OHB
GOVERNANCE POLICY

Date Issued: September 9, 1997
Date of Last Revision: October 5, 2021
Date of Last Review: July 15, 2026
Date of Last Board Review and/or Approval: August 11, 2026

CODE OF CONDUCT & ETHICS AND CONFLICTS OF INTEREST

It is the policy of OHB that its staff, volunteers, and Board of Directors uphold the highest legal, ethical and moral standards. Nonprofit board members must meet certain standards of conduct and attention in carrying out responsibilities of the organization.

It is the policy of OHB that no financial conflict of interest, or apparent or potential conflict of interest, exist between any employee, paid consultant, contractor, vendor or governing board member in OHB's operations.

A detailed Code of Conduct and Ethics and Conflicts of Interest Policy has been included in the Restated Bylaws of the Corporation, Articles VI and VII.

It is the practice of OHB to annually disclose the names of any employee, paid consultant or governing board member whom individually or as a part of a business or professional firm was involved in a financial transaction with the agency.

Exceptions as outlined by the Conflict of Interest Policy are reviewed and approved by the governing Board of Directors on a transaction basis.

Code of Conduct and Ethics and Conflicts of Interest Disclosure is presented to the Executive Leadership Team; the Executive Committee; the Board of Directors; and to charity evaluation and rating organizations and individual donors upon request.

From the Amended and Restated Bylaws approved on September 14, 2021:

ARTICLE VI. CODE OF CONDUCT AND ETHICS

Section 6.1 Board of Directors Responsibilities.

The organization will uphold the highest legal, ethical and moral standards.
Nonprofit board members must meet certain standards of conduct and attention in carrying out responsibilities to the organization. These standards include the following:

a. Duty of Care: The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of "care that an ordinary prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when making a decision as a steward of the organization.
b. Duty of Loyalty: The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained through their role as a board member for personal gain, but must act in the best interests of the organization.

c. Duty of Obedience: The duty of obedience requires board members to be faithful to the organization's mission; and are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to advance the organization's mission. This duty also requires board members to obey the law and the organization's internal rules and regulations.

Section 6.2 Individual Board Member Responsibilities.

The responsibilities of individual board members include:

a. Attend all board and committee meetings and as many functions, such as special events, as possible.
b. Be informed about the organization's mission, services, policies and programs.
c. Prepare for board and committee meetings by reviewing the meeting agenda and supporting materials.
d. Serve on committees and offer to take on special assignments when your capacity allows.
e. Make a personal financial contribution to the organization.
f. Inform others about the organization. Advocate for the organization.
g. Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
h. Keep up-to-date on developments in the organization's field.
i. Follow the conflict of interest and confidentiality requirements of the organization.
j. Assist the board in carrying out its fiduciary responsibilities by reviewing the organization's financial statements.

Section 6.3 Distribution of Code of Conduct and Ethics Policy.

The Code of Conduct and Ethics Policy set forth in these Amended and Restated Bylaws shall be distributed to all Interested Persons. Each such person shall sign an annual statement that the person:

1. Received a copy of the Code of Conduct and Ethics Policy;
2. Has read and understands the Code of Conduct and Ethics Policy;
3. Agrees to comply with the Code of Conduct and Ethics Policy; and
4. Understands that the Code of Conduct and Ethics Policy applies to all committees and subcommittees having Board delegated powers.

ARTICLE VII. CONFLICTS OF INTEREST

Section 7.1 General.

a) The following Conflicts of Interest Policy shall apply, to any transaction or arrangement between this Corporation and an "Interested Person."

b) An Interested Person is a Director, an officer, any staff member, or a member of a committee with Board delegated powers who has a direct or indirect "Financial Interest", as defined below.

c) A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

   i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or
   ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation is negotiating a transaction or arrangement.

d) Compensation includes direct or indirect remuneration and gifts or favors which are substantial in nature.

Section 7.2 Disclosure.

Interested Persons shall in no way permit their positions, in relation to their personal business, to conflict with the Corporation's activities. In furtherance of the foregoing, each Interested Person shall sign a statement, in a form to be adopted by the Board of Directors, whereby he/she shall agree to disclose, at any time and from time to time, all Financial Interests and all material facts relating thereto.

Section 7.3 Determination of Potential Conflict of Interest.

The Board of Directors of the Corporation, before it considers entering into any transaction or arrangement with an entity or individual in which an Interested Person has a Financial Interest, shall determine whether the Financial Interest of the Interested Person may result in a conflict of interest. The Board of Directors shall ask the Interested Person to leave the meeting during such discussions or deliberations on whether a conflict of interest exists. The Interested Person may be counted in determining the existence of a quorum at any Board meeting where the potential conflict of interest is discussed but shall not vote on whether or not a conflict exists. A majority of the non-interested Directors present at a meeting at which there is a quorum must agree a conflict exists.

Section 7.4 Procedure When Conflict of Interest Determined.

In the event an Interested Person has a Financial Interest in a transaction or arrangement, the following procedures shall apply:

a) The Board, in its sole discretion, may appoint a non-interested Person or committee to investigate alternatives to the proposed transaction or arrangement;
b) Prior to approving the transaction, the Board shall determine by a majority vote of the non-interested Directors of the Board that (i) the proposed transaction or arrangement is in the best interest of the Corporation and for its own benefit; (ii) the proposed transaction or arrangement is fair and reasonable to the Corporation; and (iii) after

exercising due diligence, the Corporation cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances;

c) The Board must approve the transaction or arrangement by a majority vote of the non-interested Directors on the Board; a majority of the non-interested Directors on the Board shall constitute a quorum for purposes of voting on the conflict of interest transaction;
d) The Interested Person shall not be present for the discussion or vote regarding the transaction or arrangement; and
e) Appropriate disciplinary action shall be taken with respect to an Interested Person who violated this Conflicts of Interest Policy to protect the Corporation's best interests.

Section 7.5 Procedures for Adequate Record Keeping.

The minutes of the Board of Directors meetings and all committees with Board delegated powers shall include:

a) The names of the person who disclosed Financial Interests, the nature of the Financial Interests and whether the Board of Directors or committee determined there was a conflict of interest; and
b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of these discussions, including any alternatives to the proposed transaction or arrangement, and a record of the vote.

Section 7.6 Distribution of Conflicts of Interest Policy.

The Conflicts of Interest Policy set forth in these Amended and Restated Bylaws shall be distributed to all Interested Persons. Each such person shall sign an annual statement that the person:

a) Received a copy of the Conflicts of Interest Policy;
b) Has read and understands the Conflicts of Interest Policy;
c) Agrees to comply with the Conflicts of Interest Policy; and
d) Understands that the Conflicts of Interest Policy applies to all committees and subcommittees having Board delegated powers.

DIRECTOR, TRUSTEE & OFFICER
STATEMENT OF UNDERSTANDING AND DISCLOSURE

This questionnaire is submitted to you for purposes of disclosure of information necessary for compliance with the Code of Conduct and Ethics Policy and the Conflicts of Interest Policy and the disclosure requirements of the OHB as a provider of human care services.

1. Name: _____ Date: _____

2. Position:

Are you a voting ___ Director?
Are you an Officer (Chair, Vice Chair, Treasurer, Secretary)? ___ Yes ___ No
If you are an Officer, which Officer position do you hold? _____
Are you a Volunteer (Not in a board position)? ___ Yes ___ No

3. I affirm the following:

I have received a copy of the OHB Code of Conduct and Ethics Policy and the OHB Conflicts of Interest Policy. _____ (initial)
I have read and understand the policies. _____ (initial)
I agree to comply with the policies. _____ (initial)

4. Disclosures:

a. Do you have a financial interest (current or potential and directly or indirectly), including a compensation arrangement, with any outside concern which you have reason to believe provides or sells any goods or services to OHB?
___ Yes ___ No

i. If yes, please list the name of the company or entity: _____
ii. If yes, what is your position or financial interest in the entity? _____

b. Does any member of your family have a financial interest (current or potential and directly or indirectly), including a compensation arrangement, with any outside concern which you have reason to believe provides or sells any goods or services to OHB?
___ Yes ___ No

i. If yes, please list the family member's name and relationship to you:
_____
ii. If yes, please list the name of the company or entity: _____
iii. If yes, what is the family member's position or financial interest in the entity?
_____

c. Are you engaged in any activities or circumstances, not referred to in your previous answers, from which it might be inferred that there is a potential conflict of interest? ___ Yes ___ No

i. If yes, please provide a brief explanation: _____
_____

To the best of my ability, I hereby assert that my answers are true and complete.

Dated: _____ Signature: _____

Date of Review by Executive Leadership Team: _____
Date of Review by Board of Directors: _____