

**Gateway-Longview, Inc. (GWL)**  
**Conflict of Interest Policy**

**Article I: Purpose**

The purpose of the Conflict of Interest Policy is to protect GWL interests when it is contemplating a transaction or arrangement that may benefit the private interests of a Staff member, Director or Officer of GWL or may result in an excess benefit transaction. This Policy supplements, but does not replace any applicable state and federal laws governing Conflicts of Interest applicable to nonprofit and charitable organizations and is consistent with GWL's By-laws.

All concerned must understand that this policy statement and the procedures intended to support it should serve as guidelines for addressing even those potential Conflicts of Interest which may not have been specifically covered in this policy statement. Individuals in their decision-making should always be guided by the intent of this policy and the values it manifests, especially fairness and integrity. Adherence to our values is essential to operation in accordance with our agency's mission.

It is also noted that not every Conflict of Interest is financial; board members, senior executives and staff members are expected to be aware that personal and/or political involvements may cause them to have dual and conflicting loyalties. As in all circumstances, the actions and decisions of any such individuals are to be guided by the essential values of this agency. In every circumstance, even those where there might be only an appearance of a Conflict of Interest, the decisions and actions of all must give primacy to the best interests of GWL.

**Article II: Definitions**

**1. Related Party:**

- a. Any Director, Officer, Key Employee or Committee Member of a committee with governing board delegated powers, who has a direct or indirect Financial Interest, as defined below, is a Related Party.
- b. Entities in which the foregoing persons have an ownership or beneficial interest.
- c. Entities in which the foregoing persons have a board level position.

**2. Interest:** Any commitment, investment, relationship, obligation, or involvement, financial or otherwise, direct or indirect that may influence a person's judgment, including receipt of compensation from GWL, a sale, loan, or exchange transaction with GWL.

**3. Financial Interest:** A person has a Financial Interest if the person has, directly or indirectly, through business, investment or Relative:

- a. An ownership or investment interest in any entity with which GWL has a transaction or arrangement,
- b. A compensation (direct or indirect remuneration as well as gifts or favors that are not insubstantial) arrangement with GWL or with any entity or individual with which GWL has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GWL is negotiating a transaction or arrangement.

4. **Independent Director:** For purposes of Gateway-Longview’s Conflict of Interest Policy, a Director shall be considered “Independent” if the Director:
  - a. Is not, and has not been for a period of at least three years, an employee of GWL or any entity in which GWL has a Financial Interest (and does not have relatives who are or have been a key employee of GWL or one of its affiliates);
  - b. Does not directly or indirectly have a significant business relationship (resulting in receipt of \$10,000 or more annual compensation from GWL or an affiliate by the Director or their Relative) Exception: reimbursement of reasonable expenses in the members capacity as permitted by New York's Not For Profit Corporation Law; and
  - c. Is not employed and does not have substantial financial interest in any entity that has paid or been paid by GWL or an affiliates. A substantial financial interest is deemed to be an ownership interest in excess of 5% or any ownership interest together with a position considered to be a Key Employee within the entity.
5. **Key Employee:** An Employee with decision making responsibility for transactions on GWL’s behalf.
6. **Relative:** An individual’s spouse, domestic partner, ancestor, sibling, child, grandchild, great-grandchild, and spouse of any brother, sister, child, grandchild, or great-grandchild.

### **Article III: Procedures**

1. **Duty to disclose:** In connection with a possible Conflict of Interest, a Related Party must disclose the existence of a Financial Interest, in writing, to the Board of Directors (BOD) Audit and Compliance Committee Chairperson. The Related Party will be given the opportunity to disclose all material facts to the BOD Audit and Compliance Committee (ACC).
2. **Confidentiality:** All individuals, regardless of their role or responsibilities within GWL are hereby informed that confidential information acquired in connection with a person’s work for or association with our agency should not be used for their personal benefit. Annual Disclosure Statements, as described in Article VI of this policy, shall be kept confidential and access to them shall be limited to persons who have a reasonable need to know their contents.
3. **Determining Whether a Conflict of Interest Exists:**
  - a. After the disclosure of a Financial Interest, gathering of material facts and discussion with the Related Party, the ACC will determine the existence of a Conflict of Interest. The Related Party is prohibited from attempting to influence the deliberation, and shall not be present in the same room during any related discussion. The Audit and Compliance Committee Chairperson will inform the entire BOD of the existence of a Conflict of Interest.
4. **Procedures for Addressing the Conflict of Interest:**
  - a. The Audit and Compliance Committee will exercise due diligence in order to determine a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.
  - b. If, in the judgment of the ACC, a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest a transaction with a Related Party will be considered.

- c. The ACC will then provide the entire BOD with a review of their effort and findings as well as a recommendation related to the possible transaction or arrangement with a Related Party. The BOD will determine by a majority vote of the disinterested directors whether the transaction or arrangement is in GWL's best interest, for its own benefit, and whether it is fair and reasonable. In keeping with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
  - d. The Related Party is prohibited from attempting to influence the deliberation, voting on the matter under consideration and will not be present during related discussion.
- 5. Recusal of Self:** Any Director shall recuse himself or herself from involvement in any Board vote, decision or discussion in which the Director believes he or she has or may have a Conflict of Interest without going through the process for determining whether a Conflict of Interest exists; provided, however, that recusal does not eliminate the existence of a Conflict of Interest. No Director shall remain in the same room where any Board vote, decision or discussion is taking place and where such Director has or believes that he or she has a Conflict of Interest.

#### **Article IV: Records of Proceedings**

The detailed and contemporaneous minutes of the BOD and ACC 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, and any action taken to determine whether a Conflict of Interest did exist.
2. The names of the persons who were present for the discussion and debate; state whether the conflicted person was present during the debate; summarize the content of the discussion including any alternatives to the proposed transaction or arrangement; name the members who voted on the matter; record the result of the vote; identify any action taken or directed as a result of the vote.

#### **Article V: Compensation**

1. A voting member of the BOD who receives compensation, directly or indirectly, from GWL for services is precluded from voting on matters pertaining to that member's own compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from GWL for services is precluded from voting on matters pertaining to that member's compensation and/or whether such compensation is just and reasonable.
3. No voting member of the BOD or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from GWL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI: Annual Statements**

Each Director, Principal Officer and member of a committee with Board delegated powers, and each Key Employee of Gateway-Longview, shall annually complete a "Conflict of Interest Disclosure Statement" which affirms such person:

- a. Has received a copy of the Conflict of Interest policy;
- b. Has read and understands the Policy;
- c. Has agreed to comply with the Policy;
- d. Understands GWL is a charitable organization and in order to maintain its Federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes;
- e. Discloses actual or potential conflicts of covered individuals and members of their immediate family;
- f. Certifies that they understand that they have a continuing obligation to disclose actual or potential Conflict of Interests as they may arise in the interval between annual disclosure statements by means of updating their Annual Disclosure Statement;

Responsibility for maintaining annual statements is shared by the BOD Audit and Compliance Committee Chairperson and the GWL Corporate Compliance Officer. Annual Disclosure Statements shall be maintained in confidence by the GWL Corporate Compliance Officer unless disclosure is required by applicable law or a regulating entity.

**Article VII: Periodic Reviews**

The BOD Audit and Compliance Committee will review all related party transactions at least annually and provide a report to the BOD.

The periodic reviews shall, at a minimum, include whether compensation arrangements and benefits are just, reasonable, based on competent survey information and the result of arm's length bargaining;

**Article VIII: Use of Outside Experts:**

When conducting the periodic reviews as provided for in Article VII, GWL 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.

**Gateway-Longview Foundation**  
**Board of Directors' Annual Conflict of Interest Disclosure Statement**

The standard of behavior at GWL is that all staff, volunteers, and board members scrupulously avoid Conflict of Interests between the Interests of GWL on one hand, and personal, professional and business Interests on the other. This includes avoiding potential and actual Conflict of Interest, as well as perceptions of Conflict of Interest.

I understand that the purposes of this policy are to protect the integrity of the Agency's decision-making process, to enable our constituencies and regulatory agencies to have confidence in our integrity and to protect the integrity and reputations of volunteers, staff and GWL's Board of Directors. Upon or before election, hiring or appointment, I will make a full, written disclosure of interests, relationships and holdings that could potentially result in a Conflict of Interest. This written disclosure will be kept on file and I will update it as appropriate.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

I have read the GWL Conflict of Interest Policy and agree to comply fully with its terms and conditions at all times. If at any time following the submission of this form I become aware of any actual or potential Conflict of Interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the Board of Directors' Audit and Compliance Committee Chairperson in writing.

Disclosures:

A. Following are those entities that I serve as a Director, Officer, Trustee, or Member Owner:

(Please use the reverse side for additional entries)

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_
4. \_\_\_\_\_

B. Following are those entities that I am employed by: (Please use the reverse side for additional entries)

1. \_\_\_\_\_
2. \_\_\_\_\_

C. Following are transactions between GWL and others in which I may have a Conflict of Interest:

1. \_\_\_\_\_
2. \_\_\_\_\_
- \_\_\_\_\_

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**Gateway-Longview, Inc. (GWL)**  
**Key Employee Annual Conflict of Interest Disclosure Statement**

The standard of behavior at GWL is that all staff, volunteers, and board members scrupulously avoid Conflict of Interests between the Interests of GWL on one hand, and personal, professional and business Interests on the other. This includes avoiding potential and actual Conflict of Interest, as well as perceptions of Conflict of Interest.

I understand that the purposes of this policy are to protect the integrity of the Agency's decision-making process, to enable our constituencies and regulatory agencies to have confidence in our integrity and to protect the integrity and reputations of volunteers, staff and GWL's Board of Directors. Upon or before election, hiring or appointment, I will make a full, written disclosure of interests, relationships and holdings that could potentially result in a Conflict of Interest. This written disclosure will be kept on file and I will update it as appropriate.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

I have read the GWL Conflict of Interest Policy and agree to comply fully with its terms and conditions at all times. If at any time following the submission of this form I become aware of any actual or potential Conflict of Interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the Board of Directors' Audit and Compliance Committee Chairperson in writing.

A. Following are those entities that I serve as a Director, Officer, Trustee, Member owner, or Employee:

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B. Following are transactions between GWL and others in which I may have a Conflict of Interest:

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Signature of Key Employee

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Printed Name

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Date