

HUMAN RESOURCES POLICY AND PROCEDURE
GOOD DAYS

SUBJECT: Conflicts of Interest

UPDATED DATE: 11/19/2018

This Conflicts of Interest Policy (this “Policy”) has been adopted by Chronic Disease Fund, Inc., a New Jersey non-profit corporation d/b/a Good Days (“Good Days”). The management and governance of Good Days is vested in its Board of Directors (the “Board”), officers, and key employees¹. Each such member of the Board of Directors, officer, key employee and each other employee or volunteer of Good Days (collectively, “Covered Individuals”) shall, in the course of his or her duties on behalf of Good Days, act with strict loyalty and fidelity to the best interests of Good Days, exercise the utmost good faith in all matters and transactions involving Good Days, and adhere to the highest ethical standards of fiduciary duty. Good Days is organized to serve the public interest, and each director, officer, employee and volunteer must act and use good judgment to maintain and further the public’s trust and confidence in Good Days. This Policy applies to all Covered Individuals and all such Covered Individuals must familiarize themselves with and adhere to the principles and rules set forth herein. This Policy is intended to supplement, but not replace, any state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

Each Covered Individual shall endeavor to avoid, to the best of his or her ability, any situation which may result in a compromise of his or her duty to Good Days personally, because of a duality or conflict of interest with any other organization with which the Covered Individual may be involved; and each Covered Individual shall endeavor to avoid even the appearance of a conflict of interest which may have an adverse effect on Good Days.

The Board recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to Good Days. However, the Board requires full disclosure of all actual and potential conflicts of interest. All material facts concerning any situation which might be viewed as a conflict shall be disclosed to the Board of Directors by the Covered Individual.

For purposes of this policy, a conflict of interest exists whenever, in the judgment of the Board, the personal, business or other interest or concern of any Covered Individual may be seen as opposed to or in competition with the best interests of Good Days, including without limitation when:

1. Any Covered Individual is in a position to influence a decision that may result in personal gain for such Covered Individual or any of such Covered Individual’s relatives and/or when;
2. The outside interests or activities (such as a Covered Interest) of a Covered Individual interferes or competes with Good Days’ interests;
3. The stake of a Covered Individual in a transaction or arrangement is such that it reduces the likelihood that such person’s influence can be exercised impartially in the best interests of Good Days;
4. A Covered Individual has divided loyalties; and/or

¹ A “key employee” is any person who is in a position to exercise substantial influence over the affairs of the corporation, as defined in 26 U.S.C. § 4958(f)(1)(A) and 26 C.F.R. § 53.4958-3(c)-(e).

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5. An Excess Benefit Transactions would occur.

For purposes of this Policy

1. Any person who is related by blood or marriage to any Covered Individual, or whose relationship with a Covered Individual is similar to that of persons related by blood or marriage will be deemed a relative of such Covered Individual. Personal;

2. Personal gain may result not only in cases where a Covered Individual or any of his/her relatives has significant ownership in an entity with which Good Days does business, but also when a Covered Individual or any of his/her relatives receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving Good Days;

3. No presumption of guilt is created by the mere existence of a relationship on the part of a Covered Individual with any outside entities; nevertheless, if a Covered Individual has the ability to influence such outside entity with respect to transactions involving purchases, contracts, leases or other transactions or business, such Covered Individual must disclose such potential conflicts of interest to the Corporation's human resources department;

4. A "Covered Interest" exists when any Covered Individual has, directly or indirectly through a Related Party:

- a. an ownership or investment interest in any entity with which Good Days has a transaction or arrangement;
- b. a compensation arrangement with Good Days or with any entity or individual with which Good Days has a transaction or arrangement;
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Good Days is negotiating a transaction or arrangement; and/or
- d. a legal commitment or financial interest, including by virtue of a board appointment, employment position or volunteer arrangement, to act in the interests of another entity or individual.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

5. An "Excess Benefit Transaction" is any transaction in which an economic benefit is provided by Good Days, director or indirectly, to or for the use of a disqualified person and the value of the economic benefit provided by Good Days exceeds the value of the consideration (including the performance of services) received by Good Days. For the purposes of the immediately preceding

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sentence, a disqualified person is any person who was in a position to exercise substantial influence over the affairs of Good Days at any time during a five-year lookback period, ending on the date of the transaction, and includes but is not limited to Good Days' directors, officers and their Related Parties.

Conflicts tend to occur:

1. When a Covered Individual (or a relative, business partner, or organization with which any such person has a formal relationship) has a financial interest in a decision of the Board or any action by Good Days; and
2. When a Covered Individual has a conflict of loyalties even if he or she has no personal interest in the decision or action to be taken.

Covered Individuals are encouraged to err on the side of disclosure and to report any set of circumstances that may appear to pose a conflict of interest, even if there is uncertainty as to whether such circumstances should be disclosed.

Procedure

Every Covered Individual shall file with the Board of Directors an acknowledgement and statement of disclosure on a form provided by Good Days ("Statement of Disclosure") prior to such Covered Individual's initial election, appointment, or hiring, and, with respect to members of the Board, officers and key employees only (the "Control Persons"), annually thereafter. The Statement of Disclosure shall require the Covered Individual to certify that such Covered Individual has received a copy of this Policy, has read and understands this Policy and understands that Good Days is charitable and subject to federal and state laws and regulations, including without limitation health laws and regulations, and in order to maintain its federal tax exemption and to comply with applicable laws and regulations, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes, and to disclose the following information:

1. Any entity of which the Covered Individual is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which Good Days has a relationship;
2. Any transaction in which Good Days is a participant and in which the Covered Individual might have a conflicting interest;
3. Any other facts or circumstances that might constitute a conflict of interest, including, but not limited to (a) any outside employment or consulting work that could constitute a conflict or (b) any board membership or affiliation with other organizations that could constitute a conflict.

All material facts concerning any situation which might be viewed as a conflict of interest with respect to any Control Person must be disclosed to the Board of Directors at least annually, even if previously

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disclosed. Covered Individuals are further required to submit an amended Statement of Disclosure to reflect any material changes or additions to the submitted information that may arise following the submission of such Statement of Disclosure.

Process and Remedy. The Board will determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of Good Days. Where doubt exists regarding whether such a conflict exists or appears to exist, the matter shall be resolved by a majority vote of the Board, without counting the vote of any interested director. A Covered Individual whose potential conflict is under review may not debate, vote, or otherwise participate in such determination, and shall not be present during any such deliberation or vote. If the Board determines that an actual or potential conflict of interest does exist, the Board shall also determine an appropriate remedy. Such remedy may include, for example, the recusal of the conflicted individual from participating in certain matters pending before the Board or any other Good Days body. Specifically, an individual found to have a conflict of interest shall not be present at or participate in Board or committee deliberation, or vote on the matter giving rise to his or her conflict, and such individual shall not attempt to influence the deliberation or voting on the matter giving rise to such conflict. The existence and resolution of such conflict shall be documented in Good Days' records, including in the minutes of any Board meeting at which such conflict was discussed or voted upon.

Approval of Related-Party Transactions.

Good Days shall not enter into any related-party transaction unless such transaction is first determined by the Board of Directors to be fair, reasonable and in the corporation's best interest at the time of such determination.

A related-party transaction is any transaction, agreement, or other arrangement in which a Related Party (as defined below) has a financial interest and in which Good Days or any entity controlled by Good Days, in control of Good Days, or under common control with Good Days (each, a "Good Days Affiliate") would be a party.

The term "Related Party" shall be deemed to include, without limitation:

1. Any Covered Individual;
2. Any director, officer, or key employee of a Good Days Affiliate;
3. Any relative of the above individuals, including any spouse or domestic partner; any parent, sibling, child, grand-child, or great grand-child; and any spouse of a sibling, child, grand-child or great grand-child;
4. Any entity in which any of the above individuals has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%; and

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5. Any other entity or trust in which any Covered Individual or any relative thereof has a material financial interest.

Any Control Person who has an interest in a related-party transaction shall disclose in good faith to the Board of Directors the material facts concerning such interest.

The Board of Directors shall not approve any related-party transaction in which a Related Party has a substantial financial interest, except pursuant to the following procedures:

1. Prior to entering into the transaction, the Board shall consider alternative transactions to the extent available;
2. The Board shall approve the transaction by not less than a majority vote of the directors present at the meeting, provided a quorum is present;
3. The Board shall contemporaneously document in writing the basis for the Board's approval, including its consideration of any alternative transactions;
4. No Related Party may be present for or participate in deliberations or voting relating to the Board's consideration of such transaction, although the Board may request that a Related Party present information concerning the transaction at a meeting of the Board prior to the commencement of deliberations or voting relating thereto, and no Related Party may attempt to intervene with or improperly influence the deliberations or voting on such transaction.

A related-party transaction may be approved if the Board has specifically and in good faith determined after reasonable investigation and in accordance with the procedures described above that:

1. It is aware of all material facts concerning the transaction and the Related Party's interest in the transaction;
2. Good Days will enter into the transaction for its own benefit;
3. The transaction is fair and reasonable as to Good Days and in the best interests of Good Days at the time of determination; and
4. Good Days could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Recordkeeping. With respect to any Board discussion, decision or action involving matters covered by this Policy, the minutes of the Board meeting at which such discussion, decision or action takes place shall reflect in detail the Board deliberations and the voting process, specifically indicating that the any Covered Individual whose situation was considered did not vote. In particular, such minutes shall contain, without limitation, the following:

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1. (a) The names of the persons who disclosed or otherwise were found to have an actual, potential or perceived conflict of interest; (b) the nature of the disclosed interest; (c) any action taken to determine whether a conflict of interest was present; (d) whether the Covered Individual was present during such determination; and (e) the Board's decision as to whether a conflict of interest in fact existed; and

2. (a) The names of the persons who were present for discussions by the Board of the proposed transaction or arrangement; (b) the votes relating to the transaction or arrangement; (c) the content of the discussion, including any alternatives to the proposed transaction or arrangement; and (d) a record of any votes taken in connection with the proceedings.

Such minutes shall also be approved as reasonable, accurate and complete before the later of: (1) the next meeting of the Board; and (2) sixty (60) days after the final actions of the Board are taken.

Compensation

A voting member of the Board who receives compensation, directly or indirectly, from Good Days for services is precluded from voting on matters pertaining to such director's compensation. Good Days shall periodically review the following subjects:

1. Whether compensation arrangements and benefits are: (a) reasonable; (b) based on competent survey information; and (c) the result of arm's length bargaining; and

2. Whether any partnerships, joint ventures and arrangements with management organizations: (a) conform to Good Days' written policies; (b) are properly recorded; (c) reflect reasonable investment or payments for goods and services; (d) further charitable purposes; and (e) do not result in inurement, impermissible private benefit, or an Excess Benefit Transaction.

Violations

If the Board has reasonable cause to believe any Covered Individual has failed to disclose an actual, potential or perceived conflict of interest, it shall inform such Covered Individual of the basis for such belief and afford such Covered Individual an opportunity to explain such alleged failure to disclose. If, after hearing such Covered Individual's response and making any further investigation warranted by the circumstances, the Board determines that such Covered Individual has failed to disclose an actual, potential or perceived conflict of interest, it shall take appropriate disciplinary and corrective action up to and including termination of employment or volunteering, or removal from such Covered Individuals position as an officer or director. Each Covered Individual is responsible for reporting to his or her manager or to the Board any suspected failure to disclose, by any Covered Individual, regardless of position. Conduct that violates this Policy is always considered outside the scope of employment of any employee acting on behalf of Good Days.

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Confidentiality

Good Days shall maintain the confidentiality of any disclosures made in connection with this Policy and limit access to such information to the Board and any other parties who need to know such information. Each Covered Individual shall exercise care not to use, publish or disclose confidential information acquired in connection with disclosures of actual, potential or perceived conflicts of interest during or subsequent to his or her employment or service with Good Days or participation on the Board or as an officer of Good Days.

Outside Advisors

When conducting a determination as to whether a conflict of interest exists or a periodic review, Good Days may, but need not, use outside advisors. If outside advisors are used, such utilization shall not relieve the Board of its fiduciary duties or responsibilities.

Revisions

Good Days expressly reserves the right to change, modify or delete any of the provisions of this Policy without notice.

[End of Policy]