



Western HVAC Performance Alliance Inc. (WHPA)

Physical Address: 29991 Canyon Hills Road, Suite 1709-303, Lake Elsinore, CA 92532

Mailing Address: 524 San Anselmo Avenue, Suite 109, San Anselmo, CA 94960

951-244-6400 • info@whpa-inc.org

Annual Conflict of Interest Disclosure Statement

The Western HVAC Performance Alliance Inc. (WHPA) shall use reasonable and diligent efforts to maintain the confidentiality of all information provided in this statement.

The policy of the WHPA (see pages 2-4) is to avoid any conflict of interest, or appearance of conflict, in connection with any transaction. This includes any transaction between the WHPA and any person or entity who is affiliated, has a material ownership or investment interest, currently or within the past year, or is negotiating a major transaction with the WHPA. Conflict of Interest Disclosure Statements are required to be completed upon hire, as an employee of the WHPA or upon appointment to the Board, or to any board or advisory committee. Disclosure statements will be updated annually at the beginning of each calendar year and should be updated throughout the year as affiliations change.

Please review the detailed COI policy below (page 2-4) before completing and signing the COI Disclosure Statement.

Please return this Statement to the Executive Director of the WHPA by January 31.

Name (please print): _____

Capacity: _____
(Board, Committee Member, Staff)

1. Philanthropic or other Nonprofit Organization, Government Board or For Profit HVACR Interests: Please disclose all official positions which *you* currently hold or have held within the last two (2) years as a director, trustee, employee, volunteer, member, advisor or consultant to such types of organizations. Note that disclosure of any potential conflict of a family member is to be made at the time of decision.

Name of Organization

Position Held/By Whom

2. Business Interests: Please attach a list all major entities where you have any material ownership or investment interest that may create a conflict of interest or the appearance of a conflict of interest. *Material* means there is a substantial likelihood that a reasonable person would consider it important to making a decision.

3. Declaration: I acknowledge that I have received, read, and agree to comply with the WHPA's Conflict of Interest Policy. By signing this disclosure statement, I agree that should any affiliations arise hereafter in which I have or potentially have a conflict of interest, I will, as soon as I become aware of such conflict, disclose such conflict to the Chair of the Board.

Signature: _____ Date: _____



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Conflict of Interest Policy

I. Purpose

The WHPA encourages the active involvement of its directors, officers, and employees in the community. In order to deal openly and fairly with actual and potential conflicts of interest that may arise as a consequence of this involvement, the WHPA adopts the following Conflict of Interest Policy.

II. Policy

Directors, officers, and employees are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests of a director or employee and those of the WHPA. A conflict of interest exists when the loyalties or actions of a director, officer, or employee are divided between the interests of the WHPA and the interest of the director, officer, or employee. Both the fact and the appearance of a conflict of interest should be avoided.

III. Definitions

Affiliated, affiliation includes all direct and indirect financial interests between a director, officer, or employee and a person with whom the WHPA is considering entering into any transaction. It also includes any other interest that may influence the judgment of a director, officer or employee. An objective test is applied to determine whether an affiliation exists between the director or employee and the other person: whether the involvement or relationship of the director, officer, or employee with the other person is such that it reduces the likelihood that the director, officer, or employee can act in the best interests of the WHPA.

Person means any individual, trust, estate, partnership, association, company or corporation.

Substantial influence over the WHPA. The following persons are deemed to have substantial influence over the WHPA: each member of the Board of Directors; the officers of the WHPA, and such persons' spouses, ancestors, children, grandchildren, great grandchildren, brothers, sisters and the spouses of the children, grandchildren, great grandchildren, brothers and sisters; and an entity in which such persons hold more than 35 percent of the control. Furthermore, any person who met one of these definitions in the five (5) years before the proposed transaction is deemed, for purposes of this Policy, to have substantial influence over the WHPA.

IV. Procedures

Duty to Disclose

Each employee shall disclose to the Executive Director all material facts regarding the affiliation of such employee with any person with whom the WHPA is considering entering a transaction. The employee shall make that disclosure promptly upon learning of the link between that person and transaction.

The Executive Director and any other person with substantial influence over the WHPA shall disclose to the Board all material facts regarding his or her affiliation with any person with whom the WHPA is considering entering a transaction. The Executive Director or person with substantial influence shall make that disclosure promptly upon learning of the link between that person and the transaction. If there is a question as to whether the employee has substantial influence over the WHPA, the Executive Director shall present this issue to the Board of Directors, and the Board shall resolve the matter.



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At any meeting of the Board at which a transaction involving an affiliated person will be considered, a director shall disclose to the members of the Board all material facts regarding the director's affiliation with any person with whom the Board is considering entering into any transaction.

Determining Whether a Conflict of Interest Exists

- A. With regard to an employee without substantial influence over the WHPA, the Executive Director shall determine whether a conflict of interest exists.
- B. With regard to the Executive Director, or a person with substantial influence over the WHPA, the Board shall determine if a conflict of interest exists.
- C. After an affiliation disclosure by a director at a Board meeting, the director shall leave the meeting while the implications of the affiliation are considered and voted upon. The remaining Board members shall determine if a conflict of interest exists.

Consequences of the Existence of a Conflict of Interest

- A. With regard to an employee without substantial influence over the WHPA, the Executive Director shall decide the appropriate response by the WHPA once a conflict of interest has been determined to exist. An employee may appeal any adverse determination to the Board.
- B. With regard to the Executive Director or a person with substantial influence over the WHPA, the Board shall follow the procedures set forth in Section V in order to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are reasonable.
- C. In the case of a director, if it is determined that a conflict of interest exists, the director shall leave the meeting while the transaction is discussed and shall not vote on it. The remaining directors shall follow the procedures set forth in Section V in order to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are reasonable.

V: Findings of the Board

If the Board of Directors determines that a person with substantial influence over the WHPA (such person) has a conflict of interest with regard to a transaction of the WHPA, the WHPA may engage in the transaction only if the following conditions are met prior to the transaction:

- A. Such person shall disclose to the Board all material facts concerning the person's affiliation with the transaction.
- B. The Board shall review the material facts. The transaction may be approved only if a majority of the directors, not counting the vote of such person, concludes that:
 - (1) The proposed transaction is fair and reasonable to the WHPA, and
 - (2) The WHPA proposes to engage in this transaction for its own purposes and benefits and not for the benefit of such person, and
 - (3) The proposed transaction is the most beneficial arrangement which the WHPA could obtain in the circumstances with reasonable efforts.



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The minutes of any meeting at which such a decision is taken shall record the nature of the affiliation and the material facts disclosed by such person and reviewed by the Chair of the Board.

VI: Annual Statements

Each person who is deemed to have substantial influence over the WHPA shall sign an Annual Disclosure Statement which affirms that the person has received a copy of this Conflict of Interest Policy, has read and understood the Policy, and has agreed to comply with the Policy, and discloses any direct or indirect affiliations.

All Annual Disclosure Statements shall be submitted to the Secretary of the WHPA and filed with the minutes of the first meeting of the Board of Directors held each year.

VII: Remedies

Any director who fails to comply with this Conflict of Interest Policy may, in the discretion of the Board of Directors, be censured or be removed from the Board. If an employee who is deemed to have substantial influence over the WHPA fails to comply with this Conflict of Interest Policy, he or she may be put on notice or terminated, in the discretion of the Board of Directors. Any other employee who fails to comply with this Conflict of Interest Policy may be put on notice or terminated, in the discretion of the Executive Director.

VIII: Periodic Reviews

To ensure that the WHPA operates in a manner consistent with its charitable purposes and its status as an organization exempt from federal income tax, the Board shall authorize and oversee a periodic review of the administration of this Conflict of Interest Policy. The review may be written or oral. The review shall consider the level of compliance with the Policy, the continuing suitability of the Policy, and whether the Policy should be modified and improved.