

Topic: Responsibilities of the Board of Directors regarding corporate compliance	Department: Administration/Governance
Original effective date: 1/8/07	Last revision date: 4/16/26
Owner: VP for Quality and Compliance	Frequency of reviews: Annual
Internal/Regulatory Reference(s) (all that apply): 18 NYCRR 521.3(a)(4)	
Related documents/Links: Please see references within the document	

Policy: It is the policy of The Arc of Monroe that business, administrative and support functions promote personal and organizational outcomes.

Additional Information: Specific Board procedures can be found in the Board bylaws. The Compliance Committee will include a Board Member consistent with the committee’s charter.

Procedure	
Task:	Responsible party:
General Guidelines:	
1. Board members must fulfill their Board-related obligations as ethically as possible, in the best interest of the agency. In their roles as Board members, they cannot act in ways that would benefit themselves more than the agency.	Board members
2. Board members receive compliance training at least once each year.	VP for Quality and Compliance
3. Board members are required to disclose to the Board chair or the Audit Committee Chairperson if they have any relationships that might appear to be a conflict of interest with their role as a Board member (i.e., something that might be perceived as them getting more out of it than the agency is).	Board members
4. If there is a real conflict of interest as determined by the Audit Committee of the Board, the Board member cannot participate in any discussion that has to do with that conflict. They also can’t help make any decision that has to do with that conflict. Please refer to the Conflict of Interest policy for more information.	Board members
5. Per regulatory requirements and the policy, “Communication of compliance activities to the Board of Directors,” the Board will receive reports regarding compliance activities on a quarterly basis . Each year, the Board will also receive a formal presentation on the prior year’s compliance activities.	VP for Quality and Compliance (or designee)
6. Board members have a responsibility to ask questions and to give any suggestions or comments they have about the reports.	Board members
7. The Board has ultimate oversight of Corporate Compliance.	Board members
VP for Quality and Compliance:	
1. The VP for Quality and Compliance acts as the agency’s Compliance Officer, as required by NYS law.	VP for Quality and Compliance
2. Has primary responsibility for administering the agency’s compliance program and related policies and procedures.	VP for Quality and Compliance

3. Has primary responsibility to support, inform and educate the Board on corporate compliance and related topics.	VP for Quality and Compliance
4. Reports to the COO and has direct unfettered access to the CEO, Board of Directors and legal counsel.	VP for Quality and Compliance

Document revision record:

Revision Date	Release Date	Reason for change	Approver
1/8/07	1/8/07	Reasons for the changes were not documented	P Dancer
5/13/08	5/13/08	Added a statement regarding what the fiduciary responsibilities are/mean.	P Dancer
6/24/09	6/24/09	Reasons for changes were not documented	P Dancer
10/17/12	10/17/12	Reasons for changes w not documented	P Dancer
3/20/13	3/20/13	Added formal policy statement to the top of the document	P Dancer
7/27/15	7/27/15	Expanded personal interest to include "benefit or recognition."	P Dancer
4/25/17	4/25/17	Rewritten in simpler language	P Dancer
10/11/19	10/11/19	Transitioned to the new procedural format	P Dancer
4/21/21	4/30/21	Updated to reflect reports from the compliance committee, flesh out responsibilities, and add discrete section for VPQC responsibilities.	ICC
3/29/22	4/6/22	Corrected reporting structure for the VPQC	ICC
4/25/24	4/25/24	Tweaked wording; revised to reflect quarterly reports to the Board; clarified that the VPQC's access to CEO, Board and legal counsel is unfettered	ICC
4/17/25	4/17/25	Added clarifying language and a reference to Board Member participation on the compliance committee	ICC
4/16/26	4/16/26	Grammatical correction; clarified who determines if there is a true conflict	ICC