

BRANFORD ELECTRIC RAILWAY ASSOCIATION, INC.
THE SHORE LINE TROLLEY MUSEUM

POLICY NUMBER 101
GENERAL

CODE OF ETHICS FOR MEMBERS OF THE BOARD

Purpose

As the governing body of a 501-3 (c) not-for-profit corporation domiciled in the State of Connecticut, the Board of Trustees is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties of care, obedience, and loyalty in pursuit of its mission. As such, each and every member of the Board of Trustees shall adhere to the following code of conduct.

Policy

Bylaws & Policies

Trustees must:

- Be aware of and fully abide by the by-laws and policies of the corporation, pursuant to the not-for-profit corporation laws (N-PCL) of the State of Connecticut.
- Ensure compliance of the corporation with all laws, regulations and contractual requirements
- Respect and fully support the duly made decisions of the board. in pursuit of the Duty of Loyalty owed by every member of the Board of Trustees.
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to the N-PCL.
- Work diligently to ensure that the Board of Trustees appropriately remains a policy-making, not an implementing, governing body.
- View and act towards the General Manager as the chief administrative officer with the sole responsibility for the day-to-day management of the organization and the implementer of board established policies.

Informed Participation

Trustees must:

- Attend all meetings of the Board and assigned committees.
- Keep well informed of all matters, including financial, that come before the Board and or assigned committees.
- Constructively and appropriately, bring to the attention of the Board, officers, committee chairs and/or General Manager any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies.
- Oppose, on the record, Board actions with which one disagrees.
- Do not commit to voting a particular way on an issue before participating in the Board or executive committee meeting considering the issue.
- Respect and follow the "chain of command" of the Board of Trustees.

Conflict of Interest, Representation & Confidentiality

Trustees must:

- Declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith best interests of the corporation, and conform with the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the Board of Trustees, pursuant to N-PCL.
- Do not accept or seek, on behalf of self or any other person, any financial advantage or gain other than nominal value (as defined and determined by the IRS) which may be offered as a result of the Board member's affiliation
- Maintain full confidentiality of information obtained as a result of Board service
- Represent the best interests of the corporation as defined by the Board of Trustees to the organization's constituencies, clients/customers, stakeholders, and the public at large including not taking any public position on any issue that is not in conformity with the official position of the corporation
- Speak positively of the organization to all current and potential stakeholders and constituencies
- Do not use or otherwise relate one's affiliation with the Board with the promotion of partisan politics
- Adhere to the decisions of the Board of Trustees as if they were one's own, only challenging those binding decisions that place the corporation in jeopardy, whether financial or otherwise.

Interpersonal

- Promote collaboration and partnership among all members of the Board
- Maintain open communication and an effective partnership with the General Manager
- Listen carefully to and respect the opinions of fellow Board members and the General Manager
- Be "solution focused", offering criticism in a constructive manner
- Always work to develop and improve one's knowledge and skills as a Board member

Approved by the Board of Trustees, March 10, 2012
Replaces policy "Adopted in Principle" by the Board of Trustees, October 10, 2009