

Policy GP #5: Board Secretary Role and Responsibilities

As noted here and in the PCHS bylaws, the Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents. The Secretary may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.

- 5.1 The Secretary's job is to ensure that all Board and Board committee documents and filings are accurate, timely, and adhere to legal requirements, including privacy and confidentiality; to ensure that all such documents are properly stored and accessible; and to inform the Board Chair if the documents are not in compliance.

Further, the Board Secretary shall ensure that:

- Governance Policies reflect the most current Board decisions
- Requirements for format, brevity, and accuracy of Board agenda and minutes are met
- Draft Board minutes are prepared in a timely manner for Board review, and approved at the following regular Board meeting

- 5.2 The authority of the Secretary includes access to and control over Board documents.

Policy GP #6: Board Member Code of Conduct

Trustees commit to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Trustees.

- 6.1 Trustees must uphold the PCHS Charter and Bylaws and all other corporate documents.
- 6.2 To the best of their ability, Trustees shall communicate to the Board the interests, concerns, and priorities of the group they represent, but shall at all times make decisions based on the full findings of fact and the best interests of the residents of the State of California.
- 6.3 Trustees must not permit their stakeholder affiliation to interfere with their fiduciary duty to act in the best interests of PCHS as a whole.
- 6.4 Trustees must avoid conflicts of interest with respect to their fiduciary responsibility as further outlined in PCHS's Conflict of Interest Code. In circumstances where the existence of a conflict of interest may be unclear, Trustees are encouraged to discuss the matter with the Board Chair or full Board in order to ensure that the Trustee fulfills his or her fiduciary responsibilities.

- 6.5 Trustees shall exercise the powers and duties of their office honestly and in good faith, and exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- 6.6 Trustees must not make personal promises or take private action that may compromise their performance or responsibilities as a Trustee.
- 6.7 Trustees must not attempt to exercise individual authority over the organization.
 - 6.7a Trustees' interaction with the EDP or with any other PCHS employee must recognize the lack of authority invested in individual Trustees, except when explicitly authorized by the Board.
 - 6.7b A Trustee's interaction with the public, the press, or any other entity must recognize the same limitation set forth above. Individual Trustees may not speak for the Board, except to repeat explicitly stated Board decisions.
- 6.8 Trustees shall maintain strict confidentiality of any confidential matters discussed in closed session. Any violation of this duty shall result in appropriate sanction, which may include immediate dismissal from the Board.
- 6.9 In recognition of the high standards, trust, and responsibility required of those who serve on the PCHS Board, Trustees (whether or not acting in their official capacity as a Trustee) shall be respectful, judicious, and prudent when communicating with other Trustees, PCHS stakeholders, and the public. Further, Trustees must adhere to the requirements of the Brown Act when communicating with other Trustees.
- 6.10 Trustees shall be properly prepared for Board deliberation.
- 6.11 Trustees shall support the legitimacy and authority of the final determination of the Board on any matter, without regard to the Trustee's personal position on the matter.
- 6.12 Trustees shall volunteer to participate on standing and ad hoc committees as necessary to fulfill the Board's obligations.
- 6.13 Trustees who violate "Policy GP #6: Board Member Code of Conduct" or their duties to PCHS are subject to appropriate sanction by the Board including, without limitation, private admonishment, public censure, or removal.

GP #7: Board Committee

Board committees shall take direction from and report to the Board.

- 7.1 Pursuant to the Charter, the Board shall consider the recommendations of, and in