



Board of Directors Protocol and Conflict of Interest Policy

Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member.

Members of the Board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

- a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of GVHP and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- b) It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking.
- c) Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.
- d) Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
- e) All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.
- f) Any new Board member will be advised of this policy during board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year, when the completion of the Conflict of Interest Statement is required.

Confidentiality

Board members are reminded that confidential financial, personnel and other matters concerning the organization, donors, contract staff or clients/consumers may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

¹ Adopted Board of Directors 12/13/2023

Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- a) Making attendance at all meetings of the Board a high priority.
- b) Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- c) Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- d) Putting the interests of the organization above personal interests.
- e) Representing the organization in a positive and supportive manner at all times and in all places.
- f) Showing respect and courteous conduct in all Board and committee meetings.
- g) Participating in committees as appropriate.