



## Guidelines for Board of Directors and Board Committees

### Introduction

*Guidelines for Board of Directors and Board Committees* ("Guidelines"), as approved by the Board of Directors, is a collection of policies, standards, requirements, and other information that serves as a reference manual for Directors and others associated with the Board of Directors and Board Committees.

Candidates for membership on the Board of Directors are provided this manual prior to nomination and, through its contents, will become acquainted with the board, as well as functions and expectations they will need to know and abide by if elected. Immediately after election, new Directors will be required to acknowledge and agree to all components of this manual.

These Guidelines will be reviewed annually by collaboration of the Board Development and Nominating Committee and the Executive Director, along with others they deem appropriate. Such review will be completed prior to the Annual Meeting of the Board of Directors and will be presented at that meeting, at which time the Board of Directors will consider any recommended changes and will approve this manual for use in the coming calendar year. Thereafter, every Director will be provided a copy of updated materials to ensure that his or her manual remains current.

After the Annual Meeting at which this manual is approved, and no later than January 31 of the following year, all Directors are required to:

1. Sign acknowledgment of receipt of all up-to-date components of this manual.
2. Sign acknowledgment of and agreement to abide by the Board of Directors Code of Ethics and the Board of Directors Confidentiality Policy.
3. Complete and sign a copy of the Conflict of Interest Disclosure Statement, which includes acknowledgment of and agreement to abide by the Board of Directors Conflict of Interest Policy.

Need for modification of one or more components of this manual may be identified during the year. Such modification(s) will be compiled by the Board Development and Nominating Committee and the Executive Director, and will then be submitted to the Board of Directors for approval. Directors will then be provided copies of any such modifications.

#### Notes:

1. Throughout this manual, Harrisonburg-Rockingham Free Clinic, Inc. is referred to as "HRFC".
2. Provisions in this manual that apply to Directors also apply to Associate Board Members.
3. With the exception of Section 2 – Expectations of Directors, the provisions of this manual also apply to Associate Committee Members.