

AVIVO

CONFLICT OF INTEREST POLICY

INTRODUCTION

Our Commitment

Avivo empowers people with disabilities, people who are disadvantaged and people in transition to achieve greater social and economic independence. We are firmly committed to fulfilling our mission and conducting our business lawfully and ethically. We believe it is essential for each of our directors, officers, employees and other representatives to act at all times with honesty and propriety, to exercise good judgment and to conduct business in a manner that can be supported without reservation or apology.

Applicability of Code

This policy applies to each of our directors, officers, employees and to members of their immediate family. For the purposes of this Code, “immediate family” includes spouse, domestic partner, child, mother, father, brother, sister of a director, officer or employee and any other person sharing a household with a director, officer or employee.

Implementation

Each year, Board members and staff will sign a Conflict of Interest Disclosure Form disclosing any possible conflicts of interest they may have or certifying that they do not have any conflicts of interest. Any conflicts of interest that are disclosed will be dealt with as indicated elsewhere in this policy.

OUR RESPONSIBILITIES

Ethical Conduct

Our reputation for legal and ethical behavior is one of our most valuable assets. We are all responsible for safeguarding this important asset. We have a policy of strict compliance with all laws, whether federal, state or local. Our reputation is built on more than compliance with applicable laws – the highest standards of moral and ethical behavior are essential to maintaining our good reputation. We do not tolerate unethical or dishonest conduct.

Disclosure of Conflicts of Interest Required

If a conflict of interest arises with respect to any director, officer, employee, or members of their respective households, the proposed transaction giving rise to the conflict of interest must be fully disclosed to Avivo before it is consummated. The proposed transaction, including the purpose of the transaction and all direct or indirect financial interests, must be described in detail and should be described in writing. It is the responsibility of all persons covered by this Code to promptly disclose to the Vice President of the division at which they are employed, the President/Chief Executive Officer or Board of Directors of Avivo the existence and nature of any conflict of interest.

Identifying Conflicts of Interest

You have a responsibility to avoid influences, interests, or relationships that might adversely affect your commitment to our mission or distort your business judgment. You should make decisions about Avivo based upon our best interests. While it is not possible to develop a comprehensive set of rules covering all circumstances, the following are examples of activities that could be considered a conflict of interest if undertaken by you or members of your immediate family:

- owning a substantial interest in any affiliated or competing organization or in any outside company that does business or seeks to do business with us;
- providing services as a director, manager, consultant, employee or independent contractor to any agency, organization or association that provides us with funds or services, any organization that does business with us or any competing or related organization, except with our specific prior knowledge and consent;
- if you are an employee, engaging in any outside employment that is in conflict with our mission or engaging in outside employment (i.e. “moonlighting”) that requires significant time, attention, or energy, except with our specific prior knowledge and consent;
- accepting gifts, favors, compensation, loans, entertainment, or other similar activities from an organization affiliated with us, any organization that competes with us or from any other organization or person that does business or seeks to do business with us (except those gifts and gratuities that are permissible under our gifts and gratuities policy adopted April 21, 2005 and as amended from time to time);
- representing us or taking part in any transaction with a person or organization in which you or your immediate family have a direct or indirect personal interest or may derive a benefit;
- competing directly or indirectly with us in the provision of services, in obtaining funding or approval from agencies, organizations or associations for our programs, or in any of our property rights or interests;
- taking advantage of any business opportunity that would rightfully belong to us;
- using or revealing (without proper authorization) any confidential financial information or other confidential information concerning our plans, decisions or activities, including information that is not available to the general public; or
- using your time with us or our personnel, equipment, supplies or good will other than in connection with activities, programs and purposes that we approve in advance.

Conflict of Interest Through Indirect Actions

In addition to conflicts of interest that may arise if you or any member of your immediate family undertakes direct actions, a conflict of interest may also arise if you or any member of your immediate family undertakes the above actions indirectly. Examples of indirect action include action through:

- any organization of which you are (or an immediate family member is) a board member, officer, partner, employee or member of management;
- any organization of which you are (or an immediate family member is) a controlling shareholder or controlling debt holder; or
- any trust or other entity in which you (or an immediate family member) have a substantial beneficial interest or as to which you (or an immediate family member) serve as a trustee or in a similar capacity;
- any conflict of interest that arises indirectly must be disclosed by you and will be treated by Avivo in the same manner as if it arose directly.

Approval of Conflict of Interest Transactions

Any transaction by our directors, officers, employees or their immediate family that gives rise to a conflict of interest may not be undertaken unless and until such transaction is approved in advance. If the conflict of interest involves a non-officer employee whose manager is a Vice President, the Vice President, in consultation with the President/Chief Executive Officer, shall be responsible for determining the resolution of the conflict of interest. If the conflict of interest involves an employee whose manager is not a Vice President or an officer (other than the President/Chief Executive Officer), the President/Chief Executive Officer shall be responsible for determining the resolution of the conflict of interest. If the conflict of interest involves the President/Chief Executive Officer or any member of the Board of Directors, the Board of Directors shall be responsible for resolving the conflict of interest. In every case, the person involved in the conflict of interest will be excluded from the discussion and approval of the proposed transaction.

Standards for Approval of Conflict of Interest Transactions

The Vice President (in consultation with the President/Chief Executive Officer), President/Chief Executive Officer or the Board of Directors, as the case may be, shall determine whether a conflict of interest exists and whether the proposed transaction may be approved. The conflict of interest transaction may not be approved unless such person(s) or body determines, in the exercise of good faith judgment, that the proposed transaction is fair and reasonable to Avivo and, if undertaken, does not undermine or conflict with Avivo's mission. Each person involved in a conflict of interest shall be informed of the determination of the Vice President, President/Chief Executive Officer or the Board of Directors, as the case may be, and such determination shall be final.