

**OREGON BUILDING CONGRESS ACADEMY FOR
ARCHITECTURE, CONSTRUCTION AND ENGINEERING
("OBC ACADEMY")**

POLICY REGARDING CONFIDENTIAL REPORTING OF INFORMATION

Oregon Building Congress Academy for Architecture, Construction and Engineering ("OBC Academy") strives to conduct all of its activities in a responsible, legal, and accountable manner. In furtherance of that goal, all employees of OBC Academy are encouraged to report either orally or in writing to their immediate supervisor, or alternate line of authority as hereinafter described, all evidence of activity by an OBC Academy employee that may constitute:

- financial fraud;
- unethical business conduct;
- a violation of state or federal law; or
- substantial and specific danger to the employee's or public's health and safety.

Any employee of OBC Academy who in good faith reports such incidents as described above will be protected from threats of retaliation, discharge, or other types of discrimination, including but not limited to compensation or terms and conditions of employment, that are directly related to the making of such reports. In addition, no employee may be adversely affected because the employee refused to carry out a directive which, in fact, constitutes fraud or is a violation of state or federal law.

Insofar as possible, the identity of the person reporting such information will remain confidential. However, OBC Academy reserves the right to disclose the identity of the person if, in OBC Academy's absolute discretion, identity may have to be disclosed to conduct a thorough investigation, to comply with applicable laws, or to provide accused individuals their legal rights of defense.

Any employee who wants to report evidence of alleged improper activity as described above should contact his or her immediate supervisor, or the supervisor's manager. In instances where the employee is not satisfied with the supervisor or manager's response, or is uncomfortable for any reason addressing such concerns to his or her supervisor or the manager of such supervisor, the employee may contact the Executive Director or any officer of the Board of Directors. Employees are encouraged to provide as much specific information as possible including names, dates, places, and events that took place, the employee's perception of why the incident(s) may be a violation, and what action the employee recommends be taken. Anonymous written or telephonic communications will be accepted.

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DOCUMENT INTEGRITY AND RETENTION POLICY

OREGON BUILDING CONGRESS ACADEMY FOR ARCHITECTURE, CONSTRUCTION AND ENGINEERING ("OBC ACADEMY") strives to protect the integrity and accuracy of its financial records and documents. In furtherance of that goal, it is the policy of OBC Academy that no person shall knowingly alter, destroy, mutilate, conceal, cover up, falsify or make a false entry in any record or document with the intent to (a) commit, engage in, facilitate, or cover up any financial fraud, unethical act, or violation of state or federal law or (b) impede, obstruct, or influence the investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States or any state.

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CONFLICT OF INTEREST POLICY

Article I
Purpose

The purpose of this conflict of interest policy is to protect the interests of OREGON BUILDING CONGRESS ACADEMY FOR ARCHITECTURE, CONSTRUCTION AND ENGINEERING ("OBC ACADEMY") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of OBC Academy or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. **Interested Persons.** Any director, officer, or member of a committee with director-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 OBC Academy has a transaction or arrangement,
 - b. A compensation arrangement with OBC Academy or with any entity or individual with which OBC Academy has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which OBC Academy is negotiating a transaction or arrangement.

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 III, Section 2, a person who has a financial interest may have a conflict of interest only if the directors or appropriate committee decides that a conflict of interest exists.

Article III
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 director delegated powers considering the proposed transaction or arrangement.
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 or she shall leave the director or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors 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 directors or committee meeting, but after the presentation, he or 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 directors 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 directors or committee shall determine whether OBC Academy can obtain with reasonable efforts 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 directors or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in OBC Academy'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.

Article IV
Records of Proceedings

The minutes of the directors and all committees with director 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 director'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 V **Compensation**

- a. A director who receives compensation, directly or indirectly, from OBC Academy for services is precluded from voting on matters pertaining to that director's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OBC Academy for services is precluded from voting on matters pertaining to that member's compensation.
- c. A director or voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from OBC Academy may provide information to the directors or any committee regarding compensation.

Article VI **Annual Statements**

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

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that OBC Academy is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII **Periodic Reviews**

To ensure OBC Academy 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 OBC Academy'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 VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, OBC Academy may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the directors of their responsibility for ensuring periodic reviews are conducted.