



ECHO Membership Council 2019 Conflict of Interest Policy

This Conflict of Interest Policy elaborates on the policies set forth in the Membership Council Governance Charter. If there is a conflict between this policy and the Governance Charter, the Governance Charter will have authority over this Policy.

Decision Making & Conflict of Interest Policy

Because all members represent diverse populations and strategies, but have a common goal to end community homelessness, ECHO *anticipates* lively conversation and expression of diverse views. The Council should abide by the following:

1. All Council members participate in discussion even that related to their work in the community
2. All decisions should be reached by consensus whenever possible.
3. In the event that a vote must be made, Council will adhere to the following Conflict of Interest Policy that prescribes when members should or should not vote.

Knowing that all members are involved to some degree in our work to end homelessness and that all of the work of the Membership Council will be connected to some degree to the work of the members,

It is not a conflict of interest:

1. to help set funding priorities for ECHO to advance
2. to help design any process related to program evaluation or prioritization required by CoC guidelines
3. to slate the Chair and Vice Chair of the Membership Council
4. to adopt and modify the Membership Council Governance Charter that satisfies HUD requirements for Continuum of Care and Emergency Solutions Grant programs
5. to adopt the annual work plans for the workgroups
6. to adopt policies and procedures related to System Reform including Coordinated Assessment, Diversion, Common Definitions, Community Standards, Client Prioritization and Data Sharing
7. to adopt modifications to HMIS policies and procedures, including the client Release of Information
8. to modify or rewrite any Community Plan to End Homelessness
9. to appoint the Lead Agency for HUD COC program
10. to ensure the PIT Count, AHAR, HIC and other HUD requirements are met.
11. To carry out any other business requested by the ECHO Board of Directors, the community, the CoC, or ECHO staff, towards the mission of ending homelessness

It is a conflict of interest to participate in any vote that specifically names any agency the member represents, and other situations described below:

1. For purposes of this policy, notwithstanding items 1-11 above, the following circumstances shall be deemed to create Conflicts of Interest:
 - A. No voting member may participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents.
 - B. Outside Interests.
 - i. A Contract or Transaction between ECHO Membership Council and a Responsible Person or Family Member.



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- ii. A Contract or Transaction between ECHO Membership Council and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
 - C. Outside Activities.
 - i. A Responsible Person competing with ECHO Membership Council in the rendering of services or in any other Contract or Transaction with a third party.
 - ii. A Responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with ECHO Membership Council in the provision of services or in any other Contract or Transaction with a third party.
 - D. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:
 - i. does or is seeking to do business with, or is a competitor of ECHO Membership Council; or
 - ii. has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from ECHO Membership Council; is a charitable organization; under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of ECHO Membership Council.
 - E. Continuum of Care NOFA
 - iii. For the purposes of specifically voting on the Continuum of Care NOFA Ranking Priority for Funding (Final Priority Listing), all conflicted voting members, advisory members, and members of the public will not be present for the vote.
 - iv. Quorum for the approval of the Final Priority Listing will be the majority of the non-conflicted voting members, requiring a minimum of seven (7) people participating in the vote.
 - v. Specifically, all voting, advisory members, and members of the public must leave the room during any presentation, discussion, and/or voting regarding funding and ranking decisions for the Continuum of Care NOFA.
2. Definitions.
- *Conflict of Interest* is any circumstance described in 1A – 1C above.
 - A *Responsible Person* is any person serving as an officer, employee, or member of the ECHO Membership Council.
 - A *Family Member* is a spouse or domestic partner, ancestor, brother or sister (whether whole or half blood), children (whether natural or adopted), grandchildren, great grandchildren and spouses of brothers, sisters, children, grandchildren, and great grandchildren.
 - A *Material Financial Interest* in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.
 - A *Contract or Transaction* is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any



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other type of pecuniary relationship. The making of a gift to ECHO Membership Council is not a Contract or Transaction.

3. Procedures.

a. Continuum of Care NOFA Final Priority Listing Procedures

- i. For the purposes of specifically voting on the Continuum of Care NOFA Final Priority Listing, all conflicted voting members, advisory members, and members of the public will not be present for the vote. Such members will disclose this information and the disclosure will be reflected in the minutes.
- ii. If the member does not attend a meeting that he or she has reason to believe that Membership Council will act on the Final Priority Listing, shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- iii. Quorum for the approval of the ranking will be the majority of the non-conflicted voting members, requiring a minimum of seven (7) people participating in the vote.
- iv. Specifically, all voting, advisory members, and members of the public must leave the room during any presentation, discussion, and/or voting regarding funding and ranking decisions for the Continuum of Care NOFA.

b. Procedures for all other Membership Council Activities.

- Before ECHO action on a Contract or Transaction involving a Conflict of Interest, a Membership Council member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- A Membership Council member who plans not to attend a meeting at which he or she has reason to believe that the Membership Council will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- A person who has a Conflict of Interest shall not participate in the related vote or corrective action. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and unless the vote is by secret ballot shall not be present in the meeting room when the vote is taken. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the ECHO Membership Council has a Conflict of Interest when he or she stands for slating as an officer.
- Responsible Persons who are not members of ECHO Membership Council, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible



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Person. The Responsible Person shall refrain from any action that may affect ECHO Membership Council participation in such Contract or Transaction.

- In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

4. Review of Policy.

- Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to the ECHO Membership Council. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- This policy shall be reviewed annually by the ECHO Membership Council. Any changes to the policy shall be communicated immediately to all Responsible Persons.