



Conflict of Interest Policy

Preamble

New Hope Community Partnership, Inc. (hereinafter “New Hope”) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of New Hope as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between New Hope and its Board of Directors, Officers, committee members and employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board, Officers, committee members and employees have the responsibility of administering the affairs of New Hope honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of New Hope. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with New Hope or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

Article I: Purpose

The purpose of this conflict of interest policy is to establish the procedures applicable to the identification and resolution of conflicts of interest in the context of transactions or arrangements entered into by New Hope where an Interested Person (defined below) may have a Financial Interest (defined below) in or Fiduciary Responsibility (as defined below) towards an individual or entity with which New Hope is negotiating a transaction or arrangement. The determination that a conflict of interest exists does not prohibit New Hope from entering into the proposed transaction or arrangement provided that the procedures set forth in Article III below are followed. This policy is intended to supplement but not replace any applicable federal and state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II: Definitions

1. Interested Person

Any Director, Officer, employee, staff member, or member of a committee with board-delegated powers who has either (a) a direct or indirect financial interest, as defined below (“Financial Interest”); or (b) a fiduciary responsibility to another organization, as defined below (“Fiduciary Responsibility”), is an interested person.

2. Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family (which are spouse, children and step children, and other relatives living with such person):

- A. an ownership or investment interest in any entity with which New has a transaction or arrangement (including but not limited to grants); or
- B. a compensation arrangement with New Hope or with any entity or individual with which New Hope has a transaction or arrangement (including but not limited to grants);
- C. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which New Hope is negotiating a transaction or arrangement (including but not limited to grants); or
- D. other than an arm's-length relationship with prospective or actual grantees relative to the design of specific projects, preparation of specific proposals and review and oversight of funded projects, and New Hope related activities.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. Gifts and favors include any gratuitous service, loan, discount, money or article of value, but does not include loans from financial institutional on customary terms, articles of nominal value ordinarily used for sales promotion, ordinary "business lunches" or reasonable entertainment consistent with local social or business customs.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

3. Fiduciary Responsibility

A person has a Fiduciary Responsibility towards an organization or individual if he or she:

- A. occupies a position of special confidence towards such organization or individual;
- B. holds in trust property in which another person has the beneficial title of interest, or who receives and controls the income of another; or
- C. has a duty of loyalty or duty of care to an organization (by virtue of serving as an officer or director of an organization or other position with similar responsibilities). A duty of loyalty requires the person to refrain from dealing with the organization on behalf of a party having an interest adverse to the organization and refrain from competing with the organization. A duty of care requires the person to discharge his or her duties in good faith and in a manner he

or she reasonably believes to be in the best interests of the organization.

A Fiduciary Responsibility is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Fiduciary Responsibility may have a conflict of interest only if the board or appropriate committee decides that a conflict of interest exists.

Article III: Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her Financial Interest or Fiduciary Responsibility and all material facts to the President.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest or Fiduciary Responsibility and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the final determination of a conflict of interest is discussed and voted upon. The remaining Board shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a factual presentation at the Board meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. An interested person shall not actively participate in the discussion of, or vote on, the transaction or arrangement that results in the conflict of interest, either formally at a Board meeting or informally through contact with individual Directors. In addition, the interested person should not be counted in determining whether a quorum is present for the Board meeting at which the transaction or arrangement that results in the conflict of interest is to be voted upon.
- b. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. The President and/or the full Board may make inquires, conduct an investigation, pose questions or undertake other fact finding measures that it deems prudent or necessary when considering conflicts or potential conflicts of interest and related transactions.
- d. After exercising due diligence, the Board shall determine whether New Hope can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- e. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote (or other voting requirement, as provided in the

Bylaws of New Hope) of the disinterested Directors whether the transaction or arrangement is in New Hope's interest and for its own benefit and whether the transaction is fair and reasonable to New Hope and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the Board has reasonable cause to believe that a person has failed to disclose actual or possible conflicts of interest, it shall inform said person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the Board determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

Article IV: Records of Proceedings

The minutes of the Board shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a Financial Interest or a Fiduciary Responsibility in connection with an actual or possible conflict of interest, the nature of the Financial Interest or Fiduciary Responsibility, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the names of the persons who recused themselves from such discussion and votes, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V: Compensation

An Officer who receives compensation, directly or indirectly, from New Hope for services is precluded from voting on matters pertaining to that Officer's compensation.

Article VI: Annual Statements

Each Director, Officer, senior staff (as designated by the Board), staff with financial job duties and responsibilities, and member of a committee with Board-delegated powers annually shall sign an acknowledgement and disclosure form that:

- a. Affirms that such person has received and reviewed a copy of the conflict

of interest policy and agreed to comply with its terms;

- b. Requires that such person disclose any Financial Interest in or Fiduciary Responsibility towards any entity such person believes may enter into a proposed transaction with New Hope in the upcoming year.

Article VII: Periodic Reviews

To ensure that New Hope operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether any grants are made to disqualified persons, or otherwise result in an excess benefit transaction.
- c. Whether arrangements with other organizations conform to New Hope's applicable written policies, are properly recorded, reflect reasonable payments for goods and services, if any, further New Hope's charitable purposes and do not result in inurement or impermissible private benefit.

Article VIII: Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, New Hope may, but need not, use outside experts. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

Adopted by the Board of Directors on April 26, 2016.