

Bexar County Master Gardeners

SUBJECT: B-4 – Duties of Confidentiality, Loyalty, and Care

POLICY:

Board Members owe a fiduciary duty of care to the Bexar County Master Gardeners. This includes a duty of confidentiality.

Board Members owe a fiduciary duty of loyalty to Bexar County Master Gardeners. This duty requires Board members to avoid conflicts of interest and to act at all times in the best interests of Bexar County Master Gardeners.

Board Members owe a fiduciary duty of care to Bexar County Master Gardeners. This duty encompasses the expectation of attending meetings, being on time, active participation in organizational planning and decision-making and making sound and informed judgments by reading materials and being prepared at board meetings.

This policy may be enforced against individual Board members as described below:

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of Bexar County Master Gardeners. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of Bexar County Master Gardeners.
2. A conflict of interest is conduct, a transaction or relationship that presents or might conflict with a Board member's obligations owed to the Bexar County Master Gardeners and the Board member's personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to Bexar County Master Gardeners. However, full disclosure of all actual and potential conflicts, and a determination by the Board of the Bexar County Master Gardeners 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 Bexar County Master Gardeners Executive Committee through the annual disclosure form and/or to the Board whenever a conflict arises. Disinterested members of the Bexar County Master Gardeners Executive Committee shall make a determination as to whether a prohibited conflict exists and what subsequent action is appropriate (if any). The Bexar County Master Gardeners 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.

On an annual basis, all Board Members shall be provided with a copy of this policy and required to complete and sign the included acknowledgment and disclosure form. All completed forms shall be provided to and reviewed by the Bexar County Master Gardeners Executive Committee, as well as all other conflict information, if any, provided by Board members.

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RATIONALE:

All information and documentation received from Bexar County Master Gardeners and others in connection with service on the Board must be treated with strict confidentiality. Neither the contents nor the existence of this information or documentation will be shared with anyone other than the officers, directors, employees, and authorized agents of Bexar County Master Gardeners.

The members of the board must make prudent and informed decisions, while taking reasonable steps to protect the assets of the organization and ensure that they are used to further the legitimate purposes of the organization.

The Board must understand what constitutes a conflict of interest to assist the Directors in identifying and disclosing actual and potential conflicts, and to help ensure the avoidance of conflicts of interest where necessary.

DATE APPROVED: 17 August 2017

DATE REVIEWED: 18 July 2019