

Career Resources, Inc.

Board of Directors Annual Meeting

Thursday, June 27, 2019

9:00 am to 9:30 am

(Conference Call)

AGENDA

- I. Approval of Minutes**
- II. Officers and Directors for Next Year (Vote Required)**
- III. Signatory Resolution (Vote Required)**
- IV. Finance Report**
 - Budget Updates
 - Budget Discussion and Approval (Vote Required)
- V. Code of Ethics/Conflict of Interest**
 - Please sign and return to Carmen
- VI. SVP Update/September Retreat**
- VII. JobToberfest Discussion**
- VIII. Adjournment**

CAREER RESOURCES, INC.
BOARD OF DIRECTORS MEETING
May 10, 2019

MEMBERS PRESENT

Michael Burns	Victor Fuda*	Roger McKenzie
Richard Dupont	James Horan	Homero Villarreal
Crystal Engram	James Lisher	Addie Williams

MEMBERS ABSENT

Sharon Martinez

STAFF PRESENT

Carmen Arbelo	Angela Pellegrino-Grant	Daniele Turner
William Clark	James Perkins	Scott Wilderman
Caitlin Mongillo	Joseph Rietano	

Conference Call*

Board Chair, Jim Lisher called the meeting to order at 8:05am.

Mission Moment

Caitlin Mongillo is the Coordinator of the EveryOne Works Center and the Secure Jobs Program. Caitlin began with CRI about 5 1/2 years ago to assist people with disabilities. She arrives to work with Charlie, her seeing eye dog, and possesses a Master's degree in social work. Referrals are sent from the Bureau of Rehabilitation Services; Caitlin's initial meeting with disabled job seekers is to gather necessary documentation, discuss benefit availability and eligibility standards, and to identify any work/performance restrictions. There are many successful programs available to assist the clients to access employment, with accommodations made for specific personal needs. The EveryOne Works Center is also equipped with Assistive Technology.

The Secure Jobs Program started in 2015 and is primarily funded by the Melville Charitable Trust. This program works with families exiting out of homeless shelters. Rapid Rehousing locates an apartment that is affordable for two months. Then each month the family pays progressively more towards the rent. Housing and workforce review participant's barriers, cash assistance, food stamps, mental health, etc. to determine the entire scenario in order to most efficiently evaluate each case. Secure Jobs 2.0 starts in October. CRI was invited to reapply. Caitlin and Justin Williams were acknowledged last year as the Best Program in Connecticut.

Sandy's Food Pantry was set up in our One Stop by Sandra Vining. DOL visited our AJC last year and conducts several annual events to raise funds to support the pantries. A video was presented highlighting the pantries in the CRI Bridgeport and Waterbury locations. DOL holds four dress down days and 100% of the funds collected from participating employees are given directly to the pantries.

STRATEGIC ISSUES

Social Venture Partners will vote in their May Board Meeting to fund CRI with \$25,000/year for three years. There are several areas SVP proposes to provide assistance to CRI: program expansion in STRIVE and ISIAAH, along with augmenting agency activities in training, staffing, and apprenticeship or pre-apprenticeship. It was later determined that CRI would not be involved in the apprenticeship or pre-apprenticeship programs. SVP will participate in the CRI September BOD meeting.

BOARD ACTIONS

The Board has been actively seeking new members and two candidates are being nominated. Jim Lisher introduced Michael Burns. Mr. Burns possesses an extensive background in finance with 35 years of experience on Wall Street. He is currently retired and looks forward to adding a positive influence on the Board. Mickey Stayman's background is in financial controls and building IT management systems. He also is retired but was not present. Homero Villarreal motioned to approve Michael Burns and Michael Stayman to the Board. Richard Dupont seconded the motion.

Gary Rafsky resigned from the Board. Voting for a new Secretary/Treasurer is scheduled for our June meeting. Richard Dupont motioned to approval the Minutes from March 8th. Homero seconded the motion.

BUSINESS REPORTS

Finance - James Perkins and Scott Wilderman

The end of March financial report shows \$175K in cash. Grant Receivables is \$1,006,046, including: The WorkPlace \$608K, \$115K from STRIVE National, Waterbury One Stop \$225K, and Capital Workforce \$55K. Accrued Vacation & Personal Time of \$93K accounts for time earned by staff. Accrued Wages, Taxes & Benefits Payable of \$109K is attributed to five days of payroll. Peoples' Line of Credit was at \$341K. As of today, the line of credit is at \$100K. The line item Mortgage Payable of \$347K is for the loans on the Isaiah houses. In the Statement of Revenue & Expense, the YTD loss is \$21,000, with \$45,588 in depreciation, and interest fees of \$17K. Fundraising events and the Workers Compensation Trust money returned from the Isaiah Program was useful in offsetting the loss. Many repairs have taken place at Isaiah Houses, in an ongoing process.

Resolutions

David Scaramozza of Carter Hayes & Associates has audited our finances for many years. The yearly cost associated with their service is \$28,000 and \$1,750 for the completion of the 990. Richard Dupont motioned to approve Carter Hayes & Associates to serve as the auditor for CRI. Homero seconded the motion and all were in favor.

CRI checks over \$5K required two signatures. Angela Pellegrino-Grant will serve as a second signatory. Addie Williams motioned to approve Angela as a co-signatory for checks in the amount of \$5,000 or more. Homero seconded the motion and all were in favor.

The 990 is due on May 15th. Homero motioned to accept the 990. Richard seconded the motion.

Human Resources - Carmen Arbelo and Joe Rietano

Per Mr. Rietano, we are pleased the medical insurance increase is only 8% and takes effect July 1st. Our insurance plan with Cigna includes The WorkPlace. CRI pays 80% of our agency's cost and staff contributes the other 20%. There was no change in MetLife dental expenses which also renew on JULY 1.

A full-time person was hired for our ESL program. In the Isaiah program, five part-timers were hired. A part-time receptionist started in our Hartford office.

Marketing and Communications – Angela Pellegrino-Grant and Scott Wilderman

- The ReEntry Job Fair in April was attended by approximately 300 individuals. Thirty five employers were present to hire ex-offenders. Some participants received job offers on the spot. Channel 8 News covered the event.
- The ReEntry Awards Ceremony was also well attended. The guest speaker was our new Commissioner Roland Cook. He was very impressed with all the work we've done especially our involvement in reentry. Our State Representative Chris Rosario was recognized with the Legislative Leadership Award during the ceremony for leading the charge in second chances. A new award was created in honor of Ezekiel Santiago who passed suddenly a few weeks ago. He was a friend to CRI, STRIVE, and ReEntry. Dan Braccio received the Lifetime Achievement Award. The Round Tables recognized Rob Hebert for his tremendous work in reentry. Charles Grady received the Urdang/Torres Award. Charles works for the FBI and started the two programs Hang Time (male) and Her Time (female). This is a place where ex-offenders, family members, and other people can meet in a safe environment to discuss issues they are facing.
- Leadership Greater Bridgeport (LGB) is a program run by the Bridgeport Regional Business Council. LGB is a one year program which involves networking and learning about Bridgeport's economy and infrastructure. Daniele Turner is currently a participant. Scott, Angela, and Crystal Engram previously completed the program. Presently, Angela is the vice chair and in July will chair the LGB board. Mary Magdalene House benefited from LGB's Alumni Day of Service with a makeover. The house's common rooms were stripped, sanded and painted. The supplies and paint were donated by Ganim Financial. Two thousand dollars raised through Fairfield County Giving Day supported this project. Miscellaneous donations were received from alumni. Budget Blinds donated 52 blinds to cover all the windows and we paid for the installation. There was enough paint for the entire house, but we were short on manpower. This makeover was featured on Channel 12 News. Bob's Furniture donated a \$2,500 gift card. Angela submitted four CDBG applications to the city of Bridgeport to upgrade main structural repairs on all of the houses.

She testified on Wednesday to the city council and the community board who make the final decisions on the grants. The grants total \$400K and we are confident we'll receive something.

- NAACP Million Job Campaign at Foxwoods was attended by staff and participants of the Fatherhood program. The guest speaker was Judge Joe Mathis.
- 25 employers are scheduled to attend the Infrastructure Job Fair on May 15th. Greater Bridgeport Transit, and several trade and construction companies are attending. The Commissioner from the Department of Economic and Community Development is scheduled to attend.
- RYSAP, ABCD, DOL, and The WorkPlace are some of the employers scheduled to participate in the Youth Job Fair at City Hall Annex on May 23rd.

Fund Development – Angela Pellegrino-Grant

- From January to the end of May, Angela will have submitted 18 applications as the lead and three as partner. She has declined three opportunities. The agency received a \$20K from The Hartford and \$10K from Ensworth Foundation. Both of these grants are assigned to our Hartford STRIVE program.
- CRI partnered with CREC in the Hartford One Stop proposal. The final decision hasn't been announced, but CREC is not a finalist. CRI is also not a finalist in the Impact Fairfield County grant.
- Seven donors (2 Board Members) pledged \$350 to CRI during The Great Give fundraiser.
- A New Haven CDBG grant was submitted for \$10K.
- Jobtoberfest planning begins next month and we are seeking assistance from the Board.

NEW BUSINESS

The WorkPlace's state budget this year included \$1.6 million to create a pilot reentry program in Bridgeport. This presents a concern for CRI and our presence in the reentry field. Per Scott, the agency is trying to enter the arena by affecting the \$800K from the Implementer Bill. Scott was recently informed the reentry money would be distributed statewide. Due to this development, CRI is now in direct competition with The WorkPlace.

The American Job Center contract is up for renewal on May 15th. This is one of our largest programs and over the past three years, the funding has been reduced by 24.5%. This translated to \$700K in revenue. Operating the AJC includes: Bridgeport, Ansonia, Derby, Stamford, the Career Coach, writing close to 400 Individual Training Accounts, running the Community Resource Center, ESL, GED, Digital Literacy programs. Additional activity includes conducting pretesting and any other projects which are assigned. Scott stated it has become increasingly difficult to operate with reduced funding and the addition of new requirements. Our last contract was \$2.4 million. Although there is level funding from the state, our contract was reduced to \$2.1 million. This does not take into account the increased medical costs and will require the layoff of 4 staff in order to stay within budget. The new changes include a \$25K cap on admin and the ability to request a 10% advance for funds.

ADJOURNMENT

The meeting adjourned at 9:42am.

Career Resources, Inc.

Proposed Officers and Directors

Annual Meeting

Thursday, June 27, 2019

New Member

- Jill Brennan

Members (2-year Terms, exp 6/21)

- Sharon Martinez
- Roger McKenzie
- Victor Fuda

Officers

- James Lisher (Chair)
- Homero Villarreal (Vice Chair)
- Mickey Stayman (Treasurer)
- Roger McKenzie (Secretary)

Jill Brennan Marketing & Sales Expertise

Vice President-Global of Nielsen Company (\$11 Billion tech & business information company) Jill leads senior customer success & engagement strategy teams for large multi-national companies such as PepsiCo, Johnson & Johnson and Mondelez. She has worked in a variety of increasing marketing responsibilities over the past 10 years at Nielsen (her second tour of duty at the company). Starting her business career as an Account Executive at Liz Claiborne, Inc., then her first tour at Nielsen, she also has worked in 2 smaller entrepreneurial companies.

She graduated from Southern Methodist University with a degree in Marketing, and has an MBA from New York University in Marketing & Management.

She lives with her husband in New Canaan. Jill was a Board Director of The Junior League of Stamford/Norwalk and served as a Trustee for the Lockwood-Mathews Museum.

Jill will be appointed to the Board's Development & Outreach Committee, and will immediately pitch in to help with our 2019 JOBTÖBERFEST fund raiser.

RESOLUTION

I hereby Certify that at a meeting of the Board of Directors of Career Resources, Inc. duly called and held on June 27, 2019 at 350 Fairfield Avenue, 3rd floor, Bridgeport, CT 06604 the following resolution was duly adopted in conformity with the charter and bylaws of said corporation and is in full force and effect.

Resolved Scott K. Wilderman the President & CEO of Career Resources, Inc. or James Lisher the Chairman of the Board, is authorized to enter into and amend contractual instruments with the Connecticut Department of Corrections, Department of Social Services, TheWorkPlace, Inc., the NRWIB and Capital Workforce Partners.

Date

Certifying Official

SEAL

Typed Name

Title

STATE OF CONNECTICUT

County of Fairfield

Personally, appeared before me this _____ day of _____, 2019,

_____ of _____,

and made oath that the above is a true copy for the record of the Corporation.

CAREER RESOURCES
FYE 6/30/20

Source or Program Name	BUDGET	
	Revenue	% of Funding
One Stop: Bpt/Derby/Stmfd	2,225,227	26.8%
All Other Funds via WP	401,590	4.8%
One-Stop/WorkPlace Program Funding	2,626,817	31.6%
STRIVE	618,540	7.4%
Department of Corrections	1,756,935	21.2%
Northwest Region	2,356,930	28.4%
Capital Workforce Board	244,285	2.9%
Other Grants	632,831	7.6%
Interest, contribuitons, JobFair, VITA	70,500	0.8%
Other Programs	5,680,021	68.4%
Projected Funding	8,306,838	100.0%
Entire CRI Payroll:	4,970,305	
Staff Benefits/Appreciation	1,745,571	35.12%
STAFF	6,715,876	
Other Non-Salary Expenses:		
Program Consultants/Subcontractors	44,087	
Staff Training/Conferences	12,000	
Audit/Legal/Actg/Payroll/401(k)	153,300	
Rent: CRI HQ	180,470	
Rent: Hartford Strive	20,760	
Rent: Waterbury Strive	12,000	
Parking: all locations (net)	8,879	
Isaiah House Utilities	50,000	
Eqpmt Leases/Sm. Purchases/Tech Supplies	94,033	
Equipment Repair/Maintenance	25,000	
Office & Program Supplies	51,856	
Postage	6,043	
Phone/Cells/Internet	70,000	
Business Insurance	30,000	
Dues/Membership	9,817	
Marketing/Advert/PR/JobFair	13,689	
Mileage & Travel	43,519	
Isaiah House Food	60,000	
Isaiah Mortgage Debt Service	54,467	
Miscellaneous	30,721	
Participant Supt/Activ./Transp/Sply/Trng	319,675	
Miscellaneous Isaiah Expenses	184,547	
DEPRECIATION(Non-Cash)	75,000	
Subtotal Other Exp:	1,549,863	
Total Expenses:	8,265,739	
Net Income (Loss)	41,098	
Excluding Depreciation:	116,098	



CODE OF ETHICS 2019

PERSONAL AND PROFESSIONAL INTEGRITY

We, as the staff and Board of Directors of Career Resources, Inc. (CRI) dedicate ourselves to carrying out the mission of CRI. We will do the following:

- Recognize that the chief function of CRI at all times is to serve the best interest of the people of Connecticut, specifically to help meet the needs of Connecticut residents by providing information, education, and connection to services.
- Maintain the highest standards of performance, service, and achievement.
- Implement CRI's philosophy and practices with honesty, loyalty, and dependability in interactions with clients, fellow staff, and the general public.
- Ensure that outside employment and other activities do not interfere with our job duties at CRI. (See Conflict of Interest Policy for further guidance.)
- Project a positive image of CRI and reflect the highest professional demeanor in dealings with others.
- Accept as a personal duty the responsibility to keep up-to-date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
- Respect the structure and responsibilities of the Board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the Board.
- Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.

ACCOUNTABILITY

The people of Connecticut have placed their faith in CRI. To sustain their trust in us we:

- Must not use or allow the use of CRI funds for purposes inconsistent with the mission CRI.
- Must observe and comply with all laws and regulations affecting CRI.
- Will make full and fair disclosures of all relevant information to those who fund CRI, because they have a right to know how their money is being spent.
- Spend or allocate contract funds and other sources of funds wisely, efficiently, and objectively.
- Make sure that travel and related expenses are incurred only in relation to professional use and not for personal gain.

DIVERSITY AND EQUAL OPPORTUNITY

CRI is an equal opportunity employer who strives for diversity. For this reason we:

- Respect the dignity, uniqueness, and intrinsic worth of every person.
- Respect individuals without regard to race, color, religion, creed, age, sex, national origin or ancestry, marital status, veteran status, sexual orientation, financial status, or disability.
- Refuse to engage in or tolerate any form of harassment or discrimination.
- Value, champion, and embrace diversity in all CRI activities.

CONFIDENTIALITY AND PRIVACY

Confidentiality and the respect for privacy contribute to our overall professionalism. As such, it is important that all information that is confidential, privileged or private is not disclosed inappropriately. We respect the privacy rights of all individuals in the performance of their CRI duties.

POLITICAL CONTRIBUTIONS

CRI is a charitable organization; therefore the agency cannot make any contributions to any candidate running for a public office. CRI cannot support or oppose any political campaign. Individual employees are free to participate in politics but they cannot use the agency name when doing so. Employees shall:

- Refrain from using any organizational financial resources, facilities or personnel to endorse or oppose a candidate for public office.
- Clearly communicate that he or she is not acting on behalf of the organization, if identified as an official of CRI, while engaging in political activities in an individual capacity.
- Refrain from engaging in political activities in a manner that may create the appearance that such activity is by or on behalf of CRI.
- Refrain from making any contributions to any candidate for public office or political committee on behalf of CRI.
- Refrain from making any contributions to any candidate for public office or political committee in a manner that may create the appearance that the contribution is on behalf of CRI.

SOLICITATIONS AND VOLUNTARY GIVING

The most receptive contributors are those who have the advantage of being informed and make the decision to donate on their own. For this reason we will:

- Abstain from using coercion of any kind in fundraising activities.
- Participate in educational fundraising campaigns.

GUIDANCE AND DISCLOSURE

Volunteers and staff are encouraged to seek guidance from the Board of Directors, the President or Chief Operations Officer concerning the interpretation or application of this Code of Ethics. Any known or possible breaches of the Code of Ethics should be disclosed. Staff should contact a supervisor, the

Chief Operations Officer, or the President. Volunteers should contact an Officer of the Board. Reports of possible breaches will be handled in the following manner:

- All reports of possible breaches will be treated in confidence as much as the organization's duty to investigate and the law allow. If confidentiality cannot be maintained, the individual disclosing the possible breach will be notified.
- All reported breaches will be investigated and, if needed, appropriate action taken based upon the policies of the organization.
- Retaliation against a person who suspects and reports a Breach in good faith will be treated as an independent breach of the Code.
- CRI will work toward prompt and fair resolution of all reported breaches.
- The procedures outlined in CRI's Whistleblower Policy will guide agency responses to reports of possible breaches of the Code of Ethics that may also constitute material violations of law or policy, or questionable accounting or auditing practices.

I have read the Career Resources, Inc. Code of Ethics; and I commit to carrying out the standards of this Code of Ethics.

Signature

Print

Title

Date

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CONFLICT OF INTEREST POLICY 2019

Career Resources, Inc. (CRI) consistently follows a policy of avoiding any conflict of interest, or appearance of conflict of interest, on the part of its directors and staff in all aspects of CRI's operations. Part A of this Conflict of Interest Policy applies to CRI's Board of Directors, Finance and Governance Committees, and senior management staff (collectively, "Covered Persons"). Part B of this Conflict of Interest Policy applies to all CRI staff. The Governance Committee shall have the responsibility to review this policy periodically, to recommend changes, if any, to CRI's Board of Directors ("Board") and to undertake such other responsibilities as set forth below. The President of CRI ("President") shall be responsible for monitoring the implementation and adherence to the policy.

Part A: Board of Directors Members of the Finance and Governance Committees Senior Management Staff

It is recognized that Covered Persons are actively involved in other charitable, business, and community affairs throughout the State of Connecticut. Pursuit of these experiences is generally encouraged and often provides perspectives that enrich CRI's deliberations; however, in some cases, they may create a duality or conflict of interest that needs to be disclosed and addressed.

This Conflict of Interest Policy sets forth CRI's considered judgment regarding the best approach to balancing three goals: (1) ensuring that CRI's decisions benefit from the fullest input of its Covered Persons, drawing on their accumulated experiences in the State of Connecticut; (2) avoiding both the reality and the appearance that the objectivity of CRI's decisions is compromised by any conflict of interest by a Covered Person or a Related Party; and (3) avoiding both the reality and the appearance that any Covered Person or Related Party benefits from decisions made by CRI. The term "Related Party" means (i) members of the Covered Person's immediate family and the immediate family of the Covered Person's spouse, where immediate family includes a spouse, parent, child, grandchild or person sharing the same home with any such person; (ii) any corporation, partnership or other entity in which a Covered Person or a Related Person has a beneficial interest; and (iii) any corporation or entity in which the Covered Person or a Related Person is employed or is a beneficial owner of more than five percent of such corporation, partnership, or other entity.

To this end, CRI hereby adopts the following policies:

1. **Potential conflicts arising from business activities.** Covered Persons shall take all reasonable steps to avoid actual or perceived conflicts of interest arising from their or a Related Party's business activities with other organizations. Unless specifically approved in advance by the Board or the Governance Committee, Covered Persons shall: (a) refrain from sharing

confidential and/or privileged information obtained through CRI that would provide an advantage to an organization with which CRI does business, may do business with, or competes with; (b) refrain from active involvement in such organization's planning or preparation of any proposal to CRI; (c) abstain from discussion and voting on any matter submitted by such organization as further provided below, except that Covered Persons not need abstain if their only role will be to ratify a decision already made by authorized and disinterested directors, committee members or senior management staff; and (d) refrain from contacting CRI staff or speaking at CRI's Board or committee meetings on behalf of that organization or on behalf of specific related parties; provided that the Covered Person may respond to inquiries from CRI's Board, and may raise an issue in exceptional circumstances when failure to do so would be detrimental to CRI or the community.

Covered Persons, Related Parties or their respective firms, unless specifically approved in advance by the Board after disclosure to the Board of the potential conflict, may not engage in any business relationship with CRI. The Board shall approve any such business relationship with CRI only in exceptional situations such as when there is no practical alternative supplier of the business to CRI or the price or conditions offered by the Covered Person, Related Party, or their firms are distinctly more favorable than any practical alternative.

Covered Persons may not engage in business relationships that result directly from a decision of CRI. In the course of their non-CRI business or other activities, Covered Persons shall not intentionally use their association with CRI to obtain favorable treatment or advantage from any business, organization, or person.

2. **Acceptance of gifts by Covered Persons.** No Covered Person shall accept any gift, gratuity, or favor with a value in excess of \$10.00 (with an annual aggregate limit of \$50.00) including food, transportation, lodging, or entertainment from a person or an organization that could reasonably be expected to seek business from CRI. Covered Persons shall be mindful of the need to avoid any appearance of impropriety in their roles as representatives of CRI, and shall make every reasonable effort to conduct themselves accordingly.
3. **Implementation of this Conflict of Interest Policy.** CRI recognizes that the foregoing provisions do not cover all possible situations that might arise, and that the exercise of reasonable judgment will be necessary to apply this policy to specific situations.
 - a. **Continuous Duty to Disclose Actual or Potential Conflicts of Interest.** To promote the sound administration of this policy, Covered Persons shall complete annually (and update as appropriate) a disclosure form that specifies any relationship that could raise substantial prospects of a conflict of interest. Covered Persons are urged to be inclusive in this disclosure since the disclosure of *potential* conflicts is essential to ensuring appropriate, open discussion, even if a conflict of interest is eventually determined not to exist. If, after submitting an annual disclosure statement, an apparent or potential conflict arises within the spirit of this policy, Covered Persons shall immediately disclose the situation (whether or not specifically addressed herein).

The annual disclosure statements and any ongoing disclosures made pursuant to this policy shall be received and maintained by the President. If a potential conflict of

interest situation involves a pending transaction or action on the part of CRI, such potential conflict shall be brought to the attention of the President prior to any action on the part of CRI. The President shall consult with the Covered Person with the potential conflict and obtain information necessary for an ordinarily prudent person to make a judgment as to whether a conflict exists. The President shall exercise good faith judgment in determining whether an actual conflict of interest exists and shall provide guidance as to the appropriate course of action. The President shall report the results of such review to the Chair of the Board ("Chair").

The President's annual disclosure statement for all Covered Persons, and any ongoing disclosures by the President, shall be made in writing to the Chair. If a conflict exists or if the President determines that further review would be prudent, he or she shall seek the advice and approval of the Governance Committee in determining whether the situation or transaction is fair and serves CRI's best interests. If the Governance Committee determines that further review would be prudent, it shall seek the advice and approval of the full Board in determining whether the situation or transaction is fair and serves CRI's best interests.

- b. **Restraint on Participation in the Event of a Conflict of Interest.** Covered Persons who have declared or have been deemed to have a conflict of interest must refrain from consideration of the proposed actions or transactions in which the conflict may be present unless, for special reason, the Board, Governance Committee, or President requests information or interpretations, or agrees to waive the conflict. Any Covered Person with a conflict may not vote, participate in discussion, or (subject to the Chair's discretion) be present at the time of the Board or Governance Committee vote on the proposed action or transaction. The proposed action or transaction in which a conflict of interest has been declared or found to exist must be approved by a majority of the disinterested members of the full Board or the Governance Committee, as the case may be. CRI shall retain detailed minutes of any proceedings involving a potential conflict of interest transaction.
- c. **Violations of this Policy.** If the Board has reasonable cause to believe a Covered Person has failed to disclose actual or possible conflicts of interest, it shall inform the Covered Person of the basis for such belief and afford the Covered Person an opportunity to explain the alleged failure to disclose. If, after hearing the Covered Person's response and after making further investigation as warranted by the circumstances, the Board determines the Covered Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

Part B: All Staff

Except as specifically approved by the President after consultation, as appropriate, with the Chair, the staff shall avoid actual or perceived conflicts of interest by taking the steps below. Staff members shall not intentionally use their association with CRI to create any favorable treatment or advantage from any business, organization, or person.

- a) Avoid any activity or outside interest which conflicts or appears to conflict with the best interest of CRI, including involvement with a current or potential CRI vendor, or competing organization, unless previously disclosed to and not deemed to be inappropriate by CRI's President and Governance Committee.
- b) Decline any gift, gratuity, or favor with a value in excess of \$10.00 (with an annual aggregate limit of \$50.00) including food, transportation, lodging, or entertainment from an organization that could reasonably be expected to seek business from CRI.
- c) Disclose immediately all known conflicts or potential conflicts of interest to the Vice President of Business Operations and/or the President.
- d) Refrain from influencing the selection of staff, consultants, or vendors who are Related Parties.

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Check here if using Attachment A to this form.

Conflict of Interest Disclosure by Covered Persons*

Name: _____ Position: _____

I have received, read and understand, and agree to abide by, the Conflict of Interest Policy ("Policy") adopted by Career Resources, Inc. I make the following statements in compliance with that Policy. If the answer to any of the following is "none", please indicate.

1. The following are all of the nonprofit, business, or professional organizations in which I, or a Related Party**, currently hold (or have held during the past two calendar years) a position as owner, officer, board member, partner, employee, or other significant beneficial relationship: (Use Attachment A if additional space is needed.)

Name of Nonprofit/Business/Professional Organization

Position Held/By Whom

2. The following are the terms of all business relationships maintained by me, or any Related Party, with CRI during the past year:
3. Neither I nor any Related Party during the past year has had (and I anticipate that neither I nor any Related Party shall have) any substantial involvement, direct or indirect, in preparing any completed or pending inquiry or proposal for CRI, except as follows:
4. Neither I nor any Related Party has been involved in any other situations that may present an actual or potential conflict of interest under CRI's Policy, except as follows:

The foregoing statements are accurate and complete to the best of my knowledge and belief. If an apparent or potential conflict hereafter arises within the spirit of the Policy, I shall immediately disclose the facts and circumstances to CRI's President.

Signature: _____ Date: _____

* "Covered Persons" includes CRI's Board of Directors; Finance and Governance Committees; and Senior Management Staff.

** "Related Party" means (i) members of the Covered Person's immediate family and the immediate family of the Covered Person's spouse, where immediate family includes a spouse, parent, child, grandchild or person sharing the same home with any such person; (ii) any corporation, partnership or other entity in which a Covered Person or a Related Person has a beneficial interest; and (iii) any corporation or entity in which the Covered Person or a Related Person is employed or is a beneficial owner of more than five percent of such corporation, partnership, or other entity.

**Please return completed questionnaire to:
Carmen Arbelo, Career Resources, Inc.
350 Fairfield Avenue/Bridgeport, CT 06604**

**Career Resources, Inc. (CRI)
Conflict of Interest Disclosure by Covered Persons**

Attachment A

Please return Attachment A along with completed questionnaire to:
**Carmen Arbelo, Career Resources, Inc.
350 Fairfield Avenue/Bridgeport, CT 06604**

Name: _____ Position: _____

The following are all of the nonprofit, business, or professional organizations in which I, or a Related Party**, currently hold (or have held during the past two calendar years) a position as owner, officer, board member, partner, employee, or other significant beneficial relationship: (Use Attachment A if additional space is needed.)

Name of Nonprofit/Business/Professional Organization

Position Held/By Whom