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The Columbus-Lowndes Convention and Visitors Bureau

Columbus-Lowndes Convention and Visitors Bureau
Board Meeting Policy

1. The Board of the Columbus-Lowndes Convention and Visitors Bureau (CCVB) shall meet on the third Monday of each month at 4:00 o'clock p.m. in the Boardroom of the CCVB offices at 117 Third St. South, Columbus, Mississippi 39701. No further notice shall be made for regular monthly meetings.
2. Special or emergency meetings may be called by the Board Chairman or as otherwise provided by law. Notice of said special or emergency meetings shall be posted in accordance with Mississippi law.
3. The Board may change or alter its regular meeting time or place by noting the change in its minutes.
4. Any member of the Board may participate in an official meeting of the Board of the CCVB by teleconference or video means. The public will have access to the meeting in the Boardroom of the CCVB offices.
5. The CCVB shall make an audio recording of the meeting, if a teleconference medium is used, or an audio/visual recording, if the meeting is held by video means. The recording shall be preserved by the CCVB for a period of three (3) years following the date of the meeting and shall be available to the public.

LEGAL REF: §25-41-5 of the Mississippi Code of 1972

ADOPTED DATE: May 20, 2013

Columbus-Lowndes Convention and Visitors Bureau
Code of Conduct & Conflict of Interest Policy

Purpose

The purpose of this policy is to clarify the Columbus CVB's expectations for its Board of Directors regarding a Code of Conduct so that conflicts of interest may be avoided. The Columbus CVB requests that Directors review this policy, agree to its provisions and acknowledge their agreement by executing the attached Annual Statement. Any questions regarding this policy should be directed to Chair and/or Executive Director.

Background

The Board of Directors of the Columbus CVB, collectively and individually, have a fiduciary duty of care and a duty of loyalty in performing their duties for the Columbus CVB. In performing duties for the Columbus CVB, Directors are expected to use the degree of care, skill, caution and diligence that a prudent person would use in handling corporate affairs.

Directors are also expected to perform their duties in good faith with the best interest of the Columbus CVB in mind. This means that Directors engage in ethical and professional conduct, exercising authority appropriately and acting with decorum. Directors must not seek to derive private gain from business transactions the Columbus CVB or advance their own personal or business interests at the expense of the Columbus CVB. In that regard, Directors have a duty to avoid potential or apparent conflicts of interest. To avoid the appearance of impropriety, it is important for Directors to be honest and open with one another at all times. It is particularly important for Directors to disclose relevant information regarding potential conflicts of interest so that any appearance of impropriety is avoided and the risk of liability is negated. This policy is designed to outline a Code of Conduct expected of Directors and to summarize pertinent information regarding conflicts of interest.

Ethics

No elected official of Columbus or Lowndes County, CVB Board Member, CVB/CHF Employee or immediate family member of any above named person, will request or directly/indirectly receive any public funds received by the CVB, nor will they have any financial interest in any event funded by the CVB. Furthermore, any above person will not be allowed on any documents that may be required to request or receive any of the above public funds.



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Conflict of Interest

A conflict of interest exists whenever a Director's personal or business interests are inconsistent with, adverse or harmful to the policies and interests of the Columbus CVB, or wherever such personal or business interest impair the Director's ability to fulfill his/her fiduciary obligations to the Columbus CVB. A conflict of interest also exists when a Director acts in a position of authority on an issue that is before the Columbus CVB in which the Director has financial or other interests. When there is a dual interest – or the appearance of a dual interest – for any Director, the potential for a conflict of interest exists.

When a Director has an interest in a transaction or event being considered by the Board, the Director is expected to disclose the conflict (or potential conflict) before any action is taken on the matter. In cases of potential conflict of interest, Directors must act to preserve and enhance public trust in the organization by putting the interests of the Columbus CVB ahead of all other business and personal interests by disclosing even the potential for a conflict.

In the course of serving on the Board, a Director may encounter a situation where his/her duty to the Columbus CVB may be affected by personal interests or obligations to another person or entity. Generally, a Director's conflict will be cleared of any consequence by full disclosure, made before any action is taken, and by approval of the action by a disinterested majority of Directors. The Director should excuse him/herself from that part of the meeting when the matter is discussed and must abstain from voting on the matter. The Director's absence from the discussion and abstention from the vote should be recorded in the minutes.

Code of Conduct

1. A Director must fully disclose her/her desire to engage in transactions with the Columbus CVB from which the Director will benefit.
 - Acts of self-dealing or private business or personal services constitute a breach of fiduciary duty. Full disclosure of any self interest(s) by a Director under this provision allows the Columbus CVB to procedurally control transactions and to insure openness, competitive opportunity and equal access to otherwise "inside" information.



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- A Director may not use his/her position to obtain, for him/herself or for family members, employment or contractual relationships with the Columbus CVB. Should a Director be considered for employment with the Columbus CVB, he/she must resign from the Board of Directors prior to the consideration of his/her candidacy. If the individual is not offered employment he/she may be considered in the future for a Board of Directors seat.
2. Directors have a duty of loyalty and fidelity to the Columbus CVB.
 - Directors are encouraged to support and endorse the goals and programs of the Columbus CVB. ~~If a Director individually opposes a Columbus CVB position, goal or program, it is expected that he/she will not publicly promote his/her individual views that openly conflict with the same.~~
 - It is not the Columbus CVB's intent to insist on absolute loyalty in all conflicts that may arise between a Director in his/her professional capacity and the Columbus CVB's positions, goals or programs. However, it is expected that a Director will disclose to the Columbus CVB any professional loyalties or positioning that conflict with the Columbus CVB's formal positions on issues. Professional conflicts arising under this provision of this Policy will be addressed on a case-by-case basis.
 3. Directors may not attempt to exercise individual authority within the Columbus CVB except as explicitly authorized by the Board or as set forth in the Board policies.
 - Directors are expected to understand and acknowledge that they lack individual authority in interactions with the Columbus CVB Executive Director or staff except as noted above.
 - Directors are expected to understand and acknowledge the same lack of individual authority as it relates to interactions with the public, press or other entities. A Director has no authority to speak for the Board or the Columbus CVB unless specifically authorized to do so.
 - Directors are expected to confine their public assessment of the performance of the Columbus CVB Executive Director or staff to the official process outlined in the Board policies.
 4. Directors are expected to interact with one another, outside entities or individuals, clients and staff in an ethical manner reflecting fair play, respect and straightforward communication.



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5. Directors are expected to maintain confidentiality of information that is proprietary and confidential to the Columbus CVB.
 - The term "Confidential Information" includes without limitation any confidential and proprietary information relating to the affairs of the Columbus CVB, its products and services, the Columbus CVB databases and programs; marketing, financial or personal operations and techniques; technical research data; Board of Directors' discussions; and letterhead and logos which are not otherwise publicly available, as well as personal information involving CVB staff.
 - Directors are expected to treat as confidential all matters involving the Columbus CVB until there has been general public disclosure or unless the information is a matter of public record or common knowledge.
 - Disclosure should only be made through the Columbus CVB's designated spokesperson; Executive Director, Board Chairman or other designated spokesperson.
 - A Director should not use confidential information for his/her benefit or for the benefit of any person or entity.
6. Upon completion of service as Director, the Director agrees that he/she will not keep, copy or deliver to any other person or entity, any and all items and copies of items containing Confidential Information.



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Columbus-Lowndes CVB Board of Directors
Annual Statement Concerning Possible Conflict of Interest

The undersigned individual acknowledges receipt of a copy of the Columbus CVB's "Code of Conduct and Conflict of Interest Policy" ("Policy") dated ___/___/___.

By signature affixed below, I understand and acknowledge my agreement with the spirit and intent of the Policy and I acknowledge my fiduciary duty and agree to report to the Chair or the Board of Directors any possible conflicts (other than those stated below) that may arise in the future.

Resolution Concerning Conflict of Interest

- I am not aware of any conflict of interest
- I wish to disclose the following relationships that might be construed as a conflict of interest.

Business(es) or Organization(s)	Relationship
_____	_____
_____	_____
_____	_____
_____	_____

Print Name _____

Company/Employer _____

Signed _____

Date _____

*This document was last updated May 20, 2013.



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No Public Servant shall use his official position to obtain, or attempt to obtain, pecuniary benefit for himself other than that compensation provided for by law, or to obtain, or attempt to obtain, pecuniary benefit for any other relative or any business with which he is associated.

"Relative" is the public servant's:

Spouse

Child

Parent

Sibling

Spouse of a relative (in-laws)