



Conflict of Interest Policy and Procedure

Approved: November 7, 2016

Revised: January 9, 2023

Purpose: The purpose of this policy is to help inform Board members, Committee members, staff, and vendors of Olympic Community of Health (OCH) what constitutes a conflict of interest and assist them in identifying and disclosing actual and potential conflicts. OCH is a collaborative of interested parties and it is acknowledged that those involved in our work have personal, tribal, organizational and/or sector-specific self-interests.

Whether a disclosed interest constitutes a conflict or perceived conflict of interest is determined by OCH in its discretion by the process set forth in this policy. This policy enables individuals to understand, identify, manage, and appropriately disclose actual, potential, or perceived conflicts of interest. 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.

Definitions:

Conflict of Interest: An actual conflict of interest occurs where an interested person's judgment could be affected because they have a personal interest in the outcome of a decision over which the interested person has control or influence. The conflict of interest is present when an interested person's stake in a transaction or decision is such that it reduces the likelihood that the interested person's influence can be exercised impartially in the best interests of OCH. This policy sets forth two types of conflicts of interest: financial and personal.

Determining Party: The OCH Board of Directors members, Committee members, or staff who will determine whether an actual, potential, or perceived conflict of interest exists. The Determining Party is based on the nature of the conflict and their relationship to OCH.

- a. A member of the Board: Members of the OCH Board of Directors who are not interested persons will determine whether a conflict exists.
- b. A member of a Committee: The members of the Committee who are not interested persons, or the Board of Directors if it is a Board appointed Committee, will determine whether a conflict exists.
- c. Staff, vendors: The executive director will determine whether a conflict exists. If the interested person is the executive director, the Board of Directors will determine whether a conflict exists.

Financial Conflict of Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which OCH has a transaction or arrangement, or
- b. A compensation arrangement with OCH or with any entity or individual with which OCH has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which OCH is negotiating a transaction or arrangement, or
- d. An employment or contractual arrangement with an organization that stands to benefit financially from a decision or action of the Board.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Interested Person: Any person whose judgement could be affected because they have a personal interest over a situation in which they have control or influence.

Personal Conflict of Interest: When an interested person, including the individual's spouse, domestic partner, child or parent, stands to directly or indirectly gain or be favorably impacted as a result of a decision.

Policy:

1. **Duty to Disclose:** Each interested person shall disclose all material facts regarding an actual, potential, or perceived conflict of interest promptly upon learning of such real or perceived conflict.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of all material facts, the determining party may determine if a conflict of interest exists for the interested person(s). The interested person(s) involved with the transaction shall not be present during the discussion or determination of whether a conflict of interest exists.
3. **Procedures for Addressing a Conflict of Interest:** The determining party may ask questions of and receive presentation(s) from the interested person(s) but may deliberate in their absence. The determining party shall ascertain that all material facts regarding the person's conflict of interest have been disclosed and shall compile appropriate data, such as comparability studies, or the fair market value of a transaction. After exercising due diligence, which may include investigating alternatives that present no conflict, the determining party shall determine whether the transaction is in OCH's best interest, for its own benefit, and whether it is fair and reasonable to OCH. It is up to the discretion of the determining party whether the interested person(s) may be permitted to participate in related discussions and decisions, and in the case of the Board of Directors, whether the interested Board member must abstain from voting.
4. **Violations of the Conflict of Interest Policy:** If a Board of Directors or Committee Member, or OCH executive director has reasonable cause to believe a person has failed to disclose actual or possible conflict of interest, they shall inform the person of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose. If, after hearing their response and after making further investigation as warranted by the circumstances, it is determined that the person has failed to disclose an actual or possible conflict of interest, appropriate disciplinary and corrective action will be taken.
5. The minutes of meetings of the Board of Directors and all Committees with Board-delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the

- nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
6. **Compensation:** No voting member of the Board of Directors or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OCH, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
7. **Periodic Statements:** Each Board member, employee, intern, volunteer, or contractor shall annually sign a statement that affirms such person:
- 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 OCH is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Certification:

The undersigned hereby acknowledges that the undersigned:

- (a) Has received a copy of the conflict of interest policy,
- (b) Has read and understands the conflict of interest policy,
- (c) Has agreed to comply with the conflict of interest policy, and
- (d) Understands that for Olympic Community of Health to maintain its federal tax exemption as a charitable organization, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Please check one of the following boxes:

- I have no conflicts or potential conflicts to disclose.
- I have the following conflicts or potential conflicts to disclose (use the space below):
 - Disclose personal or professional affiliations, including those of immediate family members, with companies OCH does or might do business with.
 - Disclose any personal business dealings (including those of immediate family members) you have or have had with OCH in the previous twelve months.
 - List other corporate or nonprofit boards on which you (or an immediate family member) serve.

Dated: _____

Signed: _____

Print Name: _____

Title: _____