

## **Code of Conduct and Conflict of Interest Policy**

### **St. Louis City Continuum of Care**

#### **ARTICLE I – PURPOSE**

The purpose of this Code of Conduct and Conflict of Interest Policy is to protect the St. Louis City Continuum of Care for Homelessness (the “CoC”) and to emphasize the CoC’s commitment to the highest standards of integrity, fairness, and conduct so as to ensure the maximum public trust. The CoC board members and general members (collectively, “CoC Members”) must exercise care when acting on behalf of the CoC. A CoC Member shall not engage in any activities which create a conflict of interest, or might appear to conflict, with the CoC Member’s responsibilities and obligations to the CoC. CoC Members are expected to comport themselves in a respectful manner at all times. Good judgment of CoC Members is essential, and no list of rules can provide for all of the possible circumstances that arise.

#### **ARTICLE II — CODE OF CONDUCT**

CoC Board Members and Committee Members are entrusted with specific responsibilities related to the use of public funds to address homelessness, and are expected to observe the highest standards of ethical conduct in executing these responsibilities. CoC Members are expected to exercise care when acting on behalf of the CoC, and are expected to conduct themselves with courtesy and respect in interacting with each other, with service recipients, with service providers, and with members of the public.

Repeated or persistent uncivil, disruptive, or obstructive conduct during meetings will be grounds for removal from meetings and further corrective or disciplinary action. Failure to act in accordance with the mission or expectations of the CoC, or failure to act in a positive and respectful manner on any matter related to the CoC will also be grounds for corrective or disciplinary action.

#### **ARTICLE III — CONFLICT OF INTEREST POLICY**

This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations, as well as the conflict of interest provisions in the CoC Charter.

- This Conflict of Interest Policy applies to **all CoC Members**, including members of the board of directors (the “Board”), committee members, and general members voting at Board, committee, or general meetings or in any other capacity.
- In their activities on behalf of and in their dealings with the CoC it is the responsibility of each CoC Member to avoid any actual conflict of interest and the appearance of a conflict of interest.
- Each person to whom this policy applies must be free of any activity, association or investment which might influence, or give the appearance of interfering with, the independent exercise of his or her judgment in conducting the CoC’s activities or in dealing with the CoC.

## **ARTICLE IV – CONFLICT OF INTEREST AND RECUSAL**

- 1) **Conflict of Interest** – A conflict of interest may exist when the interests or activities of any general member, Board member, or officer may be seen as competing with the interest and activities of the CoC; or when a general member, Board Member, or officer, derives a financial or other material gain as a result of a direct or indirect relationship. Such conflicts are presumed to exist in those circumstances in which a CoC Member’s actions may have a preferential impact upon the agency or entity employing the CoC Member. Such actions are presumed to include, but are not limited to, the development of policies in which a self-serving bias may be present as well as in decisions affecting the allocation of resources.

Any matter in which CoC Members have an actual or potential conflict of interest will be decided by a vote of members with no actual or potential conflict of interest.

- 2) **Duty to Disclose** – CoC Members shall disclose potential conflicts of interest that they may have regarding any matters that come before the CoC in all CoC meetings and decision-making processes, including Board meetings, committee meetings, and general membership meetings. CoC Members must disclose any relationship, financial interest or other information that presents an actual or potential conflict of interest.
- 3) **Direct Benefit: Recusal from Discussions and Decisions Required** – No CoC Member shall participate in or influence discussions or resulting decisions concerning the award of grants or other financial benefits that:
  - a. Directly benefit the CoC Member as an individual, or an immediate family member;
  - b. Directly benefit any organization in which the CoC Member has a direct financial interest;
  - c. Directly benefit any organization with which the CoC Member is affiliated in an official capacity; or
  - d. Directly benefit any organization from which the CoC Member derives financial benefit, exclusive of stipends.
- 4) **Corrective Actions: Recusal from Discussions and Decisions Required** – No CoC Member shall participate in or influence discussions or resulting decisions concerning implementing corrective actions concerning the CoC Member or the CoC Member’s organization resulting from monitoring of CoC activities.
- 5) **Other Actual or Potential Conflicts of Interest** – For matters not covered by sections 3 or 4 above, if an actual or potential conflict exists, the CoC Member shall not participate in the decision, but may participate in the discussion after disclosing, during the discussion, the relationship, financial interest, or other information presenting the actual or potential conflict of interest.

The CoC Board may determine that a disclosed relationship, financial interest, or other information does not present a conflict of interest. In this case, the CoC Member is not precluded from participating in the discussion or the decision.

In addition, the minutes of any meeting at which such a discussion and decision is conducted must reflect the disclosure of the interested member's actual or potential conflicts of 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 the CoC or Collaborative Applicant has a transaction or arrangement;
- b. A management position in any entity which has a financial interest, such as serving on the Board of an organization that is a grantee of CoC or ESG funding;
- c. A compensation arrangement with the CoC or Collaborative Applicant or with any entity or individual with which the CoC or Collaborative Applicant has a transaction or arrangement; or
- d. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the CoC or Collaborative Applicant is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

#### 6) **Examples**

- a. **NOFA** – CoC Members whose organizations have projects that are ranked during the Notice of Funding Availability (NOFA) process shall not participate in decisions on ranking policies, and shall not participate in discussions or decisions regarding project rankings or funding recommendations. Such members may participate in the development of performance targets and evaluation tool(s).
- b. **Receipt of Services** - A potential conflict arising from persons with lived homeless experience receiving services from an organization that may directly benefit from a funding decision shall not preclude discussion or voting on funding decisions.

#### 7) **Gift Policy** – In order to avoid even the appearance of impropriety, Board members may not accept any gifts valued at \$50 or more from, or on behalf of, a member or potential member, a grantee or potential grantee, Collaborative Applicant staff, or other members of the Board of Directors. “Gifts” do not include reimbursement for meals, lodging, and transportation as covered under an approved Reimbursement Policy.

#### 8) **Violations of Code of Conduct or Conflict of Interest Policy**

- a. If the Board has reasonable cause to believe a CoC Member has violated the Code of Conduct or 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 violation.

- b. If, after hearing the CoC Member's response and after making further investigation as warranted by the circumstances, the Board determines the CoC Member has violated the Code of Conduct or failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action including but not limited to a statement of reprimand or censure recorded in the minutes of the Board of Directors meeting, revocation of membership from the CoC, removal from the Board, and legal action (including but not limited to civil and/or criminal prosecution).

## **ARTICLE V – RECORDS OF PROCEEDINGS**

The minutes of the Board shall contain:

- 1) The names of the person(s) who disclosed or otherwise were found to have violated the Code of Conduct, violated the Conflict of Interest Policy, or disclosed an actual or possible conflict of interest; the nature of violation or relationship or financial interest; any action taken to determine whether a violation occurred or a conflict of interest was present; and the Board's decision as to whether a violation or 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 with the proceedings.

## **ARTICLE VI – ANNUAL STATEMENTS**

- 1) Each CoC Board member shall annually sign a statement which affirms such person:
  - a. Has received a copy of the Code of Conduct and Conflict of Interest Policy;
  - b. Has read and understands the policy;
  - c. Has agreed to comply with the policy; and
  - d. Has disclosed any conflicts of interest.
- 2) Each CoC general member upon becoming a member shall sign a statement which affirms such person:
  - a. Has received a copy of the Code of Conduct and Conflict of Interest Policy;
  - b. Has read and understands the policy;
  - c. Has agreed to comply with the policy; and
  - d. Has disclosed any conflicts of interest.
- 3) If at any time the information in the conflict of interest statement changes materially, the CoC member shall disclose such changes and revise the disclosure form at the earliest opportunity.

- 4) The Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

#### **ARTICLE VII – EXCEPTIONS AND CHANGES TO POLICY**

The CoC, through the Board, reserves the right to make an exception to this policy and procedures based on communication from HUD that impact the CoC's ability to carry out the policy and procedures as described above. The Board also reserves the right to amend this policy as necessary.

### **Conflict of Interest Disclosure Form**

#### **Personal Data**

Name:

Current Employer or Business Affiliation:

Position:

#### **Other Business Activities**

Please disclose any other employment, business, or financial interest which you or a member of your immediate family may have as an officer, director, trustee, partner, employee, or agent which might give a rise to a possible conflict of interest with the St. Louis City CoC.

#### **Charitable or Civic Involvement**

Please disclose all official positions which you or any member of your immediate family may have as a director, trustee, or officer of any charitable, civic, or community organization as well as any unofficial roles such as significant donor, volunteer, advocate, or advisor which might give rise to a possible conflict of interest with the St. Louis City CoC.

*REMINDER: If at any time there is a matter under consideration that may constitute a direct or indirect conflict of interest not listed on this form, it is your obligation to recuse yourself and to disclose the facts on an updated form.*

I do hereby affirm that I have received and read the policy and I will adhere to the document's spirit, principles, and practices.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Approved by COC Board on August 13, 2020