

Conflicts of Interest Policy

Adopted 11/28/2020

Objective

Directors, officers, committee members, employees, volunteers, and agents of Project Imo Inc., a nonprofit, nonstock Connecticut corporation (the “Corporation”) occupy special positions of trust and responsibility with respect to the governance of the Corporation. Each director, officer, committee member, employee and agent is expected to discharge his or her duties in good faith, with reasonable care, and in a manner that he or she reasonably believes to be in the best interests of the Corporation. Directors, officers, committee members, employees and agents are expected to be loyal to the interests of Project Imo Inc. and to avoid improper personal gain from serving in their respective positions.

The purpose of this conflict of interest policy (the “Policy”) is to protect the Corporation from the appearance or actuality of conflicts of interests arising when the Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of an “Interested Party” (as defined in Article II “Definitions”) or might result in a possible “excess benefit transaction,” as defined in Section 4958 of the Internal Revenue Code of 1986, as amended from time to time. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Scope

This policy applies to all employees of Project Imo at all locations. All workers, at every level, will be subject to discipline, up to and including discharge, for any violation of this policy. ‘

Definitions

1. Interested Party

Any director, officer, committee member, employee, agent, or close relative of the aforementioned, who has a direct or indirect “financial interest” or “other interest” as defined below, is an Interested Party.

2. Related Party

Any party, group or organization to which an Interested Party has an allegiance or affiliation.

3. Potential Conflict of Interest

a. A potential conflict of interest exists when actions, contracts, transactions or other dealings between the Corporation, and an Interested or Related Party may result in personal financial gain to the Interested Party.

b. A potential conflict of interest may also exist when an Interested Party serves as a director, officer, or staff member to an organization which competes with the Corporation or when an Interested Party or Related Party aids, financially or otherwise, such competing organization.

4. Financial Interest

An Interested Party has a “financial interest” if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any type of property, entity or concern with which the Corporation has, or is contemplating, a transaction or arrangement, or that provides services in competition with the Corporation;

b. A compensation arrangement with the Corporation or with any entity, concern or individual with which the Corporation has a transaction or arrangement or that provides services in competition with the Corporation; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity, concern or individual with which the Corporation is negotiating a transaction or arrangement, or that provides services in competition with the Corporation.

d. A “financial interest” is not necessarily a conflict of interest. Under Article III, Section 2, an Interested Party who has a “financial interest” has a conflict of

interest only if the Board of Directors or appropriate committee determines that a conflict of interest exists or may exist.

5. Other Interest

a. An Interested Party has an “other interest” if the Interested Party has, directly or indirectly, through business, investment or family, an outside concern, allegiance or affiliation, that could influence his or her judgement or duty owed to the Corporation.

b. An “other interest” is not necessarily a conflict of interest. Under Article III, Section 2, an Interested Party who has an “other interest” has a conflict of interest only if the Board of Directors or appropriate committee determines that a conflict of interest exists or may exist.

6. Compensation

Compensation includes direct and indirect remuneration as well as gifts, gratuities, entertainment or favors.

Procedures

Determining Whether a Conflict of Interest Exists

- a. The Board of Directors of the Corporation (or a duly appointed Committee of the Board) shall investigate any potential conflict of interest.
- b. The Board of Directors may permit an Interested Party to make a presentation at a Board of Directors or committee meeting, but, after such presentation, he or she shall – even if a director, officer or committee member – leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The foregoing requirements should not be construed as preventing such Interested Party from answering pertinent questions by any Directors.
- c. The Chair of the Board of Directors or the committee shall, if appropriate, appoint a party that is not an Interested Party or a committee to consider and recommend alternatives to the proposed transaction or arrangement.

- d. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- e. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances that would avoid producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, and whether it is fair and reasonable. In conformity with the above determination, the Board of Directors shall make its decision as to whether to enter into the transaction or arrangement.
- f. Interested parties to whom the potential conflict of interest relates shall not attempt to influence any Directors regarding such matter.
- g. The minutes of the Board of Directors and all committees with powers delegated to it by the Board of Directors shall contain:
 - i. the names of the Interested Parties who disclosed or otherwise were found to have a financial or other interest in connection with an actual or possible conflict of interest;
 - ii. the nature of the financial or other interest;
 - iii. that the Interested Party, if a director, officer or committee member otherwise entitled to be present at a board meeting, recused himself or herself from the meeting;
 - iv. any action taken to determine whether a conflict of interest exists;
 - v. the Board of Director's or committee's decision as to whether a conflict of interest, in fact, existed;
 - vi. the names of the person who were present for discussions and votes relating to the transaction or arrangement;

- vii. the content of the discussion, including any alternatives to the proposed transaction or arrangement; and

- viii. a record of any votes taken in connection with the proceedings.

Responding to Conduct in Violation of Policy

Violations of the Conflicts of Interest Policy

- a. If the Board of Directors or committee has reasonable cause to believe that an Interested Party has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Party of the basis for such belief and afford the Interested Party an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Interested Party's response, and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the Interested Party has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Compensation

- a. No director of the Corporation shall receive compensation, directly or indirectly, from the Corporation in his or her capacity as director; provided, however, as authorized in the Bylaws, a director may be reimbursed for certain out-of-pocket expenses and may receive reasonable compensation from the Corporation for services rendered to the Corporation in any other capacity.
- b. A director or officer who receives compensation, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to his or her compensation.
- c. Any member of any committee of the Corporation whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Annual Affirmations

The Board of Directors shall require each director, officer, committee member, employee or agent to annually sign a statement which affirms such person:

- a. Has received a copy of this conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply, has complied, and is in compliance with the policy;
- d. Shall disclose to the Board of Directors the existence of a financial interest in, or position within any entity or concern, in connection with any actual or possible conflict of interest, including any organizations which transact business with or maintain a relationship with the Corporation;
- e. Shall disclose to the Board of Directors the names of any other organization in which he or she is a director, officer or partner or holds a comparable position;
- f. Shall, if a practicing attorney, disclose the name of any law firm or other organization through which he or she practices law; and
- g. Understands the Corporation is a charitable organization and, in order to maintain its federal tax exemption, it must engage solely in activities which accomplish one or more of its tax-exempt purposes.

Confidentiality

All complaints and investigations are treated confidentially to the extent possible and information is disclosed strictly on a need-to-know basis. The identity of the complainant is usually revealed to the parties involved during the investigation and the Executive Director or their designee takes adequate steps to ensure that the complainant is protected from retaliation during and after the investigation. All information pertaining to a conflict of interest complaint or investigation is maintained in secure files within the People Operations Department.

Administration

This policy will be administered through the employee of Project Imo's who is, at a minimum, one supervisory level higher than the person against whom the complaint has been directed. If the complaint involves a member of the Board of Directors, an external third party shall be retained to conduct the investigation.

[Form of Annual Affirmation follows]



Conflict of Interest: Annual Acknowledgement and Disclosure Statement

I understand that as a Director, Officer, Committee Member, Employee or Agent of Project Imo Inc., a nonprofit, nonstock Connecticut corporation (the “**Corporation**”), I have a responsibility to act in a manner that reflects the highest standard of ethical conduct and to avoid any activity or situation where my personal interest could conflict, or reasonably appear to conflict, with my responsibility to carry out my duties to the Corporation.

I certify that I have received, read and understand the Corporation’s Conflict of Interest Policy. I understand the purpose of this Policy is to protect the integrity of the mission and operations of the Corporation. Upon becoming a Director, Officer, Committee Member, Employee or Agent of the Corporation, I will sign this form indicating that I have received, read and understand the Policy and make a full written disclosure of interests, relationships and holdings that could potentially result in a conflict of interest as that term is defined in the Policy. I will at least annually update my disclosure statement to accurately reflect potential conflicts of interest. I will also disclose any conflict of interest where I, my immediate family (i.e., spouse, parents, siblings and children), and/or companies in which I have a significant interest will receive a benefit, gain, or something of value. After disclosure, I understand I will not be permitted to participate in discussions that affect the decision of the Corporation or vote on the matter(s) related to the conflicts of interest.

I understand this Policy is intended to supplement good judgment, and I will respect the letter and intent of the Policy.

Signature

Date

Printed Name

I, _____, am not aware of any conflict of interest.

I, _____, have a conflict of interest or potential conflict of interest as described below:

Signed Date