

**IX.**  
**RECOMMENDED “DO’S” AND “DON’TS”**  
**FOR A DIRECTOR**

**1. Don’t:**

- (a) Use the director position for personal gain of any kind.
- (b) Accept gifts, fees, loans favors, or anything of value if it gives any appearance of inducing the director to compromise board responsibility.
- (c) Attempt to privately use the company manager and employees to gain detailed, special or in-depth information for the purpose of dominating board meeting discussions. In-depth and special information is available to individual directors, only with board approval.
- (d) Disclose details of board meetings to those who have no need to know.
- (e) Appeal a decision held by the majority of the board directly to the membership when an individual director supports a minority view.
- (f) Never ask for special treatment, favors or concessions from the manager or employees for an individual director or his or her constituents.
- (g) Give instruction, directions, or orders on conducting the daily affairs of the company to the manager or other employees.
- (h) Question employees, other than the manager about internal situations or company problems.
- (i) Deal with employees except through or with the manager.

- (j) Make commitments as an individual director in the name of the company.
- (k) Embark on a personal investigation or audit of the company’s operations without board approval.
- (l) Neglect, as a board, to appraise the manager’s performance at least annually and discuss the results with the manager.
- (m) Fail to adopt a meaningful executive compensation plan.

**2. Do:**

- (a) Attend meetings diligently.
- (b) Accurately record the minutes of the meeting.
- (c) Have your dissenting vote on board action recorded in minutes.
- (d) Be on time to meetings.
- (e) Be attentive.
- (f) Become informed, study your information packet prior to meeting.
- (g) Attend your industry meetings and seminars to keep abreast of the changing time.
- (h) Ask questions until you are fully advised.
- (i) Make your own best decision, based on the information you have on the issues. If information is insufficient - postpone decision until better advised.