



Code of Ethics and Confidentiality Agreement Non-Board Director Committee Member

Code of Ethics and Confidentiality

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of Girl Scout Heart of the Hudson, Inc. (GSHH) believes that confidentiality must be maintained. Therefore it is agreed that each non-Board Director committee member shall keep confidential any and all information relating to discussions at its meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While non-Board Director committee members are free to discuss the result of Board committee action items, disclosing any information concerning the discussion of such items during the Board committee meeting is prohibited.

Non-Board Director committee members acknowledge that any violation of this agreement could cause harm to GSHH and frustrate Board committee deliberations.

In order to ensure compliance with applicable laws and to protect GSHH, its non-Board Director committee members from potential legal problems regarding conflicts of interest and violation of fiduciary obligations, GSHH endorses and adopts the following statement:

I. Duty of Loyalty

Among the fiduciary obligations of a non-Board Director committee member of a non-profit organization is a duty of loyalty to the non-profit corporation. This includes supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by the Board of Directors. As representatives of GSHH, non-Board Director committee members are obligated to maintain this duty of loyalty in all manner of activities during their term of office. This duty of loyalty is not intended to, nor should it, discourage debate within Board committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process.

II. Confidentiality of Board Committee Discussions and Board Committee Documents

It is agreed that each non-Board Director committee member shall keep confidential any and all information relating to discussions at its meetings, including any and all materials, e.g., presentations, correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board.

III. Conflicts of Interest

One of the fiduciary obligations of a non-profit corporation non-Board Director 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 interest. To avoid potential conflict of interest problems, GSHH implements the following procedures:

1. In any transaction involving GSHH and a non-Board Director committee member, and any corporation, partnership or other entity in which an individual 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 Board and the appropriate Board 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 GSHH" 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 committee is present, but that individual shall not vote on the transaction.

IV. Fiduciary Obligations as to GSHH Opportunities

In addition, a non-Board Director committee member is prohibited from seizing a "corporate opportunity" for his or her company's benefit. This means that such an individual may not take advantage of a business opportunity in which the Board committee member knows GSHH has a genuine interest and where such an opportunity would be consistent with GSHH's purposes, mission and goals as a non-profit corporation. Further, if the non-Board Director committee member becomes aware of such an opportunity, he or she is obliged to so inform GSHH and allow GSHH to act first.

V. Participate on Deliberations and Actions

In any case in which there is a question of loyalty, conflict of interest, or corporate opportunity raised, the non-Board Director committee member shall not participate in the meeting for the entire time the matter is discussed and voted upon.

VI. Abiding by the Code of Ethics and Duty of Confidentiality

A breach of the Code of Ethics and duty of confidentiality may result in removal from the Board committee.

I have read and understand the above expectations for the position of non-Board Director committee member for Girl Scouts Heart of the Hudson, Inc. and agree to abide by the Code of Ethics and duty of confidentiality.

Signature

Date

I have checked off each committee on which I sit.

- Board Development Committee
- Finance Committee
 - Audit Committee
 - Investment Committee
- Fund Development Committee
- Governance Committee
- Property Committee
- Property Plan Committee
- Strategic Plan Committee