



Downtown Chico Business Association

Board Member Code of Conduct

Purpose

This Code of Conduct establishes the expectations, responsibilities, and standards of behavior for members of the Downtown Chico Business Association (DCBA) Board of Directors. Board members serve as stewards of the organization's mission and are expected to act in the best interests of DCBA at all times.

1. Mission & Values Alignment

Board members shall:

- Uphold and advance the mission, vision, and strategic goals of the Downtown Chico Business Association.
 - Act in a manner that supports and strengthens the organization's reputation, credibility, and effectiveness.
 - Make decisions based on the collective good of the organization and the downtown business community, not on personal or individual interests.
 - Remain constructive and supportive of DCBA in both internal discussions and external communications.
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2. Ethical Conduct & Integrity

Board members are expected to demonstrate the highest standards of ethical conduct by:

- Acting with honesty, integrity, fairness, and accountability.
 - Being transparent in decision-making while respecting confidentiality requirements.
 - Avoiding actions or statements that could undermine trust in DCBA, its staff, or fellow board members.
 - Taking responsibility for their actions and decisions as a board member.
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3. Respect, Professionalism & Inclusivity

DCBA is committed to maintaining a safe, respectful, and inclusive environment. Board members shall:

- Treat all individuals—staff, fellow board members, volunteers, partners, members, and the public—with respect and professionalism.
 - Foster an environment free from harassment, discrimination, intimidation, or retaliation of any kind.
 - Respect diverse perspectives and engage in civil, solution-oriented dialogue, even in disagreement.
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4. Governance Role

The Board of Directors governs; staff manage day-to-day operations.

Board members shall:

- Focus on governance, strategy, policy, and fiduciary oversight rather than operational management.
- Not direct, supervise, or interfere with staff work unless explicitly authorized by the Board as a whole.
- Refrain from performing the job duties of staff or issuing instructions to staff outside of established reporting structures.

Staff Concerns

- Any concerns, complaints, or issues involving staff performance or conduct must be addressed **only** with the General Manager or the Vice President of Human Resources, in accordance with generally accepted human resources guidelines.
 - Board members shall not discuss staff complaints or personnel matters with anyone else, including other board members (outside of scheduled closed sessions), staff, members, or the public.
 - Personnel matters are confidential and must be handled through proper channels at all times.
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5. Conflict of Interest

Board members have a duty to act in the best interests of DCBA and avoid conflicts between personal interests and organizational responsibilities.

Board members shall:

- Disclose promptly and fully any actual, potential, or perceived conflicts of interest.
 - Refrain from participating in discussions, decisions, or votes where a conflict exists.
 - Not use their position for personal gain, financial advantage, or preferential treatment.
 - Comply with DCBA's Conflict of Interest Policy and annual disclosure requirements.
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6. Legal & Regulatory Compliance

Board members shall:

- Comply with all applicable federal, state, and local laws and regulations.
 - Adhere to DCBA's bylaws, policies, and procedures.
 - Act in good faith and with due care in fulfilling fiduciary duties of loyalty, care, and obedience.
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7. Confidentiality

Board members are entrusted with sensitive and non-public information.

Board members shall:

- Maintain strict confidentiality of all non-public information, including but not limited to:
 - Financial records and reports not designated as public-facing
 - Personnel and human resources matters
 - Legal, contractual, and strategic discussions
 - Internal board deliberations and organizational issues



- **Not share or discuss organizational issues, internal conflicts, personnel matters, financial details, or board discussions with individuals outside of the DCBA Board**, unless such information has been explicitly approved for public release by the Executive Board.
 - Use confidential information solely for DCBA purposes and never for personal benefit or external advantage.
 - Continue to honor confidentiality obligations even after their board service ends.
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8. Financial Stewardship & Confidentiality

Board members shall:

- Exercise responsible financial oversight in accordance with fiduciary duties.
 - Protect all non-public financial information and treat it with the highest level of confidentiality.
 - Do not share internal financial details outside of authorized board discussions or approved public disclosures.
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9. Reporting Violations

Board members have a responsibility to uphold this Code of Conduct and to address concerns appropriately.

Violations or concerns may be reported through one or more of the following channels:

- The Board President or Vice President
- The General Manager
- The Vice President of Human Resources
- The Executive Committee or full Board, when appropriate

Reports may be made without fear of retaliation. Retaliation against any individual who raises a concern or reports in good faith is strictly prohibited.



10. Disciplinary Actions

Failure to comply with this Code of Conduct may result in disciplinary action, which may include:

- Informal or formal warning
- Removal from board committees or leadership roles
- Censure by the Board
- Suspension or removal from the Board of Directors

The level of disciplinary action shall be determined by the Executive Board based on the nature, severity, and frequency of the violation. If the removal of a board member is recommended, the Executive Board shall convene a closed session to deliberate on the recommendation, after which a formal vote shall be conducted.

11. Acknowledgment

All Board members are required to acknowledge, sign, and abide by this Code of Conduct as a condition of service on the Downtown Chico Business Association Board of Directors.

By serving on the DCBA Board, members affirm their commitment to ethical leadership, respectful governance, and the long-term success of the organization.

Printed Name: _____

Signature: _____

Date: _____