

UFCH Board Management & Communication Policy

北京和睦家医疗救助基金会理事会管理和沟通政策

Board Approval Date 理事会批准日期: 2021-12-13

Definitions

Quorum - the minimum number of board members that must be present to make the proceedings of that meeting valid. For a UFCH Board Meeting, at least 2/3 of UFCH Board Members must be present to establish Quorum.

Board Composition

The UFCH Board of Directors will be comprised of individuals that bring special knowledge to the Board that will help UFCH prosper and be able to bring healthcare to those who need it most.

Board Composition will follow these guidelines:

- Board will be comprised of an odd number of individuals.
- Board will consist of no less than 5 members and no more than 25 members.
- Board will aim to have 1/3 or less of its members be non-Mainland China Nationals.
- Board will aim to have 1/3 or less of its members be associated with UFH or NFH.

Proposed board members' names with details of their backgrounds will be brought before the Board of Directors for vote. Once officially accepted as Board Members by the Ministry of Civil Affairs, the new Board Member may start to attend UFCH Board Meetings.

Board Management

Issues brought to the board for approval shall follow this general process:

1. Meeting will be called to order by UFCH Executive Director, UFCH associate Executive Director or Managing Director.
2. If a Quorum is met, the board meeting will continue forward.
3. Issue is raised for vote by UFCH Executive Director or UFCH associate Executive Director.
4. All members are given equal opportunity to vote on issues presented. Note: that any issue up for vote that pertains to an Individual Board Member, including a vote to remove a Board Member, that Board Member shall refrain from voting.

定义

法定参与人数 - 考虑到理事会议参与的高效性，根据法律规定每次召开理事会都必须参照最低出席规定出席。就和睦家基金会理事会规模而言，必须有至少 2/3 的和睦家基金会理事会成员出席才可构成法定人数。

理事会的组成

和睦家基金会理事会将由具有资质的个人组成，这将有助于基金会的成长和发展，并能够帮助最需要的人提供医疗服务。

理事会的组成将遵循以下原则：

- 理事会将由单数组成。
- 理事会成员的组成不得少于5名成员，最多不可超过 25 名成员。
- 理事会成员中非大陆居民身份的成 员需控制在 1/3 即可。
- 理事会参与成员中仅限1/3或更少的成员与和睦家医疗或新风天域集团有关。

理事会成员名单及其背景细节将提交给理事会进行表决。一旦被民政部正式接受为理事会成员，新的理事会成员可以开始参加和睦家基金会的理事会会议。

理事会管理

提请理事会批准的问题应遵循以下一般程序：

1. 会议将由和睦家基金会理事长、副理事长或执行董事宣布开始。
2. 如果达到法定人数，理事会会议将继续进行。
3. 由基金会理事长或副理事长提出问题 进行表决。

5. Major board decisions require 2/3 of board members approval in order to pass including the following items:
 - a) Election or removal of the chairman, deputy chairman and/or Secretary General;
 - b) Amendments to the Articles of Association;
 - c) Major fundraising and investment activities (> RMB 500,000);
 - d) Splitting or merging of the foundation.
6. Daily operational decisions require at least 50% of board members approval to move forward.
7. To close the meeting, UFCH General Secretary (or designated person) shall read the results of all votes taken and will draft the Meeting Minutes accordingly.
8. All Board Members will review and sign off on the Board Meeting Minutes. The goal is to complete within no more than two weeks of the meeting.

Policy on Communicating with the UFCH Board

The UFCH Board of Directors is an integral part of the UFCH Organization. As such, there is certain information that the UFCH Management Team needs to routinely share with the Board of Directors. The intent of this policy is to lay out the details of the information the UFCH Executive Director will share with the UFCH Board of Directors and the expected timing of that information.

General Board Meetings

The UFCH Board of Directors will hold two General Board Meetings per year. UFCH Management Team may request additional special board meetings if the need arises. UFCH Executive Director will provide the Board of Directors with at least a 1-week notice of the upcoming meeting. Executive Director will make concerted efforts to hold the meeting at a time that is convenient for all board members.

Content of General Board Meetings

UFCH Board Meeting Content should include the following sections:

- **Program Section** – Update on UFCH program operations including endeavors undertaken, details of beneficiaries helped, review of operational issues, and future plans.
- **Financial Section** – Review of donations and expenses, balance sheet and any financial and / or audit issues the team wishes to highlight.
- **Governance Section** – Review of any policies that the Board is required to approve, changes in board make up, or other governance items brought before the board.

4. 所有成员都有平等的机会对提出的问题进行投票。注意：任何与个别理事会成员有关的投票问题，包括罢免理事会成员的投票，该理事会成员应避免投票。
5. 理事会的重大决定需要 2/3 的理事会成员同意才能通过，包括以下项目：
 - a) 理事长、副理事长和/或秘书长的选举或罢免。
 - b) 对组织章程的修改。
 - c) 重大的筹款和投资活动（大于 50 万元人民币）。
 - d) 基金会的拆分或合并。
6. 日常业务决策需要至少 50%的理事会成员批准才能推进。
7. 会议结束时，和睦家基金会秘书长（或指定人员）应宣读所有投票结果，并起草相应的会议记录。
8. 所有理事会成员将审查并签署理事会会议记录。会议记录应在会议结束后不超过两周的时间内完成。

理事会召开及沟通政策

和睦家基金会的理事会是和睦家基金会不可分割的重要组成部分之一。因此，重要信息务必通过理事会召开与团队成员进行沟通及分享。本政策制定的目的是为了保障理事会全体成员都可在第一时间了解基金会工作的细节，以及即将要开展的工作等。

理事会议召开政策

和睦家基金会将严格履行一年至少召开两次理事会的规定。如有特别需要，我团队会额外召开理事会补充说明。同时和睦家基金会理事长将至少提前一周通知召开会议，理事长将尽最大努力，在理事会成员均方便的时间召开会议。

理事会召开具体内容

理事会召开内容应包含以下几点：

UFCH Executive Director will provide all materials at least 3 days prior to the meetings.

Content of Special Board Meetings

Special Board meetings are by nature non-standard meetings to discuss particular items that need board support and / or approval. Content of Special Meetings will depend on the issues raised. UFCH Executive Director will make every effort to provide any relevant materials in as timely a manner as possible.

Communication Methods

The UFCH Board of Directors will employ various methods of communication but email and Wechat will be the methods for any daily communication.

Communication Documentation

All communications with the Board of Directors must be kept for future reference. The General Secretary will be required to keep a folder of all communications including:

- Print out of daily emails and WeChat communications; Board Materials;
- Board Minutes; and
- Any legal filings resulting from a board action.

RELATED FORMS

- None

END OF POLICY

- **项目部分** - 关于和睦家基金会项目运作的最新情况，其包括会议前已完成的工作，所帮助的受益人群的细节分享及发现的问题，同时汇报后期的工作计划等。
- **财务部分** - 定期公布捐款、支出、资产负债表，同时收取团队成员的预算需求，及时解决处理审计相关的各种问题。
- **管理部分** - 审核截止到会议前需要递交全部理事会批准的政策、完善团队不足的地方并提出任何可以帮助治理的建议。

基金会理事长会在会议前至少 3 天提供所有材料。

特别理事会会议内容

特别理事会会议从本质上讲是一种非标准的会议，讨论需要理事会的支持和/或批准的特定项目。特别会议的内容将取决于所提出的问题。和睦家基金会理事长将尽一切努力，尽可能及时地提供任何相关材料。

沟通方式

和睦家基金会理事会将采用多种沟通方式，但电子邮件和微信是日常最常用的沟通的方式。

沟通文件

所有与理事会的沟通都必须保存起来，以便日后参考。秘书长将要保留一个所有沟通的文件夹，包括：

- 日常电子邮件和微信沟通的打印稿；
- 理事会材料；
- 理事会会议记录；
- 以及任何由理事会行动引起的法律文件。
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相关表格

- 无

政策结束