

CALVARY ROAD MINISTRIES

CONFLICT OF INTEREST POLICY

Reason for the Policy

Calvary Road Ministries (CRM), as a nonprofit, tax-exempt organization, depends on charitable contributions from the public. Maintenance of its tax-exempt status is important for its continued financial stability and the receipt of contributions and public support. Since CRM depends on the public trust, it is subject to scrutiny by, and accountability to, both governmental authorities and members of the public.

Consequently, there exists between CRM and its Trustees, Officers, Committee members, and management employees a fiduciary duty and the duty of loyalty and fidelity. CRM's Trustees, Officers, Committee members, and management employees are charged with the responsibility to administer CRM's affairs honestly and prudently, exercising their best care, skill, and judgment for CRM's sole benefit. CRM's Trustees, Officers, Committee members, and management employees shall exercise the utmost good faith in all transactions and carrying out their duties and shall not use their CRM positions or knowledge gained therefrom for their personal benefit. CRM's interests must have absolute priority in all their decisions and actions.

Subject to the following provisions, as a general rule, no Trustee, Officer, Committee member, and/or management employee, if any, or any members of their immediate families should accept any gift, entertainment, service, loan, or promise of future financial or non-financial benefits from any person and/or firm that will directly or indirectly benefit, or appear to benefit, or whose employees might directly or indirectly benefit, or appear to benefit, from such Trustee's, Officer's, Committee member's, and/or management employee's connection with CRM, unless the facts of such gift, entertainment, service, loan, or promise of future financial or non-financial benefits are disclosed in good faith and authorized by the Executive committee and/or Board.

Persons Concerned

This Policy is directed to all Trustees, Officers, Committee members, and management employees with the office and ability to influence CRM's actions (*i.e.*, all Trustees, Officers, Committee members, and/or management employees who make purchasing decisions, could be described as "management personnel," and/or have access to CRM's confidential and proprietary information).

Relationships in Which a Material Conflict of Interest May Arise

Conflicts of interest may arise in the relationships by and between CRM Trustees, Officers, Committee members, and management employees with any of the following third parties:

- Persons and firms supplying goods and services to CRM.
- Persons and firms from whom CRM leases property and equipment.
- Persons and firms with whom CRM is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
- Competing or affinity organizations.
- Donors and others supporting CRM.
- CRM grant recipients.
- Agencies, organizations, and associations affecting CRM's operations.
- Family members, friends, and other employees.

Material Conflicting Interests

A material conflicting interest may be defined as a relationship, whether direct or indirect, with any of the above persons and/or organizations, such as, for example:

- Owning stock or holding debt or other proprietary interests in any third-party dealing with CRM.
- Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) by any third-party dealing with CRM.
- Receiving payment for services for individual transactions involving CRM.
- Using CRM's time, personnel, equipment, supplies, or goodwill other than for approved CRM activities, programs, and purposes.
- Receiving personal gifts or loans from third parties dealing with CRM. Receipt of any gift is disapproved except gifts of nominal value that cannot be refused without discourtesy. Officers, Trustees, Committee members, and management employees must determine for themselves the most gracious method of declining gifts, entertainment, and benefits that do not meet the terms and intent of this Policy. No personal gift of money should ever be accepted.

Interpretation of This Policy

The above material conflicting interests and relationships in which such conflicts may arise are not exhaustive. Material conflicting interests may arise in other areas or through other relationships. Trustees, Officers, Committee members, and management employees must be on guard to recognize such material conflicting interests and relationships by analogy.

The fact that one of the interests described above does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of CRM.

However, it is the Board's policy that the existence of any of the material conflicting interests described above must be disclosed on a timely basis and always before any transaction is consummated. It is the continuing responsibility of Trustees, Officers, Committee members, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and immediately make any such disclosures.

This Policy, however, does not apply to gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate CRM and/or the recipient.

Disclosure Policy and Procedure

Disclosure must be made according to CRM standards. Transactions with related parties may be undertaken only if all the following requirements are met:

1. A material transaction is fully disclosed in the audited financial statements of the organization, if any.
2. The related party is excluded from the discussion and approval of such transaction.
3. A competitive bid or comparable valuation exists.
4. The Board has acted upon and demonstrated that the transaction is in CRM's best interest.

Disclosures by Committee members and employees must be made to the President (or if he or she is the one with the conflict, to the Board Chair). Disclosures by Officers must be made to the Board Chair (or if he or she is the

one with the conflict, to the full Board). The person receiving such a report shall determine whether (i) a conflict exists and, if so, is material, and (ii) if the matter is material, bring it to the attention of the Executive Committee and the Board. In the presence of a material conflicting interest, the Board will decide whether the contemplated transaction may still be authorized as just, fair, and reasonable to CRM. Decisions on such matters will be at the Board's sole discretion with the Trustees' primary concern being the welfare of CRM and the advancement of its purpose.

For the purposes of making conflict of interest determinations, the CRM Board directs the Treasurer to send the CRM Conflict of Interest Disclosure Questionnaire to the Trustees, Officers, Committee members, and management employees, if any, on an annual basis on or before September 1, tabulate the Questionnaire responses, and report the results to the Finance Committee, the Executive Committee, and the Board at the annual fall meeting.

Approved and adopted by the CRM Board of Directors on October 12, 2023.

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CONFLICT OF INTEREST DISCLOSURE QUESTIONNAIRE

The term “affiliated persons” in this Questionnaire includes the following: (i) any immediate family member, (ii) any corporation, partnership, organization or other entity of which you are an officer, director, and/or partner or own, directly or indirectly, 10% or more of any class of equity securities and/or other ownership units, or (iii) any trust or other estate in which you have a substantial beneficial interest or of which you serve as a trustee, executor, representative, agent and/or other similar capacity.

1. Name (please print) _____

2. Capacity within CRM: () Trustee () Executive Committee () Officer () Committee Member () CRM staff () other, specify: _____

3. Have you or any of your affiliated persons provided services or property to CRM in the past twelve months? () yes () no If yes, please describe the nature and value of the services or property provided.

4. Have you or any of your affiliated persons purchased services or property from CRM in the past twelve months? () yes () no If yes, please describe the nature and value of the services or property purchased.

5. Have you or any of your affiliated persons had a direct or indirect interest in any business transaction(s) in the past twelve months to which CRM was a party? () yes () no If yes, describe the transaction(s):

6. Were you or any of your affiliated persons indebted to pay money to CRM at any time in the past year (other than travel advances or the like)? () yes () no If yes, please describe the indebtedness.

7. In the past twelve months, did you or any of your affiliated persons receive, or were entitled to receive, directly or indirectly, any benefits resulting from your relationship with CRM in the aggregate value of over \$1,000 that were not

compensation directly related to your duties to CRM? () yes () no If yes, please describe the benefit(s).

8. Are you or any of your affiliated persons a party to, or have an interest in, any pending legal proceedings involving CRM? () yes () no If yes, please describe the proceeding(s).

9. Are you aware of any other events, transactions, arrangements, agreements, relationships, or other situations that you believe should be examined by the CRM Board or the Executive Committee in accordance with the terms and intent of the CRM Conflict of Interest Policy? (for example, if you are an Officer or Trustee of another ministry). () yes () no If yes, please describe the situation(s).

I HEREBY CONFIRM I have read and understand CRM's Conflict of Interest Policy, and my responses to the above questions are complete and correct to the best of my knowledge and belief.

Signature: _____

Date: _____