

Whistleblower Policy Employees and Board of Directors

A whistleblower is defined by this policy as any director, officer or employee of WomenHeart who reports an activity that he/she in good faith considers fraudulent or dishonest use or misuse of WomenHeart's resources or property (see list below) by a WomenHeart director, officer, employee, volunteer or consultant. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

All reports of violations or suspected violations of fraudulent or dishonest use or misuse of resources or property are to be promptly submitted to the Chief Executive Officer or the Chief Operating Officer as well as the Chair of the Board. The Chief Executive Officer and the Chief Operating Officer are responsible for investigating and coordinating corrective action. WomenHeart will treat all communications under this policy in a confidential manner, except to the extent necessary 1) to conduct a complete and fair investigation, or 2) for review of WomenHeart operations by WomenHeart's board, its auditors, WomenHeart's independent public accountants, and WomenHeart's legal counsel.

WomenHeart will not permit any negative or adverse actions to be taken against any director, officer or employee for making a good-faith report of a possible violation even if the report is mistaken, or against any director, officer or employee who assists in the investigation of a reported violation. Retaliation in any form will not be tolerated. Any act of alleged retaliation should be reported immediately to the Chief Operating Officer and will be promptly investigated. Any director, officer or employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or membership on the Board of Directors. This Whistleblower Policy is intended to encourage and enable directors, officers and employees to raise serious concerns within WomenHeart prior to seeking resolution outside the organization.

The right to protection against retaliation does not include immunity for any personal wrongdoing by the Whistleblower that is alleged and investigated. Directors, officers and employees must exercise sound judgment to avoid baseless allegations. A baseless allegation is one made with reckless disregard for its truth or falsity. Individuals making such allegations may be subject to disciplinary action by WomenHeart, and/or legal claims by individuals accused of such conduct.

Fraudulent or Dishonest Conduct

A deliberate act or failure to act with the intention of obtaining an unauthorized benefit.

Examples of such conduct include:

- Forgery or alteration of documents
- Unauthorized alteration or manipulation of computer files
- Fraudulent financial reporting
- Pursuit of a benefit or advantage in violation of WomenHeart's Conflict-of-Interest Policy

- Misappropriation or misuse of WomenHeart resources, such as funds, supplies, or other assets
- Authorizing or receiving compensation for goods not received or services not performed
- Authorizing or receiving compensation for hours not worked

Confidentiality Policy Board of Directors

It is the policy of WomenHeart that Board members may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with WomenHeart to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom WomenHeart has authorized disclosure. Confidential information includes, but is not limited to, medical information obtained from our patient advocates, management information including banking and financial information related to budgets, funders, donors and funding strategies, information about supporters, employees, marketing processes, our computer and software systems and processes and associated documents.

Board members shall use confidential information solely for the purpose of performing services as a Board member of WomenHeart. This policy is not intended to prevent disclosure where disclosure is required by law.

All files, documents, and working papers of WomenHeart are the property of WomenHeart. At the end of a Board member's term in office he or she shall return, at the request of WomenHeart, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession.

Personal Addresses

It is the policy of WomenHeart not to give out Board member's personal addresses, telephone numbers, fax numbers and email addresses to outside persons. Anyone asking for personal information on Board members should be instructed to forward all calls, mailings, or invitations to the WomenHeart office.

Board of Directors Conflict of Interest Policy

Statement of Policy

- No Board member shall use his or her position, or the knowledge gained therefrom, in such a manner that a conflict between the interest of WomenHeart or any of its affiliates and his or her personal interests arises.
- Each Board member has a duty to place the interest of WomenHeart foremost in any dealings with the organization and has a continuing responsibility to comply with the requirements of this policy.
- The conduct of personal business between any Board member or committee member and the organization and any of its affiliates is prohibited.
- Board or committee members may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the organization.
- During their term of office, no Board or committee member or their relatives may receive a Wenger Award.

If a Board member has an interest in a proposed transaction with the organization in the form of a significant personal financial interest in the transaction or in any organization involved in the transaction, or holds a position as trustee, director, or officer in any such organization, he or she must make full disclosure of such interest before any discussion or negotiation of such transaction.

Any Board or committee member who is aware of a potential conflict of interest with respect to any matter coming before the Board or committee shall not be present for any discussion of or vote in connection with the matter.

Disclosure

To implement this policy, Board members of the organization will submit annual reports on the attached forms and, if not previously disclosed, will make disclosure before any relevant Board or committee action.

These reports will be reviewed by the Board or an appointed Committee of the Board, which will attempt to resolve any actual or potential conflict(s) and, in the absence of resolution, refer the matter to the Board of Directors.

Potential Conflict of Interest Statement

I have read the statement of policy regarding conflicts of interest. To the best of my knowledge and belief, except as disclosed herewith neither I nor any person with whom I have or had a personal or business relationship is engaged in any transaction or activity or has a relationship that may represent a potential competing or conflicting interest, as defined in the statement of policy.

Further, to the best of my knowledge and belief, except as disclosed herewith, neither I nor any person with whom I have or had a personal business, or compensated professional relationship intends to engage in any transaction, to acquire any interest in any organization or entity, to become the recipient of any substantial gifts or favors that might be covered by the statement of policy regarding conflicts of interest.

Without exception

Except as described in the attached statement

Signature: _____

Print Name: _____

Date: _____

Conflict-of-Interest Questionnaire

Please answer all questions. If the answer is “yes” please explain. An affirmative response does not necessarily imply that the relationship is improper or that it should be terminated.

Have you or any related party¹ had any material interest, direct or indirect, in any transaction since January 1, 20__, to which the organization was or is to be a party? If so, please describe the relationship, including total billings (fees and reimbursement of out-of-pocket expenses).

Do you or any related party¹ have any material interest, direct or indirect, in any pending or incomplete transaction to which the organization is or is to be a party? If so, please describe the relationship, indicating actual or projected total billings (fees and reimbursement of out-of-pocket expenses) for this item.

Since January 1, 20__, have you or any related party¹ been indebted to the organization? Please exclude amounts due for ordinary travel and expense advances and for outstanding pledges. If the answer is “yes”, indicate the type of indebtedness and the amount.

The answers to the foregoing questions are accurately stated to the best of my knowledge and belief.

Signature: _____

Date: _____

¹ “Related party” is defined as members of your immediate family, which includes your spouse, minor children and all other dependents; estates, trusts and partnerships in which you or your immediate family has a present or vested future beneficial interest; and, a corporate or entity in which you or your immediate family is a beneficial owner of more than five percent of the voting interest.

Code of Ethical Conduct

I. Personal and Professional Integrity

All staff, Board members, and volunteers of WomenHeart act with honesty, integrity, and openness in all their dealings as representatives of the organization. The organization promotes a working environment that values respect, fairness, and integrity.

II. Mission

WomenHeart has a clearly stated mission and purpose, approved by the Board, in pursuit of the public good. All of its programs support that mission and all who work for or on behalf of the organization understand and are loyal to that mission and purpose.

III. Governance

WomenHeart has an active governing body, the Board, which is responsible for setting the mission and strategic direction of the organization and oversight of the finances, operations, and policies of WomenHeart. The Board

- Ensures that its members have the requisite skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of WomenHeart and its public purpose.
- Has a conflict-of-interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal, or other means.
- Is responsible for the hiring, firing, and regular review of the performance of its Chief Executive Officer, and ensures that the compensation of the Chief Executive Officer and other senior management positions as the Board deems appropriate is reasonable.
- Ensures that the Chief Executive Officer and appropriate staff provide the Board with timely and comprehensive information so that the Board can effectively carry out its duties.
- Ensures that WomenHeart conducts all transactions and dealings with integrity and honesty.
- Ensures that WomenHeart promotes working relationships with Board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness, and openness.
- Ensures that the organization is fair and inclusive in its hiring and promotion policies and practices for all Board, staff, and volunteer positions.
- Ensures that policies of WomenHeart are in writing, clearly articulated, and officially adopted.
- Is responsible for engaging independent auditors to perform an annual audit of WomenHeart's financial statements, and has an audit committee that is responsible for overseeing the reliability of financial reporting (usually the responsibility of the finance committee), including the effectiveness of internal control over financial reporting, reviewing, and discussing the annual audited financial statements to determine whether they are complete and consistent with operational and other information known to the committee members, understanding significant risks and exposures and management's response to minimize the risks, and understanding the audit scope and approving audit and non-audit services.

- Ensures that the resources of WomenHeart are responsibly and prudently managed.
- Ensures that WomenHeart has the capacity to carry out its programs effectively.
- Monitors WomenHeart’s programs in order to ensure they are effective and responsive to the needs of its constituencies and that mechanisms are in place to incorporate lessons learned into future programs.

IV. Responsible Stewardship

WomenHeart manages its funds responsibly and prudently. This should include the following considerations:

- Spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management.
- Compensates staff, and any others who may receive compensation, reasonably and appropriately.
- Knows that solicitation of funds has reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs.
- Does not accumulate operating funds excessively.
- Draws prudently from endowment funds consistent with donor intent and to support the public purpose of WomenHeart.
- Ensures that all spending practices and policies are fair, reasonable, and appropriate to fulfill the mission of WomenHeart.
- Ensures that all financial reports are factually accurate and complete in all material respects.

V. Openness and Disclosure

WomenHeart provides comprehensive and timely information to the public, the media, and all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about WomenHeart will fully and honestly reflect the policies and practices of the organization. Basic informational data about WomenHeart, such as the Form 990, will be posted online or otherwise made available to the public. All solicitation materials accurately represent WomenHeart’s policies and practices and will reflect the dignity of program beneficiaries. All financial, organizational, and program reports will be complete and accurate in all material respects.

VI. Legal Compliance

WomenHeart is knowledgeable of, and complies with, laws and regulations.

VII. Program Evaluation

WomenHeart regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. The organization is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. WomenHeart is responsive to changes in its field of activity and is responsive to the needs of its constituencies.

VIII. Inclusiveness and Diversity

WomenHeart has a policy of promoting inclusiveness and its staff, Board, and volunteers reflect diversity in order to enrich its programmatic effectiveness. WomenHeart takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, Board recruitment, and constituencies served.

IX. Fundraising

WomenHeart's solicitation of funds from the public or from donor institutions uses material that is truthful about the organization. WomenHeart respects the privacy concerns of individual donors and expends funds consistent with donor intent. WomenHeart discloses important and relevant information to potential donors.

In raising funds from the public, WomenHeart will respect the rights of donors, as follows:

Donors will be informed of the mission of WomenHeart, the way the resources will be used, and their capacity to use donations effectively for their intended purpose. Further, they will

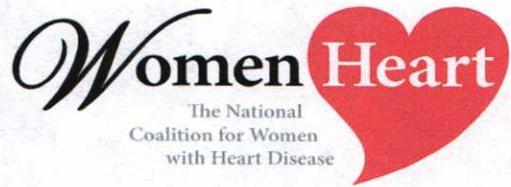
- Be informed of the identity of those serving on WomenHeart's governing Board and to expect the Board to exercise prudent judgment in its stewardship responsibilities.
- Have access to WomenHeart's most recent financial reports.
- Be assured their gifts will be used for purposes for which they are given.
- Receive appropriate acknowledgment and recognition.
- Be assured that information about their donations is handled with respect and with confidentiality to the extent provided by law.
- Be approached in a professional manner.
- Be informed whether those seeking donations are volunteers, employees of WomenHeart, or hired solicitors.
- Have the opportunity for their names to be deleted from mailing lists that WomenHeart may intend to share.
- Be encouraged to ask questions when making a donation and to receive prompt, truthful, and forthright answers.

Reporting Responsibility – Board of Directors/Chief Executive Officer

It is the responsibility of all directors and the Chief Executive Officer to comply with the code of ethical conduct and to report violations or suspected violations to the Chair of the Board in accordance with the whistleblower policy. The Chair of the Board will promptly investigate the reported violation or suspected violation and appropriate corrective action will be taken if warranted by the investigation.

Reporting Responsibility - Officers and Employees

It is the responsibility of all officers and employees to comply with the code of ethical conduct and to report violations or suspected violations to the Chief Executive Officer or the Chief Operating Officer as well as the Chair of the Board in accordance with the whistleblower policy. The Chief Executive Officer or the Chief Operating Officer will promptly investigate the reported violation or suspected violation and appropriate corrective action will be taken if warranted by the investigation.



Board Member Personal Financial Commitment Policy

WomenHeart recognizes that board members contribute in many different ways to fulfilling our mission. To facilitate our fiscal planning, we ask each board member to complete the following pledge form.

1) The Board will adopt a Give/Get commitment as follows: \$500 year one on the Board; \$1000 for year two and \$2000 for year three of first term on the Board, and every year of second term, if applicable. If current Board members elected in 2014 or earlier cannot meet this commitment because it creates a financial burden, they will be exempted from the full amount upon consultation with Chair, however, all members will be expected to make a financial contribution of some tangible amount every year, regardless of circumstances (to achieve 100% Board giving). If any prospective Board member cannot meet these commitments, the Governance Committee will discuss the financial hardship with the Board before rejecting the candidate.

2) Significant contributions of time, above and beyond typical Board duties, may count toward the annual Give/Get, upon consultation and approval of the Board Chair.

3) All Board members will be expected to provide names and contacts of "warm" leads for major gift, corporate and hospital alliance members. To be considered a warm lead, Board members will be asked to identify, communicate with, and make an introduction to staff via email, phone call or in person. Staff will be required to provide a report on their follow-up to Board leads, including an accounting of who, how and when the follow-up is occurring.

WomenHeart Personal Commitment

I, _____, have read and understand the Board Member Personal Financial Commitment Policy set forth in the WomenHeart Board of Directors Manual. By signing below, I understand that:

_____ I am responsible for contributing \$500.00 during my first year on the Board of
Initial Directors.

_____ I am responsible for contributing \$1000.00 for year two of my first
Initial term.

_____ I am responsible for contributing \$2000.00 for year three of my first
Initial term and every year of second term, if applicable.

Name: _____
Signature/ Date



Directors' and Officers' Liability Insurance Policy - Summary

This following summary provides general information about the WomenHeart Directors' and Officers' Liability Insurance policy. This policy covers all past and present board members and includes the following three major coverage areas:

Directors, Officers and Entity Liability: Pertaining to claims for “civil damages, civil administrative or regulatory proceedings or investigations.”

Employment Practices Liability: Pertaining to claims for monetary damages or other civil relief relating to wrongful employment practice claims.

Fiduciary Liability: Pertaining to fiduciary claims related to welfare benefit, employee pension benefit, or government-mandated insurance programs.

If you have specific questions about specific portions of this policy, please feel free to forward them to Beverly John or email our insurance agent, Todd Miller, directly at tamiller@miller-shook.com.

1. Diversity Policy

Inclusiveness and Diversity:

WomenHeart has a policy of promoting inclusiveness and its staff, Board, and volunteers reflect diversity in order to enrich its programmatic effectiveness. WomenHeart takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, Board recruitment, and constituencies served.

We believe that broadening constituencies to become genuinely representative of the community we serve and creating programs, materials, and activities that are sensitive and responsive to their needs is essential to continued success. We strive for an inclusive environment where volunteers, members of the governing board, staff, and others who support WomenHeart reflect the full diversity of people affected by heart disease and feel welcome to share their talents, skills, and passions in pursuit of our mission.

Discrimination or harassment based on race, sex, age, ethnic origin, culture, religion, disability, economic status, sexual orientation, geographic location or any other non-merit criteria will not be tolerated. Volunteers and staff are held to a standard of conduct that is free from stereotyping, isolating, harassing or discriminating and reflects favorably on the reputation of WomenHeart.

2. Corporate Relations:

WomenHeart Principles for Corporate Relations:

WomenHeart: The National Coalition for Women with Heart Disease credits the ability to fulfill its mission to its broad base of support from multiple sources. The organization must continue to seek diverse channels of funding, while maintaining independence and objectivity and avoiding conflicts of interest that might compromise its programs, projects and principles.

This policy states the organization's principles and guidelines concerning the solicitation, acceptance and use of funding from corporations.

Donations of cash, property, services, noncash gifts or any other form of support that is not in keeping with these principles will not be accepted.

Criteria for Evaluating Corporate Relationships

- **Independence:** WomenHeart will exercise independent judgment in all its decision making and in the implementation of any agreed upon activities related to the corporate relationship. WomenHeart will maintain an independent position on health issues and concerns by referring all requests for logo use to the SAC for its scientific review of claims, evidence or findings.
- **Mission-related benefit:** WomenHeart will solicit and accept support only for activities that are consistent with its mission.
- **Consistency:** The relationship must be consistent with WomenHeart's principles, public positions, policies, and standards.
- **Adherence:** The relationship adheres to all applicable state and local laws and regulations.

- **Non-deceptive communications:** Materials from the corporation or WomenHeart directed to the public will contain accurate and non-deceptive terms or statements such that a reasonable person will understand the nature and extent of the corporate relationship. Specific monetary amounts need not be reported except where a purchase by a consumer causes a donation to be made to WomenHeart, in which case WomenHeart will disclose the amount or percentage of money from the sale which will actually go to the organization, the duration of the campaign (e.g., the month of October), and any maximum or guaranteed minimum contribution amount (e.g., up to a maximum of \$200,000). The receipt of financial support and the name of the Funder are transparent whether an event or activity is directly paid for by, or indirectly results from, the Funder's financial support. Acknowledgements of corporate support will be limited to companies' names, logos or slogans that are an established part of the supporters' identities, trade names, addresses and telephone numbers. Recognition of major corporate support will be developed in cooperation with the corporate donors and will be consistent with the Funder's level of support and WomenHeart's mission and purpose.
- **Endorsements:** WomenHeart will not accept any support that implies or requires endorsement of a specific product.
- **Control of Content:** WomenHeart will accept funds for research, informational and educational activities only when the content has been approved by its Scientific Advisory Council (SAC), based on careful review of recommendations by either the SAC or an independent group selected by the SAC.
- **Financial Control:** WomenHeart will maintain complete control, consistent with any donor restrictions acceptable to WomenHeart, of all funds provided by corporations, organizations, and individuals.
- **Certifications:** Certifications may only be issued by WomenHeart once a particular product or service of a company complies with or satisfies an applicable or relevant standard of the organization. Exclusive certifications should be avoided unless they: (i) are limited to a particular activity for a specified time period; (ii) provide meaningful benefit to WomenHeart and the public; and (iii) do not prohibit WomenHeart from engaging in different types of activities with competing corporations and/or products.
- **Privacy:** WomenHeart has written guidelines that protect the privacy of people participating in corporate-sponsored activities and/or programs.
- **Balance:** WomenHeart will evaluate on an annual basis the total amount of corporate support received as a percentage of total revenue.

Written Agreement

WomenHeart will execute a written agreement with the corporation for any activity in which WomenHeart is obligated to meet any terms or conditions. The written agreement must clearly indicate:

- the amount of money that will be transferred to WomenHeart;

- whether the payment is unrestricted or earmarked to support a particular event or program activity;
- a written description of the mission-driven activity being supported that both parties will agree to use for purposes of disclosure to the general public;
- the manner in which each party will disclose the support to the general public, (e.g., in an easily accessible location on their websites);
- that WomenHeart retains complete control of and right of approval over all content related to the event or program activity; and
- whether, and if so, how WomenHeart's name, logo and/or any identifying marks will be used by the corporation. WomenHeart shall not allow its name/logo or identifying marks to be used in any promotion or advertisement that names and compares competing products unless the organization has determined the superiority of the product with which it is associating and can substantiate its superiority. WomenHeart's intellectual assets, including its name, logo, research and other work, will be protected at all times.

Once the components of the corporate relationship have been finalized, the Vice President, Administration shall ensure that a written agreement is prepared that includes all of the elements specified in the board-approved Corporate Relationships Policy. The written agreement will be reviewed and approved by the Vice President, Administration prior to execution and implementation. WomenHeart may also submit the written agreement for review by legal counsel. The written agreement will be signed by the Chief Executive Officer or the Chief Operating Officer.

As specified in the written agreement, WomenHeart retains complete control of and right of approval over all content related to the project or event. Likewise, WomenHeart must approve all uses of its name/logo and identifying marks. Ads, promotional materials and any health messages should be reviewed and approved in advance by the Vice President, Public Policy or appropriate member of the WomenHeart Scientific Advisory Council, if applicable, and the Vice President, Public and Patient Support.

The commercial message must be visually/audibly separate from the WomenHeart identification. There must be a clear scientific basis for the message. The corporation's materials--including text, graphics and the combination of the two--cannot suggest or reasonably imply an endorsement or recommendation by WomenHeart, or a message or impression other than that approved by WomenHeart.

Disclosure

WomenHeart will, unless otherwise prohibited by law, disclose financial support it receives as a result of corporate relationships. At a minimum, WomenHeart will disclose amounts received from corporations identified on Schedule B of its Form 990 (more than the greater of \$5,000 or 2% of the total amount of contributions reported on line 1 h of Part VIII of Form 990).

WomenHeart will publish the disclosure information in a format easily accessible to the public (e.g., on its website or in its annual report) within six months of the close of the organization's fiscal year. The disclosure information should include the name of the corporation, the aggregate amount of support

provided by that corporation, and the total amount of all corporate support received from all corporations.

The Vice President, Administration will ensure that corporate contributions are disclosed according to the methods and timeframe specified in the board-approved corporate relations policy.

Operating Guidelines

These operating guidelines describe the processes and procedures to be followed by WomenHeart in soliciting and implementing corporate relationships.

Criteria for Inclusion

- ethical business practices
- safe products and/or services
- customer service and satisfaction
- employee health and well-being
- community service
- financial stability
- a focus on reaching WomenHeart's primary audiences
- existing communication channels that reach key audiences
- a favorable image among key audiences
- a history of creating long-term partnerships with nonprofit organizations or an interest in doing so
- companies with a nationwide presence

Criteria for Exclusion

- Tobacco companies (This exclusion may or may not extend to otherwise qualified subsidiaries.)
- Companies providing products or services that could be perceived as dangerous, unhealthy, or environmentally unsafe (e.g., extreme sports equipment, firearms, or chemical agents)
- Food companies with an unhealthy public positioning (e.g., fast food restaurants, candy companies, junk food companies)
- Alcohol companies, except for red wine because of the proven benefits of moderate red wine consumption and heart health
- Unfavorable reputation in the marketplace
- Recent negative press
- Exploitation of women: Cash, gifts, services or partnerships will not be accepted or exchanged with any company or organization that exploits women in its products, advertising, marketing or workforce.

Screening

At the outset, each proposed corporate relationship should be evaluated to determine whether it meets the criteria in the board-approved Corporate Relationships Policy. In addition, each proposal should be evaluated considering WomenHeart's goals, strategies, priorities and policies; net benefits to WomenHeart; risks; availability of resources; timelines; proper control and implementation; and evaluation. Requests involving products that could change health status (foods for example) should be considered more rigorously than products that do not affect health (i.e., scarves, jewelry). Sufficient time must be planned for WomenHeart's usual and customary review and approval processes.

3. Organizational Evaluation

WomenHeart has three year strategic plan that contains measurable goals and objectives that are reported to the Board of Directors at each full board meeting. In addition, the Board of Directors shall regularly assess no less than every two (2) years the performance and effectiveness of WomenHeart in achieving the mission of the organization, and shall determine future actions required to achieve the mission.

WomenHeart Board of Directors

Committee Meeting/Conference Call Documentation Policy

Listed below are the documentation guidelines for when the Governance, Finance, and Development committees have meetings, both in person or a conference call:

1. An email for agenda items will be sent by the committee chair(s)
2. An agenda will be created before the meeting/conference call by the committee chair(s), and distributed via email to each member of the committee
3. The committee chair(s) will delegate who will take minutes at each meeting
4. A minimum of electronic copies of at least the committee type, date, agenda items, and action items will be recorded at each meeting. These minutes will be stored at the specified location designated by the Chair of the Board of Directors.

Personal Leave Policy--WomenHeart Governing Board of Directors

During a 3 year term of service, the WomenHeart Governing Board of Directors understands that a Board member may experience a personal/health crisis that negates their ability to meet their Board obligations. At the same time, the Board must continue to lead the organization via attendance at meetings, conference calls, and standing committee calls, and casting votes on issues presented for Board approval. Should a critical situation occur whereby a Board member expects to be unable to serve, either continuously or in intermittent increments not to exceed 90 days, the Board member may request a temporary leave of absence. A leave can be granted only once per a 3 year term.

To obtain approval of a leave of absence, the Board member will notify the Chair in writing of this request, the Chair will prepare a Board Resolution, and will submit the Resolution to the Board for discussion and vote. **If the Board believes that granting a leave will be detrimental to fulfilling its responsibilities (eg, multiple Board members have requested leave at the same time), the Board reserves the right to deny a leave request and ask for the requestor's resignation.**

The Resolution will state that, while on leave of absence, the Board member shall not participate in any activities of the Board, including meetings, conference calls, and voting. During the duration of the approved leave, the absent Board member would not be counted toward establishing a quorum at Board meetings and calls. While on leave, the Board member will not have fiduciary responsibility for decisions approved by the Board in their absence.

If the Board member requires more than **90 continuous or intermittent days to resolve their situation, a letter of resignation should be sent to the Board Chair.** If the board member believes he/she will be able to fully participate at a later date, this individual can re-apply and be considered for future Board service.