



## Board of Director's Code of Conduct

This code of conduct applies at board meetings, and/or any official board events or activities where individuals represent the board.

### **Your Board's Values**

In all our operations and relationships we value:

- Hope, Dignity, Compassion, Diversity, Collaboration, and Excellence

### **Conduct**

#### Personal behavior – I will:

- act ethically and with integrity;
- act according to the legislative requirements, policies and ethical codes that apply;
- make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures;
- treat members of the public and colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interests rights, safety and welfare;
- not harass, bully or discriminate against colleagues, members of the public and employees;
- contribute to a harmonious, safe and productive work environment by our work habits, and professional workplace relationships; and
- serve the business of the day by fulfilling our purpose and statutory requirements.

#### Communication and official information – I will:

- not disclose official information or documents acquired through my work, other than as required by law or where proper authorization is given;
- not misuse official information for personal or commercial gain for myself or another;
- adhere to legal requirements, policies and all other lawful directives regarding communication with government, ministers, ministerial staff, lobbyists, members of the media and members of the public generally; and

- respect the confidentiality and privacy of all information as it pertains to individuals.

Fraudulent and corrupt behavior – I will:

- not engage in fraud or corruption;
- report any fraudulent or corrupt behavior;
- report any breaches of the code of conduct; and
- understand and apply the accountability requirements that apply.

Use of public resources – I will:

- be accountable for official expenditure;
- use publicly-funded resources diligently and efficiently. These include office facilities and equipment, vehicles, cab charge vouchers, corporate credit cards;
- use corporate credit cards only for Board-related expenditure;
- not use office time or resources for party political work or for personal gain, financial or otherwise;
- keep to policies and guidelines in the use of computing and communication facilities, and use these resources in a responsible and practical manner; and
- be careful to ensure that any travel for official purposes is only done so when absolutely necessary.

Record keeping and use of information – I will:

- record actions and reasons for decisions to ensure transparency;
- ensure the secure storage of sensitive or confidential information;
- comply with our record keeping plan; and
- where permissible, share information to fulfil our role.

**I commit**

- to taking responsibility for reporting improper conduct or misconduct which has been, or may be occurring in the workplace. I will report the details to the relevant people or agency; and
- to taking responsibility for contributing in a constructive and positive way to enhance good governance and the reputation of the board.
- to upholding the principles in the Code of Ethics.

**Signature**\_\_\_\_\_

**Date**\_\_\_\_\_

Board of Director's  
Conflict of Interest Policy

**Article I – Purpose**

1. The purpose of this Board conflict of interest policy is to protect Together's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of Together or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

**Article II -- Definitions**

1. Interested person -- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, 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:
  - a. An ownership or investment interest in any entity with which Together has a transaction or arrangement,
  - b. A compensation arrangement with Together or with any entity or individual with which Together has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Together is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

**Article III – Procedures**

1. Duty to Disclose -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
2. Recusal of Self – Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. Determining Whether a Conflict of Interest Exists -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.
4. Procedures for Addressing the Conflict of Interest
  - a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or Executive Committee shall determine whether Together can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Together's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### 5. Violations of the Conflicts of Interest Policy

a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Article IV – Records of Proceedings** The minutes of the Board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive 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 content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V – Compensation**

a. A voting member of the Board who receives compensation, directly or indirectly, from Together for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Together for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Together, either individually

or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI – Annual Statements**

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
  - a. Has received a copy of the conflict of interest policy,
  - b. Has read and understands the policy,
  - c. Has agreed to comply with the policy, and
  - d. Understands Together is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.
2. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
3. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

#### **Article VII – Periodic Reviews**

To ensure Together operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to Together written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in an impermissible private benefit or in an excess benefit transaction.

#### **Article VIII – Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, Together may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

#### **Director and Officer Annual Conflict of Interest Statement**

1. Name: \_\_\_\_\_ Date: \_\_\_\_\_

2. Position:

Are you a voting Director? Yes \_\_\_ No \_\_\_

Are you an Officer? Yes \_\_\_ No \_\_\_ If you are an Officer, which Officer position do you hold:  
\_\_\_\_\_.

3. I affirm the following:

I have received a copy of the Conflict of Interest Policy. \_\_\_\_\_ (initial)

I have read and understand the policy. \_\_\_\_\_ (initial)

I agree to comply with the policy. \_\_\_\_\_ (initial)

I understand that Together is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. \_\_\_\_\_(initial)

4. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with Together? Yes \_\_\_ No \_\_\_

i. If yes, please describe it: \_\_\_\_\_

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?  
Yes \_\_\_ No \_\_\_

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with Together? Yes \_\_\_ No \_\_\_

i. If yes, please describe it, including when (approximately): \_\_\_\_\_

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?  
Yes \_\_\_ No \_\_\_

Date \_\_\_\_\_; Signature of Director: \_\_\_\_\_

Date of Review by Executive Committee: \_\_\_\_\_