

FACCM Board Of Directors Code Of Ethics

The Board of Directors of Florida Association for Child Care Management has adopted this Code of Ethics in order to:

1. Set forth certain of the values to which it will adhere in the governance of the Association.
2. Promote honest and ethical conduct by Officers and Directors by establishing standards to which they should conform, and
3. Provide guidance to Officers and Directors in carrying out their duties to the Association.

To discharge their duties the Directors have adopted the following principles for business conduct and ethical behavior.

Standard of Conduct:

Directors have a duty to manage or supervise the management and business of the Association. In carrying out this duty the Association expects that the directors shall act in good faith and shall exercise the care an ordinary prudent person in the like position would exercise under similar circumstances. The Board of Directors represents the best interest of the FACCM members by overseeing management performance on the member's behalf. Directors have a duty to support the Association by adopting only those public positions that conform to the official position of FACCM.

To this end the Board of Directors has committed itself to maintaining a high standard of Corporate Governance, which incorporates as its basis principles of good conduct and high ethical behavior.

A Director's *Duty of Care* refers to the responsibility to exercise appropriate diligence in overseeing the management of the Association, making decision and taking all necessary actions for the Association's benefit. Directors are expected to:

1. Attend and participate personally on Board and committee meetings;
2. Remain properly informed about the Association's business and affairs;
3. Devote appropriate time to review updates provided by the Association management, as well as reviewing Board materials prior to each meeting, to contribute to the collaborative governance and operations of FACCM.
4. Make inquires about potential problems that come to their attention and follow up until they are reasonably satisfied that the management is addressing them appropriately.

A Directors *Duty of Loyalty* refers to the responsibility to act in good faith and in the Association's best interest, not in the interest of the Director, a family member or an organization with which the Director is affiliated. Directors shall not use their position for their personal gain or for the personal gain of others. The duty of loyalty may be relevant in cases of conflict of interest and/ or collusion.

Obligations to FACCM

The Directors primary duty in their work is to protect and promote the best interest of the Association. When acting on behalf of the Association, Directors must act only in its best interest and only within the limits of the authority given to them. Relationships of any nature with the prospective or existing child care centers; schools, customers, competitors or regulators must not affect their independent and sound judgment on behalf of the Association.

Conflict of Interest:

Directors shall conduct their business and affairs in a manner that ensures their private or personal interests do not interfere or appear to interfere, with the interest of the Association including conflicts relative to personal, financial or other gains. The Directors shall be excused from any discussion and vote on any matter brought before the Board in which the individual has disclosed a conflict of interest.

Use of Position

The Directors shall not take advantage of their positions to obtain or provide inappropriate benefits for themselves, family members, business associates, friend or any person and/or people. Benefits will be deemed to be inappropriate if it could be perceived that they are obtained or provide through favoritism or conflict of interest.

Offering or Accepting Gifts and Benefits

Offering or accepting gifts or benefits from customers, suppliers, and others may present a conflict of interest and this is never acceptable. Generally, it is inappropriate to offer or accept gifts or benefits other than the normal exchange of hospitality between persons doing business together or token gifts exchanged as part of protocol.

Interpersonal

The Directors shall maintain proper business-like conduct, including the proper use of authority and decorum, when acting as a member of the FACCM Board. All Directors must act as good-will ambassadors for the Association, with positive communications regarding the organization, its members, its Board, and all current and potential stakeholders and constituencies. The Directors must promote collaboration and partnership among the FACCM Board of Directors, members and all key stakeholders in the early child care industry.

Confidentiality:

Director shall not disclose to anyone (excepting other Directors of the Association, designated employees, others as expressly designated by the Board of Directors, or

as required by law) confidential or proprietary information of the Association. Such “Confidential or Proprietary Information” shall include, without limitation, information conceived, originated or developed by the Association, discussions or correspondence, including emails, among the Directors or staff concerning existing or proposed policies or positions of the Association, financial information concerning the Association including business plans and budgets, marketing and member information, and any other information reasonably deemed to be confidential information of the Association. “Confidential or Proprietary Information” does not include information readily attainable from public information, published policies and positions of the Association, or information or correspondence expressly authorizing dissemination to the public. All Confidential and Proprietary Information now or hereafter acquired by a Director with respect to the Association is deemed a special and unique asset of the Association that is received by the Director in confidence and as a fiduciary, and the Director shall remain a fiduciary to the Association with respect to all such information.

Compliance with the Law:

The Directors shall conduct their business and affairs in full compliance with all applicable laws, rules and regulations and shall encourage and promote such behaviors for themselves, officers and employees. If there is any question as to whether an activity is restricted or prohibited, Directors should seek assistance before taking any action.

Protection and Proper Use of Common Assets:

Directors shall ensure that the Association’s assets are protected and properly and efficiently used for legitimate business purposes.

Use of Corporate Property

The property of the Association, including its premises, equipment, materials, software and data is only to be used for legitimate Association purposes. Association property shall not be used for personal purposes. Reasonable care and due diligence shall be exercised to protect Association property and documents against loss, damage and theft. All data residing/stored on or transmitted through our computing and communications facilities, including e-mail and word processing documents, is the property of the Association and is subject to access, inspection, retention, use and disclosure, in accordance with applicable laws.

Property Rights of Others

Directors must protect the ownership rights of others in their intellectual property and information, keeping such information confidential and using such information for authorized purposes.

Corporate Opportunities

Directors owe a duty to advance the Association’s legitimate interests whenever an opportunity arises and are prohibited from taking personal advantage of opportunities discovered through the use of corporate assets, property, information; and using or deploying corporate assets, information or their position for personal gain or for the personal gain of others.

Affirmative Obligation:

Directors whose conduct, action or inaction has failed to meet or whose future conduct, actions or inaction may not meet the principles and standards set out in this Code of Ethics must report such failure or anticipated failure immediately to the Board of Directors.

Violations

Violations of the Code of Ethics will not be tolerated. Any Director who violates the standards in the Code may be subject to disciplinary action, up to and including termination of directorship, and in appropriate cases, civil legal action or referral for criminal prosecution.

I, _____ (Print Name) certify that I have read and understand the FACCM Board of Directors Code of Ethical Conduct. I agree that my actions will comply with the stated goals and intent of the Code of Ethical Conduct. I further affirm that neither I, nor any member of my family or household, has an interest or has taken any action that presents a conflict of interest or impedes my ability to act in the best interest of the members of the Association.

Signature

Date

Witness

Date