

# **Columbus Running Club Policy Manual**

Adopted September 19, 2013

The following policies are implemented to provide guidance for the Columbus Running Club (CRC) membership and Board of Directors. This policy manual supplements the CRC Bylaws.

The following policies are currently used for governance of the CRC.

1. Conflicts-of-Interest
2. Ethics
3. Whistleblower
4. Record Retention and Document Destruction
5. Criminal Background Check

## **Columbus Running Club Conflicts-of-Interest Policy**

Board Approved September 19, 2013

The Officers, Directors, and employees of the Columbus Running Club (CRC) owe a duty of loyalty to the CRC, which requires that in serving CRC they act, not in their personal interests or in the interests of others, but rather solely in the interests of the CRC. Officers, Directors, and employees must have undivided allegiance to CRC 's mission and may not use their positions, information they have about CRC, or CRC 's property, in a manner that allows them to secure a pecuniary benefit for themselves or their relatives.

The conduct of personal business between any Officer, Director, and employee and CRC is prohibited. Business transactions of the CRC in which an Officer, Director, or employee has an interest shall not be prohibited, but they shall be subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that they are in the best interests of CRC and that they will not lead to conflict of interest. For the purposes of this policy, an Officer, Director, or employee has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, director, general manager, principal officer, or employee in any such organization. Prior to the start of any negotiations, or consideration of a grant request by the CRC, Officers, Directors, and employees are expected to make full disclosure to the best of their knowledge of any dual interest in a proposed transaction by submitting a report to the President or other officer designated by the Board to handle such matters, supplying any reasons why the transaction might not be in the best interest of CRC. In matters requiring prior approval of the Board of Directors, the President or other officer shall forward copies of this disclosure report to the Board before its approval. An Officer, Director, or employee with a dual interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter.

An Officer, Director, or employee shall not use inside information of the CRC for his/her personal benefit, or use such inside information or his/her position as Officer, Director, or employee to the detriment of CRC. Inside information is information obtained through the Officer's, Director's, or employee's position that has not become public information. Each Officer, Director, and employee has a duty to place the interests of CRC foremost in any dealings involving the CRC and has a continuing responsibility to comply with the requirements of this Policy. On an annual basis, each Officer and Director is required to complete a Conflict-of-Interest Disclosure Statement.

## Columbus Running Club Conflict-of-Interest Disclosure Statement

Please initial and date in the space at the end of Item A or complete Item B, whichever is appropriate, complete Item C, and sign and date the statement and return it to the President.

A. I am not aware of any relationship or interest or situation involving my family or myself which might result in, or give the appearance of being, a conflict of interest between such family member or me on one hand and the Columbus Running Club on the other. \_\_\_\_\_

B. The following are relationships, interests, or situations involving me or a member of my family which I consider might result in or appear to be an actual, apparent or potential conflict of interest between such family members or myself on one hand and the Columbus Running Club on the other.

For-profit corporate directorships, positions, and employment with: \_\_\_\_\_

Nonprofit trusteeships of positions: \_\_\_\_\_

Memberships in the following organizations: \_\_\_\_\_

Contracts, business activities, and investments with or in the following organizations: \_\_\_\_\_

Other relationships and activities: \_\_\_\_\_

C. My primary business or occupation at this time is: \_\_\_\_\_

I have read and understand the Columbus Running Club's conflict-of-interest policy and agree to be bound by it. I will promptly inform the President of the Columbus Running Club of any material change that develops in the information contained in the foregoing statement.

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Type/print name

Signature

Date

# Columbus Running Club Ethics Policy

Board Approved September 19, 2013

CRC Board, Staff and Volunteers must:

- Be honest and ethical in their conduct, including ethical handling of actual or apparent conflicts of interest between personal and professional relationships that may benefit an individual at the expense of the CRC – The CRC has a board approved Conflict of Interest Policy that all Board Members and staff are required to sign and comply with. Any new conflicts should be reported.
- Comply with applicable laws, rule and regulations governing the organization
- Deal fairly with CRC staff, members, sponsors, and volunteers – expectations should be clearly outlined and communicated.
- Address conflicts that arise proactively and professionally and adhere to the Board approved Whistleblower Policy.
- Provide Information that is accurate, objective, relevant, timely, and understandable.
- Proactively promote ethical behavior as a responsible partner among peers in the work environment.
- Protect and ensure the proper use of company assets.
- Prohibit improper or fraudulent influence over the external auditor
- Matters discussed in an executive session of the Board shall not be disclosed to others.

Matters discussed in open session that are determined by the Board to be confidential, proprietary, sensitive, or valuable may only be disclosed to others when authorized by the CRC President. Documents marked confidential and/or "for internal use only" shall not be given to unauthorized persons.

A Board or office staff member may not agree with the outcome of every decision made by the Board as a whole. In such cases, the member may express his or her personal views on the issue. This should be balanced with acknowledgment that the outcome is the decision of the Board and is accepted by the member.

I, \_\_\_\_\_ have received a copy of the CRC Code of Ethics Policy.

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Type/print name

Signature

Date

## **Columbus Running Club Whistleblower Policy**

Board Approved September 19, 2013

The CRC requires directors, officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

### **Reporting Responsibility**

It is the responsibility of all directors, officers, employees, and volunteers to comply with CRC policies and to report violations or suspected violations of the law in accordance with this policy.

### **No Retaliation**

No director, officer, employee, or volunteer, who in good faith reports a violation of the law, shall suffer harassment, retaliation, or adverse employment consequence even if the report is mistaken, or against any employee or individual who assists in the investigation of a reported violation. An employee, officer or director who retaliates against someone who has reported a violation of the law in good faith is subject to disciplinary action up to and including termination of employment or removal from the organization. This Whistleblower Policy is intended to encourage and enable employees and others to raise concerns about illegal activity within the organization.

### **Reporting Alleged Violations**

Officers, directors, and employees are expected to report suspected violations of CRC policies or illegal activities to the CRC President. If the CRC President is alleged to be in violation of the law, then the report should be submitted to the Treasurer and Secretary. A submitted report will be investigated by the Treasurer and Secretary with assistance from the President and Vice President. If legal council is needed, it will be engaged at that time by the Vice President. The Treasurer is authorized to retain legal council to address a complaint if it involves the President. A report of findings will be submitted to the Board with recommendations for action.

Suspected illegal activity or suspected violations of CRC policies may be submitted on a confidential basis by the complainant. Reports will be kept confidential to the extent possible except to the extent necessary 1) to conduct a complete and fair investigation, or 2) for review of CRC operations by the CRC Treasurer, the CRC 's independent public auditor and the CRC 's legal counsel.

For a proper investigation to be conducted as much information as possible should be reported and it should clearly outline the perceived illegal act or violation of CRC policies. The report should outline a specific incident with dates and names of individual(s) involved. This report should be supplied in order to conduct a sufficient investigation.

### **Accounting and Auditing Matters**

The Audit Committee shall address all reported concerns or complaints regarding

corporate accounting practices, internal controls, or auditing. The Chair of the Audit Committee shall immediately report to the CRC President if any illegal accounting practices are reported by the independent auditors and will work with the Audit Committee until the matter is resolved.

### **Acting in Good Faith**

Anyone filing a complaint concerning suspected illegal activity or a violation of CRC policies must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the law or CRC policies. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as malfeasance and addressed accordingly.

### **Handling of Reported Violations**

The appropriate person as outlined in this policy to receive an official complaint will notify the complainant and acknowledge receipt of the reported within 5 business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. Outside legal counsel may be consulted as needed or warranted by the complaint.

Adapted for the CRC from the sample Whistleblower Policy written by the National Council of Nonprofit Associations, [www.ncna.org](http://www.ncna.org). 2004.

### **Examples of Illegal Activities**

The following is a non-exhaustive list of the kinds of activities that should be reported:

- Supplying false or misleading information on the CRC 's financial or other public documents, including its Form 990
- Providing false information to or withholding material information from the CRC's independent auditors
- Destroying, falsifying, or concealing any records that are official documents of the organization and if the actions are in violation of the law
- Altering, destroying, or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding or otherwise obstructing, influencing, or impeding any official proceeding, in violation of federal or state law or regulations
- Embezzling CRC funds or benefiting financially through association with the CRC, for example serving on the board and entering into a financially beneficial contract with the organization
- Paying for services or goods that are not rendered or delivered. "Laundering" funds. • Using remarks or actions of a sexual nature that are not welcome and are likely to be viewed as personally offensive, including sexual flirtations; unwelcome physical or verbal advances; sexual propositions; verbal abuse of a sexual nature; the display of sexually suggestive objects, cartoons, or pictures; and physical contact of a sexual or particularly personal nature.
- Using epithets, slurs, negative stereotyping, and threatening, intimidating, or hostile acts that relate to race, color, religion, gender, national origin, age, or disability

- Circulating or posting written or graphic material in the workplace that denigrates or shows hostility or aversion toward an individual or group because of race, color, religion, gender, nationality, age, or disability
- Discriminating against an employee or potential employee due to a person's race, color, religion, sex, sexual orientation, national origin, age, physical or mental impairment, or veteran status
- Violating CRC 's Conflict-of-Interest Policy, Whistleblower Policy, or Document Retention & Destruction Policy
- Facilitating or concealing any of the above or similar actions.

# **Columbus Running Club Record Retention and Document Destruction Policy**

Board Approved September 19, 2013

## **Introduction**

Record retention and document destruction are distinct but complementary issues. Record retention balances the need for an organization to maintain accurate and appropriate files with the challenge of limited physical and electronic space for archives. All businesses need to keep documents that preserve institutional history for strategic planning, regulatory compliance, and legal purposes.

The Sarbanes-Oxley Act of 2002 forbids purging of documents when any organization — nonprofit or for-profit — is under federal investigation. Document destruction policies provide guidelines for the proper disposal of records and prevent destruction of relevant documentation if the organization is involved in litigation.

It is a federal crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Retention and destruction policies are helpful under any circumstances. When already in place, these policies not only help nonprofits retain appropriate historical and legal documentation, but they also clarify the steps to take if a federal investigation ever takes place.

## **CRC Record Retention and Document Destruction Policy**

The CRC takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The Sarbanes-Oxley Act of 2002 makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against the CRC and its employees, directors and officers and possible disciplinary action against responsible individuals up to and including termination of employment.

The CRC will retain documents in accordance with Generally Accepted Accounting Practices and applicable laws.

From time to time, the President or the Treasurer may issue a “legal hold,” suspending the destruction of any records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the person placing the hold.

## **Columbus Running Club Criminal Background Check Policy**

Board Approved September 19, 2013

### **Treasurer and/or Staff Responsible for Money**

Criminal background checks should be performed on an ongoing basis throughout the year. The CRC President or a duly authorized official should manage any criminal background check procedure on behalf of the club, event, or youth running program. The results of the criminal background checks should be kept strictly confidential and only people authorized individuals should have access to the reports.

If a background check discloses a criminal conviction of a theft related or fraudulent crime within a 15-year period, this person should be disqualified from a position involving the handling of funds.

### **Anyone Working with Youth**

Anyone working with minors such as coaches, assistant coaches, volunteers, or employees engaged in working with youth (legal minors) on behalf of a club or event must submit to a criminal background check. Criminal background checks should be performed on an ongoing basis throughout the year. The CRC President or a duly authorized official should manage any criminal background check procedure on behalf of the club, event, or youth running program. The results of the criminal background checks should be kept strictly confidential and only people authorized individuals should have access to the reports.

If a background check discloses a criminal conviction for a violent crime against a person including a sex offense within a 20-year period, this person should be disqualified from working with youth.