



CONFLICT OF INTEREST POLICY

ARTICLE I PURPOSE

1.1 Purpose. The purpose of this Conflict of Interest Policy (“Policy”) is to protect the interest of **MENORAH PARK**¹ when it is contemplating entering into a transaction or arrangement that might: (a) result in a Conflict of Interest; (b) result in a Related Party Transaction; (c) result in a possible Excess Benefit Transaction; or (d) otherwise benefit the private interest of a director, officer, or Key Person of the Corporation. This Policy is intended to assist the Corporation’s directors, officers, and Key Persons act in the best interest of the Corporation and comply with applicable laws. This Policy is also intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to not-for-profit and charitable organizations.

ARTICLE II DEFINITIONS

2.1 Definitions. As used in this Policy, the following capitalized terms shall have the meanings ascribed to such terms in this **Article II**:

(a) “Affiliate” means, with respect to the Corporation, any entity controlled by, or in control of, the Corporation.

(b) “Conflict of Interest” means, as determined by the Governing Body hereunder: (A) possessing any Financial Interest or personal interest, direct or indirect; (B) participating in any business, transaction, or professional activity which is in substantial conflict with any director’s, officer’s, or Key Person’s duties to the Corporation; or (C) incurring any obligation of any nature which is in substantial conflict with any director’s, officer’s, or Key Person’s duties to the Corporation. Circumstances which may suggest that a Conflict of Interest exists include, without limitation, the following:

(i) a director, officer, or Key Person participates in a decision in which such person may be unable to remain impartial in choosing between the interests of the Corporation and such person’s Financial Interests or personal interests or those of a Related Party;

¹ The following legal entities comprise Menorah Park: Menorah, Park, Jewish Home of Central New York, Inc., Jewish Home of Central New York Senior Apartments, Inc., Jewish Home of Central New York Residential Living, Inc, Menorah Park Group Residences, Inc., Syracuse Jewish Family Service, Inc., and Menorah Park Institute, Inc. (IMPARA). Each entity is referred to as a “Corporation” under this Policy.

(ii) a director, officer, or Key Person has access to confidential information of the Corporation which could be used for personal benefit or gain or for the personal benefit or gain of a Related Party; or

(iii) a director, officer, or Key Person receives a financial or other benefit from an Excess Benefit Transaction.

(c) “Excess Benefit Transaction” means a transaction in which an economic benefit is provided by the Corporation, directly or indirectly, to or for the use of an entity or individual, and the value of the economic benefit provided by the Corporation exceeds the value of the consideration (including the performance of services) received by the Corporation.

(d) “Financial Interest” means having, whether through a business, an investment or a Related Party, a direct or indirect:

(i) ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(ii) compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(iii) potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

As used in this **Section 2.1(d)**, “compensation” includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a Conflict of Interest. Under **Section 3.2** hereof, a person who has a Financial Interest may have a Conflict of Interest only if the Governing Body decides that a Conflict of Interest exists.

(e) “Governing Body” means the Audit Committee of the Corporation or, if there shall be no Audit Committee at such time, the Board of Directors of the Corporation.

(f) “Interested Person” means any director, officer, Key Person, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest.

(g) “Key Person” means any person, other than a director or officer, whether or not an employee of the Corporation, who: (i) has responsibilities, or exercises power or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the Corporation or a segment of the Corporation that represents a substantial portion of the activities, assets, income, or expenses of the Corporation; or (iii) alone, or with others, controls or determines a substantial portion of the Corporation’s capital expenditures or operating budget.

(h) “Related Party” means: (i) any director, officer, or Key Person of the Corporation or any Affiliate of the Corporation; (ii) any Relative of any individual described in clause (i) of this subsection (**h**); or (iii) any entity in which any individual described in clauses (i) and (ii) of this subsection (**h**) has a thirty-five percent (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 five percent (5%).

(i) “Related Party Transaction” means any transaction, agreement, or any other arrangement in which a Related Party has a Financial Interest and in which the Corporation or any Affiliate of the Corporation is a participant, except that a transaction shall not be a Related Party Transaction if: (i) the transaction or the Related Party’s Financial Interest in the transaction is *de minimis*; (ii) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or (iii) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission, which benefit is available to all similarly situated members of the same class on the same terms.

(j) “Relative” means, with respect to any individual: (i) his or her spouse or domestic partner as defined in Section 2994-A of the New York Public Health Law; (ii) his or her ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, and great-grandchildren; or (iii) the spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great-grandchildren.

ARTICLE III PROCEDURES

3.1 Procedure for Disclosing a Conflict of Interest. In connection with any actual or potential Conflict of Interest, an Interested Person shall immediately disclose to the Governing Body the existence of such Conflict of Interest and all material facts relating thereto.

3.2 Determining Whether a Conflict of Interest Exists.

(a) After disclosure of the actual or potential Conflict of Interest and all material facts, and after any discussion with the Interested Person, such Interested Person shall leave, and not participate in, the Governing Body’s meeting while the determination of a Conflict of Interest is discussed, deliberated, and voted upon. Any director who is present at such meeting but not present at the time of a vote due to a Conflict of Interest shall be determined to be present at the time of the vote.

(b) The remaining directors of the Governing Body shall determine, by a majority vote of such disinterested persons, whether a Conflict of Interest exists. An Interested Person is prohibited from making any attempt to influence improperly the deliberation or voting on the matter giving rise to the Conflict of Interest.

3.3 Procedures for Addressing and Documenting a Conflict of Interest.

(a) An Interested Person may make a presentation at the Governing Body’s meeting, but, after the presentation, such Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible Conflict of Interest.

(b) The chair of the Governing Body shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Governing Body shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Governing Body shall determine, by a majority vote of the disinterested directors of the Governing Body, whether the transaction or arrangement is in the Corporation's best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination, the Governing Body shall make its decision as to whether to enter into the transaction or arrangement.

(e) Upon making its final determination, the Governing Body shall document the existence and resolution of the Conflict of Interest in the Corporation's records and in accordance with **Article IV** of this Policy.

3.4 Procedures for Disclosing, Addressing, and Documenting a Related Party Transaction.

(a) Any director, officer, or Key Person who has an interest in a Related Party Transaction shall immediately disclose in good faith to the Governing Body the material facts concerning such interest.

(b) The Corporation shall not enter into any Related Party Transaction unless the transaction is determined by the Governing Body to be fair, reasonable, and in the Corporation's best interest at the time of such determination.

(c) With respect to any Related Party Transaction involving the Corporation and in which a Related Party has a substantial Financial Interest, the Governing Body shall: (i) prior to entering into the transaction, consider alternative transactions to the extent available; (ii) approve the transaction by not less than a majority vote of the directors of the Governing Body present at the meeting; and (iii) contemporaneously document in writing the basis for the Governing Body's approval, including its consideration of any alternative transactions.

(d) No Related Party may participate in deliberations or voting related to a Related Party Transaction; provided, however, that the Governing Body may request that the Related Party present information as background or answer questions concerning the Related Party Transaction at the meeting of the Governing Body prior to the commencement of deliberations or voting relating thereto. Any director who is present at a meeting of the Governing Body, but not present at the time of a vote due to a Related Party Transaction, shall be determined to be present at the time of the vote.

3.5 Violations of this Policy.

(a) If the Governing Body has reasonable cause to believe a director, officer, Key Person, or member of a committee with Board-delegated powers has failed to disclose an actual or possible Conflict of Interest or Related Party Transaction, it shall inform such person of the basis for such belief and shall afford such person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing such person's response and after making further investigation as warranted by the circumstances, the Governing Body determines that such person has failed to disclose an actual or possible Conflict of Interest or Related Party Transaction, the Governing Body, or the appropriate level of management, shall take appropriate disciplinary and corrective action.

ARTICLE IV RECORDS OF PROCEEDINGS

4.1 Minutes. The minutes of the Governing Body shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present, the Governing Body's decision as to whether a Conflict of Interest in fact existed, and any resolution of the Conflict of Interest by the Governing Body.

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

(c) If the Governing Body votes to approve a Conflict of Interest, the basis on which the Governing Body made that decision, including a statement as to why considered alternatives were rejected.

ARTICLE V COMPENSATION

5.1 Compensation. No director or officer who may benefit from compensation, directly or indirectly, from the Corporation for services rendered may be present at or otherwise participate in any Board or committee deliberation or vote concerning such person's compensation. Notwithstanding the foregoing, the Board or authorized committee is permitted to request that a person who may benefit from such compensation present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting relating thereto. Nothing herein shall be construed to prohibit a director from deliberating or voting concerning compensation for service on the Board that is to be made available or provided to all directors of the Corporation on the same or substantially similar terms.

ARTICLE VI ANNUAL STATEMENTS

6.1 Annual Statements. Each director (and, in the discretion of the Governing Body, any officer, Key Person, or member of a committee with Board-delegated powers) shall, prior to his or her initial election or appointment and thereafter annually, complete, sign, and submit to the secretary of the Corporation, or other designated compliance officer, a written statement:

- (a) Affirming such person:
 - (i) has received a copy of this Policy;
 - (ii) has read and understands this Policy;
 - (iii) has agreed to comply with this Policy; and
 - (iv) understands that the Corporation is charitable and, in order to maintain its federal tax exemption, the Corporation must engage primarily in activities which accomplish one or more of its tax-exempt purposes; and

- (b) Identifying, to the best of such person's knowledge, any entity of which such person is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee, and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which such person might have a conflicting interest.

6.2 Completed Statements. The secretary of the Corporation, or other designated compliance officer, shall provide a copy of all completed statements to the chair of the Governing Body.

ARTICLE VII PERIODIC REVIEWS

7.1 Periodic Reviews. To assist the Corporation to operate in a manner consistent with its charitable purposes and not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's-length bargaining; and

- (b) Whether partnerships, joint ventures, and arrangements concerning the management of the Corporation conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an Excess Benefit Transaction.

7.2 Use of Outside Experts. When conducting the periodic reviews as provided for in this Article, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Amended: 12/22/2023