



## **On River Time Conflict of Interest Policy**

1. This policy is based on the IRS model Conflict of Interest policy, which is an attachment to Form 1023. It adds information needed to allow On River Time to assess director independence in order to answer questions on Form 990.

### **Article I - Purpose**

1. The purpose of the Board conflict of interest policy is to protect On River Time's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of On River Time or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify "independent" directors.

### **Article II - Definitions**

1. **Interested person** - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment in any entity with which On River Time has a transaction or arrangement,

b. A compensation agreement with On River Time or with any entity or individual with which On River Time has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which On River Time is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. 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 or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

**3. 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 On River Time or any entity in which On River Time has a financial interest.

b. does not directly or indirectly have a significant business relationship with On River Time, which might affect independence in decision-making;

c. Is not employed as an executive director of another corporation where any of On River Time'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 director or employee of On River Time or who holds a position that has a significant financial relationship with On River Time.

### **Article III - 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 or Executive Committee.

2. **Recusal of Self** - Any director may recuse himself or herself 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 or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee 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 to the Board or Executive Committee meeting, but after the presentation, he/ she 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 or Executive Committee 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 or Executive Committee shall determine whether On River Time 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 or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in On River Time's best interest, 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 Conflict of Interest Policy**

a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the members 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 or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV - Records of Proceedings**

The minutes of the Board 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's or Executive 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.

## **Article V - Compensation**

a. A voting member of the Board who receives compensation, directly or indirectly, from On River Time for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from On River Time for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from On River Time, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI - 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 On River Time is charitable 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 Executive Committee 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.

#### **Article VII - Periodic Reviews**

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

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to On River Time's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

#### **Article VIII - Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, On River Time may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.



## ON RIVER TIME

### **On River Time Whistleblower Protection Policy 2021**

On River Time requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of On River Time, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

#### **Reporting Responsibility**

The Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that On River Time can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees, and volunteers to report concerns about violations of On River Time's code of ethics or suspected violations of law or regulations that govern On River Time's operations.

#### **No Retaliation**

It is contrary to the values of On River Time for anyone to retaliate against any board member, officer, employee, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of On River Time. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

#### **Reporting Procedure**

On River Time has an open door policy and suggests that employees share their questions, concerns, suggestions, or complaints with their supervisor. If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response you are encouraged to speak with the Executive Director or Officers of the Board. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to On River Time's compliance officer, Milton Smith, who has the responsibility to investigate all reported complaints. Employees with concerns or complaints may also submit their concerns in writing directly to their supervisor, the Executive Director, or the organization's Compliance Officer, Milton Smith.

**Compliance Officer**

On River Time's Compliance Officer, Milton Smith, is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Compliance Officer will advise the Executive Director and/or the Board of Directors of all complaints and their resolution will report at least annually to the Treasurer/ Chair of the Finance Committee on compliance activity relating to accounting or alleged financial improprieties.

**Accounting and Auditing Matters**

On River Time's Compliance Officer shall immediately notify the Audit Committee/ Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls, or auditing and work with the committee until the matter is resolved.

**Acting in Good Faith**

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

**Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**Handling of Reported Violations**

On River Time's Compliance Officer, Milton Smith, will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.