

Appendix II

SAMPLE BOARD MEMBER CODE OF CONDUCT

XYZ Health Center board members are committed to governance excellence and supporting a culture of shared accountability. Board members are called upon to contribute their time, thought, and energy to support the viability of the health center. The following code outlines expectations for all members.

1. **Support XYZ Health Center mission** – Understand and advocate for the organization’s mission. Become knowledgeable about XYZ Health Center programs and act as an informed advocate within the community.
2. **Attendance** – Attend board meetings and related meetings of committees and task forces on which the individual serves, as well as, retreats and educational programs. Members are encouraged to attend staff recognition events and participate in philanthropic activities.
3. **Compliance** – Understand and follow the board bylaws.
4. **Conflicts of Interest** – Avoid conflicts of interest, understand and follow the XYZ Conflicts of Interest policies. If conflicts arise between a board member’s personal interests and his/her obligations to act, he/she should disclose the conflict and refrain from acting on the affected issues.
5. **Confidentiality** – Protect the confidentiality of patient information in accordance with HIPAA guidelines and other confidential information, such as executive session deliberations, policy discussions, relationships with other organizations, personnel matters, financial information, etc.
6. **Fairness** – Apply the same ethical standards to every board member and act in ways that does not provide inappropriate advantages or disadvantages to any party.
7. **Honesty** – Present all of the relevant facts and information.
8. **Representation** – Any requests by media to speak with board members should be directed to the Board Chairperson. The Board Chair will advise the CEO. The Board Chairperson is the only board member who speaks publicly on behalf of the board.

9. **Preparation** – Review agenda materials in advance of meetings. Commit sufficient time and energy to fulfill the expectations of the role.
10. **Stay current** – Be aware of health policy issues and health industry trends. Strive to learn, grow and increase contribution to board through ongoing study, attending training and orientation sessions, participation in meetings and retreats, etc.
11. **Focus on Board as a Whole** – Once debate and discussion has been completed, individual members are expected to focus on the best interests of the health center as a whole and recognize the board only functions as collective entity.
12. **Communication and Decision Making** – Participate in rational, informed deliberations by considering reliable information, thinking critically, asking good questions and respecting diverse points of view, in order to reach decision on the merits that are in the best interests of the health center.
13. **Evaluation** – Participate in the process to conduct the CEO’s annual performance evaluation. Provide thoughtful counsel, constructive comments and accurate, honest evaluations of performance. Participate in self-evaluations, overall board assessments, and monthly meeting evaluations.
14. **Conduct** – Adhere to the highest standards of personal and professional behavior so as to reflect favorably on XYZ Health Center. Embody the organizational values and the principles outlined in the Professionalism Policy.