

SELFHYP COMMUNITY SERVICES, INC.		Policy #: 17
CORPORATE COMPLIANCE POLICY AND PROCEDURE MANUAL		Page 1 of 8
Subject: Conflicts of Interest Policy and Procedure	Effective Date September 2003	Revision Date 06/2021, 8/2023
Section: Corporate Compliance General		

POLICY:

Selfhelp Community Services, Inc. (the "Company"), members of the Board of Directors (the "Board"), as well as its officers who are not members of the Board, all executive staff employees and to other employees involved in contracting for goods or services on behalf of Selfhelp (such individuals, collectively, "Company Personnel") will not place their personal interests above that of the Company. The Company holds a position of prominence among the nonprofit sector. Company Personnel must maintain the trust of the community they serve and must be free of any actual or perceived conflict of interest with the business dealings of the Company to avoid any suspicion of preferential treatment as a result of the relationship. In addition, Company Personnel must protect the Company's confidential and proprietary information, and should not disclose such information to any other person or entity without the prior approval of the Board or the Chief Executive Officer. This Conflict of Interest Policy and Procedure (the "Policy") applies to all Company Personnel.

Set forth below are specific requirements relating to conflicts that may arise from a business relationship between the Company and an entity in which Company Personnel have a financial interest. These specific requirements do not limit the generality of the preceding paragraph or, in the case of Board members and officers, any fiduciary or other duties that such persons may have.

POLICY WITH RESPECT TO FINANCIAL INTERESTS

DEFINITIONS:

1. Affiliate – An affiliate of the Company is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with the Company.
2. Independent Director – a director that is not, and has not within the last three years, (i) an employee of the Company or any Affiliate, or has a relative who is or has been within the last three years a Key Employee of the Company or any Affiliate; (ii) an individual who has received or has a relative who received more than \$10,000 in direct compensation from the Company or any Affiliate within any of the last three fiscal years (other than reimbursement of reasonable expenses or reasonable compensation for serving as a director); or (iii) an employee of, or an individual who has a substantial Financial Interest in any entity that has made payments to or received them from the Company or an Affiliate for property or services which, in any of the last three fiscal years, exceeds the lesser of \$25,000 or 2 percent of such entity's consolidated gross revenues, or have a relative who is an officer of or has a substantial Financial Interest any such entity.
3. Key Employee – any person who is, or has within the last five years been, in a position to exercise substantial influence over the affairs of the Company including, without limitation, any employee with responsibilities similar to those of any person designated as president, chief executive officer, chief operating officer, treasurer or chief financial officer.
4. Related Party – any director, officer or Key Employee of the Company, or relative of such individual, or an entity in which such individual 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%.

CONFLICT OF INTEREST:

1. For purposes of this Policy, a Conflict of Interest exists if a person has a “Financial Interest” whether direct or indirect, in any transaction, agreement, compensation or other arrangement involving the Company, including:
 - Having an ownership or investment interest in any entity with which the Company has a transaction, agreement, compensation or other arrangement;
 - Having a compensation arrangement with the Company or with any entity or individual with which the Company has a transaction or agreement,

including direct and indirect remuneration as well as gifts or favors that are substantial in nature (inexpensive gifts or services that have a retail value of no more than \$10 individually, and no more than \$50 in the aggregate annually are not considered “substantial”) or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Company is negotiating a transaction or agreement;

- Accepting payments, loans, services or gifts from anyone doing or seeking to do business with the Company.
 - Being an officer or director of any organization doing or seeking to do business with the Company.
2. The following relationships do not result in a person having a Financial Interest requiring disclosure under, or otherwise covered, by this Policy:
- Serving as a member, officer, director, employee or staff of Selfhelp Community Services Foundation, Inc.; the Company Special Family Homecare, Inc.; any of the Company’s or the Foundations housing corporations; or any other entity controlled by, controlling, or under common control with the Company.
 - Owning less than 5% of the outstanding amount of any publicly traded security of an entity doing business, or that seeks to do business with, the Company, or having an arm’s-length commercial banking or other business relationship with any such entity.

RELATED PARTY TRANSACTIONS:

1. A Related Party Transaction exists when there is a transaction, agreement or arrangement in which a Related Party has a Financial Interest and in which the Company or any Affiliate of the Company is a participant. Any Related Party Transaction will be considered a conflict of interest for purposes of this Policy.
2. Any Related Party shall disclose in good faith all material facts of his or her Financial Interest to the Audit Committee. While the disclosure of a potential conflict of interest should not prevent the Company from entering into a transaction or arrangement that may be beneficial to the Company, the Company will assess such transactions with greater scrutiny and oversight than other transactions, so as to safeguard the Company from any impropriety, real or perceived.

PROCEDURE:

1. Company Personnel are required to avoid engaging in all conflicts of interest unless they receive prior approval in writing from the Audit Committee.
2. In the event that any Company Personnel believe that a conflict of interest might exist, or become aware of any actual conflict of interest including any transaction, agreement or arrangement with the Company that involves:
 - Themselves or members of their families (which shall include a spouse or domestic partner, parents, siblings, children, grandchild, great grandchild and any other relative, in each case whether natural or adopted); or
 - An organization, individual, or entity with which members of the Board or officers of the Company or their families are Affiliated,they shall promptly and fully disclose such information in writing to their supervisor or director, the Compliance Officer or the Chairperson of the Audit Committee, who shall be responsible for coordinating the administration of this Policy.
3. Prior to the initial election of any directors and officers of the Company, such individuals must complete, sign, and submit to the Secretary of the Company (who will, in turn, deliver it to the Chairperson of the Audit Committee) a written statement identifying to the best of his/her knowledge, any entity of which he/she is an officer, directors, trustee, member, owner (either as a sole proprietor or partner), or employee and with which the Company has a relationship. Such individuals must also disclose any transaction in which the Company is a participant and in which he/she might have a Conflict of Interest or be a Related Party.
4. The Board has delegated the review and approval of Related Party Transactions to the Audit Committee of the Board. In the event that the Board decides to make any such determinations directly, then all references to the Audit Committee in this Policy shall be deemed to refer to the Board, and only Independent Directors can participate.
5. All transactions, agreements or any other arrangements between the Company and a Related Party, and any other transactions which may involve a potential conflict of interest, shall be reviewed by the Audit Committee.
6. The Company will not enter into any Related Party Transaction unless it is determined to be fair, reasonable and in the best interest of the Company at the time of such determination.

7. When considering a transaction, agreement, or compensation arrangement in which a Related Party has a substantial Financial Interest, the Audit Committee must consider alternative transactions and comparable compensation, as applicable, to the extent possible prior to entering into the applicable transaction, agreement or compensation arrangement.

8. VOTING AND RECORDKEEPING:

1. After disclosure of the Conflict of Interest or Related Party Transaction and all material facts, and after the person with a Financial Interest or Related Party (the "Person") responds to any questions that the Board or committee may have regarding the Conflict of Interest or Related Party Transaction, such individual shall leave the applicable meeting of the Audit Committee while the Conflict of Interest or Related Party Transaction is discussed and voted upon.
2. The person with a Financial Interest or Related Party must not attempt to influence improperly the deliberation or voting on the matter giving rise to the conflict.
3. In the case of a Conflict of Interest or a transaction, agreement or arrangement where a Related Party has a substantial Financial Interest, the Audit Committee shall, after considering alternate transactions and/or comparability data, determine in good faith by vote of the Audit Committee whether the transaction, agreement or arrangement is fair, reasonable, and in the best interest of the Company at the time of such decision. In conformity with the above criteria, the Audit Committee shall make its decision as to whether to enter into the transaction or arrangement, which must be approved by not less than a majority vote of the disinterested directors of the Audit Committee present at the meeting.
4. In matters of determining compensation:
 - a. A voting member of the Board or an officer who receives compensation directly or indirectly from the Company for services or a director serving as a voting member of any committee whose jurisdiction includes compensation matters is precluded from voting or acting on matters pertaining to that director's or officer's compensation.
 - b. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Company, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

5. The decision of the Audit Committee shall be contemporaneously recorded in written minutes specifying who participated in the applicable determination, the vote, the decision reached and other matters relating to compliance with this Policy.

VIOLATION OF THIS POLICY:

1. If, after hearing the response of the person with a Financial Interest, Related Party or other potential conflict of interest and making any further investigation as may be warranted in the circumstances, the Audit Committee determines that the Person has in fact failed to disclose an actual or potential conflict of interest or other violation of this Policy, it will take appropriate disciplinary and corrective action.

ANNUAL STATEMENTS:

Members of the Board, officers, and Key Employees of the Company shall be required to provide an annual statement in which such individual affirms and discloses the following:

- That they have received a copy of this Policy;
- That they have read and understand this Policy;
- That neither they, nor to the best of their knowledge, their family members, have in the past, are presently, or plan to engage in activity which contravenes this Policy;
- That they have agreed to comply with this Policy;
- Any entity of which such person or a relative of such person is an officer, director, trustee, member, owner, or employee and with which the Company has a relationship;
- Any Financial Interest such person may have in any corporation, organization, partnership or other entity which provides professional or other goods or services to Company for a fee or other compensation; and
- Any position or other material relationship such director, officer, Key Employee, or relative of such person, may have with any not-for-profit corporation with which the Company has a business relationship.

**ANNUAL DISCLOSURE STATEMENT
CONFLICT OF INTEREST POLICY AND PROCEDURE**

It is the policy of Selfhelp Community Services, Inc. (the "Company") and staff to not place their personal interest above that of the organization.

Accordingly, the attached Conflict of Interest Policy and Procedure ("Policy") has been established and we ask that you review it in its entirety. Members of the Board of the Board of Directors, officers, and Key Employees (as defined in the Policy) of the Company shall be required to provide an initial, and thereafter an annual statement, in which such individual affirms and discloses the following:

1. That they have received a copy of the Policy;
2. That they have read and understand the Policy;
3. That neither they, nor to the best of their knowledge, their family members, have in the past, are presently, or plan to engage in activity which contravenes this Policy; and
4. That they have agreed to comply with this Policy.

Disclosures/Comments:

Please provide the following disclosures and indicate below if you cannot affirm each of the above statements #1-4, and why:

- Any entity of which such person or a relative of such person is an officer, director, trustee, member, owner, or employee and with which the Company has a relationship;
- Any Financial Interest such person may have in any corporation, organization, partnership or other entity which provides professional or other goods or services to Company for a fee or other compensation; and
- Any position or other material relationship such director, officer, Key Employee, or relative of such person, may have with any not-for-profit corporation with which the Company has a business relationship.

To the best of my knowledge and in the interest of cooperating with the Company, I affirm each of the statements set forth above.

Signed: _____

Print Name: _____

Position: _____

Date: _____