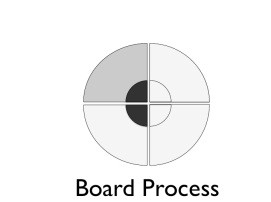
The Board expects of itself and its members ethical, professional and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Duty of Care: Board members are to discharge their duties honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
2. Duty of Obedience: Board members must abide by NAFC’s governing documents (i.e. Articles of Incorporation, Bylaws and these Governing Policies). While vigorous debate is expected and encouraged, Board members are obliged to support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member’s personal position on the issue.
3. Duty of Loyalty: Board members must demonstrate loyalty to the interests of the NAFC and its “owners” (those with unmet healthcare needs and those who serve them, superseding any conflicting loyalties such as that to singular segments of the ownership, family members, advocacy or interest groups, staff, other organizations, or any personal interests as a consumer of NAFC’s services. Board members may not use any information provided by the Association or acquired as a consequence of the Board member’s service to the Association in any manner other than in furtherance of his or her Board duties.
4. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
   1. There must be no self-dealing, or procurement by NAFC of any Board member’s business or personal services except as procedurally controlled to assure openness, competitive opportunity and equal access to inside information.
   2. When the Board is to decide an issue about which a member has an actual or potential conflict of interest, that member shall disclose the conflict to the Board and absent herself or himself without comment from not only the vote, but also from the deliberation.
      1. A conflicting interest exists when a Board member or a related party has a beneficial financial interest in the transaction of sufficient significance that it would reasonably be expected to exert an influence on that Board member’s judgment if he or she were called upon to vote on the matter. Related parties include the Board member’s spouse/significant other, parents, children, siblings, siblings of the parent or spouse, and all other persons or entities in which the Director has an interest, partner, agent, or employee, or exerts control or influence, either directly or indirectly.
      2. In case of a dispute regarding the existence of a real or perceived conflict of interest, the Board shall consider whether a conflict is present, and the vote of the disinterested members of the Board shall be final. The individual with the potential conflict of interest shall not vote.
      3. Board members must not exert undue influence to obtain staff employment for themselves, family members or other individuals. Should a Board member apply for staff employment, he or she must first resign from the Board.
5. Board members must not attempt to exercise individual authority over the organization.
   1. Board members’ interactions with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.
   2. Board members’ interaction with the media, public or other entities must recognize that Board members are not to speak for the CEO or for the Board, except to repeat explicitly stated Board decisions.
   3. Board members will not publicly express individual judgments of the performance of the CEO or of other employees, other than when participating in the Board’s monitoring functions.
6. Board members will treat one another, staff members, and all other NAFC constituents with respect, civility and transparency.
7. Board members must respect the confidentiality appropriate to issues of a sensitive nature. Such confidentiality is to be maintained after conclusion of a Board member’s term.

Policy 2.5 Board Members’ Code of Conduct, continuedDate of adoption / Last revision: May 7, 2015

1. All Board members are required to, upon election and annually thereafter, complete and submit to the Secretary of the corporation a written statement affirming they have received, reviewed and understand these Governing Policies, with particular reference to this Board Members’ Code of Conduct policy, and its *Conflict of Interest* provisions. Board members shall disclose their involvements and interests that could give rise to a conflict of interest including, but not limited to their involvement or those of family members, as directors or officers of other organizations with vendors or other affiliations with other entities that might reasonably be perceived as a conflict. Board members will promptly update their disclosures if, during the year, a material change in circumstances should occur.
2. A Board member aware of credible information that suggests that a Board policy has been violated, by the Board, a Board member or the CEO, has an affirmative obligation to bring the concern to the Board Chair. If the Chair is the subject of the concern, it should be brought to the Vice-Chair.
3. If a Board member is alleged to have violated this Code of Conduct:
   1. The Chair (or Vice-Chair, if the Chair is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
   2. The Chair will put the issue on the agenda for closed session. The respondent Board member will be allowed to present his or her views prior to the Board determining whether or not the action violated this Code of Conduct.
   3. A Board Member found by the Board (by majority vote) to have violated this Code of Conduct may be subject to subsequent censure or other Board action, as long as consistent with the Bylaws and applicable statutes.