

# **Willow Wood Village**

## **Code of Conduct for Board Members**

**Approved by the Board of Directors on June 19, 2023**

A Code of Conduct can provide guidance to board members regarding their responsibilities. Given that being a board member is a volunteer position, a Code of Conduct can be very helpful not only to well-intentioned and inexperienced board members but also to those with considerable board experience.

When board members vote on and adopt a list of guidelines, it will make them stop and think about their behavior. In addition, other board members can point to the Code of Conduct when a board member starts to stray outside a given lane. It provides board members with an objective reference point against which to evaluate behavior.

In addition, board members will not be able to say that they were unaware that certain behavior was inappropriate.

### **1) Commit your time:**

- Make your service a priority
- Attend all meetings unless you have a valid reason for not attending, advise President or Vice-President in advance if not able to attend a meeting

### **2) Know your rules, your budget, and your HOA amenities and common areas:**

- Read, reread, and be well versed in your governing documents and prior minutes - your foundation as a board member
- Read all relevant materials before meetings so you're prepared to discuss issues and make sound decisions
- Be very well versed in your association's budgetary requirements and restraints
- Become an expert in your buildings and grounds. Know what it takes to maintain the building, the landscaping, the facilities, and the roof.

### **3) Remember your fiduciary duties:**

- Board members operate in a fiduciary capacity - you're entrusted with the operation of the association and doing what's in the association's best interest, not the best interest of individual owners.
- Make decisions on the merits, not because of a personal agenda.
- Don't solicit or accept gifts, gratuities, or favors, especially with those given with the intent of influencing a decision.
- Don't seek preferential treatment from board members, committees, contractors, or suppliers.
- Don't receive compensation for serving on the board.
- Don't advance a personal cause by using your position on the board to enhance your financial status through the use of particular contractors or suppliers.
- Make sure to abstain from voting on any issue for which you have a pecuniary interest.

#### **4) Know the professionals you're dealing with:**

- Be on a first-name basis with your property manager, CPA, and attorney so that you feel comfortable calling for advice and support.

#### **5) Always comply with your governing documents and relevant laws:**

- The Florida Statutes, the Declaration of Covenants, Conditions, and Restrictions (CC&R), the Articles of Incorporation, the bylaws, the rules and regulations

#### **6) Use competitive bidding:**

- Seek competitive bids for all projects over \$500 to avoid the appearance of impropriety in association contracts

#### **7) Always work within the association's framework and refrain from unilateral action:**

- Discuss board business only at board meetings, not at ad hoc meetings
- Refrain from discussing board business in common areas such as the pool and the courts
- Remember that the board speaks with one voice. If there's a board decision you disagree with, once it's made, support it.

#### **8) Always exhibit professional behavior:**

##### **Expected behavior:**

- Strive to model the highest standards of decorum in all communications
- Treat every person – other board members, homeowners, contractors and members of the public—with dignity, understanding, respect and decency
- Ensure that the community is free from discrimination, bullying and harassment in accordance with this code
- Be considerate, respectful and neighborly
- Strive for open dialogue between the board and association members
- Refrain from any demeaning, discriminatory speech or harassing behavior
- Don't harass association members or residents, and refrain from defaming anyone in the community, including your manager and attorney

##### **Unacceptable behavior:**

- Unacceptable behaviors include: intimidating, harassing, abusive, discriminatory, derogatory or demeaning conduct by any homeowner or site visitor
- The use of indecent, abusive or insulting words or expressions toward any other member, homeowner, contractor or member of the public
- Harassment includes: offensive verbal comments related to a person's race, religion, gender, color, national origin, age sexual orientation, marital status or disability as well as any form of intimidation

#### **9) Always exhibit professional behavior with Social Media:**

- The responsibility for creating and maintaining a respectful community and for being civil and respectful extends to social media platforms

- Once posted on social media, including the HOA platform TownSq, any material or comment is accessible to anyone with an internet connection
- As representatives of the HOA, members should act with discretion and be judicious in what material they post on social media
- Care should be exercised in debates or comments on contentious matters, as feelings and emotions can become inflamed very quickly
- No member shall use social media to publish anything that is dishonest, untrue, unsubstantiated, offensive, disrespectful, constitutes harassment or is defamatory or misleading in any way
- Where members provide a personal view or opinion on social media, members should take steps to ensure that such personal views or opinions are not construed to be those of the board of directors as a whole.

**Unacceptable behavior – HOA board members must refrain from posting content that falls under any of the following:**

- Profane, offensive, defamatory or violent in any way
- Personal attacks of specific groups or individuals
- Deliberately disorderly comments meant to abuse, harass, threaten, or intimidate (i.e. trolling)
- Spam, click-baits, links to files that contain viruses
- Content related to confidential association business (such as vendor negotiations or contracts)
- Content that fosters, advocates, or perpetuates discrimination based on a person's race, religion, gender, color, national origin, age, sexual orientation, marital status, or disability
- Any type of discrimination (at the sole discretion of the association)
- Sexual content or links to sexual content
- Content that encourages or conducts any activity that is offensive, harmful, or illegal in any way
- Content related to confidential or proprietary business information
- Personal information
- Copyrighted or trademarked content (such as images)
- Images of children without parental consent
- Content that promotes or advertises a product/service, brand, or individual
- Community gossip, rants or criticism
- Personal opinions as representing the association's views
- Political bias

**10) Maintain confidentiality of association matters when it's appropriate:**

- Never discuss board actions and decisions about any litigation the association is involved in outside board meetings

**11) Promptly disclose conflicts of interest, and take immediate action when one arises:**

- Promptly disclose any conflicts of interest at the beginning of each meeting
- Recuse yourself (leave the room) from the discussion and vote portion of the meeting for which you have declared a conflict of interest
- Insist that the minutes note that you've recused yourself from that portion of the meeting

*June 19, 2023*

**SCHEDULE A**

**STATEMENT OF COMMITMENT TO THE CODE OF CONDUCT**

I, (FULL NAME) \_\_\_\_\_, declare that, as a member of the Board of Directors of Willow Wood Village Homeowners Association, Inc, I have read and support the ***Code of Conduct for Board Members***.

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

Declared on \_\_\_\_\_, 20\_\_\_\_\_

Witnessed by:

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President, Willow Wood Village Homeowners Association, Inc.