



**TO: COLUMBIA ASSOCIATION BOARD OF DIRECTORS**

**FROM: SHERI FANAROFF**

*Sheri V. G. Fanaroff*

**RE: DRAFT ETHICS POLICIES**

**DATE: JANUARY 20, 2017**

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Posted on CA's website as backup for the January 26, 2017 Board Meeting are the four ethics policies previously discussed by the board on numerous occasions, with final revisions made in response to Board requests at the November and December 2016 work sessions/board meetings.

Dick Boulton has drafted alternate versions of three of those policies - an ethics code, a conflicts of interest policy, and a policy for reporting violations of that code and policy. A marked version of these documents is also being posted. The key to decipher those marked documents is as follows:

- Dick Boulton included inquiries in his drafts that he highlighted in yellow.
- My responses to those inquiries are highlighted in green.
- Andy Stack's revisions to the drafts are in red.
- My revisions to the drafts are in blue.

Certain concerns with Mr. Boulton's drafts could not be reflected in simple revisions to the documents, so I am noting them here. While many of Mr. Boulton's changes are, as he says, stylistic in nature, such as reorganizing certain sections or replacing identifiers such as "CA Personnel" with "you" and "your", some of his changes are substantive in nature and therefore significant.

Of most concern is Mr. Boulton's decision to eliminate in its entirety the Code of Ethics and Conflicts of Interest Policy Special Requirements for Members of the Board of Directors, which he believes is "pointless" and "unnecessary". The provisions contained in the Board Special Requirements are provisions that are in the ethics policies currently in effect, which have been approved by the CA Board during the past decade. As part of the process of revising those policies, rather than leaving sections specifically applicable to Board members spread through several documents, a separate single document was created gathering those sections in one place. If the Board Special Requirements are not to be approved as a separate document, then those requirements would have to be re-incorporated into the ethics code and conflicts policy. Otherwise, significant substantive ethics and conflicts provisions applicable to Board members would no longer be in effect.

Mr. Boulton also eliminated the summary at the beginning of the ethics code, which listed in simple readable terms the ethics rules described in the remainder of the document. Given Mr. Boulton's stated purpose in drafting his alternate policies to make them "easy to understand", it is unclear why this basic summary was omitted.

Certain changes made by Mr. Boulton also have introduced some ambiguity in content. For example, in the Policy for Reporting Violations, he has removed the cross-references to the specific section in which a person is designated and replaced such cross-references with the undefined term "designee." As such, it is unclear whether anyone can be designated or only those people specifically mentioned in the Policy. Additionally, the removal of all section numbering will make it difficult to communicate the particular section to which a reader is referring when discussing the codes/policies with others. Consequently, some revisions by Mr. Boulton may increase readability but do so at the expense of precision.