



## **CONFLICT OF INTEREST POLICY**

### **PURPOSE:**

1. The purpose of this Board Conflict of Interest Policy (Policy) is to protect WCR's interests when: a) it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director, b) might result in a possible excess benefit transaction or c) involves any potential family or personal relationships.
2. The Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### **DEFINITIONS:**

1. Interested Person – Any director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect personal or financial interest as defined below, is an interested person.
  - a) Financial Interest – 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 WCR has a transaction or arrangement
    - ii. A compensation arrangement with WCR or with any entity or individual with which WCR has a transaction or arrangement, or
    - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which WCR is negotiating a transaction or arrangement.
    - iv. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
    - v. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists, accordance with this Policy.
2. Independent Director – A director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS 990 form or, until such definition is available, the director:
  - a) Is not, and has not been for a period of at least three years, an employee of WCR or any entity in which WCR has a financial interest;



- b) Does not directly or indirectly have a significant business relationship with WCR which might affect independence in decision making;
- c) Is not employed as an executive of another corporation where any of WCR's executive officers or employees serve on that corporation's compensation committee and,
- d) Does not have an immediate family member who is an executive officer or employee of WCR or who holds a position that has a significant financial relationship with WCR.

### **PROCEDURES:**

- 1) Duty to Disclose – in connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.
- 2) Recusal of Self – any director may recuse himself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
- 3) Determining Whether a Conflict of Interest Exists – after disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
- 4) Procedures for Addressing the Conflict of Interest:
  - a) An interested person may make a presentation at the Board meeting, but after the presentation, shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b) The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c) After exercising due diligence, the Board shall determine whether WCR 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.
  - d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interests of WCR, for its own benefit, and whether it is fair and reasonable.



In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### 5) Violations of the Conflicts of Interest Policy

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

### **RECORDS OF PROCEEDINGS:**

The minutes of the Board and all committees with board delegated powers shall contain:

- 1) 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's decision as to whether a conflict of interest in fact existed
- 2) 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.

### **COMPENSATION:**

While no board member currently gets compensation for their service and no person who will receive compensation from WCR currently serves on the board, this section is included in the event that a board member gets compensated in the future or a compensated person joins the board in the future.

- 1) A voting member of the Board who receives compensation, directly or indirectly, from WCR for services is precluded from voting on matters pertaining to that member's compensation
- 2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WCR for services is precluded from voting on matters pertaining to that member's compensation.
- 3) A voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WCR, either



individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **ANNUAL STATEMENTS:**

- 1) Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which 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 WCR is a not-for-profit entity 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
- 2) Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
- 3) If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
- 4) The Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

### **PERIODIC REVIEWS:**

To ensure WCR operates in a manner consistent with not-for-profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- 1) Whether compensation arrangements and benefits are reasonable, based upon competent survey information (if reasonably available), and the result of arm's length bargaining.
- 2) Whether partnerships, joint ventures and arrangement with management organizations, if any, conforms to WCR's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the not-for-profit purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.



**CONFLICT OF INTEREST  
ANNUAL STATEMENT**

- 1) Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person:
  - a) Has received a copy of the conflict of interest policy (INITIAL HERE: \_\_\_\_\_)
  - b) Has read and understands the policy (INITIAL HERE: \_\_\_\_\_)
  - c) Has agreed to comply with the policy, and (INITIAL HERE: \_\_\_\_\_)
  - d) Understands WCR is a not-for-profit entity 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 (INITIAL HERE: \_\_\_\_\_)
  
- 2) Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director. (INITIAL HERE: \_\_\_\_\_)
  
- 3) If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form. (INITIAL HERE: \_\_\_\_\_)
  
- 4) The Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight. (INITIAL HERE: \_\_\_\_\_)

PRINTED NAME: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_