



## **Board of Directors Code of Ethics and Confidentiality Policy**

Revised 10/01/2017

In order to ensure compliance with applicable laws and to protect Hillel@Stanford, its officers, directors, and committee members from potential legal problems regarding conflicts of interest and violation of fiduciary obligations, Hillel@Stanford endorses and adopts the following statement of policy:

### **I. Conflicts of Interest**

A fiduciary obligation of a non-profit corporation officer, director, staff, and committee member is to avoid "conflicts of interest". A "conflict of interest" is generally defined as a transaction in which, because the individual is, either directly or indirectly, a party to the transaction or possible beneficiary of the transaction, there is or may be a conflict between the individual's fiduciary obligations to the non-profit corporation and the individual's personal or business interests. To avoid potential conflict of interest problems, Hillel@Stanford implements the following procedures: 1. In any transaction involving Hillel@Stanford and a Hillel@Stanford officer, director, staff, or committee member, and any corporation, partnership or other entity in which an individual is an officer, director, staff, or committee member has or expects or intends to have a financial or other beneficial interest, such individual, prior to any discussion or decision concerning the transaction, shall fully disclose to the Hillel@Stanford Board or the appropriate committee considering the transaction the material facts of the transaction and the individual's interest or relationship. 2. Upon such disclosure, the individual shall take no further part in the meeting during which time the proposal is considered and voted upon. 3. After receiving such disclosure, prior to approving the transaction, the board or committee must conclude that the transaction is "fair to Hillel@Stanford" and must approve the transaction without the participation or the vote of the interested individual. 4. The interested individual's presence at the meeting may be counted in determining whether a quorum of the Board or committee is present, but that individual shall not vote on the transaction.

### **II. Fiduciary Obligations as to Hillel@Stanford Opportunities**

Another fiduciary obligation prohibits an officer or director of a non-profit corporation from seizing a "corporate opportunity" for his or her company's benefit or his or her personal benefit. This means that such an individual may not take advantage of a business opportunity in which the officer or director knows Hillel@Stanford has a genuine interest and where such an opportunity would be consistent with Hillel@Stanford's purposes, mission or goals as a non-profit corporation. Further, if the officer or director becomes aware of such an opportunity, he or she is obliged to so inform Hillel@Stanford and allow Hillel@Stanford to act first.

### **III. Duty of Loyalty**

Among the fiduciary obligations of an officer or director of a non-profit corporation is a duty of loyalty to the non-profit corporation. As representatives of Hillel@Stanford, officers and directors

are obligated to maintain this duty of loyalty during their terms of office. This duty of loyalty is not intended to, nor should it discourage debate within Board or committee meetings or amongst board members. Such debate is encouraged and is part of the individual's responsibility in a deliberation process.

#### IV. Confidentiality of Board Discussions and Board Documents

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of Hillel@Stanford believes confidentiality must be maintained. Therefore, it is the policy of the Board of Directors of the Hillel@Stanford that each director and staff member shall keep confidential any and all information relating to discussions at its meetings, including any and all materials, e.g., correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board and staff members are free to discuss actions adopted by the Board, disclosing or distributing any information concerning the discussion of such items during the Board meeting is prohibited.

#### V. Participation in Deliberations and Actions

In any case in which there is a question of conflict of interest, or corporate opportunity raised, the officer or director shall not participate in the meeting for the entire time the matter is discussed and voted upon.

I have read and understand the above expectations for the position of Director for Hillel@Stanford and agree to abide by this Code of Ethics and duty of confidentiality.

Signature \_\_\_\_\_ Date \_\_\_\_\_