from any of the following instances:

1. Receipt of financial or material gain from a contract, grant or relationship with a vendor providing services or products to the Association.

2. Receipt of financial or material gain or business advantage from proprietary information gained through responsibilities as a member of the Board of Directors which is used in direct competition with Florida State Guardianship Association.

3. Knowingly participating in discussions and decisions on matters in which an Association policy or decision would result in financial or material gain to the Board Member or favor an entity in which the Board Member has a significant relationship.

C. Review and recommendation

A suggestion of a failure to comply with the Ethics and Disclosure Policy shall be provided in writing to the Executive Committee and the Executive Director. The Executive Committee of the Board will review all occurrences for which a Board Member may have a conflict of interest. The Executive Committee shall refer the matter to the Board for consideration and action.

D. Removal of a Board Member

1. Upon consideration or the reported conflict of interest, the Board may take action to remove a Member. If the Board determines removal is necessary, it shall advise the Member within five(5) days. The Member will be given the opportunity to resign. If the Member does not resign within ten (10) days of being asked to do so by the Board, the Board will submit the matter to the membership for removal action within thirty (30) days. The requirement of a two-thirds (2/3) majority vote of the membership shall be based on those responding to the vote and shall not require a vote of two-thirds (2/3) of the entire membership.

BOARD OF DIRECTORS ETHICS STATEMENT

It is the policy of the Board of Directors of the Florida State Guardianship Association to ensure that the activities of the Association are of the highest degree possible and to assure that members of the Board are free from any negative influences caused by a conflict of interest.

I understand and respect the responsibilities inherent in membership on the Board of Directors. I recognize the necessity for making a commitment to be a trained and well-informed member and to committing the time necessary to meet these responsibilities.

I recognize the value of open and full discussion of issues within meetings of the Board of Directors as an essential part of the decision-making process.

I recognize the responsibility that members of the Board of Directors have to publicly support the decisions of the Board of Directors and to refrain from making any negative statements in a public manner regarding the Association.

I recognize the duty to avoid self-dealing or conflicts of interest where, by reason of my position, I allow transactions to occur, which might not benefit the Association, and which give the appearance of or have the potential for conferring a benefit, monetary or otherwise, upon myself or my relatives, friends, or business associates.

I agree to fully disclose in writing to the Board of Directors any area of ongoing, potential, or appearance of a conflict of interest.

I further agree that when I become aware of an area of conflict of interest during the course of a meeting, I will immediately disclose that a conflict exists and remove myself from all discussions and decisions on matters in which I have a conflict.

I am aware that violation of this policy may result in a request for my resignation and/or removal from my position on the Board of Directors.

I respectfully agree to electronically sign below, and promise to abide by the above regulations.

DUE DILIGENCE

Those in positions of responsibility and authority in the governance structure of an Association, have a "fiduciary duty" -- including duties of "care" and "loyalty" - to the organization. In simple terms, this

means that they are required to act reasonably and in the best interests of the Association, to avoid negligence and fraud, and to avoid conflicts of interest. Thus, this section is designed to address the issue of “Duties of Care and Loyalty.”

All volunteers who play a role in governance of an association or any of its segments, and all contracted staff or employees of an Association, owe duties of care and loyalty to the Association and are potentially liable to the Association should they fail to act consistently with those duties.

Procedure

1. The duty to act in the best interest of the Association

This duty is very broad, requiring volunteers, contracted staff, and employees to exercise ordinary and reasonable care in the performance of their duties, exhibiting honesty and good faith. An Association volunteer, contracted staff, or employee has the duty to exercise due care when acting on behalf of the Association, and to attempt to further the Association’s interest rather than the individual’s own interests or the interests of another party. The duty also imposes the obligation to protect any confidential information obtained while serving in a fiduciary role with the Association.

2. The duty to respect confidentiality and disclosure

Association volunteers, contracted staff, and employees are occasionally required to have access to confidential information or data. The need for confidentiality may arise because confidentiality is in the best interest of the Association or because disclosure of information or data could injure individuals or organizations. In some cases, confidentiality is required by law. In others, disclosure could risk liability for defamation.

Examples of confidential information may include:

- information generated by confidential self-regulatory processes such as standards setting, certification and accreditation, or business or professional code enforcement;
- opinions and other privileged information received from inside or outside counsel or other consultants;
- tax information and financial statistics and information;
- employment and compensation information and data that will be unduly invasive of personal privacy;
- trade secrets or confidential commercial information generated through the business endeavors of the Association or shared with the Association by outside business concerns on the condition of maintenance of confidentiality.

3. The Corporate Opportunities Doctrine

The duty of loyalty specifically prohibits competition by an Association volunteer or employee with the Association itself. Those individuals may generally engage in the same “line of business” or areas of endeavor as the Association, provided it is done in “good faith” and “without injury” to the Association. One form of competition that is not permitted is appropriating “corporate opportunities.” A “corporate opportunity” is a business prospect, idea or investment that is related to the activities or programs of the Association and that the individual knows, or should know, may be in the interests of the Association to accept or pursue. An Association volunteer or employed representative may take advantage of such corporate opportunity independently of the Association only after it has been offered to, and rejected by, the Association.

4. The duty of attendance

A Board member’s commitment to the Board and the Association is paramount in the performance of fiduciary and professional service to the Association. Attendance at Board meetings may well be the primary indicator of the level of commitment.

It is the expectation of the Florida State Guardianship Association that each Board member will accurately and continually assess both his or her level of commitment to his or her position on the Board, and his or her ability and/or willingness to meet this commitment and the expectations of attendance and involvement.

It is absolutely understood that commitments can change, as can demands on time and energy. However, it is the expectation that Board members will consider their ability to meet their commitment, and will tender a letter of resignation to the Board when and if other demands make full participation onerous or impossible. It is not an acceptable alternative to continue on the Board but not take active, contributive part in the activities of the Board, including attendance at meetings, in accordance with the Bylaws and Policies and Procedures of the Association.

Our Bylaws permit Board Members to participate in the Board work through use of a proxy.

We expect that:

- Appointment of a proxy will be an uncommon practice,
- In designating a proxy, the Board member will instruct his or her proxy on issues and actions items which will come before the Board, and
- The Board member will advise the Secretary or the Executive Director of his or her appointment of a proxy in advance of the Board meeting.

I respectfully agree to sign below, and promise to abide by the above regulations