

<p style="text-align:center">Catholic Charities of the Archdiocese of Oklahoma City Policies and Procedures</p>

Section: PROGRAM POLICIES - ALL DIRECT SERVICES
AGENCY POLICIES – ALL STAFF
Policy Name: Conflict of Interest
Revised: September 1, 2010

I. INTRODUCTION

Catholic Charities of the Archdiocese of Oklahoma City Inc. (“Catholic Charities”) is a private, non-profit, social service agency serving the people of Oklahoma since 1912. Since its formation, Catholic Charities has continued a rich tradition of providing a wide range of social, educational and legal services. All programs are available to men, women, children and families regardless of race, creed, religion. As an entity affiliated with the Archdiocese of Oklahoma City and the Roman Catholic Church, Catholic Charities must conduct its business in a manner consistent with the teachings of the Church and the mission of Catholic Charities.

As a non-profit organization, Catholic Charities also enjoys tax-exempt status. Tax-exempt status places certain restrictions and obligations on Catholic Charities which include insuring that the directors, officers and employees of Catholic Charities and others in a position to influence the decision-making process at Catholic Charities comply with applicable rules and regulations regarding actual and potential conflicts of interest.

II. PURPOSE

The purpose of this Conflict of Interest Policy is to protect Catholic Charities’ interests and insure the proper operation and business of Catholic Charities as a nonprofit corporation. The proper operation and business of Catholic Charities requires that Covered Persons (i) be independent and impartial; (ii) not use their position to obtain private benefits or inurements; (iii) avoid any action which creates the appearance of using their position to obtain a private or inappropriate benefit, and (iv) carry out their duties to Catholic Charities and the policies of Catholic Charities so that the public has confidence in the integrity of Catholic Charities.

This Policy is intended to supplement but not replace any applicable State or Federal laws governing conflicts of interest applicable to non-profit and charitable corporations. If any State or Federal law, rule or regulation sets out stricter standards of conduct otherwise covered by this Policy, the more strict law, rule or regulation shall apply.

Except as otherwise authorized by this Agreement, all transactions or arrangements between Catholic Charities and any individual or entity that might or could create a conflict of interest and/or benefit the interests of any Covered Person are to be avoided.

III. DEFINITIONS

As used in this Policy and the attached Conflict of Interest Disclosure Form, the following terms, unless the context clearly indicates otherwise, shall be defined as hereinafter set forth:

"Affiliate" means an entity which is organized for a business purpose in which a Covered Person is a director, officer, fiduciary, trustee, agent or partner, or owns or controls, in the aggregate, two per cent (2%) or five thousand dollars (\$5,000) of the value or the outstanding equity of such entity, as the case may be.

"Anything of Value" means any compensation (other than Excluded Compensation), remuneration or any tangible, intangible or mixed assets of any kind or nature, including without limiting the foregoing, money, gifts, personal property, real estate, meals, entertainment, alcoholic beverages, personal services, offers of employment or any right, claim or interest in any such thing.

"Board" means the applicable Board(s) of Directors of Catholic Charities.

"Catholic Charities" means Catholic Charities of the Archdiocese of Oklahoma City Inc. and any of its related or subsidiary corporations or limited liability companies.

"Contract Provider" means any Person, (i) who is then presently providing or (ii) who is then currently proposing to provide any goods or services of any kind, nature or amount to Catholic Charities, under contract, whether written, oral or implied.

"Covered Person(s)" means each member of the Board of Directors of Catholic Charities, the Executive Director, every employee of Catholic Charities, each Covered Volunteer and each Contract Provider.

"Covered Volunteer" means each person performing volunteer services for Catholic Charities who has been identified by the Executive Director as a person who has the position or ability to influence the business affairs and decisions of Catholic Charities.

"Director" means a member of a Board(s) of Directors of Catholic Charities.

"Excluded Compensation" means the types of compensation or remuneration set forth in Section 4.3 of this Policy.

"Executive Director" mean the then current Executive Director of Catholic Charities.

"Person" means an individual, a corporation, a partnership, association, proprietorship, firm, limited partnership, limited liability company, business trust, unincorporated organization, joint venture, joint stock company, syndication, estate, trust, company, organization, committee or club, two or more persons having a joint or common interest, or two or more persons who are voluntarily acting in concert.

"Relative(s)" means any person who is a spouse, child, parent, sibling or any member of the immediate household of a Covered Person.

"Policy" means this Conflict of Interest Policy.

"Program Participant" is any person (i) who is then participating, (ii) who has participated within the last twelve months or (iii) who is then seeking to participate in any Catholic Charities program.

"Private Inurement or Private Benefit" means the payment or diversion of an exempt organization's assets to its officers, directors, employees, relatives, friends, major donors, volunteers, or others in a special relationship to the organization who can influence or control the policy or the day-to-day activities of the organization for less than full and adequate consideration.

IV. CONFLICT OF INTEREST POLICY

1. Applicability of Conflict of Interest Policy. This Conflict of Interest Policy shall apply to all Covered Persons.

2. Confidentiality. Information known to be confidential that is acquired by individuals in the course of employment or association with Catholic Charities and its affiliated entities shall be used only for the benefit and purposes of Catholic Charities. No Covered Person shall disclose or offer to disclose confidential information acquired in the course of his/her employment or association with Catholic Charities to any Person without her prior consent of the Executive Director or as allowed by applicable conflict of interest policies adopted by Catholic Charities from time to time.

2. Prohibitions of Receipt of Private Benefit or Inurement. The receipt of Anything of Value or a Private Inurement or Private Benefit by a Covered Person, except as authorized by this Policy, is a conflict of interest and is strictly prohibited.

3. Prohibition on contracting with Catholic Charities. A potential conflict of interest exists when a Covered Person(s) has a direct or indirect financial interest in a transaction involving Catholic Charities or receives a personal benefit from a transaction involving Catholic Charities. No Covered Person or their Relatives or Affiliates shall become or seek to become a Contract Provider or Program Participant with Catholic Charities without the prior written approval of the Executive Director.

4. Restraints on solicitation or acceptance of Anything of Value.

4.1 No Covered Person shall ask, demand, exact, solicit, seek, accept, assign, receive, or agree to receive Anything of Value for the benefit of the Covered Person or an Affiliate or Relative of such Covered Person, in return for being influenced in the exercise of the Covered Person's discretion or performance of his/her duties. No Covered Person shall promise, give, pay nor offer to give or pay Anything of Value to any other Covered Person for the purpose of influencing that other person in the exercise of his or her discretion or performance of the employee's or director's duties with Catholic Charities.

4.2 No Covered Person shall, directly or indirectly through another Person, ask demand, exact, solicit, seek, accept, assign, receive, or agree to receive Anything of Value in a calendar year which, in the aggregate, are valued at more than One Hundred Dollars (\$100.00) from any Person whom the Covered Person knows or should know is a Contract Provider or a Program Participant; provided however, and, notwithstanding the foregoing, nothing in Section 4.2 shall allow a Covered Person to accept Anything of Value in violation of Section 4.1 of this Policy. Moreover, nothing herein should be construed as in anyway diminishing or extinguishing the duty of each Covered Person to disclose Anything of Value received by or offered to such Covered Person as set forth in Section 5 of this Policy.

- 4.3 Nothing in this Section 4 shall prohibit the acceptance of or require the disclosure of:
- (a) employee compensation, bonuses, employee benefits, expense reimbursements or other forms of employee compensation or earnings on employee investments, paid to or for an employee by or on behalf of Catholic Charities; or
 - (b) expense reimbursements paid to or for a Covered Person by or on behalf of Catholic Charities pursuant to applicable policies of Catholic Charities.

5. Duty to Disclose. Commencing September 1, 2011 ("Policy Effective Date), through the end of such Covered Person's employment or other relationship with Catholic Charities, as the case may be, each Covered Person shall immediately disclose, in writing, to the Executive Director or his/her designee, each transaction and situation (other than Excluded Compensation) or the receipt by the Covered Person or his Relative or Affiliate of Anything of Value from any Person doing business with Catholic Charities which conflicts with, or has the possibility of conflicting with, any of the provisions of this Policy. In connection with any actual or possible conflict of interest, the Covered Person must disclose the existence and nature of his or her financial interest and all material facts to the Executive Director or other applicable board, committee, or corporate officer as designated by the Executive Director. The Executive Director shall make any such disclosures involving the Executive Director to the President or Chief Executive of the Board of Directors of Catholic Charities. The Executive Director shall promptly disclose to the applicable Board any transaction which the Executive Director has approved, which, but for such approval, would be a prohibited transaction under this Policy. If a Covered Person has any questions regarding any disclosures required by this Policy, they shall be directed to the Executive Director. If the Executive Director has any questions regarding any disclosures required by this Policy, they shall be directed to the then President or Chief Executive Officer of the Board of Directors of Catholic Charities.

6. Disciplinary Action of Employee for Violations. Violations of any provision of this Policy Statement by any Catholic Charities employee, shall be grounds for disciplinary action against such employee, including termination of the employee, if in the discretion of the Executive Director of Catholic Charities, termination is warranted under the circumstances. A Covered Person who is a Director or a Covered Volunteer may be required to resign by the Executive Director or the Board, as the case may be.

CATHOLIC CHARITIES OF THE ARCHDIOCESE OF OKLAHOMA CITY INC.

CONFLICT OF INTEREST DISCLOSURE FORM

Preliminary note: In order to be more comprehensive, this statement of disclosure/questionnaire also requires you to provide information with respect to certain parties that are related to you. These persons are termed "affiliated persons" and include the following:

- a) your spouse, domestic partner, child, mother, father, brother or sister;
- b) any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; and
- c) any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. NAME OF EMPLOYEE OR BOARD MEMBER: (Please print)

2. CAPACITY:

_____ Board of Directors:

- Catholic Charities
- 3825 N.W. 19th Inc.
- Villa Isenbart Inc.
- Columbia Square Inc.

_____ Executive Committee

_____ Officer

_____ Staff (position): _____

_____ Other: _____

3. Have you or any of your affiliated persons provided services or property to Catholic Charities or any of its related or subsidiary corporations or limited liability companies in the past year?

_____ YES _____ NO

If yes, please describe the nature of the services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

4. Have you or any of your affiliated persons purchased services or property from Catholic Charities or any of its related or subsidiary corporations or limited liability companies in the past year?

_____ YES _____ NO

If yes, please describe the purchased services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

5. Please indicate whether you or any of your affiliated persons had any direct or indirect interest in any business transaction(s) in the past year to which Catholic Charities or any of its related or subsidiary corporations or limited liability companies was or is a party?

_____ YES _____ NO

If yes, describe the transaction(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

6. Were you or any of your affiliated persons indebted to pay money to Catholic Charities or any of its related or subsidiary corporations or limited liability companies at any time in the past year (other than travel advances or the like)?

_____ YES _____ NO

If yes, please describe the indebtedness and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

7. In the past year, did you or any of your affiliated persons receive, or become entitled to receive, directly or indirectly, any personal benefits from Catholic Charities or any of its related or subsidiary corporations or limited liability companies, or as a result of your relationship with Catholic Charities, that in the aggregate could be valued in excess of \$1,000, that were not or will not be compensation directly related to your duties to Catholic Charities or any of its related or subsidiary corporations or limited liability companies in the past year?

_____ YES _____ NO

If yes, please describe the benefit(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

8. Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving Catholic Charities or any of its related or subsidiary corporations or limited liability companies?

_____ YES _____ NO

If yes, please describe the proceeding(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

9. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by the Catholic Charities board or any of its related or subsidiary corporate boards in accordance with the terms and intent of those organizations' conflict of interest policy?

_____ YES _____ NO

If yes, please describe the situation(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

I HERBY CONFIRM that I have read and understand the Catholic Charities of the Archdiocese of Oklahoma City Inc. conflict of interest policy and that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify the Executive Director or Board(s) of Directors immediately.

Signature

Date