



HOUSE OF MERCY BOARD MEMBER ROLES AND RESPONSIBILITIES

The Board of Directors (the "Board") of the House of Mercy ("HOM") is responsible for ensuring effective and fiscally sound programs and operations by providing leadership, advice and direction to the staff and volunteers of HOM.

ROLES AND RESPONSIBILITIES:

1. Board Members are expected to attend regular and special board meetings and actively participate in proceedings. (Board members are required to attend 50% (3) of Board meetings to maintain membership on the Board. (Calling into board meetings via conference call is accepted as being in attendance.)
2. Board members are expected to be prepared for each board meeting by reading all previously distributed materials.
3. All board members are expected to serve on one committee and participate in the meetings of that committee.
4. Board members are expected to maintain knowledge of current programs of HOM and, for all Board members who use social media, follow and promote House of Mercy via social media.
5. Board members are expected to make an annual personal financial donation to HOM. Board members should be willing to use their personal and professional networks to assist HOM in growing through both in-kind and financial donations. This includes forming a walk team for our annual Walk for AIDS.
6. Board members are expected to serve as advocates for HOM by taking initiative, leadership, and ongoing board development. This includes ongoing networking and recruiting prospective board members to assure continuity and a strong board.
7. Board members are expected to be accessible to staff and other Board members as needed. This includes regular email checks to respond promptly to any immediate needs of the board or Ministry.
8. Board members are expected to hold in confidence any HIPAA-protected or otherwise protected information shared with the board.

Code of Conduct – Board of Directors¹

I. Introduction

House of Mercy is a non-profit, tax-exempt organization dedicated to its mission of empowering those living with HIV/AIDS in their transformation to a more independent life. House of Mercy operates within the public trust and strives to maintain the highest standards of conduct in its operations and service to its residents.

House of Mercy recognizes that it can best accomplish its mission when its staff and volunteers represent the community's diverse interests, cultures, occupations, and expertise. As a result of this diversity and breadth of experience, however, House of Mercy understands that persons employed by House of Mercy and others representing or affiliated with House of Mercy may from time to time face potential or actual conflicts of interest or situations in which the appearance of a conflict of interest may be detrimental to House of Mercy and the communities it serves. Recognizing its responsibility to the public trust and the importance of fairness and objectivity in the way it conducts business, House of Mercy adopts this Code of Conduct to expressly outline its expectations for persons employed or serving as volunteers at House of Mercy to take steps to assure that those persons make decisions consistent with and in the interest of the communities House of Mercy serves.

This Code of Conduct applies to each person employed or serving as a volunteer at House of Mercy. Before the commencement of employment or service with House of Mercy, staff and volunteers will be informed about the Code, and copies of it will be provided or made available to them. Each staff or volunteer, by signing below or continuing or commencing service, as applicable, while this Code is in effect, acknowledges his or her understanding and acceptance of this Code.

II. General Policies and Expectations

House of Mercy staff and volunteers are expected to commit themselves to ethical and professional conduct. This includes the proper use of authority and observation of appropriate decorum at all times. House of Mercy staff may not attempt to exercise authority over the policies and operations of House of Mercy except through their specific job responsibilities and established supervisory structure.

No staff or volunteer may derive or seek to derive any personal profit or gain, directly or indirectly, except as compensation and benefits provided to House of Mercy employees. Staff members and volunteers, in their interactions with the press and the public, must recognize the inability of any individual staff member or volunteer to speak for House of Mercy, Inc. except as expressly authorized by the President/CEO. Authorized communications on behalf of House of Mercy to the press and the public must be aligned with the Sisters of Mercy's values and the Catholic Church's teachings. Staff and volunteers should exercise sound judgment and discretion when engaging in personal communications, including on social media and other public settings. Even if not directly referenced, your relationship with House of Mercy will likely become known.

Staff, volunteers, and Board Members should conduct themselves in ways that uphold the values

of the Sisters of Mercy and House of Mercy's mission. No conduct of hatred, bigotry, violence, racism or sexual harassment will be tolerated.

Off-duty conduct that violates House of Mercy's code of conduct and exposes House of Mercy to risk – financial, reputational, or other could lead to disciplinary action, including termination of employment. In addition, staff and volunteers must hold confidential all information of a private or proprietary nature, including, but not limited to, resident personal and health information, confidential business matters, contributions by individuals, businesses, or other entities, and personnel matters not subject to disclosure requirements.

III. Policies on Conflict of Interest

In conducting the affairs of House of Mercy, an actual conflict of interest will be presumed under the following circumstances where a staff member or volunteer, or person in the staff member or volunteer's immediate family—*i.e.*, spouse, parent or grandparent, child or grandchild, brother or sister, mother-in-law or father-in-law, brother-in-law or sister-in-law, daughter-in-law or son-in-law:

1. serves as a director, or officer of, or holds a 10% or greater ownership interest in, an organization affected by or transacting business with House of Mercy;
2. has a formal affiliation with, or interest in, an organization affected by or transacting business with House of Mercy; or
3. is involved personally or through an organization in such a way that a personal financial gain or loss reasonably may be expected under the circumstances.

In every situation, including those not specifically described in this Code, a staff member or volunteer will consider carefully any potential conflict of interest and refrain from any action that may reasonably be perceived as a conflict of interest. Any duality or possible conflict of interest on the part of any staff or volunteer shall be disclosed to the President/CEO and made a matter of record as soon as the issue in question is raised and a possible conflict is known.

IV. Duties of Staff and Volunteers

Each staff or volunteer has the affirmative responsibility to report any and all knowledge of any action or conduct that appears to be contrary to the Code. Potential conflicts of interest involving House of Mercy staff other than the President/CEO, volunteers, or others serving House of Mercy must be reported to the President/CEO. Finally, to aid House of Mercy in identifying potential conflicts of interest, each staff or volunteer is under an obligation to inform the President/CEO of any position he/she holds or of any business or vocational activity that may result in a potential conflict of interest or bias for or against a particular grantee, action, or policy, at the time such grant, action, or policy is under consideration by the Administration of House of Mercy and/or Board.

V. Agreement and Acknowledgement

By signing the Board Member Commitment Form, I acknowledge that I have read and understood this Code of Conduct and agree to abide by it. I understand that failure to abide by this Code of Conduct may result in my removal from my position as a House of Mercy employee or volunteer, consistent with House of Mercy's governance requirements and policies.

BOARD MEMBER COMMITMENT FORM:

As a Board member of House of Mercy, I recognize that our organization's ability to change lives is fueled by our success in raising funds to support our programs and operations. I pledge to the organization and my fellow directors that I will fulfill the basic board member roles and responsibilities, the code of conduct, and any additional commitments aligned with the strategic plan and approved by the Board.

Name (PRINT)

Signature

Date