

## Development Committee Minutes February 3, 2015

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MEMBERS PRESENT: Judge James H. Cecile, Robert T. Tackman,  
David A. Scharoun

MEMBERS EXCUSED: Erich W. Shafer

MEMBERS ABSENT: None

GUESTS PRESENT: None

STAFF PRESENT: Joseph E. O'Hara

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### **CALL TO ORDER:**

At 4:45 pm, the February 3, 2015 Development Committee meeting was called to order by Judge James Cecile.

### **APPROVAL OF PREVIOUS MINUTES**

***Bob Tackman made a motion to approve the January 2015 minutes, Dave Scharoun seconded the motion; the motion passed unanimously.***

### **WHISTLEBLOWER POLICY**

The Development Committee reviewed the Revisions to the Whistle Blower Policy which exceeds the standard of the Revitalization Act.

***On a motion by Bob Tackman, seconded by Board President Dave Scharoun, it was approved and will be recommended for approval by the full Board at the February 23, 2015 Board Meeting.***

### **BOARD ETHICS AND CODE OF CONDUCT POLICY**

The Board Ethics and Code of Conduct Policy, which comply with the requirement of the Revitalization Act was reviewed. ***Board President Dave Scharoun made a motion to recommend its approval by the full Board; the motion was seconded by Bob Tackman and unanimously approved.***

**OLD BUSINESS:**

The revised By-Laws, vis-à-vis the current By-laws, have been forwarded to the full Board, and will be voted on at the February 23, 2015 Board Meeting.

**NEW BUSINESS:**

Executive Director Joseph O'Hara described the \$40,000 Ready or Not Capacity Building Grant PEACE, Inc. was recently awarded and the Board's role in the process.

**ADJOURNMENT:**

***At 5:30 PM, the February 3, 2015 meeting was adjourned on a motion by Bob Tackman, seconded by Dave Scharoun. The motion carried.***



## **Whistleblower Policy**

### **I. General**

PEACE, Inc. expects its directors, officers, employees, volunteers, and other representatives to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of PEACE, Inc., we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

A copy of this policy will be distributed to all directors, officers, employees and volunteers providing substantial services during initial orientation and as part of annual in-service education.

### **II. Reporting Responsibility**

It is the responsibility of all directors, officers, employees, and volunteers to report Wrongful Conduct in accordance with this Whistleblower Policy.

### **III. Wrongful Conduct**

“Wrongful Conduct” is defined in this Whistleblower Policy to include: a serious violation of PEACE, Inc. policy; a violation of applicable state and federal law; or the use of PEACE, Inc. property, resources, or authority for personal gain or other none organization-related purpose except as provided under PEACE, Inc. policy.

This definition of Wrongful Conduct is not intended to be an exclusive listing of the illegal or improper activity encompassed by the Whistleblower Policy. Rather, the Whistleblower Policy is intended to serve as a means of reporting all serious improprieties that potentially impact the integrity and effective operation of PEACE, Inc.

### **III. No Retaliation**

No director, officer, employee, or volunteer who in good faith reports Wrongful Conduct will suffer harassment, retaliation or adverse employment consequence. Any director, officer, or employee who retaliates against anyone who has reported Wrongful Conduct in good faith is subject to discipline up to and including termination of employment or removal from the board or directors, as applicable. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within PEACE, Inc. prior to seeking resolution outside PEACE, Inc.

### **IV. Reporting Wrongful Conduct**

PEACE, Inc. encourages its directors, officers, employees and volunteers to share their questions, concerns, suggestions, or complaints with someone who can address them properly. The Executive Director is charged by the corporation with the responsibility of administering this policy, which shall include receiving complaints and making periodic

reports to the board of directors. Any director, officer, employee, or volunteer may report Wrongful Conduct to the Executive Director or the president of the board of directors. If the Wrongful Conduct implicates one or both of the Executive Director or the president of the board of directors, or if the reporting individual is not comfortable speaking with or not satisfied with response of the foregoing individuals, the issue may be reported to any member of the board of directors or anonymously, as set forth in Section VI below. The Executive Director, president of the board of directors, and all members of the board of directors to whom a report of Wrongful Conduct is made are required to immediately advise the full board of directors of such report of Wrongful Conduct.

#### **V. Acting in Good Faith**

Anyone filing a complaint of Wrongful Conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates Wrongful Conduct. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

#### **VI. Confidentiality**

Reports of Wrongful Conduct or suspected Wrongful Conduct may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of Wrongful Conduct or suspected Wrongful Conduct will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **VII. Handling of Reported Wrongful Conduct**

A representative of the board of directors will notify the sender and acknowledge receipt of the reported Wrongful Conduct or suspected Wrongful Conduct within five business days, unless such report was submitted anonymously. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Reports can be made to the Executive Director, Board President, Chief Financial Officer, or Human Resources by telephone, email, or in writing to the attention of the Executive Director or Board President at: PEACE, Inc., 217 S. Salina St., 2 Fl, Syracuse, NY 13202; Telephone # 315-470-3300; E-mail address: [johara@peace-caa.org](mailto:johara@peace-caa.org);

#### **VIII. No Retaliation**

This whistle-blower policy is intended to encourage and enable directors, employees, and volunteers to raise concerns within the organization for investigation and appropriate action. With this goal in mind, no director, employee or volunteer, who in good faith, reports a concern shall be subject to retaliation, or in the case of an employee, have adverse employment consequences.



## **Board Ethics and Code of Conduct Policy**

The Board Ethics and Code of Conduct Policy reflects the commitment of the Board members of PEACE, Inc. to support the Agency's mission and to adhere to a high standard of ethical behavior in carrying out their duties and responsibilities as trustees of a 501(c)(3) non-profit corporation.

### **By-Laws & Policies:**

- I am aware of and agree to abide by the mission, by-Laws, and policies of PEACE, Inc.
- I will respect and fully support decisions duly made by the Board of Directors.
- I will respect the work and recommendations of Board committees.
- I will work diligently to ensure that the Board appropriately carries out its role as a policy-making and governing body.

### **Informed Participation:**

- I will make every effort to attend Board and assigned committee meetings.
- I acknowledge that, as a board member, I am responsible to our funders and constituents for good stewardship of agency resources. I will not use or approve the use of agency resources for non-agency use.
- I will review the minutes, financial reports and other agency documents so that I remain well-informed on matters that come before the Board.
- I will constructively express my questions, comments and perspectives on relevant matters that come before the Board and will work collaboratively and respectfully with other Board members.
- I will vote on Board Actions with due consideration and care and will support, oppose or abstain based on my understanding of the best interests of the agency and its mission.

### **Confidentiality:**

- I acknowledge that as a Board member I will be privy to certain proprietary or confidential information and/or materials. Except as may be required in the course of my duties as a Board Member or by law, I agree that I will never directly or indirectly use, disseminate or otherwise disclose to anyone not confidentially bound to PEACE, Inc. any proprietary, confidential information without first obtaining the prior written consent of the Board of Directors of PEACE, Inc. Proprietary information includes, but is not limited to, business plans and strategies, financial records, intellectual products, fund raising and marketing plans, and donor lists.

### **Conflict of Interest Policy:**

- In accordance with the PEACE, Inc. Conflict of Interest Policy, I will disclose any interests in a transaction or decision in which my family and/or my significant other, employer, or close

associates will receive a direct or indirect benefit or gain or where my affiliations might impede or perceived to impede my ability to act in good faith on behalf of the best interests of the agency.

**Whistleblower Policy:**

- I will report any wrongful conduct that may impact the integrity of PEACE, Inc. to someone at the agency who can address my concerns, such as the Executive Director, the Board President or my fellow Board members in accordance with the PEACE, Inc. Whistleblower Policy.

I, the undersigned, certify that I have read and understand the Board Ethics and Code of Conduct Policy. I agree that my actions as a Board Member will comply with the statement and its intent.

*[Subsequent documents include the Conflict of Interest Policy with full disclosure and the Whistleblower Policy.]*

Print Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_