

**THE PURPOSE OF THE NATIONAL FFA BOARD OF DIRECTORS IS TO:**

- (1) Represent the interests of the moral ownership..
- (2) Determine the benefits that the organization will provide, keeping a long term, strategic perspective, and
- (3) Monitor the operations to ensure that the Executive Limitations policies are being complied with and that the Ends (Outcomes) policies are being accomplished.

**The Board, as a group, represents the moral ownership of the organization.**

1. Board members' ethical obligation is to represent the entire ownership, not specifically the home organizations from which they are selected.
  - A. Appropriate broad-based input from the moral ownership must be sought and assimilated.
  - B. The full range of the views of the moral ownership as to purpose and cost to the organization must be incorporated into board deliberations, not just those points of view held personally by board members.
2. Although Board members are drawn from member organizations which are customers of the organization as well as its owners, Board members must distinguish and serve those interests that are incident to the role of owners, not that of customers.
  - A. Members as owners have the right to determine and delegate the purpose of the organization.
  - B. Members as customers are of direct relevance to governance only in that the board must (1) decide what benefits are to be provided to members, and (2) ascertain that members receive those benefits. Both actions are done on behalf of members-as-owners.
  - C. It is inappropriate for board members to bring into board meetings their home organization's customer relationship with the organization, except when part of a general board monitoring of CEO compliance with board policies about customer benefits or treatment.

## **THE BOARD WILL GOVERN LAWFULLY**

**The board will govern lawfully, observing the provisions of Public Law 105-225, the FFA Constitution, Bylaws, MOU with the US Department of Education, principles of policy governance, with an emphasis on:**

- outward vision rather than an internal preoccupation,
- encouragement of diversity in viewpoints,
- strategic leadership more than administrative detail,
- clear distinction of board and chief executive roles,
- collective rather than individual decisions,
- respecting the past while focusing on the future
- proactivity rather than reactivity.

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing.

The board will normally be the initiator of policy, not merely a reactor to staff initiatives.

The board will not use the expertise of individual members to substitute for the judgment of the board although the expertise of individual members may be used to enhance the understanding of the board as a body.

2. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives.

The board's major policy focus will be on the intended long-term effects outside the staff organization, not on the administrative or programmatic means of attaining those effects.

3. The board will enforce upon itself whatever discipline is needed to govern with excellence.

Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring continuance of governance capability.

Although the board can change its governance process policies at any time, it will scrupulously observe those currently in force.

4. Continual board development will include orientation of new members in the board's governance process and periodic board discussion of process improvement.

5. The board will monitor and discuss the board's process and performance at each meeting.

Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

6. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling group obligations.

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

**ACCORDINGLY, THE BOARD WILL PROVIDE:**

1. Authoritative linkage between the operational organization and the ownership. The Board has made a commitment to listen to, act on behalf of and be accountable to the moral ownership of the organization, as defined in Global Governance Commitment policy (GP #1). To carry out this important and fundamental role of governance, the Board commits to proactively communicating with constituent parts of the moral ownership, and using that information to determine the direction and priorities of the organization as articulated in the Board's Ends policies. The Board will solicit input and participation from other independent organizations in understanding and meeting the needs of our customers.
2. Written governing policies that realistically address the broadest level of all organizational decisions and situations.
  - A. Ends: Organizational impacts, products, effects, benefits, outcomes, recipients, beneficiaries, impacted groups, and their relative worth in cost or priority.
  - B. Executive Limitations: Constraints on executive authority, which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - C. Governance Process: Specification of how the board conceives, carries out and monitors its own task.
  - D. Board-Management Delegation: How power is delegated and its proper use monitored; the CEO role, authority and accountability.
3. Assurance of successful organizational performance on Ends and Executive Limitations.

## **BOARD MEMBERS' CODE OF CONDUCT**

The board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Board members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
  - A. There must be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
  - B. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote, but also from the deliberation
  - C. Board members will not use their positions to obtain employment in the organization for themselves, family members or close associates. A board member who accepts employment with the organization must resign from the board.
3. Board members may not attempt to exercise individual authority over the organization.
  - A. Members' interaction with the COO or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
  - B. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except explicitly stated board decisions.
  - C. Except for participation in board deliberation about whether the COO has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees or the COO.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for board deliberation.
6. Members will support the legitimacy and authority of the final determination of the board on any matter, irrespective of the members' personal position on the issue.
7. Members will contribute their time, talents, expertise and resources to the work of the organization.
8. With consideration of extenuating circumstances, a member is considered to have resigned if he/she is absent from 1 Board meeting in a year.
9. The board will adhere to core values of honesty, integrity, fairness, and respect.
10. The board's values are articulated in all four categories of its policies.