

## Code of Interpersonal Conduct for the Board of Commissioners of the Salem Housing Authority

### Statement of Purpose

This Code of Interpersonal Conduct is intended to encourage constructive and effective interactions by board members, both among themselves and with others. This Code of Conduct does not override other codes and policies that cover board members, such as the state code of conduct for public officials and employees.

### General

Board members should treat other people with courtesy and respect. This includes tenants, staff, members of the public, and each other. Questions, disagreements, and complaints can all be communicated courteously and respectfully directly to the Executive Director. Board members should be aware that their words and behavior can affect others' feelings and can affect the SHA's reputation.

The perception of courtesy and respect is subjective. A board member should balance a "reasonable person" standard with an individual's expressed feelings. That is, a board member should consider whether a behavior would be considered courteous and respectful by a reasonable person given generally understood social norms, but a board member should also consider whether an individual person has stated that they find a specific behavior discourteous or disrespectful and has asked for the behavior to stop.

### Conducting Oversight

According to the training manual for local housing authority board members, the board is responsible for, among other things, setting and revising SHA policy; ensuring that the SHA is operating in compliance with federal, state and local laws, regulations, rules and guidelines; ensuring that fiscally sound practices are implemented in accordance with state guidelines, the EOHLC\* accounting manual, and other applicable laws and regulations; and overseeing all aspects of the employment of the executive director.

### Conduct with Respect to Tenants

According to the training manual, board members should encourage and support tenant participation in the administration of the SHA. The board will treat the state regulations regarding tenant participation as a minimum starting point.

### Conduct with Respect to the Executive Director

As stated above, the board oversees the executive director. Among other things, the executive director is in charge of implementing SHA policies; acting in compliance with laws, regulations, rules, and guidelines; and overseeing the SHA staff.

### Conduct with Respect to SHA Staff Other than the Executive Director

Board members should not assign tasks directly to SHA staff. Tasks are assigned to SHA staff by the executive director.

### Board Meetings

The chairperson and/or vice chairperson, with the advice of the executive director, set(s) the agenda for each board meeting.

Board members are expected to attend all or most board meetings. Occasional excused absences are acceptable.

Board members should come to meetings having read the materials necessary to participate fully.

The board uses Robert's Rules of Order, simplified or modified as agreed upon by the board. The formality of Robert's Rules promotes courteous deliberations and helps the board to conduct effective meetings.

Board meetings are presided over by the chairperson. In accordance with Massachusetts Open Meeting Law, no one may speak at a board meeting without permission of the chair, and all persons must, at the request of the chair, be silent.

The chairperson will decide whether public comment will be taken at a board meeting and, if so, for how long. The chairperson will conduct any public comment in accordance with Open Meeting Law and the US and Massachusetts constitutions. The chairperson will encourage, but cannot require, that individuals participating in public comment show courtesy and respect to others.

### Fiduciary Duty

Board members have a fiduciary duty to the SHA. This is a duty to act in the best interest of the organization, with good faith, loyalty, and due care. According to training from the Massachusetts Office of Inspector General, among other things, fiduciaries such as SHA board members should:

- Exercise care when making decisions by asking questions and obtaining information
- Actively oversee the executive who leads the organization
- Actively monitor and protect public expenditures

Accordingly, the following behaviors by board members should not be construed as hostility or as creating a hostile workplace:

- Holding board meetings that last longer than one hour or holding more than one board meeting per month
- Voting against an agenda item whose passage was suggested by the executive director
- Tabling an agenda item for further research or for further discussion at the next board meeting
- Questioning an expenditure or asking if a less expensive alternative can be found
- Requesting that the executive director implement best practices for compliance rather than the minimum required by law
- Requesting that the executive director implement new procedures or technological changes to aid the efficient functioning of the board or to improve tenant or public experience of the SHA website, etc.
- Discussions about DEI including racism, bias (implicit or overt), discrimination or etc. .

The following decisions belong solely to the board and the board members' exercise of their discretion should not be construed as hostility or as creating a hostile workplace:

- Rating the executive director's performance
- Approving or not approving a pay raise for the executive director
- Entering into executive session in accordance with the Open Meeting Law
- Inviting or not inviting SHA staff into an executive session in accordance with Open Meeting Law

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#### Complaints About Board Member Interpersonal Conduct

The board members encourage feedback on their interpersonal conduct which may be submitted, in writing, through the Executive Director. This feedback, should be taken and considered through the lens of, positive or negative. In most instances, informal discussion and problem resolution and used is best to resolve perceived instances of violation of this code of interpersonal conduct. Problems are often easier to resolve when an informal atmosphere encourages people to identify the difficulty, talk it out, and agree on how to deal with it. However, individuals may submit formal complaints to the board regarding board members' compliance with this code of interpersonal conduct through the Board Chair and Executive Director, together or through their union representative or the labor representative on the board.

Formal complaints should include: name of member who violated this code and when, where, and how they violated this code. Ideally, a complaint would also include suggestions for how to resolve the perceived violation. Complaints may be made in writing or verbally at a board meeting. The board will review complaints and attempt to resolve them to the satisfaction of all parties.

Please note that according to Massachusetts General Law Ch.121b, section 6, a local housing authority board member may be removed for "inefficiency, neglect of duty or misconduct." That law does not define misconduct and this SHA Code of Interpersonal Conduct should not be taken to define misconduct under MGL Ch. 121b(6). If someone wants an SHA board member removed for inefficiency, neglect of duty, or misconduct under MGL Ch. 121b(6), the proper procedure is to send a written complaint to the Salem mayor or city council. In the case of a board member appointed by the mayor and confirmed by the city council, the mayor or city council may hold a hearing on the complaint. In the case of a board member appointed by the governor/EOHLC, the mayor or city council forwards the complaint to the governor/EOHLC for their action.

#### Sources

Massachusetts Department of Housing and Community Development's Training Manual for Local Housing Authority Board Members 2014

<https://www.mass.gov/doc/lha-board-training-manual-2014/download>

Guide for Members of Public Boards and Commissions: How to be an Effective Member of a Public Board or Commission, Massachusetts Office of the Inspector General, June 2023

<https://www.mass.gov/doc/guide-for-members-of-public-boards-and-commissions/download>

Massachusetts Open Meeting Law

<https://www.mass.gov/the-open-meeting-law>

<https://malegislature.gov/Laws/GeneralLaws/PartI/TitleIII/Chapter30A/Section20>

Boston Housing Authority language regarding informal problem resolution

<https://www.bostonhousing.org/BHA/media/Documents/Departments/HR/5-Workplace-Harassment-Policy.pdf>

#### \*Abbreviations

EOHLC - Massachusetts Executive Office of Housing and Livable Communities