



Meals on Wheels California Board Member Legal and Ethical Considerations

As statewide leaders of Meals on Wheels California (MOWCA), each member of the Board of Directors is held to high standards by the members of the association. Given the statewide, highly visible scope of the association and the fact that each Board Member is viewed as a reflection of the association, it is incumbent that members of MOWCA's Board adhere to the highest ethical and moral standards in their professional and personal lives while they are in office. MOWCA Board members must always act in a moral, ethical, and transparent manner, making decisions that are in the best interests of MOWCA as the collective whole.

Accordingly, the Board has adopted these Legal and Ethical Considerations to which Directors must adhere:

Standards of Conduct:

Fiduciary Obligations apply to every Director of MOWCA. A fiduciary is obligated to act in good faith and to discharge faithfully the responsibility of trust placed within that fiduciary towards the organization. Board Members of nonprofit organizations are stewards of the public trust. Fiduciaries are obligated to be accountable and responsible, using standards of reasonableness and prudence. Fiduciary responsibilities require Directors to stay objective, unselfish, honest, and trustworthy, and to provide effective oversight. Directors cannot undertake the requisite level of fiduciary responsibility without attending meetings, participating in deliberations, and interacting with other Board Members.

Duty of Care means using your best judgment. Board Members must exercise due care in all dealings with the organization and its interests. This includes careful oversight of financial matters and reading of the minutes, attention to issues that are of a concern to the organization and raising questions whenever there is something that seems unclear or questionable. It also includes attending Board meetings, ensuring accurate financial records and minutes and adopting policies that ensure effective oversight. Further, every Director has an obligation to disclose any information that is material to the discharge of the Director's decision-making.

Duty of Loyalty means putting your personal and professional interests aside for the good of the organization. Conflicts of interest, including the appearance of conflicts of interest, must be always avoided, and if unavoidable, must be disclosed when making decisions. This includes personal and professional conflicts of interest to, or conflicts with, other organizations which a Board Member is connected. This means that MOWCA exists to assist its Members and serve the public interest, not any special interests of any specific member of the Board. In situations of possible or real conflicts of interest, a Board Member needs to step aside and ensure that the action is recorded in the minutes of the meeting. Further, rules apply to the taking of a business opportunity by a Director. The duty of loyalty also includes a commitment to keep confidential all matter of a confidential and proprietary

manner, and that, while varying opinions should be articulated during Board meetings, Directors must speak with one voice in support of Board decisions at all other times, particularly to MOWCA Members.

Duty of Obedience means being true to MOWCA's mission. Obedience to the central purposes stated in the Articles of Incorporation and Bylaws, as well as adherence to the laws of the land, must guide all decisions. It is also essential that the Board makes certain MOWCA is following all laws and regulations that may apply to it.