

	POLICY & PROCEDURE	POLICY NUMBER: 715
	Subject: BOARD OF DIRECTORS FIDUCIARY DUTIES & OBLIGATIONS	EFFECTIVE DATE: 11/12/08

I. **FIDUCIARY DUTIES**

Arizona Swimming, Inc. ("AzSI) Board of Directors is elected by the House of Delegates of Arizona Swimming. In agreeing to serve as a board member, you acknowledge that your position places you in a fiduciary relationship with AzSI and obligates you to carry out my duties in the best interest of AzSI with care, loyalty and confidentiality.

A. Duty of Care

In exercising the duty of care you must make an honest effort to render an informed decision with respect to each issue that may come before the board. You will exercise due diligence in being familiar with Arizona Swimming Policy and Procedures, other governance documents and its established procedures and will make a reasonable attempt at all times to understand the issues and options brought before the board. You will use good judgment in acting on behalf of Arizona Swimming as a whole.

B. Duty of Loyalty

In exercising the duty of loyalty, you will refrain from taking action(s) that are contrary or detrimental to the interest of Arizona Swimming as a whole. You will not conduct yourself in any matter that conflicts with the interests of Arizona Swimming as a whole and/or has the likely hood of causing damage to AzSI or its members. You agree to be bound by the standards of conduct set forth in AzSI's By-Laws and Code of Conducts as well as the Arizona Nonprofit Corporation Act (the "Act"). The Act, codified in A.R.S. § 10 - 3825 and § 10 - 3830(A), which requires that you discharge my duties in good faith, within the scope of authority given me under the governing documents and statues, and with care as ordinary prudent person in a like position would exercise under similar circumstances.

C. Duty of Confidentiality

In exercising the duty of confidentiality, you acknowledge that proprietary, confidential or privileged information may, from time to time, come into my possession as a member of the board, whether the information is communicated in verbal, electronic or written form. You agree to maintain the confidentiality of all information provided to me and agree not to disclose proprietary, confidential or privileged information to anyone outside the board of directors, staff or committees without prior written authority or approval of the entire board of directors.

II. OBLIGATIONS

Disclosure of proprietary, confidential or privileged information to anyone outside the AzSI staff, the board of directors or its related committees may constitute a break of the duty of confidentiality which you owe to AzSI. Such break may subject you to personal liability for said disclosure(s).