

Cattaraugus Rehabilitation Center, Inc.
NYSARC Inc., Cattaraugus Niagara Counties Chapter
(Hereinafter, Intandem)

The following procedure supports Intandem's belief in the inherent value and dignity of all people, Intandem's commitment to the promotion, protection and respect for rights and freedoms and strives to enhance the lives of people through supports and services.

Procedure Name: Conflict of Interest & Related Party Transactions: Key Person

Purpose:

Intandem, as a commitment to its members and the public at large, strives to maintain the highest ethical standards in the delivery of programmatic services through the design, implementation and adherence to clearly articulated policies and procedures in an effort to avoid either actual or the appearance of improper or undisclosed conflicts of interest. Each Director, Officer, and Key Person of Intandem has a duty of loyalty to Intandem, which requires those individuals to prefer the interests of Intandem over their own. Intandem further wishes to clarify that where the terms "Director", "Officer" and "Key Person" appear, all members of Intandem's Executive Committee, as outlined in the By-laws, are considered part of this group and are subject to the requirements of this Policy.

The purpose of this policy is to protect the interests of Intandem when it is contemplating entering into a transaction or arrangement that might benefit the private interest, financial or otherwise, of a Director, Officer, or Key Person of Intandem. Intandem will not enter into any such transaction or arrangement unless it is determined by the Board in a manner described below to be fair, reasonable, and in the best interests of Intandem at the time of such determination.

Definitions:

Affiliate. An affiliate of Intandem is any entity controlled by or in control of Intandem.

Audit Committee. A committee of Intandem Board.

Board of Directors or Board. The body responsible for the management and governance of Intandem.

Conflict of Interest. Any situation in which a Director, Officer, or Key Person of Intandem has a competing professional or personal interest in a matter, which is the subject of a decision or duty by that person. Such competing interest may make it difficult for such person to fulfill their duties impartially and can create an appearance of impropriety even if no unethical or improper act results from the conflict. Includes Related Party Transactions, defined below.

Director. Any voting or non-voting member of the governing board of Intandem.

Financial Interest. A person has a Financial Interest if such person would receive an economic benefit, directly or indirectly, from any transaction, agreement, compensation agreement, including direct or indirect remuneration as well as gifts or favors that are not insubstantial or other arrangement involving Intandem.

Independent Director. A member of the Board of Directors who:

- i. Has not been an employee or an Affiliate of Intandem within the last three years
- ii. Does not have a Relative who has been a Key Person of Intandem or an Affiliate of Intandem within the last three years
- iii. Has not received and does not have a Relative who has received more than \$10,000 in compensation directly from Intandem or an Affiliate of Intandem within the last three years
- iv. Does not have a substantial Financial Interest in and has not been an employee of, and does not have a Relative who has a substantial Financial Interest in or was an Officer of any entity that has provided payments, property or services to or received payments, property or services from Intandem or an Affiliate of Intandem in any of the last three fiscal years that exceeds the lesser of (a) \$100,000 or (b) 2% of The corporation's consolidated gross revenue if revenue was greater than \$10,000,000 (payment does not include charitable contributions or payments made by the corporation at fixed or non-negotiable rates as long as those services received by the corporation are also not otherwise available from another source).

<u>Category:</u>	Corporate Compliance
<u>Authored/Revised by:</u>	T Crisafulli
<u>Origination/Revision Date(s):</u>	2014/09/23; 2017/04; 2018/12
<u>Reviewed By:</u>	Admin
<u>Target Audience:</u>	Admin
<u>CC review date:</u>	2018/06

Cattaraugus Rehabilitation Center, Inc.
NYSARC Inc., Cattaraugus Niagara Counties Chapter
(Hereinafter, Intandem)

The following procedure supports Intandem's belief in the inherent value and dignity of all people, Intandem's commitment to the promotion, protection and respect for rights and freedoms and strives to enhance the lives of people through supports and services.

Key Person. A Key Person is any person, other than a director or officers, whether or not an employee of Intandem, who:

- i. Has responsibilities, or exercises powers or influence over Intandem as a whole similar to the responsibilities, powers or influence of directors and officers (President, chief executive officer or other title with similar responsibilities).
- ii. Manages Intandem, or a segment of Intandem that represents a substantial portion of activities, assets, income or expenses of Intandem (Chief operating officer or other title with similar responsibilities).
- iii. Alone or with others controls or determines a substantial portion of Intandem's capital expenditures or operating budget (Chief financial officer or other title with similar responsibilities).

Officer. A person designated as such in Intandem By-laws.

Related Party. Persons who may be considered a Related Party of Intandem under this Policy include:

- i. Directors, Officers, or Key Persons of Intandem or an Affiliate of Intandem.
- ii. Relatives of Directors, Officers, or Key Employees of Intandem or any Affiliate of Intandem.
- iii. Any entity in which a person in (i) or (ii) has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

Related Party Transaction. Any transaction, agreement or any other arrangement with Intandem or an Affiliate of Intandem in which a Related Party has a Financial Interest except that a transaction is not a Related Party Transaction if: (i) the transaction or the related party's financial interest in the transaction is *de minimis*, (ii) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that the corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms. Any Related Party Transaction will be considered a conflict of interest for purposes of this Policy.

Relative. A Relative is a spouse, ancestor, child (whether natural or adopted), grandchild, great grandchild, sibling (whether whole or half-blood), or spouse of a child (whether natural or adopted), grandchild, great grandchild or sibling (whether whole or half-blood).

Detailed Procedure(s):

Duty to Disclose

In connection with initial and annual disclosures below of this Policy, Directors, Officers, and Key Persons must disclose the existence of the financial or other interest and be given the opportunity to disclose in good faith all material facts to the Board of Directors. In addition to initial and annual disclosures, Directors, Officers, and Key Persons are under a continuing obligation to similarly disclose the material facts surrounding actual or possible Conflicts of Interest as they arise to the Board.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial or other interest and all material facts, and after discussion with the individual raising the potential conflict, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Audit Committee shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

The Director, Officer, or Key Person may make a presentation at the Board meeting, but after such presentation that individual shall leave the meeting during any discussion of, and/or vote on the transaction, arrangement or activity being addressed as the possible conflict of interest. Further, the individual with a conflict shall refrain from any attempts to improperly influence the deliberations and voting on the matter giving rise to the conflict.

<u>Category:</u>	Corporate Compliance
<u>Authored/Revised by:</u>	T Crisafulli
<u>Origination/Revision Date(s):</u>	2014/09/23; 2017/04; 2018/12
<u>Reviewed By:</u>	Admin
<u>Target Audience:</u>	Admin
<u>CC review date:</u>	2018/06

Cattaraugus Rehabilitation Center, Inc.
NYSARC Inc., Cattaraugus Niagara Counties Chapter
(Hereinafter, Intandem)

The following procedure supports Intandem's belief in the inherent value and dignity of all people, Intandem's commitment to the promotion, protection and respect for rights and freedoms and strives to enhance the lives of people through supports and services.

After the exercise of due diligence, the Board shall determine whether Intandem can obtain by reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under the circumstances that does not produce a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors then present and voting whether the transaction or arrangement is in Intandem'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.

Violations of the Policy

If the Board determines that a Director, Officer, or Key Person has failed to disclose an actual or possible conflict of interest, it shall inform such person of the basis for such belief and afford the person the opportunity to explain the alleged failure to disclose.

If after hearing the individual's response and after making further investigation as warranted by the circumstances, the Board determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including but not limited to consideration of the act as conduct detrimental to Intandem in violation of its by-laws.

Record of Proceedings:

The minutes of the Board meeting at which a Related Party Transaction is considered shall contain:

- i) The name(s) of the persons who disclosed or otherwise were determined to have a potential or actual Financial Interest and/or conflict of interest, the nature of the potential or actual Financial Interest and/or conflict of interest, any action taken to determine whether a Financial Interest or conflict of interest exists (including the basis for the Board's approval and the Board's consideration of alternative transactions), and the Board's decision with respect to whether a Financial Interest and/or conflict of interest exists.
- ii) The names of the persons who were present for discussions and votes relating to any transaction or arrangement, including whether the Related Party (and any members not considered to be Independent Directors) left the room during any such discussions, the content of such discussions, including discussion of alternative transactions, and whether or not the transaction with the Related Party was approved by the Board.

The minutes shall be documented contemporaneously to the decision and discussion regarding the Financial Interest or Conflict of Interest.

Initial and Annual Statements/Disclosures:

Prior to a member of the Board's initial election to the Board, and annually thereafter, such Directors shall sign and submit to the Secretary of Intandem a written statement identifying, to the best of his or her knowledge:

- i) Any entity of which such member of the Board is an officer, director, trustee, member, owner, or employee and with which Intandem has a relationship; and
- ii) Any transaction in which Intandem is a participant and in which such member of the Board might have a conflicting interest.

A copy of each disclosure statement shall be provided by the Secretary of Intandem, to the Chairperson of the Board and also kept in Intandem's files and made available to any Director upon request.

Further, each Director, Officer, and Key Person shall annually sign a copy of this statement and submit it to the Secretary of Intandem that affirms that such person:

<u>Category:</u>	Corporate Compliance
<u>Authored/Revised by:</u>	T Crisafulli
<u>Origination/Revision Date(s):</u>	2014/09/23; 2017/04; 2018/12
<u>Reviewed By:</u>	Admin
<u>Target Audience:</u>	Admin
<u>CC review date:</u>	2018/06

Cattaraugus Rehabilitation Center, Inc.
NYSARC Inc., Cattaraugus Niagara Counties Chapter
(Hereinafter, Intandem)

The following procedure supports Intandem's belief in the inherent value and dignity of all people, Intandem's commitment to the promotion, protection and respect for rights and freedoms and strives to enhance the lives of people through supports and services.

- a) Has received a copy of this Policy; and
- b) Has read and understands this Policy; and
- c) Has agreed to comply with this Policy.

A statement shall remain on file for no less than six years.

Acknowledgement:

See Next Page

<u>Category:</u>	Corporate Compliance
<u>Authored/Revised by:</u>	T Crisafulli
<u>Origination/Revision Date(s):</u>	2014/09/23; 2017/04; 2018/12
<u>Reviewed By:</u>	Admin
<u>Target Audience:</u>	Admin
<u>CC review date:</u>	2018/06

Cattaraugus Rehabilitation Center, Inc.
NYSARC Inc., Cattaraugus Niagara Counties Chapter
(Hereinafter, Intandem)

The following procedure supports Intandem's belief in the inherent value and dignity of all people, Intandem's commitment to the promotion, protection and respect for rights and freedoms and strives to enhance the lives of people through supports and services.

**CONFLICT OF INTEREST POLICY:
ACKNOWLEDGMENT AND DISCLOSURE STATEMENT**

I, _____, by signing my name on the signature line below, hereby acknowledge that I have received and read a copy of the Conflict of Interest Policy in its entirety, understand the nature and contents of the policy and agree to comply with the requirements of policy. I understand that my failure to sign this document shall be referred to the Board for further action.

Please check all statements that pertain to your disclosure:

- I wish to report that I am an officer, director, trustee, member, owner, or employee of the following entity or entities with which Intandem participates and in which I may have a conflicting interest.

- I wish to disclose the following health care or related entity with which Intandem participates and in which I have an interest or connection.

- I wish to disclose the following circumstance that Intandem participates in that may possibly be a conflict of interest or violate this Policy:

(Disclosure does not automatically result in a violation, but will be subject to review)

- I am a person with an intellectual or other developmental disability, a parent, family member or blood relative of a person with a disability who receives supports from Intandem.

- I wish to report that to the best of my knowledge, information and belief, no situation in which I am involved personally or professionally could be construed as a violation of this Policy, or as placing me in a position of having a conflict of interest with Intandem.

Signed: _____
Position _____

Print: _____
Date: _____

Category: Corporate Compliance
Authored/Revised by: T Crisafulli
Origination/Revision Date(s): 2014/09/23; 2017/04; 2018/12
Reviewed By: Admin
Target Audience: Admin
CC review date: 2018/06