

Board Agreement

(Internal & External Relations/Board Conduct/Ethics Statement/Collegial Conduct/Conflict of Interest)

Internal & External Relations/Board Conduct

CONFIDENTIALITY STATEMENT

Confidentiality is a hallmark of professionalism. NAMI California employees and Board Members:

Ensure that all information that is confidential or that is not publicly available is not disclosed inappropriately.

Ensure that all nonpublic information about other persons or firms acquired by NAMI California personnel is treated as confidential and not disclosed.

CONFIDENTIALITY POLICY

It is the policy of NAMI California that Board Members and employees of NAMI California may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with NAMI California to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom NAMI California has authorized disclosure. Board Members and employees shall use confidential information solely for the purpose of performing services as a Board member or employee for NAMI California. This policy is not intended to prevent disclosure where disclosure is required by law.

Board Members and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, Board Members and employees should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by unauthorized persons.

ETHICS STATEMENT

NAMI California staff and Board Members, should be dedicate to carrying out the mission of this organization. Staff and Board Members will do the following:

Recognize that the chief function of NAMI California at all times is to serve the best interests of its constituency.

Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct themselves with professional competence, fairness, impartiality, efficiency, and effectiveness.

Respect the structure and responsibilities of the Board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the Board.

Keep the community that NAMI California serves informed about issues affecting it.

Conduct the organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.

Exercise whatever discretionary authority they have under the law to carry out the mission of the organization.

Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.

Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all their activities in order to inspire confidence and trust in the Board's activities.

Avoid any interest or activity that is in conflict with the conduct of their official duties.

Respect and protect privileged information to which they have access in the course of official duties.

Strive for personal and professional excellence and encourage the professional developments of others.

ETHICS POLICY

NAMI California believes strongly that its members must uphold the highest standards of ethical, professional behavior.

- To hold paramount the safety, health, and welfare of the public in the performance of professional duties.
- To act in such a manner as to uphold and enhance personal and professional honor, integrity, and dignity of the profession.
- To treat with respect and consideration all persons, regardless of race, religion, gender, abilities, age, sexual orientation, gender identity or national origin.
- To engage in carrying out NAMI California's mission in a professional manner.
- To collaborate with and support other professionals in carrying out NAMI California's mission.
- To build professional reputations on the merit of services and refrain from competing unfairly with others.

CODE OF ETHICS FOR THE BOARD

The following code of ethics was adopted by the Board and sets forth the standards the Board expects from its members.

- To become familiar with and committed to the major responsibilities of a governing Board
 - Setting mission and purposes
 - Appointing the Chief Executive Officer
 - Supporting the Chief Executive Officer
 - Monitoring and evaluating the Chief Executive Officer's performance
 - Assessing Board performance
 - Insisting on strategic planning
 - Reviewing educational and public-service programs
 - Ensuring adequate resources
 - Ensuring good management
 - Preserving institutional independence
 - Relating to the community
 - Serving as court of appeals
- ◆ To support NAMI California's fund-raising efforts through personal giving in accordance with one's means (to both annual funds and capital drives), and to be willing to share in the solicitation of others.
 - ◆ To devote time to learn how NAMI California functions—its uniqueness, strengths, and needs, its place in the mental health industry.
 - ◆ To carefully prepare for, regularly attend, and actively participate in Board meetings and committee assignments.
 - ◆ To accept and abide by the legal and fiscal responsibilities of the Board as specified by institutional charter, bylaws, and state statutes and regulations.
 - ◆ To vote according to one's individual conviction, to challenge the judgment of others when necessary, yet to be willing to support the decision of the Board and work with fellow Board Members in a spirit of cooperation. To recognize that the Board President alone speaks for the Board.
 - ◆ To maintain the confidential nature of Board deliberations and to avoid acting as spokesperson for the entire Board unless specifically authorized to do so.
 - ◆ To understand the role of the Board as a policy-making body and to avoid participation in administration policy.
 - ◆ To learn and consistently to use designated institutional channels when conducting Board business (e.g., responding to staff and volunteer grievances, responding to inquiries concerning the status of a Chief Executive Officer search, etc.)
 - ◆ To comply with conflict of interest policy and disclosure developed by the Board.
 - ◆ To refrain from actions and involvement that might prove to be embarrassing or in contradiction to the organization and to resign if such actions or involvement develop.

- ◆ To make judgments always on the basis of what is best for the organization as a whole. That my personal or Affiliate agendas will not take precedence of the interests of NAMI California.

No Board Member may represent themselves as speaking on behalf of NAMI California to any group or organization without the President's authorization. When a Board member speaks on behalf of NAMI California, any honoraria shall be paid to NAMI California.

COLLEGIAL CULTURE

The NAMI California Board seeks to establish and maintain a collegial culture that enables vigorous debate and ensures respect for the diversity of thought and experience that make the Board the rich environment that it is.

All Board members share responsibility for upholding that culture. The NAMI California Board of Directors expects professional and respectful behavior of all its members as they carry out their duties in service to the NAMI California mission.

The following list, while not exhaustive, articulates expectations that NAMI California Board Members have of themselves:

- ◆ Recognize that the chief function of NAMI California at all times is to serve the best interests of our diverse constituency.
- ◆ Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
- ◆ Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.
- ◆ Act in such a manner as to uphold and enhance personal and professional honor, integrity, and dignity of the organization.
- ◆ Treat with respect and consideration all persons, regardless of race, religion, gender, abilities or disabilities, age, sexual orientation, or national origin.
- ◆ Engage in carrying out NAMI California's mission in a professional manner. To collaborate with and support other professionals in carrying out NAMI California's mission.

CONFLICT OF INTEREST STATEMENT

Employees and Board Members have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. The purpose of these guidelines is to provide general direction so that Board Members can seek further clarification on issues related to the subject of acceptable standards of operation.

An actual or potential conflict of interest occurs when a Board member is in a position to influence a decision that may result in a personal gain for the Board member or for a relative as a result of NAMI California's business dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the Board member is similar to that of persons who are related by blood or marriage.

No presumption of guilt is created by the mere existence of a relationship with outside firms. However, if a Board member has any influence on transactions involving purchases, contracts, or leases, it is imperative that he or she discloses to an officer of the organization as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

Personal gain may result not only in cases where an employee, Board member, or relative has a significant ownership in a firm with which NAMI California does business, but also when an employee, Board member, or relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction of business dealings involving NAMI California.

The materials, products, designs, plans, ideas, and data of NAMI California are the property of NAMI California, and should never be given to an outside firm or individual except through normal channels and with appropriate authorization. Any improper transfer of material or disclosure of information, even though it is not apparent that a Board member has personally gained by such action, constitutes unacceptable conduct. Any Board member who participates in such a practice shall be subject to disciplinary action by the full Board.

REASON FOR THE STATEMENT

NAMI California, as a nonprofit, tax-exempt organization, depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS, as well as state corporate and tax officials, view the operations of NAMI California as a public trust that is subject to scrutiny by and accountability to such governmental authorities as well as to members of the public.

Consequently, there exists between NAMI California and its Board, officers, and employees, a fiduciary duty that carries with it a broad and unbending duty of fidelity. The Board, officers, and employees have the responsibility of administering the affairs of NAMI California honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of NAMI California. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with NAMI California or knowledge gained therefrom for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

PERSONS CONCERNED

This statement is directed not only to Board Members and officers, but to all employees who can influence the actions of NAMI California. For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning NAMI California.

AREAS IN WHICH CONFLICT MAY ARISE

Conflicts of interest may arise in the relations of directors, officers, and employees with any of the following third parties:

- Persons and firms supplying goods and services to NAMI California
- Persons and firms from whom NAMI California leases property and equipment
- Persons and firms with whom NAMI California is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property
- Competing or affinity organizations
- Donors and others supporting NAMI California
- Agencies, organizations, and associations that affect the operations of NAMI California
- Family members, friends, and other employees

NATURE OF CONFLICTING INTERESTS

A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned in Section 3. Such an interest might arise through:

- Owning stock or holding debt or other proprietary interests in any third party dealing with NAMI California Holding office, serving on the Board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with NAMI California.
- Receiving remuneration for services with respect to individual transactions involving NAMI California
- Using NAMI California's time, personnel, equipment, supplies, or good will for other than NAMI California approved activities, programs, and purposes
- Receiving personal gifts or loans from third parties dealing with NAMI California. Receipt of any gift is disapproved except gifts of nominal value that could not be refused without discourtesy. No personal gift of money should ever be accepted.

INTERPRETATION OF THIS STATEMENT OF POLICY

The areas of conflicting interest listed in the prior sections and the relations in those areas that may give rise to conflict are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the Board Members, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described before exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of NAMI California.

However, it is the policy of the Board that the existence of any of the interests described in Section 1.6.4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of Board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

DISCLOSURE POLICY PROCEDURE

Disclosure should be made according to the NAMI California standards. Transactions with related parties may be undertaken only if all of the following are observed:

- A material transaction is fully disclosed in the audited financial statements of the organization;
- The related party is excluded from the discussion and approval of such transaction;
- A competitive bid or comparable valuation exists; and
- The organization's Board has acted upon and demonstrated that the transaction is in the best interest of the organization.

Disclosure involving directors should be made to the Board President, who shall bring these matters, if material, to the Board.

Disclosure in the organization should be made to the Chief Executive Officer (or if she or he is the one with the conflict, then to the Board President), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the Board President.

The Board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to NAMI California. The decision of the Board on these matters will rest in their sole discretion, and their concern must be the welfare of NAMI California and the advancement of its purpose.

RECUSAL

Board Members with a potential conflict of interest shall recuse themselves provided that the Board by majority vote may wave such conflict

(see next page for Disclosure Form)

NAMI California Board of Directors Conflict-of-Interest Form

Conflicts can arise from many ordinary and appropriate activities; the existence of a conflict does not imply wrong doing on anyone's part. But when conflicts do arise, they must be recognized and disclosed, and then eliminated or appropriately managed. Some relationships may create an appearance of conflict; those too, are important to eliminate or manage so that we may maintain public confidence in the integrity of our activities.

NAME	
Last Name	
First Name	
Middle Name	
HOME ADDRESS	
Street	
City, State and Zip	
PHONE NUMBERS & EMAIL ADDRESSES	
Work Phone	Best time to call:
Cellphone	Best time to call:
Home Phone	Best time to call:
Email, Primary	
Email, Alternate	

AREAS IN WHICH CONFLICT MAY ARISE: Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

- Persons and firms supplying goods and services to NAMI California
- Persons and firms from whom NAMI California leases property and equipment
- Persons and firms with whom NAMI California is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property
- Competing or affinity organizations
- Donors and others supporting NAMI California
- Agencies, organizations, and associations that affect the operations of NAMI California
- Family members, friends, and other employees

NATURE OF CONFLICTING INTEREST: A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned above. Such an interest might arise through

- Owning stock or holding debt or other proprietary interests in any third party dealing with NAMI California
- Holding office, serving on the Board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with NAMI California.
- Receiving remuneration for services with respect to individual transactions involving NAMI California
- Using NAMI California's time, personnel, equipment, supplies, or good will for other than NAMI California approved activities, programs, and purposes
- Receiving personal gifts or loans from third parties dealing with NAMI California. Receipt of any gift is disapproved except gifts of nominal value that could not be refused without discourtesy. No personal gift of money should ever be accepted.

Under this policy, do you have any potential or perceived conflicts of interest to disclose?

No, I have no potential or perceived conflicts of interest to disclose.

Yes, I have the following potential or perceived conflicts of interest to disclose:

I have read and understand NAMI California's conflict-of-interest policy and agree to be bound by it. I will promptly inform the Board president of any material change that develops in the information contained in the foregoing statement.

Signature: _____

Date:

Conflicts/Mediation Processes

Between Board Members

NAMI California Bylaws do not provide for a specific procedure to address conflicts within the Board. If direct discussion between the parties does not lead to resolution, it is advisable to engage the President as a mediator. One of the President's key roles is to help maintain harmonious relationships between Board Members.

Between Board Members and the Executive Committee

NAMI California Bylaws provide no procedure for resolving disputes. Direct discussions and a spirit of compromise usually are sufficient to handle difficulties.

Between Board Members and the Chief Executive Officer

Direct discussion with the Chief Executive Officer is an essential first step in resolving problems. If that is inadequate, the President should be informed.