

Compliance Plan
Conflict of Interest
Purpose/Policy/Procedures

Purpose:

All employees, officers and board members of Catholic Charities of the Roman Catholic Diocese of Syracuse, NY, Inc., and its related entities ['Charities'] have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy is established to ensure that services and business activities are conducted in an objective manner and are not motivated by desire for personal or financial gain.

Policy:

1. Employees, officers and board members of 'Charities' are required to disclose any actual or potential conflict of interest and seek guidance on how to handle the situation.

Conflict of Interest: Any situation in which financial or other personal considerations may compromise or appear to compromise (1) an employee's, officer's or board member's business judgment; (2) delivery of services; or (3) ability for an employee, officer or board member to perform their duties. An actual or potential conflict of interest occurs when an employee, officer or board member is in a position to influence a decision that may result in a personal gain for that employee, officer, board member or for a relative as a result of business dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the employee, officer or board member is similar to that of persons who are related by blood or marriage.

2. Business dealings with outside entities should not result in *unusual gain* for those entities, 'Charities,' an employee, an officer or a board member. Unusual gain refers to bribes, product bonuses, special fringe benefits, unusual price breaks, and other windfalls designed to ultimately benefit the employer, the employee, officer, board member or all.
3. The materials, products, designs, plans, ideas, and data are the property of the 'Charities' and should never be given to an outside firm or individual except through normal channels with appropriate prior authorization. Any improper transfer of material or disclosure of information, even though it is not apparent that an employee, officer or board member has personally gained by such action, is prohibited.

4. Charities will not enter into a related party transaction unless the Board affirmatively determines that the transaction is fair, reasonable and in the best interest of the agency. A related party transaction means any transaction, agreement or arrangement in which a related party has a financial interest. A related party is defined as: (i) any director, officer, or key employee (e.g. members of senior leadership) of Charities or its related entities; (ii) any relative of any director, officer or key employee of Charities or its related entities; or an entity in which any individual described in (i) or (ii) has a 35% or greater ownership or beneficial interest, or in the case of a partnership or professional corporation, a direct ownership interest in excess of 5%.

Procedures:

1. An employee, officer or board member with questions or concerns about potential conflicts of interest will promptly address the issue with appropriate management staff and/or the Compliance Officer. Management staff will consult with the Compliance Officer before responding to a concern or question about a potential conflict of interest.
2. Actual or potential conflicts of interest must be disclosed to appropriate management personnel, human resources, or the Compliance Officer, which in turn shall report any actual or potential conflicts of interest to the Audit Committee.
3. Employees, officers and board members must disclose any potential conflicts of interest upon hire and/or installation and when a potential conflict arises.
4. All employees, officers and board members will complete a *Conflict of Interest Disclosure* statement upon hire and/or installation and annually thereafter to report any actual or potential conflict of interest. Such annual statement shall not exempt any employee, officer or board member from disclosing a potential conflict of interest pursuant to Section 3 above. The Compliance Officer shall provide a copy of all completed *Conflict of Interest Disclosure* statements to the chair of the Audit Committee. (See Audit Committee Charter)
5. Key employees, officers and board members who have a direct or indirect interest in a related party transaction must disclose, in good faith, such interest to the Board or Committee considering the transaction and the material facts concerning such interest.
6. Key employees, officers and board members who have a direct or indirect interest in a related party transaction may not be present or otherwise participate in any Board or Committee deliberations or voting concerning the transaction; however, such individuals may present information concerning a related party transaction prior to the commencement of deliberations or voting.
7. Prior to entering into a related party transaction, the Board or Committee must consider alternatives, to the extent available, that would not be a related party transaction.

8. The Board or Committee must approve the related party transaction by not less than a majority vote of those present at the meeting.
9. The Board or Committee must contemporaneously document, in writing, the basis for its approval of the related party transaction, including its consideration of alternatives to the related party transaction.
10. Outside employment may not interfere with the employee, an officer or a board member's ability to perform their duties with 'Charities.' Employees, officers and board members will inform 'Charities' of their work for any entity that has a similar purpose as 'Charities'.
11. The Compliance Officer will investigate any violations of this policy.
12. The Compliance Officer shall document the existence and resolution of any conflict in the corporation's records, including putting in the minutes any meeting at which a conflict was discussed and voted upon.