



CONFLICT OF INTEREST POLICY

This conflict-of-interest policy is designed to assist directors, officers, employees and members of ASSISTANCE LEAGUE OF GREATER CINCINNATI ("ALGC") identify situations that present potential conflicts of interest and to provide ALGC with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, employee or member has or may have a conflict *of* interest with respect to the transaction. The policy is intended to comply with Ohio Revised Code Section 1702.301, governing conflicts of interest for directors of nonprofit corporations. All italicized terms are defined *in* Part 2 of this policy.

1. Conflict of Interest Defined. For purposes of this policy, the following circumstances shall be deemed to create *Conflicts of Interest*:

A. Outside Interests.

(i) A *Contract or Transaction* between ALGC and a *Responsible*

Person or Family Member.

(ii) A *Contract or Transaction* between ALGC and an entity in which a *Responsible Person or Family Member* has a *Material Financial Interest* or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

B. Outside Activities.

(i) A *Responsible Person* competing with ALGC in the rendering of services or in any other *Contract or Transaction* with a third party.

(ii) A *Responsible Person* having a *Material Financial Interest* in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative of, or consultant to, an entity or individual that competes with ALGC in the provision of services or in any other *Contract or Transaction* with a third party.

C. Gifts, Gratuities and Entertainment. A *Responsible Person* accepting gifts, entertainment or other favors from any individual or entity that:

(i) does or is seeking to do business with, or is a competitor of ALGC;

or

(ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from ALGC;

or

(iii) is a charitable organization;

under circumstances where it might be inferred that such action was intended to influence or possibly would



influence the *Responsible Person* in the performance of his or her duties. This does not preclude the acceptance of items or nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of ALGC.

2. Definitions.

A. Policy.

B. A *Conflict of Interest* is any circumstance described in Part 1 of this document.

A *Responsible Person* is any person serving as an officer, employee or member of the Board of Directors of ALGC or any voting member of ALGC.

C. A *Family Member* is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a *Responsible Person*.

D. A *Material Financial Interest* in an entity is a financial interest of any kind, which, in view of all circumstances, is substantial enough that it would, or reasonably could, affect a *Responsible Person's* or *Family Member's* judgment with respect to transactions to which the entity is a party.

E. A *Contract* or *Transaction* is any agreement or relationship involving the sale or purchase of goods, services or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship. The making of a gift to ALGC is not a *Contract* or *Transaction*.

3. Procedures.

A. Prior to Board or committee action on a *Contract* or *Transaction* involving a *Conflict of Interest*, a director or committee member having a *Conflict of Interest* and who is in attendance at the meeting shall disclose all facts material to the *Conflict of Interest* and submit a Conflict-of-Interest Disclosure Form. Such disclosure and Disclosure Form shall be included in the minutes of the meeting.

B. A director or committee member who plans not to attend or, *in fact*, does not attend, a meeting at which he or she has reason to believe that the Board or committee will act on a matter in which the person has a *Conflict of Interest* shall disclose to the chairman of the meeting all facts material to the *Conflict of Interest* and submit a Conflict-of-Interest Disclosure Form. The chairman shall report the disclosure at the meeting and the disclosure and Disclosure Form shall be included in the minutes of the meeting.

C. A person who has a *Conflict of Interest* shall not participate in or be permitted to hear the Board's or committee's discussions of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

D. A person who has a *Conflict of Interest* with respect to a *Contract* or *Transaction* that will be voted on at a meeting may be counted in determining the presence of a quorum for purposes of the vote. The person having a *Conflict of Interest* may not vote on the *Contract* or *Transaction* and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the



minutes of the meeting.

E. *Responsible Persons* who are not members of the Board of Directors of ALGC, or who have a *Conflict of Interest* with respect to a *Contract* or *Transaction* that is not the subject of Board or committee action, shall disclose to the chairman or supervisor or their designee any *Conflict of Interest* that such *Responsible Person* has with respect to a *Contract* or *Transaction*. Such disclosure shall be made as soon as the *Conflict of Interest* is known to the *Responsible Person*. The *Responsible Person* shall refrain from any action that may affect ALGC's participation in such *Contract* or *Transaction*.

In the event that it is uncertain whether a *Conflict of Interest* exists, the individual with the potential conflict shall disclose the circumstances to the chairman or supervisor or their designee, who shall determine whether there exists a *Conflict of Interest* that is subject to this policy.

4. **Confidentiality.** Each *Responsible Person* shall exercise care not to disclose confidential information acquired in connection with such status or information which might be averse to the interests of ALGC. Furthermore, a *Responsible Person* shall not disclose or use information relating to the business of ALGC for the personal profit or advantage of the *Responsible Person* or a *Family Member*.

5. **Review of Policy.**

A. Each new *Responsible Person* shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.

B. This policy shall be reviewed annually by the Board of Directors. Any changes to the policy shall be communicated immediately to all *Responsible Persons*.