

Policy 10.5

POLICY TITLE: CODE OF CONDUCT	POLICY # 10.5	REVIEW DATES	
Topic Area: Board of Directors	Issued By and Approved By: Board of Directors	11/18/21	1/22/25
Applies to: Board of Directors			
Review Cycle: Annually			
Developed and Maintained by: CEO and Designees			
Supersedes: N/A	Effective Date: 9/17/16	Revised Date: 3/26/2025	

I. PURPOSE

Directors serving on the Lakeshore Regional Entity (LRE) Board of Directors commit themselves to ethical, lawful, and businesslike conduct, including proper use of authority and appropriate decorum, when acting as an LRE Board Director.

II. POLICY

It is the policy that each Director represents the interests of the LRE. This accountability supersedes any potential conflicts of loyalty to other interests including advocacy or interest groups, membership on other boards, relationships with others or personal interests of any Director.

1. All Directors will follow the LRE Conflict of Interest Policy.
2. No member of the Board of Directors shall have individual authority over the organization except as explicitly set forth in the LRE Board of Directors policies or otherwise authorized in writing by the LRE Board of Directors.
 - a. No member of the Board of Directors shall have any authority to act on behalf of the organization, bind the organization, or exert any authority over the LRE Chief Executive Officer (CEO), administration or any LRE employee, agent or staff, except as explicitly authorized in writing by the LRE Board of Directors.
 - b. To ensure appropriate communication and preserve confidentiality, the Board of Directors designates the CEO as the primary point of contact and spokesperson for the Entity. If the CEO is not available to respond to inquiries from or interactions with the public, press, or other third parties, the Board Chair shall be the primary point of contact and spokesperson. The Board Chair shall consult with the Board of Directors in advance on any such responses or communications but shall solely serve as spokesperson for the organization to ensure appropriate confidentiality protections and avoid inconsistencies in messaging. No individual member of the Board shall make any public response or statement on behalf of the organization without prior authorization from the Board of Directors.
3. Confidentiality:

- a. Directors will respect confidentiality including, but not limited to, those related to business, strategy and all applicable laws.
- 4. Directors will be properly prepared for LRE Board of Directors deliberations to make informed decisions on behalf of the Entity.
- 5. Board Directors will support the legitimacy and authority of the final determination of the LRE Board of Directors on any matter, without regard to the Board Director's personal position on the issue.
 - a. If an individual Board member disagrees with a decision made by the Board, they shall identify if speaking on the matter after the meeting that they are speaking as an individual and not for the Board.

III. APPLICABILITY AND RESPONSIBILITY

This policy applies to the Directors serving on the LRE Board of Directors.

IV. MONITORING AND REVIEW

This policy is reviewed by the CEO and designees on an annual basis.

V. DEFINITIONS

Conflict of Interest: Any actual or proposed direct or indirect financial relationship or ownership interest between each individual director and any entity with which the LRE has or proposes to have a contract, affiliation, arrangement, or other transaction.

Lakeshore Regional Entity – Also referred to as LRE or the Entity, is the Prepaid Inpatient Health Plan (PIHP) for Region 3 as defined in 42 CFR Part 438 and meets the requirements of MCL 330.1204b of the Michigan Mental Health Code.

VI. RELATED POLICIES AND PROCEDURES

- A. Conflict of Interest Policy
- B. Compliance Plan
- C. Board By-Laws

VII. REFERENCES/LEGAL AUTHORITY

- A. MDHHS/PIHP Master Contract
- B. 42 CFR Part 2
- C. Michigan Mental Health Code

VIII. CHANGE LOG

Date of Change	Description of Change	Responsible Party
11/18/21	Add references	CEO and Designees
3/26/2025	Language revised	CEO and Board

