

# Buffalo County Community Partners

## Volunteer & Employee Annual Affirmation and Disclosure Statement

### **A. Annual Disclosure**

In addition, I agree to annually disclosure (1) my affiliations with any organizations with which Partners may have a financial relationship, and (2) persons with whom I have a close relationship (such as a family member or close companion) who are affiliated with any organization with which Partners may have a financial relationship.

Please sign this Statement indicating your affirmation as described above. Please disclose, in addition, applicable affiliations known to you. Return this signed Statement to the Executive Director of Buffalo County Community Partners

### **B. Shared Intellectual Property**

To further uphold the mission of Buffalo County Community Partners to assess, promote and strengthen the health of Buffalo County, board members and volunteers representing institutions are asked to share intellectual property or data to better understand community needs, barriers, challenges, assets and strengths. By signing this statement, you make a commitment to collect, report and assemble data as a part of a community wide assessment process to define community need and report progress toward community strategies. You volunteer to collaborate to share intellectual property for the benefit of the community at large.

### **C. Conflict of Interest Policy**

#### **I. Purpose**

Partners encourages the active involvement of its directors, officers, volunteers, and employees in the community. In order to deal openly and fairly with actual and potential conflicts of interest that may arise as a consequence of this involvement, Partners adopts the following Conflict of Interest Policy.

#### **II. Policy**

Directors, officers, volunteers and employees are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests of a director, officer, volunteer or employee and those of Partners. A conflict of interest exists when the loyalties or actions of a director, officer, volunteer or employee are divided between the interests of Partners and the interest of the director, officer, volunteer or employee. Both the face and the appearance of a conflict of interest should be avoided.

#### **III. Definitions.**

Affiliated, affiliation includes all direct and indirect financial interests between a director, officer, volunteer, or employee and a person with whom Partners is considering entering into any transaction. It also includes any other interest that may influence the judgment of a director, officer, volunteer or employee. An objective review is completed to determine whether an affiliation exists between the director, officer, volunteer or employee and the other person: whether the involvement of relationship of the director, officer, volunteer or employee with the other person is such that it reduces the likelihood that the director, officer, volunteer, or employee can act in the best interests of Partners.

Person means any individual, trust, estate, partnership, association, company, or

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corporation.

Substantial influence over Partners includes but is not limited to director, officers, volunteers, and employees.

#### **IV. Procedures**

##### Duty to Disclose

Board directors, officers, volunteers or employees shall disclose to the Director all material facts regarding the affiliation of such director, officer, volunteer, or employee with any person with whom Partners is considering entering a transaction. The director, officer, volunteer or employee shall make that disclosure promptly upon learning of the link between that person and transaction.

The Director, officer, volunteer, employee and any other person with substantial influence over Partners shall disclose to the Board all material facts regarding his or her affiliation with any person with whom Partners is considering entering a transaction. The Director or person with substantial influence shall make that disclosure promptly upon learning of the link between that person and the transaction. If there is a question as to whether the employee has substantial influence over Partners, the Executive Director shall present this issue to the Board of Directors, and the Board shall resolve the matter.

Any meeting of the Board at which a transaction involving an affiliated person will be considered, a director shall disclose to the members of the Board all material facts regarding the director's, officer's, volunteers, or employee's affiliation with any person with whom the Board is considering entering into any transaction.

##### Determining Whether a Conflict of Interest Exists

With regard to an employee without substantial influence over Partner, the Executive Director shall determine whether a conflict of interest exists.

With regard to the Director, or a person with substantial influence over Partners, the Board shall determine if a conflict of interest exists.

After an affiliation disclosure by a Board Member at or outside of a Board meeting, the Board Member shall leave the meeting while the implications of the affiliation are considered and voted upon. The remaining Board Members shall determine if a conflict of interest exists.

##### Consequences of the Existence of a Conflict of Interest

With regard to an employee without substantial influence over Partners, the Director shall decide the appropriate response by Partners once a conflict of interest has been determined to exist. An employee may appeal any adverse determination to the Board.

With regard to the Director, officer, volunteer or a person with substantial influence over Partners, the Board shall follow the procedures set forth below in order to decide whether to enter into the transaction and, if so, to ensure that the terms of the transactions are reasonable.

In the case of a Board Member, if it is determined that a conflict of interest exists, the Board Member shall leave the meeting while the transaction is discussed and shall not vote on it. The remaining directors shall follow the procedures set forth below in order to decide whether to enter into the transaction and, if so, to ensure that the terms of the transactions

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are reasonable.

## **V. Findings of the Board**

If the Board of Directors determines that a person with substantial influence over Partners (such person) has a conflict of interest with regard to a transaction of Partners, Partners may engage in the transaction only if the following conditions are met prior to the transaction:

- a) Such person shall disclose to the Board all material facts concerning the person's affiliation with the transaction.
- b) The Board shall review the material facts. The transaction may be approved only if a majority of directors, not counting the vote of such person, concludes that:
  - a. The proposed transaction is fair and reasonable to Partners, and
  - b. Partners proposes to engage in this transaction for its own purposes and benefits and not for the benefit of such person, and
  - c. The proposed transaction is the most beneficial arrangement which Partners could obtain in the circumstances with reasonable efforts.

The minutes of any meeting at which such a decision is taken, shall record the nature of the affiliation and the material facts disclosed by such person and reviewed by the Chair of the Board.

## **VI. Annual Statements**

Each person who is deemed to have substantial influence over Partners shall sign an annual disclosure statement which affirms that the person has received a copy of this Conflict of Interest Policy, has read and understood the Policy and has agreed to comply with the Policy, and discloses any direct or indirect affiliations.

Annual Disclosure Statements shall be submitted to the Secretary of Partners and filed with the minutes of the first meeting of the Board of Directors held each year. In addition, these statements will be filed with records kept by the Executive Director. In the case of employees and volunteers, annual disclosure statements shall be submitted to the Community Partners office and retained in file to disclose to auditors, annually.

## **VII. Remedies**

Any director, officer, volunteer or employee who fails to comply with this Conflict of Interest Policy may, in the discretion of the Board of Directors, be censured or be removed from the Board or volunteer position. If an employee who is deemed to have substantial influence over Partners fails to comply with this Conflict of Interest Policy, he or she may be put on notice or terminated, in the discretion of the Board of Directors. Any other employee who fails to comply with this Conflict of Interest Policy may be put on notice or terminated, in the discretion of the Executive Director.

## **VIII. Periodic Reviews**

To ensure that Partners operates in a manner consistent with its charitable purposes and its status as an organization exempt from federal income tax, the Board shall authorize and oversee a periodic review of the administration of these policies. The review may be

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written or oral. The review shall consider the level of compliance with the Policy, the continuing sustainability of the Policy, and whether the Policy should be modified and improved.

### **D. Confidentiality Policy**

The nature of the Partners role as a funder, facilitator, convener and decision-maker in the community results in the acquisition of extensive information that is considered privileged. Much information is shared with the Partners because of its reputation for trust and its ability to make fair decisions. To safeguard the Partners integrity as a responsible decision-maker, to protect its capacity to gather data necessary to make those decisions and to enable the Partners to responsibly carry out its important duties in the community, Partners subscribes to the policy on confidentiality set forth below.

The Buffalo County Community Partners board members, volunteers, officers and staff shall not engage in private discussion of or otherwise disclose to third-parties information regarding Partners matters (except when engaged in the conduct of the proper business of the Partners). All information that is not a matter of public record, or not otherwise authorized by the appropriate authority (i.e. the Board, Committee of the Board, the Board Chair, or the Executive Director) to be disclosed as public, shall be considered confidential. In furtherance, and not in limitation of this policy, the following shall apply:

- Content of Community Partner's Board business, including documents, reports, records, data, minutes or analysis of such materials performed by the Community Partners, should not be discussed or shared outside of official meetings and processes. This includes information regarding donors, donations, pending grants, investments, contracts and agreements entered into by Partners, policies and processes of the Community Partners, financial information and business records of the Partners and the like.
- All of the material provided to you about an organization or individual as part of the campaign or donor relations and all discussion that takes place as part of the campaign process, whether an individual conversation with one of the donors, or the discussion at a committee meeting, is confidential.
- If you have any questions about what is or is not appropriate to discuss outside of the Partners or wish to seek permission to make a public disclosure of information that is otherwise confidential, please talk to the Board Chair or Executive Director.

### **E. Non Discrimination Statement**

Buffalo County Community Partners is committed to the principle of equal opportunity. No person will be subject to discrimination in any project, program, or activity because of race, color, religion, ethnicity, national origin, sex, gender, age, sexual orientation, marital status, disability, political affiliation, veteran status or any other status protected by law.

### **F. Whistle Blower Policy**

#### **I. Overview**

Buffalo County Community Partners is committed to fair, accurate and transparent accounting of its business practices and financial matters and expects all employees, officers, directors and agents to act in accordance with the highest ethical standards in the performance of their responsibilities. It requires full compliance with all applicable laws and regulations, accounting

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standards, accounting controls and audit practices. Buffalo County Community Partners relies on all employees, officers, directors and agents to conduct themselves in accordance with the requirements and spirit of this policy and to report any suspected violations of this policy or other questionable financial, accounting or audit matters without fear of retaliation.

### II. Reporting Grievances, Concerns or Questionable Financial Practices

Any person, volunteer, or employee who has grievances or concerns about Community Partner policy, procedures, accounting, and internal accounting controls or auditing matters, or who becomes aware of questionable behavior or accounting matters, is expected to report such matters to the Director. If employee feels the Director did not address the grievance, he or she can contact a member of the Executive Committee.

In order to facilitate a complete investigation, volunteers or employee should be prepared to provide as many details as possible, including a description of the questionable practice or behavior, the names of any persons involved, the names of possible witnesses, dates, times, places, and any other available details. Community Partners encourages all volunteers or employees with complaints or concerns to come forward with information and prohibits retaliation against volunteers or employees raising concerns.

### III. Investigation and Response

The Resource Committee will oversee the receipt and handling of allegations of questionable accounting or auditing matters, including directing an appropriate investigation and response. The Executive Committee will oversee any non-financial grievance.

### IV. Confidentiality and Non-Retaliation

Grievances submitted will be kept confidential to the extent possible consistent with the Committee's obligation to investigate and correct unlawful unethical accounting or audit practices or illegal actions. In order to ensure confidentiality, any person may elect to make grievances anonymously.

Community Partners will not retaliate or take any form of reprisal against any person who makes a report pursuant to this policy or who participates in an investigation regarding a violation of the applicable securities laws, rules or regulations, or any provision of the laws regarding fraud against shareholders. Any such retaliation or reprisal by an employee is forbidden.

### **G. Grievance Procedures**

Grievances may be problems with physical conditions, salary, relationships with employees, clients, a member of the public or another agency, disciplinary actions or terminations of volunteer duties that negatively impacts the person filing the grievance. The grievance procedure is not available to volunteers who have been removed from position by vote of Board of Directors.

Directors, officers, volunteers and employees have the right to express their grievances without fear or restraint, interference, coercion, discrimination, reprisal, or retaliatory action. All grievance situations and procedures will be held highly confidential. This principle also applies to any person taking part in the presentation of a grievance either as a witness or as a volunteer representative. Less serious issues will be addressed at community meetings. Directors, officers, volunteers and employees will first attempt to address the grievance with those that are directly involved. If satisfaction is not achieved, or when a disagreement cannot be resolved, then the Executive Director will be made aware of the grievance. If the

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Executive Director is directly involved, the situation will be viewed by the Chairman of the Board. A person who does not agree with this action taken under the informal policies stated above and who is unable to reach a resolution of the problem, may file a formal written appeal to the Executive Director or Board Chairman within ten (10) days of the incident. If within ten (10) days of receiving the written appeal, the Executive Director is unable to mediate the dispute, the appeal will be submitted to the Grievance Board. The Grievance Board is a group of three individuals, selected from the Board by drawing numbers. This Grievance Board will be moderated by the Chairman of the Board. The Grievance Board will have 72 hours to resolve this dispute. The Grievance Board will hear and review all evidence presented by the parties involved. After careful consideration, a recommendation will be given to the Executive Director or Board Chairman. The decision of the Grievance Board will be final and this information will be shared with the complete board.

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By signing this annual affirmation and disclosure statement I understand and agree to all policies.

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Title: \_\_\_\_\_

Check all that apply:

- Board Member
- Officer
- Volunteer
- Employee

My Employer (if applicable): \_\_\_\_\_

**Disclosure of Relationship**

<b>Business/Organization</b>	<b>Nature of Relationship</b>	<b>Dates of Relationship</b>
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_____	_____	_____
_____	_____	_____
_____	_____	_____

Signature: \_\_\_\_\_

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