

# **CODE OF CONDUCT**

## **POLICY 2.02**

Northwestern Ohio Community Action Commission (NOCAC) is committed to maintaining the highest level of integrity and the highest standards of ethical conduct in all of its activities and dealings. It is important for NOCAC board members and employees to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the organization and that the appearance of conflict can be troublesome even though there is in fact no legal conflict of interest.

Conflicts occur because the many persons associated with NOCAC should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations, a person will sometimes owe identical duties of loyalty to two or more organizations. Conflicts are undesirable because they potentially place the interests of others ahead of NOCAC's obligations to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long range best interests of NOCAC do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

The purpose of the Code of Conduct is to provide guidance to NOCAC's board members and employees so that NOCAC can maintain the highest level of integrity and the highest standards of ethical conduct. Each board member and employee of NOCAC is urged to review this Code of Conduct carefully and make every effort to adhere to it. Certain provisions of this Code of Conduct, as indicated, apply only to board members and management employees.

**I. Gifts to Board Members and Employees:** The acceptance by any board member or employee of money, services or any other thing of value offered by a representative, person or entity which (1) does business with NOCAC (or any person or entity which potentially could do business with NOCAC) or (2) has applied for a grant or potentially could apply for an upcoming grant from NOCAC is prohibited. The offer of any such benefit must be reported immediately to the Board Chair. Notwithstanding the forgoing, it is understood that a board member or employee of NOCAC may receive unsolicited gifts of modest (\$25 or less) value from persons doing business with NOCAC, such as Christmas gifts. It is also expressly understood that this policy does not preclude business meals or nominal entertainment on an infrequent basis.

**II. Confidentiality of Information:** NOCAC's board members and employees owe a duty of loyalty to NOCAC. The duty of loyalty requires each board member and employee of NOCAC to respect the confidentiality of information gained in the course of board activities or employment. No board member or employee shall use information received in the course of serving NOCAC if the personal use of such information would be detrimental in any way to NOCAC.

### **III. Conflicts of Interest**

**A. Board Members:** Any possible conflict of interest of any board member (or member of the board member's immediate family) shall be fully disclosed to the other board members and made a matter of record. When any such possible conflict of interest becomes relevant to any matter requiring Board or committee action, it shall be called to the attention of the Board or committee and, if any question is raised as to whether a conflict of interest exists, the potentially interested person shall leave the meeting while the matter is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists. If the remaining board members determine that a conflict of interest exists, or if no such vote is taken because a conflict of interest clearly exists, the board member shall not vote on the matter in which he or she (or a member of his or her immediate family) has a possible conflict of interest, shall not use personal influence to affect the vote and shall leave the room during the final discussion and vote on the matter. However, any board member who is excluded from voting because of such possible conflict of interest may answer any pertinent questions of other board members or committee members when the board member's knowledge of the matter may assist the Board or committee in making its determination. Any vote approving a transaction that involves a possible conflict of interest should include a determination by the disinterested board members that the transaction is in the best interest of NOCAC and is fair in all respects to NOCAC. The minutes of the meeting shall reflect that a disclosure was made and the nature of the disclosure, that the interested board member abstained from voting and left the room for the final discussion and vote, and that the interested board member abstained from the action taken to determine whether a conflict of interest existed, if any.

**B. Committee Members:** The provisions of this policy applying to board members also shall apply to any person who is not a board member, but who is at any time serving as a member of any committee.

**C. Management Employees:** Each management employee has a duty to make full disclosure to the Board of any possible conflict of interest (or that of a member of his or her immediately family) regarding any matter as to which the employee provides recommendations or advice to the Board.

**D. Types of Conflicts of Interest:** A particularly important type of possible conflict of interest arises when a board member or management employee holds a direct or indirect financial interest in (or will receive a benefit from) a business firm furnishing services, materials, or supplies to NOCAC or that is seeking grant funds from NOCAC. A direct financial interest is the receipt of remuneration of any sort. An indirect financial interest exists if a party transacting business with NOCAC is an entity:

- (1) In which NOCAC's board member or management employee (or a member of his or her immediate family) has a material financial interest;
- (2) With which NOCAC's board member or management employee (or a member of his or her immediate family) has a substantial business relationship; or
- (3) Of which NOCAC's board member or employee (or a member of his or her immediate family) is an officer, board member, general partner or employee.

It is understood that a board member or employee may be a direct or indirect party to a transaction with NOCAC which might create or provide the appearance of a conflict of interest, as above defined, if all the above disclosure and other requirements are met and if the transaction is fair to NOCAC.

**IV. Use of NOCAC's Services, Property or Facilities for Personal Purposes:** No board member or employee shall make use of NOCAC's services, property or facilities for any purpose that is not related to NOCAC's purposes.

Specifically:

If any NOCAC employee, or any relative or friend of an employee applies for any monetary assistance through any program, (i.e. HEAP, HWAP, CSBG, etc.) the coordinator, not the employee or one of their peers, must complete and sign off on the application.

If the coordinator and/or manager or director of a program, or any relative or friend of the coordinator and/or manager or director of a program (i.e. HEAP, HWAP, CSBG, etc.) the Executive Director must complete and sign off on the application.

**V. Political Activities:** No board member or employee of NOCAC in the name of NOCAC or under the cover of the official capacity or authority of NOCAC shall:

- (1) Participate or become actively involved in any political campaign or in any other type of political activity, or
- (2) Provide financial support for, or make contributions to or for the benefit of any political candidate, political party, or political action committee or provide financial support for or make contributions in support of any other political objective.

Notwithstanding the foregoing, NOCAC recognizes that each of its board members and employees has the right as a citizen to become involved in his or her individual capacity in the political process in Ohio and on a national and local basis. Any such participation or involvement by any person in a political campaign or other type of political activity or any contribution to or any other financial support of a political candidate or any other type of political contribution or support shall only be carried on or provided in an individual capacity.

**VI. Compliance with Code of Conduct:** Each board member and employee of NOCAC shall receive a copy of the Code of Conduct at the time of seating on the board/ upon hiring. Each such person shall be required to complete the disclosure statement and also shall certify that he or she has read the Code of Conduct and agrees to comply with all standards and requirements set forth herein.

**VII. Discipline:** Any employee, officer or agent of NOCAC determined to have committed a violation of this Code of Conduct shall be subject to disciplinary action, up to and including termination/removal.

Adopted 8/13/09, Amended 10/8/09, Amended 3/9/17

**NORTHWESTERN OHIO COMMUNITY ACTION COMMISSON**

I, \_\_\_\_\_, hereby state that I have read the Code of Conduct (including the conflict of interest policy) of NOCAC. I agree to comply with all provisions of the Code of Conduct during the period of my employment or tenure with the organization as a Board Member.

If I become aware of an actual or potential conflict of interest, I will notify and disclose the circumstances to the Chair of the NOCAC Board.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date