

Board of Directors Standards of Independence

EFFECTIVE: January 2020

To qualify as an “independent” director of the Hudson County Latino Foundation’s Board of Directors or any board committee, a director must not:

1. Have a relationship with the foundation that, in the opinion of the board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director;
2. Be employed by the foundation in the current calendar year or have been employed by the foundation in any of the past three calendar years;
3. Have a material financial interest in, or be an executive officer of, any entity, to which the foundation made, or from which the foundation received, payments for property or services, or to which the foundation made grants, in the current calendar year or in any of the past three calendar years that exceeds the greater of 5% of the recipient’s consolidated gross revenues for that year or \$200,000, other than payments under non-discretionary charitable contribution matching programs;
4. Be employed, or have been employed at any time during the past three calendar years, as an executive officer of another entity where at the time of such employment any of the executive officers of the foundation served on the compensation committee of such other entity; or
5. Be a current partner of the foundation’s outside auditor or have been a partner or employee of the foundation’s outside auditor who worked on the foundation’s audit at any time during any of the past three calendar years.

For purposes of these standards of independence, “material financial interest” means a 25% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%