

# THRIVETOGETHER

## CONFLICT OF INTEREST POLICY

### Article I – Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of ThriveTogether (the "Organization") when it is considering entering into a transaction or arrangement that may benefit the private interests of a Director, Officer, committee member, key employee, volunteer leader, or a related person or organization.

This policy is intended to supplement, but not replace, applicable Ohio laws governing conflicts of interest and the requirements applicable to organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

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### Article II – Definitions

#### 1. Interested Person

Any Director, Officer, committee member with Board-delegated powers, key employee, or volunteer leader who has a direct or indirect financial interest is considered an Interested Person.

#### 2. Financial Interest

A person has a financial interest if they, directly or indirectly, through business, family, or investment relationships:

- Own or invest in an entity that does business with the Organization;
- Receive compensation from the Organization;
- Receive compensation from any entity doing business with the Organization;
- Have a potential ownership or compensation arrangement involving the Organization;
- May receive personal benefit from a transaction involving the Organization.

Compensation includes direct and indirect remuneration as well as significant gifts or favors.

A financial interest is not necessarily a conflict of interest. A conflict exists when the Board determines that the financial interest could improperly influence decision-making.

### **3. Related Person**

A Related Person includes:

- Spouse or domestic partner
  - Parent
  - Child
  - Sibling
  - Grandparent
  - Grandchild
  - In-laws
  - Any person residing in the same household
  - Any business entity owned or controlled by the Interested Person or their family members
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## **Article III – Duty to Disclose**

Any Interested Person must disclose the existence of an actual, potential, or perceived conflict of interest as soon as it becomes known.

Disclosure shall include all material facts concerning the financial interest or relationship.

Disclosures shall be made to the Board of Directors and recorded in meeting minutes.

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## **Article IV – Procedures**

### **1. Determining Whether a Conflict Exists**

After disclosure, the Interested Person shall leave the meeting during discussion and voting regarding the matter.

The remaining disinterested Directors shall determine whether a conflict of interest exists.

### **2. Addressing the Conflict**

If a conflict exists, the Board shall:

- Investigate alternatives where appropriate;
- Determine whether the transaction is fair and reasonable;
- Determine whether the transaction serves the best interests of ThriveTogether;

- Approve the arrangement only through a vote of disinterested Directors.

### **3. Voting Restrictions**

Interested Persons shall not vote on matters in which they have a conflict.

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## **Article V – Relationships with Related Businesses**

Because ThriveTogether may collaborate with businesses, sponsors, or affiliated organizations, including Donovan Asset Group LLC, special care shall be taken to ensure that:

- Transactions are documented in writing;
- Services and payments are commercially reasonable;
- The arrangement benefits ThriveTogether's charitable mission;
- No private individual receives excessive benefit;
- All applicable IRS and state nonprofit regulations are followed.

Any Board member with a financial interest in a related business must disclose that relationship and abstain from discussion and voting regarding that transaction.

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## **Article VI – Violations of the Policy**

If the Board has reason to believe an individual has failed to disclose a conflict of interest, the Board shall:

1. Inform the individual of the basis for concern;
2. Allow the individual an opportunity to explain;
3. Determine whether a violation occurred.

If a violation is found, the Board may take appropriate corrective action, including removal from leadership positions or termination of volunteer responsibilities.

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## **Article VII – Annual Disclosure Statements**

Each Director, Officer, and key leader shall annually complete and sign a Conflict of Interest Disclosure Statement.

The statement shall affirm that the individual:

- Has received a copy of this policy;
  - Has read and understands the policy;
  - Agrees to comply with the policy;
  - Has disclosed all known conflicts or potential conflicts.
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## **Article VIII – Records of Proceedings**

The minutes of Board meetings shall contain:

- The names of persons who disclosed conflicts;
  - The nature of the conflicts;
  - Any actions taken to determine whether a conflict existed;
  - The Board's decision regarding the matter;
  - The results of any votes.
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## **Article IX – Compensation Matters**

Any person receiving compensation from ThriveTogether shall not participate in discussions or voting concerning their own compensation.

Compensation decisions shall be made by disinterested Directors using appropriate comparability data whenever feasible.

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## **Article X – Periodic Reviews**

To ensure the Organization operates exclusively for charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall periodically review:

- Compensation arrangements;
  - Vendor contracts;
  - Property transactions;
  - Affiliated business relationships;
  - Fundraising arrangements;
  - Other transactions that may present conflicts of interest.
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# Annual Conflict of Interest Disclosure

Name: \_\_\_\_\_

Position: \_\_\_\_\_

I affirm that:

- I have received a copy of the ThriveTogether Conflict of Interest Policy.
- I have read and understand the policy.
- I agree to comply with the policy.
- I have disclosed any actual, potential, or perceived conflicts of interest.

List any conflicts or potential conflicts below:

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Signature: \_\_\_\_\_

Date: \_\_\_\_\_