

BronxWorks, Inc.

Conflict of Interest Policy

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Purpose

- 1 Each director, officer and employee of BronxWorks, Inc. owes a duty of loyalty to BronxWorks, which requires that, in carrying out the duties and functions of his or her association with BronxWorks, he or she act in the interest of BronxWorks and not for his or her own benefit.
- 2 Accordingly, this policy applies to all directors and officers of BronxWorks and all employees of BronxWorks identified by the BronxWorks Executive Committee (the “Executive Committee”) as being in a position of substantial influence over the affairs of BronxWorks (collectively, “BronxWorks Persons” and each a “BronxWorks Person”), and is intended to help them identify situations that present potential conflicts of interest and to provide a procedure for appropriate management of such situations in accordance with legal requirements and the goals of accountability and transparency.
- 3 This policy is intended to supplement, and not replace, any local, state or federal laws or requirements concerning conflicts of interest applicable to nonprofit and charitable organizations, including requirements contained in contracts for its services to which BronxWorks is a party.

Further Definitions

- 4 A Personal Interest is an interest of any kind, held directly or indirectly by a BronxWorks Person or by a Family Member or by a Close Associate, in a Contract or Transaction to which BronxWorks is, or may become, a party. A Personal Interest includes but is not limited to serving as an officer, director, employee or partner of an entity which has an interest in the Contract or Transaction in question.
- 5 A Family Member is a parent, spouse or parent of a spouse, child or spouse of a child, grandchild or spouse of a grandchild, sibling or spouse of a sibling, or niece or nephew, of a BronxWorks Person.
- 6 A Close Associate is a person other than a Family Member, or an entity, whose association with a BronxWorks Person, including but not limited to an association of employment, could reasonably be expected to influence the BronxWorks Person’s independent judgment with respect to the Contract or Transaction in question.

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- 7 A Contract or Transaction is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization.
- 8 Having a Personal Interest does not necessarily create a conflict of interest. A BronxWorks Person who has a Personal Interest has a conflict of interest only if such BronxWorks Person or the Executive Committee concludes in accordance with the provisions of this policy that a conflict of interest exists.

### Disclosure

- 9 Prior to election as a BronxWorks director or officer, or identification by the Executive Committee as an employee who is in a position of substantial influence over the affairs of BronxWorks, a BronxWorks Person must disclose in writing to the Chair of the Executive Committee whether he or she is aware of having a Personal Interest, and if so, describe in reasonable detail such Personal Interest.
- 10 Each BronxWorks Person shall, in connection with each BronxWorks Annual Meeting, sign an Annual Statement which affirms that such BronxWorks Person (a) has received a copy of the conflict of interest policy and read and understood it, (b) agrees to comply with the policy, and (c) has disclosed all Personal Interests of which he or she is aware.
- 11 If at any time during his or her term of service with BronxWorks, a BronxWorks Person becomes aware that he or she has a Personal Interest, including on account of a Contract or Transaction coming before the BronxWorks Board or any committee thereof, he or she shall promptly disclose to the Chair of the Executive Committee the existence of such Personal Interest.

### Procedures Following Disclosure

- 12 Following disclosure by a BronxWorks Person of a Personal Interest, the BronxWorks Person shall have the opportunity to discuss with the Executive Committee the nature and circumstances of the Personal Interest. Thereafter, outside the presence of the BronxWorks Person, the Executive Committee shall consider whether it believes a conflict of interest exists.
- 13 If the Executive Committee concludes that a conflict of interest exists, it shall advise the BronxWorks Person that he or she may not participate in any discussions or decisions concerning the Contract or Transaction under consideration.

- 14 In any situation in which a BronxWorks Person's Personal Interest in a Contract or Transaction that is before the BronxWorks Board or the Executive Committee for approval has been disclosed, the BronxWorks Board or the Executive Committee, as the case may be, shall not approve BronxWorks entering into such Contract or Transaction unless, before or concurrently, the Executive Committee, after reasonable inquiry and analysis, taking into account the existence of such Personal Interest, concludes that the Contract or Transaction under consideration is in the best interests of BronxWorks and is fair and reasonable.
- 15 After disclosing the existence of a Personal Interest, a BronxWorks Person may recuse himself or herself at any time from involvement in any discussion or decision with respect to which such BronxWorks Person believes he or she may have a conflict of interest as a result of the Personal Interest, without further action by the Executive Committee.

#### Violations of the Conflict of Interest Policy

- 16 If the Executive Committee has reasonable cause to believe that a BronxWorks Person has failed to disclose a Personal Interest, it shall inform the BronxWorks Person of the basis for such belief and shall afford the BronxWorks Person an opportunity to explain the circumstances. If the Executive Committee concludes that there has been on the part of the BronxWorks Person an intentional failure to disclose a Personal Interest, the Executive Committee shall take appropriate corrective action, including possible termination of the BronxWorks Person's association with BronxWorks.