



## **Board of Directors Position Description and Code of Ethics**

### ***Position Description***

The Directors of the Lord Fairfax EMS Council, Inc. are recommended by the various jurisdictions and organizations represented within the Lord Fairfax EMS Council region and fully voted in by the current Board of Directors. Persons who are engaged in the delivery of emergency medical services as well as residents of the region who have no professional or financial interest in emergency care are eligible for Board membership in accordance with the Council's Articles of Incorporation and its related bylaws.

Duties of a Board member include but are not limited to the following:

1. Serve as a representative of the public, in its interest, for the entire region served by the Council.
2. Establish policies and direct the affairs of the Corporation. Each director is entitled to one vote.
3. Elect the officers of the Council as provided in the Articles of Incorporation and Bylaws.
4. Establish and review, when needed, goals and objectives necessary to further the mission of the Council.
5. Sponsor and serve on such committees as necessary to carry out the objectives of the Council and its EMS agencies.
6. Arrange for the raising of funds for sufficient solvency and control the disbursement of such funds.
7. Employ and authorize such qualified persons as may be necessary to carry out the objectives of the Council.
8. Enter into such agreements with government or private agencies which will further and be consistent with the goals and mission of the Council.
9. Meet as a body six times per year for the purpose of conducting regular business of the Corporation and other special called meetings when required. Board members are expected to attend all regularly scheduled meetings and if they miss more than two meetings in a row, will be subject to replacement by their jurisdiction or organization they represent.
10. Attendance at all Board meetings is strongly encouraged and extremely important to stay up to date on all relevant issues. Meetings are typically held every other month beginning in February on a set date and time, currently the third Wednesday at 6:30pm. Board members are encouraged to put all meeting dates on their calendar well in advance to avoid potential conflicts. If Directors cannot attend a meeting, they're asked to notify the Executive Director as far in advance as

possible. Minutes from each meeting are distributed prior to the next regularly scheduled meeting electronically to all Directors, we ask that those be reviewed carefully, particularly for missed meetings. Directors may also call the Executive Director to get an update on what occurred at the meeting. The goal is to be as informed as possible if attendance is not possible at a meeting. If at any point during your tenure on the Board you cannot attend the regularly scheduled meetings, you're urged to resign your position.

11. Allow the President and duly authorized officials of the Council to publicly represent Council positions on relative issues, and authorize those individuals accordingly. Board members shall individually refrain from representing Council positions unless so authorized.
12. The only time a Director should ever enter into negotiations or act/represent on behalf of the Council is when the Director is expressly provided with direction to do so by the Board.
13. If a Director gets a call from a newspaper or someone within the community, please direct that person to the Executive Director. You're welcome to listen to the person's issue, but then simply indicate you will inform the Executive Director (or if it's about the Executive Director, the President) about the issue - but do not commit to any action - as actions must be made by the Board as a whole.
14. As a Director, if you have a problem with how a matter is being handled by the Board/Executive Director, you should feel free to contact the President for the Council. If the matter is regarding the President, you should then contact the Council's legal counsel. Please understand that the law firm represents the entity and not you individually - but that person can then hear the issue and advise the entity accordingly.
15. As a Director, if you see or believe any illegal activity is being conducted inside the organization, notify the Executive Director immediately. If the Executive Director is believed to be involved, notify the Council's President or legal counsel immediately.
16. Present, after every Board meeting, either oral or written reports to the political jurisdictions, professional organizations, agencies, or colleges you represent. Directors of the Council Board representing political subdivisions (jurisdictions) shall provide such report to the highest appointed or employed official or the elected officials as a whole. Directors of the Council Board representing professional organizations shall provide such report to the President of the organization, and, when possible, to the organization's members as a whole.
17. Complete professional development/management training yearly at a regularly scheduled Board meeting. This training will be coordinated by the Board President and Executive Director.
18. Complete an initial meeting upon successful appointment as a member of the Board of Directors with the Board President and Executive Director. This meeting will include review of all Council policies, plans, and committees and is to be conducted within the first 8 weeks of appointment after the Director has completed review of the *New Board Member Orientation Program* provided by the Executive Director.

## ***Code of Ethics for All Lord Fairfax EMS Council Board of Directors***

Members of the Board (including ex officio members of the board) shall at all times abide by and conform to the following Code of Ethics in their capacity as board members:

1. Each member of the Board of Directors will abide in all respects by the Lord Fairfax EMS Council's *Code of Ethics* and all other rules and regulations of the Council (including but not limited to the Articles of Incorporation and Bylaws) and will ensure that their membership in the Council remains in good standing at all times. Furthermore, each member of the Board of Directors will at all times obey all applicable federal, state, and local laws and regulations and will provide or cause to provide the full cooperation of the Council when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
2. Members of the Board of Directors will conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as the Board of Directors may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Council and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors.
4. Members of the Board of Directors will exercise proper authority and good judgment in their dealings with Council staff, agencies, and the general public and will respond to the needs of the Council's members in a responsible, respectful, and professional manner.
5. No member of the Board of Directors will use any information provided by the Council or acquired as a consequence of the Board member's service to the Council in any manner other than in furtherance of his or her Board duties. Further, no member of the Board of Directors will misuse Council property or resources and will at all times keep the Council's property secure and not allow any person not authorized by the Board of Directors to have or use such property.
6. Each member of the Board of Directors will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
7. Upon termination of service, a Board member will promptly return to the Council all documents, electronic and hard files, reference materials, and other property

entrusted to the Board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the Board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Board of Directors.

8. The Board of Directors dedicates itself to leading by example in serving the needs of the Council and its member agencies and EMS providers; and also in representing the interests and ideals of the provisions of emergency medical services at large.
9. No member of the Board of Directors shall persuade or attempt to persuade any employee of the Council to leave their employ of the Council or to become employed by any person or entity other than the Council. Furthermore, no member of the Board of Directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, vendor, contractor, or any other person or entity with an actual or potential relationship to or with the Council to terminate, curtail, or not enter into its relationship to or with the Council, or to in any way reduce the monetary or other benefits to the Council of such relationship.
10. The Board of Directors must act at all times in the best interests of the Council and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, Board members shall follow these guidelines:
  - Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Council; while the receipt of incidental personal or third-party benefit may necessarily flow from certain Council activities, such benefit must be merely incidental to the primary benefit to the Council and its purposes;
  - Do not abuse Board membership by improperly using Board membership or the Council's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; Board members shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
  - Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Council;
  - Do not engage in or facilitate any discriminatory or harassing behavior directed toward Council staff, members, officers, directors, meeting attendees, advertisers, sponsors, suppliers, vendors, contractors, or others in the context of activities relating to the Council;
  - Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special

treatment to such donor with respect to matters pertaining to the Council without fully disclosing such items to the Board of Directors; and

- Provide goods or services to the Council as a paid vendor to the Council only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.

*By signing this document I agree that I have read, understand, and will abide by the Board of Directors Position Description and Code of Ethics for the Lord Fairfax EMS Council for the duration of my tenure.*

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Signature

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Date