

AGENDA
NJHSA Board of Directors
Monday, April 1, 2019
Atlanta, GA

- I. **Welcome & Announcements** Perry Ohren
- a. Introductions
 - b. Approval of Minutes of January 27, 2019
 - c. D'var Torah Jim Kahn
 - d. Committees for 2019/2020
 - e. Board Campaign
- II. **CEO's Report** Reuben Rotman
- III. **Board Orientation/Governance Goals** Erik Lindauer
- Board Member Responsibilities/Commitments
 - Statement of Conflict of Interest/Ethical Principles Review
 - Whistleblower Policy Review
 - Summary of basic duties of individual directors
 - Director Protections
 - Overview of By-laws relating to director indemnification and insurance
 - Overview of D&O coverage
 - Board Committee Charters Feedback Request
 - Governance Committee Agenda for Next Year
 - Identification and, Where Relevant, Adoption of Additional Best Practices in Governance
 - Completion and final assembly of Board Manual
 - Board Self-Assessment
 - Board Members Embracing Ambassadorship Roles
- IV. **Committee Reports/Action Items**
- a. 2019 Annual Conference Susan Friedman, Michael Hopkins
 - b. Audit Larry Reader
 - c. Budget and Finance Committee David Marcu
 - d. Membership Committee Judy Halper
 - e. Innovation Committee John Colborn
 - f. Strategic Planning Committee Perry Ohren
- V. **Meeting Schedule & Adjournment** Perry Ohren



COMMITTEE: BOARD OF DIRECTORS		MEETING MINUTES
DATE/TIME:	Sunday, January 27, 2019; 9am-3pm ET	
LOCATION:	Surfside, Florida	
ATTENDEES:	<p><u>Present:</u> Perry Ohren, Chair; John Colborn, Vice Chair, David Marcu, Treasurer, Judy Halper, Secretary. Julie Chapnick, Susan Friedman, Paula Goldstein, Jordan Golin, June Gutterman, Michael Hopkins, Robert Hyfler, Stephan Kline, Erik Lindauer, Jay Miller, Lori Moss, Leslie Reis, Leah Rosenbaum, Ray Silverstein.</p> <p><u>By Phone:</u> James Kahn, Aviva Sufian, Andrea Steinberg.</p> <p><u>Staff:</u> Reuben Rotman, Lisa Loraine Smith.</p>	
NOT PRESENT:	Claudia Finkel, Brian Prousky, Larry Reader.	
QUORUM/CALL TO ORDER:	The meeting was called to order at 9:00 am ET. A quorum was present.	
AGENDA:	<ol style="list-style-type: none">1) Approval of Minutes of November 5, 2018 and of November 12, 2018.2) Invitation to Join Safety, Respect, Equity Coalition3) 2020 Annual Conference4) CEO's Report5) CPO's Report6) Review of Financial Report7) Advocacy Committee8) Audit Committee9) Canadian Member Agencies10) Governance11) Membership12) Nominating13) Executive's Conference14) Annual Conference15) Board Discussion: Strategic Planning16) Executive Session/Adjournment	
VOTES TAKEN / ELECTIONS/ACTIONS TAKEN/DECISIONS MADE	<ul style="list-style-type: none">○ A motion was made and unanimously approved to accept the minutes of November 5, 2018 and of November 12, 2018.○ A motion was made and passed, with one rejection, to accept the invitation for NJHSA to join the Safety, Respect Equity Coalition.○ A motion was made and unanimously approved to accept the proposed Public Policy Priorities for 2019.○ A motion was made and unanimously approved to accept the proposed North American Public Policy Priorities for 2019.○ A motion was made and unanimously approved to accept the proposed revisions for the NJHSA By-Laws.○ A motion was made and unanimously approved to accept the proposed revisions for the Certificate of Incorporation for NJHSA.○ A motion was made and unanimously approved to accept the proposed Committee Charters.○ A motion was made and approved with one abstention to accept the proposed slate of nominees for the NJSHA Board of Directors for 2019-2020.	
KEY DEVELOPMENTS/DECISIONS REPORTED:	<ul style="list-style-type: none">• It was agreed that NJHSA would accept the invitation to join the Safety, Respect, Equity Coalition and would bring the terms of the Coalition to the NJHSA Human Resource Committee to ensure that current NJHSA policies	

DATE/TIME:

Sunday, January 27, 2019; 9am-3pm ET

are in keeping with the requirements of the Coalition. It was further agreed that NJHSA would promote its membership with the Coalition with the full Network membership.

- It was reported that three communities have expressed interest in hosting the NJHSA 2020 Annual Conference. Discussions are underway with each and the Executive Committee will make the final determination with the goal that the remaining communities will be asked to host in subsequent years.
- Reuben Rotman distributed his CEO's report in writing and shared plans for a Jewish Poverty initiative, to be launched at the 2019 Annual Conference and a pending request for funding with the Weinberg Foundation.
- Lisa Loraine Smith shared an update on the status of NJHSA sponsored Affinity Groups.
- David Marcu reviewed draft statements for the 2018 fiscal year and noted that the initial projection reflects an estimated deficit in the range of \$112,000. He noted the following as key factors contributing toward the deficit: difference in received funding from Legacy Foundation vs. original budget, higher than budgeted expenses for Annual Conference and higher than budgeted expenses for audit and legal (relating to the merger).
- Aviva Sufian reviewed the proposed Public Policy Priorities for 2019 and noted the addition of new priorities related to the impact of guns and the addition of asylum seekers to priorities related to immigration.
- In the absence of Larry Reader, Reuben Rotman reported the results of the 2017 audits for AJFCA (for January through April 2017) and for NJHSA (for May through December 2017). He explained that AJFCA saw an increase in its net assets of \$146k for this period, while NJHSA saw a decrease in its net assets of \$146k for this period. He explained that these fluctuations were directly related to the merger expenses.
- In the absence of Brian Prousky, Reuben Rotman reported that JFS Calgary, JFS Edmonton and JFS Ottawa have all resumed their membership with NJHSA for 2019. Reuben also reviewed the North American Public Policy Priorities, which include references for Canadian legislation and law.
- Erik Lindauer presented draft revisions for the By-Laws, Articles of Incorporation and Committee Charters. He noted the following as substantive edits of the By-Laws:
 1. Agency Member and Affiliate Member definitions are adopted and used more clearly, as appropriate throughout.
 2. Structure and roles of Governance Committee, a Nominating Subcommittee thereof, and the Membership Committee are detailed.
 3. References to the Merger Restructuring have been deleted where no longer relevant.
 4. The description of the length of initial directors' terms and the status of ex-officio board members have been clarified.
 5. Express authority for electronic meetings, and for email or similar electronic written consents in lieu of a meeting, has been adopted.
 6. Indemnification and insurance of officers has been expanded to be consistent with what is permitted by current New York law.

Erik also noted the following as substantive edits of the Articles of Incorporation:

COMMITTEE: BOARD OF DIRECTORS	MEETING MINUTES
DATE/TIME:	Sunday, January 27, 2019; 9am-3pm ET
	<ol style="list-style-type: none"> 1. Historical references to predecessor organizations dating back to the 1970's have either been eliminated or summarized. 2. Separate historic charter documents have been consolidated into a single updated document. 3. Updated to reflect the New Jersey office as the address for sending legal notices. <ul style="list-style-type: none"> • Judy Halper reported that the Jerusalem Hills Therapeutic Center of Jerusalem, Israel has recently joined NJHSA as a new member agency. Judy also presented the need to adopt an "Inactive Status" for agencies who let their membership lapse. • Paula Goldstein presented the slate of incoming Board members for 2019-2020 and noted the addition of Sandy Muskovitz Danto, a community volunteer from Detroit, as an incoming board member and new three-year terms for Julie Chapnick, Paula Goldstein, Stephan Kline, Lori Moss, Larry Reader, Leslie Reis, Ray Silverstein and Aviva Sufian.
DISCUSSION ITEMS OF INTEREST	<ul style="list-style-type: none"> ○ Jordan Golin reported summary results of the 2018 Executives Conference and explained that the committee has proposed rebranding the conference as an Executives' Networking Forum. He reported that the 2019 Forum will be held from November 2-4 at the Arizona Biltmore in Phoenix. ○ Susan Friedman and Michael Hopkins shared highlights of the upcoming 2019 Annual Conference in Atlanta and noted the plenary sessions addressing crisis response and Jewish poverty and a presentation from Dr. Deborah Lipstadt. They also noted the Sunday evening reception at the Civil Rights Museum and a pre-conference gathering for lay leadership and executives at the JFCS Atlanta, scheduled for Sunday morning, March 31. ○ The Board engaged in a lengthy discussion for the Strategic Planning process and completed a series of discussion questions in pairs. ○ The Board adjourned into Executive Session to facilitate a performance review discussion of the CEO.
TASKS / ASSIGNMENTS / FOLLOW UP:	<ul style="list-style-type: none"> • The Board was asked to submit written summary responses for the Strategic Planning questions to Reuben Rotman. • The Board was reminded to complete their registrations for the upcoming NJHSA Annual Conference in Atlanta.
NEXT MEETING DATE / AGENDA	<p>Next meeting date: Monday, April 1, 2019 Time: 12 Noon – 2pm ET Location: Atlanta (during NJHSA Annual Conference)</p>
MINUTES TAKEN BY:	Judy Halper, Board Secretary



**Committee Staffing Assignments/Roles
FY 2019/2020**

STANDING COMMITTEES:

Executive Committee (Perry Ohren, Chair; Reuben Rotman, Staff): The Executive Committee shall consist of all the Officers and the immediate past co-chairs (who shall serve as ex-officio members). The Chair of the Board of Directors shall chair this committee. The Executive Committee shall perform such duties and take such action as may be necessary between meetings of the Board. It may perform any function of the Board not specifically reserved to the Board. In addition to the powers and duties given it herein, it shall have powers and duties as may from time to time be delegated it by the Board. In addition, the Executive Committee shall be responsible for evaluating, annually, the performance of the President/CEO and for the compensation policies of the **NETWORK**, the latter in consultation with the Finance Committee, and ultimate approval of the Board.

Audit Committee (Larry Reader, Chair; Reuben Rotman, Staff): The Audit Committee shall be composed of at least three individuals to be appointed by the Chair and ratified by the Board of Directors. The committee shall choose one of its members to chair the committee. Members of the committee may not serve as officers of the **NETWORK** during their service on the Audit Committee, nor may they serve on the Budget and Finance Committee. The Audit Committee shall oversee financial procedures, management practices and other relevant matters to ensure the proper and transparent functioning of the **NETWORK**. Should the **NETWORK** appoint an internal auditor, the Audit Committee shall supervise the auditor's work and approve, in advance, the work plan. The Audit Committee shall provide a report at least once per year to the Board of Directors, and should the Audit Committee deem appropriate, the membership.

Budget and Finance Committee (David Marcu, Chair; Reuben Rotman, Staff): The Budget and Finance Committee shall consist of not fewer than five members of the Board of Directors and/or other individuals that the Board Chair wishes to have serve. The Chair of the Finance Committee shall be the Treasurer. Should the Treasurer not be able to participate in any given meeting of the committee, he/she may appoint another member to chair the committee. The Finance Committee shall approve the **NETWORK** budget, audited financial reports and any other significant financial documents prior to them being reviewed by the Board for approval.

Governance Committee (Erik Lindauer, Chair; Reuben Rotman, Staff): The Governance Committee shall consist of not fewer than five members of the Board of Directors, and at least two members of such Committee shall be either an officer or Past Board Chair of the **NETWORK**. The Committee makes recommendations regarding the governing structure and/or bylaws of the **NETWORK**. The **Nominating Committee (Paula Goldstein, Chair; Reuben Rotman, Staff)** is established as a subcommittee of the Governance Committee. The Nominating Committee is responsible for presenting a slate to include all Directors to be elected at the next annual meeting of the members. The Nominating Committee shall also present a slate of officers to be recommended to the Board at the next meeting during which any officer's term is to expire.

Human Resources Committee (Leah Rosenbaum, Chair; Reuben Rotman, Staff): In consultation with the President/CEO and the Board, the Board Co-Chairs shall appoint committee members and the chair thereof. The Committee shall be responsible for the review of all matters pertaining to the **NETWORK** personnel, including the development and updating of the **NETWORK** Employee Handbook and any policies and procedures which may impact and benefit personnel, including employee benefits, staff training and related matters. The Committee shall advise the President/CEO, who has responsibility for the hiring/firing and probationary status of NJHSA employees. The Committee also annually reviews the salary and related benefit recommendations for administrative and program personnel.

Membership Committee (Judy Halper, Chair; Karen Rosen, Staff): In consultation with the President/CEO and the Board, the Board Co-Chairs shall appoint committee members and the chair thereof. The Membership Committee will develop and implement policies and procedures related to member agencies of the **NETWORK**, including the establishment of a dues policy, criteria for membership, the evaluation of membership applications, requests for dues relief as well as outreach plans and incentives to support existing member agencies and to engage new agencies. The **International Members' Subcommittee (Judy Halper, Chair; Karen Rosen, Staff)** of the Membership Committee considers needs and concerns of International Member Agencies.

PROGRAM COMMITTEES:

November 2019 Executives' Networking Forum Committee (Open, Chair; Lisa Loraine Smith, Staff):

This committee is responsible for the planning, marketing and evaluation of the November 2019 Executives' Networking Forum, scheduled for November 2-4, 2019 in Phoenix, Arizona.

2020 Annual Conference Committee (Open, Chair, Open, Co-Chair; Lisa Smith, Staff): This committee is responsible for the planning, marketing and evaluation of the 2020 Annual Conference.

Advocacy (Aviva Sufian, Chair; Darcy Hirsh, Staff): This committee is concerned with the Advocacy Pillar of the NETWORK. The committee plans, implements, monitors and evaluates advocacy initiatives of the NETWORK and supports the advocacy efforts of its member agencies. This committee coordinates its efforts with the Jewish Federations of North America Washington Office and incorporates the concerns of NETWORK Canadian, Israeli and other international member agencies, as needed. This committee considers coalition efforts which could strengthen the advocacy initiatives of the NETWORK.

Best Practices (Andrea Steinberg, Chair; Reuben Rotman, Staff): This committee is concerned with the Best Practices Pillar of the NETWORK. This committee plans, implements and monitors the delivery of best practice initiatives which could support the services provided by NETWORK member agencies.

Communications (Open, Chair; Megan Manelli, Staff): This committee serves in an advisory committee to NJHSA staff as they implement marketing and communications initiatives to advance the NETWORK.

Lay Leadership (Anna Feldman, Chair; Reuben Rotman, Staff): This committee develops and evaluates targeted program efforts to address the needs of lay leadership of Member Agencies.

Innovation (Jerry Rubin, Chair; Reuben Rotman, Staff): This committee is concerned with the Innovation Pillar of the NETWORK. This committee seeks opportunities to bring innovative resources to the member agencies of the NETWORK and monitors and evaluates the efforts the NETWORK's Center for Innovation and Research.

Services (Lori Moss, Chair; Karen Rosen, Staff): This committee is concerned with the Services Pillar of the NETWORK. This committee monitors, evaluates and considers new opportunities for services offered by the NETWORK and considers special opportunities for services that are revenue generating. Additionally, this committee addresses the need for professional and lay leadership training/education offerings – as service offerings of the Network.

CEO's Report for NJHSA Board Meeting of April 1, 2019

This report covers the period of January 27, 2019 – April 1, 2019

Staffing:

- Elisa Hirsch joined the staff on February 11th to assume the newly established position of Operations Manager. Elisa comes to this position having most recently served as a Coordinator of Community Programming for the Jewish Federation of Northern New Jersey. In her new position, Elisa will ensure the efficient functioning of the NJHSA office, will provide administrative support to all NJHSA personnel and will assist the Board in its functioning.
- Together with our colleagues at JFNA, NJHSA has hired Darcy Hirsh to assume the position of NJHSA Washington Representative. Darcy comes to this position having served most recently as the Director of Government Affairs for DC and Virginia with the JCRC of Greater Washington. Darcy will begin her position with JFNA/NJHSA on April 22nd.

Funding:

- Received a two-year grant of \$100,000 (\$50,000 for 2019 and \$50,000 for 2020) from the Weinberg Foundation. The grant is an operating grant and can be used to support the Network's Jewish Poverty Initiative of its Center for Innovation and Research.
- Continued discussions with Covenant Foundation and JFS Seattle to explore possibility of pilot replication of JFS Seattle Project Kavod.
- Submitted funding request and met via Zoom to present to the following Jewish Federations: Baltimore, Chicago, Cleveland, Detroit, Miami, MetroWest New Jersey, New York City and Washington DC.

Membership:

- Continued dialogue with UJA Federation of New York and several NYC based agencies to encourage membership from NYC agencies.
- Welcomed the following new member agencies: Jerusalem Hills Therapeutic Center in Israel and NEXT GENERATIONS of Florida.
- Facilitated outreach to prospective member agencies who attended the Atlanta conference.

Board Committees:

Advocacy:

- Disseminated final 2019 NJHSA Public Policy Priorities and a separate document listing Canadian Public Policy Priorities.
- Submitted comments in coordination with JFNA in response to the pending regulations surrounding the US Supplemental Needs Assistance Program (SNAP).

Audit:

- Solicited proposals from five auditing firms and made recommendation to the Audit Committee for the selection of a new auditor.
- Completed required filings of recently completed audits and updated Articles of Incorporation and By-Laws with State of New Jersey.

Budget and Finance:

- Reviewed draft financial statements for period ending February 2019.
- Reviewed draft budget forecast monthly cash projections for 2019. Will be developing monthly cash flow projections moving forward.

Governance:

- Initiated discussion of contents for Board Manual and determined content for orientation for new board members.
- Discussed self-assessment process for Board members.

Human Resources:

- Disseminated updated results of 2018 NJHSA Compensation Survey, with a focus on those agencies whose operating budgets are \$3m and higher.

Innovation:

- Analyzed interviews with member agencies to identify common challenges and agreed to the following as its focused efforts:
 - Innovations in addressing Jewish Poverty
 - Innovations in addressing the recruitment and retention of staff at all levels in Jewish human service agencies.

Nominating:

- Continued process to develop slate for 2019 NJHSA board.

Strategic Planning:

- Continued work on mission and values statements which incorporated staff and board feedback.
- Reviewed assessment/planning of NJHSA pillars
- Initiated key informant interviews with stakeholders.

Program:

- Continued extensive planning efforts for the 2019 Annual Conference.
- Developed plans to secure location and dates for 2020 Annual Conference.
- Facilitated review of 2018 Executives Conference and secured venue plans with The Arizona Biltmore for 2019.
- Held several meetings with plenary presenters for 2019 Annual Conference.
- Represented NJHSA in Strategic Planning meeting convened by Sharsheret.
- Met with representatives from JPro to discuss NJHSA involvement in JPro 2019 Annual Conference.
- Directed ongoing solicitation for 2019 Annual Conference sponsorships.
- Met with six prospective member agencies.
- Lisa Loraine Smith, NJHSA CPO, developed and initiated several Affinity Groups: Small Agency Executives, Holocaust Survivor Professionals, Workforce Development Executives, Workforce

Development Professionals, Disabilities Services Professionals, IT Professionals, Volunteer Managers, Marketing Managers and Development Managers.

- Facilitated two orientation meetings for recently appointed CEO's and connected those CEO's with others in the Network for individual support/guidance.
- Continued implementation of monthly professional development webinars (averaging the participation of 20 member agencies).

Travel for CEO:

- Represented NJHSA at JCPA Annual Conference and served as moderator on panel addressing the Social Safety Net with representatives from Mazon, JFNA and NCJW.
- Represented NJHSA at conference of Covenant Foundation Project Directors.
- Represented NJHSA at the Weinberg Foundation's Convening on Jewish Poverty in San Francisco.
- Attended Source America Board Meetings in Tysons Corner, VA.

Travel for Chief Program Officer:

- Represented NJHSA at JFNA Jewish Disability Advocacy Day.
- Represented NJHSA at the annual conference of the National Skills Coalition.



Board of Directors' Roles & Responsibilities

The Network is the membership association for 140+ not for profit organizations in the United States, Canada and Israel who provide a full range of human services for members of the Jewish community and beyond.

The Network seeks to be the leading voice for Jewish human service organizations – the go-to resource for best practices, research, innovation and partnerships.



What Makes the Network Unique?

The Network of Jewish Human Service Agencies (NJHSA) strives to be the leading voice for Jewish human service organizations - the go-to place for best practices, research, innovation and partnerships; strengthening agencies so that they can better serve their communities; people who need their help.

NJHSA strengthens Jewish human service agencies which serve their communities and those in need, by supporting youth and families, immigrants and refugees, persons with disabilities, and older adults through career, employment, mental health and elder care services.

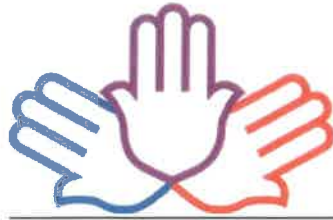
How Can You Contribute as a Board Member?

The Network's Board is comprised of professional and lay leadership with a range of backgrounds including those from the corporate and philanthropic sector and others who share our vision of strengthening the Jewish human service movement. Board members are involved in making important industry connections, helping to craft powerful fee generating opportunities, helping the Network to stay at the fore front of policy setting and program design. Ultimately, the Network Board helps to stage for visionary leadership to advance the Jewish human service sector.

With over 140+ Network member agencies located in North America and Israel, united through their shared Jewish values and tradition, our goal is to maximize the impact of Network member agencies in helping people achieve their maximum potential.

Network Board Responsibility:

Meeting Attendance	<p>4 In-Person Meetings per Year:</p> <ul style="list-style-type: none"> • Spring (During Annual Conference) • Summer • Fall (During Executives' Conference) • Winter <p>Other meetings may be scheduled as phone conferences, While in-person attendance at quarterly meetings is strongly encouraged, telephonic or other electronic remote participation is accommodated when required.</p>
Financial Contribution	Meaningful annual contribution
Committee Participation	<p>Participation on at least one committee is required.</p> <p>Current Board Committees include (among others): Audit, Budget and Finance, Governance, Human Resources, Membership as well as Advocacy, Best Practices, Communications, Lay Leadership, Innovation & Services.</p>
Governance Roles	<ul style="list-style-type: none"> • Employ, terminate, evaluate and determine the compensation of the President & CEO. • Establish committees to study, oversee, or determine the implementation of specific areas of operation of the NETWORK, its specific or general goals and programs, and its current and foreseeable objectives; • Approve, reject, modify, or otherwise deal with reports and submissions of all committees, officers, and others affiliated with the NETWORK; • Establish dues for the member agencies and approve the annual budget of the NETWORK, as recommended by the Finance Committee and CEO. • Establish policies and procedures to ensure effective operations of the NETWORK. • Generally oversee the direction, control and finances of the NETWORK and approve major policies governing its activities in accordance with its By-laws and the Board's responsibilities under applicable laws of the State of New York relating to governance of non-profit organizations.



NETWORK of Jewish Human Service Agencies

STATEMENT OF ETHICAL PRINCIPLES AND CONFLICT OF INTEREST DISCLOSURE

The Network of Jewish Human Service Agencies (the “Network”) is committed to the maintenance of the highest ethical standards. Each Board Member owes the Network the duty to exercise reasonable care when he/she makes a decision as a Director of the Network. In determining adherence to ethical principles, it should be noted that the Network’s concern extends beyond whether a particular action is technically legal. Of equal importance to the organization is whether such action could be viewed by the public as improper, unethical, or inappropriate.

Specific Rules of Conduct

- (a) Members of the Board of Directors shall receive no salary or fee for their services on the Board or as officers.
- (b) No Board Member may directly or indirectly accept any gift, payment, service or special privilege, or other favors from any person or business organization that does or seeks to do business with the Network. (This does not prohibit acceptance of perquisites customary to the industry involved, such as no-charge upgrades by a hotel.)
- (c) No Board Member should use information obtained as a Director for personal gain.
- (d) No child, spouse, or first-degree relative of any Director may be employed or retained by the Network without full disclosure and the express approval of the Board of Directors.

Disclosure of Conflicts of Interest

A critical element of any ethical standards must be full, fair, and timely disclosure of real or potential conflicts of interest. A conflict of interest may exist when the interests or concerns of a Board Member may be seen as competing with the interests or concerns of the Network.

- (a) Existing Conflicts: Every Director shall disclose to the Board and management any material financial interest in a business or entity from which the Network is considering a purchase of goods or services. If such an interest exists, the

interested Board Member has a responsibility to make the conflict known and exclude themselves from any discussion and decision relating to the conflict. The minutes of the Board meeting shall reflect the conflict. The disinterested Board may vote on the matter in the absence of the interested Director. If affirmed by the Board, no such purchases or sales shall be at prices less advantageous to the Network than the price would be in a transaction with a third party.

- (b) **Potential Conflicts:** In the case of a potential conflict, after disclosure by the Board Member of his/her financial interest and all material facts, s/he shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board Members shall decide if a conflict of interest exists. Any Board Member may recuse himself or herself at any time from involvement in any decision or discussion in which the Board Member believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

- (c) **Disclosure of Business Associations:** Every Director shall list below and fully describe the relationship of the following:
 - (1) Any non-profit or for-profit board that you sit on, any for-profit businesses for which you are an officer, director or a majority shareholder, the name of your employer and any business that you own or have a material financial interest in; and
 - (2) In addition to those disclosed per paragraph (1) above, any relationships, transactions, positions (volunteer or otherwise) or circumstances that you believe could contribute to a conflict of interest between the Network and yourself.

Upon becoming a Member of the Board of Directors of the Network, and annually thereafter, all Board Members must complete, sign and submit a copy of this Statement of Ethical Principles. All material facts about any actual or potential conflicts of interest must be fully and completely disclosed therein.

As a Director of the Network, I agree to the provisions of this Statement of Ethical Principles and Conflict of Interest Disclosure and attest that all conflicts of interest known or that should be known to me at this time have been fully and completely disclosed herein.

Agreed by:

Name: _____
(Please Print)

Date: _____

NJHSA Whistle-Blower Policy:

Effective January 2018

Excerpted from NJHSA Employee Handbook

- A. THE NETWORK has enacted a policy for the protection of employees who report to THE NETWORK suspected or actual occurrences of illegal, unethical or inappropriate events (behaviors or practices) without retribution.
- B. This policy is intended to encourage Board members, staff and others to report to THE NETWORK suspected or actual occurrences of illegal, unethical or inappropriate events (behaviors or practices) without retribution.
- C. The Whistle-blower should promptly report the suspected or actual event to his/her supervisor.
- D. If the Whistle-blower would be uncomfortable or otherwise reluctant to report to his/her supervisor, then the Whistle-blower could report the event to the next highest or another level of management, including to an appropriate board or committee member.
- E. The Whistle-blower can report the event with his/her identity or anonymously.
- F. The Whistle-blower shall receive no retaliation or retribution for a report that was provided in good faith (not done primarily with malice to damage another member of the organization).
- G. A Whistle-blower who makes a report that is not done in good faith is subject to discipline, including termination of the Board or employee relationship or other legal means to protect the reputation of the organization and members of its board and staff.
- H. Anyone who retaliates against the Whistle-blower (who reported an event in good faith) will be subject to discipline, including termination of board or employee status.
- I. Crimes against person or property, such as assault, rape, burglary, etc. should immediately be reported to local law enforcement personnel.
- J. Supervisors, managers and/or board members who receive the reports must promptly act to investigate and/or resolve the issue.
- K. The Whistle-blower shall receive a report within five business days of the initial report, regarding the investigation, disposition or resolution of the issue.
- L. If the investigation of a report that was conducted in good faith and investigated by internal personnel is not to the Whistle-blower's satisfaction, he/she continues to have the right to report the event to the appropriate legal or investigative agency.
- M. The identity of the Whistle-blower, if known, shall remain confidential to those persons directly involved in applying this policy; however, if the issue requires investigation by law enforcement, members of the organization are subject to subpoena.



PRELIMINARY

Meeting Schedule

Board of Trustees

2019-2020

Monday, April 1, 2019	12:15 pm – 1:15 pm	Atlanta, Georgia
Sunday, July 28, 2019	9:00 am – 3:00 pm	Sullivan & Cromwell 125 Broad Street New York, New York
Monday, November 4, 2019	12 Noon – 4:00 pm	Arizona Biltmore* Phoenix, Arizona
Sunday, February 9, 2020	9:00 am – 3:00 pm	Greater Tampa region, Florida
Spring 2020	TBD	Annual Conference

*November Board Meeting is part of the Network's Executives' Conference in Phoenix, AZ, scheduled to begin with Opening Dinner on Saturday evening, November 2nd and going through 4:00 pm on Monday, November 4th.