Brown County
Homeless & Housing Coalition

BROWN COUNTY HOUSING AND HOMELESS COALITION

CODE OF CONDUCT AND CONFLICTS OF INTEREST POLICY

Article I
Purpose

The purpose of this conflicts of interest policy is to protect the interests of Brown County Housing and Homeless Coalition (BCHHC) when it is contemplating entering into transactions or arrangements. This policy is intended to supplement, but not replace, any applicable state law or regulation governing conflicts of interest applicable to nonprofit and charitable corporations.

Conflicts of interest, should they arise, are routine matters encountered in the ordinary course of business for all organizations, both for- and non-profit. The fact that a conflict of interest may arise as to any Director, Officer, or other person shall not be ascribed any meaning, other than as a matter of corporate governance the BCHHC must assiduously protect its business practices and procedures, and/or the appearance of improper influences on the BCHHC's decision making.

Article II
Definitions

1. Interested Persons. Any Director, Officer, and/or BCHHC member who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest.

(a) A person has a financial interest if the person, directly or indirectly, through business, investment or family relationships, has: (i) an ownership or investment interest in any entity with which the BCHHC has a transaction or arrangement, or (ii) a compensation arrangement with the BCHHC or with any entity or individual with which the BCHHC has a transaction or arrangement, or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the BCHHC is negotiating a transaction or arrangement. Compensation includes direct or indirect remuneration as well as gifts or favors that are substantial in nature.

(b) A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, below, a person who has a financial interest may have a conflict of interest only if the appropriate committee decides that a conflict of interest exists.

(c) No employee, officer, or agent may participate in the selection, award, or administration of a contract supported by a Federal award if he or she has a real or apparent conflict of interest. Such a conflict of interest would arise when the employee, officer, or agent, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in or a tangible personal benefit from a firm considered for a contract. The officers, employees, and agents of the Brown County Housing and Homeless Coalition may neither solicit nor accept gratuities, favors, or anything of monetary value from contractors or parties to subcontracts. However, non-Federal entities may set standards for situations in which the financial interest is not substantial or the gift is an unsolicited item of nominal value.

Article III
Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person has an affirmative duty to, and must, disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors and members of the Executive Committee or BCHHC Committee considering the proposed transaction or arrangement.

2. 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, they shall recuse themself and leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Committee or committee members shall decide clearly and unambiguously if a conflict of interest exists, and render an affirmative or negative decision.

3. Procedures for Addressing the Conflict of Interest. An Interested Person may make a presentation to the Executive Committee or committee meeting, but after such presentation, he or she shall recuse themself and leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(a) The Chair of the Executive Committee, or the Chairperson of any BCHHC Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(b) After exercising due diligence, the Executive Committee or BCHHC Committee shall determine whether the BCHHC 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.

(c) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the BCHHC Membership or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the BCHHC's best interest and for its own benefit and whether the transaction is fair and reasonable to the BCHHC and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violation of the Conflicts of Interest Policy. If the BCHHC Membership or Executive Committee has reasonable cause to believe that an Interested Person, whether Director, Officer or otherwise, has failed to disclose actual or possible conflicts of interest, it shall inform the subject person of the basis for such belief and afford the subject person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the subject person and making such further investigation as may be warranted in the circumstances, the Executive Committee determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Coalition Policies and Procedures. It is the responsibility of the BCHHC Advocate Member and Partner Member agency representative to read and understand the BCHHC Policies and Procedures.

Article IV
Records of Proceedings

The minutes of the Executive Committee and all BCHHC Committees shall contain: (i) 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 committee's decision as to whether a conflict of interest in fact existed, and (ii) 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 therewith.

Article V
Compensation

A voting member of the Executive Committee who receives compensation, directly or indirectly, from the BCHHC for services, if any, is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes

compensation matters and who receives compensation, directly or indirectly, from the BCHHC for services is precluded from voting on matters pertaining to that member's compensation.

Article VI
Annual Statements

Each Director, Officer, and member of any BCHHC Committee shall annually sign a statement which affirms that such person: (i) has received a copy of the conflicts of interest policy; (ii) has read and understands the policy; (iii) has agreed to comply with the policy, and (iv) understands that the BCHHC is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure that the BCHHC 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 acquisitions or sales result in inurement or impermissible private benefit.

(c) Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the BCHHC's charitable purposes and do not result in inurement or impermissible private benefit.

(d) Whether agreements to provide services further the BCHHC'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, above, the BCHHC may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

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Article IX
Special Provisions for State and Federally Funded Programs

In the event that a family member of any Interested Person requests services from the BCHHC, such application must be reviewed and approved by (a) the Wisconsin Division of Energy, Housing and Community Resources ("DEHCR"), (b) the Department of Housing and Urban Development ("HUD"), and (c) the remaining Executive Committee to avoid any potential Conflict of Interest.

HCMS and COC assistance must not be conditioned on the client's acceptance of housing or another good or service owned by Brown County Housing and Homeless Coalition, or a parent or subsidiary of Brown County Housing and Homeless Coalition.

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MEMBER ACKNOWLEDGEMENT

Agency:_____

Agency Representative Printed Name:_____

Signature:_____

Date:_____