



## Guidelines for Board of Directors and Board Committees

### Board of Directors Code of Ethics

Approved by HRFC Board of Directors: January 19, 2012

Directors and Associate Board Members (hereinafter collectively referred to as "Directors") shall at all times abide by and conform to the following code of ethics and will conduct themselves accordingly.

#### **Policy Statement, Scope of Policy and Purpose**

Ethical business conduct sometimes requires more than strict compliance with the law. All Directors of HRFC are required to conduct HRFC business in a manner that will reflect well on HRFC, ensure proper stewardship of HRFC resources, and maintain the public trust. This BCOE outlines the ethical standards by which Directors must abide when conducting HRFC business. (A separate Staff & Volunteer Code of Ethics is maintained.)

Directors are required to continually evaluate their conduct with respect to this BCOE and to seek the counsel of the Executive Director, Board President, and possibly HRFC legal counsel when ethical questions arise. Failure to comply with this BCOE may result in disciplinary action, including termination of service.

#### **Standards of Ethical Conduct for HRFC Directors**

1. Directors will exercise proper authority and good judgment in their dealings with HRFC staff, suppliers, other medical professionals in the community, and the general public and will respond to the needs of HRFC's stakeholders in a responsible, respectful, and professional manner.
2. Directors must not use their Board positions to obtain staff employment for themselves, family members or close associates. Should a Director apply for staff employment, he or she must first resign from the Board of Directors. Directors may, and are encouraged to, serve as volunteers with HRFC.
3. Directors must not attempt to exercise individual authority over the organization.
  - a. Directors' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Board of Directors.
  - b. Directors' interaction with public, media or other entities must recognize this limitation and that those Directors are not to speak for the Executive Director, or to speak for the Board of Directors except to repeat explicitly stated Board decisions.
  - c. Except for participation in Board of Directors deliberation about whether the Executive Director, staff, or volunteers have achieved reasonable interpretation of Board policies, Directors will not publicly express individual judgments of performance of staff, volunteers, or the Executive Director.
  - d. A Director who is aware of credible information that suggests that a Board policy has been violated has an affirmative obligation to bring the concern to the Board of Director's agenda for monitoring.
  - e. Directors will support the legitimacy and authority of the final determination of the Board of Directors on any matter, irrespective of the member's personal position on the issue.

## **Business Conduct**

Consistent with the fiduciary duties of Directors, all HRFC business is to be conducted with honesty and integrity. In all situations, Directors are expected to use their best judgment and skill and to exercise due care. Tasks are to be performed accurately and with proper diligence.

## **Compliance with Other Laws and Policies**

As members of a profession that has its own code of conduct (i.e., attorneys, medical clinicians, certified public accountants, etc.), Directors are obliged to follow such professional codes of conduct, in addition to this policy.

- A. Consistent with HRFC's Non-Discrimination Policy, Directors shall not discriminate on the basis of race, sex, sexual orientation, gender identity, age, color, religion, national origin, ethnicity, disability, parental or marital status, or any other classification protected by applicable law. Further, Directors shall not engage in or facilitate any discriminatory or harassing behavior directed toward staff members or any other stakeholders or persons associated in any way with HRFC.
- B. Directors shall not persuade or attempt to persuade any employee of HRFC to leave the employ of HRFC or to become employed by any person or entity other than HRFC. Furthermore, Directors shall not persuade or attempt to persuade any other persons associated with HRFC in any way, or any other person or entity with an actual or potential relationship with HRFC, to terminate, curtail, or not enter into its relationship with HRFC, or in any way influence the monetary or other benefits of such relationship with HRFC.
- C. Directors shall abide by all federal, state and local laws, statutes and ordinances.
- D. Directors shall comply with all other applicable HRFC policies as approved by the Board of Directors, including specifically, but not limited to, Conflict of Interest and Confidentiality policies.

## **Violations**

Any violation of this Board of Directors Code of Ethics must be reported to HRFC's Executive Director or Board President immediately. A failure to report is considered a violation of this Board of Directors Code of Ethics. Such reports can be made under conditions of anonymity, unless disclosure of the identity of the reporting person is required by law, or otherwise necessary to investigate the allegation. Violations will be evaluated and handled in accordance with Article III, Section 8. Resignation and Removal of Directors of the Amended and Restated By-laws of HRFC.

## **Acknowledgment**

Each year, Directors are required to sign acknowledgment of and commitment to abide by this Code of Ethics.