



Healing Herizons Foundation Inc.

Healing Herizons Foundation Inc.
501(c)(3) Nonprofit Organization
Incorporated in the State of Ohio
Effective Date: November 3, 2025
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Approved By: Governing Board
Version 1.0

CONFLICT OF INTEREST POLICY

This policy applies to all members of the Governing Board, officers, employees, committee members, and any individual in a position to influence the organization.

Healing Herizons Foundation Inc. is committed to integrity and fairness in the conduct of all of its activities. This conflict-of-interest statement is intended to give guidance on avoidance of and disclosure of conflicts.

Standards of Conduct

- Each Governing Board member, staff member, and volunteer has the duty to place the interest of Healing Herizons Foundation Inc. foremost in any dealings on behalf of the organization. This accountability supersedes any conflicting loyalty to business interests, personal interests, or paid or volunteer service to other organizations.
- No Governing Board members, staff members, and volunteers will derive any personal profit or gain, directly or indirectly, by reason of their service to Healing Herizons Foundation Inc.
- The conduct of personal business between any Governing Board members, staff members, and volunteers and the organization is prohibited (no self-dealing).
- Governing Board members, staff members, and volunteers may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with Healing Herizons Foundation Inc.
- If Governing Board members, staff members, or volunteers have an interest in a proposed transaction with the organization in the form of a significant personal financial interest in the transaction or in any organization involved in the transaction, or hold a position as trustee, director, or officer in any such organization, they must make full disclosure of such interest before any discussion or negotiation of the transaction and abstain from decision-taking actions.
- No Governing Board members, staff members, and volunteers may accept any payment or article of value from a grantee, potential grantee, or supplier, except nominal hospitality such as meals or token recognitions.
- If a conflict, or the potential appearance of a conflict exists, the Governing Board member must recuse themselves by not influencing, attempting to influence, or participating in that discussion and/or vote.

Article 1 Purpose

The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws, including Ohio Revised Code requirements for nonprofit corporations.

Article 2 Definitions

1. Interested Person

Any Governing Board member, principal officer, or member of a committee with Governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial 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 Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Related party transactions must be disclosed and approved according to this policy. A related party transaction is any transaction between the organization and a director, officer, key employee, or their family members.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Governing Board or committee decides that a conflict of interest exists.

Article 3 Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Governing Board delegated powers considering the proposed transaction or arrangement. Disclosures shall be made in writing to the Governing Board or designated officer, and recorded in the minutes.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Governing Board or committee shall determine whether the Organization can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Governing Board or committee has reasonable cause to believe a member has 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 failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Failure to disclose a conflict may result in removal from the board or termination of employment.

5. Quorum Requirements

A conflicted member may not be counted toward quorum for any meeting or vote in which the conflict is discussed or decided. The conflicted member must leave the room (or not participate via electronic means) during the discussion and vote.

Article 4 Records of Proceedings

The minutes of the Governing Board and all committees with Governing Board delegated powers shall contain:

- a. 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, any action taken to determine whether a conflict of interest was present, and the Governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. 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 5 Compensation

- a. A voting member of the Governing Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article 6 Annual Statements

Each Governing Board member, principal officer and member of a committee with Governing Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
- e. The annual conflict of interest statement shall be signed by each Governing Board member and retained in the organization's corporate records.

Article 7 Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following

subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article 8

Use of Outside Experts

When conducting the periodic reviews as provided for in Article 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Governing Board of its responsibility for ensuring periodic reviews are conducted.



Signature of Director

Dr. Marion Johnson, DNP, RN
Printed Name of Director