

COMMUNITY ACTION PARTNERSHIP OF SOLANO, TRIPARTITE ADVISORY BOARD BYLAWS

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ARTICLE I: MISSION, VISION AND OBJECTIVES

The vision of Solano’s Community Action Agency is “providing a pathway to housing for everyone in Solano County.”

The mission of the Community Action Agency (CAA) in Solano County is to strengthen agencies working to end poverty and homelessness.

The objective of Solano’s Community Action Agency is to provide services and resources in coordination with existing service providers, including, but not limited to, non-profit organizations and faith-based providers, to promote and encourage self-sufficiency for the most vulnerable members of the community.

ARTICLE II: GEOGRAPHICAL AREA

The primary geographical area and population to be served by the CAA shall be Solano County, CA.

ARTICLE III: GOVERNING BODY

The Community Action Partnership of Solano Joint Powers Authority (CAP Solano JPA) is the Community Action Agency in Solano County. The governing body of the CAA shall be the Board of Directors of CAP Solano JPA. The powers of the Governing Body shall consist of, but not be limited to, the following:

- A. Determine Tripartite Advisory Board (Board) rules and procedures;
- B. Determine program proposals, budgets and subcontractor agreements;
- C. Approve, subject to the ratification of designating officials, program proposals, budgets and subcontractor agreements;
- D. Oversee the extent and the quality of the participation of low-income people in the programs of the CAA;
- E. Approve all program plans and priorities for the CAA, including provisions for evaluating progress with performance.

ARTICLE IV: TRIPARTITE ADVISORY BOARD

A. ELIGIBILITY FOR MEMBERSHIP

Each member of the Tripartite Advisory Board shall be a resident of Solano County or shall otherwise have demonstrated, to the satisfaction of the Board, knowledge of and interest in the community and its low-income population.

B. NUMBER AND ELECTION OF BOARD MEMBERS

The Tripartite Advisory Board shall have at least 12 members and not more than 30 members, per the California Code of Regulations – 22 CCR § 100605(a)(3). Furthermore, the overall size of the Board must be divisible by three in order to ensure representation meets Federal and State of California board composition requirements. For further information, see [CPN-C-21-01 Tripartite Board Composition Requirements](#).

1. Public Sector Representation.

One-third of the Board shall be elected public officials, currently holding office, or their representatives, except that if the number of elected officials reasonably available and willing to serve is less than one-third of the membership of the board, membership on the board of appointive public officials may be counted in meeting this requirement. The JPA Board shall appoint elected public officials holding office on the date of selection, or their immediate representatives. If the Board cannot fill the Public Sector representation seats with elected public officials, the CAP Solano JPA may assign appointed public officials or their representatives.

2. Low-Income Representation.

Not fewer than one-third of the Board members shall be representative of low-income individuals and families in the neighborhoods served. The JPA Board shall designate the Continuum of Care (CoC), Housing First Solano, which is predominately composed of and represents low-income people in the service area, to elect members to the CAA's Board. This election shall occur through a digital voting process to ensure the broadest participation of Housing First Solano members. The written procedures for this selection process are included as Exhibit A.

3. Private Sector Representation.

At least one member of the Board shall represent the private sector. The JPA Board shall select individuals who are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served to serve as Private Sector representatives.

C. TERMS OF OFFICE

All Board members shall serve a two-year term with terms beginning on the date of the First Quarterly Meeting of the calendar year. Board members who assume their responsibilities at a date other than the First Quarterly Meeting of the calendar year shall serve until the First Quarterly meeting of the calendar year in which elections take place. In any event, members of the Board may continue to serve until their successors are elected or appointed.

D. REMOVAL OF BOARD MEMBERS

1. Board members may be removed from the Board by a majority vote of the Board.
2. Grounds for removal shall include:
 - a. Action in opposition to and/or detrimental to the purposes of the Community Action Agency;
 - b. Prohibited and unrecused conflict of interest;
 - c. Two absences without prior notice to staff during quorum call from regular meetings in a 12-month period;
3. The procedure for removal shall be the following:
 - a. Only a Board member may present a case to the full Board for removal of a Board member. A notice of the case to remove a member must be sent to that person and the full Board at least two weeks prior to the next Board meeting. This written notice must include reasons for removal that will be presented to the Board, including the grounds for removal, dates, times and places that may be applicable. The member potentially being removed may provide a written or verbal response before or during the Board meeting.
 - b. A majority of Board members must vote for removal. The member potentially being removed may vote.

E. CONFLICT OF INTEREST

A member shall be deemed to have a conflict if they have a prohibited conflict of interest pursuant to any of the following: the California Political Reform Act, Government Code sections 81999 et seq.; California Government Code sections 1090 et seq., the common law prohibition against bias, or any applicable conflict policy for the County of Solano.

The Board shall apply a reasonableness standard in determining whether a conflict exists. If a member has a conflict of interest, they shall declare the conflict on the record, refrain from discussing the issue with the Board, and recuse themselves from voting on the matter. The TAB Conflict of Interest Policy is included as Exhibit B.

F. OFFICERS

1. The officers of the Board shall be the Chair, Vice Chair, and Secretary. All officers shall be members of and elected by the Board.
2. The Chair shall preside at all regular and special meetings of the Board, review and approve the agenda for all meetings, represent the Solano Tripartite Advisory Board to the community, and exercise such other powers and perform such other duties as may be prescribed by the Board or these Bylaws and shall be the Board liaison to the JPA staff and the JPA.
3. The Vice-Chair shall have the authority of the Chair in the Chair's absence or as designated by the Chair and shall participate in the Needs Assessment and Community Action planning process as the Board liaison to the JPA staff and the JPA for that process.
4. The Secretary shall have the authority of the Chair or Vice Chair in the absence of those officers. The Secretary shall assist Staff in monitoring compliance with the Community Services Block Grant Organizational Standards.
5. Officers shall serve for two years from the Annual Meeting at which they are elected, or until they shall sooner resign or become disqualified, or until their successor is named.
6. Any officer may resign from office at any time by so stating at a regular meeting of the Board, or in writing, e-mailed to the two remaining Board officers or the entire Board. Such resignation shall not alter the status of the resigning officer as a Board member.
7. The Board may remove an officer for cause by a 2/3 majority of filled seats.
8. Should any vacancy occur in any office, the Board shall endeavor to fill the vacancy at the next regular meeting of the Board following the announcement of the vacancy.

G. BOARD MEMBER TRAINING

An orientation for Board members will occur within 6 months of a Board member being seated. Board members will also be provided with a refresher training on their duties and responsibilities at least once every 2 years.

ARTICLE V: MEETINGS

1. A majority of the seated membership of the Board shall be necessary to constitute a quorum.
2. Voting at all regular and special meetings shall be by ayes, nays and abstentions. There shall be no voting taken by proxy.
3. Regular meetings of the Board shall be held at least quarterly. Time and location shall be specified in the formal notices of each meeting.
4. All regular meetings of the Board shall be held upon at least 72 hours public notice which shall specify the date, time and place of the meeting. Meeting notice shall be posted at least 72 hours in advance.

A. COMMITTEES

Committees may be established as needed by a majority vote of the Board.

ARTICLE VI: AMENDMENTS

Proposed by-law amendments shall be presented at a regular meeting of the Board and voted on at the next regular meeting. These Bylaws may only be amended at a meeting with a quorum present, by a two-thirds majority vote of the Board members present.

ARTICLE VII: SEPARABILITY

If any section, subsection, paragraph or phrase of these by-laws is for any reason held to be illegal or unconstitutional, such decision shall not affect the validity of the remaining portion of the Bylaws.

ARTICLE VIII: COMPENSATION

Regular compensation for service as a Board member is not allowed; however, compensation for expenses incurred is permissible.

COMMUNITY ACTION PARTNERSHIP OF SOLANO, TRIPARTITE ADVISORY BOARD LOW-INCOME REPRESENTATIVE SELECTION PROCESS

A. OVERVIEW

In Solano County, the Community Action Agency that manages Community Services Block Grant (CSBG) funding is the **Community Action Partnership of Solano, Joint Powers Authority (JPA)**. This combined agency was formed by a memorandum of understanding between the Cities of Benicia, Fairfield, Rio Vista, Suisun, Vacaville, and Vallejo, and the County of Solano to coordinate efforts to reduce poverty and homelessness in Solano County.

The **Tripartite Advisory Board (TAB)** guides the JPA in the latter's capacity as the Community Action Agency. The TAB is responsible for assisting the JPA in conducting a community needs assessment, clarifying the JPA's mission, supporting long-range strategic planning and annual planning, assisting the JPA in implementing its programs, and evaluating the performance of JPA initiatives under CSBG funding.

The TAB consists of members from three sectors: public, private, and low-income. At least 1/3 of the members should be representatives of low-income individuals and families who reside in areas served by the JPA. These representatives should be able to participate actively in the development, planning, implementation, and evaluation of programs funded under this chapter. The TAB meets at least four times a year.

For more information about the Tripartite Advisory Board, please visit <http://www.capsolanojpa.org/tripartite-advisory-board.html>.

B. REQUIREMENTS UNDER THE BYLAWS

ELIGIBILITY AND SELECTION

Each low-income sector representative of the Tripartite Advisory Board shall be a resident of Solano County and represent low-income individuals and families who reside in Solano County.

The JPA shall designate the Continuum of Care to elect members from within their group to serve on the TAB as low-income representatives.

TERMS OF OFFICE

All Board members shall serve a two-year term with terms beginning on the date of the quarterly meeting following their election or appointment. Board members who assume their responsibilities at a date other than the First Quarterly Meeting of the calendar year shall serve until the First Quarterly Meeting in the calendar year for which there are elections. In any event, members of the Board may continue to serve until their successors are elected or appointed.

CONFLICT OF INTEREST

Conflicts of interest are defined pursuant to state and local policy, as well as common law; see the section Conflict of Interest Policy below. The Board shall apply a reasonableness standard to determine whether a conflict exists. If a member has a conflict of interest, they shall declare the conflict on the record, refrain from discussing the issue with the Board, and recuse themselves from voting on the matter. The TAB Conflict of Interest Policy is included as Exhibit B.

C. LOW-INCOME REPRESENTATIVE SELECTION PROCESS

ANNOUNCEMENT OF VACANCY

When a vacancy occurs on the Tripartite Advisory Board for a Low-Income Representative, JPA staff will announce the opening to the Housing First Solano Continuum of Care (CoC) at a general meeting and/or by email to the CoC listserv. The announcement will include information on how to become a Low-Income Representative and the timeframe of the selection process.

NOMINATION / SELF NOMINATION

A candidate must be nominated for the Low-Income Representative position by a member of the CoC, including self-nomination. To submit a nomination or self-nomination, the nominator should send an email to JPA Staff by the deadline, with the subject line stating, “Low-Income Representative Nomination,” and with the following information in the body of the email:

- Name
- Occupation
- Organizational affiliation (if any)
- Phone number
- Email address

If the candidate accepts the nomination, then they must submit the [Low-Income Representative application](#) to the JPA by emailing the completed form to JPA Staff by the deadline.

ELECTION

JPA staff will email the candidates' applications to the entire CoC membership for review and consideration.

The CoC general membership will vote on the candidates by electronic voting. The candidate(s) with the highest number of votes will be elected to fill the vacancy. In the event of a tie, the 2 tied vote recipients will have a special run-off election.

D. REQUIREMENTS UNDER THE CONFLICT OF INTEREST STATEMENT

The following are prohibited conflicts under the Tripartite Advisory Board Conflict of Interest Policy.

COMPENSATION AND EMPLOYMENT

A Tripartite Advisory Board member may not be an employee of the JPA.

PARTICIPATION IN CONTRACTS

A TAB member shall not participate in the selection, award, or administration of a contract supported by federal funds if a real or apparent conflict of interest would be involved. Such a conflict would arise when the Board Member, any of their Immediate Family Members, their partner, or an organization which employs or is about to employ any of the parties indicated herein, is or has a financial or other interest in the individual or firm selected for the award.

HOW TO ADDRESS CONFLICTS OF INTEREST

Disclosures. Each Board Member has a continuing obligation to disclose promptly and fully any actual or potential Conflicts of Interest of which they are aware. Each Board Member shall complete and sign on an annual basis and at such times as Conflicts of Interest arise, a Conflict of Interest disclosure statement that fully and completely discloses the material facts about any actual or potential Conflicts of Interest of which they are aware.

Board Review. The Board shall review and determine, with the assistance of legal counsel if necessary, how to address situations involving Conflicts of Interest. In determining whether a Conflict of Interest exists, the fact that the situation could subject the CAA (including the TAB) to criticism, embarrassment, litigation or administrative proceedings shall be considered.

Exclusion of Interested Board Members. An Interested Board Member shall not participate in any way in, or be present during, the deliberations and decision making with respect to an actual or potential Conflict of Interest in which they are involved. In addition, when the Board is considering a proposed Transaction between the CAA/TAB and a Board Member or a Related Party, no Interested Board Member with respect to any proposed or

existing Transaction with the CAA may participate in any way in, or be present during, the deliberations and decision making.

EXHIBIT B - CONFLICT OF INTEREST POLICY

A. What is the Purpose of this Policy?

Conflicts of interest can raise governance, tax, and regulatory issues for a Community Action Agency (CAA)'s Tripartite Advisory Board (TAB). They also raise concerns in the minds of the public and members of the media, potentially undermining the organization's reputation and good standing.

Generally speaking, a conflict of interest is a situation in which a TAB Board Member or one of their family members has a personal or financial interest that compromises or could compromise the Board Member's independence of judgment in exercising their responsibilities to the CAA or TAB.

TAB Board Members are expected to minimize conflicts of interest; disclose ethical, legal, financial, and other conflicts; and remove themselves from decision-making if they would otherwise be called on to act on a conflict involving themselves, their family members or entities with which they or their family members are closely associated.

Under this policy, Board Members are required to disclose actual or potential conflicts of interest, as well as certain relationships and transactions. This will enable the CAA or TAB to report required information on its IRS Form 990 and to take steps it considers necessary or advisable to address conflicts of interest. Depending on the circumstances, a relationship and/or transaction disclosed under this policy may not be a conflict of interest, may be a conflict that is permitted provided that certain procedures are followed, or may be a conflict that is prohibited altogether.

B. Who is Covered by this Policy?

This policy covers the members of the Tripartite Advisory Board.

C. Who is Responsible for Implementing this Policy?

CAP Solano JPA's Tripartite Advisory Board has primary responsibility for implementing this policy. The policy will be disseminated to Board Members upon joining the Board and at least every two years thereafter.

The Board may delegate the responsibility for disseminating the policy and collecting disclosure statements to a Board committee or the Board Chair, who shall oversee the process and may be assisted by JPA staff. The Officers of the Board shall review the policy with Board Members on an annual basis, review disclosure statements, make recommendations to the Board as to whether Board action on

information disclosed is required or advisable, and monitor implementation of the policy in conjunction with staff.

D. Definitions:

1. Board (Board) means the Community Action Partnership of Solano, Joint Powers Authority (CAP Solano JPA) Tripartite Advisory Board
2. Board Member means an individual currently serving as a member of the Board.
3. **Closely Associated:** means that an individual:
 - i. Has a Compensation Arrangement with an entity;
 - ii. Has an Ownership Interest in an entity; or
 - iii. Is negotiating, applying for or considering acquiring a Compensation Arrangement with or ownership interest in an entity.

Compensation Arrangement: is an arrangement involving direct or indirect compensation for services.

An Ownership Interest means that an individual owns at least 5% of the ownership interests (for example, shares of stock or partnership or limited liability company interests) or assets of an entity or, in the case of a publicly held corporation, at least 1% of the corporation's outstanding capital stock.

Examples:

Has a Compensation Arrangement with an entity:

- A Board Member is the executive director of a homeless shelter.
- A Board Member receives directors' fees for serving as a board member of a bank.
- A Board Member's son-in-law receives commissions from a technology vendor for sales of software.

Has an Ownership Interest in an entity:

- A Board Member's wife is one of 10 partners in a law firm.
- A Board Member's brother is the sole proprietor of an IT consulting business.
- A Board Member owns 15% of the stock of an office supply company.
- A Board Member's domestic partner is one of 3 members of a construction business organized as a limited liability company (LLC)

Has a potential Compensation Arrangement with or Ownership Interest in an entity:

- A Board Member's step-son is applying for a job at an insurance brokerage.
 - A Board Member's husband is negotiating the purchase of 40% of the stock of a car dealership.
4. Community Action Agency (CAA) means *CAP Solano JPA* and any existing or yet to be formed entities controlled by or under common control with *CAP Solano JPA*, including but not limited to the Tripartite Advisory Board.
5. **Conflict of Interest:** means a situation in which a Board Member or their Immediate Family Member has, directly or indirectly through another individual entity, a personal or financial interest that compromises or could compromise the Board Member's independence of judgment in exercising their responsibilities to the TAB or the CAA.

Examples:

- A Board Member or a Board Member's wife is a board member of a nonprofit to which the CAA or TAB is considering making a grant.
 - The CAA or TAB Board are deciding whether the CAA or TAB should take an active role in supporting a bill in the state legislature that would prohibit certain predatory lending practices involving car loans. A Board Member owns a car dealership that engages in practices the bill would prohibit.
 - A Board Member is the director of a city planning department responsible for overseeing a grant for which CAA is applying.
 - A Board Member's daughter is applying for a job as a secretary at the insurance brokerage through which CAA purchases insurance.
6. **Immediate Family Member:** means a Board Member's
- i. Spouse or partner in a civil union recognized by state law;
 - ii. Domestic partner or partner in a committed, personal relationship;
 - iii. Parent
 - iv. Child;
 - v. Sibling;
 - vi. Father-in-law, Mother-in-law;
 - vii. Brother-in law, Sister-in-law;

- viii. Son-in-law; Daughter-in-law;
- ix. Grandparent; or
- x. Grandchild

The term includes individuals related by blood, adoption, or marriage (i.e., step family members).

- 7. **Interested Board Member**: a Board Member with a Conflict of Interest.
- 8. Transaction means any financial agreement or relationship, including but not limited to those involving:
 - a. The sale, lease, purchase, transfer, or provision of goods, services, equipment facilities, or rights of any kind;
 - b. The provision or receipt of a loan or grant;
 - c. A joint venture, partnership or collaboration; or
 - d. An investment.
- 9. Related Party means an Immediate Family Member or an entity with which a Board Member or their Immediate Family Member is Closely Associated.

E. What Types of Conflicts of Interest Are Prohibited by this Policy?

- a. **Compensation and Employment**: A Board Member may not be a CAA employee or be compensated for their service on the CAA or TAB Board. A former Board Member may be hired as an employee of CAA, provided that at least 180 days have passed since they left the CAA or TAB Board. Provision of Professional Services. Officers of CAA may not be paid, outside of their approved salary and benefits, for any professional or consulting services provided to the CAA or TAB.
- b. **Participation in Contracts**: Board Members shall not participate in the selection, award, or administration of a contract supported by federal funds if a real or apparent conflict of interest would be involved. Such a conflict would arise when the Board Member, any of their Immediate Family Members, their partner, or an organization which employs or is about to employ any of the parties indicated herein, is or has a financial or other interest in the individual or firm selected for the award.

- c. Gifts: Board Members are prohibited from soliciting or accepting gifts, gratuities, favors, or anything of monetary value, other than unsolicited items of nominal value, from
 - i. Persons receiving benefits or services under any CAA program;
 - ii. Persons or organizations performing services for or providing goods or space to CAA; or
 - iii. Persons who are otherwise in a position to benefit from the actions of a CAA employee, officer, or Board Member.

Nominal value means \$50 or less per gift and \$75 or less for all gifts received from a particular individual or entity per calendar year.

Acceptance of gifts of nominal value must be disclosed according to the procedures set forth in this policy. However, the prohibition on soliciting or accepting gifts does not include acceptance of token gifts of low-cost promotional items, such as pens, note pads, caps, calendars, and coffee mugs, and such gifts do not need to be disclosed.

Example: if the CAA's insurance broker offers a Board Member a week's free use of a beach house, the Board Member may not accept it.

- d. Loans: The CAA is prohibited from making a loan to or guaranteeing an obligation of any of its Board Members.
- e. Federal Employees: Board Members who are federal employees are prohibited from serving in any capacity that would require them to act as an agent of or attorney for the CAA in its dealings with any federal government departments or agencies (for example, as chair of the CAA or TAB).
- f. Diversion of CAA Resources: Board Members and Board Members' Related Parties are prohibited from using CAA or TAB equipment, facilities, assets, or staff time for non-CAA/TAB purposes.

F. The situations listed below are not considered to be Conflicts of Interest under this policy:

- i. Provision of Services/Benefits: Provision of services/benefits by the CAA to a Board Member or an Immediate Family Member solely because the individual is a member of a charitable class that the CAA intends to benefit as part of the accomplishment of its charitable purposes, provided that:
 - i. The individual meets all applicable eligibility criteria for the services/benefits, including funding source rules on the provision of services/benefits to individuals with a close connection to the organization;

- ii. The individual does not receive preferential treatment in receiving the services/benefits due to their connection with the CAA or TAB as a Board Member or as an Immediate Family Member;
- iii. The services/benefits are provided on terms similar to services/benefits provided to individuals who are neither Board Members nor Immediate Family Members; and
- iv. The Board Member is not involved in the decision about whether to provide services/benefits to the individual.

The IRS recognizes that these transactions between insiders and the organization are not conflicts as long as the insider is being treated like a member of the public. See 26 CFR § 53.4958-4(4)v. To ensure compliance with funder rules and withstand public scrutiny, it is important that low-income board members (and members of their families) applying for services/benefits from the CAA not be treated more favorably than other applicants simply because they are board members (or family members of board members). For example, a low-income sector board member who is eligible for the Low Income Home Energy Assistance Program (LIHEAP) may receive LIHEAP benefits from the organization, provided that they are not treated more favorably than other applicants (e.g., their application is not given special priority, they do not receive a larger benefit amount, and their eligibility is checked in the same manner as other applicants). Be sure to check the funding source rules that apply to the programs your CAA operates to see if there are other requirements that should be incorporated into this section.]

- ii. **Expense Reimbursements:** Expense reimbursements made by the CAA to a CAA or TAB Member or Immediate Family Member for reasonable, necessary and documented expenses incurred by the Board Member or Immediate Family Member in the course of performing authorized services as a Board Member or volunteer for the organization, provided that the reimbursements are made pursuant to the CAA's Board-approved expense reimbursement plan and are permitted by any applicable funding source rules. Unless required by the Board in a particular circumstance, receipt of reimbursements meeting these criteria need not be disclosed under this policy.

G. What Information Must Be Disclosed Under This Policy and How Should It Be Disclosed?

- a. **Disclosures by Candidates for Board Seats:** The Board shall require each individual applying for a position on the TAB to disclose on their application Conflicts of Interests involving themselves or any of their

Related Parties.

- b. Disclosures by Board Members:
 - i. Obligation to Disclose: Each Board Member has a continuing obligation to disclose promptly and fully any actual or potential Conflicts of Interest of which they are aware.
 - ii. Form and Frequency of Disclosure: Each Board Member shall complete and sign on an annual basis and at such times as Conflicts of Interest arise, a Conflict of Interest disclosure statement, in the form attached to this policy, fully and completely disclosing the material facts about any actual or potential Conflicts of Interest of which they are aware.

H. How Are Conflicts of Interest to Be Addressed Under This Policy?

- a. Board Review: The Board shall review and determine, with the assistance of legal counsel if necessary, how to address situations involving Conflicts of Interest. In determining whether a Conflict of Interest exists, the fact that the situation could subject the CAA (including the TAB) to criticism, embarrassment, litigation or administrative proceedings shall be considered.
- b. Exclusion of Interested Board Members. An Interested Board Member shall not participate in any way in, or be present during, the deliberations and decision making with respect to an actual or potential Conflict of Interest in which they are involved. In addition, when the Board is considering a proposed Transaction between the CAA/TAB and a Board Member or a Related Party, no Interested Board Member with respect to any proposed or existing Transaction with the CAA may participate in any way in, or be present during, the deliberations and decision making.

Examples:

- i. The Board is considering whether to approve a grant to another nonprofit. A TAB Board Member serves as a board member of that nonprofit. The Interested Board Member must disclose that Conflict of Interest and recuse themselves from deliberations and decision making on the proposed grant. If the Interested Board Member does not voluntarily recuse themselves, the Board must exclude them from deliberations and decision making on the grant.
- ii. The Board is considering whether the CAA should purchase a building from Board Member A. Board Member B's wife is a paid fundraising consultant to CAA. Both Board Members A

and B must recuse themselves from deliberations and decision-making on whether the CAA should purchase the building from Board Member A.

- c. Voting and Quorum: The Board shall act on actual or potential Conflict of Interest situations by affirmative vote of a majority of Board Members at a meeting at which a quorum is present, provided that Interested Board Members with respect to the matter (and, in the case of a proposed Transaction between the CAA and a Board Member or Related Party, with respect to any proposed or existing Transaction with the CAA) shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Board Members in attendance.

Example: In the situation above regarding the CAA's proposed purchase of a building from Board Member A, neither Board Member A nor Board Member B can be counted for purposes of determining whether a quorum is present or for determining what constitutes a majority of Board Members in attendance.

- d. Board Determination. The Board (excluding any of the Interested Board Members required to be excluded by Subsections H.2. and H.3. above) shall decide whether there is: no Conflict of Interest; a Conflict of Interest that is not prohibited under this policy or other applicable laws, regulations or rules; or a Conflict of Interest that is prohibited.
 - i. No Conflict of Interest: If the Board determines that no Conflict of Interest exists, it shall inform any Board Members involved in the situation of its determination and take any other actions it deems prudent.
 - ii. Conflict of Interest Not Prohibited:
 - 1. Generally. If the Board concludes that a Conflict of Interest exists and it is not Prohibited by this policy, the Board shall inform any Board Members involved in the situation of its determination and take any other actions it deems prudent to address the Conflict of Interest, including excluding Conflicted Board Members from deliberations and decision making as described in Section E below.
 - 2. Proposed Transaction. Where a Conflict of Interest is not prohibited and involves a proposed Transaction between CAA and a Board Member or Related Party, the Board shall gather and review appropriate data, including appropriate data as to comparability, to determine whether the terms of the Transaction are fair and reasonable to and in the best

interests of CAA.

- e. Prohibited Conflict of Interest: If the Board determines that a potential Board Member has a Prohibited Conflict of Interest, the Board shall reject the nomination. If the Board determines that a current Board Member has engaged in an activity that creates a Prohibited Conflict of Interest, or that a proposed Transaction would result in a Prohibited Conflict of Interest, the Board shall decide either:
 - i. to decline to enter into the proposed Transaction, if applicable; and/or
 - ii. to request the resignation of the Conflicted Board Member(s) and, if the Conflicted Board Member(s) do(es) not resign, follow appropriate legal procedures to remove the Conflicted Board Member(s).

- f. Delegation to Committee: The Board may establish or designate a committee of the Board to review any conflicts of interest questions raised by this policy, to determine whether a particular situation involves a Conflict of Interest, and to make recommendations to the Board about how to address Conflicts of Interest.

I. How Should the Board's Decisions about Conflicts of Interest Be Documented?

- a. The Board or committee shall document its decisions about a Conflict of Interest in its meeting minutes (and attachments to the minutes, if applicable). The minutes shall include: material facts regarding the Conflict of Interest; the basis for the Board's decision; the names of Board Members present and of those who voted on the matter; and any actions taken with respect to Conflicted Board Members with respect to the matter (for example, whether they were excluded from discussion and voting on the matter). The minutes must be prepared before the latter of the next Board or committee meeting or 60 days after the final action is taken on the matter. Once prepared, the minutes must be reviewed and approved by the Board or committee (whichever is applicable) within a reasonable time.

J. What Are the Consequences of Violating this Policy?

If the TAB Board has reason to believe that a Board Member has failed to disclose a Conflict of Interest or otherwise violated this policy, it shall inform the Board Member of the basis for this belief and afford them an opportunity to explain the alleged failure or violation.

If, after hearing the response of the interested party and making such further investigation as may be warranted in the circumstances, the Board determines that the Board Member has in fact failed to disclose an actual or possible Conflict of Interest or otherwise violated this policy, it shall take appropriate disciplinary and corrective action, which may include removal from the Board.

CONFLICT OF INTEREST DISCLOSURE STATEMENT

Your Name:

Date:

Biennial or Other Disclosure (Circle One)

Reason for Policy. Conflicts of Interest may raise governance, tax and regulatory issues for a Community Action Agency (CAA) or Tripartite Advisory Board (TAB). They also raise concerns in the mind of the public and members of the media, potentially undermining a CAA and TAB's reputation and good standing. For these reasons, CAA Board and TAB Members should avoid Conflicts of Interest, disclose ethical, legal, financial and other such conflicts, and remove themselves from deliberations and decision-making on matters in which they have a Conflict of Interest.

Reason for this Statement. The CAA/TAB is committed to the highest ethical standards in how a CAA conducts its business and operations. Completing this statement helps the Board and management identify and evaluate situations and relationships that could be problematic for a CAA, including ones that could jeopardize its tax-exempt status or ability to obtain grants or other funding.

Completing this Statement. Each Board Member is required to complete and sign this statement biennially and at such times as they become aware of actual or potential Conflicts of Interest. This statement should take no more than 10 to 15 minutes for most Board Members to complete. It asks intentionally broad questions, with the hope of identifying all relevant actual or potential Conflicts of Interest.

Defined Terms Used in this Statement. Capitalized terms used in this statement are defined in the Conflict of Interest Policy for TAB Members.

Identifying a Conflict or Relationship Does Not Necessarily Mean There Is a Problem. In some instances, you may need to reveal a conflict or relationship when responding to a question.

This does not necessarily mean that you have done something improper or violated the Conflict of Interest Policy for TAB members. By identifying conflicts and relationships, you permit the TAB, the CAA and management to make an informed judgment, further permitting them to address issues through appropriate action or safeguards. Being forthright now is the best approach.

If You Have Questions about the Policy or this Statement. If you have questions about the Conflict of Interest Policy for Board Members or this Statement, ask the Board Chair or email JPA Staff.

Your Name:

Date:

Biennial or Other Disclosure (Circle One)

Please base your answers to the questions below on facts that exist now or that have arisen since you last completed this form.

Do any of your Immediate Family Members serve as a CAA or TAB Member, officer, or employee?

Yes No (circle one)

If yes, please identify the individual, their position and your relationship to them:

To the best of your knowledge, are you or any of your Related Parties engaged in any Transactions with a CAA or TAB Member, officer, or employee? For this purpose, a Transaction does not include a transaction between an attorney and client, or a medical professional (including psychologist) and patient.

Yes No (circle one)

If yes, please identify the individuals or entities involved and the Transactions in which they are involved:

To the best of your knowledge, are you, any other Board Members, or any Immediate Family Members of Board Members (including your own Immediate Family Members) engaged in or considering engaging in a Transaction with the CAA (including providing professional or consulting services to CAA)?

Yes No (circle one)

If yes, please identify the individuals or entities involved and the Transactions in which they are involved:

Your Name:

Date:

Biennial or Other Disclosure (Circle One)

To the best of your knowledge, are you, any other Board Members, or any Immediate Family Members of Board Members (including your own Immediate Family Members) Closely Associated with any entity that is engaged in or considering engaging in a Transaction with CAA?

Yes No (circle one)

If yes, please identify the Board Member and/or Immediate Family Member, the entity and the Compensation Arrangement or Ownership Interest, and describe the Transaction:

To the best of your knowledge, have you or any other Board Members solicited or accepted gifts, gratuities, favors, or anything of monetary value (other than token gifts of low-cost promotional items, such as pens, note pads, caps, calendars, and coffee mugs) from: (a) persons receiving benefits or services under any CAA program; (b) persons or organizations performing services for or providing goods or space to CAA; or (c) persons who are otherwise in a position to benefit from the actions of a CAA employee, officer, or Board Member?

Yes No (circle one)

If yes, please identify the Board Member, the item that was solicited or accepted, and the person or entity from whom the item was solicited or accepted:

To the best of your knowledge, have you or any other Board Members participated in the selection, award, or administration of a contract supported by federal funds if a real or apparent conflict of interest was involved? Such a conflict would arise when the Board Member, any of their Immediate Family Members, their partner, or an organization which employs or is about to employ any of these parties, is or has a financial or other interest in the individual or firm selected for the award.

Yes No (circle one)

Your Name:

Date:

Biennial or Other Disclosure (Circle One)

If yes, please identify the Board Member, the contract and the conflict of interest:

To the best of your knowledge, have you, any other Board Members or Board Members' Related Parties (including your own Related Parties) used CAA equipment, facilities, assets, or staff time for non-CAA purposes?

Yes No (circle one)

If yes, please identify the Board Member or Related Party, the CAA equipment, facilities, assets or staff used, and the purpose for which it was used:

To the best of your knowledge, are you aware of any other Conflicts of Interest not already disclosed above? A Conflict of Interest is a situation in which a Board Member or their Immediate Family Member has, directly or indirectly through another individual or entity, a personal or financial interest that compromises or could compromise the Board Member's independence of judgment in exercising their responsibilities to the CAA or TAB.

Yes No (circle one)

If yes, please identify the Board Members and any other parties involved and describe the situation:

By signing this form, I certify that:

I have received a copy of the Conflict of Interest Policy for TAB Members, that I have read and understand it; and I agree to abide by it; and to the best of my knowledge, my responses on this statement are accurate, true and complete.

Signature: _____

Print Name: _____

Date: _____

Please return this form to *JPA Staff*.