

**MIDTOWN NEIGHBORHOOD ASSOCIATION  
BOARD OF DIRECTORS EXPECTATIONS**



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**1. MISSION AND VISION**

**1.A. Mission**

*To nurture our livable, vibrant, and evolving Midtown community through respectful collaboration among all classes, identities, and cultures*

**1.B. Vision**

*To make Midtown Sacramento the most healthy, inclusive, and sustainable mixed-use community in America*

**2. DUTY OF CARE, ETHICAL STANDARDS, PROFESSIONAL CONDUCT, CODE OF CIVILITY**

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**2.A.** A volunteer Board of Directors governs the Midtown Neighborhood Association. Board members are elected annually by the general membership. To fulfill their responsibilities, Board members agree to adhere to the duties and conduct as described in this document:

- Duty of Care
- Duty of Loyalty and Conflict of Interest
- Ethical Standards
- Professional Conduct
- Code of Civility

**2.B. Duty of Care**

*The Duty of Care calls upon Board members to participate in the decisions of the Board and to be informed as to the information relevant to such decisions. In essence, the Duty of Care requires that as a Board member I must:*

- **2.B.1. Be reasonably informed.** It is the duty of all Board members to seek and study the information needed to make a reasoned decision and recommendation on all business brought before the Board. Midtown Neighborhood Association will provide some of that information, but I must develop other information from independent sources.
- **2.B.2. Participate in decisions.** Board members are bound by responsibility to be active participants in decision-making. Absence from a meeting is no protection from my responsibility for decisions made at the meeting.
- **2.B.3. Make decisions with the care of an ordinary prudent person in a similar position.** As a Board member, I am required to exercise judgment of an ordinary prudent person who may be faced with a similar issue.

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#### **2.C. Ethical Standards**

*Midtown Neighborhood Association Board members must maintain high professional and ethical standards for the conduct of all activities within and outside of the Midtown Neighborhood Association. Areas of particular concern include professional conduct and conflict of interest.*

#### **2.D. Duty of Loyalty and Conflict of Interest** (adopted by the Board of Directors February 9, 2017.)

*The Duty of Loyalty requires Board members to exercise their power in the interest of the community and not in their own interest or the interest of another entity or person. A Board member's loyalty is to the Midtown Neighborhood Association and the community at large. In dispatching my Duty of Loyalty, as a Board member, I must:*

- **2.D.1.** Put the community's interests before my personal interests. I understand I must publicly disclose any conflicts and recuse myself from all discussions and voting on such matters.
- **2.D.2.** Be conscious of the potential for such conflicts of interest and act with candor and care in dealing with such situations.
- **2.D.3.** Recognize financial opportunity. If a potential financial interest exists, I understand I must inform the board and must abstain from participating in all discussions and voting.

#### **2.E. Professional Conduct**

*Midtown Neighborhood Association Board members must make an honest effort in the performance of their duties.*

- **2.E.1.** I will not make commitments or promises of any kind purporting to bind the Association without Board direction.
- **2.E.2.** I will act impartially and not give preferential treatment to any organization or individual.
- **2.E.3.** As a Board member, committee member or task force member, I will keep confidential all information identified by petitioners as confidential information.
- **2.E.4.** To the maximum extent possible, Board members should speak with one voice. Although there may be disagreements within the Board, a committee or working group sessions, once Board members leave the session, I have the responsibility to support the integrity of the process, whether or not I agree with the outcome.
- **2.E.5.** While Board members retain the right to express minority opinions, publicly airing dissension could strain interpersonal relationships and create distrust and conflict among Board members. Such stresses could undermine the Association's ability to effectively carry out its role as a neighborhood association.
- **2.E.6.** The goal of Board membership is to achieve diversity of backgrounds including opinions, ethnicity, race, sexual orientation, gender, disability, religion or economic status. While individual Board members represent the segments of the population from which they were selected, they also represent the greater good of the community.

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- **2.E.7.** As a courtesy to fellow Board members, guests, and the community, as a Board member, I commit to:
  - **2.E.7.a.** Arrive on time for meetings and not leave before the meeting adjourns.
  - **2.E.7.b.** Attend at least 75 percent of board meetings, special meetings, committee meetings on which I serve, and special events.
  - **2.E.7.c.** Make the best possible effort to understand the issues before me and “do my homework.” I owe it to fellow Board members, the public, and the decision-makers the Board works to influence.
  - **2.E.7.d.** Learn the Association’s bylaws, policies, procedures, and ethics rules. As a Board member, I will not knowingly violate any of the foregoing.
  - **2.E.7.e.** Abide by the Association’s meeting policies and procedures to create a safe and effective environment for conducting business.
  - **2.E.7.f.** Inform the Chair or Secretary if I will miss a meeting or need to leave early.
  - **2.E.7.g.** Promote and enforce a safe meeting environment at all times. If members of the public become disruptive and violate the rules of civility that we have pledged to follow, I will join my fellow Board members in demanding that such members of the public conduct themselves in a respectful and orderly manner, even if I agree with the point of view being expressed.
  - **2.E.7.h.** Make good-faith efforts to resolve any grievances that come before the Board.

### **2.F. Code of Civility**

*The Midtown Neighborhood Association seeks to ensure that our business is conducted in a respectful and courteous manner that generates respect and credibility for our association. By serving on the Association’s Board of Director’s, I agree to conduct myself at all times as a representative of the Association and according to the Association’s Code of Civility.*

### **2.G. Association’s Responsibility to Members of Board of Directors**

*MNA will be responsible to me in several ways:*

- **2.G.1.** I will be offered and can request opportunities to discuss with the board president MNA’s programs, goals, activities, and status.
- **2.G.2.** MNA will help me perform my duties by keeping me informed about issues in the areas in which we are working, and by encouraging my professional development as a board member.
- **2.G.3.** Board members and board officers will respond in a straightforward fashion to questions I have that I feel are necessary to carry out my responsibilities to MNA. Board members will work in good faith with me towards achievement of our goals.
- **2.G.4.** If MNA does not fulfill its commitments to me, I can call on the board president and other officers to discuss these responsibilities.

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BOARD OF DIRECTORS EXPECTATIONS**



***I have read and I agree to fully comply with the Midtown Neighborhood Association's Board of Directors Expectations. I understand that as a member of MNA's Board of Directors, I have a responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward.***

Signed:

\_\_\_\_\_ Date: \_\_\_\_\_  
Member, Board of Directors

\_\_\_\_\_ Date: \_\_\_\_\_  
Chair, Board of Directors

Approved by the MNA Board of Directors February 7, 2018