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## **BOARD OF DIRECTORS**

### **Code of Conduct**

#### *Introduction*

Members of the board of directors and staff carry certain duties and responsibilities for the well being of the organization. The Code of Conduct outlines some of those duties and responsibilities in accordance with governing documents.

#### *Confidentiality*

Board members and staff will have access to information, that if revealed to outsiders, could be damaging or sensitive to other members or staff, harmful to the best interests of the organization, or create legal liability. Information provided to the board and staff may concern personnel, financial, contractual, membership or legal matters. It will often be confidential and is intended for use in decision making and governance. Information shall be held in the strictest of confidence and shall not be divulged to any outside party, including other members, without authorization of the board president or organization executive director.

#### *Conflicts of Interest*

Board members and staff members owe a high fiduciary duty to the organization. Thus, no board or staff member shall maintain any business enterprise or other activity that directly conflicts with the interests of the organization. Any conflict of interest, or potential conflict of interest, shall be acknowledged and disclosed as soon as it is recognized.

#### *Other duties of the Board of Directors*

Work with other directors to establish effective board policies.

Make decisions only after full consideration at board meetings.

Make independent judgments and not be unduly influenced by individuals or special interest groups.

Encourage free expression of opinion among members of the board and seek systematic communications among members of the board, school board members and other members of the community, as appropriate.

#### *Violations*

Violations of the Code of Conduct may result in appropriate action, which may include removal of a board member from office or termination of a staff member.

Members of the Board of Directors and staff shall review and sign the Code of Conduct annually.

Reference: CABA Bylaws Section 6.7

Policy adopted by  
Board of Directors:  
1/14/09  
Revised: 6/1/11

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## **BOARD OF DIRECTORS**

### **Whistleblower Policy**

#### **Introduction**

CABE's Policies and Regulations and Code of Conduct requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of CABE must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

#### **Reporting Responsibility**

It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

#### **Retaliation**

No director, officer or employee who in good faith reports a violation of the Policies and Regulations and Code shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within CABE prior to seeking resolution outside of the organization.

#### **Reporting Violations**

In most cases, an employee's supervisor is in the best position to address any area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with any supervisor whom you are comfortable approaching. Supervisors are required to report suspected violations of the Code of Conduct to CABE's Executive Director or General Counsel, who have responsibility to investigate all reported violations.

Policy adopted by  
Board of Directors:  
1/14/09

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**BOARD OF DIRECTORS**

**Travel and Meal Expense Allowance**

CABE shall reimburse its Board of Directors members and official representatives for actual and necessary expenses incurred while attending authorized meetings or conferences consistent with guidelines developed by the CABE Executive Director. Issues concerning the appropriateness of specific expenses incurred by members of the Board of Directors during travel for CABE will be resolved by the President.

**BOARD OF DIRECTORS**

**Travel, Meal And Other Expense Allowance**

Individuals requested or authorized to travel or attend meetings for CABE will be reimbursed by CABE for all reasonable expenses which are incurred as a result of the travel and/or attendance at meetings. Employees or other individuals travelling for CABE with authorization are not expected to pay for reasonable expenses unless they choose to do so. All travel arrangements should be made as far in advance as possible and practical to ensure the most appropriate arrangements at the most economical rates. CABE does not authorize first class travel except in an emergency.

Reasonable expenses are for meals and transportation which are business related. When a meal is provided at an Association function and an individual elects to dine elsewhere, such meal expenses will not be reimbursed except when authorized by the President. Business related entertainment and car rentals are subject to the approval of the President. Exceptional expenses will be reviewed by and approved or disapproved at the discretion of the President.

Cash advances will be provided at the discretion of the Executive Director.

Expenses shall be submitted within sixty days of being incurred.

Receipts should be presented whenever possible. Reimbursement without receipts will be at the discretion of the President.

Regulation approved by  
Executive Director: 5/29/96  
Revised: 8/20/08

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**BOARD OF DIRECTORS**

**Automobile Expense Allowances**

Personal Automobiles

Personal automobiles shall be used for Association business only when use has been approved by the President. Automobile owners are responsible for automobile insurance coverage. Authorized representatives using their personal automobiles for approved Association business shall be reimbursed at a rate consistent with the amount allowable by the IRS.

Rental Cars

Rental cars shall be authorized by the President. Charges related to unauthorized rental cars shall not be reimbursed.

**BOARD OF DIRECTORS**

**Public Transportation Expense Allowances**

Public carrier fares are reimbursable if travel is for official Association business. Reimbursement shall occur on the least costly but practical means of transportation. For airplane and train travel, Association representatives shall travel tourist class unless such transportation is not available.

Regulation approved by  
Executive Director: 5/29/96

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**BOARD OF DIRECTORS**

**Telephone Calls**

Under normal circumstances, individuals travelling for CABE will be reimbursed for one personal telephone call of reasonable length each day while travelling. In extraordinary circumstances, and at the discretion of the President, CABE will reimburse individuals for additional calls.

## **BOARD OF DIRECTORS**

### **Lodging**

CABE employees, board of directors members or CABE representatives who are required to be away from home over night on CABE business will be provided with private rooms. If individuals choose to share a room, they are welcome to do so but it is not required.

When travelling for the association, reservations will generally be made in the hotel or meeting center where the majority of the meetings will be taking place. However, individuals not staying in the hotel meeting center where the majority of meetings will be taking place are expected to stay in medium priced hotels whenever possible. Exceptions can be made at the discretion of the President.

If a family member or spouse is traveling with a CABE representative, CABE will pay the single room cost and any additional cost will be paid by the employee, board member or CABE representative.

## **BOARD OF DIRECTORS**

### **Conflict of Interest**

CABE recognizes the unique nature of its Board of Directors, and the diverse array of knowledge and contacts that each Board member brings to their position. At times a Board member's particular expertise and connections may be of benefit to the Association in its purchase of goods and services. While CABE wishes to be able to avail itself of this expertise, it is also necessary for the association to take care that no real or seeming conflicts of interest arise in the conduct of Association business or in its purchasing procedures.

Therefore, should the Association consider the purchase/lease of any labor, equipment, supplies, or services from which a Board member will derive any direct or beneficial pecuniary interest, that Board member will declare his/her interest in the transaction and will refrain from any discussion or voting on the issue. Nor shall a Board member try to exert any undue influence on staff or other Board members to receive preferential treatment for themselves in the consideration of this transaction.

Likewise, if any member of the immediate family of a Board member is being considered for employment by CABE, that Board member shall refrain from any discussion or voting on this issue.

Any transgressions of this policy will be referred to the Executive Committee for review.

Policy adopted by  
Board of Directors: 11/30/95

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