

United States Breastfeeding Committee (USBC)		
Policy Number: 34	Board & Staff Leadership Code of Conduct	Adoption Date: 1/2015
Oversight Responsibility:		Review Date: 1/2020
Board of Directors Ethics Committee		Revision Date: n/a

Board & Staff Leadership Code of Conduct

Purpose

In order to build and retain the trust of the public, funders/donors, and member organizations, the members of the United States Breastfeeding Committee (USBC) Board of Directors and Staff Team will exhibit exemplary behavior by following this Code of Conduct.

Values

Service

The USBC is comprised of and serves many constituencies, with varying perspectives and needs. The members of the Board of Directors and Staff Team will work in collaboration to meet the USBC’s mission and vision, as defined by the Strategic Framework and guided by the values of the organization.

Openness, Transparency, Accountability

The USBC is committed to creating and nurturing an atmosphere of openness, transparency, and accountability. Board members are accountable to the public and member organizations, and their decision making is to be transparent. Rationales for decisions made will be freely shared, while respecting matters of a confidential nature. When individual member representatives are tasked with communication with external entities, when acting in the name of the USBC, they will also respect this Code of Conduct.

Integrity, Objectivity and Honesty

Board members and staff should not place themselves under any financial or other obligation to outside individuals or organizations that might influence the performance of their official duties. In conducting USBC business, decisions are made objectively, honestly, and based on merit. Board members and staff have a duty to declare any private interest relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Conflict Resolution

Conflicts between Board members, or between Board members and staff, will be resolved using the Complaint/Problem Resolution Procedure.

Board/Staff Partnership

There is a strong partnership between volunteer leaders and staff based upon common expectations, trust, collaborative planning, joint evaluation, strong communication, and mutual respect. Information flows directly between volunteers and staff at all times.

The Nature of Debate

The Board of Directors values respectful discussion, dissent and differences of opinion. It practices a philosophy of debate and constructive conflict resolution inside the board room, and unity and enthusiastic support for our common purpose outside. The Board respects the confidential nature of Board meeting discussions, and supports transparent publication of all decisions made.

Leadership Development

The Board of Directors recognizes the need for the continued development of new leadership. This includes creating opportunity for meaningful, equitable leadership by those from non-dominant groups historically underrepresented in governance.

Involvement in Affairs

Members of the Board of Directors are expected to be engaged in active governance of the USBC. This means being fully prepared for board meetings, monitoring and responding to USBC-related communications promptly, and participating in policy and strategic discussions relevant to our mission.

Consensus Decision Making

The Board favors a consensus-building, small democracy model of governance, with votes on motions used to reflect decision making. Board members will accept, support, and implement all decisions of the Board, even if those decisions were not arrived at unanimously.

How Matters Come Before the Board

The Board uses a published agenda, prepared by staff and the Board Chair, to timely address matters requiring consideration, vote, or fiduciary oversight.

Leadership

The Board's primary responsibility is strategic governance and policy-setting. It is the board that establishes direction, states desired outcomes, and determines the order in which polices will be implemented. Day-to-day operational management of the organization is the responsibility of the Executive Director and his/her staff.

Duty of Care

As a nonprofit 501(c)(3) corporation, the USBC requires that any elected member of the Board of Directors perform his or her responsibilities in their elected/appointed capacity in good faith and with the care that a reasonable and prudent person in a like position would use under similar circumstances.

Elected or appointed leaders must:

- Adopt and follow policies and procedures that provide for effective oversight of management.
- Attend and actively participate in board and/or committee meetings to which they are assigned so that they will have an opportunity to obtain the information necessary to make an informed judgment about matters on which they must make decisions on behalf of the nonprofit corporation.
- Ensure that the corporation acts in accordance with its tax-exempt status.
- Perform as an ambassador for the USBC and act in the best interests of the organization by engaging in positive, constructive, solution-oriented communications with existing and potential partners, funders, members, and the public.

Duty of Loyalty

The USBC requires that elected or appointed leaders always act in a manner that is the best interest of the USBC. Each leader's action must be for the benefit of the USBC, and not for the benefit of self or the member organization.

Elected or appointed leaders must:

- Refrain from conflicts of interest and disclose any potential conflict of interest to the Board of Directors.
- Keep the business of the corporation confidential except where the information is public knowledge or the Board of Directors consents to disclosure.
- Obtain prior permission from the Board Chair in order to represent USBC to an outside entity.
- Communicate information to outside entities in a way that is consistent with the Confidentiality policy.