

Board Resolution
Directors' Duties and Conflicts of Interest Policy

Whereas the CHN Board seeks to act transparently and in the best interests of CHN and its members; and

Whereas the CHN Board seeks to use best practices in its governance, relying upon standard models of corporate governance;

Now therefore be it Resolved that the Board unanimously adopts the following Statement of Policy to govern members of the CHN Board of Directors (“Directors”).

Statement of Policy: Duties and Conflicts of Interest

1. Directors shall observe and act in accordance with the standard model of corporate governance; that is, observing the Duty of Care and the Duty of Loyalty.
2. The Duty of Care calls for informed decision making.
3. The Duty of Loyalty calls for a director to act (or not act) on a disinterested, independent basis, in good faith, with an honest belief that the action is in the best interest of CHN and its members.
 - 3.1. The “disinterest” of directors means that they should be free of a conflict of interest, which includes but is not limited to any material financial or other benefit in the matter under discussion.
4. Conflicts of Interest
 - 4.1. Directors must promptly disclose to the Board any facts that could raise a question about their disinterest or independence in the matter to be discussed.
 - 4.2. Any Director who is not disinterested must abstain from any vote on the matter in question.
 - 4.3. Any Director who is not disinterested may, upon a majority vote of the disinterested Board members present and serving, be asked to withdraw from the Board meeting prior to discussion of the matter in question.

Adopted August 17, 2020

Director Acknowledgment: _____

Printed Name: _____

Dated: