



Conflict of interest statement of policy

It is the policy of the Hearty Helpings, Inc. Board of Directors that all directors, officers, and advisors be free from conflicts of interest while fulfilling his/her obligations. No director, officer or advisor shall use his/her position, or the knowledge gained therein, in such a manner that a conflict could arise between the interests of Hearty Helpings, Inc. and his/her personal interests.

Conflicts are defined as follows:

- Any activity that would adversely affect the operations or integrity of Hearty Helpings, Inc.
- Use of position within Hearty Helpings, Inc. to approve or influence Hearty Helpings, Inc. policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, grandparents, parents, children grandchildren, great-grandchildren, brothers or sisters, whether whole or half-blood, and spouses of these individuals); or (c) any organization in which he or a family member is a director, trustee, officer, member, partner, or more than 10% of the total (combined) voting power. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

For the avoidance of doubt, the fact that a board member may request to provide services, or submit a bid to provide services in exchange for a fee, does not create a conflict of interest, *per se*. Not for Profit corporation board members often provide their boards with the benefit of their expertise without pay, and Hearty Helpings, Inc. is no exception. In such case, no conflict of interest is created. When, however a board member seeks an engagement in exchange for a fee, the potential for a conflict of interest arises. The potential conflict triggers the disclosure requirements included in this policy as well as those disclosures required pursuant to the relevant Agency or Foundation by-laws. A board member shall not attempt to influence the board in any manner, directly or indirectly, with respect to any decision regarding his/her selection as a contractor. Factors that the board may take into consideration when selecting a contractor, include the contractor's relevant experience and reputation within the particular industry, as well as whether the contractor is proposing to charge a fee or rate that is at or below a market rate for services of a similar kind.

Disclosure:

A board member shall disclose a conflict of interest (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering in to any contract or transaction involving the conflict; (c) as soon as possible after the board member learns of the conflict; and (d) on the annual conflict of interest disclosure form.



To implement this Statement of Policy, each board member and employees as identified by the Board of Directors shall submit an Annual Disclosure Form, which is attached to this Statement of Policy.

The Annual Disclosure Form will be reviewed by the appropriate chairperson of the Board of Directors. It will be the function of the chairperson, after reviewing the reports, to:

1. Call for additional information as deemed necessary;
2. Determine whether a conflict is present in any particular case;
3. Attempt to resolve any conflict(s) with the individuals concerned;
4. In the absence of resolution, to refer the matter to the Board of Directors to take action as appropriate.