

Board members should generally avoid discussing the specifics of board meeting discussions outside of the meeting itself, particularly when those discussions involve sensitive or confidential information. While board members may discuss general topics or areas of concern in a professional context, they should not share details about specific votes, decisions, or disagreements that occurred during a meeting.

Here's a more detailed explanation:

- **Confidentiality:**  
Board meetings often involve discussions about sensitive topics like financial matters, legal issues, or personnel matters. It's important to protect the confidentiality of these discussions to maintain trust and prevent potential harm.
- **Respect for the Board's Decision-Making Process:**  
Board members should respect the collective decision-making process and avoid publicly criticizing or undermining decisions that were made during the meeting.
- **Duty to the Organization:**  
As board members, there's a duty to act in the best interests of the organization, which includes maintaining confidentiality and respecting the board's decisions.
- **Legally Binding Agreements:**  
Many boards require members to sign confidentiality agreements (also known as nondisclosure agreements) to prevent them from disclosing confidential information discussed during meetings.
- **Maintaining a "One Voice" Approach:**  
Some organizations encourage a "one voice" approach, where board members agree to speak publicly as one entity, even if they had dissenting opinions during the meeting.
- **Focus on the Overall Goal:**  
Board members should focus on the organization's overall goals and strategies, rather than focusing on individual opinions or disagreements.
- **Professionalism:**  
Discussions about board meeting details outside of the meeting should be conducted professionally and respectfully.

In essence, board members should strive to be loyal to the board's decisions, even if they don't agree with them, and to keep confidential information discussed during meetings private.

## **Code of Conduct for the Board of Directors**

### *The Framework*

This Code of Conduct is a guide for members of the BPCA, Inc. Board of Directors (henceforth the "Board") and candidates for office. It is not intended to be exhaustive nor to provide specific guidance covering every conceivable circumstance that a member of the Board may encounter in his or her official capacity as a Board member. It shall be each

Board member's responsibility to adhere to these guidelines. This Code of Conduct should be taken as a whole. Selected provisions of the Code should not be used in isolation to justify any action or inaction. Nor should the absence of direct guidance in this Code on a specific issue be seen as excusing a Board member from considering the appropriateness of an action or inaction.

Each member of the Board will abide by this Code of Conduct, the BPCA, Inc. Bylaws, the BPCA, Inc. Code of Ethics, all other rules and regulations of the BPCA, and the Rules and Regulations of the AKC.

The Board will conduct the affairs of the BPCA, Inc. entrusted to it in good faith with honesty, due diligence, and reasonable competence. In particular, no member of the Board will act in any manner that casts doubt on his or her integrity and the integrity of the Board or any of its members.

No Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose, except as required by law, any confidential information related to the affairs of the BPCA, Inc. Each member of the Board will uphold the confidentiality of the Board of Directors with particular reference to any discussions conducted in a closed or executive session.

The Board will exercise proper authority and good judgment in its dealings with the membership, general public, and other individuals and organizations, and will respond to the needs of the membership in a responsible, respectful, and professional manner.

Each member of the Board will use information provided by the BPCA, Inc. for the performance of his or her duties as a member of the Board, and not for personal benefit. Members of the Board will not misuse BPCA property or assets and will at all times keep such property and assets secure and will not allow unauthorized persons to have access to them.

At the end of his or her term of office, a retiring Board member will surrender to his successor all reference materials and other club property entrusted to him or her during his or her term. Such return shall not excuse the retiring member from his or her continuing obligations of confidentiality with respect to information acquired during the course of his or her tenure on the Board.

The Board will serve the needs of the BPCA, Inc. and provide the members with a good example in both attitude and action. Above all, the Board must act in the best interests of the BPCA, Inc. and not for personal gain or enrichment. If conflicts of interest arise, Board members will identify them and remove themselves from any discussion or vote on the matter.

*The Commitment*

Accordingly, as a member of the Board of Directors of the BPCA, Inc., I will:

- Familiarize myself with the BPCA, Inc. Bylaws and procedures.
- Act always with integrity and to insure the integrity of the Board.
- Listen carefully to my fellow Board members, and carefully consider and respect their opinions.
- Participate actively in Board meetings, discussions, and actions and not discuss elsewhere what I am unwilling to discuss before the Board.
- Maintain regular contact with the committees to which I am assigned.
- Represent all BPCA, Inc. members and attempt to communicate their needs to the Board, bringing to the Board's attention any issues I believe will have a significant effect on our club, our breed, or our members.
- Refer complaints promptly and directly to the person(s) best able to deal with them.
- In the spirit of recognizing the authority of the majority, decisions of the Board should be supported even while respectfully advocating change regarding decisions which I am not in complete agreement.
- Stay well-informed about issues that come before the Board and help determine, monitor, and strengthen the organization's programs.
- Manage the club's resources effectively by responsible fiscal planning and due diligence.
- Promote teamwork among Board members, taking my fair share of the burdens and no more than my fair share of the credit.
- Ensure legal and ethical integrity and maintain accountability, leading by example and acting with integrity at all times.
- Consider myself a "trustee" of the organization and do my best to ensure it is well maintained for future members.
- Pass on to my successor, all club documents, materials, and other property entrusted to me as a member of the Board.
- Acknowledge conflicts of interest between my personal life and my position on the Board, and abstain from voting or attempting to influence issues in which I am conflicted.

As a member of the Board of Directors, I will not:

- Criticize fellow Board members or their opinions.
  - Use my position for my personal advantage or that of my friends or relatives.
  - Discuss the confidential proceedings of the Board outside of the Board either during or after my term of office expires.
  - Decide how I will vote on an issue until I have heard the discussion and have become fully informed on that issue.
  - Interfere with the duties or authority of other Board members.
  - Speak for or on behalf of the Board or the BPCA, Inc. unless specifically authorized to do so.
- (3/22/18)