

**Code of Ethics
for
Members of the
TPSS Board of Representatives**

The Board of Representatives believes it to be appropriate and useful to adopt a Code of Ethics to clarify any uncertainty, which may exist now or in the future. This Code of Ethics will address two issues:

- ❖ the authority of board or of individual representatives, and
- ❖ general rules applicable to representatives' conduct of co-op business.

The bounds of authority as outlined in this code serve as a medium by which greater unanimity and closer coordination can be effected between representatives, and among representatives, management and co-op employees. These principles are also meant to reflect the board's belief that operations matters are best handled by managers, and that the board governs best through long-term goal-setting, thorough monitoring, effective manager evaluation, and policy amendment.

AUTHORITY: The board recognizes its authority as being limited to overseeing the affairs of the cooperative in a manner deemed beneficial to the cooperative as a whole; to employing a manager to be responsible for the overall and day-to-day management of the business under the direction of the board; and to effecting other duties as provided by the bylaws or by general or specific corporate laws.

LIMITS TO AUTHORITY: Each representative recognizes that, except when the board is in formal meetings, his/her authority is equal only to the rights and authority of any individual member of the cooperative and that no individual representative may take action on behalf of the cooperative alone unless explicitly delegated that authority by action of the board.

MANGERIAL AUTHORITY: The board recognizes the authority of the manager, as provided in the bylaws or as established by general corporate practice~ to manage the affairs of the cooperative. The manager shall employ, supervise, and discharge all employees, agents and laborers and engage in all negotiations and discussions on behalf of the cooperative as necessary and/or directed by the board. Although it is part of the board's duty to monitor the personnel practices of the General Manager closely, board members must also "let management manage."

DISAGREEMENT: The board agrees that while an individual representative may disagree with a policy or action adopted by the majority of the board, he/she should support said policy or action as being the considered judgment of the board. Such an individual representative shall have the right and duty to present further evidence and argument to the board for further consideration in a manner consistent with the board's practices, and the board shall have the duty of reconsidering its actions appropriately.

CONFIDENTIALITY: The board and each individual representative agree that all representatives shall use the utmost of professional judgment and discretion in discussing disputed or confidential corporate actions, policies, or issues with co-op members, employees or the general public. All personnel, real estate, marketing, legal, strategic planning, and financial matters will be considered sensitive issues

subject to representative's good faith and discretion unless or until made specifically clear by action of the board as a whole.

PROFESSIONAL CONDUCT: At all times representatives shall recognize that they project an image as a representative of the cooperative and shall conduct themselves in a professional manner which fosters confidence and reflects positively on the cooperative, its members, and its staff. All representatives will respect the rights of others - representatives, staff, and members - to communicate their ideas free from interruption and without intimidation. All representatives shall affirmatively and, at any time, disclose any/all economic, personal, or professional conflicts of interest.

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