

## UMOS INC.

### Corporate Code of Ethics

The UMOS Board of Directors is committed to operating the Corporation in a manner consistent with its charitable purposes and conducting its business in an ethical and responsible manner. Consequently, the Board of Directors of UMOS has adopted a Corporate Code of Ethics that promotes the following objectives. The Board shall:

- Ensure that payments of any part of the assets, income, or profits of the Corporation to members, directors, or officers be prohibited; excluding reasonable expenses.
- Ensure that the Corporation is in compliance with all Federal and State laws governing non-profit corporations.
- Ensure that UMOS directors, employees, agents, representatives, or members are prohibited from participating in electioneering as defined by Federal law.
- Ensure that no loans or any other financial transactions occur between directors, the membership, staff members and the Corporation.
- Ensure that the Corporate Purpose Statement be evaluated and updated on an annual basis.
- Ensure that its board members or trustees have the requisite skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of the organization and its public purpose.
- Be responsible for the hiring, firing, and regular review of the performance of the chief executive officer, and ensures that the compensation of the chief executive officer is reasonable and appropriate.
- Ensure that the Corporation conducts all transactions and dealings with integrity and honesty.
- Ensure that an appropriate level of confidentiality is maintained in all corporate transactions.
- Ensure that the Corporation promotes working relationships with board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness and openness.

- Ensure that the resources of the Corporation are responsibly and prudently managed.
- Ensure that the Corporation has the capacity to carry out its programs effectively.
- Ensure that policies of the Corporation are in writing, clearly articulated and officially adopted.
- Ensure that the CEO and appropriate staff provide the governing body with timely and comprehensive information so that the governing body can effectively carry out its duties.
- Have a conflict of interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means.
- Ensure that the Corporation is fair and inclusive in its hiring and promotion policies and practices for all board, staff and volunteer positions.

## **UMOS INC.**

### **Statement of Values**

The Board of Directors of UMOS has established a set of core values to provide guidance in the operation and governance of the Corporation.

- Commitment to the public good.
- Accountability to the public.
- Commitment beyond the law.
- Respect for the worth and dignity of individuals.
- Inclusiveness and social justice.
- Respect for pluralism and diversity.
- Transparency, integrity and honesty.
- Commitment to excellence.
- Recognition of diverse cultural values.
- Commitment to the promotion of civil rights.
- Commitment to equal educational and employment opportunities.
- Personal and professional integrity of board members.
- Responsible representation of the Corporation by directors, members and staff.
- Political and administrative advocacy.
- Responsible stewardship of resources.

## UMOS, INC. CONFLICT OF INTEREST POLICY

### I. PURPOSE

The purpose of this policy is to assure identification, disclosure, and resolution of financial or other conflicts of interest, or the appearance thereof in the governance and operation of the UMOs Corporation.

### II. DEFINITIONS

#### A. Conflict of Interest

A conflict of interest is defined as a situation in which a member of the Corporation, Board of Directors, or Advisory Council has a private or personal interest sufficient to influence or appear to influence the objective exercise of his or her official duties to the Corporation.

#### B. Financial Conflict of Interest

A financial conflict of interest exists when a member of the Board of Directors or Advisory Council with board delegated powers, through business, investment, family relationship, or otherwise:

1. has an ownership or investment interest in any entity with which UMOs has a transaction or contractual relationship, or
2. has a potential ownership, investment interest, or compensation arrangement with any entity or individual with which UMOs is negotiating a transaction or contractual arrangement.

#### C. Multiple Board Membership

A conflict of interest exists when a member of the Board of Directors also currently serves on a governing board of another corporation with which UMOs has an actual or potential contractual or financial arrangement.

### III. POLICY

- A. Under the definition set forth in II(A) above, a member of the Corporation, Board of Directors, or Advisory Council must make full and complete disclosure to the Secretary of the Board of Directors of any potential conflict of interest. Upon a determination that an actual conflict of interest exists, the individual must abstain from discussion and voting on any matter related to the conflict.

- B. Members of the Board of Directors shall make full and complete disclosure of any situation that may constitute a financial conflict of interest as described in Section II (B). The Board of Directors will make a determination whether a conflict exists. It is the policy of UMOS that any financial conflict of interest as described in II (B) shall be prohibited during the term of any Board Member or for a period of six (6) months thereafter.
- C. Members of the Board of Directors must disclose any potential conflict of interest as described in Section II (C) - Multiple Board Membership. When such a conflict exists, a Board Member must refrain from participating in, discussing, or voting on any matter relating to the conflict.

#### IV. ACTION

All members of the Board of Directors shall annually complete the attached questionnaire for verification of compliance with UMOS, Inc. Conflict of Interest Policy.

New members shall complete the questionnaire immediately upon election to the Board of Directors.

#### V. VIOLATIONS OF THE CONFLICT OF INTEREST POLICY

Violation of the Conflict of Interest Policy shall be addressed pursuant to the UMOS Bylaws.