

## Directors Acknowledgement of Receipt and Understanding

Received:	Date:	Initials:
Bylaws		
Board Code of Ethics      pg.B-1		
Conflicts of Interest      pg. B-3 – B-6		
Duty of Loyalty & Care      pg. B-10		
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Directors Acknowledgement of Receipt of General Operations Manual		

Signed: \_\_\_\_\_

# **Crossroads Medical Mission Board of Directors, Staff and Volunteer Code of Ethics**

Crossroads Medical Mission professionals (directors, staff and volunteers) will dedicate themselves to carrying out the mission of the organization. All professionals will:

1. Recognize that the chief function of Crossroads Medical Mission at all times is to serve the best interests of CMM's constituency.
2. Accept the responsibility to stay current on emerging issues and to exhibit conduct that is competent, fair, impartial, efficient and effective.
3. Respect the structure and responsibilities of the Board of Directors, provide them with facts and advice as a basis for making policy decisions, and uphold and implement policies adopted by the Board of Directors.
4. Keep the community informed about issues affecting the area.
5. Conduct organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
6. Exercise whatever discretionary authority CMM has under the law to fulfill its mission.
7. Serve with respect, concern, courtesy, and responsiveness in fulfilling CMM's mission.
8. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all activities in order to inspire confidence and trust.
9. Avoid any interest or activity that is in conflict with the conduct of its official duties.
10. Respect and protect privileged information of CMM.
11. Encourage professional development.

Approved: June 7, 2012

# Crossroads Medical Mission

## Conflicts of Interest Policy and Procedure

Approved: 10/9/2007

### 1. PURPOSE

The purpose of the conflicts of interest policy is to protect the Mission's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or employee of the Mission. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

### 2. DEFINITION

A conflict of interest arises in connection with a "self-dealing transaction." A self-dealing transaction means a transaction to which the Mission is a party and in which one or more of its officers, directors, or employees, or any relative thereof, has a material financial or proprietary interest. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the officer, director, or employee is similar to that of persons who are related by blood or marriage.

### 3. PROCEDURES

(a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial or proprietary interest and all material facts relating thereto to the Board of Directors and members of Committees with Board-delegated powers considering the proposed transaction or arrangement.

(b) Determination of a conflict. After disclosure of the financial or proprietary interest and all material facts relating thereto, and after any discussion thereof, the interested person shall leave the Board of Directors or Committee meeting while the financial interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation at the Board of Directors or Committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in the conflict of interest.

(2) The Chairman of the Board or Chairman of the Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board of Directors or Committee shall determine whether the Mission can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or Committee shall determine by a majority vote of the disinterested persons whether the transaction or arrangement is in the Mission's best interest and for its own benefit and whether the transaction is fair and reasonable to the Mission. The Board shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

(1) If the Board of Directors or a Committee has reasonable cause to believe that a director, officer, or employee has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the person's response and making such further investigation as may be warranted in the circumstances, the Board of Directors or Committee determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall, by the affirmative vote of a majority of the sitting Directors or by the affirmative vote of the majority of sitting members on the Committee, take appropriate disciplinary and corrective action. Action by a committee may be appealed to the Board of Directors and the decision of the Board of Directors shall be final.

(3) If the person is a Director, appropriate action may include removal from the Board.

#### **4. RECORDS OF PROCEEDINGS**

The minutes of the Board of Directors and all Committees with Board-delegated powers shall contain:

(a) Names of Persons with Financial Interest. The names of the persons who disclosed or otherwise were found to have a financial or proprietary interest in connection with an actual or possible conflict of interest, the nature of the financial or proprietary interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or Committee's decision as to whether a conflict of interest in fact existed.

(b) Names of Persons Present. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

## **5. COMPENSATION COMMITTEES**

A voting member of the Board of Directors or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Mission for services is precluded from voting on matters pertaining to that member's compensation.

## **6. ANNUAL STATEMENTS**

Each Director, Officer, and Employee of the Corporation and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

- (a) Receipt. Has received a copy of the conflicts of interest policy.
- (b) Read and Understands. Has read and understands the policy.
- (c) Agrees to Comply. Has agreed to comply with the policy.
- (d) Tax Exemption. Understands that the Mission is a tax exempt organization and that, in order to maintain its federal tax exemption, it must engage in activities which are consistent with its tax-exempt purposes.

## **7. PERIODIC REVIEWS**

To ensure that the Mission operates in a manner consistent with its mutual benefit purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Mission may conduct periodic reviews.

**CROSSROADS MEDICAL MISSION**  
**CONFLICTS OF INTEREST POLICY**

AFFIRMATION STATEMENT

I have received a copy of the Crossroads Medical Mission Conflicts of Interest Policy. I understand that it is my obligation to read and comply with all that is described in this Policy. As outlined in Article 3, Section (a) of this Policy (i.e. Duty to Disclose), I agree that if I have any questions now or in the future concerning this Policy, I will expeditiously contact the Board of Directors and members of Committees with Board-delegated powers. I understand that the Mission is a tax-exempt organization and that, in order to maintain its federal tax exemption, it must engage in activities which are consistent with its tax-exempt purposes.

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Signature

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Date

**Approved 10/9/07**

# Crossroads Medical Mission

## Duty of Loyalty and Duty of Care

### Code of Virginia 13.1-870 & 13.1-871

Because officers and directors are frequently named as additional defendants in litigation arising from an act of a nonprofit organization, the Virginia code has specified much statutory immunities:

- **Limitation of Liability:** Officers and directors of non-stock, nonprofit corporations will have no liability for acts of the corporation if they are uncompensated.
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Further directors, trustees and officers of all organizations exempt from taxation under 501(c)3 are provided charitable immunity. As is the case of directors with non-stock, nonprofit corporations, directors, trustees and officers of any such organization who act in good faith without compensation are immune from liability for any civil action for acts taken in capacities Crossroads Medical Mission.

Note: This charitable immunity statute does not limit liability for (a) willful misconduct; (b) knowing violation of criminal law (c) liability derived from operation of a motor vehicle or (d) violation of fiduciary duty.

**Duty of Loyalty:** The “duty of loyalty” in common law prevents the director from using this position on the board for personal profit and that all decisions have to be open, fair, honest and done in good faith.

**Duty of Care:** The director is to act in good faith and with the care of a prudent person under similar circumstances.

Approved: June 7, 2012

# **Crossroads Medical Mission Confidentiality Policy**

*I agree to treat both patient and/or staff/volunteer records as highly confidential. I will not discuss or disclose any information which I hear, see, read or otherwise acquire except what is appropriate to discuss with Crossroads Medical Mission staff in a private setting. This acknowledgement and agreement has been made before rendering any services.*

*I agree to report to the appropriate persons any incidents or injuries in which I am involved during my service. I understand that my service is covered up to the limits specified by Crossroads Medical Mission's insurance program and I hereby waive any claim against Crossroads Medical Mission except as specified herein.*

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*Signature*

*Date*

Approved: June 7, 2012



# Crossroads Medical Mission Schedule of Policy Review

The Board is responsible for reviewing and updating the following policies and procedures in the time frame described.

## **Quarterly:**

- Board of Directors meets at least quarterly
- Financial reports (i.e. Profit/Loss Reports, Balance Sheet) at each Board meeting

## **Annually:**

- All insurance policies carried by Crossroads Medical Mission
- All Job Descriptions
- Inventory Lists
- Evaluation of the Executive Director and Staff performance reviews based on written job description
- Strategic plan. Developed and updated as needed
- Annual Independent Audit and Address Recommendations
- Self-Evaluation by Board of Directors
- The federal and state laws and regulations as listed:
  - a). Sarbanes-Oxley
    - i. Whistle Blower Protection
    - ii. Tampering with/or Destroying Records
  - b). Occupational Safety and Health Administration (OSHA)
  - c). Clinical Laboratory Improvement Amendments (CLIA)
  - d). Title VI/Culturally Linguistic Appropriate Healthcare Services
  - e). Radiological equipment inspection
  - f). Americans With Disabilities Act
  - g). Workers Compensation
  - h). HIPPA

## **Every 3 years:**

- Salary structure and benefits, compared to other organizations
- Bylaws and Articles of Incorporation

## **Every 5 years:**

- Fiscal Policies and Procedures
- Compliance with 501(c) (3) tax-exempt status and exempt purpose(s)
- Confidentiality Policy
- Human Resource Policies and Procedures (reviewed by Board of Directors AND outside counsel)

Approved: June 7, 2012