

OHIO VALLEY REGION INC. CONFLICT of INTEREST POLICY

The purpose of this conflict-of-interest policy is to prevent the institutional or personal interest of Ohio Valley Region Inc. board members, officers, and staff from interfering with the performance of their duties to the Ohio Valley Region Inc., and to ensure that there is no personal, professional, or political gain at the expense of the Ohio Valley Region Inc. This policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any conflicts of interest and the recusal of any interested party in a decision relating thereto.

A conflict of interest may exist when the interest or potential interest of any director, officer, or staff member, or that persons close relative, or any individual, group, or organization to which the person associated with the Ohio Valley Region Inc. has allegiance, may be seen as competing with the interests of the Ohio Valley Region Inc., or may impair such person's independence or loyalty to the Ohio Valley Region Inc. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, officer, or staff member in a manner that is adverse to the interest of the Ohio Valley Region Inc.

Examples

A conflict of interest may exist if a director, officer, staff member, or close relative

- * Has a business or financial interest in any third party dealing with the Ohio Valley Region Inc. This does not include ownership interest of less than 5% of outstanding securities of public corporations.
- * Holds office, serves on a board, participates in management, or is employed by any third party dealing with the Ohio Valley Region Inc., other than direct funders to the Ohio Valley Region Inc.
- * Derives remuneration or other financial gain from a transaction involving the Ohio Valley Region Inc. (other than salary reported on a W-2 or W-9 or salary and benefits expressly authorized by the board.
- * Receives gifts from any third party on the basis of his or her position with the Ohio valley Region Inc. (other than occasional gifts valued at no more than \$(50), or if valued at more than \$(50), the gift is made available in a team space or common area for others to share—e.g, fruit baskets, boxes of candy. All other gifts should be returned to the donor with the explanation that the Ohio Valley Region Inc. policy does not permit the acceptance of gifts. No personal gift of money should ever be accepted.
- *Engages in any outside employment or other activity that will materially encroach on such a person's obligations to the Ohio Valley Region Inc. : compete with Ohio Valley Region Inc. activities; involve any use of Ohio Valley Region Inc. equipment,

supplies, or facilities; or imply Ohio Valley Region Inc. sponsorship or support of the outside employment or activity.

Use of information

Directors, officers, and staff shall not use information received from participation in Ohio valley Region Inc. affairs, whether expressly denominated as confidential or not, for personal gain or to the detriment of the Ohio valley Region Inc.

Disclosure and Recusal

Whenever any director has a conflict of interest or a perceived conflict of interest with the Ohio valley Region Inc., he or she shall notify the board chair of such conflict in writing.

Whenever any staff member (paid or volunteer) has a conflict of interest or a perceived conflict of interest with the Ohio Valley Region Inc., he or she shall notify the Board chairman of such conflict in writing.

When any conflict of interest is relevant to a matter that comes under consideration or requires action by the Board, or a Board committee, the interested person shall call it to the attention of the Board chair and shall not be present during Board or committee discussion or decision on the matter. However, that person shall provide the Board or applicable committee with any and all relevant information on the particular matter.

The minutes of the meeting of the Board or its committee shall reflect that the conflict of interest was disclosed, that the interested person was not present during discussion or decision on the matter, and did not vote.

Dissemination

A copy of this conflict-of-interest policy shall be furnished to each director, officer and staff member who is presently serving this organization or who may become associated with it.

Certification

The policy and its application shall be reviewed annually for the information and guidance of directors, officers, and staff members, each of whom has a continuing responsibility to scrutinize their transactions and outside business interest and relationships for potential conflicts of interest, and make such disclosures as described in this policy.

As administered by the chief executive, each director will be asked to complete a certification of agreement with the policy and disclosure of any known conflicts of

interest upon his or her election or re-election to the Board and annually thereafter. As administered by the employee in charge of human resources, each senior staff member will be asked to complete such certification upon his or her employment and on an annual basis thereafter. All certifications shall be reviewed by the Board as appropriate.

CONFLICT CERTIFICATION for the OHIO VALLEY REGION INC.
Board and Senior Staff

I have read and agree to abide by the Ohio Valley Region Inc's. Conflict-of-Interest Policy. To the best of my knowledge, I have no conflicts-of-interest as described in this policy.

Signature

Date

Name (please print)