

WELLS BRING HOPE GOVERNANCE POLICIES

BOARD MEMBER CONFLICTS OF INTEREST POLICY AND ANNUAL CONSENT FORM

Article I

Purpose

The purpose of the Conflicts of Interest Policy is to protect the interests of Wells Bring Hope when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Wells Bring Hope. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with 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 interest in any entity with which Wells Bring Hope has a transaction or arrangement, or
- b. A compensation arrangement with Wells Bring Hope with which Wells Bring Hope has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which Wells Bring Hope is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts 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 directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. 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 committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or 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 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 committee shall determine whether Wells Bring Hope can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a 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 attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Wells Bring Hope's best interest and for its own benefit and whether it is fair and reasonable. In conformity with such determination, Wells Bring Hope shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the

member 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 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:

1. 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 committee's decision as to whether a conflict of interest in fact existed.
2. 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 therewith.

Article V

Annual Statements

Each director, principal officer, and member of a committee with board-delegated powers shall annually sign a statement, which affirms such person:

1. Has received a copy of the conflict of interest policy,
2. Has read and understands the policy.
3. Has agreed to comply with the policy, and
4. Understands Wells Bring Hope is a charitable organization, and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VI

Periodic Reviews

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

1. Whether compensation arrangements and benefits, if any, are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further Wells Bring Hope's charitable purposes and do not result in inurement or impermissible private benefit.

Article VII

Use of Outside Experts

When conducting the periodic reviews, as provided for in Article VI, Wells Bring Hope 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.

Annual Consent Form

I have received a copy of the Conflicts of Interest Policy and I have read it and understand it.

I agree to comply with the policy, and I understand that Wells Bring Hope is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I have no financial interests or conflicts to report unless I have done so in the space below my signature.

_____ Date: _____

Wells Bring Hope

Board Member Code of Conduct Pledge

My Role: I acknowledge that my primary role as a board member is

1. To contribute to the mission of Wells Bring Hope and to govern in the fulfillment of that mission, and
2. To carry out the functions of the office of Board member and/or Officers as delineated in the bylaws.

3. My role as a Board Member will focus on the development of broad policies that govern the implementation of organizational plans.

My Commitment: I will exercise the duties and responsibilities of this office with integrity, collegiality, and care.

I pledge:

1. To establish as a high priority my attendance at all meetings of the Board and committees on which I serve.
2. To come on time and prepared to discuss the issues and business to be addressed at scheduled meetings, having read the minutes of the prior meeting, the agenda and all the relevant background material.
3. To listen to and respect the opinions of my peers who serve on this Board. I recognize that constructive decisions are realized through an informed sharing of ideas and diverse opinions.
4. To always act for the good of, and in the best interests of, Wells Bring Hope.
5. To bring to the attention of the Board any issues that may adversely affect Wells Bring Hope.
6. To observe parliamentary procedures and display courteous conduct in all Board and committees meetings.
7. To refrain from actions that result in harassment, retaliation or discrimination against any Board member or individual related to Wells Brings Hope and to bring any such acts to the attention of Board.
8. To comply with the Board's conflict of interest policy and to avoid conflicts of interests between my position as a Board member and my personal life (including as to members of my family) whether business-related or personal. If such a conflict does arise, I will declare that conflict before the Board and refrain from voting on or attempting to influence matters in which I have a conflict.
9. To support in a positive manner all actions taken by the Board even when I oppose them or am in a minority position on such actions.
10. If I chair a committee, I will:
 - Call meetings as necessary until the objectives are met.
 - Ensure that the agenda and support materials are mailed to all members in advance of the meetings.
 - Conduct the meetings in an orderly, fair, open and efficient manner.
 - Make committee progress reports/minutes to the Board at its scheduled meetings.

11. To participate in fundraising in order to ensure Wells Bring Hope has adequate funding for its programs.

If, for any reason, I find myself unable to carry out the above duties to the best of my abilities, I agree to resign my position as a Board member/Officer.

Signature _____ Date _____

Wells Bring Hope Whistleblower Policy

Wells Bring Hope requires the Board of Directors, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As Board members, employees, and volunteers of Wells Bring Hope, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable Board members, employees, and volunteers to raise serious concerns internally so that Wells Bring Hope can address and correct inappropriate conduct and actions. It is the responsibility of all Board members, employees, and volunteers to report concerns about violations of Wells Bring Hope's code of ethics or suspected violations of the law or regulations that govern Wells Bring Hope's operations.

No Retaliation

It is contrary to the values of Wells Bring Hope for anyone to retaliate against any Board member, 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 Wells Bring Hope.

Reporting Procedure

Wells Bring Hope has an open-door policy and suggests that Board members, employees, or volunteers share their questions, concerns, suggestions or complaints. A written complaint may be filed by a Board member, employee, or volunteer with the President, who has the responsibility to investigate all reported complaints. The President reports complaints or concerns about suspected ethical and legal violations to Wells Bring Hope's Board of Directors.

President

Wells Bring Hope's President is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The President will advise the Board of Directors of all complaints and their resolution and will report to the Wells Bring Hope Financial Oversight Committee on compliance activity relating to accounting or alleged financial improprieties.

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.

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

Wells Bring Hope's President will notify the person who submitted a complaint and acknowledge receipt of the reported suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the Investigation.