

Oregon Coalition on Housing and Homelessness Board Conflicts of Interest Policy

Policy Purpose

The purpose of the conflicts of interest policy is to protect the Oregon Coalition on Housing and Homelessness's ("the Corporation") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable Federal, state or local laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Definition

A conflict of interest transaction or arrangement is a transaction or arrangement with this corporation in which a director or officer has a direct or indirect interest.

1. A director or officer has a direct interest in any transaction or arrangement if the director or officer or a member of the director's or officers' family has a financial interest in the transaction or arrangement.
2. A director or officer has an indirect interest in any transaction or arrangement if the director or officer or a family member:
 - a. Has a financial interest or potential financial interest in any entity or individual involved in the transaction or arrangement.
 - b. Has a compensation arrangement with any entity or individual with which this corporation has a transaction or arrangements; or
 - c. Is a director, officer, or trustee of a profit or nonprofit entity involved in the transaction or arrangement and the transaction or arrangement is of such importance that it is or should be considered by the board of that nonprofit entity.

Procedures

Any director or officer with knowledge of an actual or potential conflict of interest on the part of that director or officer or any other director or officer of this corporation shall inform the entire board of the conflict. The board shall obtain disclosure of the financial interest and all material facts. After any discussion with the interest person, the interested person shall leave the meeting while the board determines whether a conflict of interest exists. If the board determines that a conflict exists, the board shall follow these procedures to address the conflict of interest:

1. The interested person may make a presentation to the board but after the presentation shall leave the meeting during the discussion of the vote on the transaction or arrangement involving the conflict of interest.
2. The board shall investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the board shall determine whether the transaction or arrangement is fair to the corporation. (To be considered fair and reasonable under the IRS's excess benefit transaction regime, 226U.S.C. #4958, fair and reasonable requires that the Corporation use comparability data, meaning that the Corporation has looked at similar transactions by at least three similar entities if the Corporation has annual gross receipts – including contribution – of less than \$1 Million – or more than three similar transactions for large Corporations. A fair and reasonable transaction is generally an arms-length transaction.) The transaction must be approved by a majority of all members of the board who have no direct or indirect interest in the transaction. If a majority of the directors vote to approve the transaction or arrangement, a quorum is present for the purpose of taking action, except that such transaction or arrangement can not be approved by a single director.

Records of the Proceedings

The board minutes shall contain the names of the persons who had a conflict of interest, the nature of the financial interest, a summary of the discussion to determine whether a conflict was present and the vote as to whether a conflict was present, the names of the directors and officers present for the discussion and vote related to the transaction of arrangement, a summary of the discussion, and a record of the vote taken.

Annual Statements

Each director, principal officer and member of a committee with board delegated powers, shall annually sign a statement which affirms that such persons (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 that the corporation is a charitable organization and that in order to maintain its federal tax exemption., it much engage primarily in activities which accomplish one or more of its tan tax-exempt purposes.

Periodic Review

To ensure that the Corporation operated 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 of the conflicts of interest policy and requirements shall be conducted.

**Oregon Coalition on Housing and Homelessness
Annual Board Conflicts of Interest Statement**

My signature below affirms that:

- (a) I have received the Oregon Coalition on Housing and Homelessness Board Conflicts of Interest Policy;
- (b) I have read and understand the Policy ;
- (c) I agree to comply with the Policy; and
- (d) I understand that the Oregon Coalition on Housing and Homelessness is a charitable organization and that in order to maintain its federal tax-exemption it must be engaged primarily in activities which accomplish one or more of its tax-exempt purposes.

Board Member Signature

Date

Print Name