

## **Board of Directors Conflict of Interest and Code of Conduct Policy and Disclosure Form**

In their capacity as directors, the members of the Board of Directors (the “Board”) of the HIGH COUNTRY ESTATES Association (“HIGH COUNTRY ESTATES”) must act at all times in the best interests of HIGH COUNTRY ESTATES. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below.

### **Conflict of Interest Policy**

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of HIGH COUNTRY ESTATES. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of HIGH COUNTRY ESTATES.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member’s obligations to HIGH COUNTRY ESTATES and the Board member’s personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to HIGH COUNTRY ESTATES. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or Executive Committee) members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to the HIGH COUNTRY ESTATES Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the HIGH COUNTRY ESTATES Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The HIGH COUNTRY ESTATES Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. It is every Board member’s obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, no Board member will receive compensation from the HIGH COUNTRY ESTATES HOA.
6. Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
7. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the HIGH COUNTRY ESTATES Executive Committee, as well as all other conflict information provided by Board members.
8. This policy shall also apply to any Board member’s immediate family or any person acting on

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his or her behalf.

## **Prohibition Against Sexual Harassment**

The HIGH COUNTRY ESTATES HOA strives to maintain a community that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the Association's policy to emphasize that sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct towards another Board member or a member of the Community is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible.

## **Confidentiality**

Board members are reminded that confidential financial, personnel and other matters concerning the Association or community members may be included in board materials or discussed from time to time. Board members are prohibited from disclosing such confidential information to anyone.

## **Active Participation**

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- a. Making attendance at all meetings of the board a high priority.
- b. Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- c. Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- d. Putting the interests of the organization above personal interests.
- e. Representing the organization in a positive and supportive manner at all times and in all places.
- f. Showing respect and courteous conduct in all board and committee meetings.
- g. Observing established lines of communication and directing requests for information or assistance to the executive director.

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## Acknowledgment and Disclosure Form

I have read the HIGH COUNTRY ESTATES Board Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a HIGH COUNTRY ESTATES Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the HIGH COUNTRY ESTATES President in writing.

### Disclosure of Actual or Potential Conflicts of Interest:

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Board Member Signature: \_\_\_\_\_

Board Member Printed Name: \_\_\_\_\_

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

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In the event a court of competent jurisdiction finds a provision of this policy void or otherwise unenforceable, the other provisions shall remain in full force and effect.

The Board of Directors reserves the right to change policy as needed.

Adopted by the Board of Directors of HIGH COUNTRY ESTATES HOA at a duly called meeting on the 22<sup>nd</sup> day of February, 2017                    .

The Conflict of Interest Policy is APPROVED.

MaryAnne Della Fera

3/08/2017

Signature/Date

President

Title