

Staff Code of Ethics

Article I. Duty of Good Faith and Loyalty.

A staff Member has a duty of good faith and loyalty to MAHC.

1. A staff Member owes allegiance to MAHC and must act in the best interests of MAHC while acting in his or her official capacity.
2. A staff Member should be diligent to ensure that MAHC's interests are pursued during all meetings of the Board of Directors.
3. A staff Member may not use his or her position for personal profit, gain or other personal advantage over MAHC members.
4. A staff Member is accountable to MAHC members for his or her official actions and can be held personally liable for fraud or breach of fiduciary duty in the conduct of MAHC's affairs.
5. A staff Member who exercises honest and reasoned judgment and acts reasonably and in good faith for the best interests of the MAHC will not be held liable for violation of his or her fiduciary obligation to the Board.
6. A staff Member should not discuss personal business during any meeting to advance his or her personal interests while in official session at the expense of MAHC.
7. A staff Member should not make personal attacks on other Board Members, MAHC staff or MAHC members while performing official duties. Disagreements should be directed to the disagreement, not the person who raises an opposing point of view.
8. A staff Member may not accept commissions or rebates that belong to MAHC for his or her personal gain.
9. A staff Member shall conduct his or her private life in a manner that befits the dignity of MAHC.

Article II. Duty to Use Care, Skill and Diligence.

A staff Member has a duty to use care, skill and diligence when carrying out official acts.

1. A staff Member is required to act honestly and in good faith, in a manner he or she reasonably believes is in the best interests of MAHC, and with the care that an ordinarily prudent person would exercise under similar circumstances.
2. A staff Member should use his or her best efforts to keep apprised of legislation or regulation that may affect MAHC.
3. A staff Member should seek the advice of experts when making decisions on behalf of MAHC's members in areas of competence in which the staff has not been trained.
4. A staff Member must serve the interests of all MAHC members impartially and without bias.
5. A staff Member must advocate that MAHC comply with applicable laws, codes, contracts and agreements to which MAHC is bound.
6. A staff Member is expected to make a diligent effort to become trained and skilled in good governance practices.
7. A staff Member is expected to obtain a working knowledge of laws that regulate MAHC.
8. A staff Member is entitled to rely upon information and reports presented by Officers or Board Members whom the Director reasonably believes to be reliable and competent.
9. A staff Member is entitled to rely upon legal opinions, financial statements, and other information relating to matters that the staff reasonably believes to be within the expertise of the person preparing the information.

Article III. Duty to Act Within the Boundaries of Authority.

A staff Member has a duty to act within the boundaries of his or her authority.

1. The authority of the staff is limited by the policy and procedures for MAHC and is defined in the Charter and By-Laws of MAHC. The Corporate Charter received from the State of Michigan defines the business that the Corporation can conduct. Its By-Laws describe how MAHC will be operated.
2. The staff is obligated to comply with the By-Laws of MAHC.
3. A staff Member's authority is limited to those acts that are transacted during the course of a duty.
4. A staff Member serving in official capacity may not violate government laws that regulate the operations of MAHC.

Article IV. Duty to Disclose Conflicts of Interest.

A staff Member has a duty to disclose every personal conflict of interest to the Board.

1. A staff Member is required to make a prompt and full disclosure of any material personal interest, either direct or indirect, he or she may have in a transaction to which MAHC is a party.
2. A staff Member shall not participate in discussions or deliberations on matters when a conflict is deemed to exist other than to present factual information or to respond to questions presented.
3. A staff Member who has disclosed a conflict should request that the disclosure be recorded in the official minutes of the meeting.

Article V. Duty of Confidentiality.

A staff Member may not divulge or profit from the confidential information learned while performing official duties.

1. A staff Member may not divulge or otherwise use for personal gain any personal information learned during the performance of official duties as a Member of MAHC.
2. A staff Member must hold confidential all matters involving MAHC members until such time as there has been general disclosure of that information.
3. A staff Member must not reveal confidential bidding information from contractors or provide unauthorized information to bidders about the review of bids.
4. A staff Member does not have the authority to peruse files that contain private information about individual MAHC members.

Article VI. Duty to Act Within the By-Laws.

A staff Member has a duty to participate in the operation of MAHC only as authorized by the By-laws or by the full Board of Directors.

- 1) A staff Member's primary obligation is of the day to day operations of MAHC
- 2) A staff Member should enforcement of policies of MAHC.
- 3) An staff Member is empowered to provide day-to-day work as authorized by the Board of Directors at a meeting of the Board of Directors.
- 4) An staff Member do not have authority to waive compliance with any policy of the entire Board of Directors.

Disclosure Statement

I have reviewed the MAHC staff Code of Ethics and agree to be bound by its provisions for the duration of my employment.

Name

Signature

Title

Date