

**ETHICS POLICY FOR  
DIRECTORS, ART JURY & COMMITTEE MEMBERS**  
adopted \_\_\_\_\_

The Board of Directors of Palos Verdes Homes Association has adopted the following Ethics Policy for its board members, Art Jury, and committees. This Policy is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

**A. BOARD RESPONSIBILITIES**

The general duties for Directors are to enforce the Association's governing documents (protective covenants, bylaws, rules, and regulations), collect and preserve the Association's financial resources, insure the association's assets against loss, and preserve and enhance the welfare, natural beauty, and attractiveness of neighborhoods. To fulfill that responsibility, Directors must:

- regularly attend Board meetings,
- review material provided in preparation for Board meetings,
- review the Association's financial reports, and
- make reasonable inquiry before making decisions.

**B. PROFESSIONAL CONDUCT**

In general, Directors, Art Jury and committee members must conduct all dealings with members of the Association, professional advisors, vendors, and employees with honesty and fairness, and safeguard information that belongs to the Association.

1. Self-Dealing. Self-dealing occurs when Directors, Art Jury, or committee members make decisions that materially benefit themselves or their relatives at the expense of the Association. "Relatives" include a person's spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person's residence. Benefits include money, privileges, special benefits, gifts or other item of value. Accordingly, no Director, Art Jury, or committee member may:

- solicit or receive any compensation from the Association for serving on the Board or any committee, except Art Jury members may be compensated, at the hourly rate determined by the Board, for time spent to review and approve projects,
- make promises to vendors unless with prior approval from the Board,
- solicit or receive, any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the Association,
- seek preferential treatment for themselves or their relatives,
- use Association property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the Association.

2. Confidential Information. Directors, Art Jury and committee members are responsible for protecting the Association's confidential information. As such they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no Director, Art Jury, or committee member may disclose confidential information. Confidential information includes, without limitation:

- private personal information of fellow Directors, Art Jury, and committee members,
- private personnel information of the Association's employees,
- disciplinary actions against members of the Association, and
- legal disputes in which the Association is or may be involved--Directors may not discuss such matters with persons not on the Board without the prior approval of the Association's legal counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and loss of confidential information.

3. Misrepresentation. Directors, Art Jury, and committee members may not knowingly misrepresent facts. All Association data, records and reports must be accurate and truthful and prepared in a proper manner.

4. Interaction with Employees, Vendors and Professional Advisors. To ensure efficient management operations, avoid conflicting instructions from the Board to management and avoid potential liability, Art Jury and committee members and Directors shall observe the following guidelines:

- The President of the Board shall serve as liaison between the Board and management and provide direction on day to day matters; and as liaison between the Board and legal counsel.
- Except for the President, Art Jury and committee members, and Directors may not give direction to management, employees, professional advisors, or vendors.
- Directors may not contact management after hours unless there is an emergency representing a threat of harm to persons or property.
- If Directors or Art Jury and committee members are contacted by employees with complaints, the employees shall be instructed to contact management or the Board as a whole.
- No Director may threaten or retaliate against an employee who brings information to the Board regarding improper actions of a Director, Art Jury, or committee member.
- Directors, Art Jury and committee members are prohibited from harassing or threatening employees, vendors, Directors, Art Jury members, committee members, residents, and owners, whether verbally, physically or otherwise.

5. Proper Decorum. Directors, Art Jury, and committee members are obligated to act with proper decorum. Although they may disagree with the opinions of others on the Board, Art Jury, or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, Directors, Art Jury, and committee members must focus on issues, not personalities and conduct themselves with courtesy toward each other and toward employees, managing agents, vendors and members of the Association. Directors shall act in accordance with Board decisions and shall not act unilaterally or contrary to the Board's decisions.

### **C. WHEN CONFLICTS OF INTEREST ARISE**

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors, Art Jury, and committee members should immediately raise such situations with the Board. If appropriate, the Board will seek guidance from the Association's legal counsel.

1. Disclosure & Recusal. Directors, Art Jury, and committee members must immediately disclose the existence of any conflict of interest, whether their own or others. Directors, Art Jury,

and committee members must withdraw from participation in decisions in which they have a material interest.

2. Violations of Policy. Directors, Art Jury, and committee members who violate the Association's ethic's policy are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to immediate disciplinary action, including, but not limited to:

- censure,
- removal from Art Jury or committees,
- removal as an officer of the Board,
- request for resignation from the Board,
- recall by the membership, and
- legal proceedings.

Prior to taking any of the actions described above, the Board shall appoint an executive committee to investigate the violation. The committee shall review the evidence of violation, endeavor to meet with the Director/Art Jury/committee member believed to be in violation, confer with the Association's legal counsel, and present its findings and recommendations to the Board for appropriate action. The Board shall endeavor to meet with the Director/Art Jury/committee member in executive session prior to imposing disciplinary action against that person.

#### **D. PLEDGE**

I have read the above Ethics Policy. I pledge to act in accordance with my obligations as described above.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print name: \_\_\_\_\_