

**POLICY NO. 10-115**

**REVISION DATE: October 26, 2004**

**SUBJECT: BOARD MEMBER MISCONDUCT**

**I. PURPOSE**

It is the purpose of this policy to provide for appropriate action to protect the Cooperative in the event of misconduct or misfeasance by a Board Director, and to define certain actions which shall constitute director misconduct, and to provide for due process protections to an accused director.

**II. POLICY CONTENT**

**A. DIRECTOR MISCONDUCT**

For the purposes of this policy, director misconduct or misfeasance shall include conviction of a director of a felony or of a misdemeanor involving moral turpitude, or purposeful conduct by a director in the exercise of his/her duties which is intended to harm the Cooperative, or dishonesty by a director in the exercise of his/her duties to the Cooperative.

**B. PROHIBITED SEXUAL HARASSMENT**

Definitions

Sexual Harassment means unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature as perceived by reasonable person when:

1. Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment:

2. Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual: or
3. Such conduct has the purpose or effect of interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment.

Examples:

Any and all activities described in the above paragraph are expressly prohibited. Without listing all prescribed activities, examples of prohibited activity include:

1. Use of any offensive or demeaning terms, which have sexual connotation.
2. Objectionable physical proximity or physical contact.
3. Any indication, expressed or implied, that an employee's job security, job assignment, conditions of employment, or opportunities for advancement depend or may depend on the granting of sexual favors to a director or to anyone.
4. Any action relating to an employee's job status which is in fact affected by consideration of the granting or refusal of social or sexual favors.
5. The deliberate or careless creation of an atmosphere of sexual harassment or intimidation.
6. The deliberate or careless expression of jokes or remarks of sexual nature to or in the presence of employees or other directors who may find such jokes or remarks offensive.
7. The deliberate or careless dissemination of materials (such as cartoons, articles, pictures, etc;), which have sexual content to employees or other directors who may find such materials offensive.

All directors shall be careful to treat the Cooperative Employees, Members and other Directors with respect at all times.

Complaint Procedure and Investigation

Any employee or director who feels that they have been subjected to sexual harassment in any form by a director shall report the incident immediately to the Cooperative General Manager. Complaints will be kept confidential to the extent possible, while allowing an investigation to proceed. Upon receipt the General Manager of a complaint of a director's sexual harassment, the General Manager shall advise the Board President. If the president is involved in the activity, the vice-president shall be advised. The General Manager and board President or Vice-President shall then conduct an investigation of the allegation. Investigation shall include interviewing the alleged harasser.

Any form of retaliation, including but not limited to derogatory comments, against individuals making harassment complaints, witnesses, or any other involved employees is against the Cooperative's policy and is strictly prohibited. Retaliatory activities will be treated as a violation of this policy.

#### C. REMEDY/ACTION FOR DIRECTOR MISCONDUCT

Any allegation of director misconduct or sexual harassment shall be reviewed by the Board of Directors exclusive of the accused director. The accused director shall have the right and opportunity to hear the complaint and all evidence of misconduct (including the results of any investigation of sexual harassment) and to address the remainder of the board on such allegations. The Board of Directors absent the accused director shall consider all evidence and make a determination (by majority vote) whether director misconduct has occurred. If the board determines that director misconduct has occurred, the board shall recommend appropriate action which may include (but not be limited to) mandatory training, a request for the resignation of the accused director, or commencement by the Cooperative of judicial proceeding for removal of the accused director pursuant to RCW 23B.08.090 et seq.

ATTESTING:

\_\_\_\_\_  
President

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Secretary

\_\_\_\_\_  
Date