



**Resource Center for Independent Living, Inc. (RCIL),
RCIL, Inc.,
Living Independently is for Everyone, Inc. (LIFE at RCIL), and
Resource Center for Independent Living Foundation, Inc., Board of Director's
Standards of Conduct**

Purpose

RCIL and all entities are committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity. The Standards of Conduct are intended to set forth certain standards governing the performance of the members of RCIL Boards. These standards are designed to protect members from accusations and/or implications of official misconduct, unethical behavior, and conflict of interest, either real or perceived.

The Standards of Conduct document serves as a foundational document that describes RCIL's fundamental principles, values, and commitment to conduct its business in an ethical manner.

Application

This Standards of Conduct applies to all directors, including ex-officio directors and non-board members of board committees.

Directors' Duties

All directors of Resource Center for Independent Living, Inc. (RCIL)/LIFE at RCIL, Resource Center for Independent Living Foundation, RCIL, Inc. (Parent) and At Home Independent Care, Inc. stand in a fiduciary relationship to RCIL and all entities. As fiduciaries, directors must act honestly, in good faith, and in the best interests of the organization(s).

Directors will be held to strict standards of honesty, integrity, and loyalty. A director shall not put personal interests ahead of the best interests of the organization.

Members may not vote on any matter that would provide direct financial benefit to the member or the member's immediate family, nor on matters of the provision of services by the member or the entity the member represents.

Immediate Family: any person related within the degree of affinity (marriage) or consanguinity (blood) to the person involved.

No member may participate in a decision in which the person has a direct or indirect interest, particularly a financial interest, in which is in substantial conflict with the discharge of duties of the Board.

Substantial interest: A person owns 10% or more of voting stock, owns 10% or more or owns \$5,000 or more, of the fair market value of a business; or funds received by the person from the business exceed 10% of the person's gross income for the previous year; or if the Board member is related to a person in the first degree of affinity or consanguinity who has a substantial interest as defined previously.

Neither member being an officer, employee, or authorized agent of RCIL, by itself, violates these conflict-of-interest provisions.

Prior to discussion, vote, or decision on any matter before a Board, if a member, or a person in the immediate family of such member, has a substantial interest in or relationship to a business entity, organization or property that would be pecuniarily affected by any official Board action, that member shall disclose the nature and extent of the interest or relationship and shall abstain from voting on or in any other way participating in the decision on the matter. All such abstentions shall be recorded in the minutes of the Board meeting.

Directors must avoid situations where their personal interests will conflict with their duties to the organization(s). Directors must also avoid situations where their duties to the organization may conflict with duties owed elsewhere.

All directors must respect the confidentiality of information about the organization(s).

Best Interest of the Organization

Directors must act solely in the best interest of the organization. All directors, including ex-officio directors, are held to the same duties and standards. Directors who are nominees of a particular group must act in the best interests of organization.

Confidentiality

It is recognized that the role of director may include representing the organization in the community. Such representations must be respectful of and consistent with the director's duty of confidentiality. Unless otherwise designated or delegated, the Board Chairperson is the only official spokesperson of the Board. Every director, officer and employee of the organization shall respect the confidentiality of information about the organization whether that information is received in a meeting of the board or of a committee or is otherwise provided to or obtained by the director.

Respectful Conduct

It is recognized that directors bring to the board diverse backgrounds, skills, and experience. Directors will not always agree with one another on all matters. All debates shall take place in an atmosphere of mutual respect and courtesy.

The authority of the Chairperson must be respected by all directors.

Director Responsibilities

- Attend all board and committee meetings and as many functions, such as special events, as possible.
- Be informed about the organization's mission, services, policies, and programs.
- Prepare for board and committee meetings by reviewing the meeting agenda and supporting materials.

- Serve on committees and in groups and offer to take on special assignments when your capacity allows.
- Inform others about the organization and an advocate for the organization.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Keep up to date on developments in the organization's field.
- Follow the Conflict-of-Interest Policy.
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's financial statements.
- Refuse to participate in unethical or illegal conduct.
- Report any suspected fraud, waste, and abuse; illegal or unethical acts; actual and suspected violations of Federal or State laws and regulations as outlined by RCIL's Corporate Compliance Policy.
- Report actual or suspected violations of the Standards of Conduct, the Corporate Compliance Policy, and the Organization's policies and procedures.

Board Members should be alert to any situation that could violate the Organization's Standards of Conduct and promptly report any issues, concerns, wrongdoing, violations, or suspected violations to RCIL's Executive Vice President of Corporate Resources, Chief Corporate Compliance Officer, or Chief Executive Officer. Failure to report suspected or actual concerns could result in appropriate disciplinary or correction action, including removal from the Board.

Violations of Conflict-of-Interest Policy

- 1) If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary or corrective action, including removal from the Board.

Regulatory Reference

Social Service Law 363-D and 18 NYCRR Part 521



Board Solidarity

Directors acknowledge that properly authorized board actions must be supported by all directors. The board speaks as one voice. Those directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the directors.

I have read and agree to abide by the Board Entities Standards of Conduct.

Board Member Name (Printed)

Board Member Signature

Date