



**THE HAVEN**

**BOARD OF DIRECTORS AND OFFICERS CODE OF ETHICAL CONDUCT**

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## THE HAVEN

### **BOARD OF DIRECTORS AND OFFICERS CODE OF ETHICAL CONDUCT**

#### **1. PURPOSE:**

The purpose of this Code of Ethical Conduct (the “Code”) is to establish a value statement regarding the business and ethical conduct that will form the basis for how The Haven approaches its mission, activities, and people, whether internal or external. Importantly, the Code is intended to deter wrongdoing and promote honest and ethical conduct and ensure to the greatest possible extent that The Haven’s business is conducted in a consistently legal and ethical manner.

This Code states expected norms of behavior for the members of The Haven’s Board of Directors (the “Board”) and its Officers; specific rules, policies and best practices also apply. The Code acts as our ethical compass to guide everything we do. For your part, please take the time to read, understand and promote this Code. The Haven is committed to providing meaningful and sustainable services in fulfilling our mission and delivering value to all of our stakeholders – clients, employees, volunteers, donors and other community members.

#### **2. VALUE STATEMENT:**

The Haven believes that certain principles and core values must guide our actions and relationships. We believe in and are committed to:

- ❖ Recovery with Respect,
- ❖ Supporting clients in achieving their goals,
- ❖ Recovery that is possible for all and is limitless in scope,
- ❖ Assisting our staff with professional and personal development,
- ❖ Contributing to the health of the Tucson community.

#### **3. GENERAL:**

a. **Applicability.** This Code applies to all members of the Board and The Haven’s Officers.

b. **Compliance.**

- i. The Haven, members of the Board and its Officers will comply with the letter and spirit of all lawful requirements applicable to The Haven’s business.
- ii. The Directors and Officers are expected to adhere to the Code in all business transactions relating to The Haven; compliance with the Code is mandatory. The Code is not simply a set of rules, but is to serve as a resource to be used in making decisions that will affect The Haven and its stakeholders. It provides guidance in assessing situations. Demonstrate good judgment; when uncertain about the proper path, seek guidance

from a colleague. Only with all of us working together can we continue to achieve our vision.

#### 4. BOARD MEMBER AND OFFICER CONDUCT GUIDELINES:

- a. **Expense Reports** - By signing an expense report (hard copy or electronic copy) and submitting it for approval, the Director or Officer is verifying that the request for reimbursement is valid and in accordance with The Haven's policies. The Director's individual submission of the expense report is the attestation that the expense(s) is accurately stated, recorded against the proper department expense and account, and incurred by for The Haven business. (See *Finance, Purchasing Policy (FN-015)*)
- b. **Property and Equipment** – A Director or Officer will not use or allow the use of The Haven's property or equipment for other than activities approved by The Haven and without permission from the President/CEO or the President/CEO's designee.
- c. **Copyrighted or Licensed Materials** - It is both illegal and unethical to engage in practices which violate copyright laws or licensing arrangements. It is the policy of The Haven that all Directors and Officers respect the rights conferred by such laws and arrangements and refrain from making unauthorized copies of protected materials such as printed matter and computer software when conducting The Haven's business.
- d. **Personal Health Information** — The Haven complies with the Health Insurance Portability and Accountability Act (HIPAA) and the provisions of 42 C.F.R. Part 2. Medical and similar information of employees and clients will be secured and access granted only to authorized personnel, and members of the Board will not access or seek access to client or employee information without a business reason to do so and prior authorization from the Chair.
- e. **Fraud, Waste, Abuse or Other Wrongdoing**
  - i. The Board, a director or an officer will not participate in any activities that perpetuate fraud, waste, or abuse of The Haven's resources or assets, or permit other wrongdoing by those at The Haven. Fraud consists of an illegal act (intentional wrongdoing), the concealment of this act, and the deriving of a benefit from this act. Waste consists of thoughtless or careless expenditure, consumption or mismanagement of resources owned or operated by The Haven, to the detriment of The Haven. Abuse consists of excessive or improper use or the intentional destruction, manipulation, misapplication, or misuse of resources owned or operated by The Haven.
  - ii. Funds and other assets of The Haven are to be used only for legal and proper business purposes. No false, improper, or misleading entries will be made in the books and records of The Haven. Complete and accurate information is to be given in response to inquiries from auditors and certified public accountants.
  - iii. All payments made by or on behalf of The Haven for any purpose must be:
    - fully described in an authorizing document/resolution, and

- are to be made only for the purpose described in, with
  - the documents and records of The Haven supporting the payment.
- iv. Any director or officer observing actual or perceived fraud, waste, abuse or wrongdoing should immediately notify The Haven’s corporate compliance officer (as shown on a current organizational chart) of the facts or activities observed or may report such directly to the Chair or President/CEO. This provision is in addition to the more general reporting of violations, or potential violations, of the Code, discussed in Section 6, below, which may also be used to report fraud, waste, abuse and general wrongdoing.
- v. Retaliation against any member of the Board, an Officer or anyone else for reporting under this provision Code is prohibited and will not be tolerated by The Haven.
- f. Relationship with Vendors and Suppliers**
- i. The Haven believes in fair and open competition. Board members and officers should not have discussions with vendors, service providers or others about thwarting competition or similar topics and any knowledge of such discussions must be reported immediately to the Chair.
- ii. In any dealings with any vendor, supplier, or other person or entity doing business with The Haven, no member of the Board of The Haven will request, accept, realize, offer to give, or give any payment or other significant thing of value for any reason that is not part of the business transaction documented between The Haven and the vendor, supplier, or other person or entity. This provision is intended to prohibit any personal gain or benefit inuring to any member of the Board, or any person related to a member of the Board of The Haven requesting, implying or receiving a personal benefit from a position with The Haven that is other than the person’s compensation paid by The Haven, if any, while simultaneously prohibiting any affiliated individuals from offering benefits other than those stated in the written agreements with The Haven to vendors, suppliers, or other persons or entities having business transactions with The Haven.
- iii. No member of the Board of The Haven may accept any gifts, favors, items amounting to personal gain or luncheons/dinners, which exceed a nominal value from a vendor, supplier or anyone else having a business relationship with The Haven. Notwithstanding the foregoing sentence and preceding paragraph, gifts, favors, items amounting to personal gain or luncheons/dinner that are “insubstantial in value” and not intended to influence the official acts of the recipients may be accepted, but should be reported to the Chair or President/CEO.
- g. Agreements for Products or Services**
- i. Members of the Board are not usually authorized signatories to written agreements with vendors or others on behalf of The Haven as that responsibility normally falls with the President/CEO or other individuals.

- ii. A written agreement constituting the entire understanding and specifying the services or products to be furnished by the vendor or supplier (“Contracted Party”) and all compensation to be paid, and other relevant terms and conditions, is required for all products and services. The agreement will contain provisions requiring the Contracted Party to comply with applicable laws and The Haven’s policies.
- iii. Commitment to agreement terms, or a Contracted Party will not be made without the advance approval of the President/CEO or such other authorized staff member as is required by the appropriate designation of authority.

**h. Responsibility to and Interactions with Persons Receiving Services (Clients)**

- i. Clients will be treated with respect. All services provided to clients will be in the best interest of those individuals.
- ii. The Haven complies with applicable Federal civil rights laws and does not discriminate in providing services on the basis of race, sex, color, religion, national origin, disability, genetic information, sexual orientation, gender identity, military or veteran status, or any other applicable status protected by state or local law. The Haven provides free language services to people with disabilities to communicate effectively with us, such as qualified sign language interpreters and written information in other formats (large print, audio, accessible electronic formats, and other formats). Discrimination will not be tolerated.
- iii. Confidentiality will be maintained regarding all information obtained in the course of services provided, or learned while a member of the Board or an Officer of The Haven and such confidentiality continues even once service is concluded. Client records will be stored in secured areas and accessed only by authorized personnel. Members of the Board are not to discuss confidential information relating to clients in places where such information might be overheard by individuals without the right to such information, nor are members of the Board or Officers to share client information or records with persons not entitled to the information or records.
- iv. It is possible for Directors to wear more than one hat by providing services to The Haven in addition to their position as a Director and Officer; provided such additional services are done with care. Experience has shown that socialization or some form of service, even volunteer service, with The Haven’s clients by those governing The Haven is generally not beneficial to the parties involved because clients are at The Haven for program purposes.
  - (a) If a member of The Haven’s Board or an Officer desires interaction with a client(s) in any position or capacity other than that as a volunteer member of the Board or an Officer, on or off duty, then the Director or Officer must first obtain written approval from the Chair and the President/CEO after they consult about whether the desired interaction is beneficial for The Haven and, if so, an appropriate scope and an employee supervisor.

- (b) In addition to the above, it is strictly forbidden for any Director or Officer of The Haven to have any romantic relationship with those individuals we serve as clients unless either such relationship was disclosed fully to the President/CEO when either (i) the individual sought to become a client of The Haven and the Director or Officer was already on the Board of Directors of The Haven, **or** (ii) the individual sought to become a member of The Haven’s Board of Directors and the client was already receiving services from The Haven.
- v. Directors and Officers who interact with clients are prohibited from attempting to influence clients or staff in the areas of religion, politics, or other such controversial topics that should be an individual’s choice.
- i. Public Statements/Representation**
  - i. All Members of the Board and the Officers will act in accordance with the highest standards of professional integrity in regard to representation of The Haven.
  - ii. The President/CEO and the Chair (or their delegates) are the designated spokespersons for The Haven, so other Directors and Officers should not be speaking to the media about The Haven. Care will be exercised in actions and statements that are presented to the general public about The Haven and other organizations or agencies with whom we do business or associate, so that such actions or statements do not reflect negatively back to The Haven.
- j. Conflict of Interest & Appearance of Conflict**
  - i. Members of the Board and the Officers must avoid all situations in which their personal interest(s) conflict or might conflict with their duties to The Haven and should immediately disclose such conflict appropriately.
  - ii. Members of the Boards of Directors and Officers are also subject to additional requirements for conflict of interest transactions or situations that raise the appearance of conflicts. (See *Conflict of Interest Policy*)
- k. Information Disclosure for Personal Gain**
  - i. Members of the Board and the Officers will not use for their own financial gain or for that of another any information learned while in the course and scope of their service to The Haven, unless such information is not otherwise already known in the public domain, or The Haven authorizes disclosure in a written authorization.
  - ii. Information prohibited from disclosure includes the following:
    - a) Confidential information obtained as a result of a person’s service with The Haven.

- b) Any personal identification data or financial data of a donor, client or former donor or client.
- c) Any client's or employee's personal health information.
- d) Any information The Haven included within the definition of "confidential information" in the following section of the Code or that which a client has identified as confidential and not subject to public disclosure.

**I. Confidential Information**

- i. Certain of The Haven's records, reports, processes, plans, and other such information are considered proprietary and/or confidential and members of the Board and Officers are prohibited from revealing information concerning those matters without proper authorization.
- ii. The Haven believes in full and complete reporting to regulatory agencies and in provision of information to the public, as required.
- iii. Except as required by law, The Haven cannot be expected to disclose information which might impair its own competitive effectiveness or which might violate the private rights of individuals or institutions.

**m. Employee Discrimination and Harassment -**

- i. The Haven respects individuals and the role of work in their lives. It is The Haven's policy to abide by those laws that prohibit practices of discrimination and harassment, and to maintain a safe and respectful work atmosphere that is free of abusive and unprofessional conduct.
- ii. The Haven prohibits unlawful discrimination against applicants or employees on the basis of age 40 and over, race, sex, color, religion, national origin, disability, genetic information, sexual orientation, gender identity, military or veteran status, or any other applicable status protected by state or local law. Employees and/or affiliated individuals are entitled to freedom from sexual harassment and the right to work in an environment that is not hostile.
- iii. Directors and Officers who interact with clients are prohibited from attempting to influence clients or staff in the areas of religion, politics, or other such controversial topics that should be an individual's choice.

**n. Diversity, Equity, Inclusion and Belonging**

- i. The Haven believes our organization, leadership, clients, vendors, volunteers, and other stakeholders should reflect the diversity of the community in which we operate and provide services. This includes the members of the Board and Officers of The Haven. We value and encourage the broad range of perspectives and capabilities this

diversity brings. The Haven defines diversity as differences of race, ethnicity, national origin, religion, cultural background, gender, age, disability, caste, marital status, political affiliation, pregnancy, health, sexual orientation and gender identity. We expect and promote mutual respect and understanding between people with different personal situations or backgrounds. We advocate for diversity, equity, inclusion and belonging.

- ii. Across every facet of our organization and in our communities, The Haven is committed to creating a culture of conscious inclusion and belonging.

**o. Marketing Practices**

- i. The Haven will avoid deception and deceitful practices regarding marketing and will ensure our marketing material is factual, truthful, and ethical. We will be guided by honesty in serving all stakeholders including clients, employees, donors, and the community in which we operate.
- ii. The Haven will not give unreasonable gifts in exchange for marketing promotions and will follow organizational conflicts of interest procedures.

**p. Statutory and Other Standards of Conduct for Directors and Officers**

- i. Fiduciary Duties.
  - a) Duties. Each Director and Officer shall perform their duties as a Director or Officer, including without limitation their duties as a member of any Committee of the Board, in good faith, in a manner the Director or Officer reasonably believes to be in the best interests of The Haven, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.
  - b) Conflicts of Interest. Conflicts of interest may arise when a Director or Officer, or someone related to such persons, has an interest in a financial transaction with The Haven. Such transactions must be addressed in a certain manner by the Board and according to the policies and procedures in place, including specific review and documentation, in order to ensure that any such transaction is fair and reasonable to The Haven and that it does not violate Section 501(c)(3), 4958 or other applicable provisions of the Internal Revenue Code or Treasury Regulations. (*See Conflict of Interest Policy*)
- ii. Business Judgment.
  - a) Reliance. In the performance of their duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or



presented by the persons designated by The Haven and reasonably believed to be competent to do so.

- b) **Inability to Rely.** A Director or Officer shall not be considered to be acting in good faith if the Director or Officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Director or Officer shall not be liable to The Haven or its Board members for any action the Director or Officer takes or omits to take as a Director or Officer if, in connection with such action or omission, the Director or Officer performs their duties in compliance with this section.
  - c) **Upon Whom A Director or Officer May Rely.** The designated persons on whom a Director or Officer are entitled to rely are: (i) one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; or (iii) a Committee of the Board on which the Director or Officer does not serve if the Director reasonably believes the Committee merits confidence.
- iii. **Directors and Officers Conflicts of Interest / Interested Party Transactions.**
- a) Directors and Officers shall be reputable local citizens representing a diversity of interests and having the potential for contributing to the attainment of The Haven's objectives. Directors shall guard against participation in, or the appearance of participation in, activities which could be interpreted as conflicts of interest between The Haven and their personal interests.
  - b) Any Director or Officer that has a potential conflict or an actual conflict of interest, or that has a family member that has a conflict or perceived conflict, or a related business with a conflict or perceived conflict, shall comply with The Haven's Conflict of Interest Policy.
  - c) A business relationship may exist between a member of the Board and/or their businesses and The Haven when the goods or services provided by such businesses are of the quality, value and timeliness required by The Haven, are unquestionably competitive in cost, and are procured under conditions which in all probability would be seen by reputable and impartial local citizens as correct and proper in the circumstances.
  - d) In the event that a Board member has vested interests in services, materials, equipment, etc., under consideration for procurement by The Haven, the Director or Officer shall follow the Conflict of Interest Policy, including removing herself/himself from the place of discussion of the issue, not attempting to influence the vote, and abstaining from any vote on the matter.

- iv. **Maintaining Confidentiality and Privacy of Information.** Disclosure of confidential information may inhibit the growth and reputation of The Haven, and may affirmatively harm The Haven; therefore, any non-public information should be handled with care and maintained as confidential. The Haven is also committed to conducting its business with integrity with all underlying relationships, including, but not limited to employees, clients, donors, vendors, volunteers, Officers and Board members. Board members and Officers shall protect the confidentiality of information entrusted to them and maintain the privacy of the parties with whom The Haven has relationships by keeping confidential any non-public information disclosed to a Board member or Officer whether that is through a meeting of the Board, a Committee or Task Force, or otherwise.
- v. **Not Trustees.** A Director or Officer, regardless of title, shall not be deemed to be a trustee with respect to The Haven's assets, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

#### 5. **COMMUNICATION PROCEDURES FOR THE CODE:**

- a. **Copies of the Code.** During initial onboarding of each new Member of the Board the individual shall be given a copy of the Code and will be required to sign a statement of understanding of the Code that it is a condition of joining the Board.
- b. **Annually and Updates to the Code.** Annually, all Directors and Officers will be asked to review and sign a statement of understanding of the Code acknowledging that they have re-read the Code, understands it and agrees to abide by it. This annual certification also serves as an important reminder of the Directors' and Officers' important roles and duties for The Haven.

If there is a change in any provision of the Code, a copy of the revised version of the Code shall be distributed to all current Members of the Board and each Board member shall be required to sign a statement that he/she has reviewed the revised provision, understands it, and agrees to abide by it.

#### 6. **REPORT/DISCLOSURE OF A VIOLATION-REPORTING PROCEDURES:**

- a. **Making a Report/Disclosure.** Members of the Board or an Officer who feel that any other Member of the Board or an Officer is not adhering to the Code shall make a report/disclosure to (i) the Chair, (ii) the President/CEO, whichever is not the subject of the report/disclosure, or (iii) The Haven's corporate compliance officer (as shown on a current organizational chart). The procedure is discussed below.
- b. **Concern/Violation.** The purpose of the Code is to ensure the highest integrity of the Board and Officers for the benefit of The Haven and its operations, reputation and service to the community. Accordingly, a member of the Board or an Officer does not need actual proof of a violation or a potential violation before making a report or disclosure of concerns.

Making a report/disclosure allows The Haven to be proactive. When making a report or disclosure, the report should fully and clearly define the nature of the concern or information available when making the report/disclosure and be done immediately or as soon as possible and allow an investigation to be undertaken in order to protect The Haven.

- c. **Procedure Upon Receiving Report/Disclosure.** The person hearing the report/disclosure shall:
  - i. Not investigate the report/disclosure if he/she is in authority over the person making the report/disclosure **or** if he/she is the subject of the report/disclosure.
  - ii. Ensure the person reporting the incident that an investigation will commence within the Haven's corporate compliance policy for complaints/reports is promptly activated and followed. (See *Corporate Compliance Policy (LD-008)*)
  - iii. Upon completion of the investigation, the individual investigating the facts shall meet with the President/CEO to discuss the findings. Depending upon the findings, a decision shall be made as to what action, if any, will be taken.
  - iv. When appropriate, upon completion of the investigation, the Chair or Executive Committee shall be informed of the findings.
- d. **No Retaliation.** Retaliation against any member of the Board or an Officer for reporting a violation of the Code is prohibited and will not be tolerated by The Haven.

7. **GUIDELINES OF CONDUCT:** Although the various matters discussed in this Code do not cover the full spectrum of expected standards of conduct for a Member of the Board and Officer, the standards herein outline the primary principals, ideas and goals sufficient to establish the framework. Any additional activities, should be performed within the similar framework as set forth in this Code as it is representative of The Haven's commitment to the maintenance of high standards of conduct and are to be considered descriptive of the types of behavior expected from all The Haven's Directors and Officers.

8. **APPLICABILITY:** This Code applies to all members of the Board and Officers of The Haven.
- a. Any violations of this Code by a Member of the Board of Director of The Haven will be grounds for disciplinary action, up to and including removal from the Board.
  - b. Any violation of this Code by an individual or entity affiliated with a member of the Board will be grounds for The Haven to terminate the relationship with the affiliated individual or entity.
  - c. The Haven may elect to pursue criminal prosecution and reimbursement, where appropriate, for violations for the Code.

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By signatures below, it is certified that this Code of Ethical Conduct was duly adopted by the Board of Directors of The Haven as of August \_\_\_\_, 2023.

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Barbara Sattler, President

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