

FRIENDS OF KAIROS NICARAGUA, INC.
FORMAL POLICIES 2014.12.02 updated 2015.03.01

Conflict of Interest Policy

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:

- a) fully disclose the nature of the interest and
- b) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Each Director is required to file an annual notice with the Organization regarding any interests which could reasonably be seen as a conflict of interest with any of the Organization's initiatives. This may relate to their personal interests or those of family members, or other organizations of which they are a member.

IRS Form 990 Board Review Process

The IRS uses Form 990 to encourage transparent integrity and Board involvement in all matters affection the Organization. To support that end, the Chair will send a copy of the proposed IRS Form 990 to The Board of Directors two weeks prior to its filing date.

The Board of Directors will formally respond to the Chair or the Managing Director of the Organization and approve the filing, and or provide suggestions for modifications to the filing.

The Board will discuss the proposed Form 990 filing at a formal board meeting, and approve or modify its final form. The results of this discussion will be formally noted by the Secretary in the Board meeting minutes.

Public Access to Information Policy

The Organization publishes all formal documents and filings on its own website:

www.friends-of-kairos-nicaragua.

These forms are retained on the website for the period specified in the official document retention policy. This policy includes the following documents:

- Financial reports and statements.
- Meeting agendas and minutes.
- IRS Form 990 filing.

Meeting Documentation Policy

All meetings of the Board of Directors will be called by mail or email, by the Chair or the Vice-Chair, with two week's notice, in accordance with the By-Laws.

A proposed agenda will be provided with the meeting call.

The meeting discussion will be documented in formal meeting minutes by the Board Secretary. These meeting minutes are then circulated to the Board Members for review and approval. When approved, the minutes are posted to the Organization web site for publication.

Document Retention Policy

All official documents of the Organization are retained for the normal legal requirement of 3 years. The documents are normally maintained only in electronic form. After 3 years, the documents are committed to the historic archives of the Organization.

Whistleblower Policy

The Organization actively seeks information from all sources regarding any violation of legal or ethical standards, regarding its Board Members or the beneficiaries of any of its initiatives. It is the intent of the Organization to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance.

Any Board Member who receives this form of complaint or issue, will bring it to the attention of the full Board, protecting the confidentiality of the complainant, if that appears to be necessary.

On the presentation of a complaint or issue of this kind, the Board will formally review the matter, excluding any party that is potentially implicated in the issue. The Board will formally decide on the appropriate action, and note the result and rationale in the meeting minutes.

To encourage this type of reporting and discussion, no negative action will be taken as against anyone bringing such a matter to the attention of the Organization.

Gift Acceptance Policy

The Organization actively seeks contributions in support of its initiatives. But the Organization cannot accept gifts which are designated specifically for a given purpose or external organization. If a donor expressly requests such a designation, prior to accepting the gift, the Organization will inform them of this policy, and indicate that it will only make a best efforts attempt to honor that designation.

The Organization does not accept non-cash gifts, or gifts in kind. Any exception to this policy must be reviewed and approved by a meeting of the Board of Directors.

Compensation to Board Members adopted 2015/03/01

It is the goal of Friends of Kairos Nicaragua Inc. to keep the overhead expenses as low as possible, so that any funds contributed can be used in furtherance of our Mission. To that end, we adopt the following Policy with regard to Board Members' Compensation and expenses.

- **Direct Compensation:** Members of the Board of Directors receive no direct compensation for their activities on behalf of the Corporation.
- **Contribution Receipts:** In order to facilitate the contributions of Board Members, the Corporation may issue a contribution receipt to a Board Member for the amount of an expense covered under this policy.
- **Board Member Expenses:** Board members' expenses can be reimbursed only if they are covered under the terms and with the procedures documented in this policy. The Board may approve an expense or contribution receipt to a Board Member that is in accordance with this Policy in the following manner.
 - The expense must be incurred on behalf of the Corporation, and approved by a motion of the Board of Directors.
 - In exceptional circumstances, the expense or receipt may be acted on by a unanimous vote of the Board via email or telephone conference. In this case, the matter must also be noted in the next formal Board meeting and detailed in the minutes of that meeting.
 - The expense or receipt may also be approved by a simple majority of the Board in a formal Board meeting, and noted in the minutes of that meeting.
 - The approved receipt or expense must be reviewed and approved by the Treasurer for other Board Members, and by the President if the Treasurer is the recipient of the compensation or receipt.
- **Reimbursement:** Members of the Board may be reimbursed for normal business expenses incurred on behalf of the Corporation in accordance with the adopted procedure.
- **Travel Expenses:** If Board members travel on behalf of the Corporation, they pay for their own expenses on such trips as a contribution to the Corporation. In order to facilitate their travel, the Board may accept a donation intended to cover a member's travel expense, and then pay for that expense. The Board may also issue a charitable contribution receipt for the amount expended by the Board Member. The expense must be incurred on behalf of the Corporation, and a validated receipt for such expense must be submitted. These expenses or contribution receipts must be formally approved at a Board meeting as noted above.
- **Frequent Flyer Miles:** If a Board member uses a frequent flyer mile program to cover some portion of their travel expense on behalf of the Corporation, the Treasurer will issue that Board Member a charitable donation receipt equivalent to the current cost of a similar air fare for that trip. If the Treasurer is the recipient of this receipt, the President will issue the document.