



# ORGANIC FARMERS ASSOCIATION

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## CODE OF CONDUCT

### CONDUCT POLICIES FOR GOVERNING COUNCIL, COMMITTEE MEMBERS, STAFF & INDEPENDENT CONTRACTORS

The Organic Farmers Association has adopted the following Code of Conduct that all Governing Council, Committee members, staff and independent contractors agree to adhere to by signing below:

#### 1. Confidentiality

Members of the Governing Council and OFA Committees, OFA staff and contractors, owe a fiduciary<sup>1</sup> duty of care to the Organic Farmers Association. This includes a duty of confidentiality. All information and documentation on policy, strategy development, and internal operations they receive from Organic Farmers Association and others in connection with their service on the Governing Council, OFA Committees or as staff or contractors must be treated with strict confidentiality. This information and documentation shall remain confidential until made non-confidential. Neither the contents nor the existence of this information or documentation may be shared with anyone other than the officers, council members, committee members, employees/contractors, and authorized agents of Organic Farmers Association. Members of the Governing Council, Committees, staff and independent contractors shall direct any questions regarding their confidentiality obligations to the Organic Farmers Association President of the Governing Council.

Organic Farmers Association recognizes there are individual farmers and organization representatives that work with other coalitions and alliances addressing organic policy issues. It is imperative that those serving the Organic Farmers Association only share strategies and information--both from the Organic Farmers Association and to the Organic Farmers Association--when it is approved (by that given collaborative).

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<sup>1</sup>Fiduciary duties include: a duty of care, a duty of loyalty, and a duty of obedience.

- The duty of care means that members of the Governing Council and all Committee members actively participate, attend meetings, are educated on the industry, provide strategic direction, and oversee management.
- The duty of loyalty requires members of the Governing Council and all Committee member to operate in the interest of Organic Farmers Association and not to use the position to further personal or organizational agendas.
- The duty of obedience requires members of the Governing Council and all Committee members to know the state and federal laws and regulations that apply. This includes the regulations and guidance issued by the IRS. Obedience to governing documents requires a deep understanding of the operating documents (by-laws, rules, policies and procedures) and a clear understanding of the difference between the terms “may” and “must” contained in those documents. Finally, obedience requires that members of the Governing Council and all Committee member not act outside the scope of the organization’s legal documents.

Organization representatives, who serve in an advisory capacity, may need to share details on an Organic Farmer Association issue with other staff (from its organization) in order to provide informed input. Any person from those associations consulted in this manner are also required to hold the discussion and information in confidence, and it is the responsibility of the Organic Farmer Association representative to make this clear at the outset of any conversation.

## 2. Conflict of Interest

Members of the Governing Council, Committees, staff and independent contractors, owe a fiduciary duty of loyalty to Organic Farmers Association. This duty requires them to avoid conflicts of interest and to act at all times in the best interests of Organic Farmers Association. The purpose of the conflict of interest policy (set forth below) is to help inform the Governing Council, Committees, staff and independent contractors about what constitutes a conflict of interest, assist them in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy applies to individuals serving on the Governing Council and other Committee members as described below:

- a) Governing Council and other Committee members have a fiduciary duty to conduct themselves without conflict to the interests of Organic Farmers Association. In their capacity as Governing Council or Policy Committee members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of Organic Farmers Association.
- b) A conflict of interest is conduct, a transaction or relationship that presents or might present a conflict with a Governing Council or other Committee member's obligations owed to the Organic Farmers Association and the Governing Council or other Committee member's personal, professional, business or other interests, whether by the individual member or by that member's immediate family or any person acting on his or her behalf.
- c) All conflicts of interest are not necessarily prohibited or harmful to Organic Farmers Association. However, full disclosure of all actual and potential conflicts and a determination by the disinterested Governing Council or other Committee (or Gov. Council Executive Committee) members – with the interested Governing Council/Policy Committee member(s) recused from participating in debates and voting on the matter – are required.
- d) All actual and potential conflicts of interests shall be disclosed by Governing Council and Committee members to the Gov. Council Executive Committee through the annual disclosure form and/or verbally or in writing to the Governing Council President whenever a potential conflict arises. Disinterested members of the Gov. Council Executive Committee shall make a determination as to whether a Confirmed Conflict exists and what subsequent action is appropriate (if any). The Gov. Council Executive Committee shall inform the Governing Council of such determination and action. The Governing Council 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.

- e) On an annual basis, all Governing Council and Committee 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 Gov. Council Executive Committee, as well as all other conflict information, if any, provided by Governing Council or Committee members.

### 3. Conflict of Interest in Meetings Procedures

- a) Before Governing Council or Committee action on an issue involving a Conflict of Interest, a Governing Council or Committee member, or staff or contractor having a potential Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- b) A person who plans not to attend a meeting at which he or she has reason to believe that the Governing Council or Committee will act on a matter in which the person may have a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c) A person who has a Confirmed Conflict shall not participate in or be permitted to hear the Governing Council's or Committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert influence with respect to the matter, either at or outside the meeting.
- d) A person who has a Confirmed Conflict with respect to an issue that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
- e) The person having a Confirmed Conflict may not vote on the Contract or Transaction and shall not be present in the meeting room or conference call when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

### 4. Prohibition Against Sexual Harassment

The Organic Farmers Association strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited. Any Governing Council or Committee member, staff or independent contractor, who engages in discriminatory or harassing conduct is subject to removal or termination.

### 5. Misconduct Complaint Process & Procedures

Complaints alleging misconduct on the part of a Governing Council or Committee member shall be submitted to the Executive Committee of the Governing Council. If a complaint involves a member of the Executive Committee, that member will be recused from all proceedings of the complaint process. Complaints will be investigated promptly and as confidentially as possible by a task force of the Governing Council appointed by the Executive Committee. The task force will report its findings and recommendation to the Executive Committee. Should the Executive Committee deem action is

warranted, the matter will be taken to the full Governing Council for action. Actions involving Governing Council or Committee members will be dealt with pursuant to the Removal clause in the Bylaws. If a complaint involves staff or independent contractor, the Executive Committee shall refer the complaint to the Sponsor.

#### 6. Active Participation

Governing Council and Committee 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 Governing Council and Committees 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) Respecting the opinions of and cooperating with fellow Governing Council and Committee members and leaving personal prejudices out of all Governing Council and Committee discussions, as well as supporting actions of the Governing Council and Committees even when the Governing Council or Committee member personally did not support the action taken.
- d) Putting the interests of the organization above personal interests.
- e) When representing the organization, act in a positive and supportive manner at all times and in all places.
- f) Showing respect and courteous conduct in all Governing Council and Committee meetings.
- g) Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with Governing Council policy.
- h) Observing established lines of communication and directing requests for information or assistance to the Organic Farmers Association Director.

#### 7. Duties of Staff and Contractors

Contractors and staff shall refrain from intruding on the powers of the Governing Council or Policy Committee.



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## CONDUCT POLICIES FOR GOVERNING COUNCIL, COMMITTEE MEMBERS, STAFF & INDEPENDENT CONTRACTORS

I, \_\_\_\_\_, recognize the important responsibility I am undertaking in serving as a member of the Governing Council and/or OFA Committees, OFA staff or contractors of Organic Farmers Association, and hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Governing Council and/or Committee member, or OFA staff or contractor and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Governing Council/ or Committee Member, pursuant to the requirements and processes provided in the organization's governing documents.

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

Name: \_\_\_\_\_

Position: \_\_\_\_\_

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



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## CONFLICTS OF INTEREST ACKNOWLEDGMENT AND DISCLOSURE FORM

I have read the conflicts of interest policy set forth above and agree to comply fully with its terms and conditions at all times during my service as an Organic Farmers Association staff, contractor, Governing Council or other Committee 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 Governing Council President in writing.

Disclosure of Interests, including businesses owned, investments, employment including contracted positions, and positions held in professional associations, whether by the individual member or by that member's immediate family or any person acting on his or her behalf:

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I acknowledge and agree that my selection for service on the Governing Council and/or Committee, or as contractor or staff, and the opportunities made available to me thereby, constitute good and valuable consideration for entering into this agreement, the receipt and sufficiency of which I hereby acknowledge.

### In my individual capacity:

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

Position: \_\_\_\_\_

Name: \_\_\_\_\_

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