



Rooftop of Virginia CAP Board Member Expectations

EXPECTATIONS OF THE BOARD AS A WHOLE:

As the highest leadership body of the organization and to satisfy its fiduciary duties, the board is responsible for including but not limited to

- determining and adhering to the mission and purpose of the organization
- maintaining required board structure and governance
- appoint and dismiss the CEO
- strategic and organizational planning and evaluation
- ensuring strong compliance oversight pertaining to funders, services, and programs
- ensuring strong fiduciary oversight and adherence to policies, procedures, by-laws, and functions
- enhancing the organization's public image

EXPECTATIONS OF INDIVIDUAL BOARD MEMBERS:

Each individual board member is expected to the following that includes but is not limited to:

- know the organization's mission, policies, and programs
- serve as advocates and ambassadors for the organization
- attend and conscientiously participate in at least two-thirds of all officially scheduled meeting per year (4 of the 6 meetings)
- participate in committees, groups, and/or events as needed
- sign an annual conflict of interest disclosure (attached) and disclose potential conflicts during meetings
- sign an annual non-disclosure statement to agree to maintain confidentiality about internal matters of the organization

Non-Disclosure Statement

I agree to keep internal matters (i.e., meeting documents, personnel matters, financial meetings, correspondence, etc.) of the organization confidential. I received, reviewed, and agreed to adhere to the Confidentiality Statement during my Board of Director's Orientation or upon renewal of my board term.

Printed Name

Signature

Date

CONFLICT OF INTEREST

CONFLICT OF INTEREST POLICY AND AGREEMENT FOR DIRECTORS AND STAFF OF ROOFTOP OF VIRGINIA CAP, Inc.

It is important for Rooftop of Virginia Directors and Staff to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of Rooftop of Virginia CAP, Inc. and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with Rooftop of Virginia should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations, a person will sometimes owe identical duties of loyalty to two or more organizations.

Conflicts are undesirable because they potentially or apparently place the interests of others ahead of Rooftop of Virginia's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of Rooftop of Virginia do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Therefore, because Rooftop of Virginia CAP Directors and Staff may be involved with other organizations that may have business dealings or affiliations with or seek grants from Rooftop of Virginia, the following general principles have been established:

1. Each member of the Board of Directors and the Staff of Rooftop of Virginia has a duty of loyalty to Rooftop of Virginia. The duty of loyalty generally requires a Director or staff member to prefer the interests of Rooftop of Virginia over the director's/staff's interest or the interests of others. In addition, Directors and staff of Rooftop of Virginia shall avoid acts of self-dealing which may adversely affect the tax-exempt status of Rooftop of Virginia or cause there to arise any sanction or penalty by a governmental authority.
2. In the event any Director or a member of his or her family has a personal or business interest in, or is involved in any way with, an organization with whom the Board is considering a grant request or business contract, such interest or involvement shall be disclosed to the Board. In such event, the interested Director shall neither vote nor participate in the discussion of the matter. The interested Director shall be excused from the actual discussion and presence at that portion of the meeting when the matter giving rise to the apparent conflict is discussed. However, any Director who is excluded from voting or presence pursuant to this policy may answer pertinent questions of other Directors and be present when the interested Director's knowledge regarding the matter will assist the Board.
3. The minutes of the meeting shall indicate that the interested Director disclosed the interest or involvement in the matter being considered by the board, recused herself/himself from the discussion, and abstained from voting on the matter.

I HAVE READ AND UNDERSTAND THE FOREGOING CONFLICT OF INTEREST POLICY AND AGREEMENT. I AGREE TO ITS TERMS, AND MY ACTIONS HAVE BEEN AND WILL CONTINUE TO BE GUIDED THEREBY.

Name (print): _____ Date: _____

Signature: _____

Confidentiality Statement for Board of Directors

It is the policy of Rooftop of Virginia CAP that board and committee members of the organization will not disclose confidential information belonging to, or obtained through their affiliation with, Rooftop of Virginia CAP to any person, including their relatives, friends, and business and professional associates, unless the organization has authorized disclosure. This policy is not intended to prevent disclosure where disclosure is required by law.

Confidentiality is the preservation of privileged information. Board members, staff and other volunteers are cautioned to demonstrate professionalism, good judgment, and care at all times in handling any information related to Rooftop of Virginia CAP to avoid unauthorized or improper disclosures of confidential information.

While board and committee members (trustees and committee members) are expected and encouraged to discuss the organization with one another and targeted publics, they shall not report opinions expressed in meetings, nor shall they report independently on committee action, or engage in any communication that has not been approved by the Board Chair or Chief Executive Officer or that would not be supported by board policy, procedures, or decisions.

At the end of the board or committee member's (trustee or committee member's) term or upon his/her retirement, resignation or removal from the Board of Directors or committee, he/she shall return, at Rooftop of Virginia CAP's request, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his/her possession.

It is expected that board and committee members (trustees and committee members), will not use trade secrets, client lists, or other confidential information acquired by virtue of being on the board or committee, even after they complete their service with Rooftop of Virginia CAP.

Certification

I have read Rooftop of Virginia CAP's complete policy on confidentiality and the Statement of Confidentiality presented above. I agree to abide by the requirements of the policy and this statement and to inform the Board Chair immediately if I believe any violation (unintentional or otherwise) of the policy or this statement has occurred.

Signature _____ Date _____

Printed Name _____