

CODE OF CONDUCT POLICY

PURPOSE: The purposes of this Code of Conduct are to focus directors, officers, employees, volunteers, and agents on areas of ethical risk relating to their roles, provide guidance to help them recognize and deal with ethical issues, provide mechanisms for the reporting of unethical conduct, and foster a culture of honesty and accountability. No code of conduct can replace the thoughtful behavior of an ethical corporate member or agent. Accordingly, dishonest or unethical conduct or conduct that is illegal will constitute a violation of this Code, regardless of whether the Code specifically addresses such conduct.

POLICY: The reputation and integrity of the Siena/Francis House (the "Corporation") are valuable assets that are vital to the Corporation's success. Each director, officer, employee, and agent of the Corporation is responsible for conducting the Corporation's business in a manner that demonstrates a commitment to the highest standards of integrity.

Compliance with all Laws, Regulations, Policies and Procedures

A variety of laws apply to the Corporation and its operations, and some carry criminal penalties. These laws include, but are not limited to, all federal and state laws and City Ordinances that apply to the Corporation's business, including federal grant agreement regulations and occupational safety laws, and to its status as a public corporation. Examples of criminal violations of the law include, among others:

- Making false or misleading disclosures in documents filed with the City, State or Federal Government;
- Stealing, embezzling, or misapplying the Corporation's funds; and
- Non-compliance with any City, State and Federal laws, regulations and ordinances.

Conflicts of Interest

A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the Corporation as a whole. There may be an appearance of a conflict of interest when an objective outside observer could reasonably believe that a conflict exists. The Corporation requires you to conduct your outside associations and personal business, financial and other relationships in a manner that will avoid any actual, potential or apparent conflict of interest between yourself and the Corporation in respect of your role in the Corporation. The term "outside association" refers to any affiliation, association, or interest that you have with an entity other than with the Siena/Francis House. It is impractical to conceive of and set forth rules that cover all situations in which a conflict of interest may arise in respect of your role in the Corporation.

Corporate Transactions

All transactions involving the Corporation and its customers shall be conducted at arm's length. One example of a way in which a conflict of interest may arise is if you are introduced to a business opportunity as a result of your role in the Corporation. Under applicable laws, such

opportunities belong to the Corporation and may not be taken or pursued by a director personally without an appropriate waiver by the Corporation.

Acceptance of Gifts

You may not, without the Corporation's approval, solicit or accept gifts in excess of "nominal value," either directly or indirectly, as a result of your role in the Corporation from persons or entities with which the Corporation has or is likely to have a business relationship. A "gift" includes any type of gratuity, service, loan, fee compensation, cash, securities, real property, or anything else of monetary value. "Nominal value" is defined as a gift in an amount equal to or less than \$50.00. If you receive a gift in excess of nominal value as a result of your role in the Corporation, directly or indirectly, from persons or entities with which the Corporation has or is likely to have a business relationship, including any guest, client, agency, vendor, or contractor, you are required to promptly notify the Compliance Director.

Resolution of Conflicts

In all cases, actual, potential or apparent conflicts of interest in respect of your role in the Corporation must be handled in an ethical manner, meaning they must be fully disclosed and considered prior to any resolution of action on the issue. The Compliance Director or, where appropriate, the Executive Director or Executive Committee will handle all such questions of actual, potential or apparent conflicts of interest that involve you. Any director, officer, employee or agent who is aware of, or has a question concerning, a conflict of interest, or an appearance of a conflict of interest, or who has a question whether a conflict might develop, is obligated to promptly seek assistance from the Compliance Director to resolve the conflict or question.

The Compliance Director and, as appropriate, the Executive Director or Executive Committee, may determine, upon review of all relevant facts, that the conduct does not amount to a conflict of interest, or may provide guidance to avoid a conflict from developing, such as recusal from consideration and/or approval of specific matters that come before the Board of Directors.

Full, Fair, and Accurate Disclosures to the Public

If you participate, directly or indirectly, in the preparation of the financial and other disclosures that the Corporation makes to the public, including in its filings with the Internal Revenue Service or by annual release, you must, in addition to complying with all applicable laws, rules and regulations, follow these guidelines:

- Act honestly, ethically, and with integrity.
- Endeavor to ensure full, fair, timely, accurate and understandable disclosure in the Corporation's filings with the Internal Revenue Service and in other public communications
- Act in good faith, responsibly and with due care, competence and diligence, without misrepresenting material facts or allowing your independent judgement to be subordinated by others.

- Comply with the Corporation's disclosure controls and procedures and internal controls over financial reporting.

Handling Confidential Information

Directors, officers, employees, volunteers and agents should observe the confidentiality of information that they acquire by virtue of their positions at the corporation, including information concerning guests, clients, suppliers, vendors, contacts with directors, officers, employees, volunteers and agents, except where disclosure is approved by the Corporation or otherwise legally mandated. Of special sensitivity is personal protected information concerning such things as addiction, mental illness, domestic violence, personal finances, and legal and personnel matters.

1) RESPONSIBILITIES:

- a) The Board of Directors has the responsibility to review the code of conduct policy and approve for implementation.
- b) The Executive Director has the responsibility to ensure implementation of this policy within the agency.
- c) Officers: Officers will be responsible for conducting the Corporation's business in a manner that demonstrates a commitment to the highest standards of integrity.
- d) Compliance Director: The Compliance Director is responsible for receiving reports about alleged violations of this policy and determining the most appropriate approach to investigating the claim. Also, for conducting annual employee training on this policy including identifying conflict of interests and accepting gifts.
- e) Directors and Managers: Directors and Managers are responsible for management of agency programs and policies in accordance with the Code of Conduct.
- f) Employees: Employees shall adhere to all applicable conduct and ethics rules, agency policies and regulations.

2) PROCEDURES:

- a) Directors, officers, employees, volunteers and agents who learn of or suspect that a violation of the Code has occurred, or is likely to occur, must immediately report the violation to the Compliance Director. Those who report violations or suspect violations in good faith will not be subject to retaliation of any kind. Reported violations will be

investigated and addressed promptly and will be treated confidentially to the extent possible.

- b) Alleged violations of the Code shall be received and initially evaluated by the Compliance Director. The Compliance Director will be responsible for determining who will conduct investigation into the report. The Compliance Director may consult with the Executive Director and Executive Committee as appropriate.
 - a. A report that involves actions that could be a violation of the laws and could result in criminal charges will be referred to the appropriate law enforcement agency to investigate immediately.
 - b. Alleged violations by staff shall be investigated by the Compliance Director.
 - c. Alleged violations by the officers of the corporation shall be investigated by the Executive Director.
 - d. The Executive Committee of the board will be responsible for the investigation of directors.
- c) Substantiated violations of the Code of Conduct may result in discipline actions, termination of employment, removal from the Board of Directors, or cancellation of a business agreement.
- 3) On an annual basis directors, officers, employees, volunteers and agents will certify they have read, understand, and are in full compliance with this Code, and in particular have complied with and adhered to the Corporation's internal policies and procedures which are relevant to this Code.
- 4) FOLLOW-UP RESPONSIBILITY: Executive Director (or designee) will review and update this policy every two years.
- 5) RECISSION: Code of Conduct Revised 2017.

All directors, officers, employees, volunteers and agents will be provided a personal copy of this code of conduct and will acknowledge its receipt in writing.

Signature

Date